

CORPORATE INFORMATION

BOARD OF DIRECTORS

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|-----------------------|--|
| Mr. Sanjeev Singh | Chairman & Executive Director |
| Mr. Sunil Kumar Malik | Non-Executive Non-Independent Director |
| Mr. Rajesh Gupta | Non-Executive Non-Independent Director |
| Mrs. Prachi Gupta | Non-Executive Non-Independent Director |
| Mr. Sanjeev Kumar | Non-Executive Independent Director |
| Mr. Girish Chadha | Non-Executive Independent Director |
| Mrs. Mamta Gupta | Non-Executive Independent Director |
| Mr. Rishabh Talwar | Non-Executive Independent Director |

CHIEF EXECUTIVE OFFICER

Mr. Pradeep Kumar (resigned on March 31st, 2025)
Mr. Chandan Kumar Bhardwaj (appointed on April 16th, 2025)

CHIEF FINANCIAL OFFICER

Mr. Deepak Garg (resigned on August 21st, 2024)
Mr. Abhijeet Singh (appointed on November 19th, 2024)

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Isha Agarwal (resigned on 31st January, 2025)
Mr. Rohit Kumar (appointed on April 16th, 2025)

STATUTORY AUDITORS

M/s. T.K. Gupta & Associates
Chartered Accountants

SECRETARIAL AUDITOR

M/s HKS & Associates, LLP,
Company Secretaries
(Earlier name: M/s Hemant Kumar Sajnani & Associates)

INTERNAL AUDITOR

M/s. RGAR & Associates,
Chartered Accountants

REGISTERED AND CORPORATE OFFICE

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

Corporate Office Address: IIIrd Floor, 56-33, Site IV, Industrial Area Ghaziabad-201010

INVESTOR CONTACT DETAILS

Mr. Rohit Kumar
Phone no.-0120-4543708
Website: www.kalyancapitals.com
Email id- info@kalyancapitals.com

REGISTRAR AND SHARE TRANSFER AGENT

M/s Skyline Financial Services Private Limited
D-153A, 1st Floor Okhla Industrial Area Phase-1, New Delhi-110020
Tel: 011 - 40450193-97
Email id: viren@skylinerta.com
Website: www.skylinerta.com

Kalyan Capitals Limited

(formerly known as Akashdeep Metal Industries Limited)
CIN: L28998DL1983PLC017150

Corporate Office: 3rd Floor, 56/33, Site IV
Industrial Area Sahibabad,
Ghaziabad-201010, Uttar Pradesh
Tel: +91-120-4543708
Email: info@kalyancapitals.com
Website: www.kalyancapitals.com

NOTICE TO THE MEMBERS

Notice is hereby given that the 41st **Annual General Meeting (AGM)** of the Members of Kalyan Capitals Limited (formerly known as Akashdeep Metal Industries Limited) will be held on Thursday, 14th August, 2025 at 03:00 p.m. IST through Video Conference (VC)/Other Audio-Visual Means (OAVM) Facility to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31st, 2025 and the reports of the Board of Directors ("the Board") and auditors thereon.
2. To appoint a director in place of Ms. Prachi Gupta (DIN: 08118203), who retires by rotation and, being eligible, seeks re-appointment.

SPECIAL BUSINESS:

3. To appoint M/s. HKS & Associates, LLP, Company Secretaries as Secretarial Auditors for a term of upto 5 (Five) consecutive years, fix their remuneration 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 Section 204 and other applicable provisions of the Companies Act, 2013, if any and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to receipt of such other approvals, consents and permissions as may be required, M/s. HKS & Associates, LLP, Company Secretaries be and are hereby appointed as Secretarial Auditors of the Company for a term of upto 5 (Five) consecutive years, to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 46th (Forty Sixth) AGM of the Company to be held in the Year 2030, at a remuneration to be fixed by the Board of Directors of the Company or any Committee of the Board of Directors ('the Board').

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

4. To approve material related party transactions from the Promoter and Promoter Group entities proposed to be entered during the Financial Year 2025-26 and in this regard, to consider and if thought fit, to 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 Company's Policy on Related Party Transactions and pursuant to the recommendation / approval of the Audit Committee and the Board of Directors of the Company, 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 2025-26, 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 2025-26, whether individually and/or in the aggregate, may exceed Rs. 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; | 01.04.2025-31.03.2026 | up to Rs. 50.00 core (Rupees Fifty Crore Only) |
| 2 | Algowire Trading Technologies Private Limited | | 01.04.2025-31.03.2026 | up to Rs. 10.00 core (Rupees Ten Crore Only) |
| 3 | M/s Agro Trade Solutions | | 01.04.2025-31.03.2026 | up to Rs. 25.00 core (Rupees Twenty-Five Crore Only) |
| 4 | Aniaryan Farms & Resorts Private Limited | | 01.04.2025-31.03.2026 | up to Rs. 50.00 core (Rupees Fifty Crore Only) |
| 5 | Anisha Dazzle Films Private Limited | | 01.04.2025-31.03.2026 | up to Rs. 50.00 core (Rupees Fifty Crore Only) |
| 6 | Anisha Fincap Consultants LLP | | 01.04.2025-31.03.2026 | up to Rs. 50.00 core (Rupees Fifty Crore Only) |
| 7 | Mr. Aryan Malik | | 01.04.2025-31.03.2026 | up to Rs. 10.00 core (Rupees Ten Crore |

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| | | | | Only) |
| 8 | DM Prime Square Research & Analytics Private Limited | (ii)any other transactions/arrangements as provided in the explanatory statement including those entered in the course of normal business activities. | 01.04.2025-31.03.2026 | up to Rs. 10.00 core (Rupees Ten Crore Only) |
| 9 | M/s Grow Well Solutions | | 01.04.2025-31.03.2026 | up to Rs. 20.00 core (Rupees Seventeen Crore Only) |
| 10 | GIN SPIN Private Limited | | 01.04.2025-31.03.2026 | up to Rs. 50.00 core (Rupees Fifty Crore Only) |
| 11 | M/s Idhyah Future | | 01.04.2025-31.03.2026 | up to Rs. 10.00 core (Rupees Ten Crore Only) |
| 12 | M/s Laxmi Trade Solutions | | 01.04.2025-31.03.2026 | up to Rs. 30.00 core (Rupees Thirty Crore Only) |
| 13 | Ms. Puja Malik | | 01.04.2025-31.03.2026 | up to Rs. 50.00 core (Rupees Fifty Crore Only) |
| 14 | M/s RS Securities | | 01.04.2025-31.03.2026 | up to Rs. 10.00 core (Rupees Ten Crore Only) |
| 15 | M/s RS Future LLP | | 01.04.2025-31.03.2026 | up to Rs. 10.00 core (Rupees Ten Crore Only) |
| 16 | Runit Exim Private Limited | | 01.04.2025-31.03.2026 | up to Rs. 50.00 core (Rupees Fifty Crore Only) |
| 17 | Race Eco Chain Limited | | 01.04.2025-31.03.2026 | up to Rs. 50.00 core (Rupees Fifty Crore Only) |
| 18 | Share India Algoplus Private Limited | | 01.04.2025-31.03.2026 | up to Rs. 50.00 core (Rupees Fifty Crore Only) |
| 19 | Share India Securities Limited | | 01.04.2025-31.03.2026 | up to Rs. 150.00 core (Rupees One Hundred and Eight Crore Only) |
| 20 | Share India Capital Services Private Limited | | 01.04.2025-31.03.2026 | up to Rs. 10.00 core (Rupees Ten Crore Only) |
| 21 | Share India Commodity Brokers Private Limited | | 01.04.2025-31.03.2026 | up to Rs. 5.00 core (Rupees Five Crore Only) |
| 22 | M/s Skyveil | | 01.04.2025- | up to Rs. 10.00 core |

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|----|---------------------------------------|--|-----------------------|--|
| | Trade Solutions LLP | | 31.03.2026 | (Rupees Ten Crore Only) |
| 23 | Mr. Sunil Kumar Malik | | 01.04.2025-31.03.2026 | up to Rs. 50.00 core (Rupees Fifty Crore Only) |
| 24 | Sunstar Share Brokers Private Limited | | 01.04.2025-31.03.2026 | up to Rs. 50.00 core (Rupees Fifty Crore Only) |
| 25 | Vista Furnishing Limited | | 01.04.2025-31.03.2026 | up to Rs. 50.00 core (Rupees Fifty Crore Only) |
| 26 | Ms. Anisha Malik | | 01.04.2025-31.03.2026 | up to Rs. 10.00 core (Rupees Ten Crore Only) |
| 27 | Race Envision Private Limited | | 01.04.2025-31.03.2026 | 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.”

5. To approve and ratify the material related party transactions 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 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 2025-26 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: 2024-25 be and are hereby ratified and approved.

RESOLVED FURTHER THAT the Board of Directors 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.

6. To approve the re-appointment of Mr. Sanjeev Kumar (DIN: 08693790) as Non- Executive Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made there under (including any statutory modification(s) or any amendment or any re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on recommendation of Nomination & Remuneration Committee and Board, the consent of members be and is hereby accorded for re-appointment of Mr. Sanjeev Kumar (DIN: 08693790) as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 consecutive years with effect from 30th September, 2025 to 29th September, 2030.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

7. To increase in Authorised Share Capital of the Company and consequent alteration to the Capital Clause of the Memorandum of Association and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 13, 61, 64 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹11,51,00,000/- (Rupees Eleven Crores and Fifty One Lacs only) divided into 5,75,50,000 (Five Crores Seventy Five Lacs Fifty Thousand) equity shares of Rs. 2/- (Rupees Two only) each by creation of additional ₹13,49,00,000/- (Rupees Thirteen Crores Forty Nine Lacs) divided into 6,74,50,000 (Six Crores Seventy Four Lacs and Fifty Thousand) equity shares of Rs. 2/- each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

V. The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 12,50,00,000 (Twelve Crores Fifty Lacs only) Equity Shares having face value of Rs.2/- (Rupees Two).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

For and on behalf of the Board of Directors

KALYAN CAPITALS LIMITED

Sd/-

Sanjeev Singh

Chairman & Director

DIN: 00922497

Date: 17th July, 2025

Place: Sahibabad

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company shall be held through VC/OAVM. The deemed venue for the 41st AGM shall be the Registered Office of the Company.
2. As the AGM shall be conducted through VC/OAVM, therefore physical attendance of the members has been dispensed with, accordingly the facility for appointment of proxy (ies) by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. Authorized representatives of the corporate members intending to participate in the AGM pursuant to Section 113 of Act, are requested to send to the Company, a certified copy (in PDF/JPG format) of the relevant Board Resolution/Authority letter, etc. authorizing them to attend the AGM, by e-mail to info@kalyancapitals.com.
4. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special business is annexed to this Notice.
5. Notice of the 41st Annual General Meeting and the Annual Report for 2025 will also be available on the Company’s website www.kalyancapitals.com for their download. For any communication, the shareholders may also send requests to the Company’s investor email id: info@kalyancapitals.com on or before 08th August, 2025. Members are requested to intimate changes in their address immediately to M/s Skyline Financial Services Private Limited, the Company’s Registrar and Share Transfer Agents, at their office D-153/A, 1st Floor, Okhla Industrial Area Phase-1, New Delhi-110020.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, August 08th, 2025 to Thursday, August 14th, 2025 (both days inclusive) for the purpose of the Annual General Meeting.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as VC/OAVM voting on the date of the AGM will be provided by NSDL.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
10. Details of Directors seeking appointment/ re-appointment in AGM pursuant to Secretarial Standard on General Meetings (SS-2) and Regulation 36(3) of the SEBI LODR

Regulations are annexed to this Notice of AGM.

12. Members, who are wishing to avail of the nomination facility, are requested to send the duly filled in nomination in the prescribed form (SH-13) of Companies Act, 2013 to the Registrar and Share Transfer Agents of the Company, at their address given above or to the Compliance Officer at the Registered Office of the Company.

13. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self-attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.

14. Members may please note that SEBI vide its circular dated 25 January, 2022 had mandated listed companies to issue securities in DEMAT mode only while processing service requests viz., transfer, transmissions, issue of duplicate securities, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios and transposition. Further SEBI vide its circular dated 18th May, 2022 had simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said form can be downloaded from the website of the RTA.

15. SEBI vide circular dated 30 May, 2022 has provided an option for arbitration as a dispute resolution mechanism for investors and investors can opt for arbitration with stock exchanges in case of any dispute against the company or its RTA on delay or default in processing any investor services related request. The details of arbitration mechanism is available on the company's website and the same can be accessed at www.kalyancapitals.com.

16. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual DEMAT account holders, by way of single login credential, through their DEMAT accounts / websites of depositories / DPs in order to increase the efficiency of the voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

17. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (Record date) Friday 8th August, 2025.

18. SEBI vide circular nos. SEBI/HO/OIAE/OIAE_IAD1/P/ CIR/2023/131 dated July 31, 2023 (updated as on December 20, 2023) and SEBI/HO/ OIAE/OIAE_ IAD-1/P/CIR/2023/135 dated August 4, 2023 read with master circular no. SEBI/HO/ OIAE/OIAE_IAD1/P/CIR/2023/145 dated August 11, 2023, had issued guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievance with the Company/its RTA directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through our website at <https://kalyancapitals.com>. Members can access the SEBI Circulars on the website of SEBI at <https://www.sebi.gov.in/> and the same are also available on the website of the Company at <https://kalyancapitals.com>

19. M/s HKS & Associates, LLP, Company Secretaries was appointed as a Scrutinizer for the purpose of conducting the remote e-voting process on the date of the Annual General Meeting of the Company.

20. The final results including votes casted during the AGM and votes casted through remote e-voting shall be declared within two working days of conclusion of meeting. The final results along with the scrutinizer's report shall be placed on the Company's

website www.kalyancapitals.com , website of stock exchange www.bseindia.com and on NSDL website www.evoting.nsdl.com , immediately after the result is declared by the Chairman.

General instructions for accessing and participating in the 41st AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.kalyancapitals.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May

05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021, December 28, 2022, September 25, 2023 and September 19, 2024.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on August 11th, 2025 at 09:00 a.m. and ends on August 13th, 2025 at 05:00 p.m. 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. August 08th, 2025, 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 August 08th, 2025.

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 and joining virtual meeting 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. | <ol style="list-style-type: none">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 or joining virtual meeting & voting during the meeting.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 |

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| | <p>3. 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 held 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 or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> |
| Individual Shareholders holding securities in demat mode with CDSL | <p>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.cdsliindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>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 or joining virtual meeting & voting during the meeting. 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdsliindia.com</p> |

| | |
|--|--|
| | <p>and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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.</p> |
| 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 or joining virtual meeting & voting during the meeting. |

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 and joining virtual meeting 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:
 - If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - 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.
 - How to retrieve your ‘initial password’?
 - 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’.
 - 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:
 - 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.
 - 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 who’s voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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; info@hksllp.in 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 to Ms. Pallavi Matre, Senior Manager 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 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. If you are an Individual shareholders 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 and joining virtual meeting 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.](#)

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name DEMAT account number/folio number, email id, mobile number at info@kalyancapitals.com till August 09th, 2025 The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**For and on behalf of the Board of Directors
KALYAN CAPITALS Limited**

Sd/-

**Sanjeev Singh
Chairman & Director
DIN: 00922497**

Date: 17th July, 2025

Place: Sahibabad

ANNEXURE TO THE NOTICE

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

ITEM NO. 3

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on May 21st, 2025 have approved and recommended the appointment of M/s. HKS & Associates, LLP, a Peer Reviewed Firm of Company Secretaries in Practice as Secretarial Auditors of the Company for a term of up to 5 (Five) consecutive years to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 46th (Forty Sixth) AGM of the Company to be held in the Year 2030 on following terms and conditions:

- a. Term of appointment: Upto 5 (Five) consecutive years from the conclusion of this AGM till the conclusion of 46th AGM.
- b. Proposed Fees: Upto Rs. 60,000/- (Rupees Sixty Thousand only) plus applicable taxes and other out-of-pocket expenses in connection with the secretarial audit for Financial Year ending March 31st, 2025 and for subsequent year(s) of their term, such fee as determined by the Board, on recommendation of Audit Committee. The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be determined by the Board in consultation with the Secretarial Auditors and as per the recommendations of the Audit Committee.
- c. Basis of recommendations: The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI LODR Regulations with regard to the full time partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.
- d. Credentials: M/s. HKS & Associates, LLP, Company Secretaries ('Secretarial Audit Firm'), is a reputed firm of Company Secretaries in Practice specialized in Secretarial Audit and other corporate law matters. The firm is registered with the Institute of Company Secretaries of India and has an experience in providing various corporate law services. The Firm also holds a valid Peer Review Certificate. M/s. HKS & Associates, LLP, Company Secretaries, have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI LODR Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI LODR Regulations.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 3 for approval of the Members as an Ordinary Resolution.

Item No. 4

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 prior approval of the Members by resolution in case related party transactions exceed such sum as 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) Rs. 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 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 business 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 2025-26 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 2025-26, 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.2636.07 lacs on the basis of last audited financials for the Financial Year ended on March 31st, 2025. 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 2025-26. 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 Promoter Group in financial year 2025-26 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. 4 of the Notice.

| Name of the related party | Name of the Director or Key Managerial Personnel of the company who is related party, if any | Nature of Relations hip/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 | Subsidiary | Subsidiary | The | These | Up to 150% of |

| | | | | | |
|---|--|---|--|--|---|
| Financial Service Limited | Company | Company | 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 2025-26. | 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 various customers/counter parties | 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 | | | Up to 75% 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 | Type of facility, terms, end-use and tenure of the transaction, in each case, depends on the requirements of related party/com | In case of the Inter-Corporate Loan availed by the Company is unsecured with repayable on demand; | 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 | pany as a customer of the company/ related party and are subject to RBI norms | however, the Company will have the right to make pre-payment, without any pre-payment penalty during the | 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 | Daughter | | | Up to 30% of the consolidated |

| | Director & Promoter | | 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. | 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. | turnover of the Company for the previous financial year. |
|---|---|--|--|---|---|
| D M Prime Square Research & Analytics Private Limited | Rajesh Gupta, Director & Promoter | Brother Son's spouse is a Shareholder | | | Up to 30% of the consolidated 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 & Promoter /Prachi Gupta, Director | Son/Spouse is a Partner | | | Up to 30% of the 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 Capital Services Private Limited | Rajesh Gupta, Director & Promoter /Prachi Gupta, Director | Son/Spouse is a Director | | | Up to 30% of 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 | Rajesh | Brother/S | | | Up to 30% of |

| | | | | | |
|---------------------------------------|--|----------------------------------|--|--|---|
| Trade Solutions LLP | Gupta, Director & Promoter | on is a Partner | | | 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. |

Item No. 5

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 2025- 26 is "Material" and the value of which either singly or all taken together exceeds ten percent of the annual consolidated turnover i.e. Rs. 2636.07 lacs of the Company as per audited financial statements for the Financial Year ended on March 31st, 2025 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 required. 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 2025-26 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 | These transactions are in the normal course of business of the Company and at arm's length basis which are 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). | 74.28% |
| R.S. Securities LLP | Rajesh Gupta, Director & Promoter/Prachi Gupta, Director | Son/Spouse is a Partner | Expense, Common Cost Allocation of Corporate Services and other transactions for business purposes during the month April & May 2025. | In case of the Inter-Corporate Loan availed by the Company is unsecured | 36.80% |
| R.S. Futures LLP | Rajesh Gupta, Director & Promoter/Prachi Gupta, Director | Son/Spouse is a Partner | | | 105.80% |
| Share India Capital Services Private Limited | Rajesh Gupta, Director & Promoter /Prachi Gupta, Director | Son/Spouse is a Director | | | 39.26% |
| Share India Commodity Brokers Private Limited | Rajesh Gupta, Director & Promoter | Himself as a Shareholder/ Son is a Director | | | 13.58% |
| Share India Fincap Private Limited | Rajesh Gupta, Director & Promoter | Himself as a Shareholder/ Son is a Director | | | 73.46% |

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|--|--|--|---|---|--|
| | | | <p>policies of respective products which are applicable to all customers (related/unrelated) and are in the ordinary course of the business of the Company.</p> | <p>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.</p> | |
|--|--|--|---|---|--|

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 2025-26 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. 5 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. 5 of the accompanying 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. 5 of the Notice for approval by the Members.

Item No. 6

Section 149 of the Companies Act, 2013 provides that subject to the provisions of Section 152, an independent director shall hold office for an initial term of up to five consecutive years on the Board of a Company and shall be eligible for another term of up to five years on passing of a special resolution by the Company. It further provides that no independent director shall hold office for more than two consecutive terms of up to five years each. The members had in the AGM held on 30.09.2020, pursuant to the provisions of Sections 149, 152 read with Schedule IV of the Companies Act, 2013 and rules framed thereunder and SEBI Listing Regulations, approved the appointment of Mr. Sanjeev Kumar (DIN: 08693790) as an Independent Director of the Company for an initial term of five years from 30.09.2020 to 29.09.2025.

Mr. Sanjeev Kumar has submitted the necessary declarations and consent with regard to re-appointment for another consecutive term of five years from 30.09.2025 to 29.09.2030 to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and is independent of the management.

The Nomination and Remuneration Committee and the Board of Directors have, in their respective meetings held on 21.05.2025 recommended the re-appointment of Mr. Sanjeev Kumar for another consecutive term of five years effective from 30.09.2025 to 29.09.2030 as an Independent Director not liable to retire by rotation. A candidature under section 160 of the Companies Act, 2013 has been received from a member of the Company proposing Mr. Sanjeev Kumar for the office of Independent Director of the Company.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Mr. Sanjeev Kumar, would be beneficial to the Company and it is desirable to continue to avail their services as Independent Director. Further, their details and current directorships have been given in the Annexure to this Notice.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the re-appointment of Mr. Sanjeev Kumar, as Non- Executive Independent Director for the said period is now being placed before the Members for their approval. Mr. Sanjeev Kumar has no relationship with any managerial personnel, Director, Key Managerial Personnel of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested, financially or otherwise, in this resolution except Mr. Sanjeev Kumar.

Item No. 7

At present, the Authorised Share Capital of the Company stands at Rs. 11,51,00,000/- divided into 5,75,50,000 Equity Shares of Rs. 2 each. To meet the business requirements of the Company from time to time, it is proposed to increase the Authorised Share Capital from Rs. 11,51,00,000/- to Rs. 25,00,00,000/- by creation of 12,50,00,000 Equity Shares of Rs. 2 each. For the above purpose, it would be necessary to substitute the existing Clause V of the Memorandum of Association of the Company with a new Clause V. In accordance with the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed there under, it would be necessary to obtain the approval of the members for the increase in Authorised Share Capital of the Company. It is being sought as proposed in the Resolution. The existing and the proposed Memorandum of Association of the Company are available for inspection by any Member at the Corporate Office of the Company. The Board of Directors recommend the Ordinary Resolution set out as item no. 7 in the Notice for approval of the Members. None of the Directors, KMPs and their relatives are in any way, concerned or interested in this Item/ Business.

**For and on behalf of the Board of Directors
KALYAN CAPITALS Limited**

Sd/-

**Sanjeev Singh
Chairman & Director
DIN: 00922497**

Date: 17.07.2025

Place: Sahibabad

ANNEXURE TO THE NOTICE

Information of Director(s) seeking appointment or re appointment at the forthcoming AGM pursuant to Secretarial Standard 2 issued by ICSI and Regulation 36 of SEBI (LODR) 2015 as on the date of the Notice:

| Name of the Director | Mrs. Prachi Gupta | Mr. Sanjeev Kumar |
|---|--|---|
| Director Identification Number(DIN) | 08118203 | 08693790 |
| Father's Name | Sh. Gopal Singla | Mr. Krishan Kumar Bhalla |
| Date of Birth (Age in years) | 26/07/1990 (35 years) | 30/11/1973 (52 years) |
| Original date of appointment | 02/05/2015 | 27/05/2020 |
| Qualifications | Postgraduate | MCA., M. phil in Mass Communication |
| Experience and expertise in specific functional area | More than 5 years of experience | More than 32 years of experience in different fields including teaching, journalism with superb leadership and Communication skills and coordinator in handling affairs and committed to set high educational standards |
| Terms and conditions of reappointment and Remuneration | As per the Nomination and Remuneration Policy | As per the Nomination and Remuneration Policy |
| Remuneration last drawn | NIL | N.A. |
| No. of Board meetings attended during the year | 2 | 1 |
| Relationship with other Directors or KMPs | Daughter-in-law of Mr. Rajesh Gupta, Managing Director of the Company. | N.A. |
| Directorship in other Entities | Share India Securities Limited | Anmol Financial Services Limited |
| Directorship in other listed Entities | None | Fast Infrastructure Limited; Anmol India Limited |
| Membership/Chairmanship of committees in public limited companies | None | Anmol India Limited 1.Stakeholder Relationship Committee-Member 2. Nomination & Remuneration Committee-Member 3.Corporate Social Responsibility Committee – Member 4.Audit Committee – Chairman |
| Shareholding in the Company (in %) | Nil | Nil |

For and on behalf of the Board of Directors

KALYAN CAPITALS Limited

Sd/-

Sanjeev Singh

Chairman & Director

DIN: 00922497

Date: 17.07.2025

Place: Sahibabad