Kalpa Commercial Limited

NOTICE OF 41ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 41st Annual General Meeting of the Members of **M/s Kalpa Commercial Limited** will be held on **Monday, the 28th Day of September, 2026 at 10:00 A.M.** at the registered office of the Company at **First Floor, 984 Pocket C, IFC Ghazipur Paper Market, East Delhi, Delhi, India, 110096** to transact the following business:

ORDINARY BUSINESS

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended March 31, 2026 including balance sheet as on March 31, 2026, the statement of profit and loss and cash flow statement for the year ended on that date together with the reports of the Board of Directors and 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 31st March, 2026 together with the reports of the Board and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. TO CONSIDER AND APPROVE THE APPOINTMENT OF M/S. ACA AND ASSOCIATES, CHARTERED ACCOUNTANT FIRM, (FRN: 028414N) AS A STATUTORY AUDITORS 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 Sections 139(1), 141, 142 and other applicable provisions, if any, of the Act read with the Audit Rules and the applicable provisions of the SEBI Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for the appointment of M/S. ACA & Associates, Chartered Accountant Firm, (FRN: 028414N), as the Statutory Auditors of the Company for a term of 5 (five) consecutive years effective from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the Forty-Sixth (46th) Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses as may be recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including but not limited to filing the necessary forms, returns and documents with the Registrar of Companies, Stock Exchanges and other statutory/regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard."

SPECIAL BUSINESS

3. TO CONSIDER AND APPROVE THE APPOINTMENT OF M/s ACA AND ASSOCIATES, CHARTERED ACCOUNTANT FIRM, (FRN: 028414N) AS A STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY.

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 Sections 139(8), 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 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), and based on the recommendation of the Audit Committee and the Board of Directors, the consent of the Members be and is hereby accorded for the appointment of M/S. ACA & Associates, Chartered Accountant Firm, (FRN: 028414N), as the Statutory Auditors of the Company with effect from 29th August, 2026, to fill the casual vacancy caused by the resignation of M/s SGR & Associates LLP, Chartered Accountants, (Firm Registration No. 022767N) to hold office until the conclusion of 41st Annual General Meeting, at such remuneration plus applicable taxes, and out of pocket expenses as may be recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including but not limited to filing the necessary forms, returns and documents with the Registrar of Companies, Stock Exchanges and other statutory/regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard."

4. TO CONSIDER THE APPOINTMENT OF MS. SHRUTI SETHI (DIN: 11347689) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider, and, if thought fit, approve the appointment of Ms. Shruti Sethi (DIN: 11347689) as an Independent Director (Non-Executive) of the Company to hold office for a term of consecutive five years and to pass, with or without modification(s), the following resolution as **Ordinary resolution.**

"**RESOLVED THAT** pursuant to the provision of Section 149, 150, 152 and other applicable provision of Companies Act, 2013 read with applicable Rules of Companies (Appointment and Qualification of Directors) Rules, 2014, and Schedule IV of the Act read with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable laws, the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Shruti Sethi (DIN: 11347689) who was appointed by the Board of Directors of the Company as an Additional Director (Non Executive & Independent) with effect from 10th August, 2026, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from 10th August, 2026 up to 09th August, 2031, not liable to retire by rotation, upon such remuneration as may be determined by the Board from time to time within the overall limits of remuneration under the Act, rules and the Listing Regulations, if any."

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby authorised to take all such steps and actions and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the aforesaid recommendation and appointment."

5. TO CONSIDER THE ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION (MOA) IN LINE WITH COMPANIES ACT, 2013

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

"**RESOLVED THAT** pursuant to the provision of section 4, 13 and other applicable provisions if any, of the Companies Act 2013 ["The Act"] read with applicable Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals appropriate authorities, departments or bodies as and to the extent necessary consent of members of the company be and is hereby accorded to altered/adopted the Memorandum of Association ["the MOA"] in place of the existing Memorandum of Association.

RESOLVED FURTHER THAT the title of the Memorandum of Association containing "The Companies Act, 1956" be and is hereby substituted by new title "The Companies Act, 2013".

RESOLVED FURTHER THAT the title of the Clause III (A) containing "Main object to be pursued by the company on its Incorporation" be and is hereby substituted with new title of the **Clause III (A) "The object to be pursued by the company on its Incorporation are".**

RESOLVED FURTHER THAT the sub-clause no. 2. of 'Clause III (A)' of the existing Memorandum of Association of the Company, which reads as follows:

"To carry on the business of a Company established with the object of financing industrial, individual or other enterprises within the meaning of Section 370 of the Companies Act, 1956."

be and is hereby omitted/ deleted from its Memorandum of Association of the Company, as the said provision has become obsolete and is no longer relevant to the present and proposed activities of the Company.

RESOLVED FURTHER THAT the title of existing Clause III (C) containing the "Other Objects" be and is hereby stands deleted.

RESOLVED FURTHER THAT the existing Liability Clause of the Memorandum of Association of the Company, which reads as follows:

"The liability of the members is limited."

be and is hereby substituted with the following:

"The liability of the members is limited to the amount unpaid, if any, on the shares respectively held by them."

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall deem to include any of its duly constituted committee) be and is hereby authorised to accept any alteration in the Memorandum of Association as required from the statutory authorities accordingly without any further reference to the members for their approval.

RESOLVED FURTHER THAT any Director of the Company or/and Company Secretary of the Company or any other person so authorised by the Board, be and hereby authorised on behalf of the company to do all such acts, deeds, matters and things as it may."

6. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY TO ALIGN THE SAME AS PER THE COMPANIES ACT, 2013

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

"**RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and other applicable provisions , if any, of the Companies Act, 2013 and the rules made thereunder, each as amended (collectively referred to as the "**Companies Act**"), and other applicable provisions, if any, and in order to align the articles of association of the Company (the "**Articles of Association**") with the listing requirements of the stock exchanges where the Equity Shares of the Company are proposed to be listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, subject to the necessary approvals required from appropriate Authorities, the consent of the Members of the Company be and is hereby accorded to substitute the existing Articles of Association of the company with new set of Articles of Association as per provisions of the Companies Act 2013.

RESOLVED FURTHER THAT any of the Directors or/and Company Secretary of the Company, and such other persons as may be authorised by the Board of Directors of the Company be and are hereby authorised to accept any alteration in the Articles of Association as required from the statutory authorities (if any) accordingly without any further reference to the members for their approval.

RESOLVED FURTHER THAT any of the Directors or/and Company Secretary of the Company, be and hereby severally authorised to do all such all such acts, deed and things as may be necessary or incidental in this regard to give effect of the foregoing resolution including filling of all necessary e-forms with the office of the Registrar of Companies."

For and on behalf of the Board of Directors of
Kalpa Commercial Limited

Sd/
Ishant Malhotra
Managing Director
DIN: 06459062

Date: September 04, 2026
Place: Delhi

Kalpa Commercial Limited

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL; INSTEAD OF HIM/HER SELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY.**

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item Nos. 2, 3, 4, 5 and 6 of the accompanying Notice is annexed hereto. The Board of Directors of the Company at its meeting held on Saturday, 29th Day of August, 2026 considered that the special business under Item Nos. 2, 3, 4, 5 and 6 being considered unavoidable are transacted at the 41st AGM of the Company.

3. A person can act as proxy on behalf of members' up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. Further, a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. The instrument appointing proxy must be deposited at the registered office of the company not less than 48 hours before the time of holding the meeting.

4. Corporate members are requested to send a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote on their behalf at the Meeting.

5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 2 days written notice is given to the Company.

6. Members/Proxies/Authorised Representatives should bring the duly filled Attendance Slips enclosed to attend the meeting.

7. Pursuant to Section 91 of the Companies Act, 2013, the register of members and share transfer books will remain closed f**rom Tuesday, September 22, 2026 to Monday, September 28, 2026 (both days inclusive).**

8. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM/AGM will be provided by NSDL.

9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at https://www.kalpacommercialltd.com/. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited www.bseindia.com and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com

10. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/ comments in advance mentioning their name, demat account number/folio number, email id, mobile number at infokalpa2@gmail.com. The Company will reply the same suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

11. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case they hold the shares in electronic form and with the Company/RTA in case they hold the shares in physical form.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e- mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to the Company/RTA if the shares are held by them in physical form.

13. For receiving all future correspondence (including Annual Report) from the Company electronically–

In case you have not registered your email ID with the Company/ Depositary, please follow below instructions to register your email ID for obtaining Annual Report for FY 2025-26 and login details for e voting.

Physical Holding

Send a signed request letter to Registrar and Transfer Agents of the Company, Skyline Financial Services Limited at: compliances@skylinerta.com providing Folio Number, Name of the 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) with subject line (Register E-mail ID Folio No (Mention Folio No) of Kalpa Commercial Limited.

Demat Holding

Please contact your Depositary Participant (DP) and register your email address as per the process advised by DP.

1. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

2. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders at least 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no./email ID with their respective depository participants.

3. Corporate members are requested to send a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote on their behalf at the Meeting.

4.During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 2 days written notice is given to the Company.

5. Members/Proxies/Authorised Representatives should bring the duly filled Attendance Slips enclosed to attend the meeting.

6. Pursuant to Section 91 of the Companies Act, 2013, the register of members and share transfer books will remain closed from Tuesday, September 22, 2026 to Monday, September 28, 2026 (both days inclusive).

7.Annual Report for the financial year 2025-26 including notice of 41st AGM along with Attendance Slips and Proxy Forms are being sent on Email IDs of those members whose E-mail IDs are registered with the Depository Participant(s)/Company, unless a member has requested for a physical copy of the same. The Documents shall be sent through permitted mode to all members holding shares in physical mode.

8. In line with the MCA Circulars, the Notice of the AGM along with the Annual Report 2025-26 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/RTA. The Notice convening the 41st AGM and Annual Report 2025-26 may also be accessed from the relevant section on the website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com and website of the Company at www.kalpacommercialltd.com.

9.Documents referred to in the notice calling the AGM and the explanatory statement shall be kept open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 10.00 a.m. to 01.00 p.m. except holidays, upto the date of the meeting.

10.Members are requested to intimate changes, if any, pertaining to their name, postal address, e- mail address, telephone / mobile numbers, PAN, registration of nomination, Power of Attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio no. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 25.09.2026, at 09:00 A.M. and ends on 27.09.2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22.09.2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22.09.2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Kalpa Commercial Limited

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	i. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp ii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. iii. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
ii. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
iii. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

iv. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

v. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

viii. Now, you will have to click on "Login" button.

ix. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

i. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

ii. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

iii. Now you are ready for e-Voting as the Voting page opens.

iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

v. Upon confirmation, the message "Vote cast successfully" will be displayed.

vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

i. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **csprakash09@gmail.com** with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

i. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Infokalpa2@gmail.com.

ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Infokalpa2@gmail.com**. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

iii. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

iv. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

PURSUANT TO THE PROVISION OF SECTION 102 OF COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE ANNUAL GENERAL MEETING OF THE COMPANY KALPA COMMERCIAL LIMITED TO BE HELD ON MONDAY, 28TH DAY OF SEPTEMBER, 2026 AT FIRST FLOOR, 984 POCKET C, IFC GHAZIPUR PAPER MARKET, EAST DELHI, INDIA, 110096

ITEM NO. 3 TO CONSIDER AND APPROVE THE APPOINTMENT OF M/s ACA AND ASSOCIATES, CHARTERED ACCOUNTANT FIRM, (FRN: 028414N) AS A STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY.

The company has received the resignation letter dated 28th August 2026 from M/s SGR & Associates LLP, Chartered Accountants, (Firm Registration No. 022767N), tendering their resignation as the Statutory Auditors of the Company, citing pre-occupation with other professional assignments and commitments. The outgoing Statutory Auditors have confirmed that there were no concerns, issues or circumstances connected with their resignation, including any concerns relating to the management or the company's financial reporting, and that they had received all information and explanations sought by them during their tenure.

The Audit Committee and the Board of Directors noted that no material concerns were raised by the Auditors and accordingly accepted their resignation. The Company intimated the Stock Exchanges on 29th August, 2026, in compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Consequently, a casual vacancy has arisen in the office of the Statutory Auditors of the Company.

Pursuant to the provisions of Section 139(8) of the Companies Act, 2013, any casual vacancy caused by the resignation of the Statutory Auditors is required to be filled by the Board of Directors within one month, and such appointment shall be approved by the Members within three months from the date of the Board's appointment. The auditor so appointed shall hold office until the conclusion of the next Annual General Meeting of the Company.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 29th August, 2026, approved and recommended the appointment of **M/s. ACA & Associates, Chartered Accountant Firm, (FRN: 028414N)** as the Statutory Auditors of the Company to fill the aforesaid casual vacancy and hold the office of the Statutory Auditor until the conclusion of this AGM. Accordingly, shareholders' approval by way of Ordinary resolution is sought.

Further, the Board of Directors at their meeting held on 29th August, 2026, on the recommendation of the Audit Committee, has also recommended the appointment of **M/s. ACA & Associates, Chartered Accountant Firm, (FRN: 028414N)** , to hold the office as a Statutory Auditor of the Company for a term of 5 (five) consecutive years i.e. from the conclusion of this Annual General Meeting till the conclusion of Forty-Sixth (46th) Annual General Meeting of the Company, Subject to the approval of Members of Company at the 41st AGM.

Proposed fees payable to the **M/s. ACA & Associates, Chartered Accountant Firm, (FRN: 028414N)** to act as Statutory Auditor of the company is ₹75,000 (Rupees Seventy Five Thousand only).

The firm is Peer Review certified and holds a valid Peer Review Certificate issued by the Institute of Chartered Accountants of India (ICAI). While recommending the appointment, the Audit Committee and the Board of Directors have considered the firm's credentials, independence, audit quality, industry experience in audit of listed entities and peer review status.

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Details as required under Regulation 36(5) of the Listing Regulations, 2015 is provided below:

S.No	Particulars	Statutory Auditors
1.	Name of the Proposed Statutory Auditor	**M/s. ACA & Associates, Chartered Accountant Firm, (FRN: 028414N)**
2.	Proposed fees payable	₹75,000 (Rupees Seventy Five Thousand only)
3.	Date of appointment & Term of appointment	W.e.f., 29th August, 2026 Hold office until the 41st AGM (subject to the approval of Shareholders). Thereafter, for a period of five (5) consecutive year commencing from the conclusion of 41st AGM till the conclusion of the 46th AGM of the Company.
4.	Brief Profile	M/s. ACA & Associates, Chartered Accountants (Firm Registration No. 028414N) is a Peer-Reviewed of Chartered Accountants firm providing professional services in the areas of statutory audit, tax audit, accounting, taxation, assurance and other related professional services. The firm has experience in handling audit and assurance assignments for companies and other entities and is committed to providing quality and professional services in accordance with applicable laws, regulations and professional standards.
5.	Disclosure of relationships between Directors (in case of appointment of a director)	There is no association with any of the Directors.

Accordingly, the approval of shareholders of the Company is sought by way of an **Ordinary Resolution**.

The Board of Directors recommends the passing of the resolution in Item No. 2 and 3 of the Notice as an ordinary resolution.

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

ITEM NO. 4 TO CONSIDER THE APPOINTMENT OF MS. SHRUTI SETHI (DIN: 11347689) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

The Board of Directors of the Company, at its meeting held on 14th November, 2025, had earlier considered the proposal for appointment of Ms. Shruti Sethi (DIN: 11347689) as an Additional Director in the capacity of an Independent Director. At that time, the Board noted that the requisite due diligence and background verification process in respect of the proposed appointee was under process and had not yet been completed. Accordingly, the Board directed the management to place the proposal before the Board upon completion of the requisite formalities.

The Company has now completed the requisite due diligence, background verification and other necessary evaluation processes in respect of Ms. Shruti Sethi, and the requisite formalities relating to her proposed appointment have been duly completed.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 10th August, 2026, approved the appointment of Ms. Shruti Sethi (DIN: 11347689) as an

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Additional Director in the capacity of Independent Director of the Company, pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013, read with the applicable rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), subject to the approval of the Members of the Company.

Ms. Shruti Sethi has furnished a declaration confirming that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI LODR Regulations. She has also confirmed that she is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013 and that she is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any other such authority and she has complied with the provisions relating to registration in the Independent Directors' Databank and, wherever applicable, has passed the Online Proficiency Self-Assessment Test conducted by the Indian Institute of Corporate Affairs.

The Company has also received the requisite consent, declaration and other documents from Ms. Shruti Sethi as required under the Companies Act, 2013 and the rules made thereunder and the SEBI LODR Regulations.

The Board, after considering her qualifications, experience, expertise, integrity, professional background and independence, is of the opinion that Ms. Shruti Sethi possesses the requisite skills, knowledge and experience and that her association with the Company as an Independent Director would be beneficial to the Company.

The proposed appointment of Ms. Shruti Sethi is for a term of five (05) consecutive years commencing from 10th August, 2026 to 09th August, 2031, subject to the approval of the Members, and she shall not be liable to retire by rotation during her tenure as an Independent Director.

Accordingly, the approval of shareholders of the Company is sought by way of an **Ordinary Resolution**.

The Board of Directors recommends the passing of the resolution in Item No. 4 of the Notice as an ordinary resolution.

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

Details of Directors seeking appointment/Re-appointment at the AGM pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

PARTICULARS	**NAME OF DIRECTOR**
Name of the Director	Ms. Shruti Sethi
Director Identification Number (DIN)	11347689
Designation/category of the Director	Non-Executive Independent Director
Date of Birth and Age	27-03-1998
Qualifications	Ms. Shruti Sethi qualified as a Company Secretary from the Institute of Company Secretaries of India (ICSI) in 2022. She is commerce graduate from Rani Durgavati Vishwavidyalaya, Jabalpur, having completed B.Com. in

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	2021 with First Division.
Experience, Nature of Expertise and Capabilities	A qualified Company Secretary with over 4 years of professional experience in corporate secretarial and legal compliances. Experienced in handling compliances under the Companies Act, 2013, Secretarial Standards, MCA regulations and applicable RBI requirements, ROC filings, XBRL filings, corporate restructuring, share transfer and dematerialization.
Brief Profile	Ms. Shruti Sethi is a qualified Company Secretary and a commerce graduate, and registered Independent Director with the Independent Directors' Databank. She possesses over Four years of professional experience in corporate laws, secretarial compliances, corporate governance, and regulatory affairs. She is associated with **Wind World Wind Farms (Karnataka) Limited** as **Executive Company Secretary.** Ms. Sethi has participated in various professional seminars, webinars, and knowledge initiatives conducted by the Institute of Company Secretaries of India (ICSI) and has developed sound expertise in the Companies Act, 2013, SEBI (LODR) Regulations, SEBI (ICDR) Regulations, and allied corporate laws. Her professional knowledge, compliance expertise, and commitment to ethical corporate governance make her well-suited to discharge the responsibilities of an Independent Director.
Disclosure of inter-se relationship	Not related to any of the Director/Promoter of the Company
Terms and conditions of Appointment	Appointed for a period of 5 years
Date of First Appointment	10-08-2026
No. of Board Meeting attended during the year	Not Applicable – appointed as Additional Director w.e.f. 10 August 2026
Name of other Companies in which she holds Directorship including Listing Entities	None
Chairman/ Member of the Committee, Member of the Board of Directors of the Company	None
Membership/ Chairmanship of committees of other entities (includes only Audit Committee and Stakeholders Relationship committee	None
Name of Listed entities from which the Director has resigned in the past three years	none

Shareholding in the Company	0.00%
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Ms. Shruti Sethi possesses the required corporate secretarial and legal compliances essential for the role of an Independent Director. With over 4 years of experience in the fields of Indirect Taxation, Statutory Compliance, and Financial Reporting, she has demonstrated a deep understanding of corporate finance, tax laws, and regulatory matters.
The justification for choosing the appointees for appointment as Independent Directors	Her expertise in corporate secretarial and legal compliances., along with his integrity and independent judgment, makes him well-suited to provide valuable oversight and guidance as an Independent Director. Her appointment will strengthen the Board's financial and compliance capabilities.

<u>ITEM NO. 5 TO CONSIDER THE ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION IN LINE WITH COMPANIES ACT, 2013</u>

The Board of Directors of the Company at its meeting held on 29th August, 2013 decided that the existing Memorandum of Association ('MOA') is based on erstwhile Indian Companies Act, 1956, it would be necessary to adopt new set of Memorandum of Association as per the Companies Act, 2013 Subject to the approval of Member by way of a Special Resolution and that the existing Memorandum of Association of the Company is being replaced with new set of Memorandum of association so as to make it in line with the new Companies Act, 2013.

The proposed alteration/adoption, inter alia, includes:

1. substitution of the title "The Companies Act, 1956" with "The Companies Act, 2013";

2. substitution of the title of Clause III(A) from "Main objects to be pursued by the Company on its incorporation" to "The objects to be pursued by the Company on its incorporation are";

3. deletion of sub-clause 2 of Clause III(A) of Existing MOA relating to carrying on the business of a company established with the object of financing industrial, individual or other enterprises within the meaning of Section 370 of the Companies Act, 1956, as the said reference has become obsolete and is no longer relevant;

4. deletion of the title of existing Clause III(C) relating to "Other Objects", in line with the structure and requirements of the Companies Act, 2013.

5. The existing Liability Clause of the MOA, which reads: "The liability of the members is limited." is proposed to be substituted with the following: "The liability of the members is limited to the amount unpaid, if any, on the shares respectively held by them."

The proposed adoption of the new set of MOA is intended to update and align the constitutional document of the Company with the applicable provisions of the Companies Act, 2013 and to remove obsolete references and provisions from the existing MOA.

Accordingly, the approval of shareholders of the Company is sought by way of a **Special Resolution**.

A copy of the existing Memorandum of association and a copy of the new Memorandum of association are available for inspection during normal business hours on all working days up to the date of Extra Ordinary General Meeting.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

ITEM NO. 6 ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY TO ALIGN THE SAME AS PER THE COMPANIES ACT, 2013

The existing Articles of Association ("AOA") of the Company were originally framed under the provisions of the Companies Act, 1956. In view of the enactment of the Companies Act, 2013 ("the Act") and the rules made thereunder, several provisions contained in the existing AOA are required to be aligned with the applicable provisions of the Act.

With the coming into force of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to replace wholly the existing AOA by a new set of Articles.

Accordingly, it is proposed to substitute the existing AOA of the Company with a new set of AOA incorporating the provisions and requirements applicable to the Company under the Companies Act, 2013 and other applicable laws and regulations. The new AOA to be substituted in place of the existing AOA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

The Board of Directors, at its meeting held on 29th August, 2026, considered and approved the proposal for substitution of the existing Articles of Association with a new set of Articles of Association in line with Companies Act, 2013 and recommends the same for approval of the Members by way of a **Special Resolution**.

A copy of the proposed new Articles of Association of the Company will be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the General Meeting and shall also be available for inspection during the General Meeting.

The Board recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members.
None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their respective shareholding, if any, in the Company.

For and on behalf of the Board of Directors of
Kalpa Commercial Limited

Sd/

Ishant Malhotra
Managing Director
DIN: 06459062

Date: September 04, 2026
Place: Delhi

ROADMAP OF THE VENUE OF ANNUAL GENERAL MEETING