

NOTICE

NOTICE is hereby given that the 36th Annual General Meeting of the members of M/s. Toplight Commercials Limited will be held on Thursday, 23rd September, 2021 at 11:00 A.M. through Video Conferencing/Other Audio Visual Means (VC/OAVM) 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 year ended March 31, 2021, together with the reports of the Board of Directors and Auditors thereon.

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

To appoint a Director in place of Mrs. Kumkum Gupta (DIN: 00499986), who retires by rotation and, being eligible, offers herself for re-appointment as a Director.

SPECIAL BUSINESS:

Item No 3.-Alteration of Main Object Clause of the Memorandum of Association

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

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any of the Companies Act, 2013, and the rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force, and subject to the confirmation of the Registrar of Companies, Kolkata, and subject to all the applicable laws and regulations, including but not limited to Listing Agreement entered with Stock Exchanges, if any, the approval of the Members be and is hereby granted for alteration of the Object Clause (Clause III A) of the Memorandum of Association of the Company by inserting the following new Clause after the existing Clause no. 1 which read as under:

2. To manage land, building and commercial and other properties/malls, whether belonging to the company or not, and to give, take, lease or sub-lease, let or sublet land, properties, building or a part of the building or properties, flats, office space for commercial, residential and other purposes and to collect rent, maintenance fees/charges, development charges, taxes and income, and to undertake supervisions, alterations, improvements, repairs and maintenance operations and all other incidental works and operations required for the maintenance and management of the assets and property and to supply the tenants and occupiers with power, electricity, internet connections and all types of modern amenities and facilities and other advantages on chargeable basis.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

Item No. 4- Appointment of Mrs. Neha Gupta as Director

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

“RESOLVED THAT Mrs. Neha Gupta (DIN: 09020690) who was appointed as an Additional Director of the Company w.e.f. 18th January, 2021 by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of Section 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and being eligible, offer herself for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member signifying his intention to propose Mrs. Neha Gupta’s candidature for the office of the Director, be and is hereby appointed as a Non-executive, Non Independent Director of the Company, liable to retire by rotation, with effect from the date of this Meeting.”

Item No. 5.-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, 2021 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 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. 6.- 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), as Whole Time Director of the Company, for a period of 3 (three) years with effect from 1st April, 2021 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 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. 7.- 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), as Whole Time Director of the Company, for a period of 3 (three) years with effect from 1st April, 2021 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 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.”

Date: 12th August, 2021

Registered Office:
7A, Bentinck Street, 1st Floor
Room No. 105, Kolkata-700 001

By the Order of the Board
For **Toplight Commercials Ltd.**
Ajit Jain
Company Secretary
Membership No. A61791

NOTES: (Forming part of Notice convening the said 35th Annual General Meeting):

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and circular no. 02/2021 dated 13.1.2021. The forthcoming 36th AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM) from a common venue. Hence, Member can attend and participate in the ensuing AGM and also vote through VC/OAVM without physical presence of the Members at the common venue.
2. In compliance with applicable provisions of the Companies Act, 2013 (“the Act”) read with the MCA Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 36th Annual General Meeting of the Company is being conducted through Video Conferencing (“VC”) (hereinafter referred to as “AGM”). In accordance with the Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April, 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 and 13.1.2021, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This limit will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction of first come first serve mode.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice of AGM along with Annual Report for the financial year, 2020-21 is being sent only through electronic mode to those whose email addresses are registered with the company/depositories. The AGM Notice is disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

8. Members are requested to send in their queries at least ten days in advance to the Company at the Registered Office of the Company to facilitate clarifications during the Annual General meeting.
9. The register of Members and Share transfer books of the company will remain closed from Friday, 17th September, 2021 to Thursday, the 23rd September, 2021 (both days inclusive) for the purpose of AGM.

10. VOTING THROUGH ELECTRONIC MEANS:

THE INTRUCTIONS TO SHAREHOLDERS FOR REMOTEE-VOTING AND E-VOTING DURING AGM THROUGH VC/OAVMARE AS UNDER:

- I. The voting period begins on Monday, 20th September, 2021 at 9 AM and ends on Wednesday, 22nd September, 2021 at 5 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the voting cut-off date of Thursday, 16th September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- III. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 and circular dated 15.01.2021 under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided by the authorities to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- IV. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 URL for users to login to Easi / Easiest are :://web.cdslindia.com/myeasi/home/login or visit cdslindia.com and click on Login icon and select New System My easi.</p> <p>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 evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting his/her 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers" website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 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.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under „IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the</p>

	following URL: 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 User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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 022- 23058738 and 22-23058542-43.
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 toll free no.: 18001020 990 and 1800 22 44 30

- V. Login method for e-Voting and joining virtual annual general meeting 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” module.
 - 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 other than individual 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 sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- VI. After entering these details appropriately, click on "SUBMIT" tab.
- VII. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- VIII. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- IX. Click on the EVSN for Toplight Commercials Limited on which you want to vote.
- X. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XI. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XII. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- XIII. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XIV. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- XV. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XVI. Facility for Non - Individual Shareholders and Custodians -Remote Voting

- 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 in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details 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; toplighkol@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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM are same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at toplighkol@gmail.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. Due to limitations of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Speaker Session, hence shareholders are encouraged to send their questions etc. 10 days in advance prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at toplighkol@gmail.com.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 Company/RTA email id.
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 & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

4. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the voting eligibility cut-off date of 16th September, 2021. A person who is not a member as on cut-off date should treat this notice for information purpose only.
5. The Company is sending through email, the AGM Notice and the Annual Report to the shareholders whose name is recorded as on 30.08.2021, (cut off date for dispatch) in the Register of Members or in the Register of Beneficial Owners maintained by the depositories.
6. The shareholders shall have one vote per equity share held by them as on the voting eligibility cut-off date of 16th September, 2021. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

7. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the voting eligibility cut-off date of 16th September, 2021 for this purpose and not casting their vote electronically, may only cast their vote at the Annual General Meeting through the E-voting facility provided specifically for the AGM as per procedure outlined in this notice.
8. Investors who become members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the voting eligibility cut-off date i.e. 16.09.2021 are requested to send the written / email communication to the Company's RTA at nichetechpl@nichetechpl.com by mentioning their Folio No. / DPID and Client ID to obtain the Login-ID and Password for e-voting. The RTA will do their best to accommodate and execute such requests so that the Shareholder can participate in the e-voting which commences on Monday, the 20th September, 2021 (09:00 AM) and ends on Wednesday, 22nd September, 2021 (05:00 PM). Mr. S. K. Patnaik, Company Secretary, having Certificate of Practice Number 7117; skpatnaikassociates@gmail.com) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting/polling at the AGM in a fair and transparent manner. The Scrutinizer will submit his consolidated Report after the conclusion of AGM on the total votes cast in favour or against the resolutions, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the results of the voting on the day of AGM or the next day of the AGM after it is concluded or within such time as specified under the Companies Act, 2013 after also taking into account the E-votes cast on the resolutions by the members who participate in the AGM through VC and/or OAVM mode.
9. The result will also be communicated to CSE Ltd. within 48 hours of the conclusion of the AGM or such time as permitted under the law.
10. **Annexure to Item No. 2, 4, 5, 6 and 7 of the ordinary business of this Notice:-**

A brief resume of the Directors retiring by rotation, seeking re-appointment /appointment at the forthcoming Annual General Meeting is as under :-

Name of the Director	Udit Gupta
Date of Birth	04/12/1982
Date of Appointment/ Re-appointment	01/04/2021
Qualification	Post Graduate (M.B.A)
Expertise in Specific Functional areas	Vast Experience in Real Estate Business
Directorship held in listed Companies	1
Committee Membership in other Listed Companies	NIL
Shareholding in the Company	4,80,450

Name of the Director	Kumkum Gupta
Date of Birth	25/02/1952
Date of Appointment/ Re-appointment	01/04/2021
Qualification	Graduate
Expertise in Specific Functional areas	Vast Experience in Real Estate Business
Directorship held in listed Companies	1
Committee Membership in other Listed Companies	NIL
Shareholding in the Company	5,06,350

Name of the Director	Bimal Gupta
Date of Birth	24/06/1951
Date of Appointment / Re-appointment	01/04/2021
Qualification	Graduate
Expertise in Specific Functional areas	Vast Experience in Real Estate Business
Directorship held in listed Companies	1
Committee Membership in other Listed Companies	NIL
Shareholding in the Company	9,440

Name of the Director	Neha Gupta
Date of Birth	06/07/1984
Date of Appointment/ Re-appointment	18/01/2021
Qualification	Graduate
Expertise in Specific Functional areas	Vast Experience in Administration
Directorship held in listed Companies	1
Committee Membership in other Listed Companies	NIL
Shareholding in the Company	NIL

11. All documents referred to in the accompanying Notice are open for inspection only through electronic mode on all working days before the date of Annual General Meeting.

Date: 12th August, 2021

Registered Office:
7A, Bentinck Street, 1st Floor
Room No. 105, Kolkata-700 001

By the Order of the Board
For **Toplight Commercials Ltd.**
Ajit Jain
Company Secretary
Membership No. A61791

ANNEXURE TO NOTICE

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

Item No. 3

Your company is engaged in the business of management of real estate and property business and the revenues are also generated from the said business. In view of the same, the Board of Directors of the company have decided to alter the main object clause of the company to include the said object in the Memorandum of Association as its main object.

The alteration to the main object clause of the Memorandum of Association can be done only with the consent of the shareholders by way of passing a special resolution in terms of Section 13 of the Companies Act, 2013. Hence, shareholder's approval is sought under the said section for alteration of the main object clause of the company.

The Board recommends the resolution as set out in the notice for approval of the shareholders as a Special Resolution.

None of the directors of the company or their relatives are interested in the proposed resolution except to the extent of their shareholding, if any, in the company.

Item No. 4:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors ('Board'), appointed Mrs. Neha Gupta as an Additional (Non-Executive, Non-Independent) Director of the Company, effective 18th January, 2021. Pursuant to the provisions of Section 161 of the Act and Article 121 of the Articles of Association of the Company, Mrs. Neha Gupta will hold office up to the date of the ensuing Annual General Meeting ('AGM') and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member, proposing the candidature of Mrs. Neha Gupta for the office of Director. Mrs. Neha Gupta, once appointed will be liable to retire by rotation and will be subject to the Company's Policy on Retirement of Directors.

The Company has received from Mrs. Neha Gupta (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act and (iii) Declaration that she has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

The profile and specific areas of expertise of Mrs. Neha Gupta are provided as annexure to this Notice. None of the Directors or Key Managerial Personnel or their relatives, except Mr. Bimal Gupta, Mrs. Kumkum Gupta and Mr. Udit Gupta, Directors of the company along with Mrs. Neha 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.

The Board recommends the Resolution set forth in Item No. 4 for the approval of the Members.

Item No. 05:

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, along with other terms & conditions of appointment, including payment of remuneration. His current term of appointment as the whole Time Director of the Company expired on 31.03.2021. 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. 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, 2021.

Remuneration: Mr. Udit Gupta shall be paid a salary not exceeding Rs. 5,00,000/- (Rupees Five 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. 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 1st April, 2021.

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 Mr. Bimal Gupta, Mrs. Kumkum Gupta and Mrs. Neha Gupta, Directors of the company alongwith 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. 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:

Particulars	FY 2020-21
Revenue from operations (Net)	9,41,54,856
Other income	3,17,82,625
Sub-total	12,59,37,481
Total Expenditure (Before interest and depreciation)	6,82,19,353
PBDIT	5,77,18,128
PBDIT%	61.30%
Profit After Tax	3,27,09,970

II. Information about the appointee:

- a) Background details: Mr. Udit Gupta is a Post Graduate (M.B.A.)
- b) Past remuneration: Rs. 12,12,000 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: Rs. 5,00,000/- 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. Udit Gupta holds 4,80,450 shares in the Company.

Item No. 06:

The Shareholders of the Company at the 27th Annual General Meeting held on 31st August, 2012 had approved the appointment of Mrs. Kumkum Gupta as a Whole Time Director for a period of 3 years effective 1st April 2012, along with other terms & conditions of appointment, including payment of remuneration. Her current term of appointment as the Whole Time Director of the Company expired on 31.03.2021. Based on the performance evaluation of Mrs. Kumkum Gupta, 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 would be beneficial to the Company. 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, 2021.

Remuneration: Mrs. Kumkum Gupta shall be paid a salary not exceeding Rs. 5,00,000/- (Rupees Five 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 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 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, 2021.

The Board recommends the resolution as set out in the Notice as Item No. 6 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, 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. 6 of the Notice.

The Board recommends the Resolution set forth in Item No. 6 for the approval of the Members.

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

I. General Information

e) Nature of Industry

The Company is presently engaged in the real estate business.

f) Date or expected date of commencement of commercial production:

The Company was incorporated on 17th July, 1985. It commissioned its commercial production in the year 1985.

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

h) Financial performance based on given indicators:

Particulars	FY 2020-21
Revenue from operations (Net)	9,41,54,856
Other income	3,17,82,625
Sub-total	12,59,37,481
Total Expenditure (Before interest and depreciation)	6,82,19,353
PBDIT	5,77,18,128
PBDIT %	61.30%
Profit After Tax	3,27,09,970

II. Information about the appointee:

- d) Background details: Mrs. Kumkum Gupta is a Graduate.
- e) Past remuneration: Rs. 12,12,000 per annum as on 31st March, 2021.
- f) Recognition or awards: Nil
- g) 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.
- h) Remuneration proposed: As set out in Item No. 6 of the Notice of the Annual General Meeting.
- i) 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 his peers in Industry.
- j) 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:

Mrs. Kumkum Gupta holds 5,06,350 shares in the Company.

Item No. 07:

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, along with other terms & conditions of appointment, including payment of remuneration. His current term of appointment as the Whole Time Director of the Company expired on 31.03.2021. 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, 2021.

Remuneration: Mr. Bimal Gupta shall be paid a salary not exceeding Rs. 5,00,000/- (Rupees Five 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.

Accordingly, it is proposed to re-appoint Mr. Bimal 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 1st April, 2021.

The Board recommends the resolution as set out in the Notice as Item No. 7 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. 7 of the Notice.

The Board recommends the Resolution set forth in Item No. 7 for the approval of the Members.

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

I. General Information

i) Nature of Industry

The Company is presently engaged in real state business.

j) Date or expected date of commencement of commercial production:

The Company was incorporated on 17th July, 1985. It commissioned its commercial production in the year 1985.

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

l) Financial performance based on given indicators:

Particulars	FY 2020-21
Revenue from operations (Net)	9,41,54,856
Other income	3,17,82,625
Sub-total	12,59,37,481
Total Expenditure (Before interest and depreciation)	6,82,19,353
PBDIT	5,77,18,128
PBDIT %	61.30%
Profit After Tax	3,27,09,970

II. Information about the appointee:

- a) Background details: Mr. Bimal Gupta is a Graduate.
- b) Past remuneration: Rs. 12,12,000 PA as on 31st March, 2021.
- 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: As set out in Item No. 7 of the Notice of the Annual General Meeting.
- 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 9,440 shares in the Company.

Date: 12th August, 2021

Registered Office:
7A, Bentinck Street, 1st Floor
Room No. 105, Kolkata-700 001

By the Order of the Board
For **Toplight Commercials Ltd.**
Ajit Jain
Company Secretary
Membership No.: A61791