



## 36<sup>th</sup> ANNUAL REPORT

F.Y. - 2020-2021

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Annual General Meeting	
Date	29 <sup>th</sup> Day of September, 2021
Day	Wednesday
Time	11:30 A.M.
Place	405, FIE Patparganj Industrial Area, Office No. 2, LGF/R2, New Delhi-110092.

## CORPORATE INFORMATION

<b>BOARD OF DIRECTORS</b> Mr. Mukul Jindal (Executive Director, Wholetime Director) Appointed on 09.04.2021  Mr. Daman Deep Singh (Independent Director)  Mr. Kamal Sharma (Independent Director)  Mr. Shivam Kumar (Independent Director)  Mr. Sourav Jain (Director)  Mr. Jayprakash Laxmidas Kataria (Independent Director)  Mr. Jayesh Seth (Chief Financial Officer)  Ms. Daksha Agarwal Company Secretary	<b>BANKERS OF THE COMPANY</b> ICICI Bank Muradnagar Branch, Khasra No. 94, Gayatri Puram, Ukharsa, Delhi Merrut Road, Murad Nagar, Uttar Pradesh-201206.  <b>REGISTRAR AND SHARE TRANSFER AGENTS</b> M/s Skyline Financial Services Private Limited 1 <sup>st</sup> Floor, D-153A, Okhla Industrial Area, Phase I, New Delhi 110020, INDIA Tel No. +91-11-40450193-97, 26812682-83  Email: <a href="mailto:info@skylinerta.com">info@skylinerta.com</a> Website: <a href="http://www.skylinerta.com">www.skylinerta.com</a>  <b>LISTED AT</b> BSE Limited (Bombay Stock Exchange)
<b>STATUTORY AUDITORS</b> M/s. Amit Manoj and Company Chartered Accountants  <b>INTERNAL AUDITORS</b> Goyal Rohit & Co.	<b>COPORATE IDENTIFICATION NUMBER</b> L74899DL1985PLC022778  <b>REGISTERED OFFICE</b> 405, FIE Patparganj Industrial Area Office No. 2, LGF/R2, New Delhi East Delhi 110092 Tel. No. +91 9313390500
<b>SECRETARIAL AUDITORS</b> Neha Arora & Associates Company Secretaries	<b>EMAIL ID AND WEBSITE:</b> Company Email Id - <a href="mailto:info@kalpacommercial.in">info@kalpacommercial.in</a> , <a href="mailto:Infokalpa2@gmail.com">Infokalpa2@gmail.com</a>  Website :- <a href="http://www.kalpacommercial.com">www.kalpacommercial.com</a>

## NOTICE OF 36TH ANNUAL GENERAL MEETING

405, FIE Patparganj Industrial Area, Office No. 2, LGF/R2, New Delhi East Delhi 110092

Ph.: +91 9313390500, Email Id: [info@kalpacommercial.in](mailto:info@kalpacommercial.in), [infokalpa2@gmail.com](mailto:infokalpa2@gmail.com)

Website: [www.kalpacommercial.com](http://www.kalpacommercial.com), CIN: L74899DL1985PLC022778

**NOTICE** is hereby given that the Thirty Sixth Annual General Meeting of the members of M/s Kalpa Commercial Limited to be held on **Wednesday, the 29<sup>th</sup> Day of September, 2021 at 11:30 AM** at the registered office of the Company through Video Conferencing / Other Audio Visual Means (VC/OVAM). The venue of the meeting shall be deemed to be the registered office of the Company to transact the following businesses:-

### ORDINARY BUSINESSES:

#### **ITEM NO. 1 – ADOPTION OF FINANCIAL STATEMENTS**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March 2021, including the audited Balance Sheet, the statement of Profit and Loss and the Cash Flow Statement for the year ended on that date together with the reports of the Board of directors and the auditors thereon.

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

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 together with the Reports of the Board and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

#### **ITEM NO. 2 – TO RE-APPOINT MR. SOURAV JAIN (HOLDING DIN NO. 08338855), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT**

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 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any re-enactment(s) or modification(s), thereof for the time being in force), Mr. Sourav Jain (DIN: 08338855), who retires by rotation at this meeting, and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

## **SPECIAL BUSINESSES:**

### **ITEM NO. 3 – TO REGULARIZE THE APPOINTMENT OF MR. DAMAN DEEP SINGH (DIN: 09105688) AS AN INDEPENDENT DIRECTOR 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 provisions of section 149 and 152 and read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the applicable provisions of the SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Daman Deep Singh (DIN: 09105688), who was appointed by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee, as an Additional Director in terms of Section 161(1) of the Act expires at the conclusion of this Annual General Meeting be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years, effective from 10th March, 2021 up to 9th March, 2026.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the rules made thereunder, Mr. Daman Deep Singh be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the above resolution.”

### **ITEM NO. 4 – TO REGULARIZE THE APPOINTMENT OF MR. SHIVAM KUMAR (DIN: 08436589) AS AN INDEPENDENT DIRECTOR 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 provisions of section 149 and 152 and read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the applicable provisions of the SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Shivam Kumar (DIN: 08436589), who was appointed by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee, as an Additional Director in terms of Section 161(1) of the Act expires at the conclusion of this Annual General Meeting be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years effective from 9th April, 2021 up to 8th April, 2026.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the rules made thereunder, Mr. Shivam Kumar be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the above resolution.”

**ITEM NO. 5 – APPOINTMENT OF MR. MUKUL JINDAL (DIN: 07229720) AS AN WHOLE TIME DIRECTOR 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 2(54), 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Mukul Jindal (DIN: 07229720) as Whole Time Director of the Company for a period of five years with effect from this AGM till the conclusion of 5<sup>th</sup> consecutive AGM on the remuneration, terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice.

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to pay Rs. 2,40,000/- (Rupees Two Lacs Forty Thousands only) per annum to Mr. Mukul Jindal, (Din: 07229720) Whole Time Director of the Company and all other terms and conditions of his appointment as decided by the Board, the details of which are given in the Explanatory Statement annexed hereto.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Mukul Jindal, Whole Time Director of the Company including the components of the above mentioned remuneration payable to him subject to the said overall cap of remuneration.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the above resolution.”

**ITEM NO. 6 – TO REGULARIZE THE APPOINTMENT OF MR. JAYPRAKASH LAXMIDAS KATARIA (DIN: 07446009) AS AN INDEPENDENT DIRECTOR 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 provisions of section 149 and 152 and read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the applicable provisions of the SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Jayprakash Laxmidas Kataria (DIN: 07446009), who was appointed by the Board of Directors, based on the Committee meetings, as an Additional Director in terms of Section 161(1) of the Act expires at the conclusion of this Annual General Meeting be an is hereby appointed as an Independent Director of the Company.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the rules made thereunder, Mr. Jayprakash Laxmidas Kataria (DIN: 07446009) be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the above resolution.”

**ITEM NO. 7 – TO REGULARIZE THE APPOINTMENT OF MR. KAMAL SHARMA (DIN: 08339185) AS AN INDEPENDENT DIRECTOR 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 provisions of section 149 and 152 and read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the applicable provisions of the SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Kamal Sharma (DIN: 08339185), who was appointed by the Board of Directors, based on the Committee meetings, as an Additional Director in terms of Section 161(1) of the Act expires at the conclusion of this Annual General Meeting be an is hereby appointed as an Independent Director of the Company.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the rules made thereunder, Mr. Kamal Sharma (DIN: 08339185), be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to

do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the above resolution.”

Registered Office:

405, FIE Patparganj Industrial Area, Office  
No 2, LGF/R2, New Delhi 110092

By Order of the Board  
Kalpa commercial limited

Place: New Delhi

Dated: 27<sup>th</sup> August, 2021

Sd/-  
Mukul Jindal  
Director  
DIN: 07229720



## NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus 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 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 MCA Circulars 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
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 to atleast 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 ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
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.kalpacommercial.in](http://www.kalpacommercial.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The 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 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

## THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Sunday ,26th September 2021 (9:00 AM) and ends on Tuesday , 28<sup>th</sup> September, 2021 at (5:00 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22<sup>nd</sup> September 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at</li> </ol>

	<p><a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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 with <b>NSDL</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

<b>Participants</b>	
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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. CDSL and NSDL

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the</li> </ul>

	Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [info@kalpacommercial.in](mailto:info@kalpacommercial.in), if they have voted from individual tab & not uploaded same in the CDSL voting system for the scrutinizer to verify the same.

#### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at ([info@kalpacommercial.in](mailto:info@kalpacommercial.in)). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at ([info@kalpacommercial.in](mailto:info@kalpacommercial.in)). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are 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 available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES**

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

Registered Office:  
**405, FIE Patparganj Industrial Area, Office No.-2, LGF/R2,  
New Delhi 110092**

**By Order of the Board**  
**For Kalpa Commercial Limited**

Place: New Delhi  
Dated: 27<sup>th</sup> August, 2021

Sd/-	Sd/-
Mukul Jindal	Daman Deep Singh
Director	Director
DIN: 07229720	DIN: 09105688



## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **ITEM NO. 3**

The Board of Directors, at its meeting held on 10th March, 2021, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Daman Deep Singh (DIN: 09105688) as an Additional Director in the capacity of Independent Director of the Company with effect from 10th March, 2021 pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Daman Deep Singh will hold office up to the date of the this AGM. The Company has received notices in writing under the provisions of Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Daman Deep Singh for the office of Independent Director.

The said director have consented to act as director and have confirmed that he is not disqualified from being appointed as director of the Company and have submitted a declaration of independence confirming that meet the criteria of independence prescribed under the Act and the Listing Regulations. The Board is of the opinion that she is persons of integrity, possess relevant expertise and experience.

Pursuant to section 152 read with Schedule IV to the Act, in the opinion of the Board, the proposed appointment fulfill the conditions specified under the Act and the rules made thereunder and the applicable provisions of Listing Regulations and are independent of the Management.

The terms and conditions of his appointment shall be open for inspection at the registered office of the Company by any member from Monday to Friday during normal business hours 10.00 a.m. to 12.30 p.m., except holidays, and the same shall also be available on the Company's website [www.kalpacommercial.com](http://www.kalpacommercial.com), upto the date of AGM.

The resolution seeks the approval of members for the appointment of Mr. Daman Deep Singh as an Independent Director of the Company pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

None of the director, other than director proposed to be appointed (in their respective resolutions of appointment), key managerial personnel of the Company or their relatives are, directly or indirectly concerned or interested, financially or otherwise in these resolutions, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends passing of the ordinary resolutions set out in item nos. 3 of this notice.

### **ITEM NO. 4**

The Board of Directors, at its meeting held on 10th March, 2021, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Shivam Kumar (DIN: 08436589) as an Additional Director in the capacity of Independent Director of the Company with effect from 10th March, 2021 pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Shivam Kumar will hold office up to the date of the this AGM. The Company has received notices in writing under the provisions of Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Shivam Kumar for the office of Independent Director.

The said director have consented to act as director and have confirmed that he is not disqualified from being appointed as director of the Company and have submitted a declaration of independence confirming that meet the criteria of independence prescribed under the Act and the Listing Regulations. The Board is of the opinion that she is persons of integrity, possess relevant expertise and experience.



Pursuant to section 152 read with Schedule IV to the Act, in the opinion of the Board, the proposed appointment fulfill the conditions specified under the Act and the rules made thereunder and the applicable provisions of Listing Regulations and are independent of the Management.

The terms and conditions of his appointment shall be open for inspection at the registered office of the Company by any member from Monday to Friday during normal business hours 10.00 a.m. to 12.30 p.m., except holidays, and the same shall also be available on the Company's website [www.kalpacommercial.com](http://www.kalpacommercial.com), upto the date of AGM.

The resolution seeks the approval of members for the appointment of Mr. Shivam Kumar as an Independent Director of the Company pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

None of the director, other than director proposed to be appointed (in their respective resolutions of appointment), key managerial personnel of the Company or their relatives are, directly or indirectly concerned or interested, financially or otherwise in these resolutions, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends passing of the ordinary resolutions set out in item nos. 3 of this notice.

#### **Brief Resume of Directors seeking Appointment or Re-appointment at the Annual General Meeting**

<b>Name of Director</b>	Mr. Daman Deep Singh	Mr. Shivam Kumar
<b>Age (Years)</b>	43	47
<b>Date of Appointment</b>	05.12.2017	05.12.2017
<b>Relations with Other Director (Inter-Se)</b>	None	None
<b>Expertise in specific functional areas</b>	He is graduate and enthusiastic with highly motivated and having good skills of Leadership. He is expert in implementation of each step of Project.	He is expert in legal and effective leadership in relation to the Company's strategy, performance and risk management.
<b>Directorship held in Other Companies as on date</b>	Nil	2
<b>Chairman/ Member of the Committee of the Board of Directors of the Company</b>	Member in Audit Committee and Chairman in Nomination & Remuneration Committee.	Chairman in Audit Committee, Stakeholders Relationship Committee and Member in Nomination & Remuneration Committee.
<b>Committee Positions* in other Public Companies</b>	Nil	Nil
<b>Number of Shares held</b>	Nil	Nil

*\*Committee positions of only Audit, Shareholders'/Investors' Grievance and Remuneration and Nomination Committee included.*

#### **ITEM NO. 5**

Mr. Mukul Jindal (DIN: 07229720) was appointed as Whole Time Director of the Company w.e.f 29th September, 2021 and continue to hold the position in the Company. The Board of Directors of the Company

(the 'Board') at its meeting held on 29th April, 2021 has, on recommendation of the Nomination and Remuneration Committee, re-appointed Mr. Mukul Jindal as Whole Time Director of the Company for a period of 5 years from 29th April, 2021, which is subject to the approval of the Shareholders. The Board recommended the confirmation of appointment of Mr. Mukul Jindal stating that it will be immense benefit to the Company and it is desirable to continue to avail her services. The Board of Directors recommends the resolution as set out in the Item No. 5 for approval of members by way of Ordinary Resolution.

Except Mr. Mukul Jindal, being the appointee, none of the Directors and Key Managerial Personnel of the Company including their relatives is concerned or interested, financially or otherwise in the proposed resolution.

#### **ITEM NO. 6**

The Board of Directors, at its meeting and based on the recommendation of the Committee meeting, appointed Mr. Jayprakash Laxmidas Kataria (DIN: 07446009), as an Additional Director in the capacity of Independent Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Jayprakash Laxmidas Kataria (DIN: 07446009), will hold office up to the date of the this AGM. The Company has received notices in writing under the provisions of Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Jayprakash Laxmidas Kataria (DIN: 07446009), for the office of Independent Director.

The said director have consented to act as director and have confirmed that he is not disqualified from being appointed as director of the Company and have submitted a declaration of independence confirming that meet the criteria of independence prescribed under the Act and the Listing Regulations. The Board is of the opinion that she is persons of integrity, possess relevant expertise and experience.

Pursuant to section 152 read with Schedule IV to the Act, in the opinion of the Board, the proposed appointment fulfill the conditions specified under the Act and the rules made thereunder and the applicable provisions of Listing Regulations and are independent of the Management.

The terms and conditions of his appointment shall be open for inspection at the registered office of the Company by any member from Monday to Friday during normal business hours 10.00 a.m. to 12.30 p.m., except holidays, and the same shall also be available on the Company's website [www.kalpacommercial.com](http://www.kalpacommercial.com), upto the date of AGM.

The resolution seeks the approval of members for the appointment of Mr. Jayprakash Laxmidas Kataria (DIN: 07446009), as an Independent Director of the Company pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

None of the director, other than director proposed to be appointed (in their respective resolutions of appointment), key managerial personnel of the Company or their relatives are, directly or indirectly concerned or interested, financially or otherwise in these resolutions, except to the extent of their respective shareholding, if any, in the Company.

#### **ITEM NO. 7**

The Board of Directors, at its meeting and based on the recommendation of the Committee meeting, appointed Mr. Kamal Sharma (DIN: 08339185), as an Additional Director in the capacity of Independent Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Kamal Sharma (DIN: 08339185), will hold office up to the date of the this AGM. The Company has received notices in writing under the provisions of Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Kamal Sharma (DIN: 08339185), for the office of Independent Director.

The said director have consented to act as director and have confirmed that he is not disqualified from being appointed as director of the Company and have submitted a declaration of independence confirming that meet the criteria of independence prescribed under the Act and the Listing Regulations. The Board is of the opinion that she is persons of integrity, possess relevant expertise and experience.

Pursuant to section 152 read with Schedule IV to the Act, in the opinion of the Board, the proposed appointment fulfill the conditions specified under the Act and the rules made thereunder and the applicable provisions of Listing Regulations and are independent of the Management.

The terms and conditions of his appointment shall be open for inspection at the registered office of the Company by any member from Monday to Friday during normal business hours 10.00 a.m. to 12.30 p.m., except holidays, and the same shall also be available on the Company's website [www.kalpacommercial.com](http://www.kalpacommercial.com), upto the date of AGM.

The resolution seeks the approval of members for the appointment of Mr. Kamal Sharma (DIN: 08339185), as an Independent Director of the Company pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

None of the director, other than director proposed to be appointed (in their respective resolutions of appointment), key managerial personnel of the Company or their relatives are, directly or indirectly concerned or interested, financially or otherwise in these resolutions, except to the extent of their respective shareholding, if any, in the Company.

Registered Office:

**405, FIE, Patparganj Industrial Area, Office  
No.-2, LGF/R2, New Delhi 110092**

**By Order of the Board  
For Kalpa commercial limited**

**Place: New Delhi**

**Dated: 27<sup>th</sup> August 2021**

**Sd/-  
Mukul Jindal  
Director  
DIN: 07229720**

## BOARD REPORT

Dear Members,  
**Kalpa Commercial Limited**

Your Directors are pleased to present the Board Report on the business and operation of the Company, along with the Audited Accounts, for the Financial Year ended 31<sup>st</sup> March, 2021.

### 1. FINANCIAL HIGHLIGHTS

(Amount in Rs.)

Details	Year ended 31.03.2021	Year ended 31.03.2020
Total Revenue	11,42,558	28,59,578
Expenditure	8,30,220	20,46,157
Depreciation	-	-
Exceptional Items	-	-
Profit/(Loss) before Tax	3,12,338	8,13,421
Tax Expense	83,808	2,14,090
Profit/(Loss) after Tax	2,28,530	5,99,331

### 2. FINANCIAL PERFORMANCE

During the year under review, your company has reported no revenue from operations as compared to financial year 2019-2020 .In the Year 2020-2021, the performance of the Company is not upto the desire level as compared to previous year, board of Directors, individually and collectively committed to work for growth in the profits of company in near future.

### 3. THE STATE OF COMPANYS' AFFAIRS

Due to no job work orders and accumulating losses, the Company has been shut down and has discontinued its operations during the FY 2020-2021. The other income of Rs. 11,42,558/- and expenses of 8,30,220/- relating to the discontinued period have been shown under the head "Profit/(Loss) for the year from discontinued operations" as per Indian Accounting Standards. The other income of the Company during the financial year 2020-2021 is Rs. 11,42,558/- in comparison to 22,59,217/- for the previous year.

In view of outbreak of Corona virus disease (COVID-19) which has been declared as a pandemic by World Health Organization and subsequent lockdown imposed by the Central and State Government(s) in India, the Company is closely monitoring the impact of this pandemic and believes that there has been no significant adverse impact on its financial position for the financial year ended 31st March, 2021. Ramping up of operations is in progress. It is expected to have some impact on the financial results of the Company for FY 2020-2021.

## WAY FORWARD

People are our biggest assets, and their health and safety becomes more important than anything else in such times. All guidelines in this regard are strictly followed. Empowered by strong fundamentals and the reputation as the supplier of high quality products and on time delivery the Company hopes to continue its stride once the operations and economy are normalized post COVID issue. Our Company entered retail segment and increased Garment capacity are likely to strengthen our operations.

## EXPANSION AND MORDERNISATION

Because of financial constraint company did not go for modernization.

### 4. SHARE CAPITAL

The issued, subscribed and paid up capital of the Company is Rs 102,500,000 (Rupees Ten Crore Twenty Five Lakhs) divided into 10,250,000 (One Crore Two Lacs Fifty Thousands) Equity Shares of Rs 10/- each. There has been no change in the share capital of the Company during the year.

### 5. CHANGE IN THE BUSINESS OPERATIONS

There was no change in the nature of business of the Company during the year under review.

### 6. DIVIDEND

In view of the inadequate profits and requirement of the funds for expansion and growth plans, the Board of Directors does not recommend any Dividend.

### 7. TRANSFER TO RESERVES

The profits transferred and other additions to reserves are as follows:

(Amount in Rs.)

Particulars	31/03/2021	31/03/2020
<b>Securities Premium Account</b>		
Opening Balance	41,75,00,000	41,75,00,000
Addition during the Year	-	-
Closing Balance	41,75,00,000	41,75,00,000
<b>Surplus in Statement of Profit and Loss</b>		
Opening Balance	86,76,742	80,77,412
(+) Net Profit for the year	2,28,530	5,99,331
Excess/(Short) of previous years	-	-
Closing Balance	89,05,272	86,76,742
<b>Grand Total</b>	<b>42,64,05,272</b>	<b>42,61,76,742</b>

## **8. A MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF REPORT**

There were no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

## **9. DEPOSIT**

The Company has neither accepted nor renewed any deposits during the year from public falling within the meaning of Section 73 of the Companies Act, 2013, read with Companies (Acceptance of Deposit) Rules, 2014 during the Financial Year under review.

## **10. CHANGE IN DIRECTORS AND KMP**

The Board of the Company is duly constituted as per the requirements of the Companies Act, 2013.

### **Appointments**

During the Financial Year 2020-2021, Mr. Daman Deep Singh (DIN: 09105688) as Additional Director in capacity of Independent Director w.e.f 10th March, 2021 were appointed on the Board of the Company who shall hold office upto the date of ensuing Annual General Meeting of the Company.

### **Resignations during the year**

During the Financial Year 2020-2021, none of the director were resigned.

### **Statement on declaration given by Independent Directors**

The members are informed that Independent Directors have given a declaration under section 149(7) of the Companies Act, 2013, confirming that he/ she meets the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of the Company also confirms that the Independent Directors fulfill the criteria of being Independent Director as specified under the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Independent Directors are persons of integrity and possesses relevant expertise and experience.

## **11. AUDITORS**

In the 36<sup>th</sup> Annual General Meeting of the Company held on 29th September 2017, M/s. Amit Manoj & Co., Chartered Accountants (ICAI Firm Registration No. with ICAI – 009905C) were appointed as Statutory Auditors of the Company for a period of 5 Years from the Financial Year 2017 – 18 till the conclusion 37th Annual General Meeting (AGM) to be held in 2022 of the Company.

## 12. AUDITORS' REPORT

The Auditors' report on the financial statement for the financial year 2020-2021 is self-explanatory. Auditors report is attached herewith Annual Report.

## 13. SECRETARIAL AUDITOR

The Board of Directors has appointed Neha Arora & Associates, Practicing Company Secretaries pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 based on the recommendation of the Audit Committee, to undertake the Secretarial Audit of the Company for the financial year 2020-2021. The Secretarial Audit Report is attached and forms part of this report.

## 14. EXPLANATION OR COMMENTS BY THE BOARD ON QUALIFICATIONS, RESERVATIONS, ADVERSE REMARKS OR DISCLAIMERS MADE BY STATUTORY AUDITOR AND SECRETARIAL AUDITOR IN THEIR RESPECTIVE REPORTS

### (A) IN STATUTORY AUDITORS' REPORT -

The Auditors' Report does not contain any qualifications reservations or adverse remark except disclaimer clause as stated at Note 3, 5 and 7 of the Balance Sheet forming part of Independent Auditors' Report viz.

#### “Trade Receivables:

\* Outstanding balances include balance of several parties which are continuing from earlier years. These all balances are unconfirmed and un-reconciled and subject to confirmation and consequential adjustments, if any”.

#### “Short Term Loans and Advances:

\* Advance Recoverable in Cash or Kind or Value to be Received- include balance of several parties which are continuing from earlier years. These all balances are unconfirmed and un-reconciled and subject to confirmation and consequential adjustments, if any”.

#### “Long Term Loans and Advances:

\* This balance represents the amount recoverable towards realization/ disposal of amount invested under head 'Non-Current Investments', which the Company is pursuing with the respective parties. These all balances are unconfirmed and un-reconciled and subject to confirmation and consequential adjustments, if any”.

#### Management Reply:

We agree with the auditors' comments, and the following action will be taken to improve the situation.

As the Company has not made any investments and given loans nor created any receivables in preceding three financial years i.e., 2020-2021, 2019-2020 and 2018-2019.

- (i) The Management is taking due course to verify the outstanding balances with respect to Auditors' observation for 'Trade Receivables'.
- (ii) The Company is taking due course to verify the outstanding balances with respect to Auditors' observation for Advances recoverable (Short Term Loans and Advances).
- (iii) Now, the Company has realized/ disposed-off its investment during the financial year 2020-2021 and the balance (under head Loans and Advances, others\*) represents the amount recoverable towards the abovementioned disposal.

The Board of Directors are taking best efforts to turn-around the Company's operations and devised proper systems to complete its verification and valuation and to obtain other necessary information. With Respect to the observation made by the Auditors in respect of confirmation, the management is of the opinion that, the same will be complied in due course of time.

#### **(B) IN SECRETARIAL AUDITORS' REPORT –**

The Secretarial Audit Report does not contain any adverse qualification, reservation or remark.

Necessary explanations to each of the observations made in the Secretarial Audit Report are as given below:

- a) As per Second Proviso of Section 149 (1) of the Companies Act 2013 read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules 2014 the Company has not appointed woman director till date after resignation of Ms. Rupali Rampal Singh (DIN: 08065905) w.e.f 04.06.2021.

During the year under review, the Statutory Auditors, and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

#### **15. CEO/ CFO CERTIFICATION**

In accordance with Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 a certificate on the Financial Statements and Cash Flow Statement of the Company for the year ended March 31, 2021 duly signed by CEO and CFO was submitted to the Board of Directors and the same is attached as **Annexure -IV**.

#### **16. CORPORATE GOVERNANCE REPORT**

The directors of the company are committed to adopt best practices for corporate governance, disclosure standard and enhanced shareholder value while protecting the interest of all other stakeholders including clients, its employee. This has enabled your Company to earn the trust and goodwill of its investors, business partners, employees and the communities in which it operates.



The report on 'Corporate Governance' as well as the certificate from Company's Statutory Auditors, confirming compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), forms part of the Annual Report in **Annexure VI** to this Report.

## **17. MANAGEMENT DISCUSSION AND ANALYSIS**

The Management Discussion and Analysis, forming part of this report, as required under regulation 34(2) (e) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached in **Annexure V** to this Report.

## **18. BOARD'S EVALUATION OF THE PERFORMANCE**

Pursuant to Section 134(3)(p) read with Rule 8(4) of the Companies (Accounts) Rules 2014 and Regulation 4(2)(f)(ii)(9) read with Regulation 17(10) of the Listing Regulations mandates that the Board shall monitor and review the Board evaluation framework and shall carry out performance evaluation of the Independent Directors. The Companies Act 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors excluding the director being evaluated.

The Board has carried out an annual evaluation of its own performance, and that of its Committees and individual Directors to increase transparency and efficiency of the board of directors. The performance of the Board was evaluated by the Board on the basis of the criteria such as the Board composition and structure, effectiveness of Board process, information and functioning etc. The Board and Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of individual director to the Board and committee meetings like preparedness on the issue to be discussed meaningful and constructive contribution and inputs in meetings, etc. In a separate meeting of independent directors, performance of non-independent director, performance of the Board as a whole and performance of Chairman was evaluated. After evaluation, the performances of the Board, its committees and Individual Directors were found upto the mark and were satisfactory.

## **19. RISK MANAGEMENT**

Your Company has a well-defined risk management framework in place. The risk management framework works at various levels across the enterprise. These levels form the strategic defence cover of the Company's risk management. The Company has a robust organizational structure for managing and reporting on risks.

The risk management procedure is reviewed by the Audit Committee from time to time to ensure that the executive management controls the risks and uncertainties through a properly defined framework and major risks, are properly and systematically addressed through mitigation actions on a continuing basis.

## 20. DIRECTOR'S RESPONSIBILITY STATEMENT

The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 in the preparation of the annual accounts for the year ended 31st March, 2018 and state that:

- a. In the preparation of the annual accounts for the financial year ended on 31st March, 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the company for the period under review;
- c. The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The directors have arranged preparation of the annual accounts for the financial year ended 31st March, 2021 on a going concern basis;
- e. The directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 21. PARTICULARS OF EMPLOYEES

During the year under review no employee is covered as per rules 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, therefore no statement is required be given showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are not applicable.

## 22. INTERNAL FINANCIAL CONTROL

The Company has in place internal financial control systems commensurate with the size, nature and complexity of its operations ensuring the proper recording of financials and monitoring of operational effectiveness and efficient conduct of its business including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and compliance of various applicable regulatory and statutory requirements.

The Corporate Governance Policies guide the conduct of affairs of your Company and clearly delineates the roles, responsibilities and authorities at each level of its governance structure and key functionaries involved in governance.

The Internal Auditor monitors and evaluates the efficiency and adequacy of Internal Control System. Based on their report, corrective actions are undertaken by the concerned departments and thereby strengthen the Controls. Significant audit observations corrective measures and actions thereon are presented to the Audit Committee of the Board.

During the year such controls were tested and no reportable material weaknesses were observed.

## 23. CORPORATE SOCIAL RESPONSIBILITY

Your Company does not come within the purview of Section 135 of the Companies Act, 2013, read with the Companies (Corporate Social Responsibilities Policy) Rules, 2014. Thus, Corporate Social Responsibility initiatives as required under the said act are not applicable to the Company.

## 24. LISTING ON THE STOCK EXCHANGE

The Company's shares are listed with **Bombay Stock Exchange Limited** and the Company is taking steps to pay the necessary listing fees for the Financial Year 2020-2021.

## 25. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

There were no contracts or arrangements entered into by the Company in accordance with the Section 188 of the Companies Act, 2013. There were no related party transactions.

Pursuant to the provisions of the Companies Act, 2013 and Regulation 23 of the Listing Regulations, the policy on materiality of related party transactions and dealing with related party transactions as approved by the Board can be accessed on the Company's website at the link: [www.kalpacommercial.com](http://www.kalpacommercial.com)

None of the Directors has any pecuniary relationships or transactions vis-a-vis the Company.

Pursuant to Section 188(1) of the Companies Act, 2013, particulars of contracts or arrangements with related parties are given in form AOC- 2 which is attached as **Annexure III** to this report.

## 26. COMMITTEES OF THE BOARD

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. As required by the provisions of the Companies Act, 2013 and Listing Regulations, the following substantive Committees constituted by the Board function according to their respective roles and defined scope, the details of which are disclosed in the Report on Corporate Governance forming part of this Annual Report.

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder Relationship Committee

## 27. COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF DIRECTORS ETC.

Pursuant to Section 178(1) of the Companies Act, 2013 and Clause 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations"), the Board of Directors has constituted a Nomination and Remuneration Committee. A Nomination and Remuneration Policy of the Company has also been laid down and approved by the Nomination and Remuneration Committee and the Board. The said policy lays down the criteria for the appointment of Directors, Key Managerial Personnel and Senior Management Personnel. The said policy also specifies the remuneration criteria for Director, Senior Management Personnel and other employees including criteria for determining qualification, term/tenure, positive attributes, independence of Directors, criteria for performance evaluation of Executive and Non-executive Directors (including Independent Directors), removal, policy on Board diversity, Directors' and Officers' Insurance and other matters as prescribed under the provisions of the Companies Act, 2013 and the Listing Regulations. The Nomination & Remuneration Policy of the Company is annexed herewith and marked as **Annexure VII** to this Report.

## 28. DISCLOSURES:

### A) MEETINGS OF THE BOARD

During the financial year ended March 31, 2021, Nine (9) meetings of the Board of directors were held as per provision of section 173 of Companies Act, 2013. None of the two Board Meetings have a gap of more than 120 days between them.

During the financial year 2020-2021, Nine (9) meetings of the Board of Directors were held on 08<sup>th</sup> April 2020, 28<sup>th</sup> May 2020, 13<sup>th</sup> July 2020, 06<sup>th</sup> August 2020, 03<sup>rd</sup> September 2020, 12<sup>th</sup> November 2020, 22<sup>nd</sup> December 2020, 11<sup>th</sup> February 2021, 10<sup>th</sup> March 2021. But the Company has not intimated to its Stock Exchange about any of these meetings mentioned below.

The dates of Board Meeting are mentioned below:

S. No.	Date
1.	08th April 2020
2.	28 <sup>th</sup> May 2020
3.	13 <sup>th</sup> July 2020
4.	06 <sup>th</sup> August 2020
5.	3rd September 2020
6.	12 <sup>th</sup> November 2020
7.	22nd December 2020
8.	11 <sup>th</sup> February 2020
9.	10th March 2021

## **B) VIGIL MACHANISM/ WHISTLE BLOWER POLICY**

Pursuant to Section 177 of the Companies Act, 2013 and the Rules prescribed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors has adopted a vigil mechanism/ whistle blower policy of the Company. The policy provides a framework for directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or Violation of the Company's code of conduct or ethics policy. Protected disclosures can be made by a whistle blower through an email or to the Chairman of the Audit Committee. The vigil mechanism/whistle blower policy can be accessed on the Company's website at the link: [www.kalpacommercial.com](http://www.kalpacommercial.com).

## **C) DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company strictly adopted zero tolerance policy towards sexual harassment at workplace and during the year under review, your Board has constituted an Internal Complaints Committee to consider and redress complaints of sexual harassment & also adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder.

During the financial year 2020-2021, the Company has received no complaints on sexual harassment.

## **D) PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

Particulars of loans given, investments made, guarantees given and securities provided are provided in the financial statements of the company; please refer financial statement for the same.

## **29. SUBSIDIARY COMPANY, JOINT VENTURE AND ASSOCIATES**

Kalpa Commercial Limited does not have any Subsidiary, Joint Venture and Associate Company/ies.

## **30. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GO.**

Information required to be given pursuant to section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 and forming part of the Director's report for the year ended 31st March, 2021 are given below :

### **A. CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION**

(i) THE STEPS TAKEN OR IMPACT ON CONSERVATION OF ENERGY; The Company as well as Board of Directors are conscious about its responsibility to conserve energy, power and other energy sources wherever possible. Various key performance indicators like specific energy costs and renewable energy contributions were continuously tracked to monitor alignment with the Company's overall

sustainability approach We emphasis towards a safe and clean environment and continue to adhere to all regulatory requirements and guidelines.

(ii) THE STEPS TAKEN BY THE COMPANY FOR UTILIZING ALTERNATE SOURCES OF ENERGY; The Company has been taking energy saving measures viz., Use of energy saver electrical equipment, LED fittings are provided inside the building for common area lighting in the projects of the Company, Installation of Capacitors to maintain power factor for efficient use of power, Efficient ventilation system in offices and the projects of the Company. And the Company is exploring potential of using alternate source of energy, which may be considered implementation in future.

(iii) THE CAPITAL INVESTMENT ON ENERGY CONSERVATION EQUIPMENTS; The Company has nil capital investment on energy conservation equipment.

#### **B. TECHNOLOGY ABSORPTION-**

- (i) The efforts made towards technology absorption; N.A.
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution; N.A.
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - N.A.
  - (a) The details of technology imported: N.A.
  - (b) The year of import: N.A.
  - (c) Whether the technology been fully absorbed: N.A.
  - (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; N.A.
- (iv) The expenditure incurred on Research and Development. N.A.

#### **C. FOREIGN EXCHANGE EARNINGS AND OUTGO.**

There is no Foreign Exchange, earnings and Outgo of the Company during the year.

### **31. FINANCIAL STATEMENT**

The Consolidated Audited Financial Statements are not required in accordance with the requirements under Accounting Standard AS-21 on “Consolidated Financial Statements” read with AS-23 on the “Accounting for Investment in Associates” read with the provisions of Companies Act, 2013 and the SEBI (LODR) Regulations, 2015,.

### **32. CASH FLOW STATEMENT**

In compliance with the requirement of Section 34 of the SEBI (LODR) Regulations, 2015, the Cash Flow Statement for the year ended 31st March 2021 prepared following the applicable Accounting Standard, is annexed to the financial statement, which forms part of the Annual Report.

### **33. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL**

No significant and material orders have been passed by any Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

### **34. COST RECORDS**

The provisions of the Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, are not applicable on the Company, for the period under review.

### **35. PREVENTION OF INSIDER TRADING**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate in securities by the Directors and designated employees of the Company. The Code prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Code of Conduct to regulate, monitor and report Insider trading is uploaded on the Company's insider trading.

### **36. COMPLIANCE OF SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

The Institute of Company Secretaries of India has issued Secretarial Standards on Board Meeting (SS-1) and General Meeting (SS-2) which were made compulsory for all companies by the Ministry of Corporate Affairs. The Company adhered with these standards during the year under review.

### **37. CAUTIONARY STATEMENT**

Statements in the Board's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Many factors may affect the actual results, which could be different from what the Directors' envisage in terms of future performance and outlook.

### **38. ACKNOWLEDGEMENT**

The Directors thanks all the valued Customers, Suppliers, Shareholders, Business Associates, Financial Institutions, Bankers, Government Agencies and other Stakeholders, for their patronage and support and look forward to their continued support in future. We also thank the dedicated and committed team of employees of the Company for their contribution to the Company.

The Board also takes this opportunity to express its sincere appreciation for the efforts put in by the officers and employees at all levels in achieving the results and hopes that they would continue their sincere and dedicated endeavour towards attainment of better working results during the current year.

**By order of the Board**  
**For Kalpa Commercial Limited**

Sd/-  
**Mukul Jindal**  
**Whole Time Director**  
**DIN : 07229720**

Sd/-  
**Daman Deep Singh**  
**Director**  
**DIN : 09105688**

**Place: New Delhi**  
**Date : 27<sup>th</sup> August, 2021**



**ANNEXURE-II**  
**Statement of Disclosure of Remuneration**

*[Pursuant to Section 197(12) of the Companies Act, 2013 r/w Rule 5 of the Companies (Appointment & Remuneration) Rules, 2014]*

1. The percentage increase in remuneration of the whole time Director, Chief Financial Officer and the Company Secretary during the Financial Year 2020-21, the ratio of remuneration of each of the Director to the median remuneration of the employees of the Company for the Financial Year under review and the comparison of remuneration of each Key Managerial personnel (KMP) against the performance of the Company are given below:

Sr. No	Name	Designation	Remuneration for F.Y. 2020-21 (in Lakh)	% increase in the remuneration for Financial Year 2020-21	Ratio of remuneration of Director to median remuneration of employees
1.	NIL	NIL	NIL	NIL	NIL

Ratios have been calculated on Monthly comparison.

2. The median remuneration of employees during the Financial Year was Nil.
3. There were no Permanent Employees (including the WTD and CFO) on the Pay-roll of the Company as on 31st March, 2021.
4. There was no increment in the Average percentile in the salaries of employees other than the Managerial Personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and highlighting if there were any exceptional circumstances for the increase in the managerial remuneration:

Sr. No.	Particulars	% Increase
1.	Average percentile increase in the salary of employees other than Managerial Personnel	NIL
2.	Average percentile increase in the salary of the Managerial Personnel	NIL

5. The increase in the Managerial Remuneration during the Financial Year 2019-20 is not exceptional; the increase is in keeping the view of the growth of the Company and new Management of the Company.
6. It is hereby affirmed that the remuneration is paid as per the Remuneration Policy of the Company.
7. Statement Pursuant to Rule 5(2) Of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 –

Amount in Lakh

Name of the Employee	NIL	NIL	NIL
Designation of Employee			
Remuneration received			

<b>Nature of employment, whether contractual or otherwise</b>			
<b>Qualifications and experience of the Employee</b>			
<b>% of Equity Shares held by the Employee in the Company</b>			
<b>Whether any such Employee is a relative of any Director or Manager of the Company and if so, name of such Director or Manager</b>			

By order of the Board  
For Kalpa Commercial Limited

Sd/-  
Mukul Jindal  
Whole Time Director  
DIN : 07229720

Sd/-  
Daman Deep Singh  
Director  
DIN : 09105688

Place: New Delhi  
Date : 27<sup>th</sup> August, 2021

ANNEXURE [III]  
TO THE BOARDS' REPORT

**FORM NO. AOC-2**

*(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)*

Form for disclosure of particulars of contracts/ arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at arm's length basis**

Not Applicable

**2. Details of material contracts or arrangement or transactions at arm's length basis**

- (a) Name(s) of the related party and nature of relationship: Nil
- (b) Nature of contracts/ arrangements/ transactions: Nil
- (c) Duration of the contracts/ arrangements/ transactions: Nil
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: Nil
- (e) Date(s) of approval by the Board, if any: Nil
- (f) Amount paid as advances, if any: Nil

**By order of the Board**

**For Kalpa Commercial Limited**

Sd/-

**Mukul Jindal**  
Whole Time Director  
DIN : 07229720

Sd/-

**Daman Deep Singh**  
Director  
DIN : 09105688

**Place: New Delhi**

**Date : 27<sup>th</sup> August, 2021**

**ANNEXURE [V]  
TO BOARDS' REPORT**

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**IMPACT OF TEXTILE AND FABRICS BUSINESS IN INDIAN ECONOMY**

India is one of the key players in the Global Textile Industry. India has good raw materials base and manufacturing strength across the production chain. India is the second largest contributors to India's industrial output with approximately 14 percent of the industry output. The textiles industry is also labour intensive and is one of the largest employers. The textile industry employs about 45 million people directly and 20 million people indirectly, contributing about 2% of GDP. The textile industry has two broad segments. First, the unorganized sector consists of handloom, handicrafts and sericulture, which are operated on a small scale and through traditional tools and methods. The second is the organized sector consisting of spinning, apparel and garments segment which apply modern machinery and techniques such as economies of scale.

**OPPORTUNITIES & THREATS**

**Opportunities:**

The global textile industry will continue to grow along with growing consumption of textile products in developing countries and a gradual economic recovery of major developed economies. India's textile sector is aided by several key advantages, in terms of availability of adequate raw material, entrepreneurial skills, large domestic market, presence of supporting industries and supporting policy initiatives from the government.

**Threats:**

The major challenge that the textile industry is facing is cancellation/ deferral sales, lower demands, supply chain disruption, consumer sentiments and hampered operations. Currently the Indian Denim Industry is going through sluggish phase due to exponential capacity expansion which has created a time bound oversupply situation. The sector is reeling under liquidity, cost pressure and temporary closure of business as well due to the unprecedented damage caused by COVID-19.

**SEGMENTWISE- PRODUCTWISE PERFORMANCE**

The company has only one segment i.e. Garments made up of fabrics of heading.

**OUTLOOK**

The outlook for the industry and consequently for your company for the coming year is very positive.

The company is expected improvement in consolidate margin as EBIDTA margin for Brands & Retail Business. The business prospect of the company can be judged with its financials under review period vis-à-vis previous year comparison of the same is highlighted below in tabular form:

Tabular representation:

(Amt. in Lakhs except EPS)		
Particulars	2020-2021	2019-2020
Profit and loss before tax	3,12,338	8,13,421
Profit and loss after tax	2,28,530	5,99,331
EPS	0.02	0.06

With reference to above tabular representation the management of the company is assured that company has much potential and can grow as per the scenario of current market situation.

The overall profitability of Kalpa Commercial Limited ('KCL' / 'the Company') during the year under review, as compared to the previous year, has been adversely affected due to unfavorable market conditions prevailing for a major part of the year in all the business segments and to some extent towards the latter part of the March profitability also got impacted on account of the lockdown pursuant to Govt.'s directives to prevent spread of pandemic COVID 19.

In Textiles, it was affected due to weak domestic market conditions and in Paper realizations dropped due to tough international market conditions. Working and operational parameters at all the plants of the Company were satisfactory and faced several ups and downs during the year. Normalcy can be returned gradually over and above few months.

## RISK AND CONCERN

The Company is exposed to different types of risks such as credit risk, market risk (including liquidity risk, interest rate risk, operational risk and legal risk). The Company monitors credit and market risks, as well as portfolio and operational risk through the oversight of senior management personnel in each of its business segments. Legal risk is subject to the review of the Company's legal department and external advisers. The Company is exposed to specific risks in connection with the management of investments and the environment within which it operates. The Company aims to understand measure and monitor the various risks to which it is exposed and to ensure that it adheres, as far as reasonably and practically possible, to the policies and procedures established.

## EFFICIENT INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Adequate internal controls have been laid down by the Company to safeguard and protect its assets as well as to improve the overall productivity of its operations. All the transactions are properly authorized, recorded and reported to the management. Internal control is designed to ensure that financial and other records are reliable for preparing financial information and for maintaining accountability of assets. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal audit report, plans, significant audit findings and compliance with accounting standards is in turn reviewed by the

Company's Audit Committee to ensure proper audit coverage and adequate consideration along with execution of the auditors' recommendations.

## FINANCIAL PERFORMANCE AND ANALYSIS

The discussions in this section relate to the financial results pertaining to the year ended March 31, 2021 prepared in accordance with the Indian Accounting Standards prescribed under section 33 of the Companies Act, 2013, read with the Companies [Indian Accounting Standards] Rules, as amended from time to time. Significant accounting policies used in the preparation of the financial statements are disclosed in the notes to the financial statements. The management of the Company accepts responsibility for the integrity and objectivity of these financial statements, as well as various estimates and judgments used therein. The following table gives an overview of the financial result of the Company:

Details	Year ended 31.03.2021	Year ended 31.03.2020
Income from operations	-	6,00,360
Other Income	11,42,558	22,59,217
Total Revenue	11,42,558	28,59,577
Expenditure	8,30,220	20,46,157
Depreciation	-	-
Exceptional Items	-	-
Profit/(Loss) before Tax	3,12,338	8,13,421
Tax Expense	83,808	2,14,090
Profit/(Loss) after Tax	2,28,530	5,99,331

However, any unforeseen and uncontrollable external factors may alter these judgments.

## HUMAN RESOURCES

The company is taking various initiatives to increase human resources for better productivity. To save on costs, the company is appointing non-experienced staff and taking initiatives for internal training and development of skills. This will help in enhancing their emotional and intellectual engagement with the company.

## DETAILS OF SIGNIFICANT CHANGES (If any)

## FORWARD LOOKING STATEMENT

Statements in this report on Management Discussion and Analysis, describing the company's objectives, projections, expectations or predictions may be forward looking, considering the applicable laws and regulations. These statements are based on certain assumptions and expectation of future events. Actual results could, however, differ materially from those expressed or implied. Domestic consumption, price trends, change in government regulations and tax structure can make a difference in company's performance in future. The company assumes no responsibility in respect of the forward looking

statements herein, which may undergo changes in future on the basis of subsequent developments, information or events.

#### **CAUTIONARY STATEMENT**

Statements in this Management Discussion and Analysis describing the company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important developments that could affect the company's operations include a downtrend in the real estate sector, significant changes in political and economic environment in India or key financial markets abroad, tax laws, litigation, labour relations, exchange rate fluctuations, interest and other costs.

By order of the Board  
*For Kalpa Commercial Limited*

Sd/-  
**Mukul Jindal**  
Director  
DIN : 07229720

Sd/-  
**Daman Deep Singh**  
Director  
DIN : 09105688

Place: New Delhi  
Date : 27<sup>th</sup> August , 2021

**ANNEXURE [VI]**  
**TO BOARD REPORT**  
**REPORT ON CORPORATE GOVERNANCE**

The Directors present the Company's Report on Corporate Governance for the year ended 31st March, 2021.

**1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:**

Kalpa Commercial Limited firmly believes in the principal of good Corporate Governance and is committed in adopting the best global practice of Corporate Governance. The Company's corporate governance brings direction and control to its affairs in a fashion that ensures optimum returns for all stakeholders. Corporate Governance is a broad framework which defines the way the Company functions and interacts with its environment, therefore board of directors are committed to comply with all compliance relating to corporate governance report. The Company fully realizes the rights of its shareholders to information on the performance of the Company and considers itself a trustee of its shareholders.

The Company continues to commit itself to maintain the standards of integrity, transparency, accountability and equity in all facets of its operations and all its interactions with its stakeholders including the shareholders, employees and government. The basic philosophy of Corporate Governance in the Company is to achieve business excellence and dedicate itself for increasing long-term shareholders value, keeping in view the needs and interests of all its stakeholders. The Company is committed to transparency in all its dealings and places emphasis on business ethics. The Company complies with the requirements of Corporate Governance as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**2. BOARD OF DIRECTORS:**

The Company's Board is thus managed and guided by an appropriate mix of Executive and Non-Executive Directors, which ensures independent judgments in its deliberations and decisions; formulates and reviews management policies, serves and protects the overall interests of shareholders to ensure long-term value creation for stakeholders. All the Non-Executive Independent Directors are eminent persons armed with professional expertise and experience.

**(A) Board's Composition:**

At present, the Board of Directors' are comprised of a judicious mix of seven (7) Directors, of whom one (1) is Executive Director viz. Mukul Jindal, four (4) are Non-Executive Independent Directors viz. Mr. Kamal Sharma, Mr. Daman Deep Singh, Mr. Jayprakash Laxmidas Kataria and Mr. Shivam Kumar, one (1) is Chief Financial Officer (CFO) viz. Mr. Jayesh Seth and one (1) is Non-Executive Non Independent Director viz. Mr. Sourav Jain. In order to promote gender diversity, Company has a woman director on the Board, which is in conformity with the stipulation laid on the code of Corporate Governance recommended by Securities & Exchange Board of India (SEBI) through SEBI (Listing Obligations &



Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as “the Listing Regulations”).

**(B) Attendance of each Director at the Board Meetings and the last Annual General Meeting (AGM):**

During the financial year 2020-2021, four (9) meetings of the Board of Directors were held on 08<sup>th</sup> April 2020, 28<sup>th</sup> May 2020, 13<sup>th</sup> July 2020, 06<sup>th</sup> August 2020, 03<sup>rd</sup> September 2020, 12<sup>th</sup> November 2020, 22<sup>nd</sup> December 2020, 11<sup>th</sup> February 2021, 10<sup>th</sup> March 2021. The company has not intimated any of these meetings to the stock exchange .

Name of the Member Director	Member/Chairperson	No. of Meetings Held	No. of Meetings attended
Mr. Kamal Sharma	Non-Executive Director	9	Yes
Mr. Jayprakash Laxmidas Kataria	Non-Executive Independent Director	9	Yes
Ms. Rupali Rampal Singh	Non-Executive Independent Director	9	Yes
Mr. Sourav Jain	Non-Executive, Non-Independent Director	9	Yes
Mr. Mukul Jindal*	Executive Director	9	Not Applicable
Mr. Daman Deep Singh*	Non-Executive Independent Director	9	Not Applicable

**Notes:**

*\*Mr. Mukul Jindal gets appointed as Wholtime Director in the capacity of Executive Director w.e.f 09th March 2021.*

*\*Mr. Daman Deep Singh gets appointed as Additional Director in the capacity of Independent Director w.e.f 10th March 2021.*

**(C) Number of other Companies or Committees the Director of the Company is a Director/ Member/ Chairman:**

Name of the Director	No. of Directorship in all public Companies#	Membership of the Board Committees in all Public Companies##	Chairmanship of the Board Committees in all Public Companies##	Directorship in other listed entity and category
Mr. Kamal Sharma	1	3	3	0
Mr. Jaiprakash Laxmidas Kataria	1	0	0	0
Ms. Rupali Rampal Singh	1	3	0	0
Mr. Sourav Jain	1	3	0	0
Mr. Mukul Jindal*	1	0	0	0
Mr. Daman Deep Singh*	1	0	0	0

*#including Kalpa Commercial Limited and excluding private limited companies, foreign companies, unlimited liability companies and Companies under Section 8 of the Companies Act, 2013.*

*##Board committee for this purpose includes Audit Committee and Stakeholder's Relationship Committee (including committees of Kalpa Commercial Limited).*

*But the company has not intimated to its stock exchange about any of these meetings.*

\*Notes to the No. of Membership/ Chairmanship of Board committees in this listed entity:

Name of the Director	Committees	Member/ Chairman
Mr. Kamal Sharma	1.Audit Committee 2.Nomination & Remuneration Committee 3.Stakeholders Relationship Committee	<ul style="list-style-type: none"> <li>Chairman</li> <li>Chairman</li> <li>Chairman</li> </ul>
Ms. Rupali Rampal Singh	1.Audit Committee 2.Nomination & Remuneration Committee 3.Stakeholders Relationship Committee	<ul style="list-style-type: none"> <li>Member</li> <li>Member</li> <li>Member</li> </ul>
Mr. Daman Deep Singh*	1.Audit Committee 2.Nomination & Remuneration Committee 3.Stakeholders Relationship Committee	<ul style="list-style-type: none"> <li>Member</li> <li>Member</li> <li>Member</li> </ul>

**(D) The Board has identified the following skills/ expertise/ competencies fundamental for the effective functioning of the Company which are currently available with the Board:**

Our Board of Directors consists of experienced and proven leaders of this industry and eminent Professionals from various fields such as Corporate Law, Banking, Medical, Chartered Accountancy, Company Secretary and Information Technology. The Board constantly endeavors to achieve the highest standards of Corporate Governance.

The Nomination and Remuneration Committee of the Company normally consider the following key qualifications, skills and attributes which are taken into consideration while nominating candidates to serve on the Board of the Company for its effective functioning.

<b>Business Dynamics</b>	Understanding of business dynamics, across various markets, industry verticals and regulatory jurisdictions. Encompasses all commercial activities that take place to promote the transfer of goods, services, resources, people, ideas and technologies across national boundaries.
<b>Strategy and Planning</b>	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.
<b>Technology</b>	The combination of techniques, skills, methods and processes used in the production of goods or services or in the accomplishment of objectives.

<b>Governance</b>	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.
<b>Corporate Finance</b>	Managing sources and deployment of funds to enable the best returns both for the long and short term so as to increase the value of the Corporate to the stakeholders.

The proficiency of individual Members in the specific areas are indicated here below. However the absence of indication in any area should not be construed that the individual does not possess the related skill or qualification.

#### Key Board Qualification and Experience

Name of the Director	Business Dynamics	Strategy and Planning	Technology	Governance	Corporate Finance
Mr. Kamal Sharma	✓	✓	✓	✓	-
Mr. Jayprakash Laxmidas Kataria	✓	✓	-	✓	✓
Ms. Rupali Rampal Singh	✓	✓	-	✓	✓
Mr. Sourav Jain	-	✓	✓	✓	✓
Mr. Mukul Jindal	✓	✓	✓	✓	✓
Mr. Daman Deep Singh	-	✓	-	✓	✓

(E) The Board of Directors hereby confirms that in its opinion, the Independent Directors of the Company fulfill the conditions as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations and are independent of the management. And none of the independent directors have any pecuniary relationship (except sitting fee) or transactions with the Company.

#### MEETING OF INDEPENDENT DIRECTOR

Pursuant Regulation 25(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015 and subject to the provisions of Schedule IV of the Companies Act, 2013, the meeting of the independent directors was held on 13th July, 2020 without the attendance of non-independent directors and members of management. All the independent directors of the Company were present at such meeting. In the meeting of Independent Directs, they reviewed the performance of non-independent directors and the Board as a whole and evaluated the performance of the Chairperson of the Company after considering the views of executive director and non-executive director also discussions were also being held on timeliness of flow of information between the managementand directors of the company.

**Details of the meeting of Independent Director:**

Name of the Member Director	Member/Chairperson	No. of Meetings Held	No. of Meetings attended
Mr. Kamal Sharma	Chairperson	1	1
Mr. Jayprakash Laxmidas Kataria	Member	1	1
Ms. Rupali Rampal Singh	Member	1	1
Mr. Daman Deep Singh*	Member	1	1

**Notes:**

*\*Mr. Daman Deep Singh gets appointed as Additional Director in the capacity of Independent Director w.e.f. 10th March 2021.*

But the Company has not intimated to the stock exchange about any of these meetings mentioned below.

### BOARD FAMILIARIZATION PROGRAMME

At the time of appointing a Director, a formal letter of appointment is given to him/ her, which inter alia explains the role, functions, duties and responsibilities expected from him/ her as a Director of the Company. The Director is also explained in detail the compliance required from him/ her under the Companies Act, 2013, Listing Regulations and other relevant regulations.

### 3. COMMITTEE OF BOARD OF DIRECTORS

The Company has constituted three (3) Board level Committees in accordance with the provision of Regulation 18, 19, 20 of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015.

#### 1. Audit Committee (Regulation 18 of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015)

The role and the terms of reference of the Audit Committee are in conformity with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 of the Listing Agreement entered with Bombay Stock Exchange (BSE Limited). The terms of reference of the Committee are wide enough to cover the matters specified for Audit Committee under the Listing Agreement and Companies Act, 2013.



**Composition:**

Presently, the Audit Committee comprises of four (3) Directors amongst which two (2) are Non-Executive - Independent Directors namely Mr. Kamal Sharma and Ms. Rupali Rampal Singh and one (1) is Non-Executive, Non-Independent Director namely Mr. Sourav Jain. All the members of the Audit Committee possess sound knowledge on accounts, audit, finance, internal controls etc. Mr. Kamal Sharma is heading the Committee.

#### **Committee Meetings:**

During the financial year 2020-2021, 4 (four) Audit Committee meetings were held on 28th May 2020, 3rd September 2020, 22nd December 2020 and 10th March 2021. Necessary quorum was present for all the meetings. The time gaps between any two Audit Committee meetings were not more than one twenty days. Attendance of each Member at the Audit Committee meeting held during the year:

<b>Name of the Member Director</b>	<b>Member/Chairperson</b>	<b>No. of Meetings Held</b>	<b>No. of Meetings attended</b>
Mr. Kamal Sharma	Chairperson	4	4
Ms. Rupali Rampal Singh	Member	4	4
Mr. Saurav Jain	Member	4	4

The Audit Committee also overlooks and reviews on the functioning of a vigil mechanism and reviews the finding of investigation into cases of material nature and actions taken in respect thereof and chairperson of audit committee Ms. Rupali Rampal Singh is also the chairperson of vigil mechanism. But the company has not intimated any of these meetings to the stock exchange.

## **2. Nomination and Remuneration Committee**



Pursuant to the provisions of the Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, the Nomination and Remuneration Committee of the Company was constituted to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees. The Committee's constitution and terms of reference are in compliance with provisions of the Companies Act, 2013 as well as requirement of Listing Agreement with Stock Exchanges.

### Committee Meetings:

During the financial year 2020-2021, 2 (two) Meeting Nomination and Remuneration Committee meetings were held on 30th May 2020 and 10th March, 2021. Necessary quorum was present for all the meetings. But the company has not intimated any of these meeting to the Stock Exchange.

### The composition of the Committee and attendance under those meetings:

Name of the Member Director	Member/Chairperson	No. of Meetings Held	No. of Meetings attended
Mr. Kamal Sharma	Chairperson	2	2
Ms. Rupali Rampal Singh	Member	2	2
Mr. Saurav Jain	Member	2	2

### Details of remuneration of directors for the financial year ended 31<sup>st</sup> March, 2021:

Director	Salary	Perquisites and Benefits	Bonus/ Commission	Sitting Fees	Total
Executive Director	Nil	Nil	Nil	Nil	Nil
Non-Executive Director	Nil	Nil	Nil	Nil	Nil

### Scope of Nomination and Remuneration Committee:

The functions of Committee is to formulate criteria to determine qualifications, positive attributes and independence of Directors, Key Managerial Personnel (KMP), Senior Management etc., and recommend to the Board a Policy relating to their appointment and remuneration, so as to ensure that the Company's policies in respect of the Directors, KMP are competitive to recruit and retain the best talent in the Company and to ensure appropriate disclosure of remuneration paid to the said persons.

### Performance Evaluation Criteria for Independent Directors

Performance of each of the Independent Directors are evaluated every year by the entire Board with respect to various factors like personal traits which include business understanding, communication skills, ability to exercise objective judgment in the best interests of the Company and on specific criteria which include commitment, guidance to management, deployment of knowledge and expertise, management of relationship with various stakeholders, independence of behavior and judgment, maintenance of confidentiality and contribute to corporate governance practice within the Company. A formal evaluation of performance of the Board, its Committees, the Chairman and individual Directors was carried out during the Financial Year 2020-2021, details of which are

provided in the Board's Report. The Website link to the policy as provided here:  
<https://kalpacommercial.in>

### 3. Stakeholders Relationship Committee

The Company has a Stakeholders Relationship Committee to carry out handling of transfer and transmission of shares, issue of duplicate/ re-materialized shares and consolidation and splitting of certificates etc. and handling of shareholders'/investors' grievances. The brief terms of reference of the Committee include redressing of shareholders' and investors' complaints like transfer of shares, non-receipt of Annual Reports, non- receipt of declared dividends etc. and to expedite the process of share transfer. The Committee also monitors implementation and compliance of the Company's Code of Conduct for prohibition of insider trading in pursuance of SEBI (Prohibition of Insider Trading) Regulations, 2015.

#### Terms of reference

1. To consider and review the queries/complaints received from Share/ Debenture Holders.
2. To take steps to redress queries/ complaints and ensure speedy satisfaction to shareholders/s investors.
3. With a view to expediting the process of share transfer etc., on fast track basis, the Board has delegated the powers of approving transfer etc. to Company secretary of the Company. However after closure of financial year, she has resigned from the Company now the power has been delegated to all the Directors of the Company.
4. To work under the control & supervision of the Board of Directors.

#### Composition, Meeting and attendance:

(i) During the year under review one (1) meeting of Stakeholder and relationship were held on 03<sup>rd</sup> September 2020, as the company is complying law in its true spirit.

During the year under review, no complaint was received from the shareholder the Company/ Registrar and Share Transfer Agent (RTA) viz. M/s. Skyline Financial Services Private Limited. Presently no complaint is pending so far.

(ii) The Constitution of the Committee and the attendance of each member of the Committee are given below:

Name of the Member Director	Member/Chairperson	No. of Meetings Held	No. of Meetings attended
Mr. Kamal Sharma	Chairperson	1	1



Ms. Rupali Rampal Singh	Member	1	1
Mr. Saurav Jain	Member	1	1

- (iv) Mr. Kamal Sharma (Non-Executive Director) was heading over the committee during the year.

But the company has not intimated any of these meetings to the stock exchange.

#### 4. REMUNERATION OF DIRECTORS

##### Executive Directors

Mr. Mukul Jindal has voluntary waived off their respective entitlements under managerial remuneration. Therefore, no remuneration was paid to them during the F.Y. 2020-2021.

##### Non- Executive Directors

The Non-Executive Directors are paid the sitting fee and/or reimbursement of out of pocket expenses incurred by them for attending the meeting of Board. The sitting fee amount is within the limits prescribed under the Companies Act, 2013 and rules made there under. No other payment is made to any of the Non-Executive Director. No stock option has been given to any of the Directors, including Executive Directors.

(Amount in Rs.)

Name of the Member	Category	Sitting Fees for the Board Meeting
Mr. Kamal Sharma	Independent Director	NIL
Mr. Jaiprakash Laxmidas Kataria	Independent Director	NIL
Ms. Rupali Rampal Singh	Independent Director	NIL
Mr. Saurav Jain	Non-Independent Director	NIL
Mr. Daman Deep Singh	Independent Director	NIL

No other separate pay was made to any Director during the period under review.

#### 5. PREVENTION OF INSIDER TRADING CODE

In accordance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted “Insider Trading Policy” which consists of ‘Code of Conduct to Regulate, Monitor and Report Trading by Insiders’ and ‘Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information’.



All the connected persons as per 'Insider Trading Policy' who could have access to the Unpublished Price Sensitive Information of the Company are governed by this Policy.

## 6. INTER-SE RELATIONSHIP BETWEEN DIRECTORS

The Directors are not related to each other and they are engaged in their professional capacity as Directors of the Company after compliance of prevalent regulations under Companies Act, 2013 and Listing Regulations.

## 7. GENERAL BODY MEETINGS

Date and venue of last three Annual General Meeting

Nature of the Meeting	Date and Time	Venue	Special Resolution Passed
Annual General Meeting			
Annual General Meeting			
Annual General Meeting	September 29, 2018, 01:00 P.M.	A-34, Office No 2, Gali No. 2, Madhu Vihar, Patparganj Industrial Are, New Delhi 110092	None

## 8. POSTAL BALLOT

During the year no resolution was passed by the shareholders of the company through the process of Postal ballot.

## 9. DISCLOSURES

- There are no materially significant transactions with the related parties which are conflicting with Company's interest.
- The penalties have been imposed on the Company by the Stock Exchange (BSE Limited) or by the Securities Exchange Board of India (SEBI) for violating SEBI and Stock Exchange Regulations and suspended for trading. Besides, the Company has not paid annual listing fees to the Stock Exchange during the last three years.
- The Company has not adopted a treatment different from that prescribed in accounting standards. While preparing the financial statements of the Company for the year ended 31st March, 2021, the management has ensured that all Accounting Standards have been properly followed and there has been no deviation from this practice.

- The Company has in place a mechanism to inform the Board members about the risk assessment and mitigation plans and periodical review to ensure that the critical risks are controlled by the executive management through means of a properly defined framework and reviewed the mechanism after closing of financial year.
- The web link where policy on dealing with related party transactions placed.
- The company is not dealing in commodity and hence disclosure relating to commodity price risks and commodity hedging activities is not applicable.
- As on 31st March, 2021 none of the non-executive directors, is holding any equity shares of the company.
- The Company has not come out with any public issue or right issue etc. during the financial year under review.
- The Company has not adopted the non-mandatory requirements of the Listing Agreement.
- As per the requirements of sexual harassment of women at workplace (Prevention, Prohibition and Redressal Act) 2013 Internal Complaints Committee has been formed. There were no complaints filed/ disposed or pending during the financial year 2020-2021.
- Amit Manoj and Company, Chartered Accountants (Firm Registration No. 009905C) have been appointed as the Statutory Auditors of the Company. The payment of Statutory Auditors' fees inclusive of services as Statutory Auditors including quarterly audits, Tax Audit, Re-imbursement of out-of-pocket expenses and other matters as may be decided by the Board of Directors of the Company.
- Non-Compliance of Corporate Governance Report as per Schedule V are:
  - (a) During the year Company had no active website, since it was unable to upload all requisite details such as 'Familiarization programme for Independent Directors', 'Policy relating to materiality on related party transactions', 'Policy on Vigil Mechanism', Policy on prevention of sexual harassment of women at workplace, 'Plan for risk mitigation' etc. But after the closure of the Financial year the company has activated its website.
  - (b) Company was discontinued since 2 years; therefore the Annual General Meeting (AGM) of the Company has not been called for the preceding

two financial years i.e., 2018-2019 and 2019-2020.

- (c) The Company has not communicated with its stakeholders w.r.t. publication of financial results, and has not announced the results to the stock exchange; quarterly as well as annually. And the financial results had not been displayed on its website. After the closure of the financial year the company has updated its website and also announced its results for both quarterly and annually.
- (d) The Market Price Data – High, Low during each month in the last Financial Year is not available on the stock exchange as the Company was suspended from trading due to penal reasons.

## 10. MEANS OF COMMUNICATION

- The Company communicates with the shareholders at large through its Annual report.
- The Board of Directors of the Company approves and takes on record the Un-audited financial results within prescribed limit in the Listing Regulations and the results.
- The financial results are displayed on [www.kalpacommercial.com](http://www.kalpacommercial.com)

## 11. GENERAL SHAREHOLDER INFORMATION:

<b>Date &amp; Time</b>	29 <sup>th</sup> September 2021, 11:30 A.M.
<b>Venue</b>	-405, FIE Patparganj Industrial Area, Office No. 2, LGF/R2, New Delhi East Delhi 110092
<b>Date of Book Closure</b>	23.09.2021 to 29.09.2021
<b>Financial Year</b>	The Company follows the period of 01st April to 31st March, as the financial year.
<b>Dividend payment date</b>	Not Applicable, As the Board has not proposed the Dividend
<b>Listing on Stock Exchange</b>	BSE Limited (Scrip Code 539014) <i>(Note: The Company is taking steps to pay listing fees.)</i>
<b>Market Price Data – High, Low during each month in the last Financial Year</b>	No data available, since the status of the Company is Suspended
<b>Dematerialization of shares and liquidity</b>	INE059Q01014, as on 31st March 2021, 88.08% shares were in dematerialized form.
<b>Registrar and Transfer Agents</b>	M/s Skyline Financial Services Private Limited, 1st Floor, D-153A, Okhla Industrial Area, Phase I, New Delhi 110020

<b>Outstanding GDRs/ADRs/Warrants or any other convertible instruments</b>	Company does not have any GDRs/ ADRs/ Warrants or any other Convertible Instruments.
<b>List of Credit Rating Obtained</b>	No credit ratings were obtained by the entity during the relevant financial year under review, since there were no debt instruments or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds.
<b>Address for Correspondence</b>	<p>(i) 405, FIE Patparganj Industrial Area, Office No. 2, LGF/R2, New Delhi East Delhi 110092 CIN: CIN: L74899DL1985PLC022778 Ph.: +91 9313390500</p> <p>(ii) For any other information, the Shareholders may contact the Company Secretary at the same corporate office or email at <a href="mailto:info@kalpaccommercial.in">info@kalpaccommercial.in</a></p>

## 12. SHARE TRANSFER SYSTEM

Share transfers in physical form are generally registered within a fortnight from the date of receipt provided the documents are found to be in order.

The Company affirms that no shareholders' complaint was lying pending as on 31st March, 2021 as per RTA records as well as compliant shown on SCORRS (SEBI PORTAL FOR INVESTORS WHERE THEY CAN FILE COMPLAINT). No requests for dematerialization of shares being in order.

## 13. DISTRIBUTION SCHEDULE AS ON 31<sup>ST</sup> MARCH 2021

	Category	No. of shares held	Percentage of Shareholding
<b>A.</b>	<b>Shareholding of Promoter and Promoter Group</b>		
(1)	Indian	21,04,000	20.53%
(2)	Foreign	-	-
	Total	21,04,000	20.53%
<b>B.</b>	<b>Public Shareholding</b>		
(1)	<b>Institutions</b>	-	-
(a)	Mutual Funds/UTI	-	-
(b)	Financial Institutions/Banks	-	-
(c)	Foreign Institutional Investors	-	-
(d)	Any Other	-	-
	<b>Sub Total (A)</b>	-	-
(2)	<b>Non Institutions</b>	-	-

(a)	Bodies Corporate	74,16,683	72.36
(b)	Individuals	-	-
(c)	Any Other	7,29,317	7.12
	<b>Sub Total (B)</b>	81,46,000	79.48
	<b>Total (A+B)</b>	1,02,50,000	100.00

#### **14. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB - PARAS (2) TO (10)**

Nil

#### **15. ADOPTION OF DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II**

As specified in Part E of Schedule II of SEBI (Listing Obligations and Disclosure Discretionary Requirements) Regulations, 2015, following requirement has been adopted by the Company:

The Internal Auditor may report directly to the Audit Committee.

**16.** The Company has duly complied with all the Corporate Governance requirements as specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **17. DISCLOSURE REGARDING SHARES IN SUSPENSE ACCOUNT**

(a) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: **NIL**

(b) Number of shareholders who approached issuer for transfer of shares from suspense account during the year: **NIL**

(c) Number of shareholders to whom shares were transferred from suspense account during the year: **NIL**

(d) aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: **NIL**

(e) that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: **NIL**

#### **17. MANAGEMENT DISCUSSION AND ANALYSIS**

A separate chapter on Management Discussion and Analysis is given in this Annual Report.

## 18. CEO/CFO CERTIFICATION

Mr. Mukul Jindal, Wholetime Director and Mr Jayesh Seth, Chief Financial Officer, have furnished a certificate relating to financial statements and internal control systems as per the format prescribed under Regulation 17(8) of the SEBI (LODR) Regulations, 2015 and the Board took the same on record.

## 19. COMPLIANCE CERTIFICATION

Compliance Certificate for Corporate Governance obtained from a practicing Company Secretary is annexed herewith.

## 20. CODE OF CONDUCTS

Details of various policies and codes required to be framed under the Companies Act, 2013 and SEBI (LODR) , 2015 are given under the head “Investors” on the website of the company i.e. [www.kalpacommercial.in](http://www.kalpacommercial.in).

**By Order of the Board**  
*For Kalpa commercial limited*

Sd/-  
**Mukul Jindal**  
Director  
DIN : 07229720

Sd/-  
**Daman Deep Singh**  
Director  
DIN : 09105688

**Date: 27<sup>th</sup> August, 2021**  
**Place : New Delhi**

**ANNEXURE-IV**  
**CEO/ CFO CERTIFICATE**

**Pursuant to Regulation 17(8) of the SEBI (LODR) REGULATIONS, 2015**

To

The Members,

**Kalpa Commercial Limited,**

405, FIE Patparganj Industrial Area,

Office No. 2, LGF/R2, New Delhi - 110092

1. I have reviewed the financial statements of Kalpa Commercial Limited for the period ended 31st March 2021, and to the best of our knowledge and belief:
  - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Indian accounting standards, applicable laws and regulations.
2. There are to the best of our knowledge and belief, no transactions entered into by the Company during the period which are fraudulent, illegal or violate of the Company's Code of Conduct.
3. I accept that it is our responsibility to establish and maintain internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting and we have disclosed to the Auditor and the Audit Committee, deficiencies in the design or operation or such internal controls, if any of which we are aware and the steps we have taken or proposes to take to rectify these deficiencies.
  - (i) There were no deficiencies in the design or operation of internal controls, that could adversely affect the Company's ability to record, process, summarize and report financial data and there have been no material weakness in internal controls over financial reporting including any corrective actions with regard to deficiencies.
  - (ii) There were no significant changes in internal control during the Period covered by this report.
  - (iii) All significant changes in accounting policies during the Period, and that the same have been disclosed in the notes to the financial statements.
  - (iv) There were no Instances of significant fraud of which we are aware, that involvement of the management or an employee who have a significant role in the Company's internal control system.

**For Kalpa Commercial Limited**

Sd/-

**Mukul Jindal**

**Wholetime Director**

**DIN-07229720**

**Date: 27<sup>th</sup> August, 2021**

**Place: New Delhi**

**ANNEXURE [VII]**  
**TO BOARD OF DIRECTORS' REPORT**

**NOMINATION AND REMUNERATION POLICY**

The Key provisions of the Nomination and Remuneration policy are given below:

**1. PREAMBLE**

Pursuant to Section 178 of the Companies Act, 2013 and Regulation 19 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended time to time, every Listed Public Company is required to constitute a Nomination and Remuneration Committee with atleast three or more Non-Executive Directors, out of which not less than one half shall be Independent Directors. The Company has already a Remuneration Committee with three Non- Executive Independent Directors. In order to align the same with the provisions of the Companies Act, 2013, and the Listing Regulation, 2015 as amended from time to time, the Board of Directors at their meeting held on the 9th April, 2021, reconstituted the “Remuneration Committee” as “Nomination and Remuneration Committee”.

The Nomination and Remuneration Committee and its Policy being in compliance with the provisions of Section 178 of the Companies Act, 2013, read with the applicable Rules and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applies to the Board of Directors, Key Managerial Personnel and the Senior Management of the Company and this policy approved by Board of Directors at their meeting held on 30<sup>th</sup> May, 2021.

**2. ROLE AND OBJECTIVE**

Nomination and Remuneration Policy herein is formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“Listing Regulations”). The Key Roles and Objectives of the Policy are:

- To assist Nomination and Remuneration Committee (NRC) in identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its Committees and individual



directors to be carried out by the Board or the Nomination & Remuneration Committee or by an Independent External Agency and review its implementation and compliance;

- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
- To ensure that level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- To ensure the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- Specify the manner for effective evaluation of performance of Board, its Committees and Individual Directors to be carried out either by the Board, by the Committee itself or by an independent external agency and review its implementation and compliance.
- To develop a Succession Plan for the Board and to review it regularly.
- Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals and recommend to the Board, all remuneration, in whatever form, payable to senior management;
- Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- To provide a policy for Board diversity;
- To perform such other functions as may be referred by the Board or be necessary in view of the Listing Regulation, 2015 and the provisions of the Companies Act, 2013 and Rules made thereunder.

### 3. DEFINITION

The following expressions hereinafter wherever used shall have the meanings ascribed against each.

“Act” means the Companies Act, 2013 or Companies Act, 1956 as may be

applicable and Rules framed thereunder, as amended from time to time.

**“Board”** means Board of Directors of the Company.

**“Company”** means Kalpa Commercial Limited or ‘KCL’.

**“Committee”** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, in accordance with the Act and applicable Listing Regulations.

**“Directors”** means Directors of the Company.

**“Key Managerial Personnel” (‘KMP’)** means Chief Executive Officer or the Managing Director or the Manager;

- Whole-time Director;
- Chief Financial Officer;
- Company Secretary;
- Senior Management Personnel designated as such by the Board; and Such other officer as may be prescribed.

**“Senior Management Personnel”** means officers/ personnel of KCL who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the Chief Executive Officer/ Managing Director/ Whole time director/ Manager (including Chief Executive Officer/ Manager, in case they are not part of the board), including functional head and shall specifically include Company Secretary and Chief Financial Officer.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and Listing Regulations as may be amended from time to time shall have the same meaning assigned to them therein.

#### **4. MEMBERSHIP**

- The Committee shall consist of a minimum three (03) non-executive directors, majority of them being independent.
- Minimum two (02) members shall constitute a quorum for the Committee meeting.
- Membership of the Committee shall be disclosed in the Annual Report.
- Term of the Committee shall be continued unless otherwise terminated by the Board of Directors.

## **5. CHAIRPERSON**

The Chairperson of the Committee shall be an Independent Director. The Chairperson of the Company may be appointed as a member of the Committee but shall not be the Chairperson of the Committee.

In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

The Chairperson of the Committee shall attend the general meetings of the Company or in his/her absence, any other member of the Committee authorized by him/her in this behalf.

## **6. FREQUENCY OF MEETINGS**

The Meetings of the Committee shall be held at such regular intervals as may be required under the Companies Act, 2013 and Listing Regulations.

## **7. COMMITTEE MEMBERS' INTERESTS**

A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

The Committee may invite such executives, officials or such other persons as it considers appropriate to be present at the meetings of the Committee.

## **8. SECRETARY**

The Company Secretary of the Company shall act as the Secretary of the Committee.

## **9. VOTING**

Matters arising for determination at the Committee Meetings shall be decided by a majority of votes of the Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

## **10. NOMINATION DUTIES**

The duties of the Committee in relation to nomination matters include:

- to ensure that there is an appropriate induction and training programme in place for new Directors and members of the Senior Management and

- reviewing its effectiveness;
- to ensure that on appointment to the Board, Non-Executive Directors and Independent Directors receive a formal letter of appointment in accordance with the guidelines provided under the Companies Act, 2013 and Listing Regulations;
  - to identify and recommend Directors who are to be put forward for retirement by rotation.
  - to determine the appropriate size, diversity and composition of the Board;
  - to set a formal and transparent procedure for selecting new Directors for appointment to the Board;
  - to develop a succession plan for the Board and Senior Management and regularly reviewing the plan;
  - to evaluate the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
  - to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
  - to delegate any of its powers to one or more of its members or the Secretary of the Committee;
  - to recommend any necessary changes to the Board.
  - to consider any other matters as may be requested by the Board.

## **11. REMUNERATION DUTIES**

The duties of the Committee in relation to remuneration matters include:

- to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- to delegate any of its powers to one or more of its Members or the Secretary of the Committee to consider any other matters as may be requested by the Board;.

## **12. MINUTES OF COMMITTEE MEETING**

The proceedings of all meetings must be written in the form of Minutes and these Minutes must be signed by the Chairperson of the Committee at the subsequent Meeting or within one month from the date of the Meeting, whichever is earlier. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meetings.

## **13. NOTIFICATION**

This Policy, including amendments thereof, shall be made available on the Company's website and in the Boards' Report of the Company.

## **14. AMENDMENT**

The Policy shall be reviewed as and when required to ensure that it meets the objectives of the relevant legislation and remains effective. The Committee has the right to change/ amend the policy as may be expedient taking into account the law for the time being in force. In case of any subsequent changes in the provisions of the Companies Act, 2013 or Listing regulations or other applicable regulations which makes any of the provisions in the policy inconsistent with the Act or Listing regulations or other applicable regulations, then the provisions of the Act or such regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.

### **\*CRITERIA LAID DOWN BY THE NOMINATION AND REMUNERATION COMMITTEE FOR DETERMINING THE FOLLOWING:-**

#### **I. Qualifications for appointment of Directors (including Independent Directors):**

The incumbent Directors shall be persons of eminence, standing and knowledge with significant achievements and experience in business, professions and / or public service. Broadly, the following points need to be considered by the Committee:-

- Their financial or business literacy, skills, etc.
- Their technical and industry experience.
- Other appropriate qualification / experience to meet the objectives of the Company.
- As per the applicable provisions of Companies Act 2013, Rules made thereunder and SEBI(LODR), 2015 , as amended from time to time.

The Nomination and Remuneration Committee shall have discretion to evaluate,

consider and fix any other criteria or norms, from time to time, for selection of the most suitable candidate/s.

## **II. Positive attributes of Directors (including Independent Directors):**

The following are some of the positive attributes of Directors (including Independent Directors) to be considered by the Committee –

- Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively, and the willingness to address issues proactively.
- Actively update their knowledge and skills with the latest developments in the heavy engineering / infrastructure industry, market conditions and applicable legal provisions.
- Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities.
- To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.
- To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees.
- Independent Directors to meet the requirements of the Companies Act, 2013 read with the Rules made thereunder and Clause 49 of the Listing Agreement entered into with the Stock Exchanges, as amended from time to time.

## **III. Criteria for appointment of KMP & Senior Management:**

The following criteria needs to be considered by the Committee for appointment of any Key Managerial Personnel & Senior Management of the Company –

- To possess the necessary qualifications, experience, skills and expertise to effectively discharge their duties and responsibilities.
- To practice and encourage professionalism and transparent working environment.
- To build teams and carry the team members along for achieving the

- goals/objectives and corporate mission.
- To adhere strictly to the Company's Code of Conduct for the time being in force and as amended from time to time.
- Any other responsibility that may be given in the course of their association with the Company.

#### **IV. Policy Relating to Remuneration of Directors, Key Managerial Personnel and Senior Management Personnel:**

- To ensure that the level and components of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and other employees of the quality required to run the Company successfully.
- To ensure that no director / KMP/ other employee is involved in deciding his or her own remuneration.
- The trend prevalent in the similar industry, nature and size of business is kept in view and given due weight age to arrive at a competitive quantum of remuneration.
- To ensure that relationship of remuneration to the performance is clear and meets appropriate performance benchmarks which are unambiguously laid down and communicated.
- Improved performance should be rewarded by increase in remuneration and suitable authority for value addition in future.
- Remuneration packages should strike a balance between fixed and incentive pay, where applicable, reflecting short and long term performance objectives appropriate to the Company's working and goals.

#### **Following criteria are also to be considered:-**

- Responsibilities and duties;
- Time and efforts devoted;
- Value addition;
- Profitability of the Company and growth of its business;
- Analysing each and every position and skills for fixing the remuneration yardstick;
- Standards for certain functions where there is a scarcity of qualified resources.
- Ensuring tax efficient remuneration structures.
- Ensuring that remuneration structure is simple and that the cost to the Company (CTC) is not shown inflated and the effective take home remuneration is not low.
- Other criteria as may be applicable.
- Consistent application of remuneration parameters across the organization.
- Provisions of law with regard making payment of remuneration, as may be applicable, are to be complied with.

- Whenever there is any deviation from the Policy, the justification / reasons thereof should also be indicated / disclosed adequately.

**By Order of the Board**

**For Kalpa commercial limited**

Sd/-

**Mukul Jindal**

**Director**

**DIN : 07229720**

Sd/-

**Daman Deep Singh**

**Director**

**DIN : 09105688**

**Date: 27<sup>th</sup> August, 2021**

**Place : New Delhi**