

K. D. COMMERCIALS LTD.

35, CHITTARANJAN AVENUE, 2ND FLOOR,
 KOLKATA – 700 012

CIN: L51109WB1982PLC035332

EXTRACT FROM THE MINUTES OF THE POSTAL BALLOT EXERCISE OF M/S. K.D. COMMERCIALS LIMITED AS PER RESULTS DECLARED ON JULY 10, 2023.

“RESOLVED THAT pursuant to (i) receipt of Initial Public Announcement dated Friday, May 12, 2023 from Mr. Surendra Kumar Saraf (“Acquirer”) expressing his intention to: (a) acquire all the fully paid-up equity shares held by the public shareholders of the Company, as defined under the Securities and Exchange Board of India (Delisting of Equity Shares), Regulations 2021, as amended from time to time (“Delisting Regulations”) (“Public Shareholders”); and consequently (b) voluntarily delist the equity shares of the Company (“Equity Shares”) from the Calcutta Stock Exchange Limited (“CSE”) (the “Stock Exchange”) in accordance with the Regulation 35 of the Delisting Regulations, 2021 by making a delisting offer in accordance with the Delisting Regulations; and (ii) the approval of the Board of Directors of the Company (“Board”) accorded in its meeting held on Monday, May 22, 2023 for the voluntary delisting of the Equity Shares from the Stock Exchange, and subject to the applicable provisions of the Companies Act, 2013 and rules made thereunder, the Delisting Regulations and other such applicable provisions of laws, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and receipt of the necessary approvals from the Stock Exchange and such other statutory approvals as may be required under applicable law and subject to the terms of such approvals, and subject to such conditions and modifications as may be prescribed or imposed by any authority or third party, the approval of the members of the Company be and is hereby accorded to the proposed voluntary delisting of the Equity Shares from the Stock Exchange through acquisition or the consent of the, Public Shareholders, in accordance with the provisions of the Delisting Regulations (“Delisting Proposal”);

RESOLVED FURTHER THAT the Board do and hereby certify that:

- (i) the company is in compliance with the applicable provisions of securities laws;
- (ii) the acquirer and its related entities are in compliance with the applicable provisions of securities laws in terms of the report of the Company Secretary including compliance with sub-regulation (5) of regulation 4 of these regulations;
- (iii) the delisting is in the interest of the shareholders of the company.

RESOLVED FURTHER THAT the Board (which term is deemed to include, unless the context otherwise requires, any committee of the Board which the Board may have constituted or may hereinafter constitute, or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) be and is hereby authorized on behalf of the Company to do, either by itself or through delegation to any person, as it may in its absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose and to make all necessary filings to facilitate the Delisting Proposal in accordance with the conditions specified in the Delisting Regulations and the applicable provisions of the Companies Act, 2013, including making applications to the Stock Exchange for seeking the in-principle and final approval for the Delisting Proposal, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person or to engage any advisor, lawyers, consultant, agent or intermediary, as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT any of the directors, be and are hereby severally authorized to file all such deeds, applications, documents and other related correspondence as may be required before any regulatory authority and to appear before, represent, negotiate, discuss and respond to all queries as may be requested for by any regulatory authority in connection with the aforesaid resolution, including in connection with any reporting that needs to be made to any statutory or governmental authority.

RESOLVED FURTHER THAT all actions taken or required to be taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

By order of the Board of Directors

Place: Kolkata

Date: 10.07.2023

For K.D. Commercials Limited
 K.D. Commercials Ltd.


 Surendra Kumar Saraf
 Director (DIN: 00267701)

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A brief summary of voting resulting (e-voting and ballot) as per the scrutinizer's report is as follows: (Special Resolution): Voluntary Desisting of the Equity Shares of the Company from The Calcutta stock Exchange Ltd ('CSE').

No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	Number of Votes- in favour	Number of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
Promoters	235000	100.00	100.00	0	100.00	0
Public	2600	2.60	100.00	0	100.00	0

RESULT: Resolution passed unanimously i.e., all the votes cast by public Shareholders were in favor of the proposal and None against it.

By order of the Board of Directors

Place: Kolkata

Date: 10.07.2023

For K.D. Commercials Limited
K.D. Commercials Ltd.



Director

Surendra Kumar Saraf
Director (DIN: 00267701)