

September 02, 2024

To
Corporate Relationship Department
BSE Limited,
1st Floor, New Trading Ring, Rotunda Building,
P J Towers, Dalal Street, Fort,
Mumbai - 400 001

Scrip Code –538652

Dear Sir /Madam,

Sub: Notice of 39th Annual General Meeting to be held on Wednesday, September 25, 2024.

Pursuant to applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the attached Notice of the 39th Annual General Meeting of the Company to be held on Wednesday, September 25, 2024, at 03.00. P.M. at the Registered office of the Company at 307, Arun Chambers, Tardeo Road, Mumbai 400034.

Please take the above information on record.

Thanking you.

For **Hind Commerce Limited**



Pragati Sawant
Company Secretary



Encl: As above



HIND COMMERCE LIMITED

307, Arun Chambers, Tardeo Road, Mumbai – 400034. Tel. : 022-40500100 Fax: 022-40500150
Website: www.Hindcommerce.com Email: investor@hindcommerce.com
CIN: L51900MH1984PLC085440

NOTICE

NOTICE is hereby given that the Thirty-Ninth Annual General Meeting of the Members of **HIND COMMERCE LIMITED** will be held on Wednesday, September 25, 2024 at 3.00 P.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 the Financial Statements of the Company for the year ended March 31, 2024 comprising of Balance Sheet as at March 31, 2024, the Profit and Loss Account for the year ended March 31, 2024 and the reports of Directors and the Auditors thereon;
2. 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.

SPECIAL BUSINESS:

- 3. To approve appointment of Mrs. Kavita Akshay Chhajer (DIN: 07146097) as an Independent Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161(1) of the Companies Act, 2013 (the Act), applicable Regulations of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with the Articles of Association of the Company and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force); Mrs. Kavita Akshay Chhajer (DIN: 07146097), who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from April 02, 2024 and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as an independent Director of the Company, not liable to retire by rotation, for a term of Five (05) years, with effect from April 02, 2024 to April 01, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things to give effect to the above resolution.”

- 4. To approve transactions under section 185 of the Companies Act, 2013.**

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

“RESOLVED THAT pursuant to the provisions of section 185 of the Companies Act, 2013 read with Companies (Meeting of Boards and Its Powers) Rules, 2014, and all other relevant rules, regulations, notifications, and circulars issued, including any statutory modification(s) and



re-enactment(s) thereof, subject to the provisions of the Articles of Association of the Company and subject to such approvals, and in furtherance to the existing loans given, the consent of the Members of the Company be and is hereby accorded to grant of loans, or issue corporate guarantee and provide security with any loan taken/ to be taken from financial institution/ banks/ insurance companies/ other investing agencies/ other investing agencies or any other persons/ body corporate by /to the subsidiary company, sister concerns or any entity (said entity (ies) covered under the category of “a person in whom any of the Directors of the Company is interested” as specified in the explanation to sub-section (b) of section 2 of the said section) for an amount not exceeding Rs. Fifteen Crores only (Rs. 150,000,000/-).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans/ Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable..”

5. To make investments, give loans, guarantees and provide security under section 186 of the Companies Act, 2013.

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

“**RESOLVED THAT** pursuant to the provisions of section 186 (3) and any other applicable provisions of the Companies Act, 2013 read with relevant rules made thereunder, including any statutory modification(s) and re-enactment(s) thereof, subject to the provisions of the Articles of Association of the Company and subject to such approvals, consents and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors for making investment(s), loan, guarantee and provide security in excess of the limits specified under section 186 of the Companies Act, 2013 from time to time for the purpose as stated in that respective section for an amount not exceeding Rs. Thirty Crores only (Rs. 300,000,000/-), notwithstanding that such investment, loan, guarantee and security, together with the existing investments, loan, guarantee and security, of the Company in all other body corporates, shall be in excess of the limits prescribed under section 186(3) of the Companies Act, 2013 i.e. of 60% (Sixty Percent) of its paid up share capital, free reserves and securities premium account or 100% (One Hundred Percent) of its free reserves and securities premium account, whichever is more.”.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any Committee or any director(s) or any other officer(s) of the Company, or to settle any questions, difficulties or doubts that may arise with regard to the



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above resolution, without being required to seek any further clarification, consent or approval of the Members.”

Place: Mumbai

Date: August 08, 2024

Registered Office:

307, Arun Chambers, Tardeo Road,
Mumbai – 400034

By Order of the Board of Directors

Sd/-

Umesh Lahoti

Managing Director

(DIN 00361216)



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NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting Rights. A member holding more than 10% of share capital carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for another member. The proxy form and attendance slip is enclosed to this notice.

2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 and the rules (the “Companies Act” and such statement, the “Explanatory Statement”) made thereunder setting out the material facts in respect of the business under items as set out in the notice to the Annual General Meeting (AGM) (the “Notice”) is annexed hereto and forms part of this Notice.
3. The proxy form duly completed and signed, should be lodged with the Company, at its registered office at least 48 hours before the commencement of the meeting.
4. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
5. Members / Proxies / Authorized Representatives should bring the duly filled Attendance slip enclosed herewith to attend the meeting.
6. The Register of Members of the Company will remain closed from Thursday, September 19, 2024 to Wednesday, September 25, 2024 (both days inclusive) for the purpose of Annual General Meeting.
7. The information under Regulation 36 of The Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking appointment / reappointment at the Annual General Meeting, forms integral part of the notice.

The Director has furnished the requisite declaration for his re-appointment.

8. All documents referred to in the notice requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company during normal business hours on working days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the Annual General Meeting.
9. Members holding shares in electronic form are requested to intimate immediately any change in their residential address or bank mandates to their Depository Participant(s) (DP) with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their residential address or bank mandates immediately to the Company / Link Intime India Private Limited.



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10. The 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 their PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Private Limited.
11. 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.
12. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be obtained from the Company/Link Intime India Private Limited.
13. With a view to using of natural resources responsibly, we request the shareholders to update their email address with the Depository Participant(s) to enable the Company to send communications electronically.
14. All communications relating to shares may please be addressed to the Company's Registrar and Share Transfer Agent at the following address:

Link Intime India Private Limited

C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai – 400 083
Tel No: +91 22 49186270
Fax: +91 22 49186060
E-mail id: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in

15. In terms of Section 101 and 136 of the Companies Act, 2013 read with the Rules made thereunder, electronic copy of the Notice of the 39th Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-voting along with Attendance slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company / Depository Participants (s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 39th AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance slip and Proxy Form is being sent in the permitted mode.
16. Members may also note that the Notice of the 39th AGM and the Annual Report for 2023-24 will also be available on the Company's website www.hindcommerce.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days, except Saturdays, Sundays and public holidays. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post. For any communication, the shareholders may also send requests to the Company's investor email id: investor@hindcommerce.com



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17. As per the provisions of the Companies Act, 2013, the facility for voting through Poll shall be made available at the venue of the 39th AGM. Members attending the 39th AGM and who have not cast their vote by remote e-voting can exercise their right at the meeting through Poll.
18. The Company has appointed M/s. Kothari H. & Associates, Firm of Practicing Company Secretaries to act as the Scrutinizer, for conducting the scrutiny of the votes cast and the e-voting process in a fair and transparent manner.
19. All documents referred to in the notice requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company during normal business hours on working days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the Annual General Meeting.
20. 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.
21. 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.
22. 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
23. 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.
24. 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 as requested for a hard copy of the same.
25. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email the Company/Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.hindcommerce.com and website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The Notice and Annual Report 2023-24 is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://www.evotingindia.com>.



26. Members may also note that the Notice of the 39th AGM and the Annual Report 2023-24 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
27. Voting through electronic means: In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and other applicable statutes, if any, the Company is pleased to provide the members with the facility to exercise their right to vote at the 39th AGM by electronic means and the business may be transacted through e-voting Services provided by NSDL on all resolutions set forth in this Notice.
28. The remote e-voting period begins on Sunday, September 22, 2024 at 9:00 A.M. and ends on Tuesday, September 24, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, September 18, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 18, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode:
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of



	<p>NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none">If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi.After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.



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	<p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?



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1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period. The EVEN of the company is 125879. Now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to



vote, to the Scrutinizer by e-mail to info@khacs.com with a copy marked to evoting@nsdl.co.in

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Sarita Mote at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar Card (self-attested scanned copy of Aadhar Card) by email to investor@hindcommerce.com.
 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (investor@hindcommerce.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
 3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
29. The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.hindcommerce.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to BSE Limited where the shares of the Company are listed within 2 (two) working days from the date of AGM.
30. Information required to be provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding the Directors who are proposed to be appointed / re- appointed is as below:



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Name of Director	Mr. Ujwal Rambilas Lahoti
Age (years)	65 years
Qualifications	B.Com
Expertise	He has more than 40 years of experience in the business of yarn and cloth trading and exports.
Directorships held in other Companies	As per Annex-I
Memberships / Chairmanships of committees of other public companies.	As per Annex-II
Shareholding (No. of shares)	4,25,100 Equity shares
Relationship with Directors, Manager or other KMP	Brother of Mr. Umesh Lahoti, Managing Director of the Company

ANNEX-I

Directorships held in other companies – MR. UJWAL RAMBILAS LAHOTI

Sl. No.	Names of the companies / bodies corporate / firms / association of individuals	Directorship
1.	Lahoti Overseas Limited	Director
2	Hind Commerce Limited	Director
3.	Bhalchandram Clothing Limited	Director
4.	Mansadevi Textile and Yarn Suppliers Private Limited	Director
5.	Pawansoot Textiles Private Limited	Director
6.	Yashodanandan Textiles Private Limited	Director
7.	Janaksuta Textiles and Yarns Private Limited	Director
8.	G Varadan Private Limited	Director
9.	Lahoti Spintex and Energy Limited	Director
10.	Elementry Realtors Private Limited	Director
11.	Crystal Tradecom Limited	Director
12.	Bauble Investments Private Limited	Director
13.	Psware Information Private Limited	Director
14	Innovative Spintex Private Limited	Director
15.	Websource Technologies Limited	Director
16.	Kirti Stockbrokers LLP	Designated Partner
17.	Lahoti Projects LLP	Designated Partner
18.	Shakambri Fabrics Private Limited	Director



HIND COMMERCE LIMITED

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CIN: L51900MH1984PLC085440

ANNEX-II

Memberships/Chairmanships of Committees of other Public Companies - MR. UJWAL LAHOTI

Sr. No.	Name of the Company	Type of Committee	Position
1.	Hind Commerce Limited	Stakeholder's Relationship Committee	Member
2.	Hind Commerce Limited	Audit Committee	Member
3.	Lahoti Overseas Limited	Stakeholder's Relationship Committee	Member
4.	Lahoti Overseas Limited	Corporate Social Responsibility Committee	Chairman
5.	Bhalchandram Clothing Limited	Shareholder And Investor Grievances Committee	Member

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

Mr. Ujwal Rambilas Lahoti (DIN: 00360785):

Mr. Ujwal Rambilas Lahoti, is the Non- Executive Director of the Company. He has done his graduation in Commerce from Pune University and has more than 40 years of experience in the business of yarn and cloth trading and exports. He handles the trading division of the Company which includes cloth trading, share trading, Leasing and Bill Discounting and is responsible for overall operations of the company. He also serves in the Board of various public and private limited Companies.

Place: Mumbai

Date: August 08, 2024

Registered Office:

307, Arun Chambers, Tardeo Road,
Mumbai - 400034

By Order of the Board of Directors

Sd/-

Umesh Lahoti

Managing Director
(DIN 00361216)



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ATTENDANCE SLIP

39th Annual General Meeting to be held on Wednesday, September 25, 2024

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

No. of shares held: _____

I hereby record my presence at the 39th Annual General Meeting of the Company held on Wednesday, September 25, 2024 at 03.00 p.m. at the Registered Office of the Company at 307, Arun Chambers, Tardeo Road, Mumbai - 400034

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.



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PROXY FORM FORM MGT 11

(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 Company: HIND COMMERCE LIMITED
Registered Office: 307 Arun Chambers, Tardeo Road, Mumbai – 400 034.

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 39th Annual General Meeting of the Company, to be held on Wednesday, September 25, 2024 at 03.00 p.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:



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

Sr. No.	Resolutions	Type of resolution	For*	Against*
1.	To Consider and adopt the Financial Statements of the Company for the year ended March 31, 2024 comprising of Balance Sheet as at March 31, 2024, the Profit and Loss Account for the year ended March 31, 202 and the reports of Directors and the Auditors thereon.	Ordinary		
2.	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		
3.	To approve appointment of Mrs. Kavita Akshay Chhajer (DIN: 07146097) as an Independent Director of the Company.	Ordinary		
4.	To approve transactions under section 185 of the Companies Act, 2013.	Special		
5.	To make investments, give loans, guarantees and security under section 186 of the Companies Act, 2013.	Special		

Signed this _____ day of _____ 2024

Signature of shareholder

Affix
Re 1/-
Revenue
Stamp

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 39th 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.



Annexure to Notice

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (“Act”), sets out all material facts relating to the business mentioned at Item No. 3 and 4 of the accompanying Notice dated August 08, 2024:

Item No. 3

Mrs. Kavita Akshay Chhajer (DIN: 07146097) was appointed as an Additional Independent Director of the Company by the Board of Directors vide Board Resolution dated April 02, 2024. Pursuant to the provisions of Section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association and is eligible for appointment.

As per the provisions of Section 149 of the Companies Act, 2013 (“Act”), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mrs. Kavita Chhajer has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act. The matter regarding appointment of Mrs. Kavita Chhajer as Independent Director was placed before the Nomination and Remuneration Committee, which recommended her appointment as an Independent Director up to April 01, 2029.

In the opinion of the Board Mrs. Kavita Chhajer fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and she is independent of management. The Board has formed an opinion that Mrs. Kavita Chhajer possesses requisite skills and knowledge and it would be in the interests of the Company to appoint Mrs. Kavita Chhajer as an Independent Director of the Company. In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Mrs. Kavita Chhajer as an Independent Director is now being placed before the Members in this General Meeting for their approval. The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Mrs. Kavita Chhajer is interested and concerned in the Resolution mentioned at Item No. 3 of the Notice. Other than Mrs. Kavita Chhajer, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item No. 3 of the Notice.

The Board recommends the Special Resolution set forth in Item No. 3 for the approval of the Members.

The brief profile of Ms. Kavita Chhajer is given in Annexure A



Item No. 4

The Company, being the flagship Company of the group, is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company is unable to extend financial assistance by way of loan, guarantee or security to other entities in the Group. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities. The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources I accruals and I or any other appropriate sources, from time to time, only for principal business activities of the entities in the Group. Hence, to enable the company to advance loan to other group Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution. Therefore, the said Special Resolution is proposed for the approval of members under item no. 4 of the Notice. None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution except to the extent of their directorships and shareholding in the body corporates in which investment may be made or loan/ guarantees may be given pursuant to this special resolution.

The Board recommends passing of the Special Resolution set out in the Item No. 4 for the approval of Members.

Item No. 5

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other body corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

In accordance with the provisions of section 186 of the Companies Act, 2013, it would be necessary to obtain the approval of the members for:

- Making loans to any person or other body corporate
- Giving guarantee or provide security in connection with a loan to any other body corporate or person
- Acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of:
 1. 60% of the Paid up share capital and free reserve and securities premium account; or
 2. 100% of the free reserve and securities premium account; whichever is higher.



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Considering the long term business plans of the Company, which requires the Company to make sizeable loans/ investments and issue guarantees / securities to persons or body corporate, from time to time, prior approval of the members is being sought for enhancing the limit up to an aggregate sum of Rs. Thirty Crore Only (Rs. 300,000,000/-).

No loan shall be given under this section at a rate of interest lower than the prevailing yield of one year, three year, five year or ten year Government Securities closest to the tenor of the loan.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution except to the extent of their directorships and shareholding in the body corporates in which investment may be made or loan/ guarantees may be given pursuant to this special resolution.

The Board recommends passing of the Special Resolution set out in the Item No. 5 for the approval of Members.



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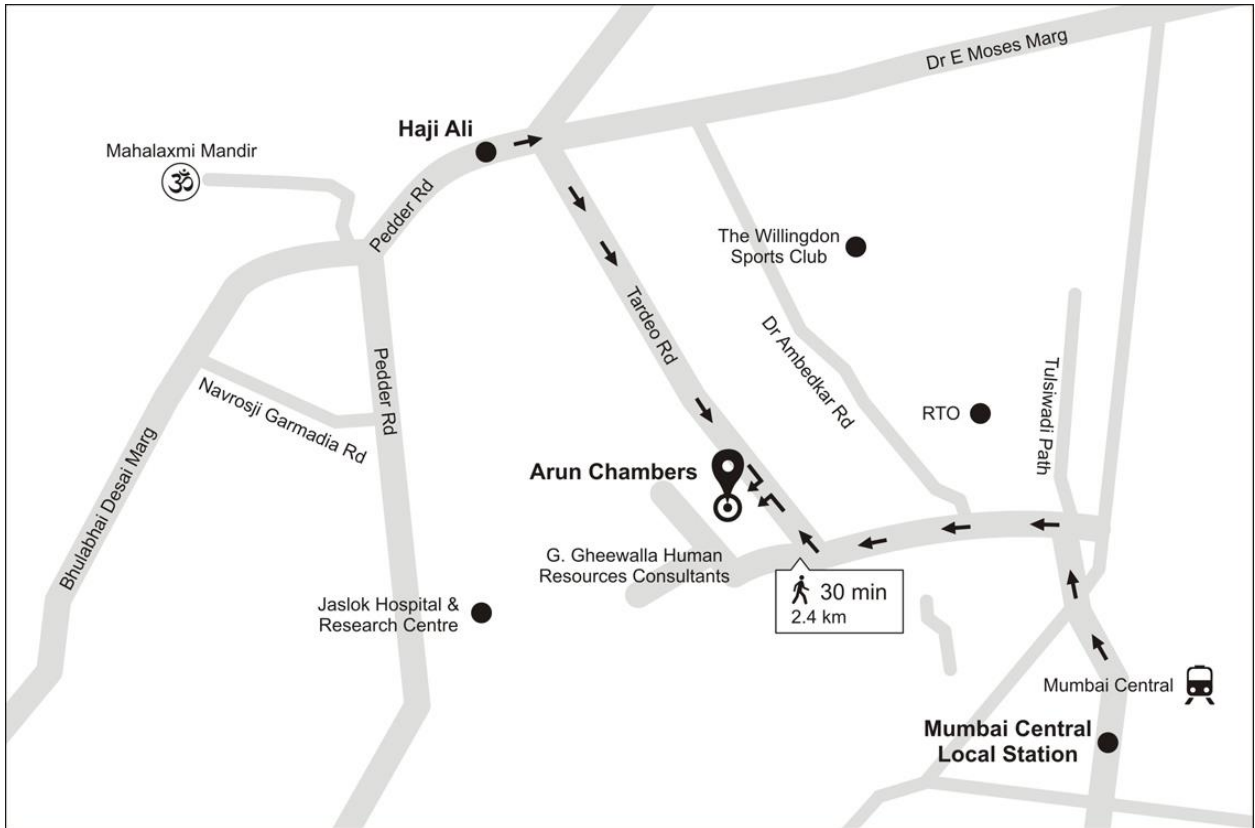
Annexure A

Details of Directors seeking appointment as required under regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings:

Particulars	Mrs. Kavita Akshay Chhajer (DIN: 07146097)
Date of Appointment	April 02, 2024
Age in years	68
Qualification	She has done her Graduation and Post-graduation in Commerce from Mumbai University and holds a Company Secretary Qualification from ICSI. She is also a graduate in Law from Mumbai University.
Expertise in specific functional area	Mrs. Kavita had an experience with various corporates ranging from manufacturing entities to service business as Company Secretary and Legal advisory since 2007. She has been an Independent Director of Delma Infrastructure Limited. Presently, she is a Company Secretary of Yash Trading and Finance Limited.
Remuneration sought to be paid	N/A
Terms and Conditions of Appointment	The Board has appointed Mrs. Kavita Chhajer as an Additional Director-Non Executive Independent Director to hold office for a term of 5(five) years w.e.f. April 02, 2024, subject to the approval and regularisation by the shareholders of the Company.
Date of first appointment on the Board	April 02, 2024
Shareholding in the Company	N/A
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Not related to any of the Directors of the Company
Number of Meetings of the Board attended during the year	None
Directorships held in other Public Limited in India	None
*Chairmanships / Membership of Committees in other public limited companies in India	None



Road map to the Venue of Annual General Meeting



Landmark –

- Tardeo AC Market
- Haji Ali

Nearest Railway Station – Mumbai Central

Nearest Bus Station – AC Market