

**NOTICE OF THE BOARD MEETING (02/2021-2022)**

To,  
The Board of Directors,  
**Kalpa Commercial Limited**

1. Mr. MUKUL JINDAL  
14, Gali No. 1, Sudama Puri,  
Govindpuri, Modi Nagar,  
Ghaziabad Uttar Pradesh 201204
2. Mr. KAMAL SHARMA  
84, Nehru Colony, Gali No-1, Modinagar,  
Ghaziabad, Uttar Pradesh-201204
3. Mr. DAMAN DEEP SINGH  
42 Rogan Gran, Ghaziabad  
Uttar Pradesh 201001
4. Mr. SHIVAM KUMAR  
Thok-Sahajua, Sonkh Dehat, Mathura,  
Sonkh, Uttar Pradesh 201204
5. Mr. SOURAV JAIN  
House No. 103, Street No. 11, Near Bada  
Jain Mandir, Gulab Vatika, Loni Dehat,  
Loni , Ghaziabad Uttar Pradesh-201102
6. Mr. JAYPRAKASH LAXMIDAS KATARIA  
Dhruvi, Jaldeep Park, Near Jalaram  
Petrol Pump, kalawad Road,  
Rajkot, Gujarat – 360005
7. Ms. RUPALI RAMPAL SINGH  
Sewla, Deori Road, Agra -282001
8. Mr. SUNIL KUMAR  
20/35B, Laxmi Nagar,  
Delhi-110092

Dear Sir/ Ma'am,

**NOTICE** is hereby given that the 02/2021-2022 meeting of the Board of Directors of M/s. Kalpa Commercial Limited is scheduled to be held at shorter notice on Friday, 4th June 2021, at 11:00 A.M. at the Registered Office of the Company at 405, FIE Patparganj Industrial Area Office No. 2, LGF/R2, New Delhi-110092 inter alia, to consider the agenda items as set out in agenda mentioned herewith.

You are kindly requested to make it convenient to attend the meeting.

*For and on behalf of*  
**KALPA COMMERCIAL LIMITED**

**SALONI JANGIR**  
(Company Secretary)  
[cskalpacommercialtd@gmail.com](mailto:cskalpacommercialtd@gmail.com)

**Date: 31/05/2021**  
**Place: New Delhi**

*Encl: Agenda and Notes to Agenda*

**KALPA COMMERCIAL LIMITED**

CIN: L74899DL1985PLC022778

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

Ph.: 01165260012, E mail : [info@kalpacommercial.in](mailto:info@kalpacommercial.in)

Website : [www.kalpacommercial.in](http://www.kalpacommercial.in)

## AGENDA AND NOTES ON AGENDA

<u>S. No.</u>	<u>I T E M S</u>
1.	To elect Chairman of the Board
2.	Ascertainment of quorum by Chairman
3.	Grant of leave of absence to the absentee directors
4.	<b>Confirmation, noting and signing of minutes of the previous meetings</b>
4.1	Board of Directors Meeting
4.2	Nomination and Remuneration Committee Meeting
4.3	Audit Committee Meeting
5.	<b>Items for Noting/ Recording</b>
5.1	Corporate Governance Report for the quarter ended 31st march 2021
5.2	The statement on Investors' Complaints during the quarter ended 31st march 2021
5.3	Certificate under regulation 74(5) of the SEBI (Depositories and Participants) Regulations, 2018 for the quarter ended 31st March 2021
5.4	Certificate under Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended 31st March 2021
5.5	Shareholding Pattern for the quarter ended 31st March 2021
5.6	Certificate for Reconciliation of Share Capital for the quarter ended 31st March 2021
5.7	Compliance Certificate under Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended 31 <sup>st</sup> March 2021
6.	<b>Vacation of Office of Ms. Rupali Rampal Singh from the directorship due to disqualification</b>
7.	Any other item, if any, with the permission of the Chair

### NOTES TO AGENDA (DRAFT RESOLUTIONS)

#### ITEM NO. 1: CHAIRMAN

The Board will appoint chairman of the meeting who will chair the same and proceed further.

“**RESOLVED THAT** Mr. -----, Director of the Company be and is hereby appointed as the Chairman of the Company to preside over all the subsequent meetings of the Members and the Board of Directors of the Company during his tenure as director until otherwise is decided by the Board.”

#### ITEM No. 2: ASCERTAINMENT OF THE QUORUM BY CHAIRMAN

The Chairman to verify and declare that the quorum is complete and that the meeting can commence transacting business on the agenda.

#### ITEM NO. 3: GRANT OF LEAVE OF ABSENCE TO THE ABSENTEE DIRECTORS

The Board to consider granting leave of absence to the absentee Directors, if any, who may be unable to attend the meeting.

#### **ITEM NO. 4: CONFIRMATION, NOTING AND SIGNING OF MINUTES OF THE PREVIOUS MEETINGS**

##### **4.1 - BOARD OF DIRECTORS MEETING**

The minutes of the Board meeting held on Friday, 9th April, 2021 were read, noted and confirmed by the Board. The Chairman of the Board signed the said minutes. A copy of the minutes placed before the Board in the meeting.

“**RESOLVED THAT** Minutes of the previous Meeting of the Board of Directors of the Company held on Friday, 9th April 2021, as placed before the meeting, be and are hereby confirmed and signed by the Chairman of the meeting.”

##### **4.2 - NOMINATION & REMUNERATION COMMITTEE MEETING**

The Board considered the matter and passed the following resolution unanimously:

“**RESOLVED THAT** Minutes of the Nomination and Remuneration Committee meeting held on 9th April 2021, as placed before the meeting, be and are hereby confirmed.”

##### **4.3 - AUDIT COMMITTEE MEETING**

The Board considered the matter and passed the following resolution unanimously:

“**RESOLVED THAT** Minutes of the Nomination and Remuneration Committee meeting held on 9th April 2021, as placed before the meeting, be and are hereby confirmed.”

#### **ITEM No. 5: ITEMS FOR NOTING/ RECORDING**

##### **5.1 CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31ST MARCH 2021**

A compliance report on corporate governance for the quarter ended 31st March 2021 submitted to the stock exchanges on 14th April 2021 pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (copy will be circulated along with the agenda papers).

The Board will peruse and take note of the quarterly “Report on Corporate Governance” for the quarter December 2020 to March 2021, of the Company.

##### **5.2 THE STATEMENT ON INVESTORS’ COMPLAINTS DURING THE QUARTER ENDED 31ST MARCH 2021**

A statement of investor grievances for the quarter ended 31 March 2021, submitted to the stock exchange on 17th April 2021 as per Regulation 13(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (copy will be circulated along with the agenda papers).

Pursuant to the provisions of Regulation 13(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations 2015, a statement on Investors' Complaint during the quarter ended 31st March 2021 will be presented before the Board which is as follows:

Pending at the beginning of the quarter	Received during the quarter	Disposed of during the quarter	Remaining unresolved at the end of quarter
NIL	NIL	NIL	NIL

The Board will take note of the same.

### **5.3 CERTIFICATE UNDER REGULATION 74(5) OF THE SEBI (DEPOSITORY AND PARTICIPANTS) REGULATIONS, 2018 FOR THE QUARTER ENDED 31<sup>ST</sup> MARCH 2021**

A certificate dated 16<sup>th</sup> April, 2021 received from M/s Skyline Financial Services Private Limited (RTA) for the quarter ended 31 March 2021 certifying that no physical share certificates received for dematerialisation of securities from the depositor participant of the Company, submitted to the stock exchange on 19th April 2021 as per Regulation 74(5) of the SEBI (Depositories and Participants) Regulations, 2018 (copy will be circulated along with the agenda papers) will be perused and taken on record.

### **5.4 CERTIFICATE UNDER REGULATION 7(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR THE HALF YEAR ENDED 31<sup>ST</sup> MARCH 2021**

In compliance with Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate dated 16th April 2021 received from the M/s Skyline Financial Services Private Limited (RTA), confirming that Kalpa Commercial Limited has authorised to M/s Skyline Financial Services Private Limited as Share Transfer Agent for the half year ended on 31st March 2021 as per Regulation 7(2) of the aforementioned regulation and submitted to the stock exchange on 19<sup>th</sup> April 2021, will be perused and taken on record.

### **5.5 SHAREHOLDING PATTERN FOR THE QUARTER ENDED 31ST MARCH 2021**

A Shareholding Pattern for the quarter ended 31st March 2021 submitted to the stock exchanges on 19th April 2021 pursuant to Regulation 31(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (copy will be circulated along with the agenda

papers) and complied all the circulars and directions issued by the stock exchange, will be perused and taken on record.

#### **5.6 CERTIFICATE FOR RECONCILIATION OF SHARE CAPITAL FOR THE QUARTER ENDED 31ST MARCH 2021**

The Board will peruse and take note of the “Reconciliation of Share Capital Audit Report” dated 28<sup>th</sup> April 2021 for the quarter December 2020 to March 2021 issued by M/s. Neha Arora & Associates, Practising Company Secretary, as circulated amongst the Board and submitted to the stock exchange on 29th April 2021.

#### **5.7 COMPLIANCE CERTIFICATE UNDER REGULATION 40(9) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR THE HALF YEAR ENDED 31<sup>ST</sup> MARCH 2021**

In compliance with Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a compliance certificate dated 28th April 2021 received from the Practising Company Secretary, confirming that all Share certificates have been issued within thirty days of the date of lodgement for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies during the half year ended on 31st March 2021 and submitted to the stock exchange on 29th April 2021 pursuant to Regulation 40(10) of the aforesaid Regulation, will be perused and taken on record.

#### **ITEM No. 6: TO VACATE THE OFFICE OF MS. RUPALI RAMPAL SINGH FROM THE DIRECTORSHIP, DUE TO DISQUALIFICATION**

The Chairman shall inform the Board that the office of Ms. Rupali Rampal Singh needs to be vacated due to her disqualification for being non-compliant of DIN-KYC as per MCA notification with respect to Companies (Appointment and Qualification of Directors) Rules, 2014 of the Companies Act, 2013. She will be relieved from the duties with effect from close of working hours of 4th June, 2021 and with vacation of Ms. Rupali Rampal Singh from the office of Directorship, post of members in “Audit Committee”, “Nomination and Remuneration committee” and “Stakeholders Relationship Committee” will be vacated, since she is members of Committees.

Accordingly, necessary e-form in respect to disqualification of Director was to be filed with the Registrar of Companies.

The Board will consider the matter and pass the following resolution:

**“RESOLVED THAT THAT** pursuant to the provisions of Section 164, 167 and other applicable provisions, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Board of Directors of the Company do hereby confirm the vacation of office of Ms. Rupali Rampal Singh from the directorship of the Company w.e.f. close of working hours of 4th June, 2021.

**RESOLVED FURTHER THAT** any Director of the Company be and are hereby severally authorized to file required e-form to the Registrar of Companies and to do such other acts deeds, and things as may be considered necessary to give effect to the aforesaid resolution.”

**ITEM NO. 7: ANY OTHER ITEM, IF ANY, WITH THE PERMISSION OF THE CHAIR**

If any other business/es proposed to be placed before the Board then the same will be transacted accordingly with the permission of the chairman of the meeting.