

# **Kalyan Capitals Limited**

(formerly known as Akashdeep Metal Industries Limited)

CIN: L28998DL1983PLC017150

**Corporate Office:** 3<sup>rd</sup> Floor,56/33,  
Site IV, Industrial Area, Sahibabad,  
Ghaziabad-201010, Uttar Pradesh

Tel: 0120-4543708

Email: [info@kalyancapitals.com](mailto:info@kalyancapitals.com)

Website: [www.kalyancapitals.com](http://www.kalyancapitals.com)

## **POSTAL BALLOT NOTICE**

**[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]**

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ('the Act'), alongwith Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 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 and 20/2021 dated December 08, 2021 and 3/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") (including any statutory modification, amendment or re-enactment thereof for the time being in force), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Act, rules, circulars and notifications issued thereunder and pursuant to the other applicable laws and regulations, that the resolutions appended herewith are proposed to be passed by the Members of the Company by means of postal ballot only by voting through electronic means (remote e-voting).

The Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions of the Act read with the applicable Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

Due to difficulty in dispatch of the Notice along with the Explanatory Statement and Postal Ballot Form by post or courier, on account of threat posed by COVID- 19 pandemic situation and as permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. In compliance with Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on resolutions through remote e-voting facility only. Assent or Dissent of the members on the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The Board of Directors of the Company has appointed at its meeting held on 29<sup>th</sup> May, 2024 has appointed CS Hemant Kumar Sajnani Proprietor of M/s. Hemant Kumar Sajnani & Associates, as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are

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**Registered Office: Plaza-3, P-204, Second Floor, Central Square,20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi-110006**

requested to read the instructions in the Notes under the section “General information and instructions relating to e-voting” in this postal ballot notice (“Postal Ballot Notice”) to cast their vote electronically. The remote e-voting period commences from IST 09:00 a.m. on Sunday, June 02<sup>nd</sup>, 2024 and ends at IST 05:00 p.m. on Monday, July 01<sup>st</sup>, 2024 failing which it will be strictly considered that no vote has been received from the shareholder. In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice. The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the e-voting. The results shall be declared on or before Wednesday, July 03<sup>rd</sup>, 2024 and communicated to BSE and will also be displayed on the Company's website [www.kalyancapitals.com](http://www.kalyancapitals.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**ITEM NO.1: APPOINTMENT OF MR. SANJEEV SINGH (DIN:00922497) AS A NON-EXECUTIVE DIRECTOR NON-INDEPENDENT DIRECTOR**

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution: -

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Sanjeev Singh (DIN: 00922497), who was appointed as an Additional Director in the capacity of a Non- Executive Director with effect from May 29<sup>th</sup>, 2024, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Non-Executive Director of the Company and that he shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** any director of the Company, be and is hereby authorized to sign and execute the necessary papers, deeds, returns and other documents to be filed with the office of the Register of Companies, NCT of Delhi & Haryana and to do any act, deed, thing, matter, connected with the aforesaid matter or any other matter incidental or ancillary thereto.”

**ITEM NO.2: APPOINTMENT OF MR. RISHABH TALWAR (DIN:10316259) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution: -

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Rishabh Talwar (DIN: 10316259), who was appointed as an Additional Director in the capacity of an Independent Director with effect from May 29<sup>th</sup>, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till May 28<sup>th</sup>, 2029, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any director of the Company, be and is hereby authorized to sign and execute the necessary papers, deeds, returns and other documents to be filed with the office of the Register of Companies, NCT of Delhi & Haryana and to do any act, deed, thing, matter, connected with the aforesaid matter or any other matter incidental or ancillary thereto.”

**ITEM NO. 3: TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS FROM THE PROMOTER AND PROMOTER GROUP ENTITIES PROPOSED TO BE ENTERED DURING FINANCIAL YEAR: 2024-25**

To consider and pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (the “Act”) read with rules made thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, including any amendments, modifications, variations or re-enactments thereof, the Bank’s Policy on Related Party Transactions and pursuant to the recommendation / approval of the Audit Committee and the Board of Directors of the Bank, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for entering into and / or continuing with arrangements/ contracts / agreements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), with related party of the Promoter & Promoter Group of the Company, for the financial year 2024-25, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise as mentioned hereunder and as set out in the explanatory statement annexed to this notice, notwithstanding the fact that all such transactions during financial year 2024-25, whether individually and/or in the aggregate, may exceed ` 1,000 crore or 10% of the annual consolidated turnover as per the Company’s last audited financial statements, whichever is lower, or any other materiality threshold as may be applicable under law/ regulations from time to time, provided that such arrangement(s) / contract(s) / agreement(s) / transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company:

S. No.	Name of the Related Party	Description of Contracts /Arrangement/Transactions	Period for which shareholders' approval is sought for the transaction	Total Cumulative Contracts/arrangement/ Transactions Value (Rs. in Crore)
1	Anmol Financial Service Limited	(i) Granting or Receiving of any loans, credit facilities, inter corporate loans, advances or investments, or any other form of Fund-based facilities, and/or guarantees, or any other form facilities, sanctioned up to an amount and on such terms and conditions (including rate of interest, security, tenure etc.) as permissible under applicable laws and the relevant policies of the Company;	01.04.2024-31.03.2025	up to Rs. 50.00 core (Rupees Fifty Crore Only)
2	Algowire Trading Technologies Private Limited		01.04.2024-31.03.2025	up to Rs. 10.00 core (Rupees Ten Crore Only)
3	M/s Agro Trade Solutions		01.04.2024-31.03.2025	up to Rs. 25.00 core (Rupees Twenty-Five Crore Only)
4	Aniaryan Farms & Resorts Private Limited		01.04.2024-31.03.2025	up to Rs. 50.00 core (Rupees Fifty Crore Only)
5	Anisha Dazzle Films Private Limited		01.04.2024-31.03.2025	up to Rs. 50.00 core (Rupees Fifty Crore Only)
6	Anisha Fincap Consultants LLP		01.04.2024-31.03.2025	up to Rs. 50.00 core (Rupees Fifty Crore Only)
7	Mr. Aryan Malik		01.04.2024-31.03.2025	up to Rs. 10.00 core (Rupees Ten Crore Only)
8	DM Prime Square Research & Analytics Private Limited		01.04.2024-31.03.2025	up to Rs. 10.00 core (Rupees Ten Crore Only)
9	M/s Grow Well Solutions		01.04.2024-31.03.2025	up to Rs. 20.00 core (Rupees Seventeen Crore Only)
10	GIN SPIN Private Limited		(ii) any other transactions/arrangements as provided in the explanatory statement including those entered in the course of normal business activities.	01.04.2024-31.03.2025
11	M/s Idhyah Future	01.04.2024-31.03.2025		up to Rs. 10.00 core (Rupees Ten Crore Only)
12	M/s Laxmi Trade Solutions	01.04.2024-31.03.2025		up to Rs. 30.00 core (Rupees Thirty Crore Only)
13	Ms. Puja Malik	01.04.2024-31.03.2025		up to Rs. 50.00 core (Rupees Fifty Crore Only)
14	M/s RS Securities	01.04.2024-31.03.2025		up to Rs. 10.00 core (Rupees Ten Crore Only)
15	M/s RS Future LLP	01.04.2024-31.03.2025		up to Rs. 10.00 core (Rupees Ten Crore Only)
16	Runit Exim Private Limited	01.04.2024-31.03.2025		up to Rs. 50.00 core (Rupees Fifty Crore Only)
17	Race Eco Chain	01.04.2024-		up to Rs. 50.00 core

7	Limited		31.03.2025	(Rupees Fifty Crore Only)
1 8	Share India Algoplus Private Limited		01.04.2024- 31.03.2025	up to Rs. 50.00 core (Rupees Fifty Crore Only)
1 9	Share India Securities Limited		01.04.2024- 31.03.2025	up to Rs. 150.00 core (Rupees One Hundred and Eight Crore Only)
2 0	Share India Capital Services Private Limited		01.04.2024- 31.03.2025	up to Rs. 10.00 core (Rupees Ten Crore Only)
2 1	Share India Commodity Brokers Private Limited		01.04.2024- 31.03.2025	up to Rs. 5.00 core (Rupees Five Crore Only)
2 2	M/s Skyveil Trade Solutions LLP		01.04.2024- 31.03.2025	up to Rs. 10.00 core (Rupees Ten Crore Only)
2 3	Mr. Sunil Kumar Malik		01.04.2024- 31.03.2025	up to Rs. 50.00 core (Rupees Fifty Crore Only)
2 4	Sunstar Share Brokers Private Limited		01.04.2024- 31.03.2025	up to Rs. 50.00 core (Rupees Fifty Crore Only)
2 5	Vista Furnishing Limited		01.04.2024- 31.03.2025	up to Rs. 50.00 core (Rupees Fifty Crore Only)
2 6	Ms. Anisha Malik		01.04.2024- 31.03.2025	up to Rs. 10.00 core (Rupees Ten Crore Only)
2 7	Race Envision Private Limited		01.04.2024- 31.03.2025	up to Rs. 50.00 core (Rupees Fifty Crore Only)

**RESOLVED FURTHER THAT** approval of the Members of the company be and is hereby accorded to the Board to sign and execute all such documents, contracts, agreements, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to execution of such transactions and also to delegate all or any of its powers herein conferred to any Committee of the Board and / or Director(s) and / or officer(s) / employee(s) of the Bank / any other person(s) to give effect to the aforesaid resolution and to settle all questions, difficulties or doubts that may arise in this regard.”

**ITEM NO.4: TO APPROVE AND RATIFY THE MATERIAL RELATED PARTY TRANSACTIONS**

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

“**RESOLVED THAT** pursuant to the provisions of the Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board & its Powers) Rules, 2014, as applicable and any amendments thereto,

and also pursuant to the omnibus approval of the Audit Committee in their Meeting, the Material Related Party Transactions as entered into by the Company with Related Parties in ordinary course of business and are at arm's length basis for the transactions done in the month of April & May of financial year 2024-25 as detailed in the explanatory statement annexed to this notice the value of which exceeds ten percent of the annual consolidated turnover of the Company as per audited financial statements of FY: 2023-24 be and are hereby ratified and approved.

**RESOLVED FURTHER THAT** any director of the Company, be and is hereby authorized to sign and execute the necessary papers, deeds, returns and other documents to be filed with the office of the Register of Companies, NCT of Delhi & Haryana and to do any act, deed, thing, matter, connected with the aforesaid matter or any other matter incidental or ancillary thereto.

**ITEM NO.5: TO APPROVE REQUESTS FOR RE-CLASSIFICATION FROM RPOMOTER GROUP CATEGORY TO PUBLIC CATEGORY**

To re-classify the status of certain persons/entities of Promoter & Promoter Group and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“Listing Regulations”) including any statutory modification(s) or re-enactments thereof, for the time being in force and other relevant provisions, and subject to necessary approvals from BSE Limited (hereinafter referred to as Stock Exchange), and such other statutory authorities as may be required, approval of the Members be and is hereby accorded for re-classification of the following Promoter Group (collectively referred to as ‘Outgoing Promoters’) from **“Promoter Group”** category to **“Public”** category.”

S. No.	Name	Category	No. of Shares	Percentage
1	Anshu Agarwal	Person Acting in Concert (Promoter Group Category)	0	0.000
2	R C Agarwal HUF	Person Acting in Concert (Promoter Group Category)	100000	0.190
3	Anshu Agarwal HUF	Person Acting in Concert (Promoter Group Category)	62500	0.119
4	Namita Agarwal	Person Acting in Concert (Promoter Group Category)	45000	0.086
5	Ramesh Chandra Agarwal	Person Acting in Concert (Promoter Group Category)	0	0.000
6	Akhil Bansal	Person Acting in Concert (Promoter Group Category)	64598	0.123
7	Usha Agarwal	Person Acting in Concert (Promoter Group Category)	0	0.000
8	Reena Agarwal	Person Acting in Concert (Promoter Group Category)	5500	0.010

	<b>Total</b>	<b>277598</b>	<b>0.528</b>
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**RESOLVED FURTHER THAT** each of the above persons have separately confirmed that all the conditions specified in Regulation 31A(3)(b) of the Listing Regulations have been complied with.

**RESOLVED FURTHER THAT** upon receipt of the necessary approval(s) from the Stock Exchange for reclassification of the above persons, the Company shall effect such reclassification in the Shareholding pattern filed from immediate succeeding quarter under Regulation 31 of Listing Regulations and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

**RESOLVED FURTHER THAT** any of the Directors, Chief Financial Officer and/or the Company Secretary of the Company, be and are hereby severally authorized, to perform and execute all such acts, deeds, matters and things including but not limited to submit requisite application(s), requisition(s), intimation/ filings, undertakings, seeking approvals from the Stock Exchange, and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolution.”

**Sd/-**

**Isha Agarwal**

**Company Secretary & Compliance Officer**

Membership No.: A25763

**Date: 29.05.2024**

**Place: Sahibabad**

**Notes:**

1. The Explanatory Statements and reasons for the proposed Special Resolutions pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, stating all material facts and reasons for the proposed resolution(s) set out above is annexed hereto and forms part of this Postal Ballot Notice (“Notice”).
2. The Company has appointed CS Hemant Kumar Sajnani (M. No: FCS 7348 COP: 14214) Proprietor of Hemant Kumar Sajnani & Associates, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members who’s on Friday, May, 24<sup>th</sup>, 2024 and whose e-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under.
4. As per the MCA Circulars and SEBI relaxations on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
5. In compliance with provisions of Section 108 and Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the MCA Circulars, the Company is pleased to offer remote e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with National Securities and Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically.
6. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at [www.kalyancapitals.com](http://www.kalyancapitals.com), website of the Stock Exchange i.e., [www.bseindia.com](http://www.bseindia.com), and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. All the material documents referred to Explanatory Statements, shall be available for inspection through electronic mode until the last date of e-Voting i.e., Monday, July 01<sup>st</sup>, 2024, basis the request being sent on [info@kalyancapitals.com](mailto:info@kalyancapitals.com).
8. The Notice is being sent to all the Members, whose names appear in the Register of Members / List of Shareholders as on Friday, May, 24<sup>th</sup>, 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
9. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, May, 24<sup>th</sup>, 2024 being the Cut-Off date fixed for this purpose.
10. The voting period will commence from Sunday, June 02<sup>nd</sup>, 2024 IST at 09:00 a.m. and end on Monday, July 01<sup>st</sup>, 2024, IST at 5:00 p.m. The e-voting module shall be disabled by NSDL for voting thereafter.
11. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [info@kalyancapitals.com](mailto:info@kalyancapitals.com) along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register registering the e-mail address, Members may write to



[info@kalyancapitals.com](mailto:info@kalyancapitals.com).

12. The Scrutinizer will submit his report to the Chairman or any person duly authorised by him. The Chairman will, or in his absence, any Director duly authorised by the Chairman, will announce the results of Voting by Postal Ballot on or before 03.07.2024. The last date specified by the Company for e-voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority. The Scrutinizer's decision on the validity of the votes cast through Postal Ballot shall be final. The Results along with Scrutinizer's Report of the Postal Ballot will be displayed at the Registered Office, placed on the Website of the Company i.e., [www.kalyancapitals.com](http://www.kalyancapitals.com) and on the website of NSDL i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall simultaneously be intimated to the Stock Exchange on which the shares of the Company are listed.
13. Once the vote on the Resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.
14. Subject to the receipt of requisite votes, the resolutions shall be deemed to be passed on the last date of e-voting i.e., July 01<sup>st</sup>, 2024.
15. Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means are as under:

<b>Company:</b> Mrs. Isha Agarwal Company Secretary & Compliance Officer Tel: +91-1204543708 E-mail: <a href="mailto:info@kalyancapitals.com">info@kalyancapitals.com</a>	<b>Registrar and Share Transfer Agent:</b> Skyline Financial Services Private Limited Tel: +91 -11-26812682 E-mail id: <a href="mailto:admin@skylinerta.com">admin@skylinerta.com</a>
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**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

***The instructions of Shareholders for Remote E-Voting of Postal Ballot Process are as under:***

The remote e-voting period begins on Sunday, June 02<sup>nd</sup>, 2024 and ends on Monday, July 01<sup>st</sup>, 2024. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e., May 24<sup>th</sup>, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Record Date.

**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.

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Registered Office: Plaza-3, P-204, Second Floor, Central Square, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi-110006

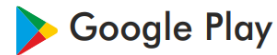
Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**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.	<p>1.Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>Ideas</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>2.If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3.Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4.Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code</p>

mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



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](http://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](http://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](http://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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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

**How to Log-in to NSDL e-Voting website?**

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 use 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.
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 [sajnanihemant09@gmail.com](mailto:sajnanihemant09@gmail.com) with a

copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Matre, Senior Manager at [evoting@nsdl.com](mailto: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 [info@kalyancapitals.com](mailto:info@kalyancapitals.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 [info@kalyancapitals.com](mailto:info@kalyancapitals.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](mailto: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.

## **EXPLANATORY STATEMENT**

*(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)*

### **ITEM No. 1:**

Mr. Sanjeev Singh, has been appointed as Additional Director of the Company under Section 161(1) of the Companies Act, 2013, effective May 29, 2024 and is eligible for appointment as Director as per the Articles of Association of the Company. In terms of the Listing Regulations Mr. Sanjeev Singh's appointment as a Director on the Board will be subject to a shareholders' approval at the next general meeting or within a time period of 3 months from the date of appointment, whichever is earlier.

The Company has received notice under Section 160 of the Companies Act, 2013, from a member signifying his intention to propose the candidature of Mr. Sanjeev Singh for the office of Director. A brief resume of Mr. Sanjeev Singh and other details, as required to be given pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been given elsewhere in this Notice.

Mr. Sanjeev Singh does not hold any share in the Company, either in his own name or beneficially and is not related to any Director or Key Managerial Personnel of the Company in any way. He is not debarred from holding the office of a director by virtue of any SEBI order or any other such authority.

The Board of Directors considers it in the interest of the Company to appoint Mr. Sanjeev Singh as a Director.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Sanjeev Singh or his relatives, to the extent of their shareholding, if any, are in any way interested or concerned in this resolution

The Board recommends the resolution set out at Item No. 1 of the Notice for approval by the members.

### **ITEM No. 2:**

Mr. Rishabh Talwar, has been appointed as Additional Director of the Company under Section 161(1) of the Companies Act, 2013, effective May 29<sup>th</sup>, 2024 and is eligible for appointment as Director as per the Articles of Association of the Company. In terms of the Listing Regulations Mr. Rishabh Talwar's appointment as a Director on the Board will be subject to a shareholders' approval at the next general meeting or within a time period of 3 months from the date of appointment, whichever is earlier.

The Company has received notice under Section 160 of the Companies Act, 2013, from a member signifying his intention to propose the candidature of Mr. Rishabh Talwar for the office of Director. A brief resume of Mr. Rishabh Talwar and other details, as required to be given pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been given elsewhere in this Notice.



Mr. Rishabh Talwar does not hold any share in the Company, either in his own name or beneficially and is not related to any Director or Key Managerial Personnel of the Company in any way. He is not debarred from holding the office of a director by virtue of any SEBI order or any other such authority.

The Board of Directors considers it in the interest of the Company to appoint Mr. Rishabh Talwar as an Independent Director.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Sanjeev Singh or his relatives, to the extent of their shareholding, if any, are in any way interested or concerned in this resolution

The Board recommends the resolution set out at Item No. 2 of the Notice for approval by the members.

**ITEM No. 3:**

Pursuant to Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Company is required to obtain consent of the Board of Directors and prior approval of the Members by resolution in case related party transactions exceed such sum as is specified in the rules. The aforesaid provisions are not applicable in respect transactions entered into by the company in the ordinary course of business on an arm's length basis.

As per amended Regulation 23(4) of the SEBI Listing Regulations, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, mandates prior approval of Members by means of an Ordinary Resolution for all material related party transactions and subsequent material modifications as defined by the Audit Committee even if such transactions are in the ordinary course of the business of the concerned company and at an arm's length basis. A transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) ` 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the company whichever is lower.

Kalyan Capitals Limited being a NBFC company registered under Reserve Bank of India is in business of providing funded facilities to individuals & corporates. Funded facilities are provided by the Company as a part of its normal banking business to all customers on the basis of uniform procedures, including to parties related to Directors, Promoters and Promoter Group within the meaning of sub-section (76) of section 2 of the Act and Regulation 2 (1) (zb) of SEBI Listing Regulations. Type of facility, terms, end-use and tenure of the transaction, in each case, depends on the requirements of related party as a customer of the company in the ordinary course. The facilities are considered for sanction, on such terms and conditions (including rate of interest, security, tenure etc.) as may be permitted under applicable Reserve Bank of India ("RBI") norms and relevant policies of the company which are uniformly applicable to all the customers. The transaction forms part of the normal banking transactions of the Company.

Your company provides / receives services to / from them and also provides financial support to them, which are significant for expansion and growth of your Company. The Board is of the opinion that proposed transactions with parties related to Directors, Promoters and Promoter Group are in the best interest of the Company and the Members.

The value of transactions proposed in financial year 2024-25 would be, the quantum of the transaction depends on the value of the principal transactions. The transactions are in furtherance of normal course of business of the company and are undertaken in accordance with laid down norms, policies and procedures (including credit appraisal, sanction and approval process) as followed by the company in ordinary course and therefore, is in the interest of the company.

There are other transactions/ arrangements with related party inter alia in the nature of security deposit, dividend, interest, rent, fees, reimbursements, any other income/ expense and other activities undertaken is in the ordinary course of Company's business. The Company, in its regular course of business, took unsecured and secured loans from various facilitators on repayable on demand in order to undertake any transactions relating to granting of loans / advances / investment by the Company. The funds would be utilized by the related parties towards meeting its business objectives.

In financial year 2024-25, the aforementioned transactions, individually or in the aggregate, are expected to cross the applicable materiality thresholds under Regulation 23 of the SEBI Listing Regulations as the annual consolidated turnover of the company is Rs.3328.99 lacs on the basis of last audited financials for the Financial Year ended on March 31<sup>st</sup>, 2024. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for grant of authority to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for all these arrangements / contracts / agreements/ transactions to be undertaken (whether individual transactions or transactions taken together or series of transactions or otherwise) with parties related to Directors, Promoters and Promoter Group whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements / contracts / agreements/ transactions or as fresh and independent transaction (s) or otherwise, in the financial year 2024-25. The above transactions are in the ordinary course of business of the Bank and on an arm's length basis.

The Audit Committee of the Company has, on the basis of the relevant details provided by the management, as required under the law, reviewed and granted approval for the related party transactions proposed to be entered into by the Company with parties related to Directors, Promoters and Promoters Group in financial year 2024-25 including as stated in the resolution and explanatory statement and has also noted that the said transactions with parties related to Directors, Promoters and Promoter Group are on an arm's length basis and in the ordinary course of the Company's business. Accordingly, the Board has considered the proposal and recommends passing of the ordinary resolution contained in Item No. 3 & 4 of the Notice. Any subsequent 'material modification' in the proposed transactions, as defined by the Audit Committee as a part

of Company's 'Policy on Related Party Transactions' will be placed before the Members for approval, in terms of Regulation 23(4) of the SEBI Listing Regulations. It may be noted that these transactions relate to loan, inter-corporate loan, advances or investment by the Company.

A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email addresses of the shareholders are not applicable for the said transactions.

**Additional information on the Related Party Transaction under Companies Act, 2013 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023.**

Name of the related party	Name of the Director or Key Managerial Personnel of the company who is related party, if any	Nature of Relationship /position	Nature, Material Terms and particulars of the Contract or arrangement	Any other information relevant or important for the members to take a decision on the proposed resolution	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis
Anmol Financial Service Limited	Subsidiary Company	Subsidiary Company	The transactions involve Rendering of services, Inter-Corporate Loan, Interest Expense, Common Cost Allocation of Corporate Services and other transactions for business purposes during the financial year 2024-25.	These transactions are in the normal course of business of the Company and at arm's length basis which may include related parties of the Company. These transactions are done at prevailing market rates with/without margins and in the ordinary course of business with	Up to 150% of the consolidated turnover of the Company for the previous financial year.
Algowire Trading Technologies Private Limited	Rajesh Gupta, Director & Promoter/ Prachi Gupta (Director)	Director Son/ Director Spouse is a director			Up to 30% of the consolidated turnover of the Company for the previous financial year.
M/s Agro Trade Solutions	Rajesh Gupta Director & Promoter	Son is a Partner	Type of facility, terms, end-use		Up to 75% of the consolidated turnover of

			and tenure of the transaction, in each case, depends on the requirements of related party/company as a customer of the company/related party and are subject to RBI norms and Company's internal policies of respective products which are applicable to all customers (related/unrelated) and are in the ordinary course of the business of the Company.	various customers/counter parties (related/unrelated).  In case of the Inter-Corporate Loan availed by the Company is unsecured with repayable on demand; however, the Company will have the right to make pre-payment, without any pre-payment penalty during the tenure of the said loan. The interest charged on the Inter-Corporate Loan will be at an appropriate market rate prevailing at the time of disbursement and basis an arm's length.	the Company for the previous financial year.  Up to 150% of the consolidated turnover of the Company for the previous financial year
Aniaryan Farms & Resorts Private Limited	Sunil Kumar Malik, Director & Promoter	Self-holding 50.00% of Equity Shares			Up to 150% of the consolidated turnover of the Company for the previous financial year
Anisha Dazzle Films Private Limited	Sunil Kumar Malik, Director & Promoter	Self-holding 50.00% of Equity Shares			Up to 150% of the consolidated turnover of the Company for the previous financial year.
Anisha Fincap Consultants LLP	Sunil Kumar Malik, Director & Promoter	Spouse is a Partner			Up to 150% of the consolidated turnover of the Company for the previous financial year.
Mr. Aryan Malik	Sunil Kumar Malik, Director & Promoter	Son			Up to 30% of the consolidated turnover of the Company for the previous financial year.
Ms. Anisha Malik	Sunil Kumar Malik, Director & Promoter	Daughter			Up to 30% of the consolidated turnover of the Company for the previous financial year.
D M Prime Square Research &	Rajesh Gupta, Director & Promoter	Brother Son's spouse is a Shareholder			Up to 30% of the consolidated

Analytics Private Limited					turnover of the Company for the previous financial year
M/s Grow Well Solutions	Prachi Gupta Director	Self is a Partner			Up to 6% of the consolidated turnover of the Company for the previous financial year.
GIN SPIN Private Limited	Sunil Kumar Malik, Director & Promoter	Director & holding 50.00% equity shares of the Company			Up to 150% of the consolidated turnover of the Company for the previous financial year.
M/s Idhyah Futures	Rajesh Gupta, Director & Promoter	Son's spouse is a Shareholder			Up to 30% of the consolidated turnover of the Company for the previous financial year.
M/s Laxmi Trade Solutions	Rajesh Gupta, Director & Promoter	Son/Spouse is a director			Up to 9% of the consolidated turnover of the Company for the previous financial year.
Ms. Puja Malik	Sunil Kumar Malik, Director & Promoter	Spouse			Up to 150% of the consolidated turnover of the Company for the previous financial year.
M/s RS Securities	Rajesh Gupta, Director &	Son/Spouse is a Partner			Up to 30% of the

	Promoter /Prachi Gupta, Director				consolidated turnover of the Company for the previous financial year.
M/s RS Future LLP	Rajesh Gupta, Director & Promoter /Prachi Gupta, Director	Son/Spouse is a Partner			Up to 30% of the consolidated turnover of the Company for the previous financial year.
Runit Exim Private Limited	Sunil Kumar Malik, Director & Promoter	Self-holding 50.00% of Equity Shares			Up to 150% of the consolidated turnover of the Company for the previous financial year.
Race Eco Chain Limited	Sunil Kumar Malik, Director & Promoter	Himself as a Managing Director & Spouse is a shareholder			Up to 150% of the consolidated turnover of the Company for the previous financial year.
Share India Algoplus Private Limited	Rajesh Gupta, Director & Promoter/ Prachi Gupta, Director	Son/Spouse is a director			Up to 150% of the consolidated turnover of the Company for the previous financial year.
Share India Securities Limited	Rajesh Gupta, Director & Promoter	Himself is a Director &; Promoter			Up to 450% of the consolidated turnover of the Company for the previous financial year.
Share India	Rajesh Gupta,	Son/Spouse			Up to 30% of

Capital Services Private Limited	Director & Promoter /Prachi Gupta, Director	is a Director			the consolidated turnover of the Company for the previous financial year.
Share India Commodity Brokers Private Limited	Rajesh Gupta, Director & Promoter	Himself as a Shareholder/ Son is a Director			Up to 15% of the consolidated turnover of the Company for the previous financial year.
M/s Skyveil Trade Solutions LLP	Rajesh Gupta, Director & Promoter	Brother/Son is a Partner			Up to 30% of the consolidated turnover of the Company for the previous financial year.
Mr. Sunil Kumar Malik	Sunil Kumar Malik, Director & Promoter	Self			Up to 150% of the consolidated turnover of the Company for the previous financial year.
Sunstar Share Brokers Private Limited	Sunil Kumar Malik, Director & Promoter	Shareholder 99.92%			Up to 150% of the consolidated turnover of the Company for the previous financial year.
Vista Furnishings Limited	Sunil Kumar Malik, Director & Promoter	Himself Director and holds share			Up to 150% of the consolidated turnover of the Company for the previous financial year.

Race Envision Private Limited	Sunil Kumar Malik, Director & Promoter	Himself holds Shares			Up to 150% of the consolidated turnover of the Company for the previous financial year.
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**ITEM No. 4:**

Members may please note that based on the criteria as mentioned above in Regulation 23 of SEBI (LODR) Regulations, 2015, transactions entered into by the Company with Related Parties during the month of April & May of Financial Year 2024- 25 is "Material" and the value of which either singly or all taken together exceeds ten percent of the annual consolidated turnover i.e. Rs.3328.99 lacs of the Company as per audited financial statements for the Financial Year ended on March 31st, 2024 and therefore requires ratification of the said transactions by the Members of the Company by Ordinary Resolutions. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being. The below mentioned transactions are in the ordinary course of business of the Company and on an arm's length basis.

The Company has entered into Related Party Transactions during the month of April & May of Financial Year 2024-25 with Related Parties a summary of these transactions is given below:

Name	Name of the Director or Key Managerial Personnel of the company who is related party, if any	Nature of Relationship /position	Nature, Material Terms and particulars of the Contract or arrangement	Any other information relevant or important for the members to take a decision on the proposed resolution	Percentage of annual consolidated turnover
Share India Securities Limited	Rajesh Gupta, Director & Promoter	Himself is a Director & Promoter	The transactions involve Rendering of services, Inter-Corporate Loan, Interest Expense, Common Cost Allocation of Corporate Services and other	These transactions are in the normal course of business of the Company and at arm's length basis which are	106.30%
D M Prime Square Research &	Rajesh Gupta, Director & Promoter	Brother Son's spouse is a Shareholder			33.38%



Analytics Private Limited			transactions for business purposes during the month April & May 2024.	related parties of the Company. These transactions were done at prevailing market rates with/without margins and in the ordinary course of business with various customers/counter parties (related/unrelated).	
Anisha Fincap Consultants LLP	Sunil Kumar Malik, Director & Promoter	Spouse is a Partner	The transaction, is a material related party and the same was treated as a customer of the company and are subject to RBI norms and Company's internal policies of respective products which are applicable to all customers (related/unrelated) and are in the ordinary course of the business of the Company.	In case of the Inter-Corporate Loan availed by the Company is unsecured with repayable on demand; however, the Company will have the right to make pre-payment, without any pre-payment penalty during the tenure of the said loan. The interest charged on the Inter-Corporate Loan will be	18.11%
Runit Exim Private Limited	Sunil Kumar Malik, Director & Promoter	Self-holding 50.00% of Equity Shares			30.87%
Mr. Sunil Kumar Malik	Sunil Kumar Malik, Director & Promoter	Self			22.91%
Race Eco Chain Limited	Sunil Kumar Malik, Director & Promoter	Himself as a Managing Director & Spouse is a shareholder			29.68%

				at an appropriate market rate prevailing at the time of disbursement and basis an arm's length.	
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The Audit Committee has also given their prior omnibus approval to the transactions entered as mentioned above. Members are hereby informed that pursuant to Regulation 23 of SEBI (LODR) Regulations, 2015, no Members of the Company shall vote on the Resolution to ratify related party transactions entered into by the Company during the month of April & May of the Financial Year 2024-25 as mentioned above if such Member is a related party.

The Board of Directors of the Company recommends the Ordinary Resolution as set out at Item No.4 in the accompanying Notice for ratification of Related Party Transactions by the Members of the Company.

None of the Directors or Key Managerial Personnel or their relatives other than mentioned above are directly or indirectly concerned or interested, financially or otherwise except Mr. Rajesh Gupta and Mr. Sunil Kumar Malik, Promoter and Non-Executive Director of the Company. Mr. Rajesh Gupta and Mr. Sunil Kumar Malik and their relatives may be deemed to be concerned or interested in the resolution contained at Item No. 3 & 4 of the accompanying Postal Ballot Notice to the extent of his/her respective shareholding, if any, in the Company, in the said resolutions.

The Board recommends the Ordinary Resolution at item no. 3 & 4 of the Postal Ballot Notice for approval by the Members.

**ITEM No. 5:**

The Company had received request letter dated May 21<sup>st</sup>, 2024 from Mr. Anshu Agarwal, R C Agarwal HUF, Anshu Agarwal HUF, Mrs. Namita Agarwal, Mr. Ramesh Chandra Agarwal, Mr. Akhil Bansal, Mrs. Usha Agarwal, Mrs. Reena Agarwal (collectively referred to as 'Outgoing Promoters') for reclassifying them from "Promoter Group" to "Public" under regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The shareholding of Outgoing Promoters of the Company as on May 21<sup>st</sup>, 2024 as follows:

S. No.	Name	Category	No. of Shares	Percentage
1	Anshu Agarwal	Person Acting in Concert (Promoter Group Category)	0	0.000
2	R C Agarwal HUF	Person Acting in Concert (Promoter Group Category)	100000	0.190
3	Anshu Agarwal HUF	Person Acting in Concert (Promoter Group Category)	62500	0.119
4	Namita Agarwal	Person Acting in Concert (Promoter Group Category)	45000	0.086
5	Ramesh Chandra Agarwal	Person Acting in Concert (Promoter Group Category)	0	0.000
6	Akhil Bansal	Person Acting in Concert (Promoter Group Category)	64598	0.123
7	Usha Agarwal	Person Acting in Concert (Promoter Group Category)	0	0.000
8	Reena Agarwal	Person Acting in Concert (Promoter Group Category)	5500	0.010
		<b>Total</b>	<b>277598</b>	<b>0.528</b>

Each of the aforesaid promoters have in their respective request letters informed the Company that they are neither a part of the Board of Directors of the Company nor hold any Key Managerial Position in the Company.

Further, they had confirmed in their letters that they do not participate in the management of the Company in any manner or capacity and do not have any special rights in the Company through formal or informal arrangements, including any shareholder agreement.

Based on the requests received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of the Listing Regulations, the aforesaid Outgoing Promoters seeking reclassification have confirmed that—

- i) They, together with persons acting in concert with them, do not hold more than ten per cent of the total voting rights in the Company; The Outgoing Promoters hold 0.20% per cent of the total shareholding in the Company
- ii) They do not exercise control over the affairs of the Company whether directly or indirectly;
- iii) They do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements and any special rights as on the date of this resolution, stands superseded;
- iv) They do not represent on the Board of Directors (including not having a Nominee Director) of the Company;
- v) They do not act as a Key Managerial Person in the Company;
- vi) They are not 'wilful defaulters' as per the Reserve Bank of India Guidelines;
- vii) They are not fugitive economic offenders.

Further, the aforesaid Outgoing Promoters have confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A (4) of the Listing Regulations.

In view of the provisions of Regulation 31A of the Listing Regulations and on satisfaction of the conditions specified in Regulation 31A (3)(b) of Listing Regulations and compliance of Regulation 31A (4) of Listing Regulations, the said requests for reclassification were considered, and approved by the Board of Directors at its meeting held on May 29<sup>th</sup>, 2024.

In accordance with Regulation 31A of the Listing Regulations, the reclassification of status of a shareholder from “Promoter Group” category to “Public”, inter alia, requires approval of shareholders of the Company by way of an Ordinary Resolution, in which the Outgoing Promoter Group and persons related to the Outgoing Promoter Group will not vote to approve the resolution.

Accordingly, the Board recommends the resolution proposed in Item No.5 of the Notice for the approval of members by way of an Ordinary Resolution. Upon receipt of approval of the shareholders, an application in this regard shall be submitted to the stock exchange for their approval.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

**Details of Director seeking appointment pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards:**

S. No.	Particulars	Details	
1	Name	Mr. Sanjeev Singh	Mr. Rishabh Talwar
2	Age	60 years	30 years
3	Qualifications	Post Graduate Diploma in Management firm IIBM, Patna	Bachelor in Business Administration
4	Nature of expertise in specific functional areas	Mr. Sanjeev Singh has over 21 years of extensive experience in managing overall company operations. He served as the General Manager at Alps Industries Limited for approximately 11 years. Following this	Mr. Rishabh Talwar holds a Bachelor's degree in Business Administration from Maharaja Agrasen, IP University. He possesses over 10 years of extensive knowledge and experience in the fields

		role, he became a Director at FastTrack Communication Private Limited.	of manufacturing, capital markets, and trading.
5	Disclosure of relationships between directors/KMP inter-se	Nil	Nil
6	Shareholding in the Company	Nil	Nil
7	Companies (other than Kalyan Capitals Limited) in which the Directors holds directorships and Committee positions in these companies	1.Fast Infrastructure Private Limited. 2.Abhay Innovative Recycling Limited.	1.SNS Properties and Leasing Limited – Member of NRC & SRC of SNS Properties & Leasing Limited and Chairman of Audit Committee of SNS Properties & Leasing Limited
8	Names of the Listed Entities from which the appointee has resigned in the past three years	Nil	Nil
9	Key Terms and Conditions for appointment	As per the resolution at item no. 1 of this Notice read with the explanatory statement thereto	As per the resolution at item no. 2 of this Notice read with the explanatory statement thereto
10	Remuneration proposed to be paid	As approved by Board	As approved by Board
11	Date of first appointment on board, last drawn remuneration and number of board meetings attended	He was appointed by the Board of Directors w.e.f. May 29 <sup>th</sup> , 2024.	He was appointed by the Board of Directors w.e.f. May 29 <sup>th</sup> , 2024.

**For and on behalf of the Board of Directors  
Kalyan Capitals Limited**

**Sd/-  
Isha Agarwal  
Company Secretary & Compliance Officer  
Membership No.: A25763**

**Date: 29.05.2024  
Place: Sahibabad**