NOTICE OF 42ND ANNUAL GENERAL MEETING

Dear Members,

Notice is hereby given that the 42nd **Annual General Meeting (AGM)** of the Members of Kalyan Capitals Limited will be held on Monday, 28th September, 2026 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 (STANDALONE & CONSOLIDATED) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31ST, 2026 AND THE REPORTS OF THE BOARD OF DIRECTORS ("THE BOARD") AND AUDITORS THEREON.**

2. **TO APPOINT A DIRECTOR IN PLACE OF MR. SUNIL KUMAR MALIK (DIN: 00143453), WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, SEEKS RE-APPOINTMENT.**

3. **TO APPOINT M/S. SVP & ASSOCIATES, CHARTERED ACCOUNTANTS, (FRN: 003838N), AS THE STATUTORY AUDITOR OF THE COMPANY**

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 Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, approval of the Members of the Company, be and is hereby accorded for the appointment of M/s. SVP & Associates, Chartered Accountants, (FRN: 003838N), whose term, as per the provisions of Section 139(2) of the Companies Act, 2013, as Statutory Auditor of the Company, to hold office for 5 years i.e. from Financial Year 2026-27 to 2030-31, from the conclusion of this 42nd Annual General Meeting (AGM) till the conclusion of the 47th AGM of the Company to be held in the year 2031, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSIENESS:

4. **TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS FROM THE PROMOTER AND PROMOTER GROUP ENTITIES PROPOSED TO BE ENTERED DURING THE FINANCIAL YEAR 2026-27**

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 2026-27, 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 2026-27, 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;	01.04.2026-31.03.2027	up to Rs. 50.00 core (Rupees Fifty Crore Only)
2	Algowire Trading Technologies Private Limited		01.04.2026-31.03. 2027	up to Rs. 10.00 core (Rupees Ten Crore Only)
3	M/s Agro Trade Solutions		01.04.2026-31.03. 2027	up to Rs. 25.00 core (Rupees Twenty-Five Crore Only)
4	Aniaryan Farms & Resorts Private Limited		01.04.2026-31.03. 2027	up to Rs. 50.00 core (Rupees Fifty Crore Only)
6	Anisha Fincap Consultants (IFSC) Private Limited		01.04.2026-31.03. 2027	up to Rs. 50.00 core (Rupees Fifty Crore Only)
7	Anisha Fincap Consultants Limited		01.04.2026-31.03. 2027	up to Rs. 20.00 core (Rupees Fifty Crore Only)
8	Mr. Aryan Malik		01.04.2026-31.03. 2027	up to Rs. 10.00 core (Rupees Ten Crore Only)
9	M/s Grow Well Solutions		01.04.2026-31.03.2027	up to Rs. 20.00 core (Rupees Seventeen Crore Only)
10	GIN SPIN Private Limited		01.04.2026-31.03.2027	up to Rs. 50.00 core (Rupees Fifty Crore Only)
11	M/s Idhyah Future		01.04.2026-31.03.2027	up to Rs. 10.00 core (Rupees Ten Crore Only)
12	M/s Laxmi Trade Solutions		01.04.2026-31.03.2027	up to Rs. 30.00 core (Rupees Thirty Crore Only)
13	Ms. Puja Malik		01.04.2026-31.03.2027	up to Rs. 50.00 core (Rupees Fifty Crore Only)
14	M/s RS Securities		01.04.2026-31.03.2027	up to Rs. 10.00 core (Rupees Ten Crore Only)
15	M/s RS Future LLP		01.04.2026-31.03.2027	up to Rs. 10.00 core (Rupees Ten Crore Only)
16	Race Eco Chain Limited		01.04.2026-31.03.2027	up to Rs. 50.00 core (Rupees Fifty Crore Only)

17	Share India Algoplus Private Limited		01.04.2026-31.03.2027	up to Rs. 50.00 core (Rupees Fifty Crore Only)
18	Share India Securities Limited		01.04.2026-31.03.2027	up to Rs. 150.00 core (Rupees One Hundred and Eight Crore Only)
19	Share India Cred Capital Services Private Limited		01.04.2026-31.03.2027	up to Rs. 10.00 core (Rupees Ten Crore Only)
20	Share India Commodity Brokers Private Limited		01.04.2026-31.03.2027	up to Rs. 5.00 core (Rupees Five Crore Only)
21	Share India Fincap Private Limited		01.04.2026-31.03.2027	up to Rs. 50.00 core (Rupees Five Crore Only)
22	Share India Securities (IFSC) Private Limited		01.04.2026-31.03.2027	up to Rs. 50.00 core (Rupees Five Crore Only)
23	M/s Skyveil Trade Solutions LLP		01.04.2026-31.03.2027	up to Rs. 20.00 core(Rupees Ten Crore Only)
24	NR Merchant Private Limited		01.04.2026-31.03.2027	up to Rs. 10.00 core (Rupees Five Crore Only)
25	Mr. Sunil Kumar Malik		01.04.2026-31.03.2027	up to Rs. 50.00 core (Rupees Fifty Crore Only)
26	Sunstar Share Brokers Private Limited		01.04.2026-31.03.2027	up to Rs. 50.00 core (Rupees Fifty Crore Only)
27	Vista Furnishing Limited		01.04.2026-31.03.2027	up to Rs. 50.00 core (Rupees Fifty Crore Only)
28	Ms. Anisha Malik		01.04.2026-31.03.2027	up to Rs. 10.00 core (Rupees Ten Crore Only)
29	Strikersports Academy Private Limited		01.04.2026-31.03.2027	up to Rs. 10.00 core (Rupees Ten Crore Only)
30	Race Envision Private Limited		01.04.2026-31.03.2027	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. APPOINTMENT OF MRS. SANDHYA KOHLI (DIN: 10527387) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules") (including any statutory modification(s) or reenactment(s) thereof for the me being in force), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended and the Articles of Association of the Company, the appointment of Mrs. Sandhya Kohli (DIN: 10527387), who was appointed as an Additional Director designated as Non-Executive, Independent Director of the Company w.e.f. 23rd June, 2026 by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee, pursuant to Secon 161(1) of the Companies Act, 2013 and being eligible for appointment has submitted a declaration that she meets the criteria for independence as provided in Secon 149(6) of the Act read with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Secon 160 of the Act from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the first term of 5 (five) consecutive years with effect from 23rd June, 2026 to 22nd June, 2031, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all such steps as may be necessary and to do all such acts, deeds, matters and things, which are necessary, proper, expedient and incidental for giving effect to this resolution."

For and on behalf of the Board of Directors
KALYAN CAPITALS LIMITED

Sd/-
Sanjeev Singh
Chairman & Director
DIN: 00922497

Date: 1st September, 2026
Place: Ghaziabad

NOTES:

1. 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, MCA Circular No. 2/2021 dated January 13, 2021 and the relevant circulars issued by the Ministry of Corporate Affairs (MCA).

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") with respect to the Special Business set out in the Notice is annexed.

3. The deemed venue for AGM shall be the corporate office of the Company i.e. III Floor 56-33, Site IV Industrial Area, I.E. Sahibabad, Ghaziabad, Uttar Pradesh, India, 201010.

4. The Notice, together with the documents accompanying the same, is being sent to the equity members to their email id registered with the Company as mandated by the aforementioned circulars

5. 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.

6. 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.

7. The Members can join the AGM in the VC/OAVM mode 30 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.

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 facility of joining the AGM through VC /OAVM will be opened 30 minutes before and will remain open up to 15 min. after the scheduled start time of the AGM.

10. 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.

11. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number at csakashdeep2022@gmail.com on or before September 21, 2026. Only those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.

12. The Board of Directors have appointed Mr. Hemant Kumar Sajnani (Certificate of Practice no. 14214), Partner of M/s HKS & Associates LLP, Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process and voting through electronic voting system at the AGM in a fair and transparent manner. The Scrutinizer have communicated their willingness to be appointed for the said purpose.

13. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorised by him, who shall countersign the same and declare results (consolidated) within two working days from the conclusion of the meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company (www.kalyancapitals.com) and the website of NSDL (www.evoting.nsdl.com) immediately after the declaration of result by the Chairman and in his absence, any Director/Officer of the Company authorised by the Chairman and the same will also be communicated to BSE Limited

14. 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 respectively 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.

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

The remote e-voting period begins on 25/09/2026 at 09:00 A.M. and ends on 27/09/2026 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. 21/09/2026 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 21/09/2026.

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

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, 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.

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***

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.**
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.
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.
Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
Now, you will have to click on "Login" button.
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?
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 and General Meeting is in active status. 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". Now you are ready for e-Voting as the Voting page opens. 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. Upon confirmation, the message "Vote cast successfully" will be displayed. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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 Mr. Hemant Kumar Sajnani, by e-mail to info@hksllp.inv 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.

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.

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 (Nitin Singh Mahala) 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 csakashdeep2022@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to csakashdeep2022@gmail.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.

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

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 csakashdeep2022@gmail.com. The same will be replied by the company suitably.

ANNEXURE TO THE NOTICE

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

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) the following:

Consolidated Turnover of Listed Entity Threshold	**Threshold**
(I) Up to ₹20,000 Crore	10% of the annual consolidated turnover of the listed entity
(II) More than ₹20,000 Crore to upto ₹40,000 Crore	₹2,000 Crore + 5% of the annual consolidated turnover of the listed entity above ₹20,000 Crore
(III) More than ₹40,000 Crore	₹3,000 Crore + 2.5% of the annual consolidated turnover of the listed entity above ₹40,000 Crore or ₹5000 Crores,

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 2026-27 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 2026-27, 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.3511.16 lacs on the basis of last audited financials for the Financial Year ended on March 31st, 2026. 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 2026-27. 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 2026-27 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 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, Expenses, Common cost allocation of corporate Services and other Transactions as for business purposes during the Financia Year 2026-27. Types of facility terms, end use 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, policies of respective products which are applicable to all customer (related / unrelated) and are in the ordinary course of the business of the company.	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 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 the Inter-Corporate Loan will be at an appropriate market rate prevailing at the time of disbursemen t and basis an arm's length.	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's Son and 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% of the Equity Shares			Up to 150% of the consolidated turnover of the Company for the previous financial year.
Anisha Fincap Consultants (IFSC) Private Limited	Sunil Kumar Malik (Director & Promoter)/	Director's Wife is the Director			Up to 150% of the consolidated turnover of the Company for the previous financial year.
Anisha Fincap Consultants Limited	Sunil Kumar Malik (Director)	Son is a Partner			Up to 60% of the consolidated turnover of the Company for the previous financial year.
Aryan Malik	Sunil Kumar Malik (Director)	Son of Dircetor			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 60% of the consolidated turnover of the Company for the previous financial year.
Gin Spin Private Limited	Sunil Kumar Malik, Director & Promoter	Direcor & 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 Future	Rajesh Gupta, Director & Promoter	Son's spouse is a Sharehold er			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 90% of the consolidated turnover of the Company for the previous financial year.
Mrs. Puja Malik	Sunil Kumar Malik (Director/Promoter)	Wife of Director			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.
Race Eco Chain Ltd	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 Cred Capital Services Pvt Ltd	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 Pvt Ltd	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.
Share India Fincap Pvt Ltd	Rajesh Gupta, Director & Promoter	Brother is a Director			Up to 150% of the consolidated turnover of the Company for the previous financial year.

Share India Securities (IFSC) Pvt Ltd	Rajesh Gupta, Director & Promoter	He himself is a director			Up to 150% 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 60% of the consolidated turnover of the Company for the previous financial year.
NR Merchant Pvt Ltd	Rajesh Gupta, Director & Promoter	He himself is a director			Up to 30% of the consolidated turnover of the Company for the previous financial year.
Mr. Sunil Kumar Malik	Sunil Kumar Malik (Director/Promoter)	He himself is the Director in the Company and holds approx. 26% of Eq. Shares.			Up to 150% of the consolidated turnover of the Company for the previous financial year.
Sunstar Share Brokers Pvt Ltd	Sunil Kumar Malik, Director & Promoter	Shareholder 99.92%			Up to 150% of the consolidated turnover of the Company for the previous financial year.
Vista Furnishing Ltd	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.
M. Anisha Malik	Sunil Kumar Malik (Director/Promoter)	Daughter of Director			Up to 30% of the consolidated turnover of the Company for the previous financial year.
Strikersports Academy Pvt Ltd	Sanjeev Singh, Dircetor	He himself is a Director			Up to 30% of the consolidated turnover of the Company for the previous financial year.
Race Envision Pvt Ltd	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

The Board of Directors of the Company on the basis of the recommendation of the Compensation, Nomination and Remuneration Committee had appointed Mrs, Sandhya Kohli (DIN: **10527387**) as an Additional Director and Independent Director of the Company, not liable to retire by rotation, pursuant to the provisions of Sections 149, 150, 152 and 160 of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and Regulations 16(1)(b), 17b and 25 of the Listing Regulations for a term of five years from June 23, 2026 upto June 22, 2031 and who holds office upto the ensuing Annual General Meeting of the Company.

The Compensation, Nomination and Remuneration Committee, taking into consideration the background, acumen and experience, had recommended to the Board, the appointment of Mrs. Kohli as an Independent Director, subject to approval of the Members of the Company, as the same would be in the interest of the Company.

The Board of Directors and the Compensation, Nomination and Remuneration Committee have shortlisted the core skills/expertise/competencies required to be collectively possessed by the Board of Directors in the context of the business of the Company for it to function effectively.

Mrs. Sandhya Kohli has submitted and the Company has received:

(i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014,

(ii) intimation in Form DIR-8 in terms of Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act,

(iii) Notice / Disclosure of Interest in Form MBP-1 in terms of Rule 9 of the Companies (Meetings of Board and its Powers) Rules, 2014, and

(iv) declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations.

Mrs. Kohli has confirmed that she is not debarred from holding the office of a director by virtue of any order passed by SEBI or any such authority. Further, in the opinion of the Board of Directors of the Company, she fulfils the conditions for independence specified in the Act and the Listing Regulations and is independent of the management and possesses appropriate skills, experience and knowledge. Further, she has registered her name in the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

As per the provisions of Regulation 25(2A) of the Listing Regulations, the appointment of an Independent Director requires passing of a Special Resolution. Accordingly, approval of the Members by way of Special Resolution is being sought for the appointment of Mrs. Sandhya Kohli as an Independent Director for a term of five years.

Except Mrs. Sandhya Kohli and her respective relatives, none of the Promoters, members of the Promoter Group, Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned, financially or otherwise, in the resolution set out in Item No. 5.

The Board recommends passing of the resolution as set out in Item No. 5 of the accompanying Notice as a Special Resolution.

For and on behalf of the Board of Directors
KALYAN CAPITALS LIMITED

Sd/-
Sanjeev Singh
Chairman & Director
DIN: 00922497

ANNEXURE TO THE NOTICE

DETAILS UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ ALONG WITH SEBI CIRCULAR CIR/CFD/CMD/4/2015 DATED SEPTEMBER 9, 2015

Name of the Director	**Mr, Sunil Kumar Malik**	**Mrs. Sandhya Kohli**
Director Identification Number(DIN)	00143453	**10527387**
Designation	Director	Independent Director
Nationality	Indian	Indian
Date of Birth (Age in years)	09/05/1971 (55 years)	20/07/1987 (39 years)
Date of first appointment on the Board	12/12/2022	23/06/2026
Qualifications	Graduate	Graduate
Experience and expertise in specific functional area	More than 5 years of experience	Ms. Sandhya Kohli aged 40 years, holds a Master of Business Administration in Finance. She has more than 20 years of experience in the Stock Market.
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	9	0
Relationship with other Directors or KMPs	N.A.	N.A.
Directorship in other Entities	Race Eco Chain Limited Vista Furnishing Limited Gin Spin Private Limited Ever-Style Services Private Limited Gem Polymers Private Limited Ganesha Recycling Chain Private Limited Vista Fashions Private Limited Vista Decor Private Limited	Gem Enviro Management Limited Pasupati Fincap Limited Efficient Industrial Finance Ltd Alps Energy Private Limited Silverline Eco Thrive Limited Alps Industries Limited
Directorship in other listed Entities	Race Eco Chain Limited	Gem Enviro Management Limited Pasupati Fincap Limited Efficient Industrial Finance Ltd Alps Industries Limited
Membership/Chairmanship of committees in public limited companies	0	8
Shareholding in the Company (in %)	26.09	Nil
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	NA	NA