

# WHITE HALL COMMERCIAL COMPANY LIMITED

Regd. Office : O-402, 4th Floor, Plot No. 389, Palai Ratan House, Sankara Mattham Road,  
Kings Circle, Matunga, Mumbai - 400 019.

CIN NO. L51900MH1985PLC035669 | Email : whitehall@yahoo.com | Tel : 022-22020876 | Website : www.whitehall.co.in

September 06<sup>th</sup>, 2023.

To,  
Corporate Relationship Department  
BSE Limited  
P.J. Towers, 1st Floor,  
Dalal Street  
Mumbai - 400 001

Ref: Scrip Code - 512431

**Sub.: Annual Report for the Financial Year 2022-23 and Notice convening the 37<sup>th</sup> Annual General Meeting as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

We submit herewith the Annual Report of the Company for the Financial Year 2022-23 along with the Notice convening the 37<sup>th</sup> Annual General Meeting to be held on Friday, 29<sup>th</sup> September, 2023 at 3.00 p.m at the registered address of the Company O-402, 4<sup>th</sup> Floor Plot No.389, Palai Ratan House, Sankara Mattham Road, Kings Circle, Matunga, Mumbai-400019.

The Annual Report along with the Notice of the AGM for the Financial Year 2022-2023 is also available on the website of the Company at [www.whitehall.co.in](http://www.whitehall.co.in)

Kindly take this information on record and acknowledge the same.

Thanking you,  
Yours faithfully,

**For WHITEHALL COMMERCIAL COMPANY LIMITED**


**CS SHRUTI S. KULKARNI**  
**COMPANY SECRETARY**  
**ACS NO.24740**

Encl: As above

**WHITEHALL COMMERCIAL  
COMPANY LIMITED**

**ANNUAL REPORT**

**2022-2023**

## NOTICE

**NOTICE** is hereby given that the 37<sup>th</sup> (Thirty Seventh) Annual General Meeting of the Equity Shareholders (Members) of **WHITEHALL COMMERCIAL COMPANY LIMITED** will be held on Friday, September 29<sup>th</sup>, 2023 at 3.00 p.m. at the Registered office of the Company located at O-402, 4<sup>th</sup> Floor Plot No.389, Palai Ratan House, Sankara Mattham Road, Kings Circle, Matunga, Mumbai-400019, Maharashtra, to transact the following business:

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### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2023 and the statement of Profit and Loss Account and Cash Flow Statement for the year ended on that date along with the Reports of Directors' and Auditors' thereon
2. To appoint Mrs. Rashmi D. Desai (DIN: 07854787), who retires by rotation and being eligible, offers herself for re-appointment.

### **SPECIAL BUSINESS:**

3. Re-appointment of Mr. Rohit P. Shah (DIN:00217271) as Whole-time Director of the Company:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and the Article of Association of the Company and such other provisions as may be applicable and based on the recommendation of Nomination and Remuneration Committee and approval by the Board, the consent of the Members of the Company be and is hereby accorded to re-appointment of Mr. Rohit P. Shah (DIN-00217271), as the Whole-time Director of the Company, for a further period of 5 (Five) years commencing from 30<sup>th</sup> September, 2023 without payment of any remuneration on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening the 37<sup>th</sup> Annual General Meeting, with the liberty to the Board to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed between the Board and Mr. Rohit P. Shah during the period of his appointment within the overall ceiling as mentioned under the Act;

RESOLVED FURTHER THAT the Board of Directors and Company secretary of the Company be and are hereby authorized severally to do all acts, deeds and things and execute all such documents, instruments and writings as may be necessary, desirable or expedient for the aforesaid purpose, including filing of relevant forms with the Office of the Registrar of Companies, Maharashtra in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder."

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Place: Mumbai

For and on behalf of the Board

Date: September 06<sup>th</sup>, 2023

Sd/-

**Registered Office:**

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

SHRUTI S. KULKARNI  
COMPANY SECRETARY  
ACS NO.24740

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**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, SHOULD BE COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
3. Any member proposing to seek any clarification on the accounts is requested to send the queries to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.



4. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. The route map for the venue of the Annual General Meeting is attached herewith for your reference.
6. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
7. Members are requested to bring their copy of Annual Report and attendance slip to the meeting. Members are requested to hand over the Attendance Slip, duly filled in and signed in accordance with their specimen signature(s) registered with the Company for admission to the AGM hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.
8. Relevant documents referred to in the accompanying Notice and the Statement, are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
9. Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email addresses and changes therein, from time to time, with Company's Registrar and Transfer Agent i.e. M/s. Bigshare Services Pvt Ltd. in respect of shares held in physical form. Shareholders holding shares in physical form can send their email address for registration to [whitehall@yahoo.com](mailto:whitehall@yahoo.com) writing the Folio Number and Name of the Company.
10. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Company for the Financial Year 2022-23 are being sent by e-mail to those Members who have registered their e-mail address with the Company and/ or its Registrar and Share Transfer Agent (in respect of shares held in physical form) or with their Depository Participants (DPs) (in respect of shares held in electronic form) and made available to the Company by CDSL. For Members who have not registered their e-mail address, physical copies of the Notice and the Annual Report for 2022-23 is being sent through the permitted mode.

11. The company is providing facility for voting by electronic means and the business may be transacted through e-voting.
12. The facility for voting through ballot or polling paper shall be made available at the meeting and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting.

**THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:**

The remote e-voting period begins on **Tuesday, September 26<sup>th</sup>, 2023 at 9.00 am and ends on Thursday, September 28<sup>th</sup>, 2023 at 5.00 pm**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, September 22<sup>nd</sup>, 2023**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or physical Ballot, the said resolutions will not be decided on a show of hands at the AGM. **The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. Friday, September 22<sup>nd</sup>, 2023.**

**Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standards on General Meetings (SS-2) issued by the Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 37<sup>th</sup> Annual General Meeting by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM) ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. A person who is not a member as on the cut-off date should treat this Notice for information purpose only
- V. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from CDSL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
    - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL:  
<https://www.evotingindia.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select "EVSN" of "Whitehall Commercial Company Limited".  
i.e. **EVSN 230821016**
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with the Power of Attorney (POA) which they have issued in favour of the Custodian and the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to ([cspratikmshah@gmail.com](mailto:cspratikmshah@gmail.com)) with a copy marked to [helpdesk.evoting@cDSL.com](mailto:helpdesk.evoting@cDSL.com).

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

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

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evotingindia.com](http://www.evotingindia.com) or call on toll free no.: 1800-225-533.

VII. If you are already registered with CDSL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail Id in the user profile details of the folio which may be used for sending future communication(s).

IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, September 22<sup>nd</sup>, 2023, may obtain the login ID and password by sending a request at [helpdesk.evoting@cDSL.com](mailto:helpdesk.evoting@cDSL.com) or [Issuer/RTA](#).

However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evotingindia.com](http://www.evotingindia.com) or contact CDSL at the following toll free no.: 1800-225-533.

- X. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mr. Pratik M. Shah Company Secretary (Membership No. FCS 7431) (CP No. 7401) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results shall be declared on or after the conclusion of the Annual General Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the website of the Company i.e <https://www.whitehall.co.in/>, and CDSL. The said results will also be communicated to the Stock Exchanges on which the Company's equity shares are listed.

**Place: Mumbai**

**Date: September 06<sup>th</sup>, 2023**

**For and on behalf of the Board**

**Registered Office:**

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

**Sd/-**

**SHRUTI S. KULKARNI  
COMPANY SECRETARY  
ACS NO.24740**

## **ANNEXURE TO NOTICE**

### **Explanatory Statement in respect of the Special business pursuant to Section 102 of the Companies Act, 2013.**

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

#### **Item no. 3: Re-appointment of Mr. Rohit P. Shah (DIN: 00217271) as the Whole-time Director of the Company**

The Shareholders of the Company, at their Annual General Meeting held on 30th September, 2020, based on the recommendation of Nomination and Remuneration Committee and the Board, had by way of Special Resolution approved the re-appointment of Mr. Rohit P. Shah as the Whole-time Director of the Company for a period of 3 years w.e.f. 30th September, 2020.

Accordingly, the current term of Mr. Shah, as the Whole-time Director, is coming to an end on 29th September, 2023.

The Board of Directors, at their meeting held on 6th September, 2023 based on the recommendation of the Nomination and Remuneration Committee, has approved, subject to approval of Members, re-appointment of Mr. Rohit P. Shah as the Whole-time Director of the Company for a further period of 5 years with effect from 30th September, 2023 without payment of any remuneration.

Mr. Shah is having rich and vast hands-on experience of three decades in the industry. He possesses requisite skills and knowledge relevant to the Company's business.

He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Brief profile and other requisite details including Directorships and Committee positions of Mr. Rohit P. Shah are given in Annexure –A.

The Board of Directors shall have the authority to alter and vary the terms and conditions of the re-appointment of Mr. Rohit P. Shah in such manner as may be agreed between the Board and Mr. Rohit P. Shah during the period of his appointment within the overall ceiling as mentioned under the Act;

In view of the above, approval of members is being sought by way of a special resolution, for the re-appointment of Mr. Rohit P. Shah as Whole-time Director of the Company for another term of five years.

None of the Directors is in any way concerned or interested in the above re-appointment except Mr. Rohit P. Shah and his relative if any.

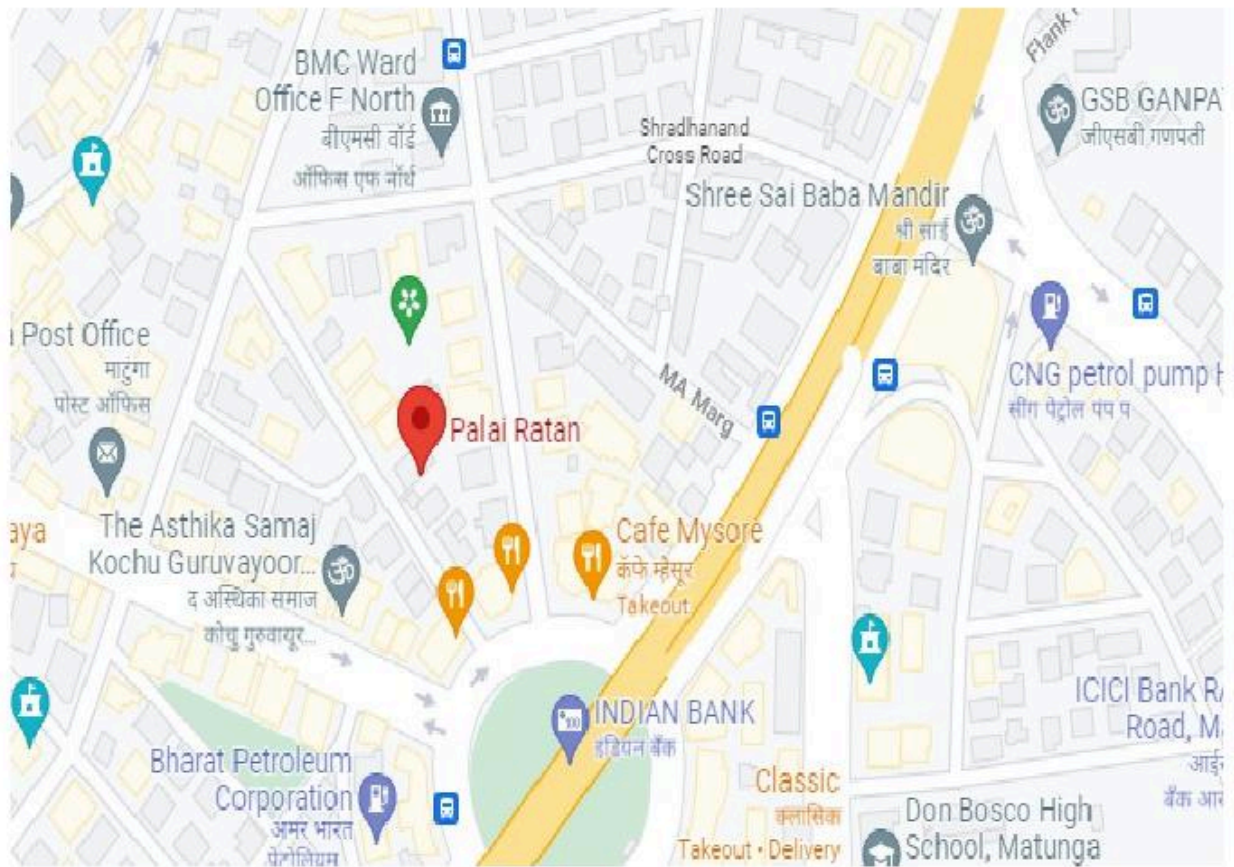
The Board of Directors recommends Special Resolution set out at Item No. 3 for approval by the Members of the Company.

**Details of Directors seeking appointment / re-appointment at the Annual General Meeting**

[In pursuance of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

|   |  |
|---|--|
| Name of Director  | <b>Mr. Rohit P. Shah</b>   |
| DIN   | <b>00217271</b>  |
| Date of Birth   | 11/11/1958   |
| Age   | 65 Years   |
| Date of appointment on the Board  | 16-04-1990   |
| Qualification   | BE- Civil  |
| Expertise in specific functional areas  | Industrial Services.   |
| Terms and conditions of appointment   | Mr. Rohit P. Shah is an executive director of the Company and liable to retire by rotation.  |
| Remuneration sought to be paid  | Nil  |
| Remuneration last drawn   | Nil  |
| Brief Biography   | Mr. Rohit P. Shah is an executive director of the Company.   |
| List of other Companies in which he holds Directorship as on 31/03/2023   | 1.Sandhya Commercial Limited.<br>2.Praxys Project Engineers Limited.<br>3.Blackhill Investments Private Limited.<br>4.Vittakshem Insurance And Financial Services Private Limited. |
| Chairperson/ member of Committees of the Board of the other companies in which she is a Director (as on 31/03/2023) | Nil  |
| No. of Meetings attended during F.Y.: 2022-23   | 5  |
| Relationship with other Director/s, Manager and Key Managerial Personnel  | ---  |
| Equity Shares held in the Company   | 76,050 Equity Shares   |

**Route Map to the Venue of AGM:** Registered office address: O-402, 4<sup>th</sup> Floor Plot No.389, Palai Ratan House, Sankara Mattham Road, Kings Circle, Matunga, Mumbai-400019, Maharashtra





**WHITEHALL COMMERCIAL COMPANY LIMITED**

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

**FORM OF PROXY**

**Thirty Seventh Annual General Meeting, Friday, 29<sup>th</sup> September, 2023**  
**[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies**  
**(Management and Administration) Rules, 2014]**

Name of the Member(s):

\_\_\_\_\_

Registered address:

\_\_\_\_\_

E-mail ID

\_\_\_\_\_

Folio No./ Client ID\* \_\_\_\_\_

DP ID\*

\_\_\_\_\_

I/ We being the Member(s) of the Company holding \_\_\_\_\_ shares, hereby appoint;

|  |   |
|--|---|
| 1.Name :<br>_____<br><br>Address: _____<br>_____ | E-mail<br>ID: _____<br>-<br>Signature<br>: _____<br>_____ |
|--|---|

or failing him / her

|   |   |
|---|---|
| 2.Name<br>: _____<br><br>Address<br>: _____ | E-mail<br>ID: _____<br><br>Signature :<br>_____ |
|---|---|

or failing him / her

|   |   |
|---|---|
| 1.Name :<br>_____<br><br>Address<br>: _____ | E-mail<br>ID: _____<br><br>Signature :<br>_____ |
|---|---|

as my/ our proxy to attend and vote (on a poll) on my/our behalf at the **Thirty Seventh Annual General Meeting** of the company, to be held on Friday, September 29<sup>th</sup>, 2023 at 3.00 p.m. at O-402, 4<sup>th</sup> Floor Plot No.389, Palai Ratan House, Sankara Mattham Road, Kings Circle, Matunga, Mumbai-400019 and at any adjournment thereof in respect of such resolutions as are indicated below:

|                   | Resolutions   | Vote (Optional<br>see Note 2) |         |
|-------------------|---|-------------------------------|---------|
|                   |   | For                           | Against |
| ORDINARY BUSINESS |   |                               |         |
| 1                 | To receive, consider and adopt the Audited Balance Sheet as at 31 <sup>st</sup> March, 2023 and the statement of Profit and Loss Account and Cash Flow Statement for the year ended on that date along with the Reports of Directors’ and Auditors’ thereon |                               |         |
| 2                 | To appoint Mrs. Rashmi D. Desai (DIN: 07854787), who retires by rotation and being eligible, offers herself for re-appointment.   |                               |         |
| SPECIAL BUSINESS  |   |                               |         |
| 3.                | To Consider and Approve the re-appointment of Mr. Rohit P. Shah as Whole-time Director of the Company   |                               |         |

Please  
affix  
Revenue  
Stamp

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023.

Signature\_\_\_\_\_

\* Applicable to Members holding shares in electronic form.

**NOTES :**

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the meeting.
2. It is optional to indicate your preference. If you leave the for/against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

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CIN NO. L51900MH1985PLC035669 | Email : whitehall@yahoo.com | Tel : 022-22020876 | Website : www.whitehall.co.in

## **BOARD'S REPORT**

To  
The Members,  
WHITE HALL COMMERCIAL COMPANY LIMITED

Your Directors have pleasure in presenting the 37<sup>th</sup> Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2023.

### **1. FINANCIAL STATEMENTS & RESULTS:**

#### **A. FINANCIAL RESULTS:**

The Company's performance during the year ended 31<sup>st</sup> March, 2023 as compared to the previous financial year, is summarized below:

(Amount in Lakhs)

| Particular   | For the financial<br>year ended<br>31 <sup>st</sup> March, 2023 | For the financial<br>year ended<br>31 <sup>st</sup> March, 2022 |
|--|---|---|
| Income   | 25.40   | -   |
| Less: Expenses   | 42.06   | 19.57   |
| <b>Profit/(Loss) before Exceptional &amp;<br/>Extraordinary Items and Tax.</b> | <b>(16.66)</b>  | <b>(19.57)</b>  |
| Exceptional Items  | 30.00   | -   |
| Profit/(Loss) after Extraordinary<br>Items and Tax                             | (46.66)   | (19.57)   |
| Extraordinary Items  | -   | -   |
| <b>Profit/(Loss) before Tax</b>  | <b>(46.66)</b>  | <b>(19.57)</b>  |
| Less: Provision for tax  |   |   |
| Current Tax  | -   | -   |
| Deferred Tax   | (3.01)  | (7.30)  |
| <b>Profit after Tax</b>  | <b>(43.65)</b>  | <b>(12.27)</b>  |

#### **APPROPRIATION**

|                                  |          |          |
|----------------------------------|----------|----------|
| Interim Dividend                 | -        | -        |
| Final Dividend                   | -        | -        |
| Tax on distribution of dividend  | -        | -        |
| Transfer of General Reserve      | -        | -        |
| Balance carried to Balance sheet | (150.35) | (106.71) |

#### **B. OPERATIONS:**

During the year under review, your Company has carried out Chemical Trading

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During the year under review, your Company has carried out Chemical Trading Business activities.

## **C. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES OR JOINT VENTURE COMPANIES:**

During the year under review, the Company did not have Subsidiary, Associates or Joint Venture Company

## **D. DIVIDEND:**

Considering the loss incurred in the current financial year, your Directors have not recommended any dividend for the financial year under review.

## **E. TRANSFER TO RESERVES:**

In view of loss incurred during the year under review, the Board of Directors has not recommended transfer of any amount to reserves.

## **F. REVISION OF FINANCIAL STATEMENT:**

There was no revision of the financial statements for the year under review.

## **G. DEPOSITS:**

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details of deposits which are in compliance with the Chapter V of the Act is not required to be furnished.

## **H. DISCLOSURES UNDER SECTION 134(3)(I) OF THE COMPANIES ACT, 2013:**

Except as disclosed elsewhere in this report, no material changes and commitments have occurred between the end of the financial year of the Company and date of this report which could affect the Company's financial position.

## **I. DISCLOSURE OF INTERNAL FINANCIAL CONTROLS:**

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no

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material or serious observation has been received from the Auditors of the Company for inefficiency or inadequacy of such controls.

**J. DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL:**

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

**K. PARTICULAR OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:**

All contracts/arrangement/transactions entered by the Company during the period under review with related parties were in compliance with the applicable provisions of the Companies Act, 2013 (Act) and SEBI Listing Regulations. Prior omnibus approval of the Audit Committee is obtained for all related party transactions which are foreseen and of repetitive nature. Pursuant to the said omnibus approval, details of transaction entered into is also reviewed by the Audit Committee on a quarterly basis.

All related party transactions entered during the financial year 2022-23 were in the ordinary course of business, at arm's length and not material under the Act and SEBI Listing Regulations. None of the transactions required members' prior approval under the Act or SEBI Listing Regulations.

Details of transactions with related parties during financial year 2022-23 are provided in the notes to the financial statements. There were no transaction requiring disclosure under section 134(3)(h) of the Act. Hence, the prescribed Form AOC-2 does not form a part of this Report.

**L. PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

Details of investments made, loan advanced and guarantees given by the Company are given in the notes to the Financial Statements.

**M. DISCLOSURE UNDER SECTION 43(a)(ii) OF THE COMPANIES ACT, 2013:**

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a) (ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

**N. DISCLOSURE UNDER SECTION 54(1)(d) OF THE COMPANIES ACT, 2013:**

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The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1) (d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

## **O. DISCLOSURE UNDER SECTION 62(1)(b) OF THE COMPANIES ACT, 2013:**

The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1) (b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

## **P. DISCLOSURE UNDER SECTION 67(3) OF THE COMPANIES ACT, 2013:**

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.

## **2. MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL**

### **A. Change in Board of Directors and Key Managerial Personnel during the year:**

In the Financial Year 2022-2023 there was no change in directorship of the Company.

In current, Mr. Rohit P. Shah, Mr. Nilesh Savant, Mr. Suresh Argade and Mrs. Rashmi Desai are the directors to the Board of the company.

Pursuant to Section 2(51) of the Companies Act, 2013, read with the Rules framed there under, the following persons have been designated as Key Managerial Personnel of the Company:

1. Mr. Rohit P. Shah- Whole-time Director
2. Mrs. Shruti Kulkarni- Company Secretary & Chief Financial Officer

### **B. DECLARATIONS BY INDEPENDENT DIRECTORS:**

The Company has received declarations from all the Independent Directors under Section 149(6) of the Companies Act, 2013 confirming their independence vis-à-vis the Company.



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## 3. DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES

### A. BOARD MEETINGS:

The Board of Directors met Five times during the financial year ended 31<sup>st</sup> March, 2023 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

The Date on which the Board of Directors met during the financial year under review are as under;

1. 26/05/2022
2. 11/08/2022
3. 05/09/2022
4. 11/11/2022
5. 13/02/2023

### B. AUDIT COMMITTEE MEETINGS:

During the year, Four Audit Committee Meetings were convened and held.

The Date on which the members of Audit committee met during the financial year under review are as under;

1. 26/05/2022
2. 11/08/2022
3. 11/11/2022
4. 13/02/2023

### C. NOMINATION REMUNERATION COMMITTEE MEETINGS:

During the year, One Nomination Remuneration Committee Meetings were convened and held.

The Date on which the members of Nomination Remuneration committee met during the financial year under review are as under;

1. 11/08/2022

### D. SEPARATE INDEPENDENT DIRECTORS MEETING:

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During the year, One Separate Meeting of Independent Directors was convened and held.

The Date on which the Independent directors met during the financial year under review is as under;

1. 11/11/2022

## **E. DIRECTOR'S RESPONSIBILITY STATEMENT:**

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended 31<sup>st</sup> March, 2023, the Board of Directors hereby confirms that:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. such accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2023 and of the loss of the Company for that year;
- c. proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts of the Company have been prepared on a going concern basis;
- e. internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- f. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **F. NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee of Directors as constituted by the Board of Directors of the Company in accordance with the requirements of Section 178 of the Act.

The composition of the committee is as under:

1. Mr. Suresh Argade, Chairman
2. Mr. Nilesh Savant, Director
3. Mrs. Rashmi Desai, Director



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The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees.

Major criteria defined in the policy framed for appointment of the Directors including criteria for determining qualifications, positive attributes, Independence, etc. are as under:

## **I. Selection of Directors and Key Managerial Personnel:**

In case of Executive Directors and Key Managerial Personnel, the selection can be made in either of the ways given below:

- a. by way of recruitment from outside;
- b. from within the Company hierarchy; or
- c. Upon recommendation by the Chairman or other Directors.

The appointment may be made either to fill up a vacancy caused by retirement, resignation, death or removal of an existing Executive Director or it may be a fresh appointment.

In case of Non-Executive Directors, the selection can be made in either of the ways given below:

- a. By way of selection from the data bank of Independent Directors maintained by the Government.
- b. Upon recommendation by Chairman or other Directors.

## **II. Qualifications, Experience and Positive Attributes Of Directors**

- a. While appointing a Director, it shall always be ensured that the candidate possesses appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company's business.
- b. In case of appointment as an Executive Director, the candidate must have the relevant technical or professional qualifications and experience as are considered necessary based on the job description of the position. In case no specific qualification or experience is prescribed or thought necessary for the position then while recommending the appointment, the job description to the Committee shall be provided and along with justifications that the qualifications, experience

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and expertise of the recommended candidate are satisfactory for the relevant appointment.

- c. The Board, while making the appointment of a Director, shall also try to assess from the information available and from the interaction with the candidate that he is a fair achiever in his chosen field and that he is a person with integrity, diligence and open mind.

### **III. Independence of Directors:**

While making appointment of directors, following principles shall be observed by the Board, as far as practicable:

- a. There shall be a proper mix of Executive and Non-Executive Directors and Independent and non-independent directors on the Board. The Company shall always be in compliance of the provisions of Section 149 of the Companies Act, 2013, as amended from time to time, in this regard.
- b. There shall be a workable mix of directors drawn from various disciplines like technical, finance, commercial, legal etc.
- c. While appointing a director to fill in a casual vacancy caused by death, resignation etc. of a director, an effort shall be made, as far as possible, to appoint such a person in his place who has the relevant experience in the fields or disciplines in which the outgoing director had with relevant expertise as requisite to Business of the Company.
- d. No preference on the basis of gender, religion or cast shall be given while considering the appointment of directors.

While appointing independent directors, the criteria for the independent directors, as laid down in Section 149 (6) of the Companies Act, 2013 shall be followed.

### **G. AUDIT COMMITTEE:**

The Audit Committee of Directors was constituted pursuant to the provisions of Section 177 of the Companies Act, 2013. The composition of the Audit Committee is in conformity with the provisions of the said section.

The Audit Committee comprises of:

- 1. Mr. Nilesh Savant, Chairman
- 2. Mrs. Rashmi Desai, Director
- 3. Mr. Suresh Argade, Director

The scope and terms of reference of the Audit Committee have been amended in

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accordance with the Act.

During the year under review, the Board of Directors of the Company had accepted all the recommendations of the Audit Committee.

## **H. STAKEHOLDERS RELATIONSHIP COMMITTEE:**

As per section 178(5) of the Companies Act, 2013, your Company is not required to constitute Stakeholders Relationship Committee.

## **I. VIGIL MECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES:**

The Board of Directors of the Company has, pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed "Vigil Mechanism Policy" for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports, etc.

The employees of the Company have the right/option to report their concern/grievance to the Chairman of the Audit Committee.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.

## **J. RISK MANAGEMENT POLICY:**

The Board of Directors of the Company has designed Risk Management Policy and Guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses, and define a structured approach to manage uncertainty and to make use of these in their decision making pertaining to all business divisions and corporate functions. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews.

## **K. ANNUAL EVALUATION OF DIRECTORS, COMMITTEE AND BOARD:**

Nomination and Remuneration Committee of the Board had prepared and sent, through its Chairman, feedback forms for evaluation of the Board, Independent Directors and the Chairman. The Independent Directors at their meeting considered

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and evaluated the Board's performance, performance of the Chairman and other non-independent Directors. The Board subsequently evaluated performance of the Board, the Committees and Independent Directors; without participation of the concerned Director.

As stipulated by the Code of Independent Directors under the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held to review the performance of Non-Independent Directors (including the Chairman) and the Board as whole.

Performance evaluation of Independent Directors was conducted by the Board of Directors, excluding the Director being evaluated. The criteria for performance evaluation of Independent Directors laid down by the Nomination, Remuneration and Compensation Committee is as below:

- Ethics and values,
- knowledge and proficiency,
- diligence,
- Behavioral traits and
- Efforts for personal development

Similarly, performance evaluation of the Chairman and Non – Independent Directors was carried out by the Independent Directors.

## **L. INTERNAL CONTROL SYSTEMS:**

Adequate internal control systems commensurate with the nature of the Company's business and size and complexity of its operations are in place have been operating satisfactorily. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

## **M. DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:**

None of the Directors was in receipt of remuneration during the year under review.

## **4. AUDITORS AND REPORTS**



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The matters related to Auditors and their Reports are as under:

## **A. APPOINTMENT OF AUDITORS:**

The Equity Shareholders of the Company in their Thirty Fourth Annual General Meeting held on 30<sup>th</sup> September, 2020 had accorded their approval pursuant to the provisions of Sections 139 and other applicable provisions of Companies Act, 2013 and Rules made there under to appoint M/s MAPS & Company, Chartered Accountants (FRN No. 118913W), as the Statutory Auditor of the Company for the period of five years commencing from the conclusion of Thirty Fourth Annual General Meeting until the conclusion of Thirty Ninth Annual General Meeting.

Any qualification, reservation or adverse remark or disclaimer in the Auditors' Report to the Members read alongwith notes to the accounts are self-explanatory, needs no further clarification or explanation.

Pratik M. Shah, Company Secretaries, Membership No. FCS 7431) (CP No. 7401) has been appointed as Secretarial Auditor of the Whitehall Commercial company Ltd. for the financial year 2022-23.

Necessary resolution for appointment of the said Auditors is included in the Notice of AGM for seeking approval of members.

## **B. OBSERVATIONS OF STATUTORY AUDITORS ON ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023:**

The observations made by the Statutory Auditors in their report for the financial year ended 31<sup>st</sup> March 2023 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

## **C. SECRETARIAL AUDIT REPORT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023:**

As per the provisions of Section 204 read with Section 134(3) of the Companies Act, 2013, mandates the Company to obtain Secretarial Audit Report from Practicing Company Secretary. Pratik M. Shah, Company Secretaries have been appointed to issue Secretarial Audit Report for the financial year 2022-23.

Secretarial Audit Report issued by Pratik M. Shah, Company Secretaries in Form MR-3 for the financial year 2022-23 forms part to this report. Pursuant to the Section 134(3) of the Companies Act, 2013 and with respect to the observation made by the Secretarial Auditors of the Company on the compliance of Laws/Acts, the Board of Directors states as under;

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## I. Non appointment of Internal Auditor

**Management Response:** The Company is in process of taking necessary steps to comply with the above mention observation raised in the Secretarial Audit Report.

II. Company has generally complied with the Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 except Regulation 31(2) and Regulation 31(3). Further as per the documentation produced before us for the Audit and the information provided to us by the Promoters and its officers, we have observed that the shareholding of 99.92% of the promoters are in dematerialized form and further the Promoters of the Company have already initiated the process of dematerialization to convert its physical shares into demat form.

**Management Response:** The Promoters of the Company have initiated the process of dematerialization to convert its physical shares into demat form. At present 99.92% of the total Promoter's Shares are in demat form.

III. Company has placed the annual report on the website of the Company, however due to oversight Company has missed out mentioning the web address of the website as required to be provided under the Companies Act, 2013 in the Board Report of Financial Year 2021-22.

## **Management Response:**

The observation is self-explanatory.

## **D. FRAUD REPORTING:**

During the year under review, there were no instances of material or serious fraud falling under Rule 13(1) of the Companies (Audit and Auditors) Rules, 2013, by officers or employees reported by the Statutory Auditors of the Company during the course of the audit conducted.

## **5. DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE 2016:**

During the year under review, there was no application made or proceeding pending under the Insolvency and Bankruptcy Code, 2016.

## **6. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME**

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## **SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS**

During the year under review, there has been no one time settlement of Loans taken from Banks and other financial Institution.

### **7. OTHER DISCLOSURES**

Other disclosures as per provisions of Section 134 of the Act read with Companies (Accounts) Rules, 2014 are furnished as under:

#### **A. EXTRACT OF ANNUAL RETURN:**

In terms of Section 92(3) of the Companies Act, 2013 and Rule 12 of Companies (Management And Administration) Rules, 2014 the Annual Return of the Company is available on the website of the Company at the link <https://www.whitehall.co.in/annual-return/>

#### **B. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review.

During the year under review, the Company has neither earned nor used any foreign exchange.

#### **C. DISCLOSURE RELATED TO PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:**

The Directors further state that Pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, no case pertaining to sexual harassment at workplace has been reported to Company during F.Y. 2022-23.

#### **D. CORPORATE GOVERNANCE:**

Pursuant to the Regulation 15 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which is effective from 01<sup>st</sup> December, 2015, the Company is not required to comply with provisions of Corporate Governance as its Paid

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up capital is less than Rs. 10 Crore and its net worth is also less than Rs. 25 Crore as on 31/03/2023.

## E. ACCOUNTING POLICY:

Indian Accounting Standards (IND AS) – IFRS Converged Standard. Your Company has adopted Indian Accounting Standards (“Ind AS”) for the accounting periods beginning on 1<sup>st</sup> April, 2022 pursuant to Ministry of Corporate Affairs Notification dated 16<sup>th</sup> February, 2015 notifying the Companies (Indian Accounting Standard) Rules, 2015.

## F. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

A detailed analysis of your Company’s performance is discussed in the Management Discussion and Analysis Report, which forms part of this Annual Report.

## 8. ACKNOWLEDGEMENTS AND APPRECIATION:

Your Directors take this opportunity to thank the customers, shareholders, suppliers, bankers, business partners/associates, financial institutions and Central and State Governments for their consistent support and encouragement to the Company.

For and on behalf of the Board

Sd/-  
ROHIT P. SHAH  
WHOLETIME DIRECTOR  
DIN: 00217271

Date: September 06<sup>th</sup>, 2023  
Place: Mumbai

Sd/-  
SURESH T. ARGADE  
DIRECTOR  
DIN: 07945594

Registered Office  
O-402, 4th Floor Plot No. 389,  
Palai Ratan House,  
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**PRATIK M. SHAH B.COM., F.C.S.**

Company Secretaries (Peer Reviewed Unit)

**MR-3**

**Secretarial Audit Report**

For the Financial year ended 31<sup>st</sup> March, 2023

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

The Members,

**Whitehall Commercial Company Limited**

Books, documents, records, e-forms (forms) and returns, registers, minutes were not verified physically and the same were made available in electronic mode and were verified on the bases of the representations received and made by the management of the Company, its officers, agents and authorised representatives for its accuracy and authenticity. Accordingly, wherever, in the report, words such as "examined", "review", "verification" are being stated it should be construed as examination, review, verification of electronic records. This report should be read along with the **Annexure** attached to this report.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **WHITEHALL COMMERCIAL COMPANY LIMITED** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has during the financial year ended 31<sup>st</sup> March, 2023, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2023, according to the provisions of:
  - i. The Companies Act, 2013 (the Act) and the rules made thereunder;
  - ii. Secretarial Standards issued by The Institute of Company Secretaries of India.



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- iii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
    - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
    - d) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') **were not applicable** to the Company under the financial year under report:-
- i. The Securities and Exchange Board of India (Share Based Employee Benefit) Regulation, 2014;
  - ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
  - iv. The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018;
  - v. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
  - vi. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;



**We further report that:**

Company is not required to comply with Regulation 15 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as companies paid up equity share capital is not exceeding Rs. 10 Crores and net worth not exceeding Rs. 25 Crores as on the last day of the previous financial year.

The Board of Directors of the Company is duly constituted as per provisions of section 149(1)(a) of the Companies Act, 2013.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

The majority of decisions are carried through which are captured and recorded as part of the minutes.

Following *observations* were noticed during our Audit:

1. Company has *generally* regular in filing of e-Forms with the Ministry of Corporate Affairs and complied all the provisions as per the Companies Act, 2013 *except* following:
  - a) Company has not appointed Internal Auditor as per the provisions of Section 138 (1) of the Companies Act, 2013.
  - b) Company has placed the web address in required documents of the Company under the letter head and also placed the annual report on the website of the Company, however due to oversight Company has missed out mentioning the web address of the website as required to be provided under the Companies Act, 2013 in the Board Report of Financial Year 2021-22.
2. Company has *generally* complied with Secretarial Standards issued by The Institute of Company Secretaries of India.
3. Company has generally complied with the Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 except Regulation 31(2) and Regulation 31(3). Further as per the documentation produced before us for the Audit and the information provided to us by the Promoters and its officers, we have observed that the shareholding of 99.92% of the promoters are in dematerialized form and further the Promoters of the Company have already initiated the process of dematerialization to convert its physical shares into demat form.



We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.



A handwritten signature in black ink, appearing to be "Pratik M. Shah", written over a horizontal line.

**PRATIK M. SHAH**

Company Secretaries

FCS No.: 7431

CP No.: 7401

PU No. 755/2020

UDIN: F007431E000935897

Place: Mumbai

Date: 4<sup>th</sup> September, 2023

**Encl.: Annexure to Report**

**ANNEXURE TO SECRETARIAL AUDIT REPORT ISSUED FOR FY 2022-23**

The Members

**Whitehall Commercial Company Limited**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Mumbai

Date: 4<sup>th</sup> September, 2023



A handwritten signature in black ink, appearing to be "Pratik M. Shah".

**PRATIK M. SHAH**

Company Secretaries

FCS No.: 7431; CP No.: 7401

PU No. 755/2020

UDIN: F007431E000935897



**PRATIK M. SHAH B.COM., F.C.S.**

Company Secretaries (Peer Reviewed Unit)

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
**[Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI**  
**(Listing Obligations and Disclosure Requirements) Regulations, 2015]**

The Members,

**WHITEHALL COMMERCIAL COMPANY LTD**

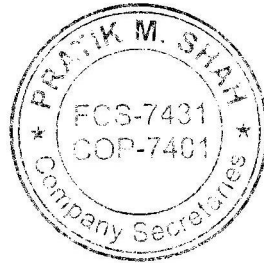
We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Whitehall Commercial Company Ltd having CIN L51900MH1985PLC035669 and having its registered office at O-402, Floor-4, Plot-389, Palai Ratan House, Sankara Mattham Road, Kings Circle, Matunga, Mumbai 400 019, (hereinafter referred to as 'the Company') and produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company and its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authorities.

| Sr. No. | Name of Directors        | DIN      |
|---------|--------------------------|----------|
| 1       | Rohit Prabhudas Shah     | 00217271 |
| 2       | Rashmi Deepak Desai      | 07854787 |
| 3       | Suresh Tukaram Argade    | 07945594 |
| 4       | Nilesh Krishnarao Savant | 09440936 |



Further ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.



Place: Mumbai

Date: 4<sup>th</sup> September, 2023

A handwritten signature in black ink, appearing to be "Pratik M. Shah", written over a horizontal line.

**PRATIK M. SHAH**

**Company Secretaries**

**FCS No.: 7431; CP No.: 7401**

**PU No. 755/2020**

**UDIN: F007431E000936007**

**WHITEHALL COMMERCIAL COMPANY LTD.**  
**FINANCIAL STATEMENTS**  
F.Y.2022-23





**Independent Auditor's Report**

To,

**The Members of Whitehall Commercial Company Limited**

**Report on the audit of the Standalone Financial Statements**

**Opinion**

We have audited the accompanying Standalone Ind AS financial statements of **Whitehall Commercial Company Limited** ("the Company") which comprises the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and statement of changes in equity and cash flows for the year then ended, and notes to the Standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and profit/loss, and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.





**Emphasis of Matter**

In our opinion, there is no such matter which we need to emphasize in our Audit Report.

**Information other than the Standalone Ind AS financial statements and auditors' report thereon**

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the Standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the Standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Management's Responsibility for the Standalone Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation, and





maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

#### **Auditor's Responsibility for the Audit of the Standalone Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(d) of the







Companies Act, 2013, we are not responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Ind AS financial statements, including the disclosures, and whether the Standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.





**Other Matters**

There is no such other matter which we need to be mention in our Audit Report.

**Report on Other Legal and Regulatory Requirements:**

1. Companies (Auditor's Report) Order 2020, issued by Central Government of India in terms of sub section (11) of the Section 143 of the Companies Act, 2013 we give in Annexure a statement on the matters specified in paragraph 3 & 4 of the Order to the extent possible.  
**(Annexure 1)**
2. As required by Section 143(3) of the Act, we report that:  
We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss(including Other Comprehensive Income), the Cash Flow Statement and Statement of changes in equity dealt with by this Report are in agreement with the books of accounts.
  - d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of the written representations received from the directors as on 31<sup>st</sup> March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure 2.





g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- The Company does not have any pending litigations which would impact its financial position.
- The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For MAPS & Company  
Chartered Accountants  
Registration No. 118913W

CA Prashant Kulkarni  
Partner  
Membership No. 106983  
UDIN:23106983BGYPH3297



Place: - Pune  
Date: -27<sup>th</sup> April 2023

**ANNEXURE 1 TO INDEPENDENT AUDITORS' REPORT**

**As per point 3 of Companies (Auditor's Report) Order, 2020 dt.25<sup>th</sup> February 2020,**  
**Referred to in Paragraph 1 under the heading of "Report on other legal & regulatory**  
**requirements" of our report of even date.**

**Re: - Whitehall Commercial Company Limited for the F.Y. 2022-23**

1. **Property, plant & equipment, and intangible assets –**

- a) The Company does not have any Property, Plant & Equipment, and Intangible assets and hence our remarks with respect to maintenance of record, physical verification, title deeds of immovable property, revaluation, etc. are not attracted.
- b) No proceedings have been initiated or pending against the company or holding any benami property under Benami transactions (prohibition) Act, 1988 (45 of 1988) and rules made there under. Hence, no disclosure of such details required.

2. **Inventory –**

- a) The company does not have any stock of raw materials, work in progress, finished goods, stores & spares and hence the question of proper maintenance of records of the inventory and frequency of verification does not arise.
- b) The company has not been sanctioned working capital limits in excess of Rs. 5 Cr in aggregate from banks or FI on the basis of security of current assets and hence the question of quarterly returns or statements filed by the company with such banks or FI does not arise.

3. **Investments made, Guarantee/Security provided, or Loans granted–**

- a) The company has not provided loans, or advances in the nature of loans, or stood guarantee, or provided security to companies, firms, LLP, or any other party.
- b) As the Company has not provided loans, or advances in the nature of loans, or stood guarantee, or provided security to companies, firms, LLP, or any other party, our comments related to terms & conditions, schedule o repayment, overdue status, etc. are not attracted.







4. **Loans to Directors, Investment, Guarantees & Security by Company**

- a) Company has not granted any loans or given guarantees or provided any security in connection with the loan – directly or indirectly - to Directors or any other person in whom Directors are interested in contravention of Section 185 of Companies Act 2013.
- b) Company has not granted any loan or given guarantee or made investment or provided security in contravention of Section 186 of Companies Act 2013.

5. **Deposits –**

- a) The Company has not accepted any deposits. Hence our comments on compliance of the directives of Reserve Bank of India, provisions of Sec.73 to 76 or any other relevant provisions of the Companies Act 2013 & the rules framed there under are not required.
- b) The nature of contravention - not applicable.
- c) No order has been passed by Company Law Board, or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal requiring any compliance.

6. **Cost records –**

The Company is not required to maintain cost records pursuant to Section 148(1) of the Companies Act 2013.

7. **Statutory dues –**

- a) According to the information & explanations given to us, Company is regular in depositing undisputed statutory dues including GST, Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, VAT, Cess and any other statutory dues with appropriate authority.
- b) No such undisputed dues were outstanding as at the last day of financial year for a period of more than six months from due date.
- c) No such dues were outstanding on account of any dispute pending with any forum.

8. **Disclosures under Income tax –**

No amount of any transactions not recorded in the books of accounts have been surrendered or disclosed as incurred during the year in the tax assessments under Income Tax Act, 1961.





9. **Repayment of loans-**

- a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the company has not been declared wilful defaulter by any bank or financial institution or government or any government authority."
- c) The term loans were applied for the purpose for which the loans were obtained. Hence, our comment on amount of loan so diverted and the purpose for which it was used is not required.
- d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.
- e) According to the information and explanations given to us and on an overall examination of the financial statements of the company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates, or joint ventures.
- f) According to the information and explanations given to us and procedures performed by us, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures, or associate companies.

10. **Utilization of IPO & further public offer -**

- a) The Company has not raised funds by way of IPO or any Public offer (including Debt instrument). Hence, our comment on application of funds for the purpose of which those were raised and details of any delays or defaults is not required.
- b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially, or optionally convertible) during the year. Hence our comments on compliance of section 42 and 62 of Companies Act, 2013 and utilization of funds for the purpose for which the funds were raised is not required.

11. **Fraud -**

- a) No fraud by the company or on the Company has been noticed or reported during the year. Hence our comments on the nature of fraud and the amount involved are not required.





- b) No report u/s 143(12) of the Companies Act, 2013 has been filed in form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) There were no whistle-blower complaints received during the year by the company.

**12. Nidhi company –**

The Company is not a Nidhi Company & hence our comments related to Nidhi Company are not attracted.

**13. Related party transactions –**

- a) All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and.
- b) The details have been disclosed in the Financial Statements as required by the applicable accounting standards.

**14. Internal audit -**

In our opinion and based on our examination, the company does not have an internal audit system and is not required to have an internal audit system as per provisions of the Companies Act 2013.

**15. Non-cash transactions–**

- a) The company has not entered into any non-cash transactions with directors or persons connected with him.
- b) Our comments on compliance with the provisions of section 192 of Companies Act, 2013 are not attracted.

**16. Registration with RBI –**

- a) Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and hence, the registration has not been obtained.
- b) Company has not conducted any non-banking financial or housing finance activity without a valid certificate of registration from RBI.
- c) Company is not a core investment company (CIC) and hence our comments on its continuous fulfilment of criteria of CIC is not required.
- d) The group do not have one or more CIC as part of the group.





**17. Cash Losses –**

The company has incurred cash loss of Rs. 46,65,419/- during the financial year and Rs.19,57,178/- in the preceding financial year.

**18. Resignation of statutory auditor –**

There has been no resignation of the statutory auditors during the year hence it is not necessary to consider the issues, objections or concerns raised by the outgoing auditor.

**19. Material uncertainty –**

In our opinion, no material uncertainty exists as on the date of audit report regarding capability of the company in meeting its liabilities existing on the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. The opinion is based on the financial ratios, ageing, and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, and our knowledge of the Board of Directors' and management's plans.

**20. CSR Projects –**

Section 135 of the Companies Act, 2013 is not applicable to the company.

**21. Qualifications in the consolidated financial statements –**

The Company does not prepare consolidated financial statements as it does not have any subsidiaries, joint ventures & associates & hence our remarks on the same are not applicable.

*The reasons for any of our unfavourable or qualified report/remark, if any, are mentioned in the relevant point itself.*

For MAPS & Company  
Chartered Accountants  
Registration No. 118913W

CA Prashant Kulkarni  
Partner  
Membership No. 106983  
UDIN:23106983BGYPH3297



Place: - Pune  
Date: - 27<sup>th</sup> April 2023





**ANNEXURE 2**

**ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT**  
**of Even Date on the standalone Ind AS Financial Statements of**  
**WHITEHALL COMMERCIAL COMPANY LIMITED**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Whitehall Commercial Company Limited as of March 31, 2023 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of





the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting; assessing the risk that a material weakness exists; and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding







prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For MAPS & Company  
Chartered Accountants  
Registration No. 18913W

CA Prashant Kulkarni  
Partner  
Membership No. 106983  
UDIN: 23106983BGYPH3297



Place: - Pune  
Date: -27<sup>th</sup> April 2023

# WHITEHALL COMMERCIAL COMPANY LIMITED

Balance Sheet as at 31 March 2023

(All Amounts in INR Lakhs unless otherwise stated)

| Particular   | Notes | 31 March 2023   | 31 March 2022  |
|--|-------|-----------------|----------------|
| <b>ASSETS</b>  |       |                 |                |
| <b>Non-current assets</b>  |       |                 |                |
| <b>Financial assets</b>  |       |                 |                |
| (i) Investments  | 2     | -               | 100.25         |
| (ii) Other Financial Assets  | 3     | -               | 0.16           |
| <b>Deferred tax assets (net)</b>   | 4     | 38.32           | 35.31          |
|  |       | <b>38.32</b>    | <b>135.72</b>  |
| <b>Current assets</b>  |       |                 |                |
| <b>Financial assets</b>  |       |                 |                |
| (i) Cash and cash equivalents  | 5     | 17.21           | 0.82           |
| (ii) Trade receivables   |       | -               | -              |
| <b>Other Current Assets</b>  | 6     | 6.59            | -              |
|  |       | <b>23.80</b>    | <b>0.82</b>    |
| <b>Total Asset</b>   |       | <b>62.11</b>    | <b>136.54</b>  |
| <b>EQUITY AND LIABILITIES</b>  |       |                 |                |
| <b>Equity</b>  |       |                 |                |
| (a) Equity share capital   | 7     | 24.90           | 24.90          |
| (b) Other equity   | 8     | (150.35)        | (106.71)       |
| <b>Total Equity</b>  |       | <b>(125.45)</b> | <b>(81.81)</b> |
| <b>Liabilities</b>   |       |                 |                |
| <b>Non-current liabilities</b>   |       |                 |                |
| <b>Financial liabilities</b>   |       |                 |                |
| (i) Borrowing  | 9     | 100.00          | 133.10         |
| (ii) Other Financial Liabilities   | 10    | 86.57           | 84.43          |
|  |       | <b>186.57</b>   | <b>217.53</b>  |
| <b>Current liabilities</b>   |       |                 |                |
| <b>Financial liabilities</b>   |       |                 |                |
| (i) Trade Payable  | 11    |                 |                |
| (a) total outstanding dues of micro and small enterprises  |       | 0.43            | 0.43           |
| (b) total outstanding dues of creditors other than micro and small enterprises   |       | 0.29            | 0.10           |
| (ii) Other Financial Liabilities   |       | -               | -              |
| <b>Other current liabilities</b>   | 12    | 0.12            | 0.28           |
| <b>Provision</b>   | 13    | 0.15            | -              |
| <b>Total Liabilities</b>   |       | <b>0.99</b>     | <b>0.81</b>    |
| <b>Total Equity and Liabilities</b>  |       | <b>62.11</b>    | <b>136.54</b>  |
| Significant Accounting Policies  | 1     |                 |                |
| The accompanying notes form an integral part of financial statements   | 2-24  |                 |                |
| <p>As per our report of even date attached</p> <p>For MAPS &amp; COMPANY<br/>Chartered Accountants<br/>FRN 118733W</p> <p>Prashant Kulkarni<br/>Partner<br/>Membership No. 106985</p> <p>Place: Pune<br/>Date: 27th April, 2023</p> <p>For and on behalf of the Board of Directors<br/>Whitehall Commercial Company Limited</p> <p>Rohit P. Shah<br/>Director<br/>DIN: 00217271</p> <p>Suresh T. Argade<br/>Director<br/>DIN: 07945594</p> <p>Shruti S. Kulkarni<br/>CFO and Company Secretary<br/>ACS No. 14740</p> <p>Place: Pune<br/>Date: 27th April, 2023</p> |       |                 |                |

# WHITEHALL COMMERCIAL COMPANY LIMITED

## Statement of Profit and Loss for the year ended 31 March 2023

(All Amounts in INR Lakhs unless otherwise stated)

| Particular  | Notes | 31 March 2023  | 31 March 2022  |
|---|-------|----------------|----------------|
| Revenue from operations   | 14    | 24.38          | -              |
| Other Income  | 15    | 1.02           | -              |
| <b>Total Income</b>   |       | <b>25.40</b>   | <b>-</b>       |
| <b>EXPENSES</b>   |       |                |                |
| Purchase of stock-in-trade  | 16    | 24.13          | -              |
| Employee benefits expense   | 17    | 3.24           | 3.24           |
| Finance costs   | 18    | 6.34           | 10.16          |
| Depreciation and amortisation expense                                   |       | -              | -              |
| Other expenses  | 19    | 8.35           | 6.17           |
| <b>Total expenses</b>   |       | <b>42.06</b>   | <b>19.57</b>   |
| Profit/(Loss) before exceptional items and tax                          |       | <b>(16.66)</b> | <b>(19.57)</b> |
| Exceptional items   |       | 30.00          | -              |
| Profit/(Loss) after exceptional items and before tax                    |       | <b>(46.66)</b> | <b>(19.57)</b> |
| Tax Expenses  |       |                |                |
| i) Current tax  |       | -              | -              |
| ii) Deferred tax  |       | (3.01)         | (7.30)         |
| Profit/(Loss) for the period from continuing operations                 |       | <b>(43.65)</b> | <b>(12.27)</b> |
| Profit/(Loss) for the year  |       | -              | -              |
| Other comprehensive income  |       | -              | -              |
| Income tax relating to these items                                      |       | -              | -              |
| Other comprehensive income for the year, net of tax                     |       | -              | -              |
| <b>Total comprehensive income for the year</b>                          |       | <b>(43.65)</b> | <b>(12.27)</b> |
| Earning per Equity Share: Face value Rs. 10 each (Rs. 10)               |       |                |                |
| i) Basic (in Rs.)   |       | (17.53)        | (4.93)         |
| ii) Diluted (in Rs.)  |       | (17.53)        | (4.93)         |
| Weighted average number of Equity Shares: Face value Rs.10 each (Rs.10) |       |                |                |
| i) Basic (in Nos)   |       | 2,49,000       | 2,49,000       |
| ii) Diluted (in Nos)  |       | 2,49,000       | 2,49,000       |
| Significant Accounting Policies   | 1     |                |                |
| The accompanying notes form an integral part of financial statements    | 2-24  |                |                |

As per our report of even date attached

For MAPS & COMPANY  
Chartered Accountants  
FRN. 1118713W

Prashant Kulkarni  
Partner  
Membership No. 106983

Place: Pune  
Date: 27th April, 2023



For and on behalf of the Board of Directors  
Whitehall Commercial Company Limited

Rohit P. Shah  
Director  
DIN: 00217271

Shruti S. Kulkarni  
CFO and Company Secretary  
ACS No. 24740

Place: Pune  
Date: 27th April, 2023


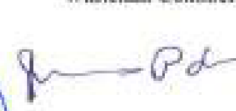



Suresh T. Argade  
Director  
DIN : 07945594



# WHITEHALL COMMERCIAL COMPANY LIMITED

## Statement of Cash Flows for the year ended 31 March 2023

(All Amounts in INR Lakhs unless otherwise stated)

| Particular   | Year ended<br>31 March 2023  | Year ended<br>31 March 2022   |
|--|--|---|
| <b>Cash flow from operating activities</b>   |  |   |
| Profit before income tax   | (46.66)  | (19.57)   |
| Adjustments for:   |  |   |
| Finance costs  | 6.34   | 10.16   |
| Interest income  | (1.02)   | -   |
| Loss on sale of investment   | 0.25   | -   |
| Sundry balance w/off   | 0.16   | -   |
| <b>Change in operating assets and liabilities, net of effects from purchase of controlled entities and sale of</b>                           |  |   |
| Increase/(Decrease) in Other current liabilities   | (0.16)   | 0.23  |
| Increase/(Decrease) in trade payables  | 0.19   | 0.12  |
| Increase/(decrease) in provisions  | 0.15   | (0.44)  |
| Increase/(decrease) in derivatives not designated as   | -  | -   |
| Increase/(decrease) in other current assets  | (6.59)   | -   |
| <b>Cash generated from operations</b>  | <b>(47.34)</b>   | <b>(9.51)</b>   |
| Income taxes paid  | -  | -   |
| <b>Net cash inflow from operating activities</b>   | <b>(47.34)</b>   | <b>(9.51)</b>   |
| <b>Cash flows from investing activities</b>  |  |   |
| Interest received  | 1.02   | -   |
| Sale / maturity of investment  | 100.00   | -   |
| <b>Net cash outflow from investing activities</b>  | <b>101.02</b>  | <b>-</b>  |
| <b>Cash flows from financing activities</b>  |  |   |
| Repayment of borrowings  | (37.60)  | (10.72)   |
| Borrowing taken  | 4.50   | 22.30   |
| Bank Charges and Interest paid   | (4.20)   | (2.20)  |
| <b>Net cash inflow (outflow) from financing activities</b>   | <b>(37.30)</b>   | <b>9.38</b>   |
| <b>Net increase (decrease) in cash and cash equivalents</b>  | <b>16.39</b>   | <b>(0.13)</b>   |
| Cash and cash equivalents at the beginning of the financial  | 0.82   | 0.95  |
| Effects of exchange rate changes on cash and cash  | -  | -   |
| <b>Cash and cash equivalents at end of the year</b>  | <b>17.21</b>   | <b>0.82</b>   |
| <b>Cash and cash equivalents as per above comprise of the following</b>  | <b>Year ended<br/>31 March 2023</b>  | <b>Year ended<br/>31 March 2022</b>   |
| Cash and cash equivalents ( Including Bank Balances)   | 17.21  | 0.82  |
| Bank overdrafts  | -  | -   |
| <b>Balances per statement of cash flows</b>  | <b>17.21</b>   | <b>0.82</b>   |
| As per our report of even date attached  |  |   |
| For MAPS & COMPANY<br>Chartered Accountants<br>FRN. 118013W  | For and on behalf of the Board of Directors<br>Whitehall Commercial Company Limited  |   |
| <br>Prashant Kulkarni<br>Partner<br>Membership No. 106983 | <br>Rohit P. Shah<br>Director<br>DIN: 00217271                      | <br>Suresh T. Argade<br>Director<br>DIN : 07945594 |
| Place: Pune<br>Date: 27th April, 2023  | <br>Shrut S. Kulkarni<br>CFO and Company Secretary<br>ACS No. 24740 |    |
|  | Place: Pune<br>Date: 27th April, 2023  |   |

**WHITEHALL COMMERCIAL COMPANY LIMITED**  
(All Amounts in INR Lakhs unless otherwise stated)

**Statement of changes in equity**  
For the year ended 31 March 2023

**A. EQUITY SHARE CAPITAL**

2022-23

| Balance as at<br>1st April 2022 | Change in Equity Share<br>capital due to prior period<br>errors | Restated balance as at<br>1st April 2022 | Change in Equity Share<br>capital during the year | Balance as at<br>31st March 2023 |
|---------------------------------|---|--|---|----------------------------------|
| 24.90                           | -   | 24.90                                    | -   | 24.90                            |

2021-22

| Balance as at<br>1st April 2021 | Change in Equity Share<br>capital due to prior period<br>errors | Restated balance as at<br>1st April 2021 | Change in Equity Share<br>capital during the year | Balance as at<br>31st March 2022 |
|---------------------------------|---|--|---|----------------------------------|
| 24.90                           | -   | 24.90                                    | -   | 24.90                            |





## WHITEHALL COMMERCIAL COMPANY LIMITED

(All Amounts in INR Lakhs unless otherwise stated)

### B. OTHER EQUITY

| Particular                           | Reserve and Surplus | Items of Other Comprehensive Income | Total Equity |
|--------------------------------------|---------------------|-------------------------------------|--------------|
|                                      | Retained Earnings   | Other items of OCI                  |              |
| Balance as at 1st April 2022         | (106.71)            | -                                   | (106.71)     |
| Profit for the year                  | (43.65)             | -                                   | (43.65)      |
| Other comprehensive income/ (Losses) | -                   | -                                   | -            |
| Total comprehensive income           | (150.35)            | -                                   | (150.35)     |
| Dividend                             | -                   | -                                   | -            |
| Transfer to reserve                  | -                   | -                                   | -            |
| Balance as at 31st March 2023        | (150.35)            | -                                   | (150.35)     |
| Balance as at 1st April 2021         | (94.44)             | -                                   | (94.44)      |
| Profit for the year                  | (12.27)             | -                                   | (12.27)      |
| Other comprehensive income/ (Losses) | -                   | -                                   | -            |
| Total comprehensive income           | (106.71)            | -                                   | (106.71)     |
| Dividend                             | -                   | -                                   | -            |
| Transfer to reserve                  | -                   | -                                   | -            |
| Balance as at 31st March 2022        | (106.71)            | -                                   | (106.71)     |

### Nature and Purpose of reserve

#### a) Retained earnings

This reserve represent undistributed accumulated earnings of the Company as on the balance sheet date

As per our report of even date attached

For MAPS & COMPANY

Chartered Accountants

FRN: 118913W

Prashant Kulkarni

Partner

Membership No. 106983



Place: Pune

Date: 27th April, 2023

For and on behalf of the Board of Directors

Whitehall Commercial Company Limited

Rohit P. Shah

Director

DIN: 00217271

Shrutti S. Kulkarni

CFO and Company Secretary

ACS No. 24740

Place: Pune

Date: 27th April, 2023

Suresh T. Argade

Director

DIN : 07945594





**WHITEHALL COMMERCIAL COMPANY LIMITED**  
**(CIN-L51900MH1985PLC035669)**

**Notes to the financial Statements for the year ended 31 March 2023**

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**CORPORATE INFORMATION**

Whitehall Commercial Company Limited (the Company) was incorporated on 19<sup>th</sup> March 1985. The Company is engaged in the business of trading of chemical fertilizers. The Company has its registered office at Flat No. O-402, 4th Floor, Plot No. 389, Palai Ratan House, Sankara Mattham Road, Kings Circle, Matunga, MUMBAI - 400019.

**Note 1: SIGNIFICANT ACCOUNTING POLICIES**

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

**(a) Basis of Preparation :-**

The Standalone financial statements of the company have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under the companies (Indian Accounting Standards) Rule, 2015 notified under section 133 of the Companies Act, 2013("the Act"), as amended thereafter and other relevant provision of the act.

The Standalone financial statements have been prepared on an accrual basis and under the historical cost convention, except for the following assets and liabilities which have been measured at fair value:

- Derivative financial instruments;
- Certain financial assets and liabilities measured at fair value (refer accounting policy on financial instrument)

The Standalone financial statements are presented in Indian Rupees ("INR"), which is also company's functional currency.

**Significant accounting estimates, assumptions and judgements**

The preparation of the Standalone financial statements requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities effected in future periods.

**(b) Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year, are described below. The Company has based its assumptions and estimates on parameters available when the Standalone financial statements were prepared. Existing circumstances and assumptions about future developments, however, may



**WHITEHALL COMMERCIAL COMPANY LIMITED**  
**(CIN-L51900MH1985PLC035669)**

**Notes to the financial Statements for the year ended 31 March 2023**

change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

**(c) Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash flow ("DCF") model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing their fair values. Judgements include consideration of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair values of financial instruments.

**(d) Revenue Recognition**

Ind AS 115 specifies a uniform, five-step model for revenue recognition, which is generally to be applied to all contracts with customers.

• **Sale of Goods:**

The Company recognizes revenue from sale of goods measured at fair value of the consideration received or receivable, upon satisfaction of performance obligations which is at a point in time when control of the goods is transferred to the customer generally on the delivery of the goods.

• **Sale of Services:**

Sale of services are recognised on satisfaction of performance obligation towards rendering of such services.

• **Interest and dividend income:**

Interest Income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable and dividend income from investments in shares is recognised when the owner's right to receive the payment is established.

**(e) Property, plant and equipment**

The Company has no investment in Property, Plant and Equipment.

**(f) Intangible assets**

The Company has no investment in intangible assets.



**WHITEHALL COMMERCIAL COMPANY LIMITED**  
**(CIN-L51900MH1985PLC035669)**

**Notes to the financial Statements for the year ended 31 March 2023**

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**(g) Financial instruments**

A Financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

*Financial assets: Initial recognition and measurement*

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

*Subsequent measurement*

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVPL)
- Equity instruments measured at fair value through other comprehensive income (FVOCI)

*Equity investments*

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by-instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to the Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.





**WHITEHALL COMMERCIAL COMPANY LIMITED**  
**(CIN-L51900MH1985PLC035669)**

**Notes to the financial Statements for the year ended 31 March 2023**

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*Impairment of financial assets*

The Company recognizes loss allowance using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all financial assets with contractual cash flows other than trade receivable, ECLs are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised as an impairment gain or loss in the Statement of Profit and Loss.

*Derecognition*

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized when;

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset. When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

*Financial liabilities*

Financial liabilities are classified and measured at amortised cost or FVPL. A financial liability is classified as at FVPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVPL are measured at fair value and net gains and losses, including any interest expense, are recognised in Statement of Profit and Loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in Statement of Profit and Loss. Any gain or loss on derecognition is also recognized in Statement of Profit and Loss.



## WHITEHALL COMMERCIAL COMPANY LIMITED

(CIN-L51900MH1985PLC035669)

Notes to the financial Statements for the year ended 31 March 2023

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### *Derecognition*

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

### *Offsetting*

Financial assets and financial liabilities are offset and the net amount presented in the Balance Sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

### **(h) Impairment of non-financial assets**

The Company assesses at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the assets' recoverable amount. The recoverable amount is determined for an individual asset unless the asset does not generate cashflows that are largely independent of those from other assets or Company of assets. For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment loss no longer exist or has decreased. If such indication exists, the Company estimates the assets' or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the assets' recoverable amount, since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss.

### **(i) Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive), as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursements.





**WHITEHALL COMMERCIAL COMPANY LIMITED**  
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**Notes to the financial Statements for the year ended 31 March 2023**

If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimates.

**(j) Employee benefit obligations**

Employee benefits like provident fund, ESI, Gratuity & Bonus are not applicable to the company and hence no provision has been made in the accounts. All assumptions are reviewed at each reporting period.

**(k) Cash and cash equivalents**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

**(l) Income taxes**

Current income tax assets and liabilities are measured at the amounts expected to be recovered from or paid to the taxation authorities in accordance with the Income Tax Act, 1961.

Current income tax relating to items recognized outside profit and loss is recognized outside profit and loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences except when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or in respect of taxable temporary differences associated with investment in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.



**WHITEHALL COMMERCIAL COMPANY LIMITED**  
**(CIN-L51900MH1985PLC035669)**

**Notes to the financial Statements for the year ended 31 March 2023**

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Deferred tax assets on deductible temporary differences, the carry forward of unused tax credits and any unused tax losses are recognized to the extent that there is reasonably certainty that taxable profits will be available against which the deductible temporary differences and the carry forward of unused tax credits and tax losses can be utilized, except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become reasonably certain that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset or liability is settled based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized outside profit and loss is recognized outside profit and loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

**(m) Earnings per share**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the period. For the purposes of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of equity shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**(n) Significant events**

1. During the year company started its operations of trading of agro-based chemicals and completed first sale during the month of July 2022.
2. Suspension in trading of equity shares of the company was revoked w.e.f. 28/02/2023.
3. During the year company waived off cumulated dividend on preference shares of Deepak Agro Solutions Limited from the date of issue of shares till 3rd November, 2018.





## WHITEHALL COMMERCIAL COMPANY LIMITED

(All Amounts in INR Lakhs unless otherwise stated)

### Note 2 : Non current investments

| Particular   | 31 March 2023 | 31 March 2022 |
|--|---------------|---------------|
| <b>Investments in Preference Shares</b>  |               |               |
| 10,00,000, 8 % Cumulative Redeemable Preference Shares of Deepak Agro Solutions Ltd. of Rs.10/- each fully paid. | -             | 100.25        |
| <b>Total</b>   | -             | <b>100.25</b> |
| <b>Total non-current investments</b>   |               |               |
| Aggregate amount of quoted investments and market value thereof  | -             | -             |
| Aggregate amount of unquoted investments   | -             | 100.25        |
| Aggregate amount of impairment in the value of investments   | -             | -             |

### Note 3 : Other financial asset - Non Current

| Particular                                     | 31 March 2023 | 31 March 2022 |
|--|---------------|---------------|
| Security and other deposit - Telephone deposit | -             | 0.16          |
| <b>Total</b>                                   | -             | <b>0.16</b>   |

### Note 4 : Deferred tax asset - Non Current

| Particular  | 1 April 2022 | Recognised in profit and loss | Recognised in Other Comprehensive Income | 31 March 2023 |
|---|--------------|-------------------------------|--|---------------|
| Property, plant and equipment and investment property | (0.01)       | -                             | -  | (0.01)        |
| Business losses                                       | 35.31        | 3.01                          | -  | 38.33         |
| <b>Deferred tax asset (Net)</b>                       | <b>35.31</b> | <b>3.01</b>                   | -  | <b>38.32</b>  |

| Particular  | 1 April 2021 | Recognised in profit and loss | Recognised in Other Comprehensive Income | 31 March 2022 |
|---|--------------|-------------------------------|--|---------------|
| Property, plant and equipment and investment property | (0.01)       | -                             | -  | (0.01)        |
| Business losses                                       | 28.01        | 7.30                          | -  | 35.31         |
| <b>Deferred tax asset (Net)</b>                       | <b>28.00</b> | <b>7.30</b>                   | -  | <b>35.31</b>  |

### Note 5: Cash and cash equivalents

| Particular  | 31 March 2023 | 31 March 2022 |
|---|---------------|---------------|
| Balances with banks   |               |               |
| In current accounts   | 0.21          | 0.82          |
| Cash in hand  | -             | -             |
| Deposits  |               |               |
| (Maturing after more than 3 months but less than 12 Months) | 17.00         | -             |
| <b>Total</b>  | <b>17.21</b>  | <b>0.82</b>   |

### Note 6 : Other Current Assets

| Particular                              | 31 March 2023 | 31 March 2022 |
|---|---------------|---------------|
| Accrued Interest Receivable             | 0.42          | -             |
| TDS on Interest Income & TDS Receivable | 0.13          | -             |
| Balance with government authorities     | 6.04          | -             |
| <b>Total</b>                            | <b>6.59</b>   | -             |



**WHITEHALL COMMERCIAL COMPANY LIMITED**

(All Amounts in INR Lakhs unless otherwise stated)

**Note 7: Share capital**

The authorized, issued, subscribed, and fully paid up share capital consist of the following :-

| Particular   | 31 March 2023 | 31 March 2022 |
|--|---------------|---------------|
| <b>Authorised</b>  |               |               |
| 250,000 equity shares of Rs. 10/- each,<br>(31 March 2022 : 250,000 equity shares of Rs 10/- each) | 25.00         | 25.00         |
|  | <b>25.00</b>  | <b>25.00</b>  |
| <b>Issued, subscribed and fully paid share capital</b>   |               |               |
| 249,000 equity shares of Rs. 10/- each,<br>(31 March 2022 : 249,000 equity shares of Rs 10/- each) | 24.90         | 24.90         |
| <b>Fully Paid Share Capital</b>  | <b>24.90</b>  | <b>24.90</b>  |

**Reconciliation of the number of Equity Shares**

| Equity Shares                            | 31 March 2023   |                  | 31 March 2022   |                  |
|--|-----------------|------------------|-----------------|------------------|
|  | No of Shares    | Amount in Rs.    | No of Shares    | Amount in Rs.    |
| Balance as at the beginning of the year  | 2,49,000        | 24,90,000        | 2,49,000        | 24,90,000        |
| Add: Issued during the year              | -               | -                | -               | -                |
| <b>Balance as at the end of the year</b> | <b>2,49,000</b> | <b>24,90,000</b> | <b>2,49,000</b> | <b>24,90,000</b> |

**Details of shareholders holding more than 5% shares in the company**

|  | 31 March 2023    |           | 31 March 2022    |           |
|--|------------------|-----------|------------------|-----------|
|  | Number of shares | % Holding | Number of shares | % Holding |
| Rohit P. Shah                          | 76,050           | 30.54     | 76,050           | 30.54     |
| Pristine Property Management Pvt. Ltd. | 27,160           | 10.91     | 27,160           | 10.91     |
| Charulata Yogesh Kapadia               | 16,700           | 6.71      | 16,200           | 6.51      |
| Deepak Amritlal Desai                  | 14,050           | 5.64      | 13,950           | 5.60      |
| Vision Management Services Pvt. Ltd.   | 13,000           | 5.22      | 13,000           | 5.22      |

The Company has only one class of issued Equity Shares having par value of Rs.10/- per share. Each holder of Equity Shares is entitled to one vote per share and carry a right to dividend. The dividend proposed by Board of Directors is subject to the approval of the shareholders in ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.



**WHITEHALL COMMERCIAL COMPANY LIMITED**  
(All Amounts in INR Lakhs unless otherwise stated)

**Disclosure of Shareholding of Promoters**

Disclosure of Shareholding of Promoters as at 31st March 2023 is as follow:

| Name of Promoter                             | Share held by Promoters |                   |                       |                   | % change during the year |
|--|-------------------------|-------------------|-----------------------|-------------------|--------------------------|
|  | As at 31st March 2023   |                   | As at 31st March 2022 |                   |                          |
|  | No. of shares           | % of total shares | No. of shares         | % of total shares |                          |
| Rohit Prabhudas Shah                         | 76,050                  | 30.54             | 76,050                | 30.54             | -                        |
| Pristine Property Management Private Limited | 27,160                  | 10.91             | 27,160                | 10.91             | -                        |
| Charulata Yogesh Kapadia                     | 16,200                  | 6.71              | 16,200                | 6.51              | 3.09%                    |
| Vision Management Services Private Limited   | 13,000                  | 5.22              | 13,000                | 5.22              | -                        |
| Yogesh J. Kapadia                            | -                       | -                 | 500                   | 0.20              | 100%                     |
| Y. J. Kapadia - HUF                          | 100                     | 0.04              | 100                   | 0.04              | -                        |
| Total  | 1,33,010                | 53.42             | 1,33,010              | 53.42             | -                        |

Disclosure of Shareholding of Promoters as at 31st March 2022 is as follow:

| Name of Promoter                             | Share held by Promoters |                   |                       |                   | % change during the year |
|--|-------------------------|-------------------|-----------------------|-------------------|--------------------------|
|  | As at 31st March 2022   |                   | As at 31st March 2021 |                   |                          |
|  | No. of shares           | % of total shares | No. of shares         | % of total shares |                          |
| Rohit Prabhudas Shah                         | 76,050                  | 30.54             | 76,050                | 30.54             | -                        |
| Pristine Property Management Private Limited | 27,160                  | 10.91             | 27,160                | 10.91             | -                        |
| Charulata Yogesh Kapadia                     | 16,200                  | 6.51              | 16,200                | 6.51              | -                        |
| Vision Management Services Private Limited   | 13,000                  | 5.22              | 13,000                | 5.22              | -                        |
| Yogesh J. Kapadia                            | 500                     | 0.20              | 500                   | 0.20              | -                        |
| Y. J. Kapadia - HUF                          | 100                     | 0.04              | 100                   | 0.04              | -                        |
| Total  | 1,33,010                | 53.42             | 1,33,010              | 53.42             | -                        |

**Note 3: Other equity**

| Particular                | 31 March 2023   | 31 March 2022   |
|---------------------------|-----------------|-----------------|
| Retained earnings         | (150.35)        | (106.71)        |
| <b>Total other equity</b> | <b>(150.35)</b> | <b>(106.71)</b> |

**(i) Retained Earnings**

| Particular  | 31 March 2023   | 31 March 2022   |
|---|-----------------|-----------------|
| Opening balance   | (106.71)        | (94.44)         |
| Add: Net profit for the year  | (43.65)         | (12.27)         |
| Add: Items of other comprehensive income recognised directly in retained earnings | -               | -               |
| Less: Transfer to General Reserve   | -               | -               |
| <b>Closing Balance</b>  | <b>(150.35)</b> | <b>(106.71)</b> |



## WHITEHALL COMMERCIAL COMPANY LIMITED

(All Amounts in INR Lakhs unless otherwise stated)

### Note 9: Non-Current Liabilities Borrowings

| Particular              | 31st March 2023 | 31st March 2022 |
|-------------------------|-----------------|-----------------|
| Loan from related party | -               | 33.10           |
| Loan from others        | 100.00          | 100.00          |
| <b>Total</b>            | <b>100.00</b>   | <b>133.10</b>   |

### Note 10: Other financial liabilities

| Particular              | 31st March 2023 | 31st March 2022 |
|-------------------------|-----------------|-----------------|
| Others Interest Payable | 86.57           | 84.43           |
| <b>Total</b>            | <b>86.57</b>    | <b>84.43</b>    |

### Note 11: Trade payable current

| Particular                               | 31 March 2023 | 31 March 2022 |
|--|---------------|---------------|
| Due to Micro, Small & Medium Enterprises | 0.43          | 0.43          |
| Due to Others                            | 0.29          | 0.10          |
| <b>Total</b>                             | <b>0.72</b>   | <b>0.54</b>   |

### Dues to Micro, small & medium enterprises

| Particular  | 31 March 2023 | 31 March 2022 |
|---|---------------|---------------|
| Principal amount due at year end                    | 0.43          | 0.43          |
| Interest provided but not paid at year end on above | -             | -             |
| Interest due on principal amount already paid       | -             | -             |
| Delayed Principal amount paid during the year       | -             | -             |
| Interest paid on delayed principal payment          | -             | -             |

### Note 12 : Other Current Liabilities

| Particular             | 31 March 2023 | 31 March 2022 |
|------------------------|---------------|---------------|
| Statutory tax payables | 0.12          | 0.28          |
| <b>hbu</b>             | <b>0.12</b>   | <b>0.28</b>   |

### Note 13: Provisions

| Particular              | 31 March 2023 | 31 March 2022 |
|-------------------------|---------------|---------------|
| Outstanding Liabilities | 0.15          | -             |
| <b>Total</b>            | <b>0.15</b>   | <b>-</b>      |



**WHITEHALL COMMERCIAL COMPANY LIMITED**

(All Amounts in INR Lakhs unless otherwise stated)

Aging of Trade payable current outstanding as at 31st March 2023 is as follow:

| Particular            | Outstanding for the following period from the due date of payment |           |           |                   | Total |
|-----------------------|---|-----------|-----------|-------------------|-------|
|                       | Less than 1 year  | 1-2 Years | 2-3 Years | More than 3 Years |       |
| Trade payables        |   |           |           |                   |       |
| MSME*                 | 0.43  | -         | -         | -                 | 0.43  |
| Others                | 0.29  | -         | -         | -                 | 0.29  |
| Disputed dues - MSME* | -   | -         | -         | -                 | -     |
| Disputed dues - Other | -   | -         | -         | -                 | -     |

Aging of Trade payable current outstanding as at 31st March 2022 is as follow:

| Particular            | Outstanding for the following period from the due date of payment |           |           |                   | Total |
|-----------------------|---|-----------|-----------|-------------------|-------|
|                       | Less than 1 year  | 1-2 Years | 2-3 Years | More than 3 Years |       |
| Trade payables        |   |           |           |                   |       |
| MSME*                 | 0.43  | -         | -         | -                 | 0.43  |
| Others                | 0.10  | -         | -         | -                 | 0.10  |
| Disputed dues - MSME* | -   | -         | -         | -                 | -     |
| Disputed dues - Other | -   | -         | -         | -                 | -     |

\*MSME as per the Micro, small and Medium Enterprises Development Act, 2006.





**WHITEHALL COMMERCIAL COMPANY LIMITED**

(All Amounts in INR Lakhs unless otherwise stated)

**Note 14 : Revenue from Operations**

| Particular    | 31st March 2023 | 31st March 2022 |
|---------------|-----------------|-----------------|
| Sale of goods | 24.38           | -               |
| <b>Total</b>  | <b>24.38</b>    | <b>-</b>        |

**Note 15 : Other Income**

| Particular      | 31st March 2023 | 31st March 2022 |
|-----------------|-----------------|-----------------|
| Interest Income | 1.02            | -               |
| <b>Total</b>    | <b>1.02</b>     | <b>-</b>        |

**Note 16 : Purchases**

| Particular                       | 31st March 2023 | 31st March 2022 |
|----------------------------------|-----------------|-----------------|
| Purchase of goods (Net of taxes) | 24.13           | -               |
| <b>Total</b>                     | <b>24.13</b>    | <b>-</b>        |

**Note 17: Employee benefit expenses**

| Particular         | 31st March 2023 | 31st March 2022 |
|--------------------|-----------------|-----------------|
| Salary & Allowance | 3.24            | 3.24            |
| <b>Total</b>       | <b>3.24</b>     | <b>3.24</b>     |

**Note 18: Finance cost**

| Particular   | 31st March 2023 | 31st March 2022 |
|--|-----------------|-----------------|
| Interest and finance charges on financial liabilities not at fair value through profit or loss | 6.34            | 10.16           |
| <b>Total</b>   | <b>6.34</b>     | <b>10.16</b>    |

**Note 19: Other expenses**

| Particular                        | 31st March 2023 | 31st March 2022 |
|-----------------------------------|-----------------|-----------------|
| Listing Fees                      | 3.00            | 3.54            |
| Rent Paid                         | 1.80            | -               |
| Legal and Professional Fees       | 1.39            | 1.35            |
| Payments to Auditors*             | 0.47            | 0.47            |
| RTA fees                          | 0.38            | 0.39            |
| Loss on Sale of Preference Shares | 0.25            | -               |
| Publication expenses              | 0.24            | 0.25            |
| SDD Software License Fees         | 0.18            | -               |
| Telephone Expenses                | 0.16            | -               |
| Website Renewal Charges           | 0.05            | 0.05            |
| Filing fees                       | 0.06            | 0.06            |
| Website Upgradation Charges       | 0.04            | 0.03            |
| Rates and taxes                   | 0.03            | 0.03            |
| General Expenses                  | 0.06            | 0.01            |
| Coveynce expenses                 | 0.02            | -               |
| Printing and Stationery           | 0.02            | -               |
| Registration & Stamp Duty         | 0.01            | -               |
| <b>Total</b>                      | <b>8.35</b>     | <b>6.17</b>     |

**\*Payment to Auditors\***

| Particular          | 31st March 2023 | 31st March 2022 |
|---------------------|-----------------|-----------------|
| Statutory Audit Fee | 0.47            | 0.47            |
| <b>Total</b>        | <b>0.47</b>     | <b>0.47</b>     |



# WHITEHALL COMMERCIAL COMPANY LIMITED

(All Amounts in INR Lakhs unless otherwise stated)

Note 2b: Fair value measurements  
Financial instruments by category

|   | 31 March 2023                              |   |                | 31 March 2022                              |   |                |
|---|--|---|----------------|--|---|----------------|
|   | Fair value through profit and loss account | Fair value through other comprehensive income | Amortised cost | Fair value through profit and loss account | Fair value through other comprehensive income | Amortised cost |
| <b>Financial assets</b>   |  |   |                |  |   |                |
| Investments   | -  | -   | -              | -  | 100.25  | -              |
| Equity instruments, investments in subsidiaries, joint ventures | -  | -   | 17.21          | -  | -   | 0.82           |
| Cash and cash equivalents                                       | -  | -   | -              | -  | -   | 0.16           |
| Security deposits   | -  | -   | -              | -  | -   | 0.98           |
| <b>Total financial assets</b>                                   | -  | -   | 17.21          | -  | 100.25  | 0.98           |
| <b>Financial liabilities</b>                                    |  |   |                |  |   |                |
| Borrowings  | -  | -   | 100.00         | -  | -   | 133.10         |
| Trade payables  | -  | -   | 0.72           | -  | -   | 0.53           |
| Other financial liabilities                                     | -  | -   | 86.57          | -  | -   | 84.43          |
| <b>Total financial liabilities</b>                              | -  | -   | 187.29         | -  | -   | 218.06         |

## (b) Fair value hierarchy

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows:  
Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities  
Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable  
Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable  
The following table provides the fair value measurement hierarchy of the Company's financial assets and liabilities that are measured at fair value or where fair value disclosure is required:

|   | 31 March 2023 |         |         |       | 31 March 2022 |         |         |        |
|---|---------------|---------|---------|-------|---------------|---------|---------|--------|
|   | Level 1       | Level 2 | Level 3 | Total | Level 1       | Level 2 | Level 3 | Total  |
| Financial assets and liabilities measured at fair value |               |         |         |       |               |         |         |        |
| At 31 March 2023  |               |         |         |       |               |         |         |        |
| Financial investments at FVPL                           |               |         |         |       |               |         |         |        |
| Preference shares                                       | -             | -       | -       | -     | -             | -       | 100.25  | 100.25 |
| Total financial assets                                  | -             | -       | -       | -     | -             | -       | 100.25  | 100.25 |

## (b) Valuation process to determine fair value

The following methods and assumptions were used to estimate the fair values of financial instruments:

- The carrying amounts of cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current financial assets and liabilities are considered to be the same as their fair values, due to their short-term nature.
- The fair values of the equity investment which are quoted, are derived from quoted market prices in active markets. In the case of the investment measured at fair value and falling under fair value hierarchy Level 3, could have been considered as an appropriate estimate of fair value. The carrying value of those investments are individually immaterial.



## WHITEHALL COMMERCIAL COMPANY LIMITED

(All Amounts in INR Lakhs unless otherwise stated)

### Note 21: Financial risk management

The Company is exposed primarily to fluctuations in foreign currency exchange rates, credit, liquidity and interest rate risks, which may adversely impact the fair value of its financial instruments. The Company has a risk management policy which covers risks associated with the financial assets and liabilities. The risk management policy is approved by the Board of Directors. The focus of the management is to assess the unpredictability of the financial environment and to mitigate potential adverse effects on the financial performance of the Company.

#### Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes.

##### a) Foreign currency exchange rate risk

The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit and loss and other comprehensive income and equity, where any transaction references more than one currency or where assets / liabilities are denominated in a currency other than the functional currency of the Company.

During the year, the Company is not exposed to any foreign currency exchange rate risk.

##### b) Interest rate risk

The Company's investments are primarily in fixed rate interest bearing investments. Hence, the Company is not significantly exposed to interest rate risk.

#### Credit risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, loans, investments, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets

The carrying amount of financial assets and contract assets represents the maximum credit exposure. The maximum exposure to credit risk was Rs.0.17 crore and Rs.1.01 crore as at March 31, 2023 and 2022, respectively, being the total of the carrying amount of balances with banks, bank deposits, investments excluding equity and preference investments, trade receivables, loans, contract assets and other financial assets.

None of the financial instruments of the Company result in material concentration of credit risk.

#### Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company consistently generated sufficient cash flows from operations to meet its financial obligations including lease liabilities as and when they fall due.



## WHITEHALL COMMERCIAL COMPANY LIMITED

(All Amounts in INR Lakhs unless otherwise stated)

### Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and (Rs.Lacs)

| 31 March 2023                                | Carrying Amount | Payable within 1 year | Between 1 and 5 years | Between 1 and 5 years | Between 2 and 5 years | More than 5 years |
|--|-----------------|-----------------------|-----------------------|-----------------------|-----------------------|-------------------|
| <b>Non-derivatives financial liabilities</b> |                 |                       |                       |                       |                       |                   |
| Borrowings                                   | 100.00          | -                     | 100.00                | -                     | -                     | -                 |
| Trade payables                               | 0.53            | 0.53                  | -                     | -                     | -                     | -                 |
| Interest accrued                             | 84.43           | -                     | 84.43                 | -                     | -                     | -                 |
| <b>Total non-derivative liabilities</b>      | <b>184.96</b>   | <b>0.53</b>           | <b>184.43</b>         | -                     | -                     | -                 |

| 31 March 2022                           | Carrying Amount | Payable within 1 year | Between 1 and 5 years | Between 1 and 5 years | Between 2 and 5 years | More than 5 years |
|---|-----------------|-----------------------|-----------------------|-----------------------|-----------------------|-------------------|
| <b>Non-derivatives</b>                  |                 |                       |                       |                       |                       |                   |
| Borrowings                              | 133.10          | -                     | 133.10                | -                     | -                     | -                 |
| Trade payables                          | 0.53            | 0.53                  | -                     | -                     | -                     | -                 |
| Interest accrued                        | 84.43           | -                     | 84.43                 | -                     | -                     | -                 |
| <b>Total non-derivative liabilities</b> | <b>218.06</b>   | <b>0.53</b>           | <b>217.53</b>         | -                     | -                     | -                 |



# WHITEHALL COMMERCIAL COMPANY LIMITED

(All Amounts in INR Lakhs unless otherwise stated)

## Note 22: Related Party transactions

Names of the related parties and relationships

- A. Holding Company --
- B. Ultimate Holding Company --
- C. Key Management Personnel  
Rohit P. Shah (Director)  
Rashmi D. Dixit (Director)
- D. Entities over which key managerial personnel are able to exercise significant influence  
Mahadule Investment & Finance Pvt. Ltd.  
Blackhill Investments Pvt. Ltd.  
Praxis Project Engineers Limited.  
Vishakhem Insurance And Financial Services Pvt. Ltd.  
Sardhya Commercial Limited (Up to 28th February 2023)  
Vision Management Services Private Limited
- E. Other related party  
Prisline Properties Management Pvt. Ltd.

| Sr. No. | Nature of Transactions  | 31 March 2023         |                          |                     |       | 31 March 2022         |                          |                     |       |
|---------|---|-----------------------|--------------------------|---------------------|-------|-----------------------|--------------------------|---------------------|-------|
|         |   | Holding Entity Period | Key Management Personnel | Other related party | Total | Holding Entity Period | Key Management Personnel | Other related party | Total |
| 1       | Repayment of loan and interest<br>Prisline Properties Management Pvt. Ltd.  | -                     | -                        | 40.61               | 40.61 | -                     | -                        | -                   | -     |
| 2       | Loan received<br>Prisline Properties Management Pvt. Ltd.   | -                     | -                        | 4.50                | 4.50  | -                     | -                        | 22.30               | 22.30 |
| 3       | Interest on Loan taken<br>Prisline Properties Management Pvt. Ltd.  | -                     | -                        | 1.33                | 1.33  | -                     | -                        | 1.93                | 1.93  |
| 4       | Amount outstanding as on 31-03-2023<br>Unsecured Loan<br>Prisline Properties Management Pvt. Ltd.<br>Interest accrued<br>Prisline Properties Management Pvt. Ltd. | -                     | -                        | -                   | -     | -                     | -                        | 33.10               | 33.10 |
|         |   | -                     | -                        | -                   | -     | -                     | -                        | 9.36                | 9.36  |

Note:

All transactions are in ordinary course and on an arm's length basis

Note 23: Contingent Liabilities Commitments - Nil





# WHITEHALL COMMERCIAL COMPANY LIMITED

(All Amounts in INR Lakhs unless otherwise stated)

## Note 24: Additional regulatory information

| Ratios                                      | Numerator   | Denominator  | Current Year | Previous Year |
|---|---|--|--------------|---------------|
| Current ratio (in times)                    | Total current assets  | Total current liabilities  | 24.04        | 1.02          |
| Debt-Equity ratio (in times)                | Debt consists of borrowings and lease liabilities   | Total equity   | (0.80)       | (1.63)        |
| Debt service coverage ratio (in times)      | Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments | Debt service = Interest and lease payments + Principal repayments                  | (0.90)       | (0.18)        |
| Return on equity ratio (in time)            | Profit for the year less Preference dividend (if any)   | Average total equity   | 0.42         | 0.16          |
| Trade receivables turnover ratio (in times) | Revenue from operations   | Average trade receivables  | N.A.         | N.A.          |
| Trade payables turnover ratio (in times)    | Cost of equipment and software licences + Other expenses  | Average trade payables   | 51.67        | 13.00         |
| Net capital turnover ratio (in times)       | Revenue from operations   | Average working capital (i.e. Total current assets less Total current liabilities) | 1.07         | N.A.          |
| Net profit ratio (in %)                     | Profit for the year   | Revenue from operations  | (1.79)       | N.A.          |
| Return on capital employed (in %)           | Profit before tax and finance costs   | Capital employed = Net worth + Lease liabilities + Deferred tax liabilities        | 32.14%       | 11.51%        |
| Return on investment (in %)                 | Income generated from invested funds  | Average invested funds in treasury investments                                     | N.A.         | N.A.          |

As per our report of even date attached

For MAPS & COMPANY  
Chartered Accountants  
FRN 118947W

Prashant Kulkarni  
Partner  
Membership No. 106983

Place: Pune  
Date: 27th April, 2023



For and on behalf of the Board of Directors  
Whitehall Commercial Company Limited

*[Signature]*  
Rohini P. Shah  
Director  
DIN: 00217271

*[Signature]*  
Suresh T. Argade  
Director  
DIN: 07945594

*[Signature]*  
Shruti S. Kulkarni  
CFO and Company Secretary  
ACS No. 24740  
Place: Pune  
Date: 27th April, 2023

