



NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of the Shareholders of Kapashi Commercial Limited will be held on Thursday, 20th February, 2020 at 11:30 AM at the registered office of the company situated at 206, S.F. Ashirwad Paras 1, Near Kanti Bharwad PMT Opposite Andaz Party Plot, Makarba Ahmedabad – 380051 to transact the following business:-

SPECIAL BUSINESS:

1. Appointment of Statutory Auditors to fill Casual Vacancy.

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time or any other law for the time being in force (including any statutory modifications or amendment thereon or re-enactment thereof for the time being in force) and the rules made thereunder, M/s. Ashit N. Shah & Co., Chartered Accountants, Ahmedabad, (FRN: 100624W) be and are hereby appointed as statutory Auditor of the company to fill the casual vacancy caused by the resignation of M/s J. T Shah & Co. Chartered Accountants, Ahmedabad) for the financial year 2019-20 and shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of ensuing Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them.

RESOLVED FURTHER THAT the Board of directors of the company be and are hereby authorised to do all such acts, deeds and things as may be deemed necessary to give effect to the aforesaid resolution."

Registered Office

206, S.F. Ashirwad Paras 1,
Near Kanti Bharwad PMT
Opposite Andaz Party Plot,
Makarba Ahmedabad – 380051

Place: Ahmedabad

Dated: 16/01/2020

**By order of Board of Directors
FOR, KAPASHI COMMERCIAL LIMITED**

Shweta Samir Shah
Chairman & Managing Director
DIN: 03082967

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, must be received by the Company, duly filled, stamped and signed, at its Registered Office not less than 48 hours before the Meeting.



KAPASHI Commercial Ltd.

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority letter, as applicable, issued on behalf of the nominating organization.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

2. Members/Proxies/Authorized representatives should bring the duly filled Attendance Slip enclosed herewith along with their copy of the Annual Report to attend the Meeting.
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The statement pursuant to section 102(1) of the Companies Act, 2013, relating to special business to be transacted at the meeting, is annexed hereto.
6. The Route Map showing directions to reach the venue of the EGM is annexed as per requirement of SS-2 on general meetings.
7. Voting through electronic means:

In Compliance with the provisions of section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide its members a facility to exercise their right to vote at extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The members may cast their votes using an electronic voting system through remote e-voting services provided by Central Depository Services Limited (CDSL) from a place other than the venue of the Meeting.

- I. The Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Depositories as on 13th February, 2020 (cut-off date) are entitled to vote on the resolutions set forth in this Notice.
- II. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 13th February, 2020 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Polling Paper at the EGM by following the procedure mentioned in this part.
- III. The e-voting facility is available at the link www.evotingindia.com.



KAPASHI Commercial Ltd.

- IV. The remote e-voting begins on Monday, 17th February, 2020 (10:00 a.m.) and will end on Wednesday, 19th February, 2020 (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 i.e. 13th February, 2020 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above. The e-voting module shall be disabled by CDSL for voting thereafter.
- V. The Company has appointed Mr. Vishwas Sharma, Proprietor of Vishwas Sharma & Associates, Practicing Company Secretary (Membership No. ACS: 33017; COP No. 16942), to act as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.
- VI. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date i.e. 13th February, 2020. Members can opt for only one mode of voting, i.e., either by physical poll or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical poll will be treated as invalid.
- VII. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- VIII. Members who do not have access to remote e-voting facility have been additionally provided the facility of voting through Ballot paper. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- IX. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

THE PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:-

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on Shareholders.
3. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members 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 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 Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable



KAPASHI Commercial Ltd.

	for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot /Attendance Slip indicated in the PAN Field.
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. • 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 as mentioned in instruction (IV).

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - A. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - B. 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.
 - C. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - D. 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.
 - E. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - F. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - G. 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.
 - H. Shareholders can also use Mobile app - "m - Voting" for e voting. m - Voting app is available on Apple, Android and Windows-based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
 - I. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.



KAPASHI Commercial Ltd.

- After receiving the login details, 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- J. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

The Scrutinizer shall immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kapashicommercial.com and shall also be communicated to Stock Exchanges where the shares of the Company are listed in pursuant to Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

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By order of Board of Directors
FOR, KAPASHI COMMERCIAL LIMITED

Shweta Samir Shah
Chairman & Managing Director
DIN: 03082967



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ANNEXURE TO THE NOTICE

The Explanatory Statement, as required under section 102 of the Companies Act, 2013 setting out all material facts relating to the Special Business.

The shareholders in their 34th Annual General Meeting had appointed M/s J.T Shah & Co., Chartered Accountants, Ahmedabad (FRN No. 109616W) as the Statutory Auditors of the Company to hold office upto the conclusion of 39th Annual General Meeting. The Company received resignation letter dated November 14, 2019 from M/s J.T Shah & Co., Chartered Accountants, Ahmedabad informing about their unwillingness to continue as statutory auditor of the company. Thereafter, the Board of Directors in their meeting held on 11th December 2019, has appointed new Statutory Auditor and therefore recommends the appointment of M/s Ashit N. Shah & Co., Chartered Accountants, Ahmedabad (FRN:100624W) as Statutory Auditors to the shareholders of the Company in this Extra Ordinary Annual General Meeting. M/s Ashit N. Shah & Co., Chartered Accounts Ahmedabad, (FRN:100624W) have conveyed their consent to be appointed as the Statutory Auditors of the Company, from the date of this Extra Ordinary General Meeting until the conclusion of the next Annual General Meeting, along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, are in any way, concerned or interested in the said resolution.

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Shweta Samir Shah
Chairman & Managing Director
DIN: 03082967



Venue Map To Extra Ordinary General Meeting

