

***HAMILTON POLES MANUFACTURING CO LTD***

***ANNUAL REPORT***

***2019-2020***

**BOARD OF DIRECTORS**

Smt Arzoo Bimal Patodia -Chairman, MD  
Smt Aparna Sharma -Director  
Shri Susanta Mondal -Director  
Shri Chandra kanta Karel- Director  
Shri Swapan Sardar- Director

**CORPORATE OFFICE**

7, Hare Street,  
4<sup>th</sup> Floor  
Kolkata-700001  
Email:hamiltonpoles@rediffmail.mail.com

**KEY MANAGERIAL PERSONNEL**

Shri Mahesh Chandra Sharma CEO

Smt Shilpi Agarwal Company Secretary

**AUDITOR**

OM PRAKASH KHAJANCHI & Co.  
Chartered Accountants

**SECRETARIAL AUDITOR**

Mr. Akhil Agarwal, PCS

**CONTENT**

<b>CONTENT</b>	
<b>1</b>	<b>NOTICE</b>
<b>2</b>	<b>DIRECTORS' REPORT</b>
<b>3</b>	<b>SECRETARIAL AUDIT REPORT</b>
<b>4</b>	<b>EXTRACT OF ANNUAL RETURN</b>
<b>5</b>	<b>REPORT ON CORPORATE GOVERNANCE</b>
<b>6</b>	<b>AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE</b>
<b>7</b>	<b>MANAGEMENT DISCUSSION &amp; ANALYSIS</b>
<b>8</b>	<b>INDEPENDENT AUDITORS' REPORT</b>
<b>9</b>	<b>BALANCE SHEET</b>
<b>10</b>	<b>STATEMENT OF PROFIT &amp; LOSS</b>
<b>11</b>	<b>CASH FLOW STATEMENT</b>
<b>12</b>	<b>NOTES TO THE FINANCIAL STATEMENTS</b>
<b>13</b>	<b>ATTENDANCE SLIP &amp; PROXY FORM</b>
<b>14</b>	<b>MAP TO VENUE</b>

# ***HAMILTON POLES MANUFACTURING CO LTD***

**CIN: L28991WB1981PLC033462**

**Regd. Off.: - 7 HARE STREET 4TH FLOOR KOLKATA -700 001**

**Tel. No.: 033 40004570**

**Website: [www.hamiltonpoles.com](http://www.hamiltonpoles.com) ; E-mail: [hamiltonpoles@rediffmail.com](mailto:hamiltonpoles@rediffmail.com)**

---

## **NOTICE**

Notice is hereby given that the 39<sup>th</sup> Annual General Meeting of the Shareholders of M/s HAMILTON POLES MANUFACTURING CO LTD will be held on Tuesday, 29th September, 2020 at 12:30 P.M. at 7 HARE STREET, 4TH FLOOR, KOLKATA -700001 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020 together with the Report of the Directors' and Auditors' thereon.
2. To appoint a director in place of Mrs. Aparna Sharma (DIN: 00269109), who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), O.P. Khajanchi & Co., Chartered Accountants, Kolkata (FRN. – 330280E), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Auditor, in terms of provisions of section 141 of the Act, and Rule 4 of the Rules, be and are hereby appointed as Statutory Auditors of the Company for the 5 years financial year 2021 to 2025, to hold office from the conclusion's of this Annual General meeting until the conclusion of the next Annual general Meeting of the Company.

By Order of the Board

**Shipli Agarwal**  
**Company secretary**  
**M no: A40917**

**NOTES:**

**A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

1. The Register of Members and Share Transfer Books of the Company will remain closed from 23th September, 2020 to 29th September, 2020 (Both days inclusive).
2. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
3. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for Admission to the meeting hall, Members who hold shares in dematerialised form are Requested to bring their Client ID and DP ID Numbers for identification.
4. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the 39<sup>TH</sup> Annual General Meeting.
5. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
6. Members holding shares in electronic form may note that bank particulars registered against their respective registered accounts will be used by the Company for the payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
7. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents (M/s. Maheshwari Datamatics Pvt. Ltd.)
8. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the 39<sup>th</sup> Annual Report to the Meeting.

9. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/S. MAHESHWARI DATAMATICS PVT. LTD. Share Transfer Agents of the Company for their doing the needful.
10. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
11. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
12. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
13. Electronic copy of the 39th Annual Report for 2019-2020 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2019-2020 is being sent in the permitted mode.
14. Members may also note that the Notice of the 39<sup>th</sup> Annual General Meeting and the Annual Report for 2019-2020 will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [hamiltonpoles@rediffmail.com](mailto:hamiltonpoles@rediffmail.com)
15. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 22.09.2020, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence at 9.00 a.m. on 26<sup>th</sup> of September, 2020 and will end at 5.00 p.m. on 28<sup>th</sup> of September, 2020. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through 'Insta Poll'. The Company has appointed Mr. Akhil Agarwal, Practising Company Secretary having Membership No. 35073 to act as the Scrutinizer, to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.

#### Procedure for remote e-voting

I. The Company has engaged the services of **Central Depository Services (India) Limited** for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:

(Log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com) during the voting period.

- a. Click on "Shareholders" tab
- b. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip alongwith "Hamilton Poles Manufacturing Company Limited" from the drop down menu and click on "SUBMIT".
- c. Now Enter your User ID (as mentioned in the Attendance Slip) :
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d. Next enter the Image Verification as displayed and Click on Login.
- e. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- f. However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:
- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.
- i. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j. **For Members holding shares in physical form, the details in Attendance Slip can be used only for e-voting on the resolutions contained in this Notice.**
- k. **Click on the relevant EVSN "HAMILTON POLES MANUFACTURING CO LTD" for which you choose to vote.**
- l. On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- n. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your  
  
vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- p. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- q. If Demat account holder has forgotten the changed password then enter the User ID and image verification code click on Forgot Password & enter the details as prompted by the system.
- r. For Non – Individual Shareholders and Custodians:
- s. ● Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.

● A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

● After receiving the login details a Compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

● The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

● A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same

I. In case of any queries, you may refer to the ‘Frequently Asked Questions’ (FAQs) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at 18002005533.

II. If you are already registered with e-voting then you can use your existing User ID and Password for casting vote.

III. The voting rights shall be as per the number of equity share held by the Member(s) as on 19.09.2019. Members are eligible to cast vote electronically only if they are holding shares as on that date.

IV. The Companies (Management and Administration) Amendment Rules, 2015 provides that the electronic voting period shall close at 5.00 p.m. on the date preceding the date of AGM. Accordingly, the voting period shall commence at 9.00 a.m. on 26th of September, 2020 and will end at 5.00 p.m. on 28th of September; 2020. The e-voting module shall be disabled at 5.00 p.m. on the same day.

V. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

VI. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.

VII. The results shall be declared on or after the AGM. The results along with the Scrutinizer’s Report shall also be placed on the website of the Company. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 39<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by **Central Depository Services (India) Limited**.

16. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 22.09.2020.
17. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
18. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.

By Order of the Board

**Shipli Agarwal**  
**Company secretary**  
**M no: A40917**

## **BOARD'S REPORT**

**To the Members,**

The Directors have pleasure in presenting before you the 39<sup>th</sup> Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2020.

**1. Financial Summary/Highlights, Operations, State of Affairs:**

The performance during the period ended 31st March, 2020 has been as under:

Particulars	31st March, 2020	31st March, 2019
Gross Income	13,27,500	2,496,847
Profit Before Interest, Depreciation and Tax	6741	3,334
Depreciation	-	-
Profit Before Tax	6741	3,334
Less: Provision for Taxations	1750	860
Profit After Tax	4991	2,474
Add: Profit Brought Forward	240670	238,196
Less: Transfer to Reserves	-	-
Add: Provision for Tax Written Off	-	-
Profit Carried Forward	<b>2,45,661</b>	<b>240,670</b>

**2. Events Subsequent To The Date Of Financial Statements:**

There were no material changes and commitments affecting financial position of the company between 31st March and the date of Board's Report.

**3. Change In The Nature Of Business, If Any:**

During the period under review and the date of Board's Report there was no change in the nature of Business.

**4. Dividend and other appropriations:**

In order to conserve resources, your Directors do not recommend any dividend for the year under review.

**5. Change In Share Capital**

The paid-up Equity Share Capital of the Company as at 31st March, 2020 stood at Rs 20 lacs. During the year under review, the Company has not issued any further shares.

**6. Board Meetings:**

The Board of Directors duly met 7 (SEVEN) times on 08/04/2019, 22/04/2019, 28/05/2019, 09/08/2019, 04/09/2019, 08/11/2019 and 10/02/2020, in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

**7. Directors And Key Managerial Personnel:**

There has been no change in the constitution of Board during the year under review i.e. the structure of the Board remains the same. Subsection (10) of Section 149 of the Companies Act, 2013 provides that independent directors shall hold office for a term of up to five consecutive years on the board of a

company; and shall be eligible for re-appointment on passing a special resolution by the shareholders of the Company. Further, according to Sub-section (11) of Section 149, no independent director shall be eligible for appointment for more than two consecutive terms of five years. Sub-section (13) states that the provisions of retirement by rotation as defined in Sub-sections (6) and (7) of Section 152 of the Act shall not apply to such independent directors.

## **POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS' INDEPENDENCE**

### **1. Scope:**

This policy sets out the guiding principles for the Nomination & Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent Directors of the Company.

### **2. Terms and References:**

2.1 **"Director"** means a director appointed to the Board of a Company.

2.2 **"Nomination and Remuneration Committee"** means the committee constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 27(2) of the Equity Listing Agreement.

2.3 **"Independent Director"** means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49(II)(B) of the Equity Listing Agreement.

### **3. Policy:**

#### **Qualifications and criteria**

3.1.1 The Nomination and Remuneration Committee, and the Board, shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company's operations.

3.1.2 In evaluating the suitability of individual Board member the NR Committee may take into account factors, such as:

- General understanding of the company's business dynamics, global business and social perspective;
- Educational and professional background
- Standing in the profession;
- Personal and professional ethics, integrity and values;
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

3.1.3 The proposed appointee shall also fulfil the following requirements:

- shall possess a Director Identification Number;
- shall not be disqualified under the companies Act, 2013;
- shall Endeavour to attend all Board Meeting and Wherever he is appointed as a Committee Member, the Committee Meeting;
- shall abide by the code of Conduct established by the company for Directors and senior Management personnel;

- shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as may be prescribed, from time to time, under the companies Act, 2013, Equity listing Agreements and other relevant laws.

3.1.4 The Nomination & Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the company's business.

### **3.2 criteria of independence**

3.2.1 The Nomination & Remuneration Committee shall assess the independence of Directors at time of appointment/ re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interest or relationships are disclosed by a Director.

3.2.2 The criteria of independence shall be in accordance with guidelines as laid down in companies Act, 2013 and Regulation 27(2) of the Equity Listing Agreement.

3.2.3 The Independent Director shall abide by the "Code for Independent Directors "as specified in Schedule IV to the companies Act, 2013.

### **3.3 Other Directorships/ Committee Memberships**

3.3.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as Director of the company. The HRNR Committee shall take into account the nature of, and the time involved in a Director service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

3.3.2 A Director shall not serve as director in more than 20 companies of which not more than 10 shall be public limited companies.

3.3.3 A Director shall not serve as an independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed company.

3.3.4 A Director shall not be a member in more than 10 committee or act chairman of more than 5 committee across all companies in which he holds directorships.

For the purpose of considering the limit of the committee, Audit committee and stakeholder's relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under section 8 of the Companies Act, 2013 shall be excluded.

## **Remuneration policy for Directors, key managerial personnel and other employees**

### **1. Scope:**

1.1 This policy sets out the guiding principles for the Nomination and Remuneration committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the company.

### **2. Terms and Reference:**

In this policy the following terms shall have the following meanings:

2.1 **“Director”** means a Director appointed to the Board of the company.

2.2 **“key managerial personnel”** means

- (i) The Chief Executive Office or the managing director or the manager;
- (ii) The company secretary;
- (iii) The whole-time director;
- (iv) The chief finance Officer; and
- (v) Such other office as may be prescribed under the companies Act, 2013

2.3 **“Nomination and Remuneration Committee”** means the committee constituted by Board in accordance with the provisions of section 178 of the companies Act, 2013 and clause 49 of the Equity Listing Agreement.

### **3. Policy:**

3.1 Remuneration to Executive Director and Key Managerial Personnel

3.1.1 The Board on the recommendation of the Nomination and Remuneration (NR) committee shall review and approve the remuneration payable to the Executive Director of the company within the overall approved by the shareholders.

3.1.2 The Board on the recommendation of the NR committee shall also review and approve the remuneration payable to the key managerial personnel of the company.

3.1.3 The Remuneration structure to the Executive Director and key managerial personnel shall include the following components:

- (i) Basic pay
- (ii) Perquisites and Allowances
- (iii) Stock Options
- (iv) Commission (Applicable in case of Executive Directors)
- (v) Retrial benefits
- (vi) Annual performance Bonus

3.1.4 The Annual plan and Objectives for Executive committee shall be reviewed by the NR committee and Annual performance Bonus will be approved by the committee based on the achievement against the Annual plan and Objectives.

### **3.2 Remuneration to Non – Executive Directors**

3.2.1 The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Non – Executive Directors of the Company within the overall limits approved by the shareholders as per provisions of the companies act.

3.2.2 Non – Executive Directors shall be entitled to sitting fees attending the meetings of the Board and the Committees thereof. The Non- Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.

### **3.3. Remuneration to other employees**

3.3.1. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

### **8. Declaration From Independent Directors On Annual Basis**

The Company has received a declaration from Mrs. Aparna Sharma, Independent directors of the company to the effect that they are meeting the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

### **9. Composition Of Audit Committee:**

I. The Audit Committee of the Company is constituted in line with the provisions of Regulation 27(2) of the Listing Agreements with the Stock Exchanges read with Section 177 of the Companies Act, 2013.

II. The terms of reference of the Audit Committee include a review of the following:

- Overview of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Discussion with external auditors before the audit commences, of the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Reviewing the financial statements and draft audit report including quarterly / half yearly financial information.
- Reviewing with management the annual financial statements before submission to the Board, focusing on:
  1. Any changes in accounting policies and practices;
  2. Qualification in draft audit report;
  3. Significant adjustments arising out of audit;
  4. The going concern concept;
  5. Compliance with accounting standards;
  6. Compliance with stock exchange and legal requirements concerning financial statements and
  7. Any related party transactions
- Reviewing the company's financial and risk management's policies.
- Disclosure of contingent liabilities.
- Reviewing with management, external and internal auditors, the adequacy of internal control systems.

- Reviewing the adequacy of internal audit function, including the audit character, the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- Discussion with internal auditors of any significant findings and follow-up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- Reviewing compliances as regards the Company's Whistle Blower Policy.

**III.** The previous Annual General Meeting of the Company was held on 26.09.2019 and Chairman of the Audit Committee, attended previous AGM.

**IV.** The composition of the Audit Committee and the attendance of each member of the Audit Committee are given below:

The Company has complied with all the requirements of Regulation 27 of SEBI (LODR) Regulations 2015 relating to the composition of the Audit Committee. During the financial year 2019-2020, **4 (four)** meetings of the Audit Committee were held on the **28/05/2019, 09/08/2019, 08/11/2019** and **10/02/2020**.

The details of the composition of the Committee and attendance of the members at the meetings are given below:

<b>Name</b>	<b>Designation</b>	<b>Category</b>	<b>No. of Meetings held</b>	<b>No. of Meetings attended</b>
Mr. SUSHANTA MONDAL	Member	Executive / Non- Independent	4	2
Mr. SWAPAN SARDAR	Member	Non-Executive /Independent	4	2
Mrs CHANDRA KANTA KAREL	Member	Non-Executive /Independent	4	2

\*Sushanta Mondal; Swapan Sardar and Mrs. Chandra Kanta Karel was appointed as the director as on 09/08/2019.

## V. NOMINATION & REMUNERATION COMMITTEE

The details of composition of the Committee are given below:

Name	Designation	Category	No. of Meetings held	No. of Meetings attended
Miss Chandra kanta karel	Member	Non-Executive /Independent	1	1
Mrs. Aparna Sharma	Member	Non-Executive /Independent	1	1
Mr. Swapan Sardar	Chairperson	Non-Executive /Independent	1	1

During the year **1(One)** meeting of nomination & remuneration committee were hold on **09/08/2019**

### Terms of reference:

The main term of reference of the Committee is to approve the fixation/revision of remuneration of the Managing Director/Whole Time Director of the Company and while approving:

- To take into account the financial position of the Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration etc.
- To bring out objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders.

### Remuneration Policy:

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit.

The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities shouldered, individual performance etc.

During the financial year 2019-20, no remuneration has been paid to any of the Director of the Company.

## VI. STAKEHOLDERS RELATIONSHIP COMMITTEE

### A.) Composition:

The Details of composition of the Committee are given below:

Name	Designation	Category
Sushanta Mondal	Member	Executive / Non- Independent
Aparna Sharma	Chairperson	Non-Executive /Independent
Swapan Sardar	Member	Non-Executive /Independent

During the year under review **1(One)** meeting of stakeholders relationship committee was held on **10/02/2020**.

### B) Powers:

The Committee has been delegated with the following powers:

- To redress shareholder and investor complaints relating to transfer of shares, Dematerialization of Shares, non-receipt of Annual Reports, non-receipt of declared dividend and other allied complaints.
- To approve, transfer, transmission, and issue of duplicate / fresh share certificate(s)
- Consolidate and sub-division of share certificates etc.
- To redress, approve and dispose off any, other complaints, transactions and requests etc., received from any shareholder of the company and investor in general.

The Board has delegated the power to process the transfer and transmission of shares to the Registrar and Share Transfer Agents, who process share transfers within a week of lodgement in the case of shares held in physical form.

The Company has designated an exclusive e-mail ID called [arcfinancelimited@gmail.com](mailto:arcfinancelimited@gmail.com) for complaints/grievances.

## **VII. RISK MANAGEMENT POLICY**

Your Company follows a comprehensive system of Risk Management. Your Company has adopted a procedure for assessment and minimization of probable risks. It ensures that all the risks are timely defined and mitigated in accordance with the well structured risk management process.

### **10. Compliance With SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015:**

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has signed uniform listing agreement with CSE Limited and framed the following policies which are available on Company's website i.e. [www.hamiltonpoles.com](http://www.hamiltonpoles.com)

- i. Board Diversity Policy**
- ii. Policy on preservation of Documents**
- iii. Risk Management Policy**

### **11. Vigil Mechanism:**

Vigil Mechanism Policy has been established by the Company for directors and employees to report genuine concerns pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013. The same has been placed on the website of the Company.

### **12. Director's Responsibility Statement:**

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, and secretarial auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2019-20. Accordingly, pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm 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) The Directors had selected such accounting policies and applied them consistently and 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 at the end of the financial year and of the profit and loss of the company for that period;
- (c) The Directors had taken proper and sufficient care 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 Directors had prepared the annual accounts on a going concern basis; and
- (e) The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**13. Statutory Compliance:**

The Company has complied with the required provisions relating to statutory compliance with regard to the affairs of the Company in all respects.

**14. Information About The Financial Performance / Financial Position Of The Subsidiaries / Associates/ Joint Ventures:**

The Company does not have any subsidiaries, associates and joint ventures.

**15. Secretarial Audit:**

Pursuant to the provisions of Section 134(3)(f) & Section 204 of the Companies ( Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Akhil Agarwal, Practicing Company Secretary, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is appended as Annexure A to this Report.

**16. Extract Of Annual Return:**

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 as a part of this Annual Report **(FORMAT IN ANNEXURE B)**

**17. Statutory Auditors:**

M/s O P KHAJANCHI & CO., Statutory Auditors of the company retires at the ensuing annual general meeting and is eligible for reappointment. As required under the provisions of Section 139 of the Companies Act, 2013, the Company has received a written consent from the auditors to their re-appointment and a certificate to the effect that their re-appointment, if made, would be in accordance with the Companies Act, 2013 and the rules framed there under and that they have satisfied the criteria provided in Section 141 of the Companies Act, 2013.

The Board recommends the re-appointment of M/s. O P KHAJANCHI & CO., as the statutory auditors of the Company from the conclusion of this Annual General meeting till the conclusion of the next Annual General Meeting.

**18. Qualifications In Audit Reports:**

Explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made –

**(a) Statutory Auditors Report:**

The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31, 2020 and has noted that the same does not have any reservation, qualification or adverse remarks. However, the Board decided to further strengthen the existing system and procedures to meet all kinds of challenges and growth in the market expected in view of the robust capital market in the coming years.

**(b) Secretarial Audit Report:**

The Board has duly reviewed the Secretarial Audit Report on the Compliances according to the provisions of section 204 of the Companies Act 2013, and the same does not have any reservation, qualifications or adverse remarks.

**19. Conservation Of Energy, Technology Absorption And Foreign Exchange Outgo:**

The required information as per rule 8(3) of the companies (Accounts) Rules, 2014 is provided hereunder:

**A. Conservation of Energy:**

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

**B. Technology Absorption:**

1. Research and Development (R&D) : NIL
2. Technology absorption, adoption and innovation: NIL

**C. Foreign Exchange Earnings and Out Go:**

Foreign Exchange Earnings: NIL

Foreign Exchange Outgo: NIL

**20. Details Relating To Deposits, Covering The Following:**

Your Company has not accepted any deposits falling within the meaning of Sec. 73, 74 & 76 of the Companies Act, 2013 read with the Rule 8(v) of Companies (Accounts) Rules 2014, during the financial year under review.

**21. Significant & Material Orders Passed By The Regulators:**

During the period under review there were no significant and material orders passed by the regulators or Courts or Tribunals impacting the going concern status and the company's operations in future.

**22. Details Of Adequacy Of Internal Financial Controls:**

Your Company has well established procedures for internal control across its various locations, commensurate with its size and operations. The organization is adequately staffed with qualified and experienced personnel for implementing and monitoring the internal control environment. The internal audit function is adequately resourced commensurate with the operations of the Company and reports to the Audit Committee of the Board.

**23. Particulars Of Loans, Guarantees Or Investments:**

The company has not given loans, Guarantees or made any investments during the year under review.

**24. Credit & Guarantee Facilities:**

The Company has been availing facilities of Credit and Guarantee as and when required, for the business of the Company, from HDFC Bank Ltd.

**25. Corporate Social Responsibility Policy:**

In accordance with the requirements of the provisions of section 135 of the Act, the Company has constituted a Corporate Social Responsibility ("CSR") Committee. The composition and terms of reference of the CSR Committee is provided in the Corporate Governance Report.

**26. Related Party Transactions:**

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis. During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the company on materiality of related party transactions.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at [www.hamiltonpoles.com](http://www.hamiltonpoles.com)

**27. Formal Annual Evaluation:**

As per section 149 of the Companies Act, 2013 read with clause VII (1) of the schedule IV and rules made thereunder, the independent directors of the company had a meeting on 10.02.2020 without attendance of non-independent directors and members of management. In the meeting the following issues were taken up:

- (a) Review of the performance of non-independent directors and the Board as a whole;
- (b) Review of the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- (c) Assessing the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The meeting also reviewed and evaluated the performance of independent directors. The company has 1 (One) non-independent directors namely:

- I. Chandra Kanta Karel -Independent & Non-Executive
- II. Aparna Sharma - Independent & Non-Executive
- III. Swapan Sardar - Independent & Non-Executive

The meeting was recognized for shaping up of the company and putting the company on accelerated growth path. They devoted more time and attention to bring up the company to the present level.

**The meeting also** reviewed and evaluated the performance the Board as whole in terms of the following aspects:

- Preparedness for Board/Committee meetings

- Attendance at the Board/Committee meetings
- Guidance on corporate strategy, risk policy, corporate performance and overseeing acquisitions and disinvestments.
- Monitoring the effectiveness of the company's governance practices
- Ensuring a transparent board nomination process with the diversity of experience, knowledge, perspective in the Board.
- Ensuring the integrity of the company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for financial and operational control and compliance with the law and relevant standards.

Mrs. Aparna Sharma, chairman of the company has performed exceptionally well by attending board meetings regularly, by taking active participation in the discussion of the agenda and by providing required guidance from time to time to the company for its growth etc.

It was noted that the Board Meetings have been conducted with the issuance of proper notice and circulation of the agenda of the meeting with the relevant notes thereon.

**28. Disclosure About Cost Audit:**

Cost Audit is not applicable to your Company.

**29. Listing Agreement:**

The Securities and Exchange Board of India (SEBI), on September 2, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the aim to consolidate and streamline the provisions of the Listing Agreement for different segments of capital Markets to ensure better enforceability. The said regulations were effective December 1, 2015. Accordingly, all listed entities were required to enter into the Listing Agreement within six months from the effective date. The company entered into Listing Agreement with CSE Limited.

**30. Listing With Stock Exchanges:**

The Company confirms that it has paid the Annual Listing Fees for the year 2019-2020 to The Calcutta Stock Exchange Limited where the Company's Shares are listed.

**31. Corporate Governance And Shareholders Information:**

Your Company has been complying with all the requirements of the code of Corporate Governance, as specified by SEBI. A separate report on Corporate Governance is furnished as a part of the Directors' Report and the certificate from the Statutory Auditor regarding compliance of condition of Corporate Governance is annexed to the said Report.

**32. Industry Based Disclosures As Mandated By The Respective Laws Governing The Company**

The Company is not NBFC company therefore all the provisions of the RBI act is complied during the year under review.

**33. Secretarial Standards**

**34. Event Based Disclosures**

During the year under review, the Company has not taken up any of the following activities:

1. Issue of sweat equity share: NA

2. Issue of shares with differential rights: NA
3. Issue of shares under employee's stock option scheme: NA
4. Disclosure on purchase by company or giving of loans by it for purchase of its shares: NA
5. Buy back shares: NA
6. Disclosure about revision: NA
7. Preferential Allotment of Shares: NA

**35. Non-Executive Directors' Compensation and Disclosures**

None of the Independent / Non-Executive Directors has any pecuniary relationship or transactions with the Company which in the Judgment of the Board may affect the independence of the Directors.

**36. CEO/CFO Certification**

The Chief Financial Officer (CFO) have issued certificate pursuant to the provisions of Regulation 27(2) of the listing agreement certifying that the Financial Statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs and the same forms a part of this report.

**37. Particulars Of Employees And Related Disclosures:**

The Disclosure pertaining to remuneration and other details as required under the provisions of section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Management Personnel) Rules, 2014 forms part of the Directors Report and marked as Annexure-"C".

During the period under review, No employee of the Company drew remuneration in excess of the limits specified under the provisions of section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the companies( Appointment and Remuneration of Managerial Personnel) Rules, 2014 and hence no disclosure is required to be made in the Annual Report.

**38. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.**

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees are covered under this policy.

The following is the summary of sexual harassment complaints received and disposed during the calendar year.

- No. of complaints received: Nil
- No. of complaints disposed off: Nil

**39. Acknowledgements:**

Your Directors wish to place on record their appreciation of the contribution made by the employees at all levels, to the continued growth and prosperity of your Company.

Your Directors also wish to place on record their appreciation of business constituents, banks and other financial institutions and shareholders of the Company like SEBI, CSE, NSDL, CDSL, HDFC Bank etc. For their continued support for the growth of the Company.

**For and on behalf of the Board**  
**For HAMILTON POLES MANUFACTURING CO LTD**

**Place: Kolkata**  
**Date: 26/06/2020**

**Swapan Sardar**  
**Director**  
**Din No. 08526439**

**Aparna Sharma**  
**Director**  
**Din (07006877)**

**DECLARATION BY DIRECTOR OF AFFIRMATION BY DIRECTORS AND SENIOR MANAGEMENT PERSONNEL OF COMPLIANCE WITH THE CODE OF CONDUCT:**

The shareholders

I, **Mrs. Aparna Sharma**, Director of the Company do hereby declare that the directors and senior management of the Company have exercised their authority and powers and discharged their duties and functions in accordance with the requirements of the code of conduct as prescribed by the company and have adhered to the provisions of the same.

**For and on behalf of the Board**  
**For HAMILTON POLES MANUFACTURING CO LTD**

**Place: Kolkata**  
**Date: 26/06/2020**

**Swapan Sardar**  
**Director**  
**Din No. 08526439**

**Aparna Sharma**  
**Director**  
**Din (07006877)**

FORM MR -3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Hamilton Poles Manufacturing Company Limited  
7 Hare Street 4<sup>th</sup> Floor  
Kolkata -700001

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Hamilton Poles Manufacturing Company Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute 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 audit period covering the financial year ended on **March 31, 2020** 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 extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;- **(Not Applicable to the Company during the Audit Period).**
5. 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 (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009-*(as the company has not issued any shares during the financial year under review; the said regulations was not applicable to the Company);*
  - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993- *(as the Company is not registered as Registrar to Issue and Share Transfer Agent during the year under review, the said regulation are not applicable to the company);*

- e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – *(The equity shares of the company are neither delisted nor proposed to be delisted. Hence the provision of said regulation are not applicable to the company);*
- f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – *(The Company has not bought back or propose to buy-back any of its securities during the year under review, the said regulation are not applicable to the company ;)*
- g) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999- *(as the Company has not issued any shares/options to directors/employees under the said guidelines / regulations during the year under review, the said regulation was not applicable to the company);*

I have also examined compliance with the applicable clauses of the following:-

- Secretarial Standards with respect to Meeting of Board of Director(SS-1), General Meeting (SS-2) and Dividend (SS-3) issued by The Institute of Company Secretaries of India related to Board meetings, General Meeting and Dividend;
- The Listing Regulations Issued by the SEBI i.e. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

Further based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the course and conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020 complied with proper Board-processes and compliance mechanism in place to the extent, in the manner as required under the various provisions of Companies Act, 2013, SEBI Act, 1992 and all other laws and applicable provisions there under mentioned above, subject to the following observations;

**1. During the audit of Company it was revealed that Inspection under Section of 207 of the Companies Act, 2013 by Regional Director, Mumbai was conducted.**

**I further report that**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Proper notice is given to all Directors to schedule the Board meetings in compliance with the provisions of Section 173(3) of the Companies Act, 2013, 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.
- Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

I 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 except granting of Loans and scale of operation over purchase and sale of shares, inventory and for expenses incurred.

I further Inform/report that during the year under review, the following events or actions had a major bearing on its affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:

I further report that:

- During the audit period, there were no instances of:
  - (i) Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
  - (ii) Redemption/buy-back of securities.
  - (iii) Merger/ amalgamation/ reconstruction etc.
  - (iv) Foreign technical collaborations

**Note:** This report is to be read with our letter of even date which is annexed as “**Annexure A**” and forms an integral part of this report.

**For Akhil Agarwal**  
**Practicing Company Secretary**  
**CP No.: 16313**

**Akhil Agarwal**  
**Proprietor**  
**ACS No. 35073**  
**UDIN NO. A035073B000573677**

**Place: Kolkata**  
**Date: 12/08/2020**

**"ANNEXURE A"**

**To,  
The Members,  
Hamilton Poles Manufacturing Company Limited  
7 Hare Street 4<sup>th</sup> Floor  
Kolkata -700001**

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

1. Maintenance of Secretarial records 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 the 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. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the 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 efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Akhil Agarwal  
Practicing Company Secretary  
CP No.: 16313**

**Akhil Agarwal  
Proprietor  
ACS No. 35073**

**UDIN NO. A035073B000573677**

**Place: Kolkata  
Date: 12/08/2020**

## CFO CERTIFICATE

I, **Mahesh Chandra Sharma**, Chief Finance Officer of Hamilton Poles Manufacturing Company Ltd to the best of my knowledge and belief certify that:

1. I have reviewed the balance sheet and profit and loss account, and all its schedules and notes to accounts, as well as the cash flow statement.
2. Based on my knowledge, information and belief, these statements do not contain any untrue statement of a material fact or omit to state a material fact that might be misleading with respect to the statements made.
3. Based on my knowledge, information and belief, the financial statements and other financial information included in this report present a true and fair view of the company's affairs for the period presented in this report and are in compliance with the existing accounting standards, applicable laws and regulations.
4. To the best of my knowledge, information and belief, no transactions entered into by the company during the year are fraudulent, illegal or volatile of the Company's Code of Conduct.
5. I am responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting.
6. I have disclosed, based on my most recent evaluation, wherever applicable, to the Company's Auditors and the Audit Committee of the Company's Board of Directors all significant deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps taken or proposed to be to rectify the deficiencies;

I have indicated to the Auditors and the Audit Committee:

- a) Significant changes in the Company's internal control over the financial reporting during the year;
- b) All significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements;
- c) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.

**FOR AND ON BEHALF OF THE BOARD,  
HAMILTON POLES MANUFACTURING  
COMPANY LTD**

**Place: KOLKATA  
Date: 26/06/2020**

**Sd/-  
Mahesh Chandra Sharma  
Chief Financial Officer**

**ANNUAL REPORT 2019-20-ANNEXURE "A" TO BOARD'S REPORT**

**MGT 9**

**Extract of Annual Return**

**As on the Financial Year 31.03.2020**

**[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]**

**I. REGISTRATION & OTHER DETAILS:**

i	CIN	:	L28991WB1981PLC033462
ii	Registration Date	:	23-Mar-1981
iii	Name of the Company	:	<b>HAMILTON POLES MANUFACTURING CO LTD</b>
iv	Category of the Company	:	Public company
v	(a) Address of the Registered office	:	7 HARE STREET, 4 <sup>TH</sup> FLOOR, KOLKATA – 700001.
	(b) Contact details		Email : <a href="mailto:hamiltonpoles@rediffmail.com">hamiltonpoles@rediffmail.com</a>
vi	Whether listed company	:	YES
vii	Name and Address and Contact detail of Registrar & Transfer Agents, if any	:	MAHESHWARI DATAMATICS PVT LTD 6, MANGOE LANE, 2 <sup>ND</sup> FLOOR, KOLKATA – 700001. E-MAIL – <a href="mailto:mdpldc@yahoo.com">mdpldc@yahoo.com</a>

**II PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY**

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
1	Trading	141	100%

**III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY /ASSOCIATE	% of shares held	Applicable Section
1	Nil				

Note: Section 2(87) is for Subsidiary company, Section 2(6) is for Associate Company



Companies									
g) FII's	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total B1</b>	-	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	-	157,400	157,400	78.70%	-	157,400	157,400	78.70%	0.00%
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individual									
i) Individual shareholders holding [nominal share capital upto Rs. 1 lakh	-	37,500	37,500	18.75%	-	37,500	37,500	18.75%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Others (specify)	-	-	-	-	-	-	-	-	0.00%
<b>Sub-total (B)(2):-</b>		<b>194,900</b>	<b>194,900</b>	<b>97.45%</b>		<b>194,900</b>	<b>194,900</b>	<b>97.45%</b>	<b>0.00%</b>
<b>Total Public Shareholding (B)</b>		<b>194,900</b>	<b>194,900</b>	<b>97.45%</b>		<b>194,900</b>	<b>194,900</b>	<b>97.45%</b>	<b>0.00%</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Total of shares held by Custodian (C)</b>									
<b>Grand Total (A+B+C)</b>	<b>5,000</b>	<b>195,000</b>	<b>200,000</b>	<b>100.00%</b>	<b>5,000</b>	<b>195,000</b>	<b>200,000</b>	<b>100.00%</b>	<b>0.00%</b>

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### ii. Shareholding of Promoters

Sr. No.	Shareholder's Name	No. of Shares held at the beginning of the year [As on 1-April-2019]	No. of Shares held at the end of the year [As on 31-March-2020]	% change in shareholding
---------	--------------------	--	---	--------------------------

		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	during the year
1	RAVI BHAGAT	5000	2.50	0.00	5000	2.50	0.00	
2	JUGAL KISHORE BHAGAT	100	0.05	0.00	100	0.05	0.00	
3	SHIVA MERCANTILE & TRADING CO. PVT. LTD.	47750	23.87	0.00	47750	23.87	0.00	
4	AJANTA COMMERCIAL & TRADING CO. PVT. LTD	46400	23.20	0.00	46400	23.20	0.00	
5	GINNI FINANCIAL SERVICES LIMITED	27000	13.50	0.00	27000	13.50	0.00	
6	VEDANT CREDIT FINANCE PVT. LTD	12000	6.00	0.00	12000	6.00	0.00	
	<b>Total</b>	<b>138250</b>	<b>69.12</b>	<b>0.00</b>	<b>138250</b>	<b>69.12</b>	<b>0.00</b>	

**iii Change in Promoters' Shareholding**

Sr. No.	Shareholder's Name	Shareholding				Date	Increase / Decrease in Shareholding during the year	Reason	Cumulative Shareholding during the year	
		No. of Shares held at the beginning of the year [As on 1-April-2019]	% of total Shares of the company	No. of Shares held at the end of the year [As on 31-March-2020]	% of total Shares of the company				No. of Shares	% of total Shares of the company
		-	-	-	-	-	-	-	-	-
	<b>Total</b>									

**iv Shareholding Pattern of top ten Shareholders: ( Other than Directors, Promoters and Holders of GDR's and ADR's)**

Sr. No.	Shareholder's Name	Shareholding	Date	Increase / Decrease	Reason	Cumulative Shareholding during the year
---------	--------------------	--------------	------	---------------------	--------	---

		No. of Shares held at the beginning of the year [As on 1-April-2019]	% of total Shares of the company	No. of Shares held at the end of the year [As on 31-March-2020]	% of total Shares of the company		Change in Shareholding during the year	Reason	No. of Shares	% of total Shares of the company
1	SANSKRITI BARTER PVT. LTD	9800	4.90	9800	4.90					
2	KONARK BARTER PVT. LTD	8550	4.27	8550	4.27					
3	TRIDEV BARTER PVT. LTD	8500	4.25	8500	4.25					
4	NAVIN MISHRA	3900	1.95	3900	1.95					
5	SNEHLATA MISHRA	3900	1.92	3900	1.92					
6	SAJAL MIRDHA	3850	1.92	3850	1.92					
7	MITALI BHOWMICK	3800	1.90	3800	1.90					
8	SHOBHA UPADHYAY	3800	1.90	3800	1.90					
9	TAPAN KUMAR ROY	3800	1.90	3800	1.90					
10	SUNITA BHAGAT	3750	1.87	3750	1.87					
	<b>Total</b>	<b>53650</b>	<b>26.82</b>	<b>53650</b>	<b>26.82</b>					

**v Shareholding of Directors and Key Managerial Personnel**

Sr. No.	Shareholder's Name	Shareholding	Date	Increase / Decrease in	Reason	Cumulative Shareholding during the year
---------	--------------------	--------------	------	------------------------	--------	---

		No. of Shares held at the beginning of the year [As on 1-April-2019]	% of total Shares of the company	No. of Shares held at the end of the year [As on 31-March-2020]	% of total Shares of the company		Shareholding during the year		No. of Shares	% of total Shares of the company
	NIL	-	-	-	-					

#### V. INDEBTEDNESS

##### i. Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Sl. No.	Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
i	Principal Amount	-	-	-	-
ii	Interest due but not paid	-	-	-	-
iii	Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>		-	-	-	-
<b>Change in Indebtedness during the financial year</b>					
i.	Addition	-	-	-	-
ii.	Reduction	-	-	-	-
<b>Net Change</b>		-	-	-	-
<b>Indebtedness at the end of the financial year</b>					
i	Principal Amount	-	-	-	-
ii	Interest due but not paid	-	-	-	-
iii	Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>		-	-	-	-

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**i. Remuneration to Managing Director, Whole-time Directors and/or Manager**

Sl No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amt
<b>1</b>	Gross salary				
	(a) Salary as per provisions contained in Sec 17(1) of the Income Tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
<b>2</b>	Stock Option	-	-	-	-
<b>3</b>	Sweat Equity	-	-	-	-
<b>4</b>	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
<b>5</b>	Others, please specify	-	-	-	-
	<b>Total</b>	-	-	-	-
	Ceiling as per the Act (Being 10% of the Net Profits of the Company as calculated under Section 198 of the Companies Act, 2013)				

**REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****Remuneration to other directors:**

<b>Particulars of Remuneration</b>				<b>Total Amount</b>
<b>Independent Directors</b>				
Fee for attending board committee meetings	-	-	-	-
Commission	-	-	-	-
Others, please specify	-	-	-	-
<b>Total (1)</b>				-
<b>Other Non-Executive Directors</b>				
Fee for attending board committee meetings	-	-	-	-
Commission	-	-	-	-
Others, please specify	-	-	-	-
<b>Total (2)</b>				-
<b>Total</b>				-
<b>Total Managerial Remuneration</b>				-
<b>Overall Ceiling as per the Act (Being 11% of the Net Profits of the Company as calculated under Section 198 of the Companies Act, 2013)</b>				-

**Remuneration To Key Managerial Personnel Other Than Md/Manager/Wtd**

Particulars of Remuneration	Key Managerial Personnel			
	CEO	Company Secretary	CFO	Total
Gross salary	-	140200	-	140200
(a) Salary as per provisions contained in Sec 17(1) of the Income Tax Act, 1961	-	-	-	-
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
Stock Option	-	-	-	-
Sweat Equity	-	-	-	-
Commission	-	-	-	-
- as % of profit	-	-	-	-
- others, specify...	-	-	-	-
Others, please specify	-	-	-	-
Total	-	140200	-	140200

**PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES**

Against the Company	None
Against the Directors	None
Against other Officers in Default under the Companies Act, 2013:	None

**Report on Corporate Governance**

(Pursuant to the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE :

Company's philosophy on Corporate Governance is to achieve the highest levels of transparency, accountability in all its interactions with its stakeholders, employees, lenders and the government. We believe that Corporate Governance is a voluntary and self-discipline code which means not only ensuring compliance with regulatory requirements but by also being responsive to our stakeholders needs. Focus of the Company has always been to ensure continuing value creation for each of its stakeholders and above all to achieve business excellence with the goal of long -term sustainable development.

In compliance with the requirements of Listing Agreements with Stock Exchanges, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015('Listing Regulations'), SEBI regulations and Companies Act, 2013. The Company presents hereunder the required disclosures in the form of a report for information of all the stakeholders.

### 2. BOARD OF DIRECTORS :

The Board of Directors has an optimum combination of Executive and Non - Executive Directors. The Chairman being a non -Executive promoter Director, not less than one half of the Board comprises of Non-Executive independent Directors. The Non -Executive Independent Directors comply with the requirements of Listing Agreement/LODR Regulations for being independent and have also furnished declarations for compliance with the criteria of independence as per provisions of companies Act, 2013.

During the year 7 (**Seven**) Meetings of the Board of Directors of the Company were held i.e **08/04/2019, 22/04/2019, 28/05/2019, 09/08/2019, 04/09/2019, 08/11/2019** and **10/02/2020**. The Maximum time gap between any two consecutive meetings was not more than one hundred and twenty days.

The composition and category of the Directors on Board, their relationship with other Directors, their attendance at the Board Meeting during the year and at the last Annual General Meeting, as also number of Directorships and Committee Memberships/Chairmanships in other Companies and number of shares held by them as on 31<sup>st</sup> March, 2020 are as follows:

Name	Designation	Category	No. of Meetings held	No. of Meetings attended
Mr. SUSHANTA MONDAL	Member	Executive / Non- Independent	3	3
.Mr. SWAPAN SARDAR	Member	Non-Executive /Independent	3	3
Mrs CHANDRA KANTA KAREL	Member	Non-Executive /Independent	3	3
ARZOO PATODIA	Member	Executive / Non- Independent	7	7
MAHESH CHANDRA SHARMA	Member	Executive / Non- Independent	7	7
APARNA SHARMA	Director	Non-Executive /Independent	7	7

The Board of Directors has laid down a code of conduct for all Board members and all employees in management grade of the Company. All Board members and senior management personnel have confirmed compliance with the code. A declaration signed by the Managing Director is attached and forms part of the Annual Report of the Company.

### 3. AUDIT COMMITTEE:

#### (a) Composition:

The Audit Committee of the Board is entrusted with the oversight of financial reporting with a view to provide accurate, timely and proper disclosures and the integrity and quality of the financial reporting. The role & terms of reference of the Committee are in conformity with the provisions of Section 177 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. At present the committee comprises of four members.

All the members of the Audit Committee are Non-Executive Directors and the Chairman of the Committee is Independent Director. All the members of the committee possess financial /accounting expertise. The Committee met 4 (Four) times during the year i.e. on 28/05/2019, 09/08/2019, 08/11/2019 and 10/02/2020. The gap between any two meetings did not exceed 120 days complying with the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The composition of the Committee and the attendances of the members at the Committee meetings held during the financial year 2019-2020 are as follows:

Sl. No.	Name	Status	No. of Meetings
1.	SUSHANTA MONDAL	Executive / Non- Independent (Member)	2
2.	SWAPAN SARDAR	Non-Executive / Independent (Member)	2
3.	CHANDRA KANTA KAREL	Non-Executive / Independent (Member)	2

All the above directors appointed on 09<sup>th</sup> August, 2019

#### (b) Terms of Reference:

- Overseeing financial reporting processes.
- Reviewing periodic financial results, financial statements and adequacy of internal control systems.
- Discussion and review of periodic audit reports and discussions with external auditors about the scope of audit including the Observations of the auditors.
- Recommending the appointment, remuneration and removal of statutory auditors.
- Discussing with internal auditors any significant findings and follow up there on.
- Reviewing the adequacy of internal control systems with management, external and internal auditors and reviewing the Company's risk management policies/ systems.
- Reviewing the financial statements and half yearly financial results.
- Reviewing statement of significant related party transactions.
- Review and monitor the auditor independence and performance, and effectiveness of audit process.
- Scrutiny of inter-corporate loans and investments.

Furthermore the Audit committee has been authorised to invite the statutory auditors, any outsiders with relevant expertise, if it thinks necessary, to attend the meetings.

#### 4. NOMINATION & REMUNERATION COMMITTEE:

- Nomination & Remuneration Policy

In terms with the provisions of the Section 178 and all other sections, if applicable, of the Companies Act, 2013 read with relevant Rules framed there under and SEBI (LODR) Regulations, 2015 entered with the Stock Exchanges Howrah Gases Ltd.

Term of Reference of the Nomination and Remuneration Committee include:

- To guide the Board in relation to appointment and removal of Directors, key Managerial Personnel and Senior Management.
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- To Provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To devise a policy on Board diversity
- To develop a succession plan for the Board and to regularly review the plan;

All the members of the Nomination and Remuneration Committee are Non-Executive Independent Directors.

##### (a) Composition of the Committee:

The Nomination and Remuneration Committee comprises of:

Sl. No.	Name	Status	No of meetings attended
1	CHANDRA KANTA KAREL	Non-Executive / Independent (Member)	1
2	APARNA SHARMA	Non-Executive / Independent (Member)	1
3	SWAPAN SARDAR	Non-Executive /Independent (Chairperson)	1

During the year, **1(One)** meeting of the Nomination and Remuneration Committee of the Company were held i.e. **09/08/2019**.

The Nomination and Remuneration Committee has laid down the criteria for evaluation of performance of Independent Directors and the Board.

- Attendance and contribution at Board and Committee meetings.
- Knowledge on specific matters like finance, legal, marketing, internal controls, risk management, and business operations.
- Pro-active and positive approach with regard to Board and senior Management particularly the arrangement for management or risk and the steps needed to meet challenges from the competition.

- Openness to ideas, perspectives and opinions and ability to challenge old practices and throwing up new ideas for discussion.
- Capacity to effectively examine financial and other information on operations of the Company and the ability to make positive contribution thereon.

**(b) Terms of Reference:**

The terms of reference and the scope of Nomination and Remuneration Committee of the Board of Director are in accordance with the provisions of the Companies Act, 2013, the Rules made there under and SEBI (LODR) Regulations.

**(c) Remuneration Policy:**

Pursuant to provisions of the Section 178 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, has formulated a Remuneration Policy for Directors and senior management. The Company has paid remuneration by way of salary perquisites and allowances to its Managing Directors in line with the Nomination & Remuneration policy of the Company, current industry practice, the statutory limits and is being approved by the Board and Shareholders of the Company.

**5. STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 178 of the Companies Act, 2013 and Regulation 20 read with Part D of Schedule II of SEBI (LODR) Regulations, 2015.

The board terms of reference of the Stakeholders' Relationship Committee includes:

- Approve and monitor transfer, transmission, split, consolidation and dematerialization, rematerialisation of shares and/or securities and issue of duplicate share and/or security certificates by the Company over and above the delegated power;
- Looks into various issues relating to shareholders and/or security holders, including redressal of complaints relating to transfer of shares and/or security, non-receipt of annual reports, dividends declared etc; and
- Carries out the functions envisaged under the Code of Conduct for Prevention of Insider Trading adopted by the Company in terms of provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015

Any allied matter(s) out of and incidental to these functions and not herein above specifically provided for.

During the year, **1(One)** meeting of the Stakeholders Relationship Committee of the Company were held i.e. on 10/02/2020.

**The Committee comprises of:**

Sl. No	Name	Status	No of meetings attended
1	SUSHANTA MONDAL	Executive / Non- Independent (Member)	1
2	APARNA SHARMA	Non-Executive / Independent (Member)	1

3	SWAPAN SARDAR	Non-Executive /Independent (Chairperson)	1
---	---------------	--	---

## 6. GENERAL BODY MEETINGS:

The details of General Meetings in last 3 years are as under:

Date	AGM/EGM	Venue	Venue
2018-19	AGM	26 <sup>th</sup> September, 2018	7 Hare Street, 4th Floor, Kolkata-700001
2017-18	AGM	26 <sup>th</sup> September, 2018	7 Hare Street, 4th Floor, Kolkata-700001
2016-17	AGM	25 <sup>th</sup> September, 2017	--Do--

**There is no immediate proposal for passing of any resolution through Postal Ballot.**

## 7. MEANS OF COMMUNICATION:

The quarterly, half-yearly and annual financial results are published in English & Vernacular newspaper and are also furnished to the Stock Exchange with whom the Company has listed. The Managing Discussion & Analysis, forms part of the Directors Report is covered in the Annual Report.

## 8. GENERAL SHAREHOLDERS INFORMATION:

- CIN :L28991WB1981PLC033462
- Annual General Meeting
  - Date and Time : 29<sup>th</sup> September, 2020, 12:30 P.M.
  - Venue : 7 Hare Street, 4th Floor, Kolkata-700001
- Financial Year : Year ended March 31, 2020.
- Dates of Book Closure :23<sup>th</sup> Sept.2020 to 29<sup>th</sup> Sept. 2020  
(Both Days Inclusive)
- Dividend Payment Date

The Company has not declared any dividend for the Financial Year ended 31st March, 2020.

- Financial Calendar Financial Year 2019-20  
(Tentative schedule subject to change)

First Quarter Results	} Within 45 days of the end of Quarter.
Second Quarter and Half-Year Results	
Third Quarter Results	

Fourth Quarter and Annual Results	} Within 60 days of the end of Financial Year.
-----------------------------------	--

- Listing of Shares on Stock Exchanges with Stock Code  
Stock Exchange

- 1) The Calcutta Stock Exchange Limited (CSE)  
7, Lyons Range, Dalhousie, Murgighata,  
B B D Bagh, Kolkata-700001, West Bengal

The Company has paid the listing fees to these Stock Exchanges for the year 2019-20.

- Market Price Data:

Month	High (Rs.)	Low (Rs.)	Volume (Nos.)
April, 2019	Not Traded	Not Traded	Not Traded
May, 2019	Not Traded	Not Traded	Not Traded
June, 2019	Not Traded	Not Traded	Not Traded
July, 2019	Not Traded	Not Traded	Not Traded
August, 2019	Not Traded	Not Traded	Not Traded
September, 2019	Not Traded	Not Traded	Not Traded

October, 2019	Not Traded	Not Traded	Not Traded
November, 2019	Not Traded	Not Traded	Not Traded
December, 2019	Not Traded	Not Traded	Not Traded
January, 2020	Not Traded	Not Traded	Not Traded
February, 2020	Not Traded	Not Traded	Not Traded
March, 2020	Not Traded	Not Traded	Not Traded

- **Registrar & Share Transfer Agents:**

M/S. Maheshwari Datamatics Pvt Ltd.  
6, Mango Lane, 2nd Floor, Kolkata- 700-001.  
Phone Nos. 033-2243-5809-/2243-5029,  
Email: mdpl@cal.vsnl.net.in

- **Share transfer system:**

Share transfers in physical form are generally registered within 15 days from the date of receipt provided the documents are found to be in order. Stakeholders Relationship Committee considers and approves the transfer proposals.

All requests for dematerialisation of shares, which are found to be in order, are generally processed within 15 days and the confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

- **Categories of Shareholders as on March 31, 2020**

Sl. No.	Category	No. of shares held	% of shareholding
1	Promoters & Promoter Group	138250	69.12
2	Public - Bodies Corporate	29350	14.68
3	Public - Indian public	32400	16.2
	<b>TOTAL</b>	<b>2,00,000</b>	<b>100.00</b>

- **Dematerialisation of shares and liquidity**

Shares held in dematerialised and physical form as on 31st March, 2020.

Status of Dematerialisation	No. of Shares	% of total shares
Share held in Dematerialised form - NSDL	5,000	2.5
Share held in Dematerialised form - CDSL	-	-
Share held in Physical form	1,95,000	97.25
Total	2,00,000	100

The shareholders may address their communications/suggestions/grievances/queries to:

**HAMILTON POLES MANUFACTURING CO LTD**

CIN-L51909WB1982PLC035283

7 HARE STREET 4TH FLOOR KOLKATA -700001

Email Id- hamiltonpoles@rediffmail.com

**Details under Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the companies (Appointment and Remuneration of Managerial Personnel) Rules 2014**

**a. No remuneration is paid to Non Executive Director**

1. The Company has 10 permanent employees including Executive Directors.
2. Relationship between average increase in remuneration and Company's performance: The remuneration/policy of the Company Employees is based on the philosophy to reward and drive performance culture. Every year the salary increases are decided to provide reward on the basis of market opportunity determined by benchmarking the rewards with similar profile organizations. Variable component is an important criterion which is dependent of individual performance rating, business performance and market competitiveness of the Company.
3. Comparison of the remuneration of the key managerial personnel against the performance of the Company: As per the policy increases are dependent on actual performance rating as well as the business performance and increase in scope of work entrusted.
4. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the Highest paid Director during the year - NA
5. The remuneration is paid as per the remuneration policy of the Company

## **MANAGEMENT DISCUSSION ANALYSIS REPORT**

### **INDUSTRY STRUCTURE AND DEVELOPMENT:**

The global growth forecast for 2020 and 2021 had already been revised downward in the last World Economic Outlook (WEO), partly because of the negative effects of tariff increases enacted in the United States and China earlier this year. Global growth, which peaked at close to 4% in 2018, softened to 3.6% in 2019, is projected to decline further to 3.3% in 2020. Although a 3.3% global expansion is still reasonable, the outlook for many countries is very challenging, with considerable uncertainties in the short term, especially as advanced economy growth rates converge toward their modest long-term potential.

The risks to the global outlook remain skewed to the downside amid high policy uncertainty. The global economy also remains susceptible to a sudden shift in market sentiment and associated tightening in financial conditions. On the upside, if recent tariff increases are rolled back and trade tensions resolved, rising business confidence could lift growth. Further, fiscal policy should strike the right balance between growth and debt sustainability objectives as appropriate in individual countries. In countries with high debt, gradual fiscal adjustment is needed, particularly if financing risks are large. Depending on country circumstances, efforts should continue to raise revenue, reduce debt-related vulnerabilities, and make steady progress on economic and financial rebalancing.

The Indian economy witnessed robust industrial growth during FY 2019-20 and the momentum is expected to continue next year as well. The real challenge on the supply side is to reverse the slowdown in the growth of the agriculture sector and sustain the growth momentum in the industry. However, India's GDP growth is expected to accelerate moderately to 7.5% in FY20-21, driven by continued investment strengthening-particularly private improved export performance and resilient consumption.

### **TEXTILE INDUSTRY**

The Textile industry in India is highly diversified with a wide range of segments ranging from products of traditional handloom, handicrafts, wool and silk products to the organized textile industry. It is the second largest industry in terms of providing employment opportunities to more than 35 million people in the country.

While maintaining its position in the market as the largest producer of jute in the world, India is also the second largest producer and exporter of cotton in the world at USD 6.3 billion, marginally close to China. The size of India's textile and apparel market recorded USD

108.5 billion in 2015 and is expected to reach USD 226 billion by 2023, growing at a CAGR of 8.7% between 2009 and 2023.

In order to follow the goal of making India's development inclusive, the central government is focusing on a number of policies in providing best manufacturing and infrastructure to local artisans, technology and innovation, enhancing skills and strengths of the local industry. Amended Technology Upgradation Funds Scheme (ATUFS) is one of the various policy initiatives & programmes which have been implemented for development of textiles and handicrafts, particularly for technology,

infrastructure creation and skill development. ATUFS provides one time capital subsidy on investment in labour intensive segments and garment manufacturing and design studios. For apparel/garment and technical textiles subsectors, a subsidy of upto 15% is provided on capital investment, subject to a ceiling of INR 30 Crore over five years, whereas, for other subsectors, the subsidy is upto 10 % with a ceiling of INR 20 Crore.

The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand.

### **BUSINESS**

Your Company is proposing to accelerate the volume various opportunities and is hopeful of achieving sizeable turnover and profitability. The company is mainly engaged in the business of trading of Sarees, readymade garments made using many distinctive textiles, fabrics, colors, patterns, motifs, designs and precious saris, bead & stone work, etc. No matter what your individual style maybe, you are sure to find a beautiful sari that will match your taste, given the large collection of stunning Indian sarees available in India. And the best part, saris can be worn at almost all occasions be it weddings, formal parties, family get together and more.

### **RESPONSIBILITY FOR THE MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

The Board of Directors have reviewed the Management Discussion and Analysis prepared by the Management, and the Independent Auditors have noted its contents. Statement in this report of the Company's objective, projections, estimates, exceptions, and predictions are forward looking statements subject to the applicable laws and regulations. The statements may be subjected to certain risks and uncertainties. Company's operations are affected by many external and internal factors which are beyond the control of the management. Thus the actual situation may differ from those expressed or implied. The Company assumes no responsibility in respect of forward looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

### **OPPORTUNITIES AND THREATS:**

Textile Industry is one of the largest employers in India and has strong linkages with rural economy. The growing young middle class is a source of great potential and provides immense opportunities to spur growth in the industry going forward. The major challenges that textile industry facing is rising production costs, arising out of rising wages, power and interest costs.

Our Company, like any other enterprise, is exposed to business risk which can be an internal as well as external risk. One of the key risks faced by the company in present scenario is the wide and frequent fluctuations in the prices of its raw materials.

#### **a. Opportunities:**

Based on the same, the opportunities for the Company are as follows:

- Strengthening of Company operational portfolio in the civil infrastructure space

- Increase in revenue base through reduction in costs of machinery, tools, tackles and thus achieving economies of scale through systematic repetitions of civil resources.
- Adding to capital base to expand into the area of e-commerce

**b. Threats:**

Every new business entails its associated risks and concerns. Venturing into a new sector like infrastructure will involve following threats for the Company in upcoming financial years:

- Uncertainty of receipt of long term projects
- Threat to operational liquidity due to capital investment blocked in projects for their gestation period
- Leverage and financing obligations in case of borrowed funds

**RISKS AND CONCERNS:**

The Company has identified the potential risks and threats and the Company has taken effective steps to mitigate the same.

The present risks and anticipated future risks are reviewed by the management of our Company at regular intervals. Based on its past experiences, the management tries to remain vigilant about all prospective risks and takes suitable preventive measures to adequately safeguard its resources like men, machine & money, so that the business continues as usual even during difficult situations.

**DISCLOSURE OF ACCOUNTING TREATMENT**

The Company has followed the same Accounting treatment as prescribed in the relevant Accounting Standards while preparing the Financial Statements

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

The Company has adequate internal control system, commensurate with the size of its operations. Adequate records and documents are maintained as required by laws. The Company's audit Committee reviewed the internal control system. All efforts are being made to make the internal control systems more effective.

**MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED**

The Company and its management have made headway in developing its human resources and expanding its human capital. Efforts are also underway to develop relations with labour associations and other institutions associated with the infrastructure and construction industry.

It is expected that the Company shall reap the benefits of the workforce so being created which will help build better customer acquisition targets and develop niche specializations in select arenas of civil construction

**CAUTIONARY STATEMENT**

Certain statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'Forward-Looking Statements' within the meaning of applicable laws and regulations. Forward-looking statements are identified in this report by using words like 'anticipates', 'believes', 'expects', 'intends' and similar expressions in such statements. Such statements, however involve known or unknown risks, significant changes in the Political and Economic Environment in India or Key Markets Abroad, Exchange Rate Fluctuations and other costs that could cause actual outcomes and results to be materially different from those expressed or implied. The Company takes no responsibility in respect of forward looking statement herein which may undergo changes in future on the basis of subsequent developments, information or events.

**By Order of the Board  
For HAMILTON POLES MANUFACTURING CO LTD**

**Place: Kolkata  
Date: 26.06.2020**

**Sd/-  
Aparna Sharma  
Director**

# O P KHAJANCHI & CO.

Chartered Accountants

---

P/15, INDIA EXCHANGE PLACE, ROOM NO - 717, KOLKATA-700073

OPJAIN88@YAHOO.CO.IN

---

## **INDEPENDENT AUDITOR'S REPORT**

To the Members of M/s. HAMILTON POLES MANUFACTURING CO LIMITED

### **Report on the standalone Financial Statements**

#### **Opinion**

We have audited the accompanying Standalone financial statements of **M/s. HAMILTON POLES MANUFACTURING CO LIMITED ("the Company")** which comprises the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the 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 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, 2020, and **Profit** 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 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 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.

#### **Responsibility of Management for the Standalone 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 financial statements that give a true and fair view of the financial position, financial performance 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 financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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 Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

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

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure 'A' statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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) 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

(b) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account

(d) In our opinion, the aforesaid standalone 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 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 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 B".

(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:

i. The Company does not have any pending litigations which would impact its financial position

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

For O. P. KHAJANCHI & CO.  
Chartered Accountants  
(FRN : 330280E)

Place of Signature: Kolkata  
Date: 26/06/2020  
UDIN : 20065549AAAAAL9883

(Om Prakash Khajanchi)  
(Proprietor)  
(M No.: 65549)

# O P KHAJANCHI & CO.

Chartered Accountants

P/15, INDIA EXCHANGE PLACE, ROOM NO - 717, KOLKATA-700073

OPJAIN88@YAHOO.CO.IN

## Annexure A to the Auditors' Report

**Referred to in our Report of even date to the members of Hamilton Poles manufacturing Co Ltd as at and for the year ended 31st March, 2020**

On the basis of such checks as we considered appropriate and according to the information and Explanations given to us during the course of our audit, we report that:

(i) In respect of its fixed assets:

(a) The company has fixed assets so this clause is applicable to the company.

(ii) In respect of its inventory:

(a) The inventories have been physically verified during the year by the management and in our opinion, the frequency of verification is reasonable. As explained to us, no material discrepancies were noticed on physical verification of inventories as compared to the book records.

(iii) In respect of loans, secured or unsecured, granted to the parties covered in register maintained under section 189 of the Companies Act 2013:

(a) According to the information and explanations given to us, the Company has not granted any loans to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013; and therefore paragraph 3(iii) of the Order is not applicable.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.

(v) In our opinion and according to the information and explanations given to us, the Company has not received any deposits during the year.

(vi) To the best of our knowledge as explained, the requirement of maintenance of cost records under clause 148(1) of the Companies Act, 2013, read with companies (cost Records and Audit) Rules, 2014, is not applicable to the company.

vii) In respect of statutory dues:

(a) According to the records of the company and information and explanations given to us, the Company has generally been regular in depositing undisputed statutory dues, applicable to it, with the appropriate authorities.

(b) According to the information and explanations given to us, there were no undisputed amounts payable in respect of Income-tax, Wealth Tax, Custom Duty, Excise Duty, Sales tax, VAT, Cess and other material statutory dues in arrears /were outstanding as at 31 March, 2020 for a period of more than six months from the date they became payable.

viii) In our opinion and according to the information and explanations given to us, the Company has no dues to financial institutions, banks and debenture holders.

- ix) In our opinion, during the year, there were no moneys raised by way of initial public offer or further public offer and term loans.
- x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- xi) In our opinion and according to the information and explanations given to us, no any managerial remuneration was paid during the year.
- xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provision of clause 3(xii) of the Order is not applicable.
- xiii) In our opinion and according to the information and explanations given to us, there were no any transactions with related parties.
- xiv) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures during the year under review therefore this clause is not applicable.
- xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with the Directors.
- xvi) In our opinion and according to the information and explanations given to us, the Company is not required to be registered u/s 45-IA of the Reserve Bank of India Act, 1934.

For O. P. Khajanchi & Co.  
Firm Registration No. 330280E  
Chartered Accountants

---

**CA Om Prakash Khajanchi**  
Proprietor  
Membership Number: 065549  
Date: 26<sup>th</sup> June, 2020  
UDIN NO.20065549AAAAAL9883

# O P KHAJANCHI & CO.

Chartered Accountants

P/15, INDIA EXCHANGE PLACE, ROOM NO - 717, KOLKATA-700073

OPJAIN88@YAHOO.CO.IN

## **“ANNEXURE B”**

### **TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF HAMILTON POLES MANUFACTURING CO LTD**

#### **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 M/s HAMILTON POLES MANUFACTURING CO LTD (“the company”), as of 31st March, 2020, in conjunction with our audit of the standalone 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 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 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 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 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 31st March, 2020 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.

In terms of our report attached.

**For O P KHAJANCHI & CO.**

Firm Registration No: 330280E

Chartered Accountants

[ OM PRAKASH KHAJANCHI ]

PROPRIETOR

ICAI Membership No. 65549

UDIN NO. 20065549AAAAAL9883

Place : Kolkata

Date : The 26th Day of June, 2020

a.

For O P KHAJANCHI & CO.  
(CHARTERED ACCOUNTANTS)  
ICAI FRN. 330280E

For and on behalf of the Board of Directors

APARNA SHARMA  
(Director)

CHANDRA KANTA KAREL  
(Director)

OM PRAKASH KHAJANCHI      DIN-07006877

DIN-08526173

Proprietor

Place: Kolkata

Date :26/06/2020

MAHESH CHANDRA SHARMA  
(CFO)  
PAN-AKOPS9250L

SHILPI AGARWAL  
(Company Secretary)  
PAN-AUSPA8226C

**HAMILTON POLES MANUFACTURING CO LTD**

(CIN- L28991WB1981PLC033462)

**Balance Sheet as at 31st March, 2020**

Particulars		Note No.	As at 31st March, 2020	As at 31st March, 2019
<b>A</b>	<b>ASSETS</b>			
<b>1</b>	<b>Current assets</b>			
	(a) Investments	1	63,00,000	1,53,00,000
	(b) Inventories	2	-	-
	(c) Trade Receivables	3	17,20,250	11,41,250
	(d) Short Term Loans & Advances	4	1,50,977	1,50,977
	(e) Cash and cash equivalents	5	7,87,934	3,47,803
			89,59,161	1,69,40,030
	<b>TOTAL</b>		<b>89,59,161</b>	<b>1,69,40,030</b>
<b>B</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Equity</b>			
	(a) Share capital	6	20,00,000	20,00,000
	(b) Reserves and surplus	7	2,45,661	2,40,670
			22,45,661	22,40,670
<b>3</b>	<b>Current liabilities</b>			
	(a) Trade Payables	8	67,03,500	1,46,90,000
	(b) Other Current Liabilities	9	8,250	8,500
	(c) Short-term provisions	10	1,750	860
			67,13,500	1,46,99,360
	<b>TOTAL</b>		<b>89,59,161</b>	<b>1,69,40,030</b>
	<b>See accompanying notes forming part of the financial statements</b>	1-28		

In terms of our report attached.

For and on behalf of the Board of Directors

**For O P KHAJANCHI & CO.**

Firm Registration No: 330280E

Chartered Accountants

APARNA SHARMA

Director

DIN-07006877

CHANDRA KANTA KAREL

Director

DIN-08526173

**[OM PRAKASH KHAJANCHI]****PROPRIETOR**

ICAI Membership No. 65549

Place: Kolkata

Date: The 26th Day of June, 2020

**MAHESH CHANDRA SHARMA****CFO (KMP)****PAN-AKOPS9250L****SHILPI AGARWAL****Company Secretary****PAN-AUSPA8226C**

**HAMILTON POLES MANUFACTURING CO LTD**  
**Statement of Profit and Loss for the year ended 31st March, 2020**

Particulars		Note No.	For the year ended 31st March, 2020	For the year ended 31st March, 2019
<b>1</b>	<b>Revenue</b>			
<b>1.a</b>	Revenue from operations	11	13,27,500	24,96,847
<b>2</b>	<b>Total revenue</b>		<b>13,27,500</b>	<b>24,96,847</b>
<b>3</b>	<b>Expenses</b>			
	(a) Purchase of Stock in Trade	12	8,86,000	20,75,000
	(b) Change in Inventories	13	-	1,21,847
	(c) Employee Benefit Expense	14	1,48,950	1,11,535
	(d) Managerial Remuneration	15	93,500	-
	(e) Payment To Auditors	16	8,500	8,500
	(f) Finance Cost	17	-	10
	(g) Other expenses	18	1,83,809	1,76,621
	<b>Total expenses</b>		<b>13,20,759</b>	<b>24,93,513</b>
<b>4</b>	<b>Profit / (Loss) before tax (2 - 3)</b>		<b>6,741</b>	<b>3,334</b>
<b>5</b>	<b>Tax expense:</b>			
	(a) Current tax expense for current year		1,750	860
	(b) Current tax expense for prior year		-	-
			1,750	860
<b>6</b>	<b>Profit / (Loss) for the year (4 - 5)</b>		<b>4,991</b>	<b>2,474</b>
<b>7</b>	<b>Earnings per share (of Rs. 10/- each):</b>	27		
	(a) Basic		0.02	0.01
	(b) Diluted		0.02	0.01
	<b>See accompanying notes forming part of the financial statements</b>	1-28		

In terms of our report attached.

For and on behalf of the Board of Directors

**For O P KHAJANCHI & CO.**  
**Firm Registration No: 330280E**  
Chartered Accountants

**APARNA SHARMA**  
**Director**  
**DIN-07006877**

**CHANDRA KANTA KAREL**  
**Director**  
**DIN-08526173**

**[OM PRAKASH KHAJANCHI]**  
**PROPRIETOR**  
ICAI Membership No. 65549  
Place: Kolkata  
Date: The 26th Day of June, 2020

**MAHESH CHANDRA SHARMA**  
**CFO (KMP)**  
**PAN-AKOPS9250L**

**SHILPI AGARWAL**  
**Company Secretary**  
**PAN-AUSPA8226C**

**HAMILTON POLES MANUFACTURING CO LTD**

L28991WB1981PLC033462

CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2020

<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit before tax and after extra- ordinary items (As per profit & loss account)	6,741	3,334
Adjustments for items not included	-	-
<b>Operating Profit before working capital changes</b>	6,741	3,334
<b>Working capital adjustments: -</b>		
(Increase)/ decrease in current loans and advances	-	-
(Increase)/ decrease in Trade receivables	5,79,000	40,000
(Increase)/ decrease in inventories		1,21,847
Increase/ (decrease) in secured or unsecured loans		-
Increase/ (decrease) in current liabilities	79,86,750	60,000
<b>Cash generated from operations</b>	(85,59,009.00)	2,25,181
Direct Taxes Paid(Net of refund)	860	1,110
<b>Net cash flow from operating activities (A)</b>	<b>(85,59,869.00)</b>	<b>2,24,071.00</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Proceed from sale(purchase) of investments	90,00,000	-
(Increase)/decrease in capital expenditure	-	-
(Increase)/decrease in fixed assets	-	-
<b>Net cash flow from investing activities (B)</b>	<b>90,00,000</b>	<b>-</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of equity shares	-	-
Share Application Money received(refund)	-	-
<b>Net cash flow from financing activities (C)</b>	<b>-</b>	<b>-</b>
<b>Net cash flow during the year (A + B + C)</b>	<b>4,40,131.00</b>	<b>2,24,071</b>
Add: Opening cash and cash equivalents	3,47,803.00	1,23,732
<b>Closing cash and cash equivalents</b>	<b>7,87,934.00</b>	<b>3,47,803</b>
<b>Components of cash and cash equivalents</b>		
Cash in hand	7,12,854.00	2,79,623
Deposit with banks in current accounts	75,080.00	68,180
<b>Toal cash and cash equivalents</b>	<b>7,87,934.00</b>	<b>3,47,803</b>

For O P KHAJANCHI & CO.  
Firm Registration No: 330280E  
Chartered Accountants

APARNA SHARMA  
Director  
DIN-07006877

CHANDRA KANTA KAREL  
Director  
DIN-08526173

[OM PRAKASH KHAJANCHI]  
PROPRIETOR

ICAI Membership No. 65549  
Place: Kolkata  
Date: The 26th Day of June, 2020

MAHESH CHANDRA SHARMA  
CFO (KMP)  
PAN-AKOPS9250L

SHILPI AGARWAL  
Company Secretary  
PAN-AUSPA8226C

**HAMILTON POLES MANUFACTURING CO LTD****Notes forming part of the financial statements****Note 1: Investments**

<b>Particulars</b>	<b>As at 31-Mar-20</b>	<b>As at 31-Mar-19</b>
Trade Investments		
In Quoted equity shares (fully paid-up) (Valued at cost)	-	-
In Unquoted equity shares (fully paid-up) (valued at cost) (As per list attached)	63,00,000	1,53,00,000
<b>Total</b>	<b>63,00,000</b>	<b>1,53,00,000</b>

**Note 2: Inventories**

<b>Particulars</b>	<b>As at 31-Mar-20</b>	<b>As at 31-Mar-19</b>
Closing Stock	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**Note 3: Trade Receivables**

<b>Particulars</b>	<b>As at 31-Mar-20</b>	<b>As at 31-Mar-19</b>
Sundry Debtors	17,20,250	11,41,250
<b>Total</b>	<b>17,20,250</b>	<b>11,41,250</b>

**Note 4: Short Term Loans & Advances**

<b>Particulars</b>	<b>As at 31-Mar-20</b>	<b>As at 31-Mar-19</b>
Unsecured, Considered goods		
Receivable from revenue authorities(Excise)	1,50,977	1,50,977
<b>Total</b>	<b>1,50,977</b>	<b>1,50,977</b>

**Note 5: Cash and Cash Equivalents**

<b>Particulars</b>	<b>As at 31-Mar-20</b>	<b>As at 31-Mar-19</b>
Balances with banks		
In current accounts	75,080	68,180
Cash in hand	7,12,854	2,79,623
<b>Total</b>	<b>7,87,934</b>	<b>3,47,803</b>

**Note 7: Reserves & Surplus**

<b>Particulars</b>	<b>As at 31-Mar-20</b>	<b>As at 31-Mar-19</b>
<b>(a) Securities premium account</b>		
Opening balance	-	-
Add : Premium on shares issued during the year	-	-
	-	-
Less : Utilised during the year for:	-	-
Closing balance	-	-
<b>(b) Surplus / (Deficit) in Statement of Profit and Loss</b>		
Opening balance	2,40,670	2,38,196
Add: Profit / (Loss) for the year	4,991	2,474
Add: Provision for Tax Written Off	-	-
Closing balance	<b>2,45,661</b>	<b>2,40,670</b>
<b>Total</b>	<b>2,45,661</b>	<b>2,40,670</b>

**Note 8: Trade Payables**

<b>Particulars</b>	<b>As at 31-Mar-20</b>	<b>As at 31-Mar-19</b>
Sundry Creditors	67,03,500	1,46,90,000
<b>Total</b>	<b>67,03,500</b>	<b>1,46,90,000</b>

**Note 9: Other Current Liabilities**

<b>Particulars</b>	<b>As at 31-Mar-20</b>	<b>As at 31-Mar-19</b>
Audit Fee Payable	8,500	8,500
TDS Payable	(250)	-
<b>Total</b>	<b>8,250</b>	<b>8,500</b>

**Note 10: Short Term Provisions**

<b>Particulars</b>	<b>As at 31-Mar-20</b>	<b>As at 31-Mar-19</b>
Provision for Income Tax	860	1,110
Add: During the year	1,750	860
Less: paid/adjusted	860	1,110
<b>Total</b>	<b>1,750</b>	<b>860</b>

**Note 6: Share capital**

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	Number of shares	Amount	Number of shares	Amount
<b>(a) Authorised</b>				
Equity shares of Rs. 10/- each with voting rights	2,00,000	20,00,000	2,00,000	20,00,000
	2,00,000	20,00,000	2,00,000	20,00,000
<b>(b) Issued</b>				
Equity shares of Rs. 10/- each with voting rights	2,00,000	20,00,000	2,00,000	20,00,000
	2,00,000	20,00,000	2,00,000	20,00,000
<b>(c) Subscribed and fully paid up</b>				
Equity shares of Rs. 10/- each with voting rights	2,00,000	20,00,000	2,00,000	20,00,000
<b>Total</b>	<b>2,00,000</b>	<b>20,00,000</b>	<b>2,00,000</b>	<b>20,00,000</b>

Refer Notes (i) to (ii) below

**Notes:**

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh Issue	Other Changes	Closing Balance
<b>Issued, Subscribed and Fully Paid-up</b>				
<i>Equity shares with voting rights</i>				
year ended 31st March, 2019				
- Number of shares	2,00,000	-	-	2,00,000
- Amount (Rs.)	20,00,000	-	-	20,00,000
year ended 31st March, 2020				
- Number of shares	2,00,000	-	-	2,00,000
- Amount (Rs.)	20,00,000	-	-	20,00,000

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31st March, 2020		As at 31st March, 2019	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
(As per List Attached)				
<b>Total</b>				

**HAMILTON POLES MANUFACTURING CO LTD****Notes forming part of the financial statements****Note 11: Revenue from operations**

<b>Particulars</b>	<b>For the year ended 31-Mar-20</b>	<b>For the year ended 31-Mar-19</b>
Sale of Sarees	13,27,500	24,96,847
<b>Total</b>	<b>13,27,500</b>	<b>24,96,847</b>

**Note 12: Purchase of Stock in Trade**

<b>Particulars</b>	<b>For the year ended 31-Mar-20</b>	<b>For the year ended 31-Mar-19</b>
Purchase of Sarees	8,86,000	20,75,000
<b>Total</b>	<b>8,86,000</b>	<b>20,75,000</b>

**Note 13: Change in Inventories**

<b>Particulars</b>	<b>For the year ended 31 March, 2020</b>	<b>For the year ended 31 March, 2019</b>
Opening Stock	-	1,21,847
Less: Closing Stock	-	-
<b>Total</b>	<b>-</b>	<b>1,21,847</b>

**Note 14: Employee Benefit Expenses**

<b>Particulars</b>	<b>For the year ended 31 March, 2020</b>	<b>For the year ended 31 March, 2019</b>
Salaries & Wages	1,40,200	1,05,000
Staff Welfare Expenses	8,750	6,535
<b>Total</b>	<b>1,48,950</b>	<b>1,11,535</b>

**Note 15: Managerial Remuneration**

<b>Particulars</b>	<b>For the year ended 31 March, 2020</b>	<b>For the year ended 31 March, 2019</b>
Director Remuneration	93,500	-
<b>Total</b>	<b>93,500</b>	<b>-</b>

**Note 16: Payment To Auditors**

<b>Particulars</b>	<b>For the year ended 31 March, 2020</b>	<b>For the year ended 31 March, 2019</b>
As Statutory Audit Fees	8,500	8,500
<b>Total</b>	<b>8,500</b>	<b>8,500</b>

**Note 17: Finance Cost**

<b>Particulars</b>	<b>For the year ended 31 March, 2020</b>	<b>For the year ended 31 March, 2019</b>
Interest on Unsecured Loans(Others)	-	10
<b>Total</b>	<b>-</b>	<b>10</b>

**Note 18: Other expenses**

<b>Particulars</b>	<b>For the year ended 31-Mar-20</b>	<b>For the year ended 31-Mar-19</b>
Advertisement Expenses	29,938	13,806
Bank Charges	4,012	9,086
Business Promotion Expenses	15,485	9,865
Travelling Expenses	14,745	19,052
Depository Charges	7,080	11,800
Electricity Expenses	7,245	8,542
Filing Fees	3,550	30,600
General Expenses	5,165	3,295
Intereset on IT	10	-
Postage, Telegram & Courier Charges	1,985	2,165
Printing & Stationary Expenses	4,285	6,545
Professional Charges	30,150	20,600
Registrar Fee	44,120	18,880
Selling & Distribution Expenses	11,754	16,825
Telephone Charges	4,285	5,560
<b>Total</b>	<b>1,83,809</b>	<b>1,76,621</b>

## **Note 1 - Significant Accounting Policies and Notes thereon**

### **Corporate information**

**M/s HAMILTON POLES MANUFACTURING CO LTD** (the company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 2013. **7 HARE STREET, 4TH FLOOR, KOLKATA - 700001**. Being a Public Limited Company its shares are listed on BSE stock exchanges. The company's Principal Business in Investment like Loans & Advance and Investments.

### **Note 1 -SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND KEY ACCOUNTING ESTIMATES AND JUDGEMENTS:**

#### **b. Statement of compliance:**

The financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other relevant provisions of the Act..

For the year ended 31st March, 2020, the financial statements of the Company have been prepared in compliance with the Indian Accounting Standards (Ind AS) noticed under Section 133 of Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Accounting Standards) Amendment Rules, 2016.

#### **c. Basis of preparation of financial statements**

The Company has prepared the Financial Statements which comprise the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended 31st March, 2020, and a summary of the significant accounting policies and other explanatory information (together hereinafter referred to as "Financial Statements).

These financial statements have been prepared and presented under the historical cost convention, on accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements

The financial statements are presented in Indian Rupees ('INR') and all values are rounded to the nearest INR", except otherwise indicated.

#### **d. Use of estimates and judgements**

The preparation of the financial statements requires that the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates.

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing

circumstances. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

**e. Presentation of Financial Statements**

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

**f. Revenue Recognition**

Revenue is recognized based to the extent it is probable that the economic benefit will flow to the company and revenue can be reliably measured regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment, and excludes taxes & duties collected on behalf of the Government and is reduced for estimated customer returns, rebates and other similar allowances.

Interest Income is recorded using the Effective Interest Rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset.

The Company recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the company and significant risk and reward incidental to sale of products is transferred to the buyer, usually on delivery of the goods.

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably.

**g. Inventories**

Inventories are valued at the lower of cost and Net Realizable Value (NRV). At cost or Net Realizable value whichever is lower.

**h. Cash Flow Statement**

Cash and cash equivalent 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 change in value.

For the purpose of the statement of cash flows, cash and cash equivalents includes cash on hand, term deposits and other short term highly liquid investments, net of bank overdrafts as they are considered an integral part of the Company's cash management. Bank overdrafts are shown within short term borrowing in balance sheet.

**i. Tangible fixed assets**

Fixed assets are stated at cost, less depreciation and impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Particular	Estimated life in Years
NIL	

**j. Depreciation**

Depreciation on fixed assets is provided on a straight-line basis using the rates arrived at based on the useful lives estimated by the management, or those prescribed under the Schedule II to the Companies Act, 2013, whichever is higher. However Management has not estimated the useful lives of assets and rate is used as per the Companies Act, 2013.

**k. Borrowing**

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method. Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired.

**l. Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. In the current year, the custom duty paid on acquisition of fixed asset has been capitalized as the duty paid is not refundable.

All other borrowing costs are recognized in Statement of Profit and Loss in the period in which they are incurred.

**m. Retirement and other employee benefits**

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service.

**n. Income taxes**

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India. The tax rates and tax Laws used to compute the amounts are those that are enacted, at the reporting date.

Deferred Taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets including the unrecognized deferred tax assets, if any, at each reporting date, are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date and are adjusted for its appropriateness.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The company recognizes MAT credit available as an asset only to the extent there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT Credit is allowed to be carried forward. In the year in which the Company recognizes MAT Credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternate Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the statement of Profit and Loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the sufficient period.

**o. Earnings per share**

Basic earnings per share is computed by dividing the profit/(loss) for the year by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the profit/(loss) for the year as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date.

**p. Cash flow statement**

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transaction of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income and expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

**q. Provisions, Contingent Liabilities & Contingent Assets**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, and it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

	As at 31st March, 2020	As at 31st March, 2019
(a) Contingent Liabilities Security given by the company in respect of loans taken by other companies	Nil	Nil
(b) Commitments	Nil	Nil

**r. Earning and Expenditure in Foreign Currency**

	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Earnings	Nil	Nil
Expenditures	Nil	Nil

**s. Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

The Company has no dealing with any party registered under the Micro, Small and Medium Enterprises Development Act, 2006.

**t. Cash and cash equivalent**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and demand deposits with an original maturity of three months or less and highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

The bank balances in India include both rupee accounts. On a standalone basis, balance in current and deposit accounts stood at 7,87,934/-, as at March 31, 2020.

**u. Related party transaction**

As per the Ind AS 24, there is no related party transaction -:

Name	Relation	Amount	Interest
NIL			

**v. Event occurring after the date of balance sheet**

Where material event occurring after the date of the balance sheet are considered up to the date of approval of accounts by the board of director.

**w. Recoverability of trade receivables**

Required judgments are used in assessing the recoverability of overdue trade receivables and for determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate risk of non-payment.

The Company has reclassified/regrouped previous year figures where necessary to confirm to the current year's classification

**Note 19: Contingent Liabilities and Commitments to the extent not provided for**

For the year ended 31st March, 2020		As at 31st March, 2019
(a) Contingent Liabilities		
Security given by the company in respect of loans taken by other companies	Nil	Nil
(b) Commitments	Nil	Nil
<b>Note 20: Earning and Expenditure in Foreign Currency</b>		
year ended 31st March, 2020		For the year ended 31st March, 2019
Earnings	Nil	Nil
Expenditures	Nil	Nil

**Note 21: Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

The Company has no dealing with any party registered under the Micro, Small and Medium Enterprises Development Act, 2006.

**Note 22:**

In the opinion of the Board, the current assets have value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

**Note 23: Related Parties, Related Party Transactions & Balances receivable/payable as at the end of the year**  
**23.a: Related Parties**

Description of relationship	Names of related parties
<b>(a) Enterprises under the same management</b>	
(i) Ultimate Holding Company	Nil
(ii) Holding Company	Nil
(iii) Subsidiaries	Nil
(iv) Fellow Subsidiaries (to be given only if there are transactions)	Nil
<b>(b) Associates and Joint Ventures</b>	Nil
<b>(c) Key Management Personnel (KMP)</b>	Nil
<b>(d) Relatives of KMP</b>	Nil
<b>(e) Company in which KMP / Relatives of KMP can exercise significant influence</b>	Nil

**23.b: Related Party Transactions**

Particulars of Related Party	Nature of Transactions	For the year ended 31st March, 2020	For the year ended 31st March, 2019
		Nil	Nil

**23.c: Balances receivables/(payable) as at the end of the year**

Particulars of Related Party	As at 31st March, 2020	As at 31st March, 2019
Receivable	Nil	Nil
Payable	Nil	Nil

**Note 24: EPS****year ended 31st March, 2020**

Amount (₹)

	Continuing Operations				Discontinuing Operations				Total Operations		
	Before Extraordinary and Exceptional Items		After Extraordinary and Exceptional Items		Before Extraordinary and Exceptional Items		After Extraordinary and Exceptional Items		Before Extraordinary and Exceptional Items		After Extraordinary and Exceptional Items
	Basic	Diluted	Basic	Diluted	Basic	Diluted	Basic	Diluted	Basic	Diluted	Diluted
Face Value of Shares	10	10	10	10	10	10	10	10	10	10	10
Profit/Loss	4991	4991	4991	4991	0	0	0	0	4991	4991	4991
Weighted Average No. of Shares	200000	200000	200000	200000	200000	200000	200000	200000	200000	200000	200000
EPS (Rs.)	0.02	0.02	0.02	0.02	0.00	0.00	0.00	0.00	0.02	0.02	0.02

**year ended 31st March, 2019**

Amount (₹)

	Continuing Operations				Discontinuing Operations				Total Operations		
	Before Extraordinary and Exceptional Items		After Extraordinary and Exceptional Items		Before Extraordinary and Exceptional Items		After Extraordinary and Exceptional Items		Before Extraordinary and Exceptional Items		After Extraordinary and Exceptional Items
	Basic	Diluted	Basic	Diluted	Basic	Diluted	Basic	Diluted	Basic	Diluted	Diluted
Face Value of Shares	10	10	10	10	10	10	10	10	10	10	10
Profit/Loss	2474	2474	2474	2474	0	0	0	0	2474	2474	2474
Weighted Average No. of Shares	200000	200000	200000	200000	200000	200000	200000	200000	200000	200000	200000
EPS (Rs.)	0.01	0.01	0.01	0.01	0.00	0.00	0.00	0.00	0.01	0.01	0.01

**Note 25: Figures for the previous year**

The figures for the previous year have been regrouped and/or rearranged wherever found necessary to make those comparable with the figures for the current year.

In terms of our report attached.

**For and on behalf of the Board of Directors**

**For OP KHAJANCHI & CO.**  
**Firm Registration No: 330280E**  
Chartered Accountants

**APARNA SHARMA**      **CHANDRA KANTA KAREL**  
**Director**                      **Director**  
**DIN-07006877**                      **DIN-08526173**

**[OM PRAKASH KHAJANCHI]**  
**PROPRIETOR**  
ICAI MEMBERSHIP NO. 65549

**MAHESH CHANDRA SHARMA**                      **SHILPI AGARWAL**  
**CFO(KMP)**    **COMPANY SECRETARY**  
**PAN-AKOPS9250L**    **PAN-AUSPA8226C**

Place : Kolkata

Date : 26<sup>th</sup> day of June, 2020

**HAMILTON POLES MANUFACTURING CO LTD**  
**CIN: L28991WB1981PLC033462**  
**Regd. Off.: - 7 HARE STREET 4TH FLOOR KOLKATA -700 001**  
**Tel. No.: 033 40004570**  
**Website: www.hamiltonpoles.com ; E-mail: hamiltonpoles@rediffmail.com**

**Form No. MGT-11**  
**Proxy form**

[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

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39<sup>th</sup> Annual General Meeting of the company, to be held on Thursday at the 7 Hare Street, 4th Floor, Kolkata -700-001 at 12:30 PM on Thursday, the 29th September, 2020, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	I /we assent to the Resolution (FOR)	I /we dissent to the Resolution (AGAINST)
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2020		
2.	Reappointment of Mrs. Aparna Sharma, Director, liable to retire by rotation.		
3.	Appointment of O P Khajanchi & Co, Chartered Accountants, Kolkata (FRN – 330280E), as a Statutory Auditor and fixing their remuneration.		

Signed this \_\_\_ day of \_\_\_ 20\_\_

Affix  
Revenue  
Stamps

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder  
across Revenue Stamp

**Note:**

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.

**ELECTRONIC VOTING PARTICULARS**

EVEN (Remote E -Voting Event Number)	USER ID	PASSWORD

Notes: 1) Each equity share of the Company carries one vote.

2) Please read carefully the instructions printed overleaf before exercising the vote.

**HAMILTON POLES MANUFACTURING CO LTD**  
**CIN: L28991WB1981PLC033462**

Regd. Off.: - 7 HARE STREET 4TH FLOOR KOLKATA -700 001

Tel. No.: 033 40004570

Website: www.hamiltonpoles.com ; E-mail: hamiltonpoles@rediffmail.com

## ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

<b>Members' Name and Address details</b>	
--	--

<b>Reg. Folio No.</b>	
<b>DP &amp; Client No.</b>	
<b>No. of Shares Held</b>	

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 39<sup>th</sup> Annual General Meeting of the Company at 7 Hare Street, 4<sup>th</sup> Floor, Kolkata -700-001 at 12:30 PM on Tuesday, the 29<sup>th</sup> September, 2020.

Member's Name: \_\_\_\_\_

Proxy's Name: \_\_\_\_\_

Member's/Proxy's Signature \_\_\_\_\_

### ELECTRONIC VOTING PARTICULARS

<b>Electronic Voting Sequence Number (EVSN)</b>	<b>User id</b>	<b>Password</b>
	Please use existing user id and password	

### Notes:

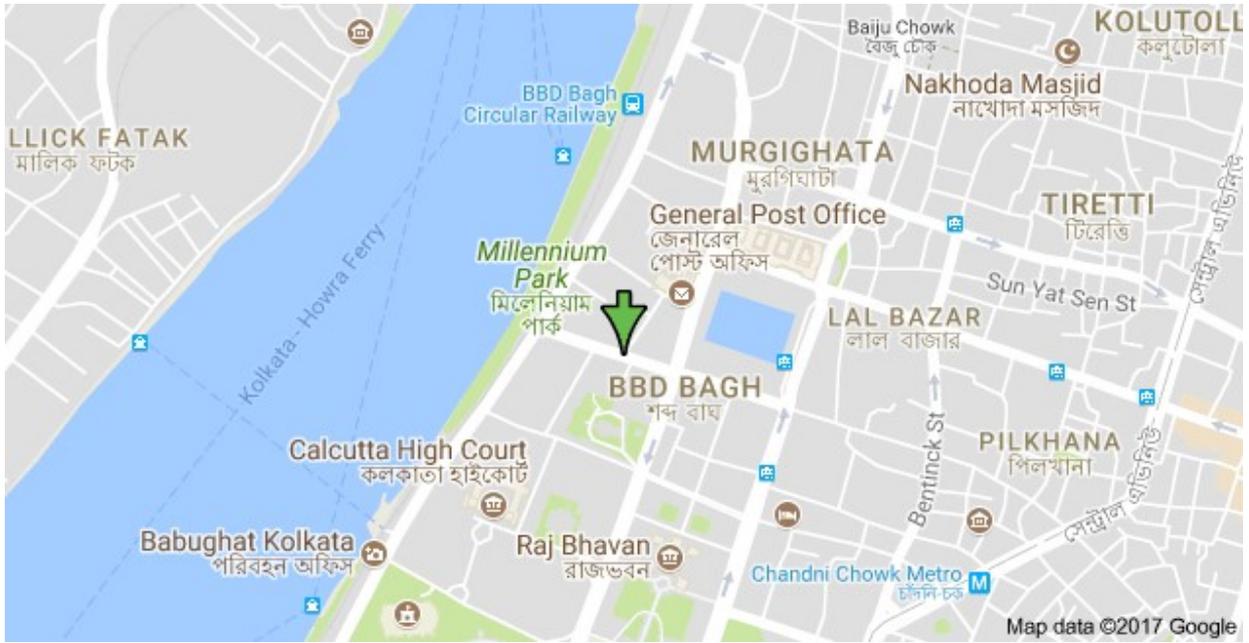
- (1) Where Bank Account Number is not registered with the Depositories or Company please enter your User Id. as mentioned in column (2) above.
- (2) Please read the Instructions printed under the Note No. 15 to the Notice dated 05<sup>th</sup> September, 2020 of the 39<sup>th</sup> Annual General Meeting. The e-Voting period starts from 9.00 A.M. on 26.09.2020 and ends at 5.00 P.M. on 28.09.2020, the e-voting module shall be disabled by CDSL for voting thereafter.

**HAMILTON POLES MANUFACTURING CO LTD**  
**CIN: L28991WB1981PLC033462**  
**Regd. Off.: - 7 HARE STREET 4TH FLOOR KOLKATA -700 001**

Tel. No.: 033 40004570

Website: [www.hamiltonpoles.com](http://www.hamiltonpoles.com) ; E-mail: [hamiltonpoles@rediffmail.com](mailto:hamiltonpoles@rediffmail.com)

### ROAD MAP TO AGM VENUE



#### **Poddar Court**

7, Hare Street, 4<sup>th</sup> Floor, Kolkata-700001