

**Form No. MGT-7**

Form language

 English  Hindi**Annual Return (other than OPCs and Small Companies)**

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in \* are mandatory

Refer instruction kit for filing the form

**I REGISTRATION AND OTHER DETAILS**

i \*Corporate Identity Number (CIN)

L45300DL1985PLC021453

ii (a) \*Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) \*Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) \*Type of Annual filing

 Original Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	KALYANI COMMERCIALS LIMITED	KALYANI COMMERCIALS LIMITED
Registered office address	BG 223 Sanjay Gandhi Transport Nagar GT Karnal Road,NA,New Delhi,Delhi,India,110042	BG 223 Sanjay Gandhi Transport Nagar GT Karnal Road,NA,New Delhi,Delhi,India,110042
Latitude details	28.74	28.74
Longitude details	77.15	77.15

(a) \*Photograph of the registered office of the Company showing external building and name prominently visible

Photograph of registered office\_Kalyani.jpeg

(b) \*Permanent Account Number (PAN) of the company

AA\*\*\*\*\*3G

(c) \*e-mail ID of the company

\*\*\*\*\*nicommercialslimited@gmail.com

(d) \*Telephone number with STD code

01\*\*\*\*\*23

(e) Website

www.kalyanicommercials.com

iv \*Date of Incorporation (DD/MM/YYYY)

08/07/1985

v (a) \*Class of Company (as on the financial year end date)

(Private company/Public Company/One Person Company)

Public company

(b) \*Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) \*Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/  
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi \*Whether company is having share capital (as on the financial year end date)

Yes

No

vii (a) Whether shares listed on recognized Stock Exchange(s)

Yes

No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U74899DL1995PTC071324	SKYLINE FINANCIAL SERVICES PRIVATE LIMITED	D-153A, FIRST FLOOR OKHLA INDUSTRIAL AREA, PHASE-I, NEW DELHI, New Delhi, Delhi, India, 110020	

ix \* (a) Whether Annual General Meeting (AGM) held

Yes

No

(b) If yes, date of AGM (DD/MM/YYYY)

25/09/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

Yes

No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

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## II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i \*Number of business activities

1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Wholesale and retail trade; repair of motor vehicles and motorcycles	47	Retail trade, except of motor vehicles and motorcycles	100

## III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i \*No. of Companies for which information is to be given

0

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held

## IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	4000000.00	1000000.00	1000000.00	1000000.00
Total amount of equity shares (in rupees)	40000000.00	10000000.00	10000000.00	10000000.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity				
Number of equity shares	4000000	1000000	1000000	1000000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees )	40000000.00	10000000.00	10000000	10000000

**(b) Preference share capital**

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	0.00	0.00	0.00	0.00

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees )				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>(i) Equity shares</b>						
<b>At the beginning of the year</b>	374600	625400	1000000.00	10000000	10000000	
<b>Increase during the year</b>	0.00	0.00	0.00	0.00	0.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify <input type="text" value="0"/>	0	0	0.00	0	0	
<b>Decrease during the year</b>	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text" value="0"/>	0	0	0.00	0	0	
<b>At the end of the year</b>	374600.00	625400.00	1000000.00	10000000.00	10000000.00	
<b>(ii) Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0.00	0	0	
<b>Increase during the year</b>	0.00	0.00	0.00	0.00	0.00	0

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <input type="text" value="0"/>	0	0	0.00	0	0	
<b>Decrease during the year</b>	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text" value="0"/>	0	0	0.00	0	0	
<b>At the end of the year</b>	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

ii Details of stock split/consolidation during the year (for each class of shares)

Class of shares		<input type="text"/>
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

Nil

Number of transfers

**Attachments:**

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

\*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Total</b>				

(b) Partly convertible debentures

\*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Total</b>				

**(c) Fully convertible debentures**

\*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Total</b>				

**(d) Summary of Indebtedness**

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
<b>Total</b>	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V Turnover and net worth of the company (as defined in the Companies Act, 2013)**

i \*Turnover

3873046051.59

ii \* Net worth of the Company

195207031.34

**VI SHARE HOLDING PATTERN****A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	531400	53.14	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00

10	Others <input type="text"/>	0	0.00	0	0.00
	<b>Total</b>	531400.00	53.14	0.00	0

Total number of shareholders (promoters)

**B Public/Other than promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	468600	46.86	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00

10	Others <input type="text"/>	0	0.00	0	0.00
	<b>Total</b>	468600.00	46.86	0.00	0

Total number of shareholders (other than promoters)

Total number of shareholders (Promoters + Public/Other than promoters)

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	85
2	Individual - Male	373
3	Individual - Transgender	0
4	Other than individuals	9
	<b>Total</b>	467.00

**C Details of Foreign institutional investors' (FIIs) holding shares of the company**

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

**VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	4	4
Members (other than promoters)	463	463
Debenture holders	0	0

**VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

## A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A Promoter</b>	2	0	2	0	44.64	0
<b>B Non-Promoter</b>	0	3	0	3	0.00	0.24
i Non-Independent	0	1	0	1	0	0
ii Independent	0	2	0	2	0	0.24
<b>C Nominee Directors representing</b>	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
<b>Total</b>	2	3	2	3	44.64	0.24

\*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

7

## B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
SHANKAR LAL AGARWAL	01341113	Managing Director	418000	
SOURABH AGARWAL	02168346	Whole-time director	28400	
MANUSHREE AGARWAL	06620217	Director	0	
NIKHITA AGARWAL	07834481	Director	2400	
GAGAN ANAND	08604211	Director	0	

SOURABH AGARWAL	ADPPA2143Q	CFO	28400	
SURANJAN UPADHYAY	AAHPU1366N	Company Secretary	0	

**B (ii) \*Particulars of change in director(s) and Key managerial personnel during the year**

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)

**IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

\*Number of meetings held

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	26/09/2024	473	9	49.72

**B BOARD MEETINGS**

\*Number of meetings held

8

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/05/2024	5	5	100
2	12/08/2024	5	5	100
3	02/09/2024	5	5	100
4	25/09/2024	5	5	100

5	19/10/2024	5	5	100
6	13/11/2024	5	5	100
7	07/01/2025	5	5	100
8	10/02/2025	5	5	100

### C COMMITTEE MEETINGS

Number of meetings held

8

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee Meeting	25/05/2024	3	3	100
2	Audit Committee Meeting	12/08/2024	3	3	100
3	Audit Committee Meeting	13/11/2024	3	3	100
4	Audit Committee Meeting	10/02/2025	3	3	100
5	NRC Committee Meeting	27/01/2025	3	3	100
6	Stakeholder Relationship Committee Meeting	17/01/2025	3	3	100
7	Internal Complaints Committee Meeting	16/01/2025	3	3	100
8	Independent Directors Committee Meeting	24/02/2025	2	2	100

### D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on  (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								<div style="border: 1px solid black; padding: 2px; display: inline-block;">25/09/2025</div> (Y/N/NA)

1	SHANKAR LAL AGARWAL	8	8	100	0	0	0	Yes
2	SOURABH AGARWAL	8	8	100	0	0	0	No
3	MANUSHREE AGARWAL	8	8	100	7	7	100	No
4	NIKHITA AGARWAL	8	8	100	8	8	100	No
5	GAGAN ANAND	8	8	100	8	8	100	Yes

#### X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

A \*Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Shankar Lal Agarwal	Managing Director	600000	0	0	0	600000.00
2	Sourabh Agarwal	Whole-time director	1200000	0	0	0	1200000.00
	<b>Total</b>		1800000.00	0.00	0.00	0.00	1800000.00

B \*Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Suranjan Upadhyay	Company Secretary	360000	0	0	0	360000.00
	<b>Total</b>		360000.00	0.00	0.00	0.00	360000.00

C \*Number of other directors whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Manushree Agarwal	Director	2400000	0	0	0	2400000.00
	<b>Total</b>		2400000.00	0.00	0.00	0.00	2400000.00

#### XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A \*Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

Yes

No

B If No, give reasons/observations

## XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A \*DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/  
DIRECTORS/OFFICERS

Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B \*DETAILS OF COMPOUNDING OF OFFENCES

Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

## XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

467

## XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or  
Debenture holder.xlsm

(b) Optional Attachment(s), if any

MGT-8\_Kalyani.pdf

## XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

### I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of 

KALYANI COMMERCIALS LIMITED
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 as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 

31/03/2025
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In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the

provisions of section 186 of the Act ;  
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

**To be digitally signed by**

PARUL KHETRAPAL  
AL  
Digitally signed by PARUL KHETRAPAL  
Date: 2025.12.22 17:07:30 +05'30'

Name

Parul Khetrupal

Date (DD/MM/YYYY)

08/12/2025

Place

New Delhi

Whether associate or fellow:

Associate  Fellow

Certificate of practice number

2\*0\*6

**XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014**

\*(a) DIN/PAN/Membership number of Designated Person

02168346

\*(b) Name of the Designated Person

SOURABH AGARWAL

**Declaration**

I am authorised by the Board of Directors of the Company vide resolution number\*  dated\*

(DD/MM/YYYY)  to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2 All the required attachments have been completely and legibly attached to this form.

**\*To be digitally signed by**

Sourabh Agarwal  
Digitally signed by Sourabh Agarwal  
Date: 2025.12.22 16:35:02 +05'30'

\*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

\*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0\*1\*8\*4\*

**\*To be digitally signed by**

Kirti  
Tanwer

Digitally signed by  
Kirti Tanwer  
Date: 2025.12.22  
17:08:13 +05'30'

Company Secretary       Company secretary in practice

**\*Whether associate or fellow:**

Associate       Fellow

Membership number

7\*5\*4

Certificate of practice number

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**Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.**

***For office use only:***

eForm Service request number (SRN)

AB9700815

eForm filing date (DD/MM/YYYY)

22/12/2025

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**





**Form No. MGT-8**

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of  
Companies (Management and Administration) Rules, 2014]

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We have examined the registers, records, books, and papers of **M/s Kalyani Commercials Limited** ("the Company") (CIN: L45300DL1985PLC021453) having its registered office at BG - 223, Sanjay Gandhi Transport Nagar, GT Karnal Road, New Delhi - 110042, as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder for the Financial Year ended on 31<sup>st</sup> March 2025 ("the period under review"). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid Financial Year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made thereunder in respect of which we certify:
  1. That its status under the Act is an Indian Non-Government Listed Public Company limited by shares;
  2. That the Company has maintained its registers/records as mentioned in **Annexure-A** and entries are made therein within the time prescribed thereof;
  3. That the Company has filed the forms and returns as stated in the Annual Return, with the Registrar of Companies as mentioned in **Annexure-B** which is in compliance with the provisions of the Companies Act, 2013 and it was not required to be filed with Regional Director, Central Government, the Tribunal, Court or other authorities within or beyond the prescribed time;
  4. That calling/convening/holding meetings of Board of Directors and its committees and the meetings of the members of the Company on due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the Minute Book/Registers maintained for the purpose and the same have been signed by the Chairman of the meeting within the stipulated time, details of meetings are mentioned in **Annexure-C**. The gap between the Board meetings did not exceed 120 days.

The Company has not passed any resolution by circulation and any resolution by postal ballot.



5. That the Register of Members and the Share Transfer Books were closed during the period from Friday, 20<sup>th</sup> September, 2024 to Thursday, 26<sup>th</sup> September 2024 (both days inclusive) for the purpose of the Annual General Meeting of the Company;
6. As per the information given, the Company has not provided any loan/made any advances to its Directors and/or to any other persons or firms or companies referred in Section 185 of the Act during the financial year;
7. That the Company has entered into contracts/arrangements with related parties at arm's length basis and in compliance of the provisions of Section 188 of the Act;
8. That that there is no physical transfer of shares that took place during the period under review as Securities and Exchange Board of India (SEBI) vide gazette notification dated June 08, 2018 and vide its press release dated December 03, 2018, amended Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and had mandated to transfer securities only in dematerialized form w.e.f. April 01, 2019. Also, there were no other issue or allotment or transmission or buyback of securities/redemption of preference shares or debentures/reduction of share capital/conversion of shares/securities and issue of security certificates in all instances during the period under review;
9. That there were no transactions necessitating the Company to keep in abeyance the rights to dividend, right shares, and bonus shares pending for registration of transfer of shares;
10. The Company has not declared any final and interim dividend on its equity shares during the reporting period and thus there were no transactions necessitating the Company to keep in abeyance the rights to dividend;
11. That the Company was not required to transfer any unpaid/ unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act;
12. That signing of Audited Financial Statement was as per the provisions of Section 134 of the Act and Report of Directors is as per sub - Sections (3), (4) and (5) thereof;
13. That during the period under review, the composition of Board was in accordance with the Companies Act, 2013 and is mentioned as follows: -



S. No	Name of Directors/Key Managerial Personnel (KMP)	DIN/PAN	Designation	Date of Appointment	Date of Cessation
1.	Mr. Shankar Lal Agarwal	01341113	Managing Director	13/09/2001	-
2.	Mr. Sourabh Agarwal	02168346	Whole Time Director	29/08/2011	-
3.	Ms. Manushree Agarwal	06620217	Non-Executive Director	18/06/2013	-
4.	Ms. Nikhita Agarwal	07834481	Non-Executive & Independent Director	14/08/2021	-
5.	Mr. Gagan Anand	08604211	Non-Executive & Independent Director	06/11/2019	-
6.	Mr. Suranjan Upadhyay	AAHPU1366N	Company Secretary & Compliance Officer	21/07/2022	-
7.	Mr. Sourabh Agarwal	ADPPA2143Q	Chief Financial Officer	31/03/2015	-

- The disclosures of Directors, KMP and the Remunerations paid to them during the period under review was in compliance with the provisions of the Act;

14. The term of the Statutory Auditor of the Company, M/s K. Prasad & Co., Chartered Accountants was thus completed on the 38<sup>th</sup> AGM held on Wednesday, the 27<sup>th</sup> day of September, 2023 and the firm was thereby re-appointed as Statutory Auditor for a term of five years from the conclusion of 38<sup>th</sup> AGM till the conclusion of 43<sup>rd</sup> AGM to be held for the Financial Year 2027-2028 in compliance with the provisions of Section 139 and other applicable provisions of the Act:

15. That the Company was not required to take any approval from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act during the period under review.



16. That the Company had neither accepted any deposits nor had any outstanding deposits which were due for renewal or repayment during the period under review.

The Company has complied with provisions of the Act relating to borrowings from its Directors, Members, Public Financial Institutions, Banks and others and creation/modification/ satisfaction of charges in that respect, wherever applicable.

17. That the company has given loans and investments or guarantees to other bodies corporate or persons falling under the provisions of Section 186 of the Act during the financial year 2024-2025 in compliance with the provisions of the Act.

18. The Company has not altered the provisions of the Memorandum of Association and Articles of Association the Company during the year under review.

**For GA & Associates Company Secretaries LLP**

**Parul Khetarpal**  
**(Designated Partner)**

**COP No. 22076**

**UDIN: A037801G002277929**

**PR No. 5860/2024**

**Date: 08.12.2025**

**Place: New Delhi**



**ANNEXURE - A**

**Maintenance of Registers and Records**

1. Minutes Books. (Sec. 118)
2. Register of Members. (Sec. 88)- maintained by RTA
3. Register of Directors & Directors shareholding (Sec 170)
4. Register of Share Transfer (Sec. 56)- maintained by RTA
5. Register of Charges (Sec.85)
6. Register of Contracts (Sec.189)
7. Register of Share Application and Allotment – maintained by RTA
8. Register of Beneficial Owner (Sec. 90)- NA

**ANNEXURE - B**

**Details of ROC Filing:**

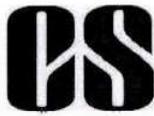
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Regd. Off: D-328, Basement Floor, Defence Colony, New Delhi-110024  
Landline No. 011- 46772202, 46772205, 460141  
Website: [www.groverahuja.com](http://www.groverahuja.com)  
E mail ID: [info@groverahuja.co](mailto:info@groverahuja.co)

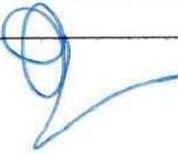


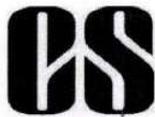
Forms and Returns as filed by the Company with Registrar of Companies, Regional Director, Central Government, or other authorities during the financial year ended on 31<sup>st</sup> March 2025:

S. No.	Form Name	Particulars	SRN & Date of Filing	Whether Filed Within Prescribed Time Yes/No.
1.	DPT 3	Particulars of Transactions not considered as deposit	AB0262977	Yes
			15/06/2024	
2.	CHG-1	Modification of Charges	AB2637947	Yes
			21/01/2025	
3.	CHG-1	Modification of Charges	AB2088574	Yes
			14/10/2024	
4.	CHG-1	Creation of Charges	AB1408919 25/09/2024	Yes
4.	CHG-1	Creation of Charges	AB2153594 14/10/2024	Yes
3.	MGT-14	Approval of board report for the financial year 2023-24)	AB0262977	
			09/09/2024	
4.	MGT 14	1. APPOINTMENT OF INTERNAL AUDITOR 2. REVIEW. APPROVE AND ADOPT THE AUDITED FINANCIAL RESULTS OF THE QUARTER AND FINANCIAL YEAR ENDED ON 31ST MARCH 2024. 3. APPOINTMENT OF THE SECRETARIAL AUDITOR	AA8496558	Yes
			15/06/2024	
05.	MGT-7	Annual Return	N16411332	Yes
			22/11/2024	



06.	MGT-15	Report on Annual General Meeting	N06519730	Yes
			24/10/2024	
07.	AOC-4 XBRL	Filing XBRL documents and financial statement	N02072163	Yes
			12/10/2024	





**ANNEXURE - C**

During the year under review, 08(Eight) Board Meetings, 1 (One) Annual General Meeting were duly convened and held.

S. No.	Type of Meeting		Date
1.	Board Meeting	1	29.05.2024
		2	12.08.2024
		3	02.09.2024
		4	25.09.2024
		5	19.10.2025
		6	13.11.2025
		7	07.01.2025
		8	10.02.2025
2.	Annual General Meeting	1	26.09.2024

During the year under review, 4 (Four) Audit Committee Meetings, 1 (One) Independent Director Meeting, 1 (One) Shareholder Grievances Committee Meetings, 1 (One) Internal Complaint Committee Meeting, 1(one) Nomination & Remuneration Committee Meeting were duly convened and held.

S. No.	Type of Meeting		Date
1.	Audit Committee Meeting	1	29.05.2024
		2	12.08.2024
		3	13.11.2024
		4	10.02.2025
2.	Shareholder Grievance Committee Meeting	1	17.01.2025
3.	Independent Director Meeting	1	24.02.2025
4.	Internal Complaint Committee Meeting	1	16.01.2025
5.	Nomination and Remuneration Committee	1	27.01.2025