



# KAPASHI Commercial Ltd.

**DATE: 27/08/2021**

To  
BSE Ltd.  
Floor 25, P. J. Towers  
Dalal Street,  
Mumbai - 400 001

**SUB.: Notice of the 36<sup>th</sup> Annual General Meeting and Annual Report of the  
Company for the financial year 2020-21  
Scrip Code: 512399**

Dear Sir,

We would like to inform you that the 36<sup>th</sup> Annual General Meeting ("AGM") of the Company will be held on Thursday, 23<sup>rd</sup> September, 2021 at 2:00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company along with the Notice of Annual General Meeting ("AGM") for the financial year 2020-21 which is being sent through electronic mode to the Members..

Kindly take the above information on your record.

Thanking You,

Yours faithfully,  
**KAPASHI COMMERCIALS LIMITED**

  
\_\_\_\_\_  
**SAGAR SAMIR SHAH**  
**ADDITIONAL DIRECTOR**  
**DIN:03082957**

## NOTICE

**NOTICE** is hereby given that the **36<sup>th</sup> Annual General Meeting** of the Members of **KAPASHI COMMERCIAL LIMITED** will be held on Thursday, **23<sup>rd</sup> September, 2021** at **2.00 P.M. through Video Conferencing / Other Audio-Visual to transact the following business:**

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2021, Statement of Profits & Loss together with Cash Flow Statement and Notes forming part thereto ("Financial Statements") for the year ended on 31st March, 2021 and Report of the Board of Directors and Auditors thereon
2. To appoint a Director in place of Mr. Munjal Mahendrabhai Patel (DIN: 02319308) Director who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

3. **APPOINTMENT OF MR. SAGAR SAMIR SHAH (DIN: 03082957) AS A WHOLE-TIME DIRECTOR OF THE COMPANY:**

To, consider and, if thought fit, to give your assent/dissent the pass the following resolution as an **Ordinary Resolution**.

**"RESOLVED THAT** pursuant to Section 188, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being), approval of the members of the Company, be and is hereby accorded to appoint Mr. Sagar Samir Shah (DIN: 03082957) as Whole-Time Director of the Company who shall be liable to retire by rotation for a period of 3 (Three) years w.e.f 14th June, 2021, on the terms and conditions as detailed in the explanatory statement attached herewith."

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Sagar Samir Shah (DIN: 03082957), shall not exceed the overall ceiling of the total managerial remuneration as provided under Schedule V and Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** any of the Board of directors, be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

4. **APPOINTMENT OF MR. VIPUL SHIRISH SHETH (DIN: 01644188) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To, consider and, if thought fit, to give your assent/dissent the pass the following resolution as an **Special Resolution**.

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under and Schedule IV to the said Act, Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vipul Shirish Sheth (DIN: 01644188) who was appointed as an Additional Director of the Company under the category of Independent director with effect from 7th August, 2021 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 to propose him as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of five (5) consecutive years i.e. from 7th August, 2021 to 6th August, 2026.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard."

### Registered Office

206, S.F. ashirwad Paras 1  
Near Kanti Bharwad PMT  
Opposite Andaz party Plot,  
Makarba, Ahmedabad  
Gujarat 380051

Place: Ahmedabad  
Dated: 07/08/2021

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

**Sd/-**  
**Shweta Samir Shah**  
Chairman & Managing Director  
DIN: 03082967

**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said circulars, the 36th Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 19 and available at the Company's website [www.kapashicommercial.com](http://www.kapashicommercial.com).
2. 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 the Circulars issued by the Ministry of Corporate Affairs 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 EGM/AGM. 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 venue voting system on the date of the EGM/AGM will be provided by CDSL.
3. 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 at least 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.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
6. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
7. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM along with Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Member may note that Notice and Annual Report 2020-21 has been uploaded on the website of the Company at [www.kapashicommercial.com](http://www.kapashicommercial.com) The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
8. The AGM 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.
9. 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.
10. The helpline number regarding any query / assistance for participation in the AGM through VC/ OAVM is 1800225533
11. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. Information regarding appointment/re-appointment of Directors and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business and/ or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 set out in the Notice is annexed hereto.
13. The Register of members and share transfer books of the Company will remain closed from Friday, 17th September, 2021 to Thursday, 23rd September, 2021 (both days inclusive) for the purpose of Annual General Meeting.

14. Members seeking any information with regard to accounts are requested to write to the Company at least 7 days before the meeting so as to enable the management to keep the information ready.
15. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
16. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual members holding shares in the physical form. The Members who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
17. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
18. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
  - (a) 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 kapashicommercial1985@gmail.com.
  - (b) For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to kapashicommercial1985@gmail.com.
19. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:
  - i. The voting period begins on Monday, 20<sup>th</sup> September, 2021 9.00 a.m. to Wednesday, 22<sup>nd</sup> September, 2021 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 Thursday, 16<sup>th</sup> September, 2021 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.
  - 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="626 273 1507 420">1) Users of who have opted for CDSL's 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 URLs for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li data-bbox="626 428 1507 604">2) After successful login the Easi/Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/KARVY/ LINK INTIME as per information provided by Issuer/ Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</li> <li data-bbox="626 613 1507 672">3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a>.</li> <li data-bbox="626 680 1507 848">4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li data-bbox="626 856 1507 1176">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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 &amp; voting during the meeting.</li> <li data-bbox="626 1184 1507 1268">2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https:// eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/ IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/ IdeasDirectReg.jsp</a>.</li> <li data-bbox="626 1276 1507 1596">3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https:// www.evoting.nsd.com/</a> 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 &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

- v. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders
  - 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on Shareholders
  - 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. 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](http://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:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
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"> <li>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.</li> </ul>
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"> <li>• 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).</li> </ul>

- 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 Members 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 of the Company.
- 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. Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting through your mobile.
- xvii. Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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, 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, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- 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](http://www.evotingindia.com), under help section or write an email to helpdesk.evoting@cDSLindia.com or call 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, 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 022-23058542/43.

**20. The instructions for shareholders voting on the day of the AGM on e-voting system are as under:-**

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those Members/ shareholders, who will be present in the AGM 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 in the AGM.
- c. If any Votes are casted by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes casted by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
- d. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**21. INSTRUCTION FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM 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 Remote 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 Remote evoting.
3. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
4. Members are encouraged to join the Meeting through Laptops for better experience.
5. Further Members 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 may send their request in advance at least 7 days before AGM mentioning their name, demat account number/folio number, email id, mobile number at [kapashicommercial1985@gmail.com](mailto:kapashicommercial1985@gmail.com)
8. Shareholders who would like to express their views/have questions may send their questions in advance in advance at least 7 days before AGM mentioning their name demat account number/folio number, email id, mobile number at [kapashicommercial1985@gmail.com](mailto:kapashicommercial1985@gmail.com). The same will be replied by the company suitably
9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**22. Process and manner for members opting for voting through Electronic means:**

1. The Members whose names appear in the Register of Members / List of Beneficial Owners as on Thursday, 16th September, 2021 (cut – off date) are entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
2. 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. Thursday, 16th September, 2021 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part.
3. The remote e-voting will commence on Monday, 20th September, 2021 at 09.00 a.m. and ends on Wednesday, 22nd September, 2021 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 Thursday, 16th September, 2021, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter. The e-voting module shall be disabled by CDSL for voting thereafter.
4. 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 voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Thursday, 16th September, 2021

The Company has appointed Mr. CS Devesh Khandelwal, Practicing Company Secretary (Membership No. FCS: 6897; COP No: 4202), to act as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.

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, 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.

**Registered Office**

206, S.F. ashirwad Paras 1  
Near Kanti Bharwad PMT  
Opposite Andaz party Plot,  
Makarba , Ahmedabad  
Gujarat 380051

Place: Ahmedabad  
Dated: 07/08/2021

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

**Sd/-  
Shweta Samir Shah**  
Chairman & Managing Director  
DIN: 03082967



**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED  
UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE  
REQUIREMENTS) REGULATIONS 2015:**

**Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

<b>NAME OF DIRECTORS</b>	<b>MUNJAL MAHENDRABHAI PATEL</b>	<b>VIPUL SHIRISH SHETH</b>	<b>SAGAR SAMIR SHAH</b>
DIN	02319308	01644188	03082957
Date of Birth	26/06/1982	23/05/1963	15/03/1991
Date of Appointment	20/07/2018	07/08/2021	14/06/2021
Qualification and experience in specific functional area	MBA	Mr. Vipul Sheth has completed Master of Science in physics from Gujarat University. He possesses more than 10 years of experience in this field.	Mr. Sagar Samir Shah is a Masters' in Sustainable Waste Management and Pursuing Executive Degree in Fintech and Block Chain Technology IIM-Calcutta
Directorship held in other companies*	1. Lincoln Pharmaceuticals Ltd 2. Karnavati Distributors Limited	-	1. Gujchem Distillers India Limited 2. Maruti Koatsu Cylinders Limited
Membership / Chairmanships of Committee in other Public Companies	N.A.	N.A.	1
Number of shares held in the company	7,42,505	N.A.	4,50,000
Relationship with any Director(s) of the Company	No	N.A.	1. Mr. Sagar Shah is the Son of Shweta Samir Shah, Managing Director of the Company. 2. Mr. Sagar Shah is the Brother of Viraj Samirbhai Shah, Chief Financial Officer of the Company.

\*Pvt. Companies excluded

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

**Sd/-  
Shweta Samir Shah**  
Chairman & Managing Director  
DIN: 03082967

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

### ITEM NO. 3:

The Board of Directors at its meeting held on 14th June, 2021 appointed Mr. Sagar Samir Shah (DIN: 03082957) as Whole-Time Director of the Company w.e.f. 14th June, 2021 for a period of three years, subject to approval of the shareholders. The main terms and conditions of appointment of the above Whole-Time Director, as contained in the board resolution dated 14th June, 2021 are furnished below:

#### I. Period:

For a period of 3 years with effect from 14th June, 2021 to 13th June, 2024.

#### II. Salary:

Up to ₹ 50,000/- (Rupees Fifty thousand) per month which is eligible for revision from time to time.

#### III. Perquisites:

The Whole-Time Director shall be entitled to all the perquisites listed herein below in addition to the salary mentioned above;

- i. Medical Re-imbursement: Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization, surgical charges, nursing charges and domiciliary charges for self and for family.
- ii. Leave Travel Concession: For self and family every year incurred in accordance with the rules of the Company.
- iii. Club Fees: Fees of clubs, subject to a maximum of three clubs.
- iv. Personal Accident Insurance/Group Life Insurance: Premium not to exceed ₹ 25000/- per annum.
- v. Provident Fund/Pension: Contribution to Provident Fund and Pension Fund to the extent such contributions, either singly or put together are exempt under the Income Tax Act, 1961. Contribution to Pension Fund will be paid on basic salary and commission.
- vi. Gratuity: Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act and to the extent not taxable under the Income Tax law.
- vii. Use of Car with Driver: The Company shall provide a car with driver for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/ rented to the Whole-Time Director for business and personal use.
- viii. Telephone facility at residence: Telephone facility shall be provided at the residence. All personal long distance calls shall be billed by the Company to the Whole-Time Director.

#### IV. Duties:

Subject to the superintendence, direction, and control of the Board of Directors of the Company, the Whole-Time Director shall be entrusted with substantial power of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.

#### V. TERMINATION:

Whole-Time Director may be removed from his office for gross negligence, breach of duty or trust if a special Resolution to that effect is passed by the Company in its General Meeting. The Whole-Time Director may resign from his office by giving 30 days' Notice to the Company.

#### VI. COMPENSATION:

In the event of termination of office of Whole-Time Director takes place before the expiration of tenure thereof, Whole-Time Director of the Company shall be entitled to receive compensation from the Company for loss of office to extent and subject to limitation as provided under Section 202 of the Companies Act, 2013.

#### VII. Other terms and conditions:

- a) In the event of absence or inadequacy of profits in any financial year during the tenure of the Whole-Time Director, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.
- b) "Family" means the spouse and dependent children of Mr. Sagar Samir Shah.
- c) Leave with full pay and allowances shall be allowed as per the Company's rules.

- d) Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
- e) No sitting fees shall be paid to the Whole-Time Director for attending the meetings of the Board of Directors or Committees thereof.
- f) The perquisites as listed in para (III) above shall be valued as per the Income Tax Rules, 1962, as may be applicable.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 3 of the Notice for the appointment of Mr. Sagar Samir Shah (DIN: 03082957).

A Statement containing the following information as per section II of Part II of Schedule V of the Companies Act, 2013.

1	Nature of industry	Non Banking Finance Company registered with Reserve Bank of India (RBI) deals in all kinds of commodity materials.		
2	Date or expected date of commencement of commercial production	The Company is already in existence and it started its activities since 1985.		
3	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A		
4	Financial Performance based on given indicators	<b>Financial Parameters</b>	<b>2020-21</b>	<b>2019-20</b>
		Total revenue	30.17	66.96 lacs
		Net profit after tax	(34.17)	10.17 lacs
5	Foreign Investments or collaborations, if any.	N.A.		

## II. Information about the appointees:

Sr. no.	Particulars	Mr. Sagar Samir Shah
1	Background details	Mr. Sagar Samir Shah is a Masters' in Sustainable Waste Management and Pursuing Executive Degree in Fintech and Block Chain Technology IIM-Calcutta however, he is having deep knowledge of leading and growing successful operation around finance and financial technology domain. He looks after the Company's management and administration.
2	Past Remuneration	N.A
3	Recognition or awards	N.A
4	Job profile and his suitability	He is having more than 6 years' experience in management and strategic expansion of company's operations & presence, leading strategic collaborations, building strong industry networking, work towards an end-to-end marketing and lending strategy, client experience and branding and alliances for the company
5	Remuneration Proposed	Upto ₹50,000/- (Rupees Fifty thousand only)
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The prevalent levels of remuneration in Manufacturing industry is higher. Taking into consideration his involvement and responsibility by Mr. Sagar Samir Shah, the proposed remuneration is reasonable and in line with the remuneration levels in the industry across the Country
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	1. Mr. Sagar Shah is the Son of Shweta Samir Shah, Managing Director of the Company. 2. Mr. Sagar Shah is the Brother of Viraj Samirbhai Shah, Chief Financial Officer of the Company.

**III. Other Information:**

Reason of loss or inadequate profits	The Company is striving hard to earn sufficient profits however due to current market situation and high operating expenses, the company is unable to earn adequate profits.
Steps taken or proposed to be taken for improvement	The Company increased the paid-up capital by allotting 25,00,000 (Twenty Five Lakh) Equity shares of face value of ₹ 10/- each (Rupees Ten Only) for cash at an issue price of ₹ 56/- (Rupees Fifty-Six Only) (including a premium of ₹ 46/- (Rupees Forty-Six Only) per Equity Share) to the promoter and non-promoter group during the year. Now the management developing various options for business expansion.
Expected increase in productivity and profits in measurable terms.	The management is looking forward and expected to grow with 12-15% per annum.

Brief profile of Mr. Sagar Samir Shah (DIN: 03082957) in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice.

Mr. Sagar Samir Shah (DIN: 03082957) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

None of the Director of the Company except Mr. Sagar Samir Shah and Mrs. Shweta Samir Shah, Managing Director are concerned or interested in this resolution except to their shareholdings.

**ITEM NO. 4:**

Mr. Vipul Shirish Sheth (DIN: 01644188) has been appointed as an Additional Director under the category of Independent Director of the Company by the Board of Directors with effect from 7th August, 2021. Under section 161 of the Companies Act, 2013, Mr. Vipul Shirish Sheth holds office upto the date of ensuing Annual General Meeting. However, he is eligible for appointment as an Independent Director. Due notice under section 160 of the Act has been received to propose him as a candidate for the office of Director of the Company. He has also given the declaration to the board that he fulfills the criteria of independence as provided under section 149(6) of the Act.

Mr. Vipul Shirish Sheth is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Mr. Vipul Shirish Sheth shall not be liable to determination by retirement of Directors by rotation, in terms of Section 149 (13) of the Companies Act, 2013 and the relevant rules made thereunder.

Brief profile of Mr. Vipul Shirish Sheth in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice for the appointment of Mr. Vipul Shirish Sheth as a Director.

None of the Directors and Key Managerial Personnel of the Company except Mr. Vipul Shirish Sheth and his relatives are concerned or interested in this resolution.

**Registered Office**

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Gujarat 380051

Place: Ahmedabad  
Dated: 07/08/2021

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

**Sd/-**  
**Shweta Samir Shah**  
Chairman & Managing Director  
DIN: 03082967