

Notice

NOTICE is hereby given that the Thirty First Annual General Meeting of the Members of **HIND COMMERCE LIMITED** will be held on **Friday, the 30th September, 2016** at **11.30 A.M.** at Registered Office of the Company at 307, Arun Chambers, Tardeo Road, Mumbai -400 034 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the Financial Statements of the Company for the year ended 31st March, 2016 comprising of Balance Sheet as at 31st March, 2016, the Profit and Loss Account for the year ended 31st March, 2016 and the reports of Directors and the Auditors thereon; (b) the Audited Consolidated statements of the Company for the financial year ended 31st March, 2016.
2. 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.
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 provisions of Section 139 of the Companies Act, 2013 (“Act”) and other applicable provisions of the Act, if any read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modifications or re-enactments for the time being in force and subject to ratification by the shareholders at every Annual General Meeting, the appointment of M/s. K.K. Khadaria and Co., Chartered Accountants, Mumbai (ICAI Registration No. 105013W) as the Statutory Auditors of the Company, which has been approved at the Annual General Meeting held on 27th September, 2014, for a term of 3 years i.e. from the conclusion of the 29th Annual General Meeting until the conclusion of the 32nd Annual General Meeting, be and is hereby ratified and the Board of Director (including any committee of the Board) be and is hereby authorized to fix their remuneration and sanction travelling and other incidental expenses that may be incurred by them during their audit of Accounts of the Company.”

Place: Mumbai
Date: 13th August, 2016

By Order of the Board

Sd/-
Umesh Lahoti
Managing Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy for not more than 50 Members and holding in aggregate not more than 10% of the total share capital of the Company. The instrument appointing the proxy, in order to be effective, should be duly completed and deposited at the registered office of the Company not less than 48 (forty-eight) hours before the commencement of the meeting. Proxy Form for the AGM is enclosed.
2. Corporate members intended to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members/Proxy holders are requested to bring their copy of Annual Report and Attendance slip sent herewith, duly filled-in for attending the Meeting.
4. The Shareholders are requested to notify their change of address immediately to the Registrars & Transfer Agent – **Link Intime (India) Private Limited**. The Company or its registrar will not act on any request received directly from the shareholder holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant by the Shareholders. The members may please note that as per the SEBI order, the Company has shifted its Registry activities to Link Intime (India) Private Limited.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Equity shares of the Company are under compulsory Demat trading by all Investors. Those shareholders who have not dematerialized their equity shares are advised to dematerialize their shareholding, to avoid inconvenience in future.
7. Re-appointment of Directors: At the ensuing Annual General Meeting Mr. Ujwal Lahoti (DIN: 00360785), liable for retire by rotation, and being eligible, offer himself for re-appointment.
8. Members intending to seek explanation / clarification about the Accounts at the Annual General Meeting are requested to inform the Company at least a week in advance of their

intention to do so, so that relevant information may be made available, if the Chairman permits such information to be furnished.

9. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays during business hours of the Company up to the date of the Meeting.
10. 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.
11. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
12. The shareholders who are holding shares in demat form and have not yet registered their e-mail IDs, are requested to register their e-mail IDs with their Depository Participant at the earliest, to enable the Company to use the same for serving documents to them electronically, hereinafter. Shareholders holding shares in physical form may kindly provide their e-mail IDs to the RTA sending an e-mail at rnt.helpdesk@linkintime.com. The Annual Report of the Company would also be made available on the Company's website www.hindcommerce.com
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrars and Transfer Agents.
14. Non- Resident Indian Members are requested to inform Registrars and Transfer Agents, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-

voting facility to its members to exercise their right to vote by electronic means. The Members / list of Beneficial Owners as on cut-off date as on Friday, September 23, 2016, i.e. the date prior to commencement of book closure are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the “cut-off” date can exercise their right to vote by electronic means. The e-voting period will commence from 9.00 a.m. (IST) on Tuesday, September 27, 2016 and will end at 5.00 p.m. (IST) on Thursday, September 29, 2016.

16. The Company has appointed Kothari H & Associates, Practicing Company Secretary to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The members desiring to vote through electronic mode may refer to the detailed procedure one-voting sent separately.
17. The Notice of the Annual General Meeting and instructions for e-voting, is being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
18. Members may also note that the Notice of the 31st AGM and the Annual Report 2015-16 will be available on the Company's website, www.hindcommerce.com. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at : investor@hindcommerce.com
19. Additional information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 in respect of the directors seeking appointment / re-appointment at the AGM is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
20. Members who are unable to exercise their voting rights through e-voting may exercise their voting rights at a poll provided at the Annual General Meeting.
21. Investor Grievance Redressal :

The Company has designated an exclusive e-mail id investor@hindcommerce.com to enable Investors to register their complaints, if any.

22. Members who have not registered their email addresses so far are requested to register their email addresses so that they can receive the Annual Report and other communications from the Company electronically.

23. E- Voting:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to its members in respect of the businesses to be transacted at the Thirty First Annual General Meeting scheduled to be held on Friday, September 30, 2016 at 11.30 a.m.

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) as the Authorised Agency to provide the e-voting facilities.

The e-voting facility will be available during the following period:

Commencement of e-voting	From 9.00 a.m. (IST) on Tuesday, September 27, 2016
End of e-voting	Up to 5.00 p.m. (IST) on Thursday, September 29, 2016

The cut-off date (i.e. the record date) for the purpose of e-voting is September 23, 2016

Instructions and other information relating to e-voting are as under:

1. Log on to the e-voting website www.evotingindia.com
2. Click on “Shareholders” tab.
3. Select “HIND COMMERCE LIMITED” from the drop down menu and click on “SUBMIT”
4. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
5. Next enter the Image Verification as displayed and Click on Login.
6. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. In case you have forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
7. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Members who have not updated their PAN with the Company / Depository Participant are requested to use sequence number which is printed on / Attendance Slip indicated in the PAN Field.
DOB/ DIVIDEND BANK DETAILS	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (4)

8. After entering these details appropriately, click on “SUBMIT” tab.
9. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field.

Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for HIND COMMERCE LIMITED on which you choose to vote.
12. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you

dissent to the Resolution.

13. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
14. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
15. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

17. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

18. For Corporate / Institutional shareholders:

- Corporate / Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
- After receiving the login details, they have to create a Compliance user using the admin login and password. The Compliance user would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Other Instructions

- (i) During this period, shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date i.e September 23, 2016.

- (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (iii) The results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date, subject to receipt of the requisite number of votes in favour of the Resolution.
- (iv) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the cast votes at the meeting through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizers’ Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same
- (v) In order to enable its members, who do not have access to e-voting facility, the facility for voting through ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting.
- (vi) The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (vii) The results shall be declared on or after the Annual General Meeting. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.hindcommerce.com within three days of conclusion of 31th AGM of the Company and communicated to BSE Limited, where the shares of the Company are listed. The same shall also be placed on the website of CDSL.

24. Information required to be provided under the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, regarding the Directors who are proposed to be appointed / re-appointed is as below:

Name of Director	Ujwal Rambilas Lahoti
Age (years)	57 years
Qualifications	B.Com
Expertise	Trading and Management
Directorships held in other	As per Annex-I

Companies	
Memberships / Chairmanships of committees of other public companies.	As per Annex-I
Shareholding (No. of shares)	2,50,000 Equity Shares
Relationship with Directors, Manager or other KMP	1. Brother of Mr. Umesh Rambilas Lahoti, Managing Director/Key Managerial Personnel
Number of Board Meeting attended during the year	4

Annex-I-

Annex-I

Directorships held in other Companies – Mr. Ujwal Lahoti

Sl. No.	Names of the companies / bodies corporate / firms / association of individuals	Directorship
1.	Lahoti Overseas Limited	Director
2.	Bauble Investment Private Limited	Director
3.	Psware Information Private Limited	Director
4.	G Varadan Limited	Director
5.	Websource Technologies Limited	Director
6.	Lahoti Spintex Limited	Director
7.	The Cotton Textiles Export Promotion Council	Director
8.	Janaksuta Textile And Yarns Private Limited	Director

Sl. No.	Names of the companies / bodies corporate / firms / association of individuals	Directorship
9.	Crystal Tradecom Limited	Director
10.	Elementary Realtors Private Limited	Director
11.	Bhalchandram Clothing Limited	Managing Director
12.	Yashodanandan Textiles Private Limited	Director
13.	Pawansoot Textiles Private Limited	Director

Memberships / Chairmanships of committees of other public companies – Mr. Ujwal Lahoti

Sr. No.	Name of the Company	Type of Committee	Position
1.	Lahoti Overseas Limited	Shareholders/ Investor Grievances Committee	Member
2.	Bhalchmandram Clothing Limited	Shareholders/ Investor's Grievance Committee	Member

The brief profile of the Directors to be appointed is given below:

➤ **Mr. Ujwal Rambilas Lahoti (DIN: 00360785)**

Mr. Ujwal Rambilas Lahoti, being the Director of the Company has served as Director of the Company since Incorporation. Starting his career in marketing of Textiles since past several years, he has played a pivotal role in shaping the Company and has predominantly been taking care of the core trading division of the Company and overall operations.

He is a graduate in Commerce from Pune University and has more than 32 years of experience in the business of yarn and cloth trading and exports. He is currently the Deputy Chairman of The Cotton Textiles Export Promotion Council, popularly known as TEXPROCIL has been the international face of cotton textiles from India facilitating exports worldwide.

He also serves in the Board of various public and private limited Companies.

Place: Mumbai
Date: 13th August, 2016

By Order of the Board

Umesh Lahoti
Managing Director

ATTENDANCE SLIP

31st Annual General Meeting to be held on Friday, September 30, 2016

Regd. Folio no./ DP ID Client ID : _____

No. of shares held: _____

I hereby record my presence at the **31st Annual General Meeting** of the Company held on Friday, September 30, 2016 at 11.30 a.m. at the Registered Office of the Company at 307, Arun Chambers, Tardeo Road, Mumbai - 40034

Name of the member/ proxy

Signature of Shareholder / proxy

Note: PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. Joint shareholders may obtain additional Slip at the venue of the meeting.

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and Rules 19(3) of the Companies
(Management and Administration) Rules, 2014

Name of the Member(s)	
Registered Address	
Email ID	
DP ID Client id/ Folio No.	

I / We being the member(s) of _____ shares of **HIND COMMERCE LIMITED**
hereby appoint:

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

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

3. Name: _____
Address: _____
E-mail ID: _____
Signature: _____

as my / our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the **31st Annual General Meeting** of the Company, to be held on Friday, September 30, 2016 at 11.30 a.m. at the Registered Office of the Company at 307, Arun Chambers, Tardeo Road, Mumbai - 400034 and at any adjournments thereof in respect of such resolutions as are indicated:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions	Type of resolution	For*	Against*
Consider and adopt: <ul style="list-style-type: none"> • the Financial Statements of the Company for the year ended 31st March, 2016 comprising of Balance Sheet as at 31st March 2016, the Profit and Loss Account for the year ended 31st March 2016 and the reports of Directors and the Auditors thereon • the Audited Consolidated statements of the Company for the financial year ended 31st March, 2016 	Ordinary		
To appoint a Director in place of Mr. Ujwal Lahoti (holding DIN 00360785), Managing Director of the Company, who retires by rotation and being eligible offers himself for re-appointment	Ordinary		
To ratify the appointment of M/s. K.K. Khadaria and Co., Chartered Accountants, Mumbai (ICAI Registration No. 105013W) as the Statutory Auditors of the Company	Ordinary		

Signed this _____ day of _____ 2015 6

Affix Re 1/- Revenue Stamp

Signature of shareholder

Signature of first proxy holder

Signature of second proxy holder

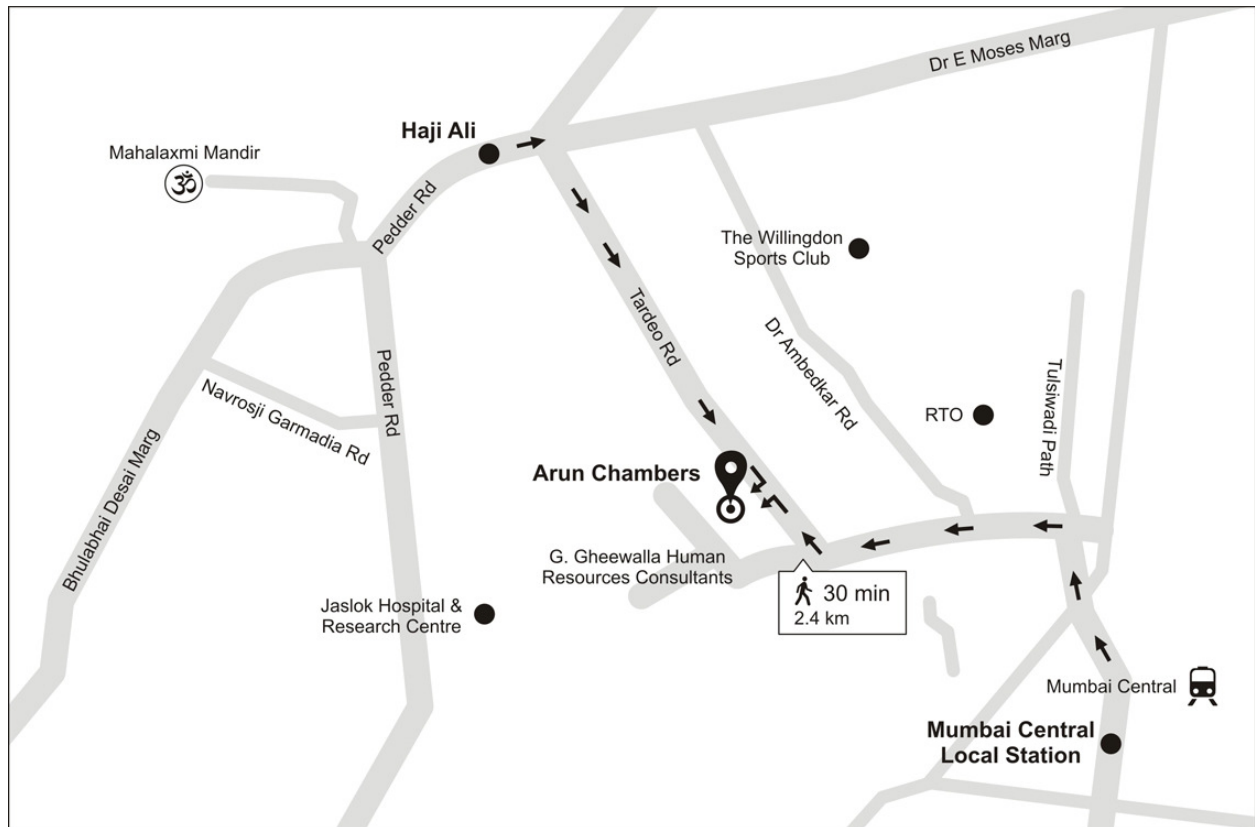
Signature of third proxy holder

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. For the resolutions, explanatory statement and notes, please refer to the notice of the 31st Annual General Meeting
3. A Proxy need not be a member of the Company.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.

5. *This is optional. Please put a tick mark (√) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
7. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

Road map to the Venue of AGM



Landmark –

- Tardeo AC Market
- Haji Ali

Nearest Railway Station – Mumbai Central

Nearest Bus Station – AC Market