7A, Bentinck Street, Kolkata - 700 001
Tel: (033) 2248 4400/7676
E-mail: toplightkol@gmail.com
Website: www.toplightltd.com
CIN: L51909WB1985PLC039221

NOTICE

Notice is hereby given that the 41st Annual General Meeting of the Members of Toplight Commercials Limited (hereinafter referred to as 'the Company') will be held on Thursday, 24th September, 2026 at 11:30 A.M. at its Registered Office at 7A Bentinck Street, Kolkata-700001 to transact the following business:

ORDINARY BUSINESS:

Item No.1 - Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2026, together with the Reports of the Board of Directors ("the Board") and Auditors thereon.

Item No. 2 - Appointment of Director liable to retire by rotation

To appoint a Director in place of Mr. Udit Gupta (DIN: 00741483), who retires by rotation and, being eligible, offers himself for re-appointment as Director.

SPECIAL BUSINESS:

Item No.3 - Re-appointment of Mr. Udit Gupta as Whole Time Director

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary and based on the recommendation of the Nomination and Remuneration Committee and the Board, the approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Udit Gupta (DIN: 00741483), as Whole Time Director of the Company, for a period of 3 (three) years with effect from 1st April, 2027 on such terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT notwithstanding anything contained in Sections 197, 198 and Schedule V of the Companies Act, 2013 or any amendments / re-enactment thereof or any revised/ new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits as set out in the explanatory statement forming part of this resolution be paid as minimum remuneration to Mr. Udit Gupta, Whole Time Director of the Company even if it exceeds the various stipulated limits of the Companies Act, 2013 or the rules related thereto during any financial year.

RESOLVED FURTHERTHAT the Board of Directors (which includes Nomination and Remuneration Committee) be and is hereby authorised to vary or increase the remuneration specified above, from time to time, to the extent the Board of Directors may deem appropriate, provided that such variation or increase, may exceed the overall limits prescribed under Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) without any further reference to the Shareholders of the Company in the General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all 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 to any director of the Company to give effect to the aforesaid resolutions."

Item No. 4 - Re-appointment of Mrs. Kumkum Gupta as Whole Time Director

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary and based on the recommendation of the Nomination and Remuneration Committee and the Board, the approval of the members of the Company be and is hereby accorded for the re-appointment of Mrs. Kumkum Gupta (DIN: 00499986), who has attained the age of 70 years, as Whole Time Director of the Company, for a period of 3 (three) years with effect from 1st April, 2027 on such terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT notwithstanding anything contained in Sections 197, 198 and Schedule V of the Companies Act, 2013 or any amendments / re-enactment thereof or any revised/ new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits as set out in the explanatory statement forming part of this resolution be paid as minimum remuneration to Mrs. Kumkum Gupta, Whole Time Director of the Company even if it exceeds the various stipulated limits of the Companies Act, 2013 or the rules related thereto during any financial year.

RESOLVED FURTHER THAT the Board of Directors (which includes Nomination and Remuneration Committee) be and is hereby authorised to vary or increase the remuneration specified above, from time to time, to the extent the Board of Directors may deem appropriate, provided that such variation or increase, may exceed the overall limits prescribed under Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) without any further reference to the Shareholders of the Company in the General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all 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 to any director of the Company to give effect to the aforesaid resolutions."

Item No. 5 - Re-appointment of Mr Bimal Gupta as Whole Time Director

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary and based on the recommendation of the Nomination and Remuneration Committee and the Board, the approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Bimal Gupta (DIN: 00660977), who has attained the age of 70 years, as Whole Time Director of the Company, for a period of 3 (three) years with effect from 1st April, 2027 on such terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT notwithstanding anything contained in Sections 197, 198 and Schedule V of the Companies Act, 2013 or any amendments / re-enactment thereof or any revised/ new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits as set out in the explanatory statement forming part of this resolution be paid as minimum remuneration to Mr. Bimal Gupta, Whole Time Director of the Company even if it exceeds the various stipulated limits of the Companies Act, 2013 or the rules related thereto during any financial year.

RESOLVED FURTHER THAT the Board of Directors (which includes Nomination and Remuneration Committee) be and is hereby authorised to vary or increase the remuneration specified above, from time to time, to the extent the Board of Directors may deem appropriate, provided that such variation or increase, may exceed the overall limits prescribed under Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) without any further reference to the Shareholders of the Company in the General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all 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 to any director of the Company to give effect to the aforesaid resolutions."

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By Order of the Board
For Toplight Commercials Ltd.

Ajit Jain
Company Secretary
(Membership No. A61791)

Registered Office:
7A, Bentinck Street, 1st Floor
Room No. 105, Kolkata- 700001

Dated: 13th August, 2026

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Tel: (033) 2248 4400/7676
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NOTES

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. The proxy form should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before commencement of the meeting.

   In terms of Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in 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 personi cannot act as proxy for any other person or shareholder.

2. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 18th September, 2026 to Thursday, 24th September, 2026 (both days inclusive) for the purpose of Annual General Meeting.

3. A Statement Pursuant to Section 102 of the Companies Act, 2013, as amended, (the "Act") and Secretarial Standard on General Meeting (Revised) – 2 (the SS 2), relating to special Businesses to be transacted at the meeting, in respect of Item No. 3 to 5 to be transacted at the 41st Annual General Meeting (herein after referred to as 'the meeting') is annexed hereto. The said Statement also contains the recommendation of the Board of Directors of the Company in terms of Regulation 17(11) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 (as amended) (the "SEBI LODR"). Additional disclosures, pursuant to Regulations 36(3) of the SEBI LODR, in respect of the directors seeking appointment/re-appointment from part of this Notice Convening the 41st Annual General Meeting (AGM) of the Company (the Notice).

4. In terms of General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2022 dated May 5, 2022 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("**MCA**") (collectively referred to as "**MCA Circulars**"), read with Regulation 36(1)(a) and 44(4) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Notice of the Meeting along with the Annual Report 2025-26 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website www.toplightltd.com, websites of the Stock Exchanges, i.e., The Calcutta Stock Exchange Limited at www.cse-india.com and on the website of Central Depository Services (India) Limited at www.evotingindia.com.

5. Members desiring any information as regards accounts are requested to intimate the company at least 10 days before the meeting to enable the management to keep the information required readily available at the meeting.

6. Information about the Director seeking re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed separately.

7. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs or nichetechpl@nichetechpl.com.

8. SEBI, has mandated all listed companies to issue the securities in dematerialized form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold share certificates in physical form are advised to dematerialize their holdings.

9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations etc. to their DPs in case the shares are held by them in electronic form and to the Registrar of the Company in case the shares are held by them in physical form.

10. Members are requested to quote their folio number/DP ID in all correspondence with the company/RTA. Equity Shares of the Company are under compulsory demat trading and considering the advantage of electronic trading, members are encouraged to consider dematerialization of their shareholding so as to avoid inconvenience in future.

11. Members/Proxies should bring the attendance slip duly filled in for attending the Meeting.

12. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

13. Proxy holders are requested to carry valid ID proof such as PAN Card, Voter Card, Pass Port, Driving License, Aadhaar Card etc. along with the printed attendance slip.

14. A route map showing directions to reach the venue of the Meeting is given along with this Notice.

15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the 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 Meeting.

16. Physical copies of the Notice of the Meeting and Annual Report 2025-26 and all documents referred to in this Notice are also available for inspection at the Registered Office of the Company from 10:00 a.m. to 5:00 p.m. on all working days up to the date of the Meeting and also at the Meeting.

17. Voting through electronic means e-voting to enable the shareholders to cast their vote electronically.

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members the facility to exercise their right to vote on resolutions proposed to be considered at the 41st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. 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 agency. 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 Central Depository Services (India) Limited (CDSL).

II. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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.

III. The remote e-voting period begins on Monday, 21st September, 2026 at 9.00 A.M and ends on Wednesday, 23rd September, 2026 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 17th September, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode, i.e., CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	A. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on Login icon and New System MyEasi Tab and then use your existing myeasi username and password. B. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the E-voting is in progress as per the information provided by company. On clicking the e-

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	voting 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. 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. C. 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 & click on registration option. D. 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	A. 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 exising 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.

	B. If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDEAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. C. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. Once the home page of e-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 held 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. D. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders (holding securities in demat mode) login through their	You can also login using the login credentials of your demat account through your Depository Participant registered

Depository Participants	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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login Type	Helpdesk details
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 1800-2109911.
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 contact at 022 – 48867000.

IV. Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

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

6. If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). ➢ Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digit sequence number in the PAN filed. ➢ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g., if your name is Ramesh Kumar with sequence number 1, then enter RA00000001 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 herein above

V. After entering these details appropriately, click on "SUBMIT" tab.

VI. 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.

VII. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

VIII. Click on the EVSN for TOPLIGHT COMMERCIALS LIMITED on which you choose to vote.

IX. 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.

X. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

XI. 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.

XII. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

XIII. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

XIV. 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.

XV. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone 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 on your mobile.

XVI. 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 and register themselves as "Corporates".
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (PoA) which they have issued in favour of the Custodian, if any, should be

uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; toplightkol@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **nichetechpl@nichetechpl.com**

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk. evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (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 toll free no. 1800 21 09911.

18. The facility for voting through Ballot paper shall be made available at the Meeting and the Members attending the Meeting, whose name are recorded in the Register of Members as on the close of business hours on Thursday, 17th September, 2026, (hereinafter referred to as 'cut-off date') and who have not cast their vote through remote e-voting, shall be eligible to vote at the Meeting. Their voting rights shall be reckoned in proportion to the equity shares held by them in the Company as on the cut-off date. In case of joint holder(s) attending the Meeting, only such joint holder, who is higher in order of names, will be entitled to vote.

19. The Members who have cast their vote through remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again at the Meeting.

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20. Any person, who becomes the Member of the Company after dispatch of this Notice and holds shares as on the cut-off date, i.e., 17th September, 2026 may obtain the login ID and password by sending a request to the Company/Registrar and Share Transfer Agent, Niche Technologies Private Limited at 3A, Auckland Place 7th Floor, Room No. 7A & 7B, Kolkata, Phone No.: (033) 2280-6616/6617/6618 E-mail:nichetechpl@nichetechpl.com

21. Pursuant to Section 72 of the Companies Act, 2013 read with rules framed thereunder, shareholders are entitled to make nomination in respect of shares held by them. Shareholders holding shares in physical form and desirous of making nomination(s) are requested to send their nomination(s) in the prescribed Form No. SH-13 duly filled in to Niche Technologies Private Limited, Registrar and Share Transfer Agent of the Company. Further, shareholders holding shares in electronic form are requested to contact their respective Depository Participant, with whom they are maintaining their demat account, for availing this facility.

22. Members holding shares in the same name or in the same order of names but in several folios are requested to consolidate them into one folio.

23. Mr. Sankar Kumar Patnaik, Practising Company Secretary (FCS: 5699), Partner of Patnaik & Patnaik, Company Secretaries, has been appointed by the Board of Directors as the Scrutiniser, to scrutinise the voting process in a fair and transparent manner. The Scrutiniser shall, immediately after the conclusion of voting at the Meeting, count the votes cast and shall submit a Consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, not later than two days of the conclusion of the Meeting to the Chairman of the Company or any person authorised by the Chairman in writing. The Chairman or any other authorised person, as the case may be, shall declare the result of the voting forthwith.

24. The results along with the Scrutiniser's Report will be placed on the Company's website at www.toplightltd.com and on the CDSL's website at www.evotingindia.com, immediately after the result is declared by the Chairman or any other authorised person, as the case may be, and the same shall be communicated to the Stock Exchange, where the shares of the Company are traded.

25. The brief profile of the Directors, who are being proposed to be re-appointed, as required pursuant to the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company secretaries of India is given below:

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Name of the Director	Mr. Udit Gupta
Director Identification Number (DIN)	00741483
Date of Birth and Age	04/12/1982 (43 years)
Qualification	MBA
Experience	18 Years
Date of first appointment on the Board of Directors of the Company	09/07/2008
The number of Meetings of the Board attended during the year 2025-26	Attended 4 out of 4 Meetings held till date during the financial year 2025-2026.
Nature of expertise in specific functional areas	Is vastly experienced in Finance, Investment Planning, Accounts and Operations Management.
Name(s) of other companies in which directorships are held	NIL
Name(s) of other companies in which Committee chairmanship(s) / membership(s) are held	NIL
Name of the listed entities from which resigned in the past 3 years	NIL
Shareholding in the Company	9,60,900
Number of ESOPs granted	NIL
Relationship with other Directors, Manager and Key Managerial Personnel of the company	Mr. Udit Gupta is husband of Mrs. Neha Gupta, Non-Executive Director and son of Mr. Bimal Gupta and Mrs. Kumkum Gupta Whole-time Directors of the Company.

Name of the Director	Mrs. Kumkum Gupta
Director Identification Number (DIN)	00499986
Date of Birth and Age	25/02/1952 (74 years)
Qualification	Graduate
Experience	33 Years
Date of first appointment on the Board of Directors of the Company	20/12/1993
The number of Meetings of the Board attended during the year 2025-26	Attended 4 out of 4 Meetings held till date during the financial year 2025-2026.
Nature of expertise in specific functional areas	Is vastly experienced in the Real Estate Business and has Knowledge of various aspects relating to the Company's affairs.
Name(s) of other companies in which directorships are held	NIL
Name(s) of other companies in which Committee chairmanship(s) / membership(s) are held	NIL
Name of the listed entities from which resigned in the past 3 years	NIL

7A, Bentinck Street, Kolkata - 700 001
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E-mail: toplightkol@gmail.com
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Shareholding in the Company	11,22,900
Number of ESOPs granted	NIL
Relationship with other Directors, Manager and Key Managerial Personnel of the company	Mrs. Kumkum Gupta is wife of Mr. Bimal Gupta, Whole-time director and mother of Mr. Udit Gupta, Whole-time Director and mother-in-law of Mrs. Neha Gupta, Non-Executive Director of the Company.

Name of the Director	Mr. Bimal Gupta
Director Identification Number (DIN)	00660977
Date of Birth and Age	24/06/1951 (75 years)
Qualification	Graduate
Experience	45 Years
Date of first appointment on the Board of Directors of the Company	11/07/2016
The number of Meetings of the Board attended during the year 2025-26	Attended 4 out of 4 Meetings held till date during the financial year 2025-2026.
Nature of expertise in specific functional areas	Is vastly experienced in the Real Estate Business and operations of the Company.
Name(s) of other companies in which directorships are held	NIL
Name(s) of other companies in which Committee chairmanship(s) / membership(s) are held	NIL
Name of the listed entities from which resigned in the past 3 years	NIL
Shareholding in the Company	3,86,680
Number of ESOPs granted	NIL
Relationship with other Directors, Manager and Key Managerial Personnel of the company	Mr. Bimal Gupta is husband of Mrs. Kumkum Gupta, Whole-time director and father of Mr. Udit Gupta, Whole-time Director and father-in-law of Mrs. Neha Gupta, Non-Executive Director of the Company.

Place : Kolkata
Dated: 13th August, 2026

By Order of the Board
For Toplight Commercials Ltd.

Registered Office:
7A, Bentinck Street, 1st Floor
Room No. 105, Kolkata- 700001

Ajit Jain
Company Secretary
(Membership No. A61791)

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ANNEXURE TO NOTICE

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

Item No. 3:

The Shareholders of the Company at the 27th Annual General Meeting held on 31st August 2012, had approved the appointment of Mr. Udit Gupta as a Whole Time Director for a period of 3 years effective 1st April, 2012. His current term of appointment as the Whole Time Director of the Company expires on 31.03.2027. Based on the performance evaluation of Mr. Udit Gupta, considering his vast knowledge of various aspects relating to the Company's affairs, long business experience and contribution made by him for smooth and efficient running of the business of the company and as per the recommendation of the Nomination and Remuneration Committee, the Board considers that the continued association of Mr. Udit Gupta would be beneficial to the Company and it is desirable to continue to avail his services as Whole Time Director for a further period of 3 (three) years with effect from 1st April, 2027.

Remuneration: Mr. Udit Gupta shall be paid a salary not exceeding Rs. 9,00,000/- (Rupees Nine Lakhs only) per month, including all perquisites and other benefits, with authority to the Board to fix his remuneration, from time to time, within the aforesaid limit. The appointee shall not be entitled to any sitting fees for Board / Committee meetings.

The terms and conditions of the said appointment and or agreement are subject to provisions of Sections 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 ("The Act") read with Schedule V to the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 including any statutory modifications or enactments thereof from time to time and may be altered and varied from time to time by the Board/ Committee as it may in its discretion deem fit within the maximum amount of remuneration payable in accordance with the applicable rules and regulations. Further, the remuneration as would be paid to Mr. Udit Gupta during his tenure would be the minimum remuneration payable to him even if the said remuneration exceeds the stipulated managerial limits in terms of the provisions of Sections 196 and 197 of the Companies Act, 2013 read with Schedule V to the said Act and the excess payment of managerial remuneration, if any, during any financial year will stand waived subject to fulfilment and compliance of other conditions as mentioned under the various provisions of the Act or rules related thereto.

Accordingly, it is proposed to re-appoint Mr. Udit Gupta as Whole Time Director of the Company, liable to retire by rotation to hold office for a further period of 3 (three) years with effect from 1stApril, 2027.

The Board recommends the resolution as set out in the Notice as Item No. 3 for the approval of the Shareholders of the Company as a special resolution.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Bimal Gupta, Mrs. Kumkum Gupta and Mrs. Neha Gupta, Directors of the company along with Mr. Udit Gupta, to whom the resolution relates, and their relatives shall be deemed to be concerned or interested in the proposed resolution as set out at Item No. 3 of the Notice.

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The Board recommends the Resolution set forth in Item No. 3 for the approval of the Members.

Information pertaining to Section II in Part II of Schedule V are as follows:

I. General Information

a) Nature of Industry: The Company is presently engaged in the Real Estate Business.

b) Date or expected date of commencement of commercial production: The Company was incorporated on 17th July, 1985 and it commissioned its commercial production in the year 1985.

c) In case of new Companies, expected date of commencement of activities as per project approved by financial Institutions appearing in the prospectus: **Not applicable**

d) Financial performance based on given indicators:

(Rupees in Thousands)

Particulars	**FY 2025-26**
Revenue from operations (Net)	69,512.42
Other income	37,215.31
Total Income	1,06,727.73
Total Expenditure (Before interest and depreciation)	53,414.57
PBDIT	53,313.16
PBDIT%	76.70 %
Profit After Tax	36,137.85

e) Foreign investments or collaborations, if any: NA

II. Information about the appointee:

a) Background details: Mr. Udit Gupta is a Post Graduate (M.B.A.)
b) Past remuneration: Drawn Rs 43.2 lakhs per annum
c) Recognition or awards: Nil
d) Job profile and suitability: He is entrusted with the management of the whole of the affairs of the Company, subject to the superintendence, control and direction of the Board.
e) Remuneration proposed: Upto Rs. 9,00,000 per month.
f) 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): His remuneration is in line with that drawn by his peers in Industry.
g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Belongs to Promoter group

Other information:
a) Reasons of loss or inadequate profits–Due to the present market condition.
b) Steps taken or proposed to be taken for improvement – The Company is looking forward to various modernisation programmes to improve its profitability.
c) Expected increase in productivity and profits in measurable terms – It will depend upon the market condition.

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III. Disclosures: Mr. Udit Gupta holds 9,60,900 shares in the Company.

Item No. 4:

The Shareholders of the Company at the 27th Annual General Meeting held on 31st August, 2012 had approved the appointment of Mrs. Kumkum Gupta (DIN: 00499986) as a Whole Time Director for a period of 3 years effective 1st April 2012. Her current term of appointment as the Whole Time Director of the Company expires on 31.03.2027. Based on the performance evaluation of Mrs. Kumkum Gupta (DIN: 00499986), considering her vast knowledge of various aspects relating to the Company's affairs, long business experience and contribution made by her for smooth and efficient running of the business of the company and as per the recommendation of the Nomination and Remuneration Committee, the Board considers that the continued association of Mrs. Kumkum Gupta (DIN: 00499986) would be beneficial to the Company and it is desirable to continue to avail her services as Whole Time Director for a further period of 3 (three) years with effect from 1st April, 2027.

Section 196(3) of the Companies Act, 2013, inter alia, provides that no Company shall continue the employment of the person who has attained the age of seventy years, as Managing Director, Whole Time Director or Manager unless it is approved by the members by passing Special Resolution, Part I of Schedule V to the Act contains such relaxation.

Remuneration: Mrs. Kumkum Gupta shall be paid a salary not exceeding Rs. 9,00,000/- (Rupees Nine Lakhs only) per month, including all perquisites and other benefits, with authority to the Board to fix her remuneration, from time to time, within the aforesaid limit. The appointee shall not be entitled to any sitting fees for Board / Committee meetings.

The terms and conditions of the said appointment and or agreement are subject to provisions of Sections 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 ("The Act") read with Schedule V to the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 including any statutory modifications or enactments thereof from time to time and may be altered and varied from time to time by the Board/ Committee as it may in its discretion deem fit within the maximum amount of remuneration payable in accordance with the applicable rules and regulations. Further, the remuneration as would be paid to Mrs. Kumkum Gupta during her tenure would be the minimum remuneration payable to her even if the said remuneration exceeds the stipulated managerial limits in terms of the provisions of Sections 196 and 197 of the Companies Act, 2013 read with Schedule V to the said Act and the excess payment of managerial remuneration, if any, during any financial year will stand waived subject to fulfilment and compliance of other conditions as mentioned under the various provisions of the Act or rules related thereto.

Accordingly, it is proposed to re-appoint Mrs. Kumkum Gupta (DIN: 00499986), who has attained the age of 70 Years as Whole Time Director of the Company, liable to retire by rotation to hold office for a further period of 3 (three) years with effect from 1stApril, 2027.

The Board recommends the resolution as set out in the Notice as Item No. 4 for the approval of the Shareholders of the Company as a special resolution.

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None of the Directors or Key Managerial Personnel or their relatives, except Mr. Bimal Gupta, Mr. Udit Gupta and Mrs. Neha Gupta, Directors of the company alongwith Mrs. Kumkum Gupta, to whom the resolution relates, and their relatives shall be deemed to be concerned or interested in the proposed resolution as set out at Item No. 4 of the Notice.

Information pertaining to Section II in Part II of Schedule V are as follows:

I. General Information

a) Nature of Industry: The Company is presently engaged in the Real Estate Business.

b) Date or expected date of commencement of commercial production: The Company was incorporated on 17th July, 1985 and it commissioned its commercial production in the year 1985.

c) In case of new Companies, expected date of commencement of activities as per project approved by financial Institutions appearing in the prospectus: **Not applicable**

d) Financial performance based on given indicators:

(Rupees in Thousands)

Particulars	**FY 2025-26**
Revenue from operations (Net)	69,512.42
Other income	37,215.31
Total Income	1,06,727.73
Total Expenditure (Before interest and depreciation)	53,414.57
PBDIT	53,313.16
PBDIT%	76.70 %
Profit After Tax	36,137.85

e) Foreign investments or collaborations, if any: NA

II. Information about the appointee:

a) Background details: Mrs. Kumkum Gupta is a Graduate.
b) Past remuneration: Drawn Rs 43.25 lakhs per annum
c) Recognition or awards: Nil
d) Job profile and suitability: She is entrusted with the management of the whole of the affairs of the Company, subject to the superintendence, control and direction of the Board.
e) Remuneration proposed: Upto Rs. 9,00,000 per month.
f) 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): Her remuneration is in line with that drawn by her peers in Industry.
g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Belongs to Promoter group

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III. Other information:

a) Reasons of loss or inadequate profits–Due to the present market condition.
b) Steps taken or proposed to be taken for improvement – The Company is looking forward to various modernisation programmes to improve its profitability.
c) Expected increase in productivity and profits in measurable terms – It will depend upon the market condition.

IV. Disclosures:
Mrs. Kumkum Gupta holds 11,22,900 shares in the Company.

Item No. 5:

The Shareholders of the Company at the 32nd Annual General Meeting held on 18th September, 2017 had approved the appointment of Mr. Bimal Gupta as a Whole Time Director for a period of 5 years effective 1st October 2016. His current term of appointment as the Whole Time Director of the Company expires on 31.03.2027. Based on the performance evaluation of Mr. Bimal Gupta, considering his vast knowledge of various aspects relating to the Company's affairs, long business experience and contribution made by him for smooth and efficient running of the business of the company and as per the recommendation of the Nomination and Remuneration Committee, the Board considers that the continued association of Mr. Bimal Gupta would be beneficial to the Company. It is desirable to continue to avail his services as Whole Time Director for a further period of 3 (three) years with effect from 1st April, 2027.

Under Section 196(3) of the Companies Act, 2013, inter alia, provides that no Company shall continue the employment of the person who has attained the age of seventy years, as Managing Director, Whole Time Director or Manager unless it is approved by the members by passing Special Resolution, Part I of Schedule V to the Act contains such relaxation.

Remuneration: Mr. Bimal Gupta shall be paid a salary not exceeding Rs. 9,00,000/- (Rupees Nine Lakh only) per month, including all perquisites and other benefits, with authority to the Board to fix his remuneration, from time to time, within the aforesaid limit. The appointee shall not be entitled to any sitting fees for Board / Committee meetings.

The terms and conditions of the said appointment and or agreement are subject to provisions of Sections 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 ("The Act") read with Schedule V to the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 including any statutory modifications or enactments thereof from time to time and may be altered and varied from time to time by the Board/ Committee as it may in its discretion deem fit within the maximum amount of remuneration payable in accordance with the applicable rules and regulations. Further, the remuneration as would be paid to Mr. Bimal Gupta during his tenure would be the minimum remuneration payable to him even if the said remuneration exceeds the stipulated managerial limits in terms of the provisions of Sections 196 and 197 of the Companies Act, 2013 read with Schedule V to the said Act and the excess payment of managerial remuneration, if any, during any financial year will stand waived subject to fulfilment and compliance of other conditions as mentioned under the various provisions of the Act or rules related thereto.

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Accordingly, it is proposed to re-appoint Mr. Bimal Gupta, who has attained the age of 70 Years, as Whole Time Director of the Company, liable to retire by rotation to hold office for a further period of 3 (three) years with effect from 1st April, 2027.

The Board recommends the resolution as set out in the Notice as Item No. 5 for the approval of the Shareholders of the Company as a special resolution.

None of the Directors or Key Managerial Personnel or their relatives, except Mrs. Kumkum Gupta, Mr. Udit Gupta and Mrs. Neha Gupta, Directors of the company alongwith Mr. Bimal Gupta, to whom the resolution relates, and their relatives shall be deemed to be concerned or interested in the proposed resolution as set out at Item No. 5 of the Notice.

The Board recommends the Resolution set forth in Item No. 5 for the approval of the Members.

Information pertaining to Section II in Part II of Schedule V are as follows:

I. General Information

a) Nature of Industry: The Company is presently engaged in the Real Estate Business.

b) Date or expected date of commencement of commercial production: The Company was incorporated on 17th July, 1985 and it commissioned its commercial production in the year 1985.

c) In case of new Companies, expected date of commencement of activities as per project approved by financial Institutions appearing in the prospectus: **Not applicable**

d) Financial performance based on given indicators:

(Rupees in Thousands)

Particulars	**FY 2025-26**
Revenue from operations (Net)	69,512.42
Other income	37,215.31
Total Income	1,06,727.73
Total Expenditure (Before interest and depreciation)	53,414.57
PBDIT	53,313.16
PBDIT%	76.70 %
Profit After Tax	36,137.85

e) Foreign investments or collaborations, if any: NA

II. Information about the appointee:

a) Background details: Mr. Bimal Gupta is a Graduate.
b) Past remuneration: Drawn Rs 43.25 lakhs per annum
c) Recognition or awards: Nil
d) Job profile and suitability: He is entrusted with the management of the whole of the affairs of the Company, subject to the superintendence, control and direction of the Board.

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e) Remuneration proposed: Upto Rs. 9,00,000 per month.
f) 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): His remuneration is in line with that drawn by his peers in Industry.
g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Belongs to Promoter group

III. Other information:

a) Reasons of loss or inadequate profits–Due to the present market condition.
b) Steps taken or proposed to be taken for improvement – The Company is looking forward to various modernisation programmes to improve its profitability.
c) Expected increase in productivity and profits in measurable terms – It will depend upon the market condition.

IV. Disclosures:
Mr. Bimal Gupta holds 3,86,680 shares in the Company.

Place : Kolkata
Dated: 13th August, 2026

By Order of the Board
For Toplight Commercials Ltd.

Registered Office:
7A, Bentinck Street, 1st Floor
Room No. 105, Kolkata- 700001

Ajit Jain
Company Secretary
(Membership No. A61791)

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CIN: L51909WB1985PLC039221

Form No. MGT-11
Proxy Form

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

CIN: L51909WB1985PLC039221
Name of the Company: Toplight Commercials Ltd.
Registered office: 7A, Bentinck Street, 1st Floor, Kolkata – 700001

Name of the member(s):
Registered address:
E-mail Id:
Folio No.:
DP ID:

I/We, being the member(s) of ______________ shares of the above named company, hereby appoint

1. **Name:**____________________________________**,Address:**____,

   E-mail Id:________________________________**,Signature:**______________________________________,
   or failing him/her

2. **Name:**____________________________________**,Address:**____,

   E-mail Id:________________________________**,Signature:**______________________________________,
   or failing him/her

3. **Name:**____________________________________**,Address:**____,

   E-mail Id:________________________________**,Signature:**____________________________________,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 41st Annual General Meeting of the company, to be held on Thursday, the 24th day of September, 2026 at 11:30 A.M. at its Registered Office at 7A, Bentinck Street, 1st Floor, Kolkata – 700001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description
ORDINARY BUSINESS	
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2026, together with the Reports of the Board of Directors ("the Board") and Auditors thereon;
2.	To appoint a Director in place of Mr. Udit Gupta (DIN: 00741483), who retires by rotation and, being eligible, offers himself for re-appointment as Director;
SPECIAL BUSINESS	
3.	Re-appointment of Mr. Udit Gupta as Whole Time Director;
4.	Re-appointment of Mrs. Kumkum Gupta as Whole Time Director;
5.	Re-appointment of Mr. Bimal Gupta as Whole Time Director;

Signed this _____Day of________, 2026

Affix
Revenue Stamp

Signature of Shareholder(s):
Signature of Proxy(s):

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 meeting.

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ATTENDANCE SLIP

Name and Address of the Shareholder:

Folio No.:

No. of Shares:

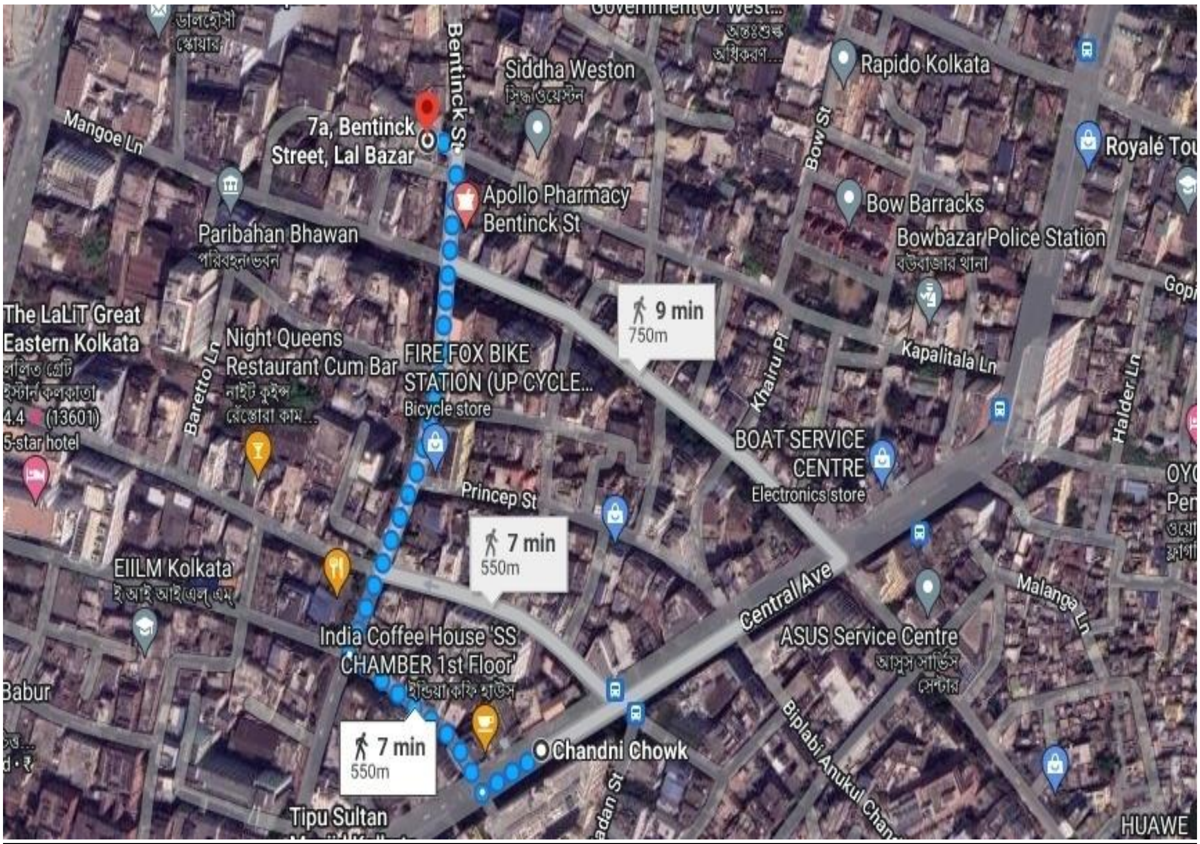
Full Name of the Member/Proxy Attending the Meeting	

I hereby record my presence at the 41st Annual General Meeting of the Company being held at its Registered Office at 7A Bentinck Street, 1st Floor, Kolkata – 700001 on Thursday, the 24th September, 2026 at 11:30 A.M.

SIGNATURE OF THE ATTENDING MEMBER/PROXY

Note: Shareholder/Proxy holder wishing to attend the meeting may please bring the Attendance Slip to the meeting duly signed.

Route Map


Bentinck St
Siddha Weston
Rapido Kolkata
Mangoe Ln
7a, Bentinck Street, Lal Bazar
Apollo Pharmacy Bentinck St
Bow St
Royalé Tou
Bow Barracks
Bowbazar Police Station
Paribahan Bhawan
The LaLiT Great Eastern Kolkata
4.4 (13601)
5-star hotel
9 min
750m
Night Queens Restaurant Cum Bar
FIRE FOX BIKE STATION (UP CYCLE...
Bicycle store
Baretto Ln
Kapalitala Ln
Khairu Pl
Halder Ln
BOAT SERVICE CENTRE
Electronics store
Princep St
7 min
550m
EIILM Kolkata
Central Ave
Malanga Ln
ASUS Service Centre
India Coffee House 'SS CHAMBER 1st Floor'
Babur
7 min
550m
Chandni Chowk
Biplabi Anukul Chan
Tipu Sultan
HUAWE