



September 27, 2018

To,  
**Corporate Relationship Department**  
**BSE Limited,**  
1<sup>st</sup> Floor, New Trading Ring, Rotunda Building,  
Phiroze Jeejeebhoi Towers,  
Dalal Street, Fort,  
Mumbai - 400 001.

**Sub. : Disclosure regarding 33<sup>rd</sup> Annual General Meeting as per Regulation 44 and 30  
of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Ref: HIND COMMERCE LIMITED - 538652**

Dear Sir,

Please find enclosed herewith the Disclosure regarding 33<sup>rd</sup> Annual General Meeting as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are pleased to inform you that all resolutions stated in the Notice of AGM of the Company have been duly passed with requisite majority by the Members through Remote e-voting and Poll conducted at the venue of 33<sup>rd</sup> AGM of the Company held on Thursday, 27<sup>th</sup> September, 2018.

Further, we are enclosing herewith report of the Scrutinizers dated 27<sup>th</sup> September, 2018 pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

This is to comply with the listing requirements.

Thanking you,  
Yours faithfully,  
**For Hind Commerce Limited**

**Pragati Sawant**  
Company Secretary  
Encl: As above





# HIND COMMERCE LIMITED

307, Arun Chambers, Tardeo Road, Mumbai – 400 034. Tel.: 022-40500 100 Fax.: 022-40500 150

Website: www.hindcommerce.com Email.: investor@hindcommerce.com

Corporate Identity No. : L51900MH1984PLC085440

Date of the AGM / EGM	Thursday, September 27, 2018
Total number of shareholders on record date	528
No of shareholders in the meeting either in person or through proxy:	
Promoter and Promoter Group:	4
Public:	4
No. of Shareholder attended the Meeting through Video conferencing	N/A
Promoter and Promoter Group	
Public	

**Resolution required : (Ordinary/ Special): One**

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2018 comprising of Balance Sheet as at 31st March, 2018, the Profit and Loss Account for the year ended 31st March, 2018 and the reports of Directors and the Auditors thereon;(Ordinary)

Whether promoter / promoter group interested in the agenda / resolution?

No

Category	Mode of Voting	No of shares held	No of votes polled	% of Votes Polled on outstanding shares	No of Votes - in favour	No of votes - against	% of Votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=[{(2)/(1)}*100]	[4]	[5]	[6]=[{(4)/(2)}*100]	[7]=[{(5)/(2)}*100]
Promoter & Promoter Group	E-voting	917600	775000	84.46	775000	0.00	100.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Postal Ballot		0	0.00	0	0.00	0.00	0.00
	Total	917600	775000	84.46	775000	0.00	100.00	0.00
Public Institutions	E-voting	0	0	0.00	0	0.00	0.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Postal Ballot		0	0.00	0	0.00	0.00	0.00
	Total	0	0	0.00	0	0.00	0.00	0.00
Public Non Institutions	E-voting	2082400	0	0.00	0	0.00	0.00	0.00
	Poll		500300	24.03	500300	0.00	100.00	0.00
	Postal Ballot		0	0.00	0	0.00	0.00	0.00
	Total	2082400	500300	24.03	500300	0.00	100.00	0.00
Total		3000000	1275300	42.51	1275300	0.00	100.00	0.00

**Resolution required : (Ordinary/ Special): Two**

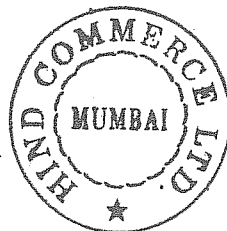
To appoint a Director in place of Mr. Ujwal Lahoti (DIN: 00360785), Director of the Company who retires by rotation and being eligible offers himself for re-appointment.(Ordinary)

Whether promoter / promoter group interested in the agenda / resolution?

No

Category	Mode of Voting	No of shares held	No of votes polled	% of Votes Polled on outstanding shares	No of Votes - in favour	No of votes - against	% of Votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=[{(2)/(1)}*100]	[4]	[5]	[6]=[{(4)/(2)}*100]	[7]=[{(5)/(2)}*100]
Promoter & Promoter Group	E-voting	917600	100000.00	10.90	100000	0.00	100.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0	0.00	0.00	0.00
	Total	917600	100000	10.90	100000	0.00	100.00	0.00
Public Institutions	E-voting	0	0.00	0.00	0	0.00	0.00	0.00
	Poll		0.00	0.00	0	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0	0.00	0.00	0.00
	Total	0	0.00	0.00	0	0.00	0.00	0.00
Public Non Institutions	E-voting	2082400	0.00	0.00	0	0.00	0.00	0.00
	Poll		500300	24.03	500300	0.00	100.00	0.00
	Postal Ballot		0.00	0.00	0	0.00	0.00	0.00
	Total	2082400	500300.00	24.03	500300	0.00	100.00	0.00
Total		3000000	600300	20.01	600300	0.00	100.00	0.00

*Signature*



# HIND COMMERCE LIMITED

307, Arun Chambers, Tardeo Road, Mumbai – 400 034. Tel.: 022-40500 100 Fax.: 022-40500 150

Website: www.hindcommerce.com Email.: investor@hindcommerce.com

Corporate Identity No. : L51900MH1984PLC085440

**Resolution required: (Ordinary/ Special): Three**

To ratify the appointment of S S Rathi & Co., Chartered Accountants, (ICAI Firm Registration No. 108726W) as the Statutory Auditors of the Company-Ordinary

Whether promoter / promoter group interested in the agenda / resolution?

Category	Mode of Voting	No of shares held	No of votes polled	% of Votes Polled on outstanding shares	No of Votes - in favour	No of votes - against	No	
							% of Votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]= $\frac{[2]}{[1]} \times 100$	[4]	[5]	[6]= $\frac{[4]}{[2]} \times 100$	[7]= $\frac{[5]}{[2]} \times 100$
Promoter & Promoter Group	E-voting	917600	775000.00	84.46	775000	0.00	100.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total		917600	775000	84.46	775000	0.00	100.00
Public Institutions	E-voting	0	0.00	0.00	0	0.00	0.00	0.00
	Poll		0.00	0.00	0	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0	0.00	0.00	0.00
	Total		0	0.00	0.00	0	0.00	0.00
Public Non Institutions	E-voting	2082400	0.00	0.00	0	0.00	0.00	0.00
	Poll		500300	24.03	500300	0.00	100.00	0.00
	Postal Ballot		0.00	0.00	0	0.00	0.00	0.00
	Total		2082400	500300.00	24.03	500300	0.00	100.00
<b>Total</b>		<b>3000000</b>	<b>1275300</b>	<b>42.51</b>	<b>1275300</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>

**Resolution required: (Ordinary/ Special): Four**

To Re-appoint Mr. Prakash Ramchandra Bang (DIN 00088837) as an Independent Director for second term of Five years i.e. up to March 31, 2024 (Special)

Whether promoter / promoter group interested in the agenda / resolution?

Category	Mode of Voting	No of shares held	No of votes polled	% of Votes Polled on outstanding shares	No of Votes - in favour	No of votes - against	No	
							% of Votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]= $\frac{[2]}{[1]} \times 100$	[4]	[5]	[6]= $\frac{[4]}{[2]} \times 100$	[7]= $\frac{[5]}{[2]} \times 100$
Promoter & Promoter Group	E-voting	917600	775000.00	84.46	775000	0.00	100.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total		917600	775000	84.46	775000	0.00	100.00
Public Institutions	E-voting	0	0.00	0.00	0	0.00	0.00	0.00
	Poll		0.00	0.00	0	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0	0.00	0.00	0.00
	Total		0	0.00	0.00	0	0.00	0.00
Public Non Institutions	E-voting	2082400	0.00	0.00	0	0.00	0.00	0.00
	Poll		500300	24.03	500300	0.00	100.00	0.00
	Postal Ballot		0.00	0.00	0	0.00	0.00	0.00
	Total		2082400	500300.00	24.03	500300	0.00	100.00
<b>Total</b>		<b>3000000</b>	<b>1275300</b>	<b>42.51</b>	<b>1275300</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>

**Resolution required: (Ordinary/ Special): Five**

To Re-appoint Mr. Sanjay Rajendra Soni (DIN 02613471) as an Independent Director for second term of Five years i.e. up to March 31, 2024(Special)

Whether promoter / promoter group interested in the agenda / resolution?

Category	Mode of Voting	No of shares held	No of votes polled	% of Votes Polled on outstanding shares	No of Votes - in favour	No of votes - against	No	
							% of Votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]= $\frac{[2]}{[1]} \times 100$	[4]	[5]	[6]= $\frac{[4]}{[2]} \times 100$	[7]= $\frac{[5]}{[2]} \times 100$
Promoter & Promoter Group	E-voting	917600	775000.00	84.46	775000	0.00	100.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total		917600	775000	84.46	775000	0.00	100.00
Public Institutions	E-voting	0	0.00	0.00	0	0.00	0.00	0.00
	Poll		0.00	0.00	0	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0	0.00	0.00	0.00
	Total		0	0.00	0.00	0	0.00	0.00
Public Non Institutions	E-voting	2082400	0.00	0.00	0	0.00	0.00	0.00
	Poll		500300	24.03	500300	0.00	100.00	0.00
	Postal Ballot		0.00	0.00	0	0.00	0.00	0.00
	Total		2082400	500300.00	24.03	500300	0.00	100.00
<b>Total</b>		<b>3000000</b>	<b>1275300</b>	<b>42.51</b>	<b>1275300</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>

For Hind Commerce Limited

*Pragati Sawant*  
Pragati Sawant  
Company Secretary  
Place: Mumbai  
Date: 27.09.2018



## CONSOLIDATED REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time]

To,  
The Chairman,  
Hind Commerce Ltd.  
307, Arun Chambers, Tardeo Road ,  
Mumbai – 400034

Dear Sir,

We, Kothari H. & Associates, Company Secretaries, have been appointed by the Board of Directors of **Hind Commerce Ltd.** ("Company") as Scrutinizer for the purpose of:

- i. Scrutinizing the remote e-voting process in terms of the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (Rules) and
- ii. Voting by Shareholders at the 33<sup>rd</sup> Annual General Meeting (AGM) held on 27<sup>th</sup> September, 2018 ("AGM") for all the resolutions contained in the Notice of AGM.

We pleased to submit our report as under, which is comprehensive and self explanatory in all respect:

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to remote e-voting on the resolutions contained in the Notice of the AGM of the members of the Company and at the meeting. Our responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer's report of the votes cast "in favour" "against" or remain "abstain / invalid", if any on the resolutions contained in the Notice of AGM, based on the reports generated from the e-voting system provided by National Securities Depository Limited (hereinafter "NSDL") and based on the voting conducted at the AGM.
2. The Company has completed the dispatch of Notice of Annual General Meeting along with the Annual Report of the Company as on 1<sup>st</sup> September, 2018.

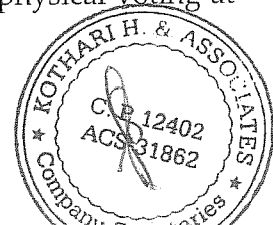


members whose names appeared on the register of Members/ List of beneficiaries.

3. Advertisement was published by the Company in English in Free Press Journal, and in Marathi in Navshakti dated Sunday, 2<sup>nd</sup> September, 2018. The notice published in the newspaper carried the required information as specified in Sub Rule 3(v) (a) to (g) of the said Rule 20.
4. The Company has availed services of National Securities Depository Limited (NSDL) as the agency for providing the remote e-voting platform.
5. The Voting rights were reckoned as on Thursday, 20<sup>st</sup> September, 2018, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the Meeting.
6. The remote e-voting period was open for three days which commenced on Monday, 24<sup>th</sup> September, 2018 at 09:00 a.m. and concluded on Wednesday, 26<sup>th</sup> September, 2018 at 5:00 p.m. on <https://www.evoting.nsdl.com/>
7. The remote e-voting results on the NSDL E-voting platform were unblocked and downloaded on Thursday, 27<sup>th</sup> September, 2018 in the presence of two witnesses Mr. Deepam Shah and Mrs. Shruti Shukla, who are not in the employment of the Company and who have signed below in confirmation of the votes being unblocked in their presence.
8. After the time fixed for closing of the poll by the chairman, ballot boxes kept for polling were locked in our presence with due identification marks placed by me.
9. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconcile with the records maintained by the Company/Registrar and transfer agent of the Company and the authorisations / proxies lodged with the Company.
10. On scrutiny, we report that 8 Shareholders were present in the meeting in person and/or through proxy.

**11. THE CONSOLIDATED RESULTS OF E-VOTING AND POLL ARE AS UNDER:**

The details containing *interalia*, no. of Equity Shareholders, who voted "for", "against" or "abstain", if any on each of the resolutions that were put to vote, were generated from the e-voting website of NSDL. Taking into account the report from NSDL and physical voting at



the AGM the consolidated result with respect to each item on the agenda as set out in the Notice of the 33<sup>rd</sup> AGM dated 14<sup>th</sup> August, 2018 is enclosed;

**Item No. 1.**

**Ordinary Resolution:** To receive, consider and adopt (a) the Financial Statements of the Company for the year ended 31st March, 2018 comprising of Balance Sheet as at 31st March, 2018, the Profit and Loss Account for the year ended 31st March, 2018 and the reports of Directors and the Auditors thereon.

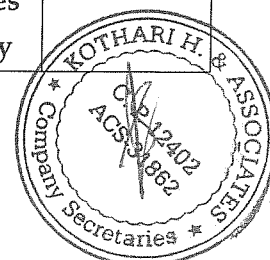
Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e – voting		Voting at the AGM		Total		
	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	4	7,75,000	4	5,00,300	8	12,75,300	100
Voted Against	0	0	0	0	0	0	0
Abstain / Invalid	0	0	0	0	0	0	0
<b>Total</b>	<b>4</b>	<b>7,75,000</b>	<b>4</b>	<b>5,00,300</b>	<b>8</b>	<b>12,75,300</b>	<b>100</b>

Based on the aforesaid results, Ordinary Resolution as contained in item No. 1 has been passed unanimously.

**Item No. 2**

**Ordinary Resolution:** To appoint a Director in place of Mr. Ujwal Lahoti (holding DIN: 00360785), Director of the Company who retires by rotation and being eligible offers himself for re-appointment.

Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e – voting		Voting at the AGM		Total		
	No. of member voted	Number of votes cast by	No. of members voted	Number of votes cast by	No. of members voted	Number of votes cast by	



		them		them		them	
Voted in Favour	1	1,00,000	4	5,00,300	5	6,00,300	100
Voted Against	0	0	0	0	0	0	0
Abstain / Invalid	0	0	0	0	0	0	0
<b>Total</b>	<b>1</b>	<b>1,00,000</b>	<b>4</b>	<b>5,00,300</b>	<b>5</b>	<b>6,00,300</b>	<b>100</b>

Based on the aforesaid results, Ordinary Resolution as contained in item No. 2 has been passed with unanimously.

**Item No. 3.**

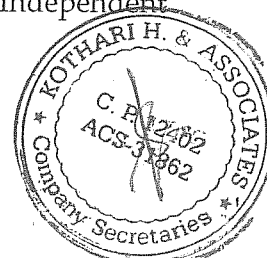
**Ordinary Resolution:** To Ratify the appointment of S S Rathi & Co., Chartered Accountants, as Statutory Auditors and fixing their remuneration.

Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e – voting		Voting at the AGM		Total		
	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	4	7,75,000	4	5,00,300	8	12,75,300	100
Voted Against	0	0	0	0	0	0	0
Abstain / Invalid	0	0	0	0	0	0	0
<b>Total</b>	<b>4</b>	<b>7,75,000</b>	<b>4</b>	<b>5,00,300</b>	<b>8</b>	<b>12,75,300</b>	<b>100</b>

Based on the aforesaid results, Ordinary Resolution as contained in item No. 3 has been passed with unanimously.

**Item No. 4.**

**Special Resolution:** To Re-appoint Mr. Prakash Ramchandra Bang as an Independent Director of the Company.



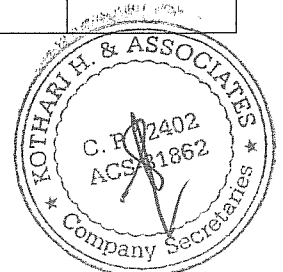
Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e – voting		Voting at the AGM		Total		
	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	4	7,75,000	4	5,00,300	8	12,75,300	100
Voted Against	0	0	0	0	0	0	0
Abstain / Invalid	0	0	0	0	0	0	0
<b>Total</b>	<b>4</b>	<b>7,75,000</b>	<b>4</b>	<b>5,00,300</b>	<b>8</b>	<b>12,75,300</b>	<b>100</b>

Based on the aforesaid results, Special Resolution as contained in item No. 4 has been passed with unanimously.

**Item No. 5.**

**Special Resolution:** To Re-appoint Mr. Sanjay Rajendra Soni as an Independent Director of the Company.


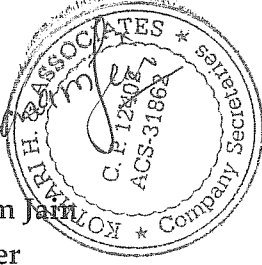
Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e – voting		Voting at the AGM		Total		
	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	4	7,75,000	4	5,00,300	8	12,75,300	100
Voted Against	0	0	0	0	0	0	0
Abstain / Invalid	0	0	0	0	0	0	0
<b>Total</b>	<b>4</b>	<b>7,75,000</b>	<b>4</b>	<b>5,00,300</b>	<b>8</b>	<b>12,75,300</b>	<b>100</b>





Based on the aforesaid results, Special Resolution as contained in item No. 5 has been passed with unanimously.

**For Kothari H.& Associates  
Company Secretaries**

  
  
**Sonam Jain**  
**Partner**

**ACS 31862 / COP No. 12402**

**Date :27<sup>th</sup> September, 2018**

**Place: Mumbai**

We the undersigned witnesses that the votes were unblocked from e-voting website of NSDL ([https://www.evoting.nsdl.com/.](https://www.evoting.nsdl.com/)) in our presence at 04.30 p.m. on Thursday, 27<sup>th</sup> September, 2018.



\_\_\_\_\_  
(Deepam Shah)



\_\_\_\_\_  
(Shruti Shukla)

**Counter Signature by the Chairman of the Meeting:**



\_\_\_\_\_