

**WHITEHALL COMMERCIAL  
COMPANY LIMITED**

**ANNUAL REPORT**

**2018-2019**

## NOTICE

NOTICE is hereby given that the 33<sup>rd</sup> (Thirty Third) Annual General Meeting of the Members of **WHITE HALL COMMERCIAL COMPANY LIMITED** will be held on Monday, September 30<sup>th</sup>, 2019 at 3.00 p.m. at the Registered Office of the Company at Flat No.502, 5<sup>th</sup> Floor, Sterling Heritage, Plot No.388, Sankara Mattam Road, Matunga (C.R.), MUMBAI - 400 019 to transact the following business :

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2019 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 Mrs. Rashmi Deepak Desai (DIN: 07854787), who retires by rotation and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and Regulations of the Securities and Exchange Board of India [SEBI] (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Suresh Argade (DIN:07945594), Independent Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for first term of 5 consecutive years commencing from 5<sup>th</sup> September, 2019 and ending on 31<sup>st</sup> March, 2024.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Suresh Argade be paid such fees and remuneration as the Board may approve from time to time and subject to such limits as may be prescribed.


RESOLVED FURTHER THAT any one of the director and Company Secretary of the Company be and are hereby severally authorised to do all necessary acts and deeds to give effect to the resolution."

Place: Mumbai  
Date: September 5<sup>th</sup>, 2019

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



For and on behalf of the Board

  
**SHRUTI S. KULKARNI**  
COMPANY SECRETARY  
ACS No. 24740

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, SHOULD BE COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

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.

2. 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.
3. 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.
4. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. The route map for the venue of the Annual General Meeting is attached herewith for your reference.
6. 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.
7. 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.

8. 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.
9. 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 i.e. M/s 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](mailto:whitehall@yahoo.com) writing the Folio Number and Name of the Company.
10. 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 2018-19 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 2018-19 is being sent through the permitted mode.
11. The company is providing facility for voting by electronic means and the business may be transacted through e-voting.
12. 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.

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

The voting period begins on Friday, September 27<sup>th</sup>, 2019 at 9.00 am and ends on Sunday, September 29<sup>th</sup>, 2019 at 5.00 pm. During this period, shareholders of the Company, holding shares as on the cut-off date of Friday, September 20<sup>th</sup>, 2019, 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 20<sup>th</sup>, 2019.

**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 33<sup>rd</sup> 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 Friday, September 27<sup>th</sup>, 2019 at 9.00 am and ends on Sunday, September 29<sup>th</sup>, 2019 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 20, 2019, 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.
- 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 Participant(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 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>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](http://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. Friday, September 20<sup>th</sup>, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [Issuer/RTA](mailto: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. Pratik M. Shah Company Secretary (Membership No. FCS 7431) (CP No. 7401) 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 "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.

For and on behalf of the Board

Place: Mumbai  
Date : September 5<sup>th</sup> , 2019.

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



  
SHRUTI S. KULKARNI  
COMPANY SECRETARY  
ACS No. 24740

**ANNEXURE TO NOTICE**  
**Explanatory Statement in respect of the Special business pursuant to**  
**Section 102 of the Companies Act, 2013.**

**Item No. 3:**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 5<sup>th</sup> September, 2019 approved and recommended the appointment of Mr. Suresh Argade (DIN:07945594), non-executive director, as an Independent Director of the Company for a first term of 5 consecutive years commencing from 5<sup>th</sup> September, 2019 and ending on 31<sup>st</sup> March, 2024.

Mr. Suresh Argade has submitted the Declaration of Independence, as required pursuant to Section 149(6) of the Companies Act, 2013 stating that he meets the criteria of independence as provided in Section 149(6) and Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Argade has also informed that he is not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

The Company has received a notice in writing pursuant to provision of Section-160 of the Act and the rules made thereunder, regarding candidature of Mr. Suresh Argade for the office of Independent Director, not liable to retire by rotation, under Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Argade fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Mr. Argade is independent of the management

The Board is also of the opinion that Mr. Argade possesses requisite skills, experience and knowledge relevant to the Company's business and it would be in the interest of the Company to have his association as an Independent Director.

Mr. Argade is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013, appointment of an Independent Director for the first term requires approval of members by way of an ordinary resolution.

Copy of the draft letter of appointment as an Independent Director setting out the terms and conditions are available for inspection by Members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days of the Company upto and including the day of the meeting.

The Board of Directors recommends Ordinary Resolution set out at Item No. 3 for approval by the Members of the Company.

None of the Directors or the Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the aforesaid resolution, except the appointee Director and his relatives.



**Details of Directors seeking appointment / re-appointment at the Annual General Meeting**  
**[In pursuance of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements)**  
**Regulations, 2015]**

Name of Director	<b>Mrs. Rashmi Deepak Desai</b>	<b>Mr. Suresh Argade</b>
DIN	07854787	07945594
Date of Birth	17 <sup>th</sup> December, 1957	16 <sup>th</sup> August, 1967
Age	61 Years	52 Years
Date of appointment on the Board	29 <sup>th</sup> September, 2017	
Qualification	B. Com.	B. Com.
Expertise in specific functional areas	Retired Banker	Accounts
Terms and conditions of appointment	Mrs. Rashmi Deepak Desai is a non-executive director of the Company and liable to retire by rotation.	Mr. Suresh Argade is a non-executive Independent director of the Company.
Remuneration sought to be paid	Nil	Nil
Remuneration last drawn	Nil	Nil
Brief Biography	Mrs. Rashmi Deepak Desai is a non-executive director of the Company.	Mr. Suresh Argade is a non-executive Independent director of the Company.
List of other Companies in which she holds Directorship as on 31/03/2019	1. Vision Management Services Pvt. Ltd.	Nil
Chairperson/ member of Committees of the Board of the other companies in which she is a Director (as on 31/03/2019)	Nil	Nil
No. of Meetings attended during F.Y.: 2018-19	9	---
Relationship with other Director/s, Manager and Key Managerial Personnel	---	---
Equity Shares held in the Company (as on 31/03/2019)	100 Equity Shares	100 Equity Shares

### Route Map

