KALYANI COMMERCIALS LIMITED

Registered office: BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, New Delhi-110042
CIN: L45300DL1985PLC021453
E-mail: kalyanicommercialslimited@gmail.com
Website- www.kalyanicommercials.com
Ph. 011- 43063223, 011-47060223

DATE:17/08/2026

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 Notice of 41st Annual General Meeting for the Financial Year 2025-26 of Kalyani Commercials Limited ("the Company")

Dear Sir(s),

This is to inform you that Forty-First Annual General Meeting (AGM) of the Company is scheduled to be held on Tuesday, September 08, 2026 at 12:00 p.m. at the Registered Office of the Company situated at BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, New Delhi-110042. We are enclosing herewith the Notice of the Forty- First Annual General Meeting of the Company. The said Notice also forms part of the Integrated Annual Report of the Company for the financial year 2025-26.

The remote e-voting period commences from Saturday, September 05, 2026 (9.00 a.m. IST) and ends on Monday, September 07, 2026 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Tuesday, September 01, 2026 may cast their votes electronically. The voting rights of the Members shall be in proportion to their shareholding in the Company as on Tuesday, September 01, 2026 (cut-off date). The AGM Notice inter alia includes the detailed procedure for remote e-voting.
The AGM Notice can also be accessed from the website of the Company at https://www.kalyanicommercials.com/. This intimation is provided pursuant to the applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Request you to kindly take the above information on your records.

Thanking You
For KALYANI COMMERCIALS LIMITED

For Kalyani Commercials Limited
Saurabh Agarwal
Director

Sourabh Agarwal
(Whole Time Director)
DIN: 02168346
Off. Address: BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, Delhi-110042

NOTICE OF 41st ANNUAL GENERAL MEETING

Notice is hereby given that the 41st Annual General Meeting of the members of **Kalyani Commercials Limited** will be held on Tuesday, the 08th Day of September, 2026 at 12:00 P.M. at the registered office of the Company situated at BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, New Delhi-110042 to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2026 and the Reports of the Board of Directors and Auditors thereon, along with the cash flow statements.

ITEM NO.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.

SPECIAL BUSINESS:

ITEM No. 3: Approval of Related Party Transaction(s) with Ganganagar Vehicles Private Limited under Section 188 of the Companies Act, 2013:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to Section 188(1)(d) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and based on the Audit Committee's recommendation, and subject to Members' approval, consent of the Board be and is hereby accorded for the Company to avail loan/credit facility and allied transactions, treated as availing of services under Section 188(1)(d) of the Act, from Ganganagar Vehicles Private Limited, a related party by virtue of a common director, during FY 2026–27, up to ₹200 Crores, on an arm's length basis and in the ordinary course of business, the transaction exceeding the 10% turnover threshold under Rule 15(3)(a)(iv) and thus requiring Members' approval by Ordinary Resolution.

The Company being exempt from Regulation 23 of SEBI (LODR) Regulations, 2015 under Regulation 15(2) thereof, this approval is sought solely under Section 188 of the Companies Act, 2013 and not under SEBI LODR Regulations, 2015.

RESOLVED FURTHER THAT the said transaction, treated as availing of services under Section 188(1)(d) of the Act, be placed before Members for approval by Ordinary Resolution under the first proviso to Section 188(1), and that no member who is a related party shall vote thereon, per the second proviso to Section 188(1).

RESOLVED FURTHER THAT any Director be and is hereby severally authorised to do all acts necessary to give effect to this resolution."

ITEM NO. 4: Re-Appointment of Mr. Shankar Lal Agarwal (DIN: 01341113) as the managing director of the company designated as key managerial personnel of the company:

To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, and pursuant to the approval of the board in their Board Meeting held on August 13, 2026, the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Shankar Lal Agarwal (DIN: 01341113) as the Managing Director of the Company designated as Key Managerial Personnel for a period of five years w.e.f. from 29th June 2026 to 28th June 2031s on the terms and conditions of appointment and remuneration as contained in the draft agreement and on the terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and are hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to settle any question or doubt that may arise in relation thereto in order to give effect to the resolution and to seek such approval/consent from the government departments, if any, as may be required in this regard."

ITEM NO. 5: Re-Appointment of Mr. Sourabh Agarwal (DIN: 02168346) as the whole-time director of the company designated as key managerial personnel of the company

To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, and pursuant to the approval of the board in their Board Meeting held on August 13, 2026, the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Sourabh Agarwal (DIN: 02168346) as the Whole Time Director of the Company for a period of five years effective from 29th June, 2026 to 28th June, 2031 on the terms and conditions of appointment and remuneration as contained in the draft agreement and on the terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and are hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to settle any question or doubt that may arise in relation thereto in order to give effect to the resolution and to seek such approval/consent from the government departments, if any, as may be required in this regard".

Sd/-
Sourabh Agarwal
(Whole Time Director and CFO)
DIN: 02168346
Office Address: BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, New Delhi-110042

Date: 13.08.2026
Place: New Delhi

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE ON A POLL ON HIS/ HER BEHALF. 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 10% 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.

2. The Ministry of Corporate Affairs ("MCA") vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars') and Circular No. SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India ("SEBI Circular"), the notice of this 41st AGM is circulated through electronic mode to all the members whose names appear in the Register of the Members/Record of Depositories as on 01st September,2026 and who have registered their e-mail address with Depositories/RTA/Company.

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 01st September, 2026 to 08th September, 2026 (both days inclusive) for the purpose of Annual General Meeting.

7. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.

8. 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' RTA i.e., M/s. Skyline Financial Services Private Limited.

9. 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. The facility for voting through Ballot paper shall also be made available at the meeting and members attending the meeting who have not cast 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. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website under Investor resources. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form and to the Company's Registrar and Transfer Agent ('RTA') in case the shares are held by them in physical form, quoting their folio number.

13. Members are informed that, in terms of Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, transfer of securities is permitted only in dematerialized form, except in cases permitted under the applicable SEBI regulations, such as transmission or transposition of securities. Members may continue to hold securities in physical form; however, to eliminate the risks associated with holding physical share certificates and to facilitate easy transferability and portfolio management, Members holding shares in physical form are encouraged to dematerialize their holdings. Members may contact the Company's Registrar and Share Transfer Agent (RTA) for assistance in this regard.

14. Electronic copy of the Notice of Annual General Meeting and Annual Report 2025-26 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.

15. 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.

16. Members holding shares in the physical form are requested to notify changes in address, email id, bank mandate and bank particulars, if any, under their signatures to M/s. Skyline Financial Services Private Limited, D-153/A, 1st floor, Phase I, Okhla Industrial Area, New Delhi- 110020, the Registrars and Share Transfer Agents (RTA) of the Company, quoting their Folio numbers. Members holding shares in electronic form may update such information with their respective Depository Participants.

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

18. 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.

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

20. 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.

21. In respect of the business under Item No. 2 set out above, the relevant details of the Director seeking re-appointment at this AGM, as required under the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI Master Circular issued thereunder, and Secretarial Standard–2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice. The requisite declarations and consents have been received from the Director seeking re-appointment.

22. All documents referred to in accompanying Notice 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.

23. 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., 01st September, 2026 then the member may obtain Login ID and other e-Voting related details from the Company.

24. 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.

25. DECLARATION OF RESULTS ON THE RESOLUTIONS:

The Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within 2 working days from the conclusion of the AGM, submit a consolidated Scrutinizer's report of the total votes cast in favor and against the resolution(s), invalid votes, if any, and whether the resolution(s) has/have been carried or not, to the Chairman or a person authorized by him in writing.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website https://kalyanicommercials.com/ and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the proceedings to National Stock Exchange of India Ltd., where the securities of the Company are listed.

Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 08th September, 2026.

26. 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 05th September 2026 (09:00 A.M.) and ends on 07th September, 2026 (05:00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 01st September, 2026, 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:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting

	your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on

	www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

<u>How to Log-in to NSDL e-Voting website?</u>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account,

last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to srcorporateconsultant@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to kalyanicommercialslimited@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to kalyanicommercialslimited@gmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

27. M/s. GA & Associates Company Secretaries LLP 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.

28. 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.

29. 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.

30. 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 her in writing. The results shall also be immediately forwarded to the stock exchange.

For and on behalf of the Board
For KALYANI COMMERCIALS LIMITED

Sd/-
Sourabh Agarwal
(Whole Time Director and CFO)
DIN: 02168346
Office Address: BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, New Delhi-110042

Date: 13th August,2026
Place: New Delhi

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
(Annexed to the notice convening the Forty-First Annual General Meeting to be held on 08TH September, 2026)

ITEM NO. 3

The Company proposes to avail a loan/credit facility, along with allied and incidental arrangements (including interest, processing charges, and other terms attached thereto), from Ganganagar Vehicles Private Limited ("GVPL") during FY 2026–27, up to an aggregate amount of ₹200 Crores (Rupees Two Hundred Crores Only).

GVPL is a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013, on account of a director common to both companies. In terms of Section 188(1)(d) of the Act, the said transaction is being treated as "availing of services," and the value thereof exceeds 10% of the annual turnover of the Company as computed on the basis of the audited financial statements for the preceding financial year — thereby crossing the threshold prescribed under Rule 15(3)(a)(iv) of the Companies (Meetings of Board and its Powers) Rules, 2014, and requiring prior approval of the Members by way of an Ordinary Resolution under the first proviso to Section 188(1) of the Act.

The Company's paid-up equity shares capital and net worth fall within the limits prescribed under Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company is accordingly exempt from compliance with Regulation 23 of the said Regulations. This resolution is therefore being placed before the Members solely in compliance with Section 188 of the Companies Act, 2013, and does not arise out of any requirement under the SEBI LODR Regulations, 2015.

The details of the proposed material related party transaction, as required under Rule 15(3)(a)(iv) of the Companies (Meetings of Board and its Powers) Rules, 2014, are provided below -:

S. No	Particulars (as per Schedule XII)	Details
1	**Name of the related party**	Ganganagar Vehicles Private Limited
2	**Name of the promoter/promoter group entity or director or KMP who is a related party, and nature of relationship**	Sourabh Agarwal, Shankar Lal Agarwal- Common Directors
3	**Nature, duration and particulars of the transaction**	Availing of loan/credit facility, treated as availing of services under Section 188(1)(d), for FY 2026–27
4	**Tenure of the proposed transaction**	2026-27
5	**Material terms, including value**	Aggregate amount not exceeding ₹200 Crores; on arm's length basis and in the ordinary course of business; interest and other terms as mutually agreed
6	**10 % of the Company's annual consolidated turnover (as per last audited financial statements) represented by the value of the proposed transaction**	*"₹5,871.84 Lakhs"*

ITEM NO. 4

Re-Appointment of Mr. Shankar Lal Agarwal (DIN: 01341113) as the managing director of the company designated as key managerial personnel of the company

Mr. Shankar Lal Agarwal is associated with the company from its inception and is having vast expertise and experience in the field of commercial vehicles, two wheelers, petroleum products and finance industry. He is handling the operations of the company very efficiently and diligently. He has always worked for the company wholeheartedly. His tenure expired on 28th June 2026. Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Shankar Lal Agarwal on the Board of the Company and accordingly the Board recommends the reappointment of Mr. Shankar Lal Agarwal as a Managing Director as proposed in the resolution set out at Item No. 4 for approval by the Members. The term and conditions of his re-appointment are as follows:

- A salary at the rate of Rs. 50,000/- (Rupees Fifty Thousand only) per month, which may be reviewed by the Board.

- Reimbursement of medical and hospitalization expenses of the Managing Director and his family subject to a ceiling of one month salary in a year.

- Leave Travel Allowance for the Managing Director and his family once in a year in accordance with the Company policy.

- Bonus for the financial year, at the discretion of the Company, with shareholder approval.

- Provision of chauffer driven car for the use on Company's business, meal Coupons and telephone at residence.

- Reimbursement of expenses incurred by him in Purchase of newspapers, magazines, books and periodicals in accordance with the Company policy.

- Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company policy Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company.

- The Managing Director shall be entitled to such increment from time to time as the Board may by its discretion determine.

Details of Mr. Shankar Lal Agarwal are enclosed herewith and marked as Annexure-I forms part of this notice.

Therefore, the Directors of your company recommend the aforesaid resolution for your consideration and approval.

Mr. Sourabh Agarwal and Ms. Manushree Agarwal, Whole Time Director and Non-executive Director respectively being the close relatives of Mr. Shankar Lal Agarwal are interested in the aforesaid resolution.

ITEM NO. 5 Re-Appointment of Mr. Sourabh Agarwal (DIN: 02168346) as the whole-time director of the company designated as key managerial personnel of the company:

Mr. Sourabh Agarwal is an eminent Professional and associated with company from a long period of time. He is handling the operations of the company very efficiently. However, his tenure of Whole time Director is expired on 28th June, 2026. Given his experience and contribution towards the Company, the Board considers it desirable and in the interest of the Company to have Mr. Sourabh Agarwal on the Board of the Company and accordingly the Board recommends the reappointment of Mr. Sourabh Agarwal as Whole Time Director as proposed in the resolution set out at Item No. 5 for approval by the Members. The terms and condition of his re-appointment are as on the following terms and conditions: The terns and condition of his re-appointment are as follows:

• A salary at the rate of Rs. 1,00,000/- (Rupees One Lakh only) per month, which may be reviewed by the Board.

• Reimbursement of medical and hospitalization expenses of the Whole Time Director and his family subject to a ceiling of one month salary in a year.

• Leave Travel Allowance for the Whole Time Director and his family once in a year in accordance with the Company policy.

• Bonus for the financial year, at the discretion of the Company, with shareholder approval.

• Provision of chauffer driven car for the use on Company's business, meal Coupons and telephone at residence

• The Whole Time Director shall be entitled to such increment from time to time as the Board may by its discretion determine.

• Reimbursement of expenses incurred by him in Purchase of newspapers, magazines, books and periodicals in accordance with the Company policy.

• Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company policy.

• Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company. Details of Mr. Sourabh Agarwal are enclosed herewith and marked as Annexure-I forms part of this notice.

Therefore, the Directors of your company recommend the aforesaid resolution for your consideration and approval.

Mr. Shankar Lal Agarwal and Ms. Manushree Agarwal, Managing Director and Non-executive Director respectively being the close relatives of Mr. Shankar Lal Agarwal are interested in the aforesaid resolution.

ANNEXURE 'I'

TO THE NOTICE Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting [Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meeting]

Name of the Director	Ms. Manushree Agarwal	Mr. Shankar Lal Agarwal	Mr. Sourabh Agarwal
DIN	06620217	01341113	02168346
Age (Years)	41 Years	69 Years	44 Years
Nationality	Indian	Indian	Indian
Qualification	BE, MBA	B.COM	MBA
Experience (years)	14 Years	35 Years	17 Years
Brief Resume	Ms. Manushree is associated with the Company for more than 5 years. She is a person of positivism and dynamism.	Mr. Shankar Lal Agarwal is associated with the Company from a period of time. He devotes his full time to the Company and he is a person of knowledge and repute.	Mr. Sourabh Agarwal is a very knowledgeable person and his association with Company also proved very beneficial for the Company.
Expertise in Special Functional Area	Industry, Leadership, Board procedures and Governance, etc.	Industry, Leadership, Board procedures and Governance, etc.	Industry, Leadership, Accounts & Finance, Board procedures and Governance, etc.
Date of First Appointment on the Board of the Company	June 18, 2013	September 13, 2001	May 05, 2008
Terms & condition of reappointment/appointment	Non-Executive Director liable for retire by rotation	Managing Director not liable for retire by rotation.	Whole Time Director not liable for retire by rotation
Details of remuneration sought to be paid and remuneration last drawn	Rs. 24,00,000/- (Rupees Twenty-Four Lakh per annum)	Rs. 6,00,000/- (Rupees Six Lakh per annum)	Rs. 12,00,000/- (Rupees Twelve Lakh per annum)
Relationship between the Directors inter se and another Key Managerial Person	Spouse of Mr. Sourabh Agarwal, Whole Time Director of the Company Daughter in Law of Mr. Shankar Lal Agarwal Managing Director of the Company	Father of Mr. Sourabh Agarwal, Whole Time Director of the Company Father-in-law of Ms. Manushree Agarwal, Director of the Company	Son of Mr. Shankar Lal Agarwal, Managing Director of the Company Spouse of Ms. Manushree Agarwal, Director of the Company
No. of Board Meetings attended during the year	**10 of 10**	**10 of 10**	**10 of 10**
List of Directorship held in Other Companies (excluding Foreign Companies)	**NIL**	Ganganagar Vaahan Udyog Private Limited, Ganganagar Automobiles Private Limited, Ganganagar Vehicles Private	Ganganagar Vaahan Udyog Private Limited, Ganganagar Automobiles Private Limited, Ganganagar Vehicles Private

		Limited, Kota Trucks Private Limited, Argent Leasing And Finance Private Limited	Limited, Kota Trucks Private Limited, Material Recycling Association of India, GBM Vahaan Private Limited
Membership/ Chairmanships of Committees of Boards of Other Companies. (only Audit Committee and Stakeholders' Relationship Committee have been considered)	**NIL**	**NIL**	**NIL**

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: L45300DL1985PLC021453
Name of the Company: Kalyani Commercials Limited
Venue of the Meeting: BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, New Delhi-110042
Date and Time: Tuesday, 08th September,2026 at 12:00 P.M.

Name of the member(s) : Registered Address: E-mail Id: Folio No./ Client ID: DP ID:

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

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 **Tuesday, 08th day of September, 2026 at 12:00 P.M.** at **BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, New 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:				
	To receive, consider and adopt the Audited Financial Statements of the Company (including audited financial statements) for the Financial Year ended 31st March, 2026 and the Reports of the			

	Board of Directors and Auditors thereon, along with the cash flow statements.			
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			
Special Business:				
3	Approval of Related Party Transaction(s) with Ganganagar Vehicles Private Limited under Section 188 of the Companies Act, 2013			
4	Re-Appointment of Mr. Shankar Lal Agarwal (DIN: 01341113) as the managing director of the company designated as key managerial personnel of the company.			
5	Re-Appointment of Mr. Sourabh Agarwal (DIN: 02168346) as the whole-time director of the company designated as key managerial personnel of the company			

** 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 2026

Signature of shareholder.......................................

Signature of Proxy holder(s) ....

Affix One Rupee Revenue Stamp

Note:

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

Name:	
Address:	
DP ID*	
Client ID*	
Folio No.	
No. of Shares Held	

*Applicable for investors holding shares in electronic form.

1. I hereby record my presence at 41st Annual General Meeting of the Company being held on Tuesday, 08th September, 2026 at 12:00 P.M. at the Registered Office of the Company situated at BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, New Delhi-110042.
2. Signature of the Shareholder/Proxy Present
3. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.
4. Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Notice 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 13th August, 2026 of the 41st Annual General Meeting of the Company. The E-Voting period starts from 9:00 A.M on Saturday 05th September; 2026 and ends at 05:00 P.M, Monday, 07th September, 2026. The e-Voting module shall be disabled by NSDL for voting thereafter.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	PASSWORD	USER ID	NO. OF SHARES

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

Commencement of e-voting	05th September; 2026 at 09:00 A.M.
End of e-voting	07th September, 2026 at 05:00 P.M.

Notes:

- **The cut-off date for the purpose of e-voting is 01st September 2026**
- **Please read the instructions printed under the Notes to the Notice dated 13th August, 2026 of the 41st Annual General Meeting of the Company. The e-Voting modules shall be disabled by NSDL for voting thereafter.**

Route Map

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*