

**WHITEHALL COMMERCIAL
COMPANY LIMITED**

ANNUAL REPORT

2017-2018

WHITE HALL COMMERCIAL COMPANY LIMITED

Regd. Office : Flat No.502, 5th Floor, Sterling Heritage, Plot No. 388, Sankara Mattam Road,
Matunga (C.R.), MUMBAI - 400 019.
CIN No. L51900MH1985PLC035669, Email : whitehall@yahoo.com Tel.: 022-22020876, Fax : 022-22020359

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of WHITE HALL COMMERCIAL COMPANY LIMITED will be held at the Registered Office of the Company at Flat No.502, 5th Floor, Sterling Heritage, Plot No.388, Sankara Mattam Road, Matunga (C.R.), MUMBAI - 400 019 on Friday, September 28th, 2018 at 3.00 p.m. to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2018 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 Prabhudas Shah (DIN: 00217271), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. To regularise appointment of Mrs. Rashmi Deepak Desai (DIN: 07854787) as a Director,

To consider and, if thought fit, to pass with or without modification(s), the following as an "ORDINARY RESOLUTION":

"RESOLVED THAT pursuant to Section 160, 161 of the Companies Act, 2013 and any other applicable provisions if any, Mrs. Rashmi Deepak Desai, who was appointed as an additional director on 29th September, 2017 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary, be and are hereby severally authorised to file relevant forms with the Registrar of Companies, Maharashtra, and to do such other acts, deeds and things as maybe considered necessary in connection with the above appointment."

For and on behalf of the Board

Place: Mumbai
Date : September 4th, 2018.

Registered Office:
Flat No.502, 5th Floor, Sterling Heritage,
Plot No.388, Sankara Mattam Road,
Matunga (C.R.), Mumbai - 400 019



Shruti S. Kulkarni
SHRUTI S. KULKARNI
COMPANY SECRETARY
ACS No. 24740

NOTES:

1. A Member entitled to Attend and Vote at the Meeting is also entitled to appoint Proxy/Proxies to attend, and on a poll, to vote instead of himself/herself and such Proxy/Proxies 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 duly completed and signed, 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 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. Members are requested to bring their copy of Annual Report and attendance slip to the meeting. Members are requested to hand over the Attendance Slip, duly filled in and signed in accordance with their specimen signature(s) registered with the Company for admission to the AGM hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.

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9. 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.
10. 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 whitehall@yahoo.com writing the Folio Number and Name of the Company.
11. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Company for the Financial Year 2017-18 are being sent by e-mail to those Members who have registered their e-mail address with the Company and/ or its Registrar and Share Transfer Agent (in respect of shares held in physical form) or with their Depository Participants (DPs) (in respect of shares held in electronic form) and made available to the Company by NSDL. For Members who have not registered their e-mail address, physical copies of the Notice and the Annual Report for 2017-18 is being sent through the permitted mode.
12. The company is providing facility for voting by electronic means and the business may be transacted through e-voting.
13. 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 e-voting shall be able to exercise their right at the meeting.

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THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

The voting period begins on Tuesday, September 25th, 2018 at 9.00 am and ends on Thursday, September 27th, 2018 at 5.00 pm. During this period, shareholders' of the Company, holding shares as on the cut-off date of September 20th, 2018, may cast their vote electronically. The voting module shall be disabled by NSDL for voting thereafter.

In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or physical Ballot, the said resolutions will not be decided on a show of hands at the AGM. The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. September 20th, 2018.

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 substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standards on General Meetings (SS-2) issued by the Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 32nd 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 "Polling 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. A person who is not a member as on the cut-off date should treat this Notice for information purpose only
- V. The remote e-voting period begins on Tuesday, September 25th, 2018 at 9.00 am and ends on Thursday, September 27th, 2018 at 5.00 pm. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 20th, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by

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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.

VI. 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 "EVSN" 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 the Power of Attorney (POA) which they have issued in favour of the Custodian and the attested specimen signature of the duly authorized signatory(ies) who

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are authorized to vote, to the Scrutinizer through e-mail to (digant@digant.com) with a copy marked to 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>EVSN (Remote e-voting Event Number)</u>	<u>USER ID</u>
<u>PASSWORD/PIN</u>	

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VII. 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 or call on toll free no.: 1800-222-990.

VIII. 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.

IX. 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).

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. September 20th, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on 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

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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 "Polling 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 "Polling 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.
- XVI. 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 the Company and NSDL. The said results will also be communicated to the Stock Exchanges on which the Company's equity shares are listed.

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

Item No.3

The Board in its meeting held on 29th September, 2017, appointed Mrs. Rashmi Deepak Desai as an Additional Director pursuant to Section 161 of the Companies Act, 2013 with immediate effect, which will hold office up to the date of this Annual General Meeting.

The Company has received her consent in writing to act as Director in Form DIR- 2 and intimation in Form DIR- 8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Board considers that Mrs. Rashmi Deepak Desai association would be of immense benefit to the Company and it is desirable to avail her services as a Director.

The Members are requested to consider the appointment of Mrs. Rashmi Deepak Desai as the Director of the Company and pass the proposed resolution as an ordinary resolution.

Except Mrs. Rashmi Deepak Desai, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3

For and on behalf of the Board



SHRUTI S. KULKARNI
COMPANY SECRETARY
ACS No. 24740

Place: Mumbai

Date : September 4th , 2018.

Registered Office:

Flat No.502, 5th Floor, Sterling Heritage,
Plot No.388, Sankara Mattam Road,
Matunga (C.R.), Mumbai – 400 019.

DETAILS OF DIRECTOR PROPOSED FOR APPOINTMENT/ RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

I. Name: Mr. Rohit Prabhudas Shah

Date of Birth	11 th November, 1958
Age	60 Years.
Date of appointment on the Board	16 th April, 1990
Qualification	B.E. Civil
Expertise in specific functional areas	Shares (sub-broker)
Terms and conditions of appointment	Mr. Rohit Prabhudas Shah is an executive director of the Company and liable to retire by rotation.
Remuneration sought to be paid	--
Remuneration last drawn	--
Brief Biography	Mr. Rohit Prabhudas Shah is an executive director of the Company and liable to retire by rotation.
List of other Companies in which he holds Directorship as on 31/03/2018	1. Mahadhan Investments And Finance Private Limited 2. Hightide Investments Private Limited 3. Robust Marketing Services Private Limited 4. Blackhill Investments Private Limited 5. Vittakshem Insurance And Financial Services Private Limited 6. Pristine Property Management Privatelimited 7. Signassure Services (India) Limited 8. Priyank Mercantile Limited 9. Sandhya Commercial Ltd
Chairperson/ member of Committees of the Board of the other companies in which he is a Director (as on 31/03/2018)	Nil
No. of Meetings attended during F.Y.: 2017-18	8 Meetings.
Relationship with other Director/s, Manager and Key Managerial Personnel	---
Equity Shares held in the Company (as on 31/03/2018)	76,050 shares

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