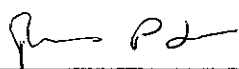
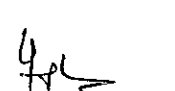

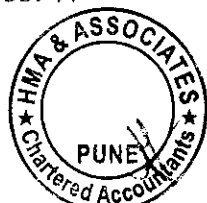


**WHITEHALL COMMERCIAL  
COMPANY LIMITED**

**ANNUAL REPORT**

**2014-2015**

## FORM A

1.	Name of the company	White Hall Commercial Company Limited
2.	Annual financial statements for the year ended	31 <sup>st</sup> March, 2015
3.	Type of Audit Observation	Un- qualified
4.	Frequency of Observation	Not Applicable
5.	Signatures	<p>For White Hall Commercial Company Limited</p> <p> Rohit Shah Whole time Director</p> <p> Yogesh Kapadia Audit Committee Chairman</p> <p>For HMA &amp; Associates Chartered Accountants Firm Registration No.: 100537W</p> <p> Anand Joshi Partner Membership No.: 113805</p> 

Date: 27/05/2015

Place: Mumbai

# WHITE HALL COMMERCIAL COMPANY LTD.

REGD. OFFICE : Office No. 1, 1st Floor, Rangbhavan (Patel House), M. G. Cross Road,  
Near Bank of Baroda, Vile Parle (East), Mumbai - 400057.

CIN: L51900MH1985PLC035669

Email : [sofotel@yahoo.com](mailto:sofotel@yahoo.com)

Tel : 022-26191266

Fax : 022-26191269

## NOTICE

**NOTICE** is hereby given that the 29<sup>th</sup> Annual General Meeting of the Members of **WHITE HALL COMMERCIAL COMPANY LIMITED** will be held at the Registered Office of the Company at No.1, First Floor, Rangbhavan, M G Cross Road, Near Bank of Baroda, Vile Parle (E), Mumbai – 400 057 on 30th September, 2015 at 2.00 P.M. to transact the following business:

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### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and the statement of Profit and Loss Account and Cash Flow Statement for the year ended on that date along with the Reports of Directors' and Auditors' thereon
2. To appoint a Director in place of Mr. Rohit Shah (DIN: 00217271), who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to provision of Section 139(2) and other applicable provisions, if any of the Companies Act, 2013 and rules, circulars, notifications made/ issued thereunder, including any amendment, modification, variation or re-enactment thereof, M/s. HMA & Associates, Chartered Accountants having Firm Registration No. 100537W, be and are hereby appointed as Statutory Auditors of the Company for the period of 5 years commencing from the conclusion of this Annual General Meeting until the conclusion of the 34<sup>th</sup> Annual General Meeting; subject to ratification of such re-appointment by shareholders in each subsequent Annual General Meeting and on such other terms and conditions as may be fixed by the Board of Directors."

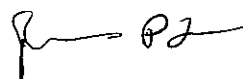
### SPECIAL BUSINESS:

4. 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 Sections 196, 197, 203 and any other applicable provisions 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), read with Schedule V to the Companies Act, 2013 and subject to the approval of the Central Government, if any, Mr. Rohit Shah (DIN: 00217271) be and is hereby appointed as the Whole time Director of the Company for a period of three years w.e.f. 12<sup>th</sup> February, 2015 recommended by the Nomination and Remuneration Committee with further liberty to the Board of Directors of the Company to alter and vary the said terms and conditions, without further reference to the shareholders of the

Company, in such manner as may be agreed to between the Board of Directors and Mr. Rohit Shah; subject to the provisions of Schedule V of the Companies Act, 2013 and that the said Whole time Director shall not be entitled to receive any remuneration during his tenure for holding the said office and shall be liable to retire by rotation.”

**For and on behalf of the Board**



**Rohit Shah**  
**Director**  
**DIN: 00217271**

**Place: Mumbai**  
**Date: 11<sup>th</sup> August, 2015**

**Registered Office:**  
No.1, First Floor, Rangbhavan,  
M. G. Cross Road,  
Near Bank of Baroda,  
Vile Parle (E),  
Mumbai – 400 057

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND, AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, if any, in order to be effective, must be received at the Company's Registered Office not later than 48 (Forty Eight) hours before the time fixed for holding the meeting. Proxies submitted on behalf of the companies, etc, must be supported by appropriate resolution/authority, as applicable. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of notice in writing is given to the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.

5. Any member proposing to seek any clarification on the accounts is requested to send the queries to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
6. The route map for the venue of the Annual General Meeting is attached herewith for your reference.
7. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
8. The Register of the Members and the Share Transfer Books of the Company will remain closed from Wednesday, 23rd September, 2015 to Wednesday, 30<sup>th</sup> September, 2015 (Both days inclusive).
9. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, for Special Business, setting out all material facts and the statement of particulars of Directors seeking appointment/re-appointment is annexed hereto. The Directors have furnished the requisite consents / declarations for their appointment / reappointment.
10. Members are requested to bring their copy of Annual Report and attendance slip to the meeting.
11. The Annual Accounts of the Subsidiary Companies shall be available at the Registered Office of the Company for inspection by any shareholder.
12. Hard copy of the details of accounts of subsidiaries required by any shareholders can be obtained with a written request to the Directors of the Company at the Registered Office of the Company.
13. Relevant documents referred to in the accompanying Notice and the Statement, are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
14. Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email addresses and changes therein, from time to time, with Company's Registrar and Transfer Agent in respect of shares held in physical form. Shareholders holding shares in physical form can send their email address for registration to [sofotel@yahoo.com](mailto:sofotel@yahoo.com) uoting the Folio Number and Name of the Company.
15. The company is providing facility for voting by electronic means and the business may be transacted through e voting.
16. The facility for voting through ballot or polling paper shall be made available at the meeting and the members attending the meeting who have not already cast their votes by remote evoting shall be able to exercise their right at the meeting.

**THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:**

The voting period begins on **Sunday, 27<sup>th</sup> September, 2015 at 10.00 am** and ends on **Tuesday, 29<sup>th</sup> September, 2015 at 5.00 pm**. During this period, shareholders' of the Company, holding shares as on the cut-off date of **Wednesday, 23<sup>rd</sup> September, 2015**, may cast their vote electronically. The-voting module shall be disabled by NSDL for voting thereafter.

**Voting through electronic means**

- 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 Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

NOTE: The Facility for Voting shall be decided by the company i.e. "remote e-voting" or "Ballot Paper" or "Poling Paper"

- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 27<sup>th</sup> September, 2015 (10:00 am) and ends on 29<sup>th</sup> September, 2015 (5:00 pm). During this period members' of the Company, holding shares as on the cut-off date of 23<sup>rd</sup> September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL:  
<https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login

- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "White Hall Commercial Company Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [digant004@yahoo.com](mailto:digant004@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

<u><b>EVEN (Remote e-voting Event Number)</b></u>	<u><b>USER ID</b></u>	<u><b>PASSWORD/PIN</b></u>
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23<sup>th</sup> September, 2015.

NOTE: The cut-off date shall not be earlier than 7 days before the date of general meeting

- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23<sup>rd</sup> September, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Digant K. Mehta, Chartered Accountant (Membership No. 42536) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

NOTE: The Facility for Voting shall be decided by the company i.e. "remote e-voting" or "Ballot Paper" or "Poling Paper"

- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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 cut-off date (record date) of Wednesday, 23<sup>rd</sup> September, 2015

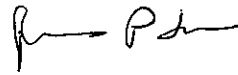


Mr. Digant K. Mehta, Chartered Accountant has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared on or after the conclusion of the Annual General Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the website of NSDL. The said results will also be communicated to the Stock Exchanges on which the Company's equity shares are listed.

**For and on behalf of the Board**



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**Rohit Shah**  
**Director**  
**DIN: 00217271**

**Place: Mumbai**  
**Date: 11<sup>th</sup> August, 2015**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2014:**

**Item no. 4:**

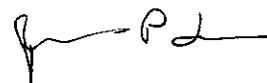
Pursuant to the provisions of section 203 of the Companies Act, 2013 read with applicable rule, the Company is required to appoint a Whole time Director. The Board of Directors of the Company as per the recommendation of Nomination and Remuneration Committee approved the appointment of Mr. Rohit Shah, Director of the Company as a Whole-Time Director pursuant to the provisions of Section 203, 196, 197 read with schedule V and other applicable provisions, for a period of three years, subject to approval of shareholders at the ensuing Annual General Meeting. The Company has received the consent of Mr. Rohit Shah to act as a Whole time Director.

The Profile of Mr. Rohit P. Shah is given in the Annexure to this notice. The Board considers that his indepth experience in the field of Sub-Broker in Stock Market of more than 20 years long and long association with the Company of more than 25 years would be of immense benefit to the Company. Accordingly the Board of Directors recommends his appointment as a Whole-time Director of the Company; whose period of office is liable to determination by retirement of directors by rotation. During his tenure as Whole time Director, he shall not be entitle to receive any remuneration.

Mr. Rohit Shah may be deemed to be concerned or interested, financially or otherwise, to the extent of his shareholding in respect of his appointment as Whole-time Director.

None of the other Directors of the Company/their relative(s) is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the Notice.

**For and on behalf of the Board**



**Rohit Shah**  
**Director**  
**DIN: 00217271**

**Place: Mumbai**  
**Date: 11<sup>th</sup> August, 2015**