

**WHITEHALL COMMERCIAL  
COMPANY LIMITED**

**ANNUAL REPORT**

**2020-2021**

## NOTICE

NOTICE is hereby given that the 35<sup>th</sup> (Thirty Fifth) Annual General Meeting of the Equity Shareholders (Members) of WHITEHALL COMMERCIAL COMPANY LIMITED will be held on Thursday, September 30<sup>th</sup>, 2021 at 3.00 p.m at the Registered office of the Company located at Flat No. O-402, 4<sup>th</sup> Floor Plot No.389, Palai Ratan House, Sankara Mattham Road, Kings Circle, Matunga, Mumbai-400019 ,Maharashtra, 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 2021 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 D. Desai (DIN: 07854787), who retires by rotation and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS:

3. **Borrowing of monies for the purpose of the business of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, rules made thereunder (including any statutory modification or re-enactment thereof) and other applicable provisions, if any, the approval of the members be and is hereby accorded to borrow money from time to time, any sum or sums of money(ies) which together with monies already borrowed by the Company apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business, exceeding the aggregate of paid-up share capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakhs Only)


**RESOLVED FURTHER THAT** the Board be and is hereby authorised and empowered to delegate the power to borrow, arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to this resolution, including execution of all such documents, instruments and writings, as may be required."



Place: Mumbai  
Date: September 7<sup>th</sup>, 2021

Registered Office:  
Flat No. O-402, 4<sup>th</sup> Floor Plot No.389,  
Palai Ratan House, Sankara Mattham Road,  
Kings Circle, Matunga, Mumbai-400019

For and on behalf of the Board

  
SHRUTI S. KULKARNI  
COMPANY SECRETARY  
ACS NO.24740

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**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. Bigshare Services Pvt Ltd. 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 2020-21 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 CDSL. For Members who have not registered their e-mail address, physical copies of the Notice and the Annual Report for 2020-21 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.



VI. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from CDSL [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.evotingindia.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 [cspratikmshah@gmail.com](mailto:cspratikmshah@gmail.com) with a copy marked to [helpdesk.evoting@cdsl.com](mailto:helpdesk.evoting@cdsl.com).

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:

EVSN (Remote e-voting Event Number)      USER ID  
PASSWORD/PIN

- (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.evotingindia.com](http://www.evotingindia.com) or call on toll free no.: 1800-225-533.
- VIII. If you are already registered with CDSL 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. Thursday, September 23<sup>rd</sup>, 2021, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdsl.com](mailto:helpdesk.evoting@cdsl.com) or [Issuer/RTA](#).
- However, if you are already registered with CDSL 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.evotingindia.com](http://www.evotingindia.com) or contact CDSL at the following toll free no.: 1800-225-533.
- 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 CDSL. The said results will also be communicated to the Stock Exchanges on which the Company's equity shares are listed.

Place: Mumbai  
Date : September 7<sup>th</sup>, 2021.

Registered Office:  
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Kings Circle, Matunga, Mumbai-400019

For and on behalf of the Board



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.**

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

**Item No. 3**

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, Members of the Company had, at the Thirty Fourth Annual General Meeting of the Company held on September 30, 2020, authorized the Board of Directors of the Company to borrow from time to time, any sum(s) of monies, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs.50,00,000/- (Rupees Fifty Lakhs only). Considering the business requirements slowdown of economic activities, the said fund requirement is crucial to strengthen your Company's upcoming business operations and growth plans. This is also required to ensure adequate liquidity in the uncertain times. Keeping the same in view, it is proposed to increase the overall borrowing limits of the Company under the provisions of Section 180(1)(c) of shareholders of the Company at their Thirty Fifth Annual General Meeting.

Accordingly, the Board of Directors of the Company proposes to seek approval of shareholders by way of special resolution to authorize the Board to enhance the borrowing limits of the Company upto Rs.1,50,00,000/- (Rupees One Crore Fifty Lakhs only) in such form, manner and ranking as may be determined by the Board of Directors from time to time, in consultation with the lender(s).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 3 of the Notice.

For and on behalf of the Board



SHRUTI S. KULKARNI  
COMPANY SECRETARY  
ACS No. 24740

Place: Mumbai  
Date : September 7<sup>th</sup>, 2021.

Registered Office:  
Flat No. O-402, 4<sup>th</sup> Floor Plot No.389,  
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## Route Map



**WHITEHALL COMMERCIAL COMPANY LIMITED**  
Regd. Office: Flat No. O-402, 4<sup>th</sup> Floor Plot No.389, Palai Ratan House, Sankara Mattham Road,  
Kings Circle, Matunga, Mumbai-400019  
CIN: L51900MH1985PLC035669

**FORM OF PROXY**

**Thirty Fifth Annual General Meeting, 30<sup>th</sup> September, 2021**  
[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies  
(Management and Administration) Rules, 2014]

Name of the Member(s):

Registered address:

E-mail ID

Folio No./ Client ID\* \_\_\_\_\_ DP ID\* \_\_\_\_\_  
I/ We being the Member(s) of the Company holding \_\_\_\_\_ shares, hereby appoint;

1.Name : _____ Address: _____	E-mail ID: _____  Signature : _____
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or failing him / her

2.Name : _____  Address : _____	E-mail ID: _____  Signature : _____
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or failing him / her

1.Name : _____  Address : _____	E-mail ID: _____  Signature : _____
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as my/ our proxy to attend and vote (on a poll) on my/our behalf at the **Thirty Fifth Annual General Meeting** of the company, to be held on Thursday, 30<sup>th</sup> September, 2021 at 3.00 p.m. at Flat No. O-402, 4<sup>th</sup> Floor Plot No.389, Palai Ratan House, Sankara Mattham Road, Kings Circle, Matunga, Mumbai-400019 and at any adjournment thereof in respect of such resolutions as are indicated below: