

HAMILTON POLES MANUFACTURING CO LTD

42nd ANNUAL REPORT

2022-2023

BOARD OF DIRECTORS

Smt Priyanka Jha- Executive Director
Smt Aparna Sharma-Director
Mr. Sahajaddin Khan- Executive Director
(Resigned w.e.f. 23.08.2023)
Smt Puja Singh- Additional Executive Director
(Appointed On 23.08.2023)
Shri Chandra Kanta Karel- Director
Shri Swapan Sardar- Director

CORPORATE OFFICE

221, Rabindra Sarani
3rd Floor
Kolkata-700007
Email: hamiltonpoles@rediffmail.

KEY MANAGERIAL PERSONNEL

Shri Mahesh Chandra Sharma CFO

Smt Shilpi Agarwal Company Secretary

AUDITOR

OM PRAKASH KHAJANCHI & Co.
Chartered Accountants

SECRETARIAL AUDITOR

Mr. Akhil Agarwal, PCS

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HAMILTON POLES MANUFACTURING CO LTD

CIN: L28991WB1981PLC033462

Regd. Off.: - 221 RABINDRA SARANI, 3RD FLOOR KOLKATA -700 007

Tel. No.: 98363 86292

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

Notice is hereby given that the 42nd Annual General Meeting of the Shareholders of M/s. HAMILTON POLES MANUFACTURING CO LTD will be held on Monday, 18th September, 2023 at 11:30 A.M. at 221, Rabindra Sarani, 3rd Floor, Kolkata-700007 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, 2023 together with the Report of the Directors' and Auditors' thereon.
2. To appoint a director in place of Mrs Priyanka Jha [DIN -08943236] who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. Re-appointment of the Statutory Auditors of the Company, and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 read with The Companies [Audit and Auditors] Rules, 2014 and other applicable provisions [including any statutory modification or re-enactment thereof for the time being in force] if any, of the Companies Act, 2013, M/s. Om Prakash Khajanchi, Chartered Accountants, Kolkata (M No. - 065549), be and are hereby re-appointed as Statutory Auditors of the Company to hold the office for the term of 3 years beginning from conclusion of this Annual General Meeting of the company until the conclusion of the 4(fourth) Annual General Meeting of the Company on such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company”.

“FURTHER RESOLVED THAT, any director of the Company be and is hereby authorized to do all such acts, things and deeds as may be deemed necessary to give effect to the above resolutions.”

SPECIAL BUSINESS:

4. APPOINTMENT OF MS. PUJA SINGH (DIN: 10237044) AS AN EXECUTIVE DIRECTOR OF THE COMPANY

To appoint Ms. Puja Singh as an Executive Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, Ms. Puja Singh (DIN: 10237044), who was appointed by the Board of Directors as an Additional Director of the Company on the recommendation of Nomination and Remuneration Committee of the Company with effect from 23rd August, 2023 and who holds office upto the date of 42nd Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director (Category: Non-Executive; Non-Independent) of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. APPOINTMENT OF MS. PRIYANKA JHA (DIN: 08943236) AS WHOLETIME DIRECTOR

To appoint Ms. Priyanka Jha as a Wholetime Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution: “

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members be and is hereby accorded to re-appoint Ms. Priyanka Jha (DIN: 08943236) as a Whole-time Director, designated as an Executive Director, for a period of 5 (five) years on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or guidelines, on such remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board

FOR HAMILTON POLES MANUFACTURING CO LTD

Date: 23.08.2023

Place: Kolkata

sd/-

Shilpi Agarwal

Company Secretary

M no: A40917

NOTES:

1. 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 Registered Office of the Company by not less than 48 hours before the commencement of the Meeting.
2. 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.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 12th September, 2023 to 18th September, 2023 (Both days inclusive).
4. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.

5. 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.
6. 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 42nd Annual General Meeting.
7. 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.
8. 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.
9. 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.)
10. 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 42nd Annual Report to the Meeting.
11. 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.
12. 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.
13. 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.
14. 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.
15. Electronic copy of the 42nd Annual Report for 2022-2023 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any

member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2022-2023 is being sent in the permitted mode.

16. Members may also note that the Notice of the 42nd Annual General Meeting and the Annual Report for 2022-2023 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:

17. Voting through electronic means

18. 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 11.09.2023, 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 15th of September, 2023 and will end at 5.00 p.m. on 17th of September, 2023. 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, Practicing 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.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Friday, 15th September, 2023 from 9:00 A.M. and ends on Sunday, 17th September, 2023 till 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 11th September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2021/242 dated 09.12.2021, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2021/242 dated December 9, 2021 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>	
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” “Portal” or “click” at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>	

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

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

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant **Hamilton Poles manufacturing Co Limited** on which you choose to vote.

(x) 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.

- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting
- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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.
19. Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; hamiltonpoles@rediffmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Date: 23.08.2023
Place: Kolkata

By Order of the Board
FOR HAMILTON POLES MANUFACTURING CO LTD

sd/-
Shilpi Agarwal
Company Secretary
M no: A40917

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 4

The Board of Directors at their meeting held on 23rd August 2023 based on the recommendation of Nomination and Remuneration Committee appointed Ms. Puja Singh (DIN: 10237044) as an Additional Director of the Company who holds office upto the date of the 42nd Annual General Meeting as per the provisions of Section 161 of the Companies Act, 2013.

The Company has received a Notice in writing from a member proposing his candidature for the office of the Director. The Company has also received the consent in writing from the shareholder to act as a Director of the Company and a certificate under Section 164 of the Companies Act, 2013 to the effect that he is not disqualified from being appointed as a Director.

A shareholders possesses an excellent understanding of in the Company's business model.

The Board of Director therefore recommends the Ordinary Resolution as set out at Item No. 4 of this Notice for approval by the Members.

A shareholder and his relatives are deemed to be interested in the resolution as set out at Item No. 4 of this Notice.

Save and except the above, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are, in anyway, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 4 of this Notice.

Item No. 5

The Board of Directors in its meeting held on 23rd August, 2023 has appointed Ms. Priyanka Jha as Whole Time Director and Key Managerial Personnel subject to approval of members in the Annual General Meeting in compliance with the provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for a period of 3 years.

As a Whole Time Director, Ms. Priyanka Jha expertise in the company's line of business and involvement in the day to day working. In view of this, it is proposed to seek the approval of Members for appointment of Ms. Priyanka Jha with the following:

1. WTD shall not be entitled to any sitting fees for attending the meetings of the Board or of the Committee(s) of which he is a Member.
2. WTD shall be subject to all other service conditions and employee benefit schemes, as applicable to any other employee of the Company.

The appointment and the remuneration proposed fulfils the conditions stipulated in Schedule V of the Companies Act, 2013 and hence approval of Central Government is not required.

Save and except Ms. Priyanka Jha herself, being appointee, none of the directors and Key Managerial Personnel or their relative deemed to be concerned or interested in the resolution.

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

**Date: 23.08.2023
Place: Kolkata**

**sd/-
Shilpi Agarwal
Company Secretary
M no: A40917**

BOARD'S REPORT

To the Members,

The Directors have pleasure in presenting before you the 42nd Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2023.

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

The performance during the period ended 31st March, 2023 has been as under:

(Rs. In Hundreds)

Particulars	31st March, 2023	31st March, 2022
Gross Income	5108.75	4465.25
Profit Before Interest, Depreciation and Tax	933.10.	142.90
Depreciation	-	-
Profit Before Tax	933.10	142.90
Less: Provision for Taxations	242.60	37.20
Profit After Tax	690.50	105.70
Add: Profit Brought Forward	2630.05	2524.35
Less: Transfer to Reserves	-	-
Add: Provision for Tax Written Off	-	-
Profit Carried Forward	3320.55	2630.05

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, 2023 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, 2023 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 5 (FIVE) times on **27.05.2022, 28.07.2022, 22.08.2022, 10.11.2022 and 11.02.2023** 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:

Mr. Sahajaddin Khan (DIN 09406829) was appointed as an Additional Director of the Company and **Mrs. Susanta Mondal** resigned as a director of the Company on 27th May, 2022. 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 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 for 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 20.09.2022 and Chairman of the Audit Committee, attended previous AGM.

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 2022-2023, 5 (five) meetings of the Audit Committee were held on the 27.05.2022, 28.07.2022, 22.08.2022, 10.11.2022 & 11.02.2023

Name	Designation	Category	No. of Meetings held	No. of Meetings attended
Mr. Sahajaddin Khan	Member	Executive / Non-Independent	4	4
Mr. Swapan Sardar	Chairperson	Non-Executive /Independent	5	5
Mrs, Chandra Kanta Karel	Member	Non-Executive /Independent	5	5

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

IV. 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	2	2
Mrs. Aparna Sharma	Member	Non-Executive /Independent	2	2
Mr. Swapan Sardar	Chairperson	Non-Executive /Independent	2	2

During the year 2(two) meeting of nomination & remuneration committee were hold on 27.05.2022 & 22.08.2022.

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 2022-23, no remuneration has been paid to any of the Director of the Company.

V. STAKEHOLDERS RELATIONSHIP COMMITTEE

A.) Composition:

The Details of composition of the Committee are given below:

Name	Designation	Category
Sahajaddin Khan	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 stakeholder's relationship committee was held on **28.07.2022**.

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 hamiltonpoles@rediffmail.com complaints/grievances.

VI. 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.in

- 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 2022-23. 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 annexed 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 has been attached 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.

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, 2023 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.in

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 11.02.2023 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 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 of 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. Priyanka Jha, 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 our 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 2022-23 to The Calcutta Stock Exchange Limited where the Company's Shares are listed.

31. Corporate Governance and Shareholders Information:

Our 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. 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

34. 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

35. 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.

36. 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.

37. 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

38. Acknowledgements:

Our 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.

Our 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: 23/08/2023**

**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:

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: 23/08/2023**

**Swapan Sardar
Director
Din No. 08526439**

**Aparna Sharma
Director
Din No: 07006877**

ANNEXURE A

FORM MR -3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[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
221 Rabindra Sarani, 3rd Floor,
Kolkata -700007

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, 2023** 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, 2023 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, 2022;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- (as the company has not issued any shares during the financial year under review; the said regulations was not applicable to the Company);

- c) 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);*
- d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - *(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);*
- e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - *(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 ;)*
- f) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- *(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, 2023 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;

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

Sd/-
Akhil Agarwal
Proprietor
ACS No. 35073
UDIN NO. A035073E000843694
Place: Kolkata
Date: 22/08/2023

“ANNEXURE A”

To,
The Members,
Hamilton Poles Manufacturing Company Limited
221 RABINDRA SARANI, 3RD FLOOR, KOLKATA-700007
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

Sd/-
Akhil Agarwal
Proprietor
ACS No. 35073

UDIN NO. A035073E000843694

Place: Kolkata
Date: 22/08/2023

ANNUAL REPORT 2022-23-ANNEXURE "B" TO BOARD'S REPORT

MGT 9

Extract of Annual Return

As on the Financial Year 31.03.2023

[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	:	HAMILTON POLES MANUFACTURING CO LTD
iv	Category of the Company	:	Public company
v	(a) Address of the Registered office	:	221 RABINDRA SARANI, 3 RD FLOOR, KOLKATA – 700007.
	(b) Contact details	:	Email: hamiltonpoles@rediffmail.com
vi	Whether listed company	:	YES
vii	Name and Address and Contact detail of Registrar & Transfer Agents, if any	:	MAHESHWARI DATAMATICS PVT LTD 23, R N Mukherjee Road, 5th Floor, Kolkata - 700 001 E-MAIL – mdpldc@yahoo.com

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

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-2022]			No. of Shares held at the end of the year [As on 31-March-2023]			% change in shareholding during the year
		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	
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	
	Total	138250	69.12	0.00	138250	69.12	0.00	

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-2022]	% of total Shares of the company	No. of Shares held at the end of the year [As on 31-March-2023]	% of total Shares of the company				No. of Shares	% of total Shares of the company
		-	-	-	-	-	-	-	-	
	Total									

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 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-2022]	% of total Shares of the company	No. of Shares held at the end of the year [As on 31-March-2023]	% of total Shares of the company				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					
	Total	53650	26.82	53650	26.82					

v Shareholding of Directors and Key Managerial Personnel

Sr. No.	Shareholder's Name	Shareholding	Date	Increase / Decrease	Reason	Cumulative Shareholding during the year
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		No. of Shares held at the beginning of the year [As on 1-April-2022]	% of total Shares of the company	No. of Shares held at the end of the year [As on 31-March-2023]	% of total Shares of the company		in 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	-	-	-	-
Total (i+ii+iii)		-	-	-	-
Change in Indebtedness during the financial year					
i.	Addition	-	-	-	-
ii.	Reduction	-	-	-	-
Net Change		-	-	-	-
Indebtedness at the end of the financial year					
i	Principal Amount	-	-	-	-
ii	Interest due but not paid	-	-	-	-
iii	Interest accrued but not due	-	-	-	-
Total (i+ii+iii)		-	-	-	-

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
1	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	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	-	-
	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:

Particulars of Remuneration				Total Amount
Independent Directors				
Fee for attending board committee meetings	-	-	-	-
Commission	-	-	-	-
Others, please specify	-	-	-	-
Total (1)				-
Other Non-Executive Directors				
Fee for attending board committee meetings	-	-	-	-
Commission	-	-	-	-
Others, please specify	-	-	-	-

Total (2)				-
				-
Total				-
Total Managerial Remuneration				-
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)				-

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

Particulars of Remuneration	Key Managerial Personnel			
	CEO	Company Secretary	CFO	Total
Gross salary	-	144000	-	144000
(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	-	144000	-	144000

PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

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

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: 23/08/2023**

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

CERTIFICATE OF CORPORATE GOVERNANCE REPORT

To,
The Members of
HAMILTON POLES MANUFACTURING CO LTD
221 Rabindra Sarani, 3rd Floor,
Kolkata -700007

I have reviewed the implementation of Corporate Governance procedures by Hamilton Poles Manufacturing Company Limited during the year ended 31st March, 2023, with the relevant records and documents maintained by the Company, furnished to me for my review and the report on Corporate Governance as approved by the Board of Directors.

The compliance of conditions of corporate governance is the responsibility of the management. My examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

On the basis of my review and according to the information and explanations given to me, the company has complied with the conditions of Corporate Governance as stipulated in Regulation 27(2) of LODR with the Stock Exchanges in all material respects. There were no Investors grievances pending for a period exceeding one month against the Company as per the records maintained by the Stakeholders Relationship Committee.

For Akhil Agarwal
Practicing Company Secretary
CP No.: 16313

Sd/-
Akhil Agarwal
Proprietor
ACS No. 35073
UDIN no. A035073E000843837
Place: Kolkata
Date: 22/08/2023

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

To,
The Members of
Hamilton Poles Manufacturing Company Limited
221 Rabindra Sarani, 3rd Floor,
Kolkata -700007

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Hamilton Poles Manufacturing Company Limited having CIN L28991WB1981PLC033462 and having registered office at 221 Rabindra Sarani, 3rd Floor, Kolkata -700007 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in), BSE as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

SR. NO.	NAME OF DIRECTORS	DIN
1	APARNA SHARMA	07006877
2	PRIYANKA JHA	08943236
3	CHANDRA KANTA KAREL	08526173
4	SAHAJADDIN KHAN	09406829
5	SWAPAN SARDAR	08526439

I further hereby inform that, ensuring the eligibility for the appointment / continuity of Director on the Board is the responsibility of the Company. Our responsibility is to issue this certificate based on verification of documents and information available in the public domain. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Akhil Agarwal
Practicing Company Secretary
CP No.: 16313

Sd/-
Akhil Agarwal
Proprietor
ACS No. 35073
UDIN NO. A035073E000835070

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 5 (five) Meetings of the Board of Directors of the Company were held i.e., 27.05.2022, 28.07.2022, 22.08.2022, 10.11.2022 & 11.02.2023. 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 31st March, 2023 are as follows:

Name	Designation	Category	No. of Meetings held	No. of Meetings attended
Mr. SWAPAN SARDAR	Director	Non-Executive /Independent Director	5	5
Mrs. CHANDRA KANTA KAREL	Director	Non-Executive /Independent Director	5	5
Ms. PRIYANKA JHA	Chairperson	Executive / Non- Independent Director	5	5
Ms. APARNA SHARMA	Director	Non-Executive /Independent Director	5	5
Mr. SAHAJADDIN KHAN	Director	Executive / Non- Independent	4	4

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 three members.

The members of the Audit Committee consist of two Non-Executive Directors and one Executive Director & the Chairman of the Committee is Independent Director. All the members of the committee possess financial/accounting expertise. The Committee met **5 (Five)** times during the year i.e., on 27.05.2022, 28.07.2022, 22.08.2022, 10.11.2022 & 11.02.2023. 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 2022-23 are as follows:

Sl. No.	Name	Status	No. of Meetings
1.	SAHAJADDIN KHAN	Executive / Non- Independent (Member)	4
2.	SWAPAN SARDAR	Non-Executive / Independent (Member)	5
3.	CHANDRA KANTA KAREL	Non-Executive / Independent (Member)	5

(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)	2
2	APARNA SHARMA	Non-Executive / Independent (Member)	2
3	SWAPAN SARDAR	Non-Executive /Independent (Chairperson)	2

During the year, 2(**Two**) meeting of the Nomination and Remuneration Committee of the Company were held i.e., **27.05.2022 & 22.08.2022.**

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.

4. 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 28.07.2022.

The Committee comprises of:

Sl. No	Name	Status	No of meetings attended
1	SAHAJADDIN KHAN	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
2021-22	AGM	20 TH September, 2022	221 Rabindra Sarani, 3 rd Floor, Kol-700007.
2020-21	AGM	28 th September, 2021	221 Rabindra Sarani, 3 rd Floor, Kol-700007.
2019-20	AGM	29 th September, 2020	7 Hare Street, 4 th Floor, Kolkata-700001

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 : 18th September, 2023, 11:30 A.M.
 - Venue : 221 Rabindra Sarani, 3rd Floor, Kol-700007.
- Financial Year : Year ended March 31, 2023.
- Dates of Book Closure : 12th Sept.2023 to 18th Sept. 2023
(Both Days Inclusive)

- Dividend Payment Date

The Company has not declared any dividend for the Financial Year ended 31st March, 2023.

- Financial Calendar Financial Year 2022-23
(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

The Calcutta Stock Exchange Limited (CSE)
Stock Code: 018090
7, Lyons Range, Dalhousie,
B B D Bagh, Kolkata-700001, West Bengal

The Company has paid the listing fees to these Stock Exchanges for the year 2022-23.

• **Market Price Data:**

Month	High (Rs.)	Low (Rs.)	Volume (Nos.)
April, 2022	Not Traded	Not Traded	Not Traded
May, 2022	Not Traded	Not Traded	Not Traded
June, 2022	Not Traded	Not Traded	Not Traded
July, 2022	Not Traded	Not Traded	Not Traded
August, 2022	Not Traded	Not Traded	Not Traded
September, 2022	Not Traded	Not Traded	Not Traded
October, 2022	Not Traded	Not Traded	Not Traded
November, 2022	Not Traded	Not Traded	Not Traded
December, 2022	Not Traded	Not Traded	Not Traded
January, 2023	Not Traded	Not Traded	Not Traded
February, 2023	Not Traded	Not Traded	Not Traded
March, 2023	Not Traded	Not Traded	Not Traded

• **Registrar & Share Transfer Agents:**

M/S. Maheshwari Datamatics Pvt Ltd.
23, R N Mukherjee Road, 5th 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, 2023**

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	16.20
	TOTAL	2,00,000	100.00

• **Dematerialisation of shares and liquidity**

Shares held in dematerialised and physical form as on 31st March, 2023.

Status of Dematerialisation	No. of Shares	% of total shares
Share held in Dematerialised form - NSDL	5,000	2.50
Share held in Dematerialised form - CDSL	-	-

Share held in Physical form	1,95,000	97.50
Total	2,00,000	100

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

HAMILTON POLES MANUFACTURING CO LTD

CIN-L28991WB1981PLC033462

221 Rabindra Sarani, 3rd Floor, KOLKATA -700007

Email Id- hamiltonpoles@rediffmail.com

Annexure-B

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 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 2023 and 2024 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 2019. 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 2022-23 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 FY22-23, 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 300 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 areas 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

Sd/-

O. P. KHAJANCHI & CO.
Chartered Accountants

P-15, INDIA EXCHANGE PLACE,
7TH FLOOR, ROOM NO-717
KOLKATA-700073

Email: OPJAIN88@YAHOO.CO.IN

INDEPENDENT AUDITOR'S REPORT

To the Members of **HAMILTON POLES MANUFACTURING CO LTD**

Opinion

We have audited the financial statements of **HAMILTON POLES MANUFACTURING CO LTD** ("the Company"), which comprise the balance sheet as at 31st March 2023, and the statement of Profit and Loss and statement of cash flows for the year 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 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 31st March, 2023, its **Profit** and its **Cash Flows** for the year ended on that date

- a) In the case of the balance sheet, of the state of affairs of the company as at March 31, 2023
- b) In the case of the Profit and Loss Account, of the profit for the period ended on that date and
- c) In the case of cash flow statement, for the cash flows for the year ended on that date
- d) And the changes in equity for the year ended on that date

Basis for Opinion

We conducted our audit in accordance with the Accounting Standards (AS) 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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S. No.	Key Audit Matter	Auditor's Response
1.	Nil	Nil

Information other than the financial statements and auditors' report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

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

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

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

Responsibilities of Management and Those Charged with Governance for the 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 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 (AS) 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 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 statements 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.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("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', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards (AS) 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, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
 - g) With respect to the matter to be included in the Auditor's Report under section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.
 - h) 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 were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The management has represented that, to the best of it's knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or

any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.

v. No dividend has been declared or paid during the year by the company.

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

CA OM PRAKASH KHAJANCHI
Proprietor
Membership No.065549
Date:22/05/2023
Place: Kolkata
UDIN: 23065549BGYCLG8313

Annexure 'A'

The Annexure referred to in paragraph 1 of Our Report on "Other Legal and Regulatory Requirements".

We report that:

- (i) (a) (A) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
- (B) The company is maintaining proper records showing full particulars of intangible assets;
- (b) As explained to us, Property, Plant and Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification;
- (c) The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company, except the following: -

Description of Property	Gross carrying value	Held in name of	Whether promoter, director or their relative or employee	Period held - indicate range, where appropriate	Reason for not being held in name of company
NIL					

- (d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) As explained to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) (a) As explained to us, physical verification of inventory has been conducted at reasonable intervals by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancy of 10% or more in the aggregate for each class of inventory were noticed on physical verification of stocks by the management as compared to book records.

(iii) (a) During the year the company has made investments or guarantee or security or granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.

(b) According to the information and explanations given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prima facie prejudicial to the company's interest;

(c) There is no stipulation of schedule of repayment of principal and payment of interest and therefore we are unable to comment on the regularity of repayment of principal & payment of interest.

(d) Since the term of arrangement do not stipulate any repayment schedule, we are unable to comment whether the amount is overdue or not.

(e) No loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties except following:

Name of Party	Amount renewed or extended	% of total loan	Remark, if any
	Nil		

(f) The company has granted loans or advances in the nature of loans repayable on demand.

(iv) In respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

(v) The company has not accepted any deposits or amounts which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013.

(vi) As per information & explanation given by the management, maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act.

(vii) (a) According to the records made available to us, company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the

appropriate authorities. According to the information and explanation given to us there were no outstanding statutory dues as on 31st of March, 2023 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there is no statutory dues referred to in sub-clause (a) that have not been deposited on account of any dispute.

(viii) According to the information and explanations given by the management, no transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(ix) (a) In our opinion and according to the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given by the management, the company is not declared willful defaulter by any bank or financial institution or other lender;

(c) In our opinion and according to the information and explanations given by the management, the Company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained, except for:

Nature of the fund raised	Name of the lender	Amount diverted (Rs.)	Purpose for which amount was sanctioned	Purpose for which amount was utilized	Remarks
			Nil		

(d) In our opinion and according to the information and explanations given by the management, funds raised on short term basis have not been utilized for long term purposes.

(e) In our opinion and according to the information and explanations given by the management, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures,

(f) In our opinion and according to the information and explanations given by the management, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

- (x) (a) The company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year.
- (b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- (xi) (a) According to the information and explanations given by the management, no fraud by the company or any fraud on the company has been noticed or reported during the year;
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- (c) According to the information and explanations given to us by the management, no whistle-blower complaints had been received by the company
- (xii) The company is not a Nidhi Company. Therefore, clause xii is not applicable on the company.
- (xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the financial statements,
- (xiv)(a) In our opinion and based on our examination, the company have adequate internal audit system.
- (xv) On the basis of the information and explanations given to us, in our opinion during the year the company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi)(a) In our Opinion and based on our examination, the Company is not required to registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934).
- (xvii) Based on our examination, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year.
- (xix) On the information obtained from the management and audit procedures performed and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;
- (xx) Based on our examination, the provision of section 135 is not applicable on the

company. Hence this clause is not applicable on the company.

(xxi) The company is not required to prepare Consolidate financial statement hence this clause is not applicable.

For O. P. KHAJANCHI & CO.

Chartered Accountants

Firm Regn No. 330280E

CA OM PRAKASH KHAJANCHI

Proprietor

Membership No.065549

Date:22/05/2023

Place: Kolkata

UDIN: 23065549BGYCLG8313

Annexure 'B'

Report on Internal Financial Controls with reference to financial statements

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 **HAMILTON POLES MANUFACTURING CO LTD** ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Opinion

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

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 authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized 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.

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

CA OM PRAKASH KHAJANCHI
Proprietor
Membership No.065549
Date:22/05/2023
Place: Kolkata
UDIN: 23065549BGYCLG8313

HAMILTON POLES MANUFACTURING CO LTD
(CIN: L28991WB1981PLC033462)
Balance Sheet as at 31st March, 2023

	Notes No	As at 31st March, 2023 Rs. In hundred	As at 31st March, 2022 Rs. In hundred
ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment		-	-
(i) Investments	2	63000	-
(i) Deferred tax assets (net)	3	-	-
(2) Current assets			
(a) Inventories	4	-	-
(b) Financial Assets		-	-
(i) Investments	5	-	63000
(ii) Trade receivables	6	7327.50	17202.50
(iii) Cash and cash equivalents	7	1840.72	4984.86
(iv) Bank balances other than (iii) above	7	690.76	703.16
(v) Short Term Loan & Advances	8	21410.41	-
Total Assets		94269.39	85890.52
<u>EQUITY AND LIABILITIES</u>			
(1) Equity			
(i) Equity Share capital	9	20000	20000
(ii) Other Equity & Reserves	10	3320.55	2630.05
(2) LIABILITIES			
(i) Non-current liabilities			
(a) Financial Liabilities		-	-
(i) Borrowings		-	-
(ii) Current liabilities			
(a) Financial Liabilities		-	-
(i) Short Term Borrowings		-	-
(ii) Trade payables	11	70646.24	63179.44
"(iii) Other financial liabilities (other than those specified in item (c))"		-	-
(b) Other current liabilities	12	60.00	43.83
(c) Provisions	13	242.60	37.20
(d) Current Tax Liabilities (Net)			
Total Equity and Liabilities		94269.39	85890.52

The accompanying notes form an integral part of these standalone financial statements.

This is the Balance Sheet referred to in our report of even date.

For O P KHAJANCHI & CO

For and on behalf of the Board of Directors

Chartered Accountants

Firm's Registration No.: 330280E

OM PRAKASH KHAJANCHI
PROPRIETOR

Membership No.: 065549

UDIN: 23065549BGYCLG8313

Place: Kolkata

Date: 22.05.2023

APARNA SHARMA
Director

DIN-07006877

PRIYANKA JHA
Director

DIN-08943236

MAHESH CHANDRA SHARMA
Chief Financial Officer
PAN - AKOPS9250L

SHILPI AGARWAL
Company Secretary
PAN - AUSPA8226C

HAMILTON POLES MANUFACTURING CO LTD
(CIN: L28991WB1981PLC033462)
Statement of Profit and Loss for the year ended 31st March 2023

	Particulars	Note No.	As at 31st March, 2023 Rs. In hundred	As at 31st March, 2022 Rs. In hundred
I	Revenue From Operations	14	39106.25	30,117.75
II	Other Income	15	1410.41	-
III	Total Income (I+II)		40516.66	30,117.5
IV	EXPENSES			
	Cost of materials consumed		-	-
	Purchases of Stock-in-Trade	16	33997.50	25,652.50
	Employee benefits expense	17	3420.00	2,040.00
	Payment to Auditors	18	60.00	60.00
	Finance costs	19	1.77	30.09
	Other expenses	20	2104.29	2,192.26
	Total expenses (IV)		39583.56	29,974.85
V	Profit/(loss) before exceptional items and tax (I- IV)		933.10	142.90
VI	Exceptional Items		-	-
VII	Profit/(loss) before tax (V-VI)		933.10	142.90
VIII	Tax expense:			
	(1) Current tax		242.60	37.20
	(2) Deferred tax		-	-
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		690.50	105.70
X	Earnings per equity share (for continuing operation):			
	(1) Basic	26	0.03	0.053
	(2) Diluted			

The accompanying notes form an integral part of these standalone financial statements.

This is the Statement of Profit and Loss referred to in our report of even date.

For O P KHAJANCHI & CO
Chartered Accountants

Firm's Registration No.: 330280E

For and on behalf of the Board of Directors

OM PRAKASH KHAJANCHI

PROPRIETOR
Membership No.: 065549

UDIN: 23065549BGYCLG8313

Place: Kolkata

Date: 22.05.2023

APARNA SHARMA
Director
DIN-07006877

PRIYANKA JHA
Director
DIN-08943236

MAHESH CHANDRA SHARMA
Chief Financial Officer
PAN - AKOPS9250L

SHILPI AGARWAL
Company Secretary
PAN - AUSPA8226C

HAMILTON POLES MANUFACTURING CO LTD

(CIN: L28991WB1981PLC033462)

CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2023

	For the year ended 31st March 2023 (Rupees)	For the year ended 31st March 2022 (Rupees)
<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
Net profit before tax and after extra- ordinary items (As per profit & loss account)	933.10	142.90
Adjustments for items not included	-	-
<u>Operating Profit before working capital changes</u>	933.10	142.90
<u>Working capital adjustments: -</u>		
(Increase)/ decrease in current loans and advances	-21,410.41	-
(Increase)/ decrease in Trade receivables	9875.00	-
(Increase)/ decrease in inventories	-	-
(Increase)/ decrease in other current assets	-	-
Increase/ (decrease) in current liabilities	7482.97	2988.74
<u>Cash generated from operations</u>	-3119.34	3131.64
Direct Taxes Paid	37.20	23.80
Net cash flow from operating activities (A)	-3156.54	3107.84
<u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
Proceed from sale(purchase) of investments	-	-
(Increase)/decrease in capital expenditure	-	-
(Increase)/decrease in fixed assets	-	-
Net cash flow from investing activities (B)	-	-
<u>CASH FLOW FROM FINANCING ACTIVITIES</u>		
Proceeds from issue of equity shares	-	-
Share Application Money received(refund)	-	-
Net cash flow from financing activities (C)	-	-
Net cash flow during the year (A + B + C)	-3156.54	3107.84
Add: Opening cash and cash equivalents	5688.02	2580.18
Closing cash and cash equivalents	2531.48	5688.02
Components of cash and cash equivalents		
Cash in hand	1840.72	4984.86
Deposit with banks in current accounts	690.76	703.16
Total cash and cash equivalents	2531.48	5688.02
	-	-

The accompanying notes form an integral part of these standalone financial statements.

This is the Statement of Cash Flow referred to in our report of even date.

For O P KHAJANCHI & CO

Chartered Accountants

Firm's Registration No.: 330280E

OM PRAKASH KHAJANCHI

PROPRIETOR

Membership No.: 065549

UDIN: 23065549BGYCLG8313

Place: Kolkata

Date: 22.05.2023

For and on behalf of the Board of Directors

APARNA SHARMA

Director

DIN-07006877

PRIYANKA JHA

Director

DIN-08943236

MAHESH CHANDRA SHARMA

Chief Financial Officer

PAN - AKOPS9250L

SHILPI AGARWAL

Company Secretary

PAN - AUSPA8226C

HAMILTON POLES MANUFACTURING CO LTD
Notes forming part of the financial statements 2023

Note 2: Non-Current Investments

Rs. In Hundred

Particulars	As at 31st March, 2023	As at 31st March, 2022
Trade Investments		
In Unquoted equity shares	63,000.00	-
Total	63,000.00	-

Note 5: Current Investments

Particulars	As at 31st March, 2023	As at 31st March, 2022
Trade Investments		
In Unquoted equity shares	-	63000.00
Total	-	63,000.00

Note 6: Trade Receivables

Particulars	As at 31st March, 2023	As at 31st March, 2022
Sundry Debtors		
Less than Six Months	7327.50	17,202.50
Total	7327.50	17,202.50

Note 7: Cash and Cash Equivalents

Particulars	As at 31st March, 2023	As at 31st March, 2022
Balances with banks		
In current accounts	690.76	703.16
Cash in hand	1840.72	4984.86
Total	2531.48	5688.02

Note 8: Short Term Loans and Advances

Particulars	As at 31st March, 2023	As at 31st March, 2022
Loans to others	21,269.37	-
TDS	141.04	-
Total	21,410.41	-

Note 9: Share capital

Particulars	Mar-23		Mar-22	
	Number of shares	Amount	Number of shares	Amount
(a) Authorised				
Equity shares of Rs. 10/- each with voting rights	2,00,000	20,000.00	2,00,000	20,000.00
	2,00,000	20,000.00	2,00,000	20,000.00
(b) Issued				
Equity shares of Rs. 10/- each with voting rights	2,00,000	20,000.00	2,00,000	20,000.00
	2,00,000	20,000.00	2,00,000	20,000.00
(c) Subscribed and fully paid up				
Equity shares of Rs. 10/- each with voting rights	2,00,000	20,000.00	2,00,000	20,000.00
Total	2,00,000	20,000.00	2,00,000	20,000.00

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
Issued, Subscribed and Fully Paid-up				
<i>Equity shares with voting rights</i>				
- Number of shares	2,00,000	-	-	2,00,000
- Amount (Rs.)	20,000.00	-	-	20,000.00
- Number of shares	2,00,000	-	-	2,00,000
- Amount (Rs.)	20,000.00	-	-	20,000.00

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

Class of shares / Name of shareholder	Mar-23		Mar-22	
Equity shares with voting rights	-	0.00	-	0.00
SHIVA MERCANTILE & TRADING CO. PVT. LTD.	47,750	23.88	47,750	23.88
AJANTA COMMERCIAL & TRADING CO. PVT. LTD.	46,400	23.20	46,400	23.20
GINNI FINANCIAL SERVICES LIMITED	27,000	13.50	27,000	13.50
VEDANT CREDIT FINANCE PVT. LTD.	12,000	6.00	12,000	6.00
Total	1,33,150		1,33,150	

Statement of changes in equity for the year ended March 31, 2023

Equity shares of Re. 10 each issued, subscribed and fully paid	Mar-23		Mar-22	
Paticular	Number	Value	Number	Value
Balance at the beginning of the year	2,00,000	20,000.00	2,00,000	20,000.00
Changes during the year	-	-	-	-
Balance at the end of the year	2,00,000	20,000.00	2,00,000	20,000.00

Note 10: Reserves & Surplus

Rs. In Hundred

Particulars	As at 31st March, 2023	As at 31st March, 2022
(a) Securities premium account		
Opening balance	-	-
Add : Premium on shares issued during the year	-	-
Less : Utilised during the year for:	-	-
Closing balance	-	-
(b) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	2,630.05	2,524.35
Add: Profit / (Loss) for the year	690.50	105.70
Add: Adjusted	-	-
Closing balance	3,320.55	2,630.05
Total	3,320.55	2,630.05

Note 11: Trade Payables

Particulars	As at 31st March, 2023	As at 31st March, 2022
Sundry Creditors	70646.24	63179.44
Total	70646.24	63179.44

Note 12: Other Current Liabilities

Particulars	As at 31st March, 2023	As at 31st March, 2022
TDS Payable	-	-1.17
Audit Fees Payable	60.00	45.00
Total	60.00	43.83

Note 13: Short Term Provisions

Particulars	As at 31st March, 2023	As at 31st March, 2022
Provision for Income Tax	37.20	23.80
Add: During the year	242.60	37.20
Less: paid/adjusted	37.20	23.80
Total	242.60	37.20

Note 14: Revenue from operations

Particulars	As at 31st March, 2023	As at 31st March, 2022
Sale of Textile Goods	39,106.25	30,117.75
Total	39,106.25	30,117.75

Note 15: Other Income

Particulars	As at 31st March, 2023	As at 31st March, 2022
Interest Received	1410.41	-
Total	1410.41	-

Note 16: Purchase of Stock in Trade

Particulars	As at 31st March, 2023	As at 31st March, 2022
Purchase of Textile Goods	33,997.50	25,652.50
Total	33,997.50	25,652.50

Note 17: Employee Benefit Expenses

Particulars	As at 31st March, 2023	As at 31st March, 2022
Salaries & Wages	3,420.00	2,040.00
Total	3,420.00	2,040.00

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Note 18: Payment to Auditors

Particulars	As at 31st March, 2023	As at 31st March, 2022
As Statutory Audit Fees	60.00	60.00
Total	60.00	60.00

Note 19: Finance Cost

Particulars	As at 31st March, 2023	As at 31st March, 2022
Bank Charges	1.77	30.09
Total	3,009	30.09

Note 20: Other expenses

Particulars	As at 31st March, 2023	As at 31st March, 2022
Advertisement Expenses	308.46	308.46
Business Promotion Expenses	185.95	97.89
Filing Fees & Subscription	53.00	36.00
General Expenses	115.62	58.16
Interest on Registrar Fees	-	108.24
Listing and Depository Fee	318.60	771.50
Interest on TDS	0.33	-
Postage, Telegram & Courier Charges	94.75	34.76
Professional & Legal Fees	325.33	309.00
Selling & distributors Expenses	230.43	97.54
Telephone Expenses	93.97	88.61
Travelling and Conveyance Expenses	318.85	282.10
Annual Custody Fees	59.00	
	2104.29	2192.26

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. **221, RABINDRA SARANI, 3RD FLOOR, KOLKATA - 700007.** Being a Public Limited Company, its shares are listed on CSE 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:****a. 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, 2023, 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.

b. Basis of preparation of financial statements

The Company has prepared the Financial Statements which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended 31st March, 2023, 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.

c. 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 an estimate is recognized prospectively in current and future periods.

d. 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).

e. 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.

f. Inventories

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

g. 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.

h. 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	

i. 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.

j. 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.

k. 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.

l. 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.

m. 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.

n. 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.

o. 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.

p. 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, 2023	As at 31st March, 2022
(a) Contingent Liabilities Security given by the company in respect of loans taken by other companies	Nil	Nil
(b) Commitments	Nil	Nil

q. Earning and Expenditure in Foreign Currency

	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Earnings	Nil	Nil
Expenditures	Nil	Nil

r. 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.

s. 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 69076/-, as at March 31, 2023.

t. Related party transaction

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

Particulars of Related Party	Nature of Transactions	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Shilpi Agarwal	Salary	1,44,000/-	1,44,000/-

u. 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.

v. 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 21: Contingent Liabilities and Commitments to the extent not provided for		
For the year ended 31st March, 2023		As at 31st March, 2022
(a) Contingent Liabilities Security given by the company in respect of loans taken by other companies	Nil	Nil
(b) Commitments	Nil	Nil
Note 22: Earning and Expenditure in Foreign Currency		
year ended 31st March, 2023		For the year ended 31st March, 2022
Earnings	Nil	Nil
Expenditures	Nil	Nil

Note 23: 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 24:

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 25: Related Parties, Related Party Transactions & Balances receivable/payable as at the end of the year

25.a: Related Parties

Description of relationship	Names of related parties
(a) Enterprises under the same management	
(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) Associates and Joint Ventures	Nil
(c) Key Management Personnel (KMP)	Nil
(d) Relatives of KMP	Nil
(e) Company in which KMP / Relatives of KMP can exercise significant influence	Nil

25.b: Related Party Transactions

Particulars of Related Party	Nature of Transactions	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Shilpi Agarwal	Salary	1,44,000/-	1,44,000/-

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

Particulars of Related Party	As at 31st March, 2023	As at 31st March, 2022
Receivable	Nil	Nil
Payable	Nil	Nil

Note 26: EPS**year ended 31st March, 2023**

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	69050	69050	69050	69050	0	0	0	0	69050	69050	69050
Weighted Average No. of Shares	200000	200000	200000	200000	200000	200000	200000	200000	200000	200000	200000
EPS (Rs.)	0.3	0.3	0.3	0.3	0.00	0.00	0.00	0.00	0.3	0.3	0.3

year ended 31st March, 2022

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	10570	10570	10570	10570	0	0	0	0	10570	10570	10570
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 27: 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

[OM PRAKASH KHAJANCHI]
PROPRIETOR
ICAI MEMBERSHIP NO. 65549
UDIN: 23065549BGYCLG8313

Place: Kolkata
Date: 22/05/2023

APARNA SHARMA
Director
DIN-07006877

PRIYANKA JHA
Director
DIN-08943236

MAHESH CHANDRA SHARMA
CFO(KMP)
PAN-AKOPS9250L

SHILPI AGARWAL
COMPANY SECRETARY
PAN-AUSPA8226C

HAMILTON POLES MANUFACTURING CO LTD**(CIN: L28991WB1981PLC033462)****NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2023
AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE****Additional Disclosure Requirements - Schedule III & CARO 2020****Share Capital**

Shares held by promoters at the end of the year 31st March 2023				
Sr. No.	Promoter Name	No. of Shares**	% of total shares**	% Change during the year***
	Individuals			
1	JUGAL KISHORE BHAGAT	100	0.0513	0
	Sub Total	100	0.0513	
	Bodies Corporate			
1	SHIVA MERCANTILE & TRADING CO. PVT. LTD.	47750	24.4872	0
2	AJANTA COMMERCIAL & TRADING CO. PVT. LTD.	46400	23.7949	0
3	GINNI FINANCIAL SERVICES LIMITED	27000	13.8462	0
4	VEDANT CREDIT FINANCE PVT. LTD.	12000	6.1538	0
	Sub Total	1,33,150	68.2821	
	Total	1,33,250	68.3333	0

Shares held by promoters at the end of the year 31st March 2022

Sr. No.	Promoter Name	No. of Shares**	% of total shares**	% Change during the year***
	Individuals			
1	JUGAL KISHORE BHAGAT	100	0.0513	0
	Sub Total	100	0.0513	
	Bodies Corporate			
1	SHIVA MERCANTILE & TRADING CO. PVT. LTD.	47750	24.4872	0
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3	GINNI FINANCIAL SERVICES LIMITED	27000	13.8462	0
4	VEDANT CREDIT FINANCE PVT. LTD.	12000	6.1538	0
	Sub Total	1,33,150	68.2821	
	Total	1,33,250	68.3333	0

Trade Payables - Ageing Disclosures

Trade Payables ageing schedule: As at 31st March,2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	10,646.24	-	-	60,000	70,646.24

Trade Payables ageing schedule: As at 31st March,2022

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	3,179.44	-	-	60,000	63,179.44

Trade Receivables ageing schedule: As at 31st March,2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	-	-	-	7327.50	-	7327.50

Trade Receivables ageing schedule: As at 31st March,2022

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	-	-	17202.50		-	17202.50

Borrowed Funds Utilisation

VA. Where the company has not used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date, the company shall disclose the details of where they have been used. NA

Realisable Value of Assets (Non-Current) - Opinion of Board

W. If, in the opinion of the Board, any of the assets other than 10[Property, Plant and Equipment36[, Intangible assets]] and non-current investments do not have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that opinion, shall be stated: NA

IV. Additional Regulatory Info

Title deeds of Immovable Property not held in name of the Company: NA

Loans & Advances to Related Parties

Following disclosures shall be made where Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with

- (iii) **any other person, that are:**
- (a) repayable on demand or
 - (b) without specifying any terms or period of repayment

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loan and Advances in the nature of loans
Promoters	NA	

Directors	
KMPs	
Related Parties	

Capital WIP / Intangible Assets under Developments

(iv) &

(v) **Capital-Work-in Progress (CWIP) / Intangible assets under development (ITAUD)**

(a) For Capital-work-in progress / Intangible assets under development (ITAUD), following ageing schedule shall be given:

CWIP/ITAUD aging schedule:

CWIP/ITAUD	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total*
Projects in progress	NA				
Projects temporarily suspended					

*Total shall tally with CWIP amount in the balance sheet.

(b) For Capital-work-in progress / Intangible assets under development (ITAUD), whose completion is overdue or has exceeded its cost compared to its original plan, following completion schedule should be given:

CWIP/ITAUD completion schedule shall be given:**

CWIP/ITAUD	To be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Project 1	NA			
Project 2				

Details of Benami Property held : NA

Comments on details submitted to Banks & reconciliation thereof -

Where the Company has borrowings from banks or financial institutions on the basis of security of current assets, it shall disclose the following: -

(vii)

- (a) whether quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.
- (b) if not, summary of reconciliation and reasons of material discrepancies, if any to be adequately disclosed.

(viii) **Wilful Defaulter: NA**

Where a company is a declared wilful defaulter by any bank or financial Institution or other lender, following details shall be given:

- (a) Date of declaration as wilful defaulter,
- (b) Details of defaults (amount and nature of defaults),

(ix) **Relationship with struck off companies: NA**

(x) **Registration of charges or satisfaction with Registrar of Companies**

Where any charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period, details and reasons thereof shall be disclosed.

(xi) **Compliance with number of layers of companies: NA**

(xii) **Financial Ratios: Attached**

(xiii) **Compliance with approved Scheme(s) of Arrangements**

Where any Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013, the Company shall disclose that the effect of such Scheme of Arrangements have been accounted for in the books of account of the Company 'in accordance with the Scheme' and 'in accordance with accounting standards and deviation in this regard shall be explained.

(xiv) **Utilisation of Borrowed funds and share premium: NA**

Property, Plant & Equipments & Intangible Assets - Revaluation

HAMILTON POLES MANUFACTURING CO LTD

Notes to Financial Statements for the year ended 31st March,2023

Note : Calculation of Important Financial Ratios				
Particulars			2022-23	2021-22
1) Current Ratio				
<u>Current Assets</u>				
	Cash & Cash Equivalents		2,531.48	5,688.02
	Other Current Assets		28,737.91	17,202.50
		Total	31,269.39	22,890.52
<u>Current Liabilities</u>				
	Other Current Liabilities		70,706.24	63,223.27
	Short Term Provisions		242.60	37.20
		Total	70,948.84	63,260.47
	Current Ratio		0.44	0.36

Remarks:

2) Debt Equity Ratio				
<u>Total Liability</u>				
			70,706.24	63,223.27
<u>Shareholder's Equity</u>				
	Equity Share Capital		20,000.00	20,000.00
	Reserves & Surplus		3,320.55	2,630.05
		Total	23,320.55	22,630.05
	Debt Equity Ratio		3.03	2.79

3) Debt Service Coverage Ratio

Since the company has no outstanding debt as on 31.03.2023, the same ratio is not applicable.

4) Return on Equity Ratio				

	<u>Net Income</u>			
	Profit after Tax		690.50	105.70
	<u>Shareholder's Equity</u>			
	Equity Share Capital		20,000.00	20,000.00
	Reserves & Surplus		3,320.55	2,630.05
		Total	23,320.55	22,630.05
	Return on Equity Ratio		0.03	0.00

5) Inventory Turnover Ratio

Since the company has no inventories as on 31.03.2023, the same ratio is not applicable.

6) Trade Receivables Turnover Ratio

7) Trade Payables Turnover Ratio

8) Net Capital Turnover Ratio

	Net Annual Sales		39,106.25	30,117.75
	<u>Total Assets</u>			
	Assets		31,269.39	22,890.52
			31,269.39	22,890.52
	Net Capital Turnover Ratio		1.25	1.32

Remarks:

9) Net Profit Ratio

	Net Profit after Tax		690.50	105.70
	Revenue		40,516.66	30,117.75
	Net Profit Ratio		1.70	0.35

Remarks:

10) Return on Capital Employed

	<u>Earnings Before Interest and Tax</u>			
--	---	--	--	--

	Profit after Tax		690.50	105.70
	Add:Interest		-	-
	Add:Tax		242.60	37.20
		Total	933.10	142.90
	<u>Capital Employed</u>			
	Total Assets		94,269.39	85,890.52
	Less: Current Liabilities		70,948.84	63,260.47
			23,320.55	22,630.05
	Return on Capital Employed		0.04	0.01

Remarks:

11) Return on Investment

There are no returns on Investments yet

HAMILTON POLES MANUFACTURING CO LTD
CIN: L28991WB1981PLC033462
Regd. Off.: - 221 RABINDRA SARANI, 3RD FLOOR KOLKATA -700 007
Tel. No.: 98363 86292
Website: www.hamiltonpoles.in; 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 42nd Annual General Meeting of the company, to be held at the 221, Rabindra Sarani, 3rd Floor, Kolkata-700007 at 11:30 AM on Monday, the 18th September, 2023, 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.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Report of the Directors' and Auditors' thereon.		
2.	To appoint a director in place of Mrs Priyanka Jha [DIN -08943236] who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.		
3.	Re-appointment of the Statutory Auditors of the Company, and to fix their remuneration.		
4.	Appointment of Ms. Puja Singh (Din: 10237044) as an Executive Director of the Company.		
5.	Appointment of Ms. Priyanka Jha (Din: 08943236) as Wholetime Director.		

Signed this ___ day of ____ 2023

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	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.: - 221 RABINDRA SARANI, 3RD FLOOR KOLKATA -700 007

Tel. No.: 98363 86292

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

ATTENDANCE SLIP

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

Members' Name and Address details	
--	--

Reg. Folio No.	
DP & Client No.	
No. of Shares Held	

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 42nd Annual General Meeting of the Company at 221, Rabindra Sarani, 3rd Floor, Kolkata-700007 at 11:30 a.m. on Monday, the 18th September, 2023.

Member's Name: _____

Proxy's Name: _____

Member's/Proxy's Signature_____

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	User id	Password
	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. 18 to the Notice dated 23rd August, 2023 of the 42nd Annual General Meeting. The e-Voting period starts from 9.00 A.M. on 15.09.2023 and ends at 5.00 P.M. on 17.09.2023, the e-voting module shall be disabled by CDSL for voting thereafter.

HAMILTON POLES MANUFACTURING CO LTD

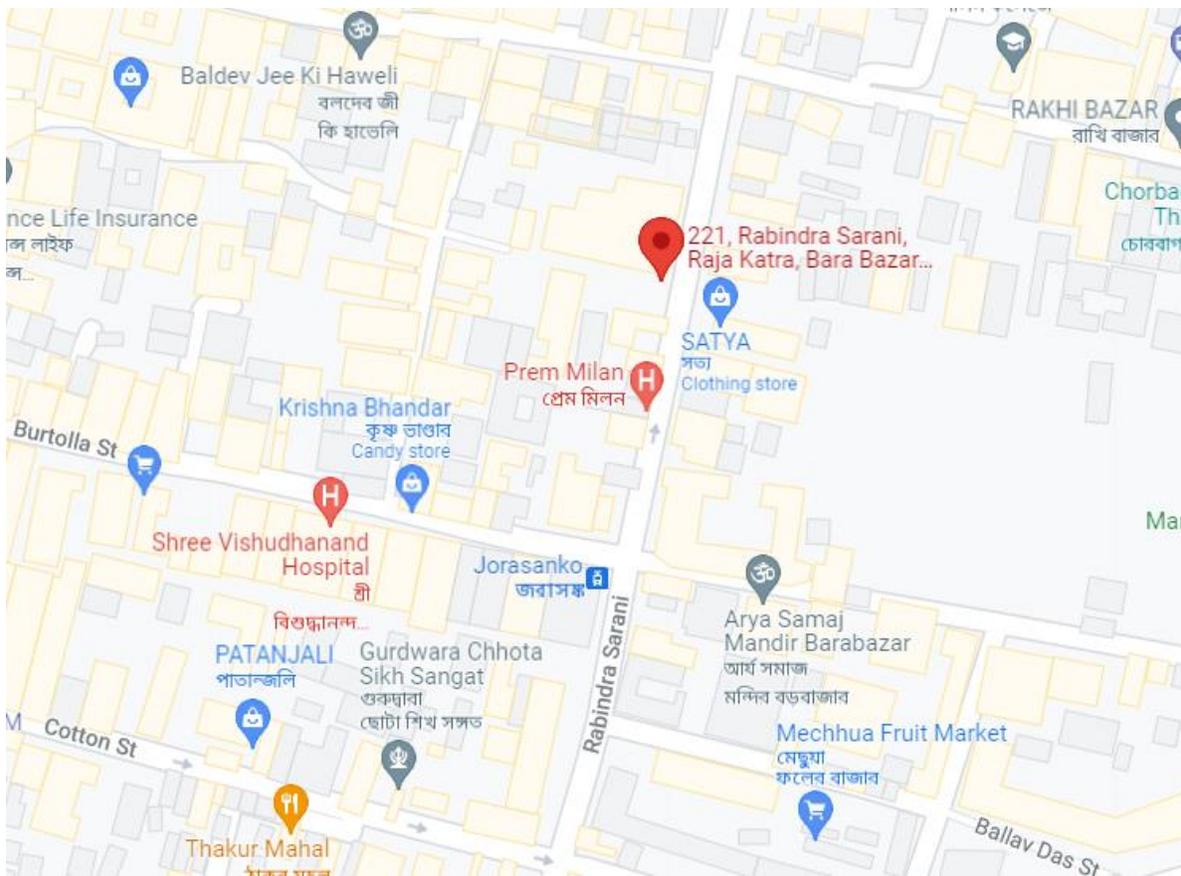
CIN: L28991WB1981PLC033462

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Tel. No.: 98363 86292

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

ROAD MAP TO AGM VENUE



221, Rabindra Sarani, Near Marwari relief Society, 3rd Floor, Kolkata-700007

