

PALI COMMERCIAL COMPANY LIMITED

Registered Office: 32, Ezra Street, 7th Floor, Room No- 755, Kolkata - 700001;

Email id: pali@khaitanwire.com; Website: <https://www.palcommercial.com/>

CIN: L51909WB1981PLC034414; Phone: +91 6292264776

NOTICE

Notice is hereby given that the 43rd Annual General Meeting of the Members of **M/s Pali Commercial Company Limited** will be held on **Thursday, the 26th day of September, 2024** at 01.00 P.M. (IST) at 32, Ezra Street, 7th Floor, Room No- 755, Kolkata - 700001 to transact the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2024 together with the Reports of the Board of Directors and the Auditors' thereon.
2. To appoint a Director in place of Mr. Suresh Kumar Murarka (DIN: 02130810) who retires by rotation, under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To appoint **MR. MANAS MUKHERJEE (DIN: 10299149)** as an Independent Director

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), **MR. MANAS MUKHERJEE (DIN: 10299149)**, who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors w.e.f. September 22, 2023, be and is hereby appointed as an Independent Director, to hold office for a term of five consecutive years from the original date of appointment i.e. September 22, 2023 upto September 21, 2028.

RESOLVED FURTHER THAT the Board or any duly constituted committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

4. To appoint **MR. CHIRANTAN BISWAS (DIN: 10641379)** as an Independent Director

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), **MR. CHIRANTAN BISWAS (DIN: 10641379)**, who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors w.e.f. June 11, 2024, be and is hereby appointed as an Independent Director, to hold office for a term of five consecutive years from the original date of appointment i.e. June 11, 2024 upto June 10, 2029.

RESOLVED FURTHER THAT the Board or any duly constituted committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

5. Re-appointment of **Mr. MANOJ KHEMKA (DIN: 08544613)** as an Independent Director of the Company

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, **Mr. MANOJ KHEMKA (DIN: 08544613)**, who holds office as an independent director up to August 22, 2024, be and is hereby reappointed as an independent director, not liable to retire by rotation, for a second term of 5 (five) years with effect from August 23, 2024 up to August 22, 2029.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board
PALI COMMERCIAL COMPANY LIMITED

Registered Office:

32 Ezra Street, 7th Floor, Room No 755, Kolkata-700001

S/d

Rakhi Kumari Agarwal
Company Secretary

Place: Kolkata

Date: 02nd September, 2024

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the Special Business to be transacted at this Annual General Meeting ('AGM') is annexed hereto.
2. Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, Brief details relating to Director retiring by rotation seeking re-appointment at this AGM are annexed hereto.
3. Pursuant to the provision of the Act, a Member entitled to attend and vote at the Annual General Meeting ("AGM") is entitled to appoint a person as a proxy to attend and vote on his/her behalf and the proxy need not be the Member of the Company.

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member. Hence the Proxy Form and Attendance Slip including Route map are annexed to this notice.

The instrument of proxy, in order to be effective must be duly filled, stamped and signed and should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

4. Every Member entitled to vote at the Meeting shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, to inspect the proxies lodged, provided that not less than three days' notice in writing of the intention to inspect is given by the Member to the Company.

5. In terms of the provisions of Section 112 & 113 of the Act, read with the rules made thereunder, Corporate/institutional members (i.e. other than individuals, HUF, NRI etc.) are requested to send to the Company a certified scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. authorizing their representatives to attend and vote on their behalf at the AGM with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the to the Scrutinizer by e-mail at cmaadityabhojgaria@yahoo.com with a copy marked to evoting@nsdl.co and pali@khaitanwire.com.

6. In case of joint holders, the Member's whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote electronically during the AGM.

7. To promote the optimum utilization of natural resources responsibly and in compliance with the Circulars issued by MCA vide General Circular No. 2/2022 dated May 5, 2022 and SEBI Circular dated May 13, 2022 read with SEBI Circular dated January 15, 2021, May 12, 2020 and other such relevant circulars issued in this behalf from time to time and in order to support the "Green Initiative in the Corporate Governance" by the Ministry of Corporate Affairs, we requests the Members who have not yet registered their e-mail ID with the Company, to register their e-mail address, in respect of electronic holdings with the Depository through their Depository Participants. Members who hold shares in physical form are requested to register their e-mail address with the Company's Registrar & Share Transfer Agent, M/s Maheshwari Datamatics Private Limited at mdpldc@yahoo.com mentioning their Name and Folio No. The Members can also register their e-mail address with the Company by sending an email at pali@khaitanwire.com mentioning their Name and Folio No. The Company is concerned about protecting the environment and utilizing natural resources in a sustainable way.

8. The Annual Report for 2023-24 and Notice of the 43rd Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent in electronic form, to all such Members whose email IDs are registered with the Company/Depository Participants(s)/ Company's Registrar & Share Transfer Agent unless any member has requested for a physical copy of the same. For Member who have not registered their email address, physical copies of Notice being sent by the permitted mode. Members may also note that Notice of 43rd Annual General Meeting and Annual Report for 2023-24 will also be available on Company's website at : <https://www.palcommercial.com/> for their download.

9. Members / Proxies / Authorized Representatives should bring the attendance slips duly filled-in for attending the Meeting and deliver the same at the entrance of the Meeting place. Proxy / Authorized Representative of a Member should mark on the Attendance Slip as "Proxy" or "Representative", as the case may be. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID No. for easy identification of attendance at the Meeting. Copies of the Annual Report will not be distributed at the Meeting. Members are requested to carry their copies of the Annual Report to the Meeting. Further, please note that Duplicate Attendance Slips shall not be issued.

10. Members whose shares are in electronic mode are requested to inform change of address and updates of bank account(s) to their respective Depository Participants. Members holding shares in physical form are requested to notify change if any, in their present residential address or bank mandates under their signatures immediately to the Company/Registrar and Share Transfer Agent of the Company, quoting their folio number.

11. Non-Resident Indian Members are requested to inform the Registrar and Share Transfer Agent immediately of :

- a. Change in their residential status on return to India for permanent settlement.
- b. Particulars of their bank account maintained in India with complete name, branch, account type, account number, and address of the Bank with pin code number.

12. Members who hold shares in physical form and wish to make/change a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, may submit such information in the prescribed form SH-13 or SH-14 as required, to the Company's Registrar & Share Transfer Agent.

13. All Statutory Registers and other relevant documents referred to in the Notice and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, shall be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and Public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting and also at the Meeting.

The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.

Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least seven days before the date of the Meeting so as to enable the Company to keep the information ready.

14. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant for various securities market transactions. 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 shares in physical form can submit their PAN details to the Company / RTA for registration of transmission / transposition, deletion of name etc.

15. In order to enhance the ease of doing business for investors in the securities market, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated 3rd November, 2021, read together with the SEBI Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021 (hereinafter, collectively referred as the "SEBI KYC Circulars") mandated furnishing of PAN, full KYC details and Nomination by the holders of physical securities. The Company has intimated the concerned security holders about the folios which are incomplete in terms of the SEBI KYC Circulars. The folios wherein the above details are not available shall be frozen in the manner and timelines given in the SEBI KYC Circulars. Further, in terms of the SEBI KYC Circulars, the securities in the frozen folios shall be eligible for payment including dividend only through electronic mode, in the manner and timelines given therein. The payment shall be made electronically upon complying with the relevant requirements of the SEBI KYC Circulars. Accordingly, Members are hereby requested to kindly comply with the SEBI KYC Circulars.

16. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated 25th January, 2022 has now decided that, with immediate effect, listed companies shall issue the securities in

dematerialized form only, while processing investor service request pertaining to issuance of duplicate share certificate, claim from Unclaimed Suspense Account, renewal/exchange of securities certificates, endorsement, sub-division/splitting/consolidation of share certificates, transmission and transposition. The securities holder/ claimant are, accordingly, required to submit duly filled-up Form ISR-4, the format of which can be downloaded from the RTA's website, i.e. :<https://www.mdpl.in/> Members holding shares in physical form are, accordingly, requested to consider converting their holding to dematerialized form.

17. The Company has designated an exclusive e-mail ID pali@khaitanwire.com which would enable the members to communicate their grievances. The Members may send their grievances, if any, to this e-mail ID for its quick redressal.

Voting through Electronic Means:

1. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities and Depository Limited (NSDL).

2. 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. 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.

3. The remote e-voting period commences on 23rd September, 2024 (10:00 am) and ends on 25th September, 2024 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of, 18th September 2024, may cast their vote by remote e-voting.

4. Mr. Aditya Bhojgaria, Practicing Cost Accountant is appointed as the Scrutinizer to conduct the e-voting process in a fair and transparent manner and for any Query members may contact him at his mail id cmaadityabhojgaria@yahoo.com.

The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular 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. Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If you are 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.</p>

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/](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 UserID (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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**”

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest, they 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 CDSL Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on login icon & New System Myeasi tab and then use your existing my easi username & password.

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, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

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. 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) 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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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 ForgetPassword 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. NSDL and CDSL.

Login type	Helpdesk details
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 no.: 022-48867000 and 022-24997000
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 toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below

Manner of holding shares i.e. Demat(NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demataccount with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demataccount with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- i) After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- ii) Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
- iii) Now you are ready for e-Voting as the Voting page opens.
- iv) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- v) Upon confirmation, the message “Vote cast successfully” will be displayed.
- vi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 pali@khaitanwire.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 pali@khaitanwire.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. 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.
3. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cmaadityabhojgaria@yahoo.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. **18 September, 2024**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990 and 1800 22 44 30** . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **18 September, 2024** may follow steps mentioned in the Notice of the AGM under Step 1 :“Access to NSDL e-Voting system”(Above).
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at evoting@nsdl.co.in, or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in
5. Members who would like to express their views/ask questions during the 43rd AGM with regard to any matter to be placed at the ensuing AGM need to pre-register themselves as speaker by sending a request from their registered email address mentioning their name, DP ID and client ID number/folio number and mobile number, to reach the company Email address at pali@khaitanwire.com at least 7 days in advance before the start of the meeting. Those members who have pre-registered themselves as a speaker will be allowed to express their view/ ask questions during the 43rd AGM, depending upon the availability of time.

ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING
Explanatory Statement in respect to the Special Business pursuant to
Section 102(1) of the Companies Act, 2013

ITEM NO. 3

The Board of Directors of the Company had appointed Mr. Manas Mukherjee as an Additional Director of the Company with effect from 22 September, 2023. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Manas Mukherjee shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Manas Mukherjee signifying his candidature as an Independent Director of the Company. A brief profile of Mr. Manas Mukherjee, including nature of his expertise, is provided in this Annual Report. The Company has received a declaration of independence from Mr. Manas Mukherjee.

In the opinion of the Board, Mr. Manas Mukherjee fulfills the conditions specified in the Companies Act, 2013 and the SEBI Listing Agreement, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Manas Mukherjee, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Special Resolution set out at Item no. 3 for approval of the Members.

ITEM NO. 4

The Board of Directors of the Company had appointed Mr. Chirantan Biswas as an Additional Director of the Company with effect from 11 June, 2024. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Chirantan Biswas shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Chirantan Biswas signifying his candidature as an Independent Director of the Company. A brief profile of Mr. Chirantan Biswas, including nature of his expertise, is provided in this Annual Report. The Company has received a declaration of independence from Mr. Chirantan Biswas.

In the opinion of the Board, Mr. Chirantan Biswas fulfills the conditions specified in the Companies Act, 2013 and the SEBI Listing Agreement, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Chirantan Biswas, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Special Resolution set out at Item no. 4 for approval of the Members.

ITEM NO. 5

Mr. Manoj Khemka was appointed as an independent director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Appointment Rules”) by the Board, effective August 23, 2019, to hold office up to August 22, 2024. The Nomination and Remuneration Committee (NRC) has recommended to the Board his reappointment for a second term of 5 (five) years.

In the opinion of the Board and based on its evaluation, Mr. Manoj Khemka fulfills the conditions specified in the Act, and Rules made thereunder and LODR Regulations for his reappointment as an independent director of the Company and he is independent of the Management of the Company. A copy of the draft

letter for the reappointment of Mr. Manoj Khemka as an Independent Director setting out the terms and conditions is available for inspection at the Registered Office of the Company during business hours on any working day.

The Board considers that the continued association of Mr. Manoj Khemka would be of immense benefit to the Company and is desirable to continue to avail his services as an independent director. The resolution seeks the approval of members for the reappointment of Mr. Manoj Khemka as an independent director of the Company, for a second term of 5 (five) years effective August 23, 2024, to August 22, 2029, (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

No director, KMP or their relatives except Mr. Manoj Khemka, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 5.

The Board recommends the special resolution as set out in Item no. 5 of this notice for the approval of members.

Additional information on directors recommended for appointment/reappointment as required under Regulation 36 of the LODR Regulations and applicable secretarial standards

Particulars	Mr. Manas Mukherjee	Mr. Chirantan Biswas	Mr. Manoj Khemka
Reason for change viz. appointment, resignation, removal, death or otherwise.	Appointment as Independent Director	Appointment as Independent Director	Re-appointment as Independent Director
Date of appointment/cessation (as applicable)	22/09/2023	11/06/2024	23/08/2024
Term of appointment	5 years	5 years	5 years
Brief Profile (in case of appointment)	Mr. Manas Mukherjee is Graduate in commerce. He is having more than 13 years of experience in sales management and also shoulders responsibility for business strategies and decision making of various companies.	Mr. Chirantan Biswas had done his Diploma in Mechanical Engineering. He is having more than 13 years of experience in retail and direct sales.	Mr. Khemka holds a bachelor's degree in Commerce (Business Management) from the Calcutta University. He has more than ten years of experience in the background in sales and consumer service as well understanding of relationship building and solution selling to meet the needs of the customers
Disclosure of relationships between directors (in case of appointment of directors)	Mr. Manas Mukherjee is not related to any of the Directors or Key Managerial Personnel or Promoters of the Company	Mr. Chirantan Biswas is not related to any of the Directors or Key Managerial Personnel or Promoters of the Company.	Mr. Khemka is not related to any Director on the Board of the Company.
Person shall not be debarred from holding the office of Director pursuant to any SEBI order	Mr. Manas Mukherjee is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Mr. Chirantan Biswas is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Mr. Khemka is not debarred from holding the office of director pursuant to any SEBI order or any other authority.

ANNEXURE - I

DETAILS OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT (OTHER THAN INDEPENDENT DIRECTORS) AS SET OUT IN THIS NOTICE

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meeting issued by the Institute of Companies Secretaries of India)

Name of Director	Mr. Suresh Kumar Murarka
DIN	02130810
Date of Birth	28-07-1961
Nationality	Indian
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	NIL
Date of Appointment	23 rd August, 2020
Expertise in specific functional area	Managerial
Brief Profile	He is having par excellence in the management activities and vast experience in managing the company's finances, including financial planning, management of financial risks, record-keeping, and financial reporting. The Company is and will continue to benefit from his distinctive managerial qualities along with his rich experience.
No. of equity shares held in the Company	45000 Shares
List of other companies in which Directorships held	NIL
Chairman/Member of the Committee of the Board in the Company	NIL
Chairman/Member of the Committees of the Board of other public Companies in which she is a director	NA
Last drawn Remuneration	NIL
Number of Meetings of the Board attended during the year 2023-24	9 out of 9

PALI COMMERCIAL COMPANY LIMITED

Registered Office: 32, Ezra Street, 7th Floor, Room No- 755, Kolkata - 700001;

Email id: pali@khaitanwire.com; Website: <https://www.palcommercial.com/>

CIN: L51909WB1981PLC034414; Phone: +91 6292264776

ATTENDANCE SLIP

(Please complete this Attendance Slip and hand it over at the entrance of

Meeting Hall) Regd. Folio No. /DP Client ID..... No. of

shares held.....

I/ We hereby record my/ our presence at the 43rd Annual General Meeting of PALI COMMERCIAL COMPANY LIMITED being held on Thursday, 25th September, 2024 at 01.00 p.m. at 32, Ezra Street, 7th Floor, Room No- 755, Kolkata – 700001.

Name of Member /Proxy (In BLOCK LETTERS)

Signature of Member/Proxy

PALI COMMERCIAL COMPANY LIMITED

Registered Office: 32, Ezra Street, 7th Floor, Room No- 755, Kolkata - 700001;

Email id: pali@khaitanwire.com; Website: <https://www.palicommercial.com/>

CIN: L51909WB1981PLC034414; Phone: +91 6292264776

FORM 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 : L51909WB1981PLC034414
Name of the Company : PALI COMMERCIAL COMPANY LIMITED
Regd Office : 32, Ezra Street, 7th Floor, Room No- 755, Kolkata – 700001
Registered Address : DO.....
Phone No : 6292264776
E-mail : pali@khaitanwire.com

Name of the Member(s)	
Registered Address	
E-Mail ID	
Folio No/ Client ID	
DP ID	

I/We, being the member(s) of shares of Pali Commercial Company Limited, hereby appoint

Name.....

Address.....

E-mail id.....

Signature.....

or filing him as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the AGM of the Company, to be held on Thursday, 25th September, 2024 at 01.00 p.m. at 32, Ezra Street, 7th Floor, Room No- 755, Kolkata – 700001 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No.	Resolution	For	Against
Ordinary Business			
1.	Ordinary Resolution to receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31 st March, 2024 together with the Reports of the Board of Directors and Auditors' thereon.		
2.	Ordinary Resolution to appoint a Director in place of Mr. Suresh Kumar Murarka (DIN: 02130810) who retires by rotation, under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.		
Special Business			
3.	Special Resolution To appoint MR. MANAS MUKHERJEE (DIN: 10299149) as an Independent Director		
4.	Special Resolution To appoint MR. CHIRANTAN BISWAS (DIN: 10641379) as an Independent Director		
5.	Special Resolution Re-appointment of Mr. MANOJ KHEMKA (DIN: 08544613) as an Independent Director of the Company		

Signed this.....day of.....2024

Signature of the member:

Affix Revenue Stamp

Signature of proxy:

Note- 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 Annual General meeting.