

September 26, 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: Voting results and Scrutinizer's Report of the 39th Annual General Meeting

Pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Voting Results and Scrutinizer's report on the resolutions passed at the 39th Annual General Meeting of the Company held on Wednesday, September 25, 2024 at 3:00 P.M. at the registered office of the Company which concluded at 3:15 P.M. The said resolutions have been approved by the Members with requisite majority.

This is for your information and records.

Thanking you.

Yours faithfully,

For **Hind Commerce Limited**

Umesh Lahoti
Managing Director
DIN: 00361216

Encl: As above

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 LIMITED
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 Limited ("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 39th Annual General Meeting (AGM) held on Wednesday 25th September, 2024 ("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:

The management of the Company is responsible to ensure compliance with the provisions of the Companies Act, 2013 & the rules made thereunder including MCA General Circular No.09/2023, dated 25.09.2023, Circular No. 14/ 2020 dated April 8, 2020, Circular No. 17/ 2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by Securities and Exchange Board of India and Listing Regulations, relating to e-voting on the resolutions contained in the Notice of the AGM of the members of the Company and at the meeting.

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. In terms of aforesaid MCA Circulars, the Company had sent the notice of AGM and Annual Report in electronic form only as on 8th August, 2024 to its members whose names appeared on the register of Members/ List of beneficiaries.

3. Advertisement was published by the Company in English in Financial Express and in Marathi in Lakshdeep, dated, September 03, 2024. 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 Wednesday, 18th September, 2024, 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 Sunday, 22nd September, 2024 at 9:00 A.M. and ends on Tuesday, 24th September, 2024 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 Wednesday, 25th September, 2024 in the presence of two witnesses Ms. Sherya Pandya and Ms. Dhruvina Jain, 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.

RESULTS:

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 National Securities Depository Ltd ("NSDL"). Taking into account the report from NSDL and remote e-voting and voting at the AGM the consolidated result with respect to each item on the business as set out in the Notice of the 39th AGM dated 08th August, 2024 is enclosed;

ORDINARY BUSINESS:

Item No. 1.

Ordinary Resolution: 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.

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	14	1961300	3	300	17	1961600	100%
Voted Against	0	0	0	0	0	0	0
Abstain / Invalid	0	0	0	0	0	0	0

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

Item No. 2

Ordinary Resolution: 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.

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	14	1961300	3	300	17	1961600	100%
Voted Against	0	0	0	0	0	0	0
Abstain / Invalid	0	0	0	0	0	0	0

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

SPECIAL BUSINESS:

Item No. 3

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

Particulars	Number of Votes Contained in						% of total valid
	Remote e - voting		Voting at the AGM		Total		
	No. of	Number	No. of	Number	No. of	Number	

	member voted	of votes cast by them	members voted	of votes cast by them	members voted	of votes cast by them	votes cast
Voted in Favour	14	1961300	3	300	17	1961600	100%
Voted Against	0	0	0	0	0	0	0
Abstain / Invalid	0	0	0	0	0	0	0

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

Item No. 4

Special Resolution: To approve transactions under section 185 of the Companies Act, 2013.

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	7	1043700	3	300	10	1044000	100%
Voted Against	0	0	0	0	0	0	0
Abstain / Invalid	0	0	0	0	0	0	0

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

Item No. 5

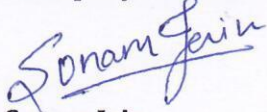
Special Resolution: To make investments, give loans, guarantees and provide security under section 186 of the Companies Act, 2013.

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	14	1961300	3	300	17	1961600	100%
Voted Against	0	0	0	0	0	0	0

Abstain / Invalid	0	0	0	0	0	0	0
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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

Membership No. 9871

Certificate of Practice No. 12402

UDIN: F009871F001321214

Place: Mumbai

Date: 26/09/2024

We, the undersigned witnesses that the votes were unblocked from e-voting website of Central National Securities Depository Ltd ("NSDL") at www.evoting.nsdl.com in our presence at 06.09 P. M. on Wednesday, 25th September, 2024.



(Ms. Sherya Pandya)



(Ms. Dhruvina Jain)

Countersign by the Chairman
For HIND COMMERCE LIMITED

Umesh Lahoti
Chairman
DIN: 00361216

General information about company

Scrip code	538652
NSE Symbol	NOT LISTED
MSEI Symbol	NOT LISTED
ISIN	INE691J01019
Name of the company	HIND COMMERCE LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	25-09-2024
Start time of the meeting	03:00 PM
End time of the meeting	03:15 PM

Scrutinizer Details

Name of the Scrutinizer	M/s. Kothari H & Associates
Firms Name	Ms. Sonam Jain
Qualification	CS
Membership Number	9871
Date of Board Meeting in which appointed	08-08-2024
Date of Issuance of Report to the company	26-09-2024

Voting results	
Record date	18-09-2024
Total number of shareholders on record date	530
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	4
b) Public	4
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			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.					
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 and Promoter Group	E-Voting	917600	917600	100	917600	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		917600	917600	100	917600	0	100
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	2082400	1043700	50.1201	1043700	0	100	0
	Poll		300	0.0144	300	0	100	0
	Postal Ballot (if applicable)							
	Total		2082400	1044000	50.1345	1044000	0	100
Total		3000000	1961600	65.3867	1961600	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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.				
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 and Promoter Group	E-Voting	917600	917600	100	917600	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		917600	917600	100	917600	0	100
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	2082400	1043700	50.1201	1043700	0	100	0
	Poll		300	0.0144	300	0	100	0
	Postal Ballot (if applicable)							
	Total		2082400	1044000	50.1345	1044000	0	100
Total		3000000	1961600	65.3867	1961600	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve appointment of Mrs. Kavita Akshay Chhajjer (DIN: 07146097) as an Independent Director of the Company.				
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 and Promoter Group	E-Voting	917600	917600	100	917600	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		917600	917600	100	917600	0	100
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	2082400	1043700	50.1201	1043700	0	100	0
	Poll		300	0.0144	300	0	100	0
	Postal Ballot (if applicable)							
	Total		2082400	1044000	50.1345	1044000	0	100
Total		3000000	1961600	65.3867	1961600	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve transactions under section 185 of the Companies Act, 2013.				
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 and Promoter Group	E-Voting	917600	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		917600	0	0	0	0	0
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	2082400	1043700	50.1201	1043700	0	100	0
	Poll		300	0.0144	300	0	100	0
	Postal Ballot (if applicable)							
	Total		2082400	1044000	50.1345	1044000	0	100
Total		3000000	1044000	34.8	1044000	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To make investments, give loans, guarantees and provide security under section 186 of the Companies Act, 2013.				
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 and Promoter Group	E-Voting	917600	917600	100	917600	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		917600	917600	100	917600	0	100
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	2082400	1043700	50.1201	1043700	0	100	0
	Poll		300	0.0144	300	0	100	0
	Postal Ballot (if applicable)							
	Total		2082400	1044000	50.1345	1044000	0	100
Total		3000000	1961600	65.3867	1961600	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	