



Hemant Kumar Sajnani & Associates

Company Secretary

Chamber No. A10, BHR Complex,
119/538-A, Gumti No. 5,
Kanpur- 208012

+91-8299260032, 8604550116
sajnanihemant09@gmail.com
www.cshemantkumarsajnani.com

**CONSOLIDATED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND VOTING PROCESS AT
THE ANNUAL GENERAL MEETING**

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2015]**

To,
The Chairman,
KALYAN CAPITALS LIMITED
PLAZA-3 P3-204, 2ND FLOOR, CENTRAL SQAURE,
20 MANOHAR LAL KHURANA MARG, BARA HINDU RAO,
DELHI SADAR BAZAR, NORTH DELHI, DELHI, INDIA, 110006

Dear Sir,

I, CS Hemant Kumar Sajnani, Proprietor of Hemant Kumar Sajnani & Associates, Company Secretary in practice, have been appointed as the Scrutinizer by the Board of Directors of **KALYAN CAPITALS LIMITED** (the 'Company') for the purpose of scrutinizing the remote e-voting as well as the e-voting by Members during the 40th Annual General Meeting ('AGM') of the Members of M/s Kalyan Capitals Limited held on 27th September 2024 at 3:00 P.M. (IST) through Video Conferencing ('VC')/Other Audio Visual Means (OAVM) facility pursuant to provisions of Section 108 of the Companies Act, 2013 ('Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('Rules') in respect of the resolutions contained in the Notice.

Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Combined Scrutinizer's Report on remote e-voting and e-voting process at the Annual General Meeting on the resolutions proposed at the Annual General Meeting of the Company based on the reports generated from the electronic voting system.

1. The Management of the Company is responsible to ensure the compliance with the requirements of (i) the Companies Act, 2013 and the Rules made there under; (ii) Ministry of Corporate Affairs ('MCA') Circulars; and (iii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR') relating to e-voting process on the resolutions contained in the Notice of AGM of the Company. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.
2. My responsibility as a Scrutinizer for e-voting is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice of AGM, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL") (the Authorized Agency engaged by the Company to provide remote e-voting facility), M/s Skyline Financial Services Private Limited, the Registrar and Transfer Agent ('RTA') of the Company and the others papers/documents furnished to me electronically by the Company for my verification.

3. Dispatch of Notice of AGM

- (i) In accordance with General Circulars Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020 and 10/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs ('MCA Circulars') and SEBI Circulars Nos. SEBI / HO / CFD / CMD1 / CIR / P / 2020 / 79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI / HO / CFD / PoD-2 / CIR / P / 2023 / 4 dated 5th January, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the public notice by way of advertisement was published on 31st August, 2024 in 'Financial Express' (English) and in 'Jansatta' (Hindi) giving intimation of date and time of Annual General Meeting and that the copy of Notice of the AGM along with the Annual Report of the Company for the Financial year 2023-2024 will be sent only through electronic mode to all the Members of the Company who have registered their e-mail IDs with the Depository Participants / Registrar and Transfer Agents ("RTA") of the Company and the manner of registration of e-mail IDs by the Members (both physical and demat) who are yet to register their e-mail IDs with the Company.
- (ii) In accordance with Rule 20 (4) (v) of the Companies (Management and Administration) Rules, 2014, a public notice by way of advertisement was published on Wednesday,

September 04, 2024 in 'Financial Express' (English) and in 'Jansatta' (Hindi) inter-alia, specifying the cut-off date, date, time and the manner of voting through remote e-voting which remained opened from Tuesday, 09:00 a.m. (IST) on September 24, 2024, to Thursday, 5.00 p.m. (IST) on September 26, 2024 through NSDL.

- (iii) The Company hosted the Notice of the AGM on website of NSDL, the Agency providing the platform for remote e-voting and also intimated the same to BSE Limited (BSE), where the Equity shares of the Company are listed.

- (iv) The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by Skyline Financial Services Private Limited, the Registrar and Share Transfer Agents ('RTA') of the Company and the Depositories viz; National Securities Depository Limited ('NSDL') & Central Depository Services Limited ('CDSL'), the Company had completed the dispatch of Notice on September 03, 2024 by e-mail to all shareholders who had registered their email IDs with the Company/ Depositories.

4. Cut-off Date

Voting rights were reckoned as on Friday, September 20, 2024 being the 'cut-off date' for the purpose of deciding the entitlements of members for remote e-voting and e-voting during the AGM.

5. Remote e-voting process

(i) Agency for e-voting

The Company has appointed National Securities Depository Limited ("NSDL") as the agency for providing the platform for remote e-voting.

(ii) Remote e-voting period

Remote e-voting platform was open from Tuesday, 09:00 a.m. (IST) on September 24, 2024, to Thursday, 5.00 p.m. (IST) on September 26, 2024 and members were required to cast their votes electronically conveying their 'Assent' or 'Dissent' in respect of the resolutions (Item Nos. 01 to 03) as set out in the Notice of AGM of the Company, on the remote e-voting platform provided by 'NSDL'.

6. Voting at AGM

As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again during the Annual General Meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of Annual General Meeting, to only such details relating to members who have cast their votes through remote e-voting, such as, their names, DP ID and Client ID / Folios, Number of Shares held but not the manner in which they have voted. Accordingly, 'NSDL', the remote e-voting agency provided us the details of names, DP ID and Client ID / Folios and

shareholding of the Members who had cast their votes through remote e-voting and e-voting.

7. Counting Process

On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by Members at the AGM on the NSDL e-voting platform in the presence of two witnesses, Ms. Harleen Kaur and Ms. Sayoni Jain, who were not in the employment of the Company and downloaded the results.

8. Results

(i) We observed that:

(a)	103 Members had cast their votes through remote e-voting.
(b)	4 Member had cast their vote through e-voting during the AGM.

(ii) Consolidated results with respect to each item of business as set out in the Notice of the AGM dated 29rd August, 2024 and the votes cast by the Shareholders through remote e-voting and e-voting at the AGM are as under:

ITEM NO. 1: ORDINARY RESOLUTION TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS (INCLUDING THE CONSOLIDATED FINANCIAL STATEMENTS) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31ST, 2024 AND THE REPORTS OF THE BOARD OF DIRECTORS (“THE BOARD”) AND AUDITORS THEREON.

Particulars	Remote E-voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	83	24375283	4	25	87	24375308	99.9994%
Dissent	20	155	0	0	20	155	0.0006%
Total	103	24375438	4	25	107	24375463	100%

Result: Based on the aforesaid result, we report that the Ordinary Resolution in respect of Item No. 1 of the Notice has been passed by majority.

ITEM NO. 2 ORDINARY RESOLUTION TO APPOINT A DIRECTOR IN PLACE OF MR. RAJESH GUPTA (DIN:00006056), WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, SEEKS RE-APPOINTMENT.

Particulars	Remote E-voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	78	14526295	4	25	82	14526320	99.9989%
Dissent	20	155	0	0	20	155	0.0011%
Total	98	14526450	4	25	102	14526475	100%

Result: Based on the aforesaid result, we report that the Ordinary Resolution in respect of Item No. 2 of the Notice has been passed by majority.

ITEM NO. 3 ORDINARY RESOLUTION TO RE-APPOINT M/S TKG & ASSOCIATES, CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS OF THE COMPANY:

Particulars	Remote E-voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	83	24375283	4	25	87	24375308	99.9994%
Dissent	20	155	0	0	20	155	0.0006%
Total	103	24375438	4	25	107	24375463	100%

Result: Based on the aforesaid result, we report that the Ordinary Resolution in respect of Item No. 3 of the Notice has been passed by majority.

- (i) The above results may accordingly, be declared by the Chairman of the Company / any other person authorized by Chairman in writing. The Company is also hereby instructed to put up the results on its Website and also that of “NSDL” and inform the Bombay Stock Exchange accordingly.

- (ii) The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary for preserving safely.

Thanking you,
Yours Faithfully,

FOR HEMANT KUMAR SAJNANI & ASSOCIATES
Company Secretaries

Hemant
Kumar
Sajnani

Digitally signed by
Hemant Kumar
Sajnani
Date: 2024.09.28
16:25:52 +05'30'

(CS HEMANT KUMAR SAJNANI)

Proprietor

FCS No: 7348

CP No.: 14214

UDIN: F007348F001360557

Peer Review code: 997/2020

Place: KANPUR

Date: 28/09/2024