

KABRA COMMERCIAL LIMITED

CIN NO : L67120WB1982PLC035410

Regd. Office : 2, Brabourne Road, 4th Floor, Kolkata- 700 001

Tele: 033-2225-4058 Fax No. : 033-2225-3461

E-mail : contact@kcl.net.in website : www.kcl.net.in

NOTICE

NOTICE is hereby given that the Forty Second Annual General Meeting of the Shareholders of **KABRA COMMERCIAL LIMITED** will be held at the Registered Office of the Company at 2, Brabourne Road, 4th Floor, Kolkata- 700001 on Saturday, the 10th day of August, 2024 at 11.30 A.M to transact the following business :-

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2024, with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajesh Kumar Kabra (DIN: 00331305) who retires by rotation and being eligible, offers himself for re-appointment.
3. To approval the appointment of Auditors for the financial year 2023-2024 and to re-appoint the Auditors for a further period of four years and in this regard to pass the following Resolution as on Ordinary Resolution.

“RESOLVED THAT pursuant to the provision of section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rule, 2014 the appointment of M/s P. K. Mundra & Co, Chartered Accountants (FRN 322078E) for the financial year 2023-2024 be and is hereby approved and ratified”.

“RESOLVED FURTHER THAT M/s P. K. Mundra & Co, Chartered Accountants (FRN 322078E) be and is hereby reappointed as Auditors of the Company for a period of four years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 46th Annual General Meeting at a remuneration to be fixed by the Board of Directors.

SPECIAL BUSINESS:

4. To appoint Ms. Sonam Agarwal (DIN : 09185992) as an Independent Director and in this regard to consider and if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION** :

“RESOLVED THAT pursuant to Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Sonam Agarwal (DIN : 09185992), who was appointed as a Director liable to retire by rotation and whose term expires at this ensuing Annual General Meeting and in whose respect the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and on the recommendations of Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto 29th May, 2029”.

5. To appoint Mrs. Siddhi Singhania (nee Dhandharia) (DIN : 07144036) as an Independent Director and in this regard to consider and if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION** :

“RESOLVED THAT pursuant to Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Siddhi Singhania (nee Dhandharia) (DIN : 07144036), who was appointed as a Director liable to retire by rotation and whose term expires at this ensuing Annual General Meeting and in whose respect the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and on the recommendations of Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto 29th May, 2029”.

6. **Power to Borrow Money :**

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

“RESOLVED THAT, pursuant to the provisions of Section 180(1) (c) and all other applicable provisions, if any, of the Companies Act, 2013, Board of Directors of the Company be and is hereby authorized to borrow moneys and obtain loans for the business of the Company from time to time from any one or more of the Company’s Bankers and/or from any one or more other persons, firms, bodies corporate, or financial institutions whether by way of cash credit, advance or otherwise and whether secured or unsecured not withstanding that moneys to be borrowed together with the moneys already borrowed and outstanding (apart from temporary loans obtained from the company’s bankers in the ordinary course of business) may exceed the aggregate of the Paid-up Capital and Free Reserves, that is to say, Reserves not set apart for any specific purpose provided that the total of such borrowings outstanding at any time shall not exceed a sum of Rs.200 Crores (Rupees Two Hundred Crores Only)”.

7. Power to Give Loan and Make Investments :

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

“RESOLVED THAT, pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014 as may be amended, from time to time and Articles of Association of the Company, approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors for :-

- (i) giving any loan to any person or other body corporate,
- (ii) giving any guarantee or providing security in connection with a loan to any other body corporate or persons and /or
- (iii) acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate.

Upto an amount, the aggregate outstanding of which should not exceed, at any given time, Rs. 200 Crores which shall be over and above the limits as specified in section 186(2) of the Companies Act, 2013.

BY ORDER OF THE BOARD

Registered Office :
2, Brabourne Road, 4th Floor,
Kolkata – 700001
Date : 18th July, 2024

R. K. KABRA
Managing Director
DIN NO.: 00331305

NOTES :

1. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business set out in item No(s). **4 to 7** is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF, AND. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than 50(fifty) Members and holding in aggregate not more than (10%) of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
Proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the Annual General Meeting.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
4. For the convenience of members and for proper conduct of the meeting, **entry to the place of meeting will be regulated by attendance slip, which is a part of the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue.**
Members / proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting. Duplicate Attendance slip and /or copies of the Annual Report shall not be issued / available at the venue of the Meeting.
Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding , maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking re-appointment at the Annual General Meeting as per **Item No. 2** of aforesaid notice, is furnished as Annexure to the Notice.
7. The Register of Members and the Share transfer Book of the Company shall remain closed from Monday, August 05, 2024 to Saturday, August 10, 2024 (both days inclusive) for the purpose of Annual General Meeting.
8. A member desirous of getting any information on the accounts of the Company is requested to send the queries to the Company at least 10 days in advance of the meeting.
9. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin code of the Post Office and bank particulars to the Company’s Registrar and Share Transfer Agent.
10. Members whose share holding is in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s) . Members are encouraged to utilize the electronic clearing system (ECS) .
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding share in physical form are required to submit their PAN to the Company and or its Registrars & Share Transfer Agent.

12. At present the Company's equity share are listed on the Stock Exchanges at Kolkata and Mumbai .
13. All documents referred to in accompanying Notice are open for inspection at the Registered Office of the Company on all working days between 11:00 A. M. to 1:00 P. M. up to the date of the Annual General Meeting
CDSL e-Voting System – For e-voting and Joining Virtual meetings.
14. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
16. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
17. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
18. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
19. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.kcl.net.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
20. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
21. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on **07th August, 2024 at 9:00 A.M.** and ends on **09th August, 2024 at 5:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **03rd August, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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 3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

<u>Login type</u>	<u>Helpdesk details</u>
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 022- 23058738 and 22-23058542-43.
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

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

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; contact@kcl.net.in (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7_ days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA contact@kcl.net.in**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

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

22.Mr. Babu Lal Patni, Practicing Company Secretary (Membership No. FCS 2304), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

23.The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kcl.net.in and on the website of CDSL. The same will be communicated to BSE Limited and Calcutta Stock Exchange Limited where the shares of the Company are listed.

BY ORDER OF THE BOARD

Registered Office :
2, Brabourne Road, 4th Floor,
Kolkata – 700001
Date : 18th July, 2024

R. K. KABRA
Managing Director
DIN NO.: 00331305

Annexure - "A"

ANNEXURE TO ITEM NOS. 2, OF THE NOTICE

Additional Information on Directors recommended for re-appointment pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under Secretarial Standard on General Meeting (SS-2):

Information about Mr. Rajesh Kumar Kabra :

Name of Director	Sri Rajesh Kumar Kabra
Director Identification No.	DIN – 00331305
Date of Birth	29-08-1970
Educational Qualification	B. COM
Expertise in specific functional areas	34 years
Chairmanship / Membership of Committees in this Company	1 (Audit Committee)
Present status of Directorship in this Company	Managing Director
Directorship in other Public Limited Companies	3
Chairmanship / Membership of Committees in other Public Limited Companies	2
Shareholding as on 31st March, 2019	713425
Seeking appointment / re-appointment	Retire by rotation and seeking re-appointment
Rotational Status	Retire by rotation

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

As required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item No. 4. to 7.

ITEM NO. 4

Ms. Sonam Agarwal, qualified Company Secretary are Independent Director of the Company and held the positions for a period of 5 (five) years.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement *inter alia* stipulating the conditions for the appointment of Independent Directors by a Listed Company.

On the Recommendation of Nomination and Remuneration Committee it is proposed to appoint Ms. Sonam Agarwal as an Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (Five) consecutive years for a term upto 29th May, 2029.

Ms. Sonam Agarwal is not disqualified from being appointed as Directors in terms Section 164 of the Act and have given her consent to act as Directors.

The Company has received notices in writing from members under Section 160 of the Act proposing the candidatures of Ms. Sonam Agarwal for the Office of Directors of the Company.

The Company has also received declarations from Ms. Sonam Agarwal that she meet with the criteria of Independence as prescribed both under sub-section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board Ms. Sonam Agarwal fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Ms. Sonam Agarwal is independent of the management.

Copy of the draft letters for appointments of Ms. Sonam Agarwal as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a Disclosure under Clause 49 of the Listing with the Stock Exchanges.

Ms. Sonam Agarwal is interested in this Resolution set out at Item No. 4 of the Notice with regard to her appointments.

Save and except the above, none of the others Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Ordinary Resolution set out at Item No. 4 for approval by the Shareholders.

ITEM NO. 5

Mrs. Siddhi Singhania (nee Dhandharia) , qualified Company Secretary are Independent Director of the Company and held the positions for a period of 5 (five) years.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement *inter alia* stipulating the conditions for the appointment of Independent Directors by a Listed Company.

On the Recommendation of Nomination and Remuneration Committee it is proposed to appoint Mrs. Siddhi Singhania (nee Dhandharia) as an Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (Five) consecutive years for a term upto 29th May, 2029.

Mrs. Siddhi Singhania (nee Dhandharia) is not disqualified from being appointed as Directors in terms Section 164 of the Act and have given her consent to act as Directors.

The Company has received notices in writing from members under Section 160 of the Act proposing the candidatures of Ms. Mrs. Siddhi Singhania (nee Dhandharia) for the Office of Directors of the Company.

The Company has also received declarations from Mrs. Siddhi Singhania (nee Dhandharia) that she meet with the criteria of Independence as prescribed both under sub-section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board Mrs. Siddhi Singhania (nee Dhandharia) fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Mrs. Siddhi Singhania (nee Dhandharia) is independent of the management.

Copy of the draft letters for appointments of Mrs. Siddhi Singhania (nee Dhandharia) as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a Disclosure under Clause 49 of the Listing with the Stock Exchanges.

Mrs. Siddhi Singhania (nee Dhandharia) is interested in this Resolution set out at Item No. 5 of the Notice with regard to her appointments.

Save and except the above, none of the others Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Ordinary Resolution set out at Item No. 5 for approval by the Shareholders.

ITEM NO. 6

To enable the Directors to borrow, pursuant to Section 180(1 (c) of the Companies Act, 2013, moneys and obtain loans for the business of the Company from time to time from any one or more of the Company's Bankers and/or from any one or more other persons, firms, bodies corporate, or financial institutions whether by way of cash credit, advance or otherwise and whether secured or unsecured not withstanding that moneys to be borrowed together with the moneys already borrowed and outstanding (apart from temporary loans obtained from the company's bankers in the ordinary course of business) may exceed the aggregate of the Paid-up Capital and Free Reserves, that is to say, Reserves not set apart for any specific purpose provided that the total of such borrowing outstanding at any time shall not exceed a sum of Rs. 200 Crores (Rupees Two Hundred Crores Only) Members' consent by way of a Special Resolution is required.

The Board recommend the Resolution in the interest of the Company.

The Directors may be deemed to be interested in the Resolution set out at Item No. 6 to the extent money is borrowed from them, their relatives, their associates or related parties.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Special Resolution set out at item No. .6 of the Annual General Meeting Notice for approval by the members.

ITEM NO. 7

Pursuant to Section 186(2) of the Companies Act, 2013 (Act) and Rule 11 and 13 of the Companies (Meetings of Board and its Powers) Rules 2014, the Board of Directors is authorized to give loans, guarantee or provide security in connection with a loan to any person or other body corporate or acquire by way of subscription, purchase or otherwise, the securities including shares, debentures etc. of any other body corporate, up to an amount the aggregate of which should not exceed 60% of the paid-up capital, free reserves and securities premium account or 100 % of free reserves and securities premium account of the company, whichever is higher. In the case the company exceeds the above mentioned limits then, prior approval of shareholder by way of a Special Resolution is required to be obtained.

The Company may be required to provide financial assistance / support by way of giving of loans / guarantees, providing of securities, making of investment in securities in order to expand its business activities and also for optimum utilization of funds. Accordingly, Board of Directors of the Company may be authorized to give loans, guarantees or provide securities or make investments as mentioned above, up to an amount, the aggregate outstanding of which should not exceed, at any given time, Rs. 200 Crores (Rupees Two Hundred Crores only) which shall be over and above the said limits a specified in Section 186(2) of the Act.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Special Resolution set out at item No. 7 of the Annual General Meeting Notice for approval by the members.

BY ORDER OF THE BOARD

Registered Office :
2, Brabourne Road, 4th Floor,
Kolkata – 700001
Date : 18th July, 2024

R. K. KABRA
Managing Director
DIN NO.: 00331305

KABRA COMMERCIAL LIMITED

CIN NO : L67120WB1982PLC035410

Regd. Office : 2, Brabourne Road, 4th Floor, Kolkata- 700 001

Tele: 033-2225-4058 Fax No. : 033-2225-3461

E-mail : contact@kcl.net.in website : www.kcl.net.in

FORM NO. MGT-11

PROXY FORM

[Pursuant To Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L67120WB1982PLC035410
Name of the Company : KABRA COMMERCIAL LIMITED
Regd. Office : 4th Floor, 2 Brabourne Road, Kolkata- 700 001
Name of the Members :
Registered Address :
E-Mail Id :
Folio No./Client No. :
DP ID :

I / We, being the member(s) of shares of the above Company, hereby appoint.

1 Name Address
E-Mail Id : Signature : or failing him
2 Name Address
E-Mail Id : Signature : or failing him
3 Name Address
E-Mail Id : Signature :

as my our proxy to attend and vote (on a poll) for me/us on my / our behalf at the 42nd AGM of the Company, to be held on Saturday, the 10th day of August, 2024 at 11.30 A. M. at 2 Brabourne Road, 4th Floor, Kolkata- 700 001 and at any adjournment thereof in respect of such resolution(s) as are indicated below :

Resolution No(s)	Description of Resolution	For	Against
1.	Consider and adopt of Audited Financial Statements for the financial year ended 31 st March, 2024 and Reports of the Board of Directors and Auditors thereon (Ordinary Resolution)		
2.	Re - appointment of Mr. Rajesh Kumar Kabra (Din No : 00331305) as Director (Ordinary Resolution)		
3.	Ratification of Appointment & Re-appointment of Statutory Auditors (Ordinary Resolution)		
4.	Appointment of Ms. Sonam Agarwal (DIN : 09185992) as an Independent Director (Ordinary Resolution)		
5.	Appointment of Mrs. Siddhi Singhania (nee Dhandharia) (DIN : 07144036) as an Independent Director (Ordinary Resolution)		
6.	Power to Borrow Money (Special Resolution)		
7.	Power to Give Loan and Make Investments (Special Resolution)		

Affix revenue stamp Not less than Rs. 1.00

Signed this day of 2024

Signature of the Shareholder(s) Signature of Proxy(s)

Notes :This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

----- tear here -----

KABRA COMMERCIAL LIMITED

CIN NO : L67120WB1982PLC035410

Regd. Office : 2, Brabourne Road, 4th Floor, Kolkata- 700 001

Tele: 033-2225-4058 Fax No. : 033-2225-3461

E-mail : contact@kcl.net.in website : www.kcl.net.in

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting Hall) (42nd Annual General Meeting – 10th August, 2024)

I hereby record my presence at the 42nd Annual General Meeting of the Company held on Saturday, 10th August, 2024 at 11:30 A. M. at Regd. Office of the Company at 2 Brabourne Road, 4th Floor, Kolkata – 700001.

Full Name of the member (In BLOCK LETTERS) :
Folio No. DP ID No. Client ID No. No. of shares
Full Name of Proxy (In BLOCK LETTERS) :
Member/Proxy(s) Signature :

(Please cut here and bring the Attendance Slip duly Signed, to the meeting and hand it over at the entrance. Duplicate slips will not be issued at the venue of the meeting.)

KABRA COMMERCIAL LIMITED

CIN NO : L67120WB1982PLC035410

Regd. Office : 2, Brabourne Road, Kolkata- 700 001

Tele: 033-2225-4058 Fax No. 033-2225-3461

E-mail : contact@kcl.net.in website : www.kcl.net.in

42nd Annual General Meeting

Ballot Form

(in lieu of e-voting)

Name of the Shareholder(s) :
(including joint holders, if any)
Registered address of the Sole/First :
named Shareholders
Folio No. / DP ID & Client ID* :
No. of share(s) held :

I / We hereby exercise my / our vote in respect of the Resolution(s) for the business stated in the Notice dated 18th July, 2024 convening the 42nd Annual General Meeting of the Company to be held on Saturday, 10th August, 2024, at 11 : 30 A. M. by conveying my /our assent or dissent to the said Resolution(s) by placing the () mark at the appropriate box below.

Particulars	Type of Resolution	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
Ordinary Business			
1. Adoption of the Audited Financial Statements for the Financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary		
2. Appointment of a Director in place of Mr. Rajesh Kumar Kabra (holding DIN 00331305), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary		
3. Ratification of Appointment & Re-appointment of Statutory Auditors	Ordinary		
Special Business			
4. Appointment of Ms. Sonam Agarwal (DIN : 09185992) as an Independent Director	Ordinary		
5. Appointment of Mrs. Siddhi Singhania (nee Dhandharia) (DIN : 07144036) as an Independent Director	Ordinary		
6. Power to Borrow Money	Special		
7. Power to Give Loan and Make Investments	Special		

Place : Kolkata

Date : 10-08-2024

Signature of Shareholder