

***HAMILTON POLES MANUFACTURING CO LTD***

***43rd ANNUAL REPORT***

***2023-2024***

## **BOARD OF DIRECTORS**

Ms. Priyanka Jha- Executive Director

Ms. Puja Singh- Executive Director

Mrs. Aparna Sharma- Non – Executive Independent Director

Mrs. Chandra Kanta Karel- Non – Executive Independent Director

Mr. Swapan Sardar- Non – Executive Independent Director

## **KEY MANAGERIAL PERSONNEL**

Ms. Puja Singh – Chief Financial Officer

Ms. Priyanka Jha – Managing Director

Ms. Shilpi Agarwal Company Secretary

## **REGISTERED OFFICE**

7A, Broja Dulal Street, Kolkata -700006,

Email: [hamiltonpoles@rediffmail.com](mailto:hamiltonpoles@rediffmail.com)

## **STATUTORY AUDITOR**

**OM PRAKASH KHAJANCHI & Co**

Chartered Accountants

Firm Registration No. 330280E

P/15, India Exchange Place,

Room No - 717, Kolkata -700073,

E-mail : [OPJAIN88@YAHOO.CO.IN](mailto:OPJAIN88@YAHOO.CO.IN)

## **INTERNAL AUDITOR**

A Bhattacharjee & Co.

Chartered Accountants

Firm Registration No. 333268E

## **SECRETARIAL AUDITOR**

Mr. Akhil Agarwal,

Practicing Company Secretary

CP No: 16313

## **REGISTRAR AND SHARE TRANSFER AGENT**

Maheshwari Datamatics Pvt Ltd

23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001,

E-mail Id : [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)

## **Stock Exchange(s) where Company's Securities are Listed**

The Calcutta Stock Exchange Limited

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**HAMILTON POLES MANUFACTURING CO LTD**

**CIN: L28991WB1981PLC033462**

**Regd. Off.: - 7A, Broja Dulal Street, Kolkata -700006,**

**Tel. No.: 98363 86292**

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

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Notice is hereby given that the 43rd Annual General Meeting of the Shareholders of **M/s. Hamilton Poles Manufacturing Co Ltd** will be held on Tuesday, 24th September, 2024 at 12:30 P.M. at 7A, Broja Dulal Street, Kolkata -700006 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, 2024 together with the Report of the Directors' and Auditors' thereon.
2. To appoint a director in place of Mrs. Puja Singh (DIN- 10237044) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

**SPECIAL BUSINESS:**

3. **RE-APPOINTMENT OF MR. SWAPAN SARDAR (DIN NO. 08526439) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To re-appoint Mr. Swapan Sardar (DIN No. 08526439) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as Special Resolution:

**"RESOLVED That** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof and subject to such approvals as may be necessary, **Mr. Swapan Sardar (DIN: 08526439)**, being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years with effect from 28<sup>th</sup> August, 2024."

**"RESOLVED FURTHER That** pursuant to the provisions of Regulation 17(1A) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members be and is hereby accorded for the continuation of Directorship of Mr. Swapan Sardar (DIN: 08526439), during his second term as an Independent Director of the Company."

4. **RE-APPOINTMENT OF MRS. CHANDRA KANTA KAREL (DIN NO. 08526173) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To re-appoint **Mrs. CHANDRA KANTA KAREL**, as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as Special Resolution:

**"RESOLVED That** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof and subject to such approvals as may be necessary, **Mrs. Chandra Kanta Karel (DIN NO. 08526173)**, being eligible, be and is hereby re-appointed as an Independent

Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years with effect from **28<sup>th</sup> August, 2024.**”

“**RESOLVED FURTHER That** pursuant to the provisions of Regulation 17(1A) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members be and is hereby accorded for the continuation of Directorship of Mrs. Chandra Kanta Karel (DIN NO. 08526173), during her second term as an Independent Director of the Company.”

**5. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as Special Resolution for Borrowing the money:**

“**RESOLVED THAT** pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution), to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the Paid-Up Capital of the Company and its Free Reserves, (that is to say, reserves not set apart for any specific purpose), provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 5 Crores (Both funded and non-funded) at any one point of time.

**RESOLVED FURTHER THAT** the Board of Director be and is hereby authorized to negotiate limits with the Bankers for availing the funded and non-funded bank limits (including guarantees facilities), determine the terms and conditions including fixing the rate of interest, tenor etc. for each borrowing and for such purpose create and place fixed deposits as collateral execute loan agreement, Demand promissory Notes, Pledge/ Hypothecation agreement, and other documents and deeds, receipts, acknowledgements and discharge in connection with the borrowings of the Company within the funded and non-funded borrowing limits as prescribed above.

**RESOLVED FURTHER THAT** the authority be and is hereby granted to issue short term and long-term debt instruments of the Company, including by way of issue of Debentures or such other instruments like commercial papers etc. in one or more tranches, such that the total outstanding borrowing by way of issue of such instruments outstanding at any one point of time shall not exceed aforesaid limit.

**RESOLVED FURTHER THAT** Board of Directors of the company be and is hereby authorized to do all such acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any others person as it may deem fit subject to the provision of the Companies Act, 2013.”

**6. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as Special Resolution for increasing the Loan and investment limits:**

“**RESOLVED THAT** pursuant to provision of Section 186 and other applicable provision of the Companies Act, 2013, if any, and in suppression of the earlier resolution passed with regard to Loan and investment activity of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to

1. Make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
2. give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by anybody corporate; and
3. acquire by way of subscription, purchase or otherwise the securities of any other body corporate, in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 5 Crores,

**RESOLVED FURTHER THAT** Board of Directors of the company be and is hereby authorized to do all such acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any others person as it may deem fit subject to the provision of the Companies Act, 2013.

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

**Date: 22.08.2024**

**Place: Kolkata**

**SD/-  
Shilpi Agarwal  
Company Secretary**

## 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 18<sup>th</sup> September, 2024 to 24<sup>th</sup> September, 2024 (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 dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.
6. Corporate Members are requested to send the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the 43<sup>rd</sup> 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. 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.
11. 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.
12. 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.
13. 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.
14. Electronic copy of the 43rd Annual Report for 2023-24 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.
15. Members may also note that the Notice of the 43rd Annual General Meeting and the Annual Report for 2023-24 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.

#### **16. Voting through electronic means**

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 17.09.2024, 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 21st September, 2024 and will end at 5.00 p.m. on 23rd of September, 2024.** 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 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:

- (i) The voting period begins on Saturday, 21st September, 2024 from 9:00 A.M. and ends on Monday, 23rd September, 2024 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 17<sup>th</sup> September, 2024 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/2020/242 dated 09.12.2020, 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method

<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<ol style="list-style-type: none"> <li>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 users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</li> </ol>

	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.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.

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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"><li>• 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.</li></ul>
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"><li>• 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.</li></ul>

(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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**(ii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required mandatory 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.

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

**Date:22.08.2024**

**Place: Kolkata**

**SD/-  
Shilpi Agarwal  
Company Secretary**

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

### **Item No. 3**

Section 149 of the Companies Act, 2013 read with Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that an Independent Director shall hold office for a term of five consecutive years but shall be eligible for re-appointment on passing of Special Resolution by the Company and disclosure of such appointment in the Board's Report.

Further, Regulation 17(1A) of Listing Regulations prohibits the appointment or continuation of the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect.

The Nomination and Remuneration Committee on the basis of the report of performance evaluation of Mr. Swapan Sardar (DIN: 08526439), formed an opinion that his continued association will be beneficial for the Company and it is therefore desirable to continue to avail his service as an Independent Director. Accordingly, the Committee recommended his re-appointment, for second term of 5 (five) consecutive years with effect from 28<sup>th</sup> August, 2024 to the Board of Directors of the Company.

Mr. Swapan Sardar is interested in the above resolution as appointee as set out in item no. 3 of the Notice with regard to his reappointment.

The Directors, therefore, recommend the Resolution as set out in item no. 3 for the approval of the Members of the Company. Except as disclosed above none of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution.

### **Item No. 4**

Section 149 of the Companies Act, 2013 read with Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that an independent director shall hold office for a term of five consecutive years but shall be eligible for re-appointment on passing of special resolution by the Company and disclosure of such appointment in the Board's Report.

Further, Regulation 17(1A) of Listing Regulations prohibits the appointment or continuation of the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect.

The Nomination and Remuneration Committee on the basis of the report of performance evaluation of Mrs. Chandra Kanta Karel (DIN: 08526173), formed an opinion that her continued association will be beneficial for the Company and it is therefore desirable to continue to avail her service as an Independent Director. Accordingly, the Committee recommended her re-appointment, for second term of 5 (five) consecutive years with effect from 28<sup>th</sup> August, 2024 to the Board of Directors of the Company.

Mrs. Chandra Kanta Karel is interested in the above resolution as appointee as set out in item no. 4 of the Notice with regard to her reappointment.

The Directors, therefore, recommend the Resolution as set out in item no. 4 for the approval of the Members of the Company. Except as disclosed above none of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution.

#### **Item No. 5**

Section 180 (1) (c) of the Companies Act, 2013 permits the Company to borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Companies banker in ordinary course of business, beyond the paid –up capital and free reserve of the Company, only if the same is approved by the Members of the Company.

Hence, members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of its paid –up capital and free reserve i.e. Up to Rs. 5 Crores.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

#### **Item No. 6**

Section 186 of the Companies Act, 2013 permits the Company to invest the surplus funds of the Company in shares and securities of the any other body corporate in excess of the 60% of the aggregate of the paid-up share capital and free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account of the Company, whichever is more, if the same is approved by the members of the Company.

Hence, members of the Company are requested to give their approval to invest the surplus funds of the Company in excess of the Hundred per cent of its free reserves and securities premium account of the Company.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

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

**Date: 22.08.2024  
Place: Kolkata**

**SD/-  
Shilpi Agarwal  
Company Secretary**

## Annexure to the Notice

### Annexure –A

#### Details of Directors seeking appointment/re-appointment at the 43<sup>rd</sup> Annual General Meeting

#### (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings

Name of the Director	Ms. Puja Singh
Director Identification Number (DIN)	10237044
Date of Birth and Age	31 <sup>st</sup> December, 1995 & 29 yrs
Date of First Appointment on the Board	August 23, 2023
Current Position	Executive Director (Liable to retire by rotation)
Brief Profile, Experience & Expertise in specific functional areas	Appointed as Director on the Board of Director of the Company w.e.f. August 23, 2023 and responsible for overall administration tasks of the Company and also an integral part of decision-making process in consultation with the Board, activity, management and growth of company making.
Relationship between Directors, Managers and other Key Managerial Personnel of the Company	None
Board Membership of other Listed Companies as on March 31, 2024	Nil
Chairmanships/ Memberships of the Committee of other Public Limited Companies as on March 31, 2024	Nil
Name of the listed entities from which the person has resigned in the past three years	Nil
Number of Shares held in the Company as of March 31, 2024	Nil
Terms and conditions of appointment/reappointment	Terms and conditions of appointment/ reappointment remains the same.

## BOARD'S REPORT

To  
The Members,

The Directors have pleasure in presenting before you the 43rd Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2024.

**1. Financial Summary/Highlights of the Company**

The performance during the period ended 31st March, 2024 has been as under:

(Rs. In Hundreds)

Particulars	March 31, 2024	March 31, 2023
Total Income	39,308.75	40,516.66
Less: Expenditure	38,353.67	39,583.56
Profit/Loss before Interest, Depreciation and Tax	955.08	933.10
Less: Depreciation & Amortisation Cost	-	-
Profit/Loss before tax	955.08	933.10
Less Tax Expense:		
• Current Tax	248.32	242.60
• Deferred Tax	-	-
Net Profit/ Loss after Tax	706.76	690.50

**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, 2024 and the date of Board's Report.

**3. Change In the Nature of Business, If Any**

During the Financial Year 2023-24, there was no changes in the nature of the Business of the Company.

As on 23<sup>rd</sup> May, 2024, an Extra Ordinary General Meeting of the Shareholders of the Company was called, to alter the Main Object Clause in the Memorandum of Association of the Company except in case of change in name, registered office, object clause or change in authorized share capital by way of passing of Special Resolution. This will enable the company to carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company. This will also enlarge the area of operations of the company.

**4. Dividend and other appropriations**

The Company has not declared any Dividend during the period under review.

**5. Transfer Of Unpaid and Unclaimed Dividends to Investor Education and Protection Fund**

The Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

**6. Change In Share Capital**

The paid-up Equity Share Capital of the Company as at 31st March, 2024 stood at Rs 20 lacs. During the year under review, the Company has not issued any further shares.

## **7. Board Meetings**

The Board of Directors duly met **6 (SIX)** times on **22.05.2023, 08.08.2023, 23.08.2023, 06.11.2023, 28.12.2023 and 31.01.2024** during the Financial Year 2023-24.

## **8. Directors And Key Managerial Personnel**

Since April 1, 2023 till the date of this Report, the following changes took place in the Board of Directors and the Key Managerial Personnel (in the order of their occurrence):

Appointment of Ms. Puja Singh (DIN No: 10237044) as an Executive Director of the Company with effect from 23rd August, 2023.

Resignation of Mr. Sahajaddin Khan (DIN No. 09406829) from the designation of Executive Director of the Company with effect from 23rd August, 2023.

Regularised the Appointment of Ms. Priyanka Jha (DIN No :08943236) as Whole Time Director of the Company with effect from 23rd August, 2023. Further, there was change in Designation of Ms. Priyanka Jha from Whole-Time Director to Managing Director of the Company with effect from 31st January, 2024. Thereafter, it was regularized in an Extra-Ordinary General Meeting of the Company held on 23rd May, 2024.

Appointment of Ms. Puja Singh (DIN No. 10237044) as Chief Financial Officer of the Company with effect from 08th April, 2024.

Resignation of Mr. Mahesh Chandra Sharma as Chief Financial Officer of the Company with effect from 08th April, 2024.

## **9. Committees of the Board**

### **a) Audit Committee**

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. The details of the composition and meetings of the committee are provided in the Corporate Governance Report.

### **b) Nomination and Remuneration Committees**

The objective of Nomination and Remuneration Committee is to assess the remuneration payable to our Managing Director; sitting fee payable to our Non-Executive Directors; remuneration policy covering policies on remuneration payable to our senior executives. The details of the composition and meetings of the committee are provided in the Corporate Governance Report.

### **c) Stakeholders Relationship Committees**

Stakeholder Relationship Committee (SRC) ensures quick redressal of security holder and investors' complaints/grievances pertaining to transfers, non-receipt of annual reports, dividend payments, issue of duplicate certificates, transmission of securities and other miscellaneous complaints. The details of the composition and meetings of the committee are provided in the Corporate Governance Report.

#### **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](http://www.hamiltonpoles.in).

#### **11. Director's Responsibility Statement**

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 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.

#### **12. Risk Management Policy**

The Company has adopted a policy for assessment and minimization of probable risks and is uploaded in the website i.e., [www.hamiltonpoles.in](http://www.hamiltonpoles.in). It ensures that all the risks are timely defined and mitigated in accordance with the well-structured risk management process.

#### **13. Vigil Mechanism**

Pursuant to the provisions of Section 177(9) of the Act, read with the Rules made thereunder, the Company has adopted a Whistle-Blower Policy for Directors and Employees to report genuine concerns and to provide adequate safeguards against victimization of persons who may use such mechanism. Employees are encouraged to report actual or suspected violations of applicable laws and regulations and the Code of Conduct to the Chairman of Audit Committee to enable taking prompt corrective action, wherever necessary. The policy has been displayed on the Company's website at [www.hamiltonpoles.in](http://www.hamiltonpoles.in).

#### **14. Fraud Reporting**

There have been no frauds reported by the Auditors of the Company to the Audit Committee or the Board of Directors under sub-section (12) of section 143 of the Companies Act, 2013 during the financial year.

## **15. SUBSIDIARY/ JOINT VENTURE/ ASSOCIATE COMPANY**

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

## **16. Extract of Annual Return**

Pursuant to the provisions of Section 134(3)(a) and Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules 2014, the Annual Return will be uploaded on the website of the Company for the FY 2023-24.

## **17. AUDITORS**

### **i. Statutory Auditors:**

M/s. O P Khajanchi & Co, **Chartered Accountants, Kolkata** (FRN 330280E) were re-appointed as the Statutory Auditors of the company at the 42<sup>nd</sup> AGM of the Company to hold office till the conclusion of the 46<sup>th</sup> AGM of the Company to be held in the year 2027 as required under Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

### **ii. Secretarial Auditor:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed **Mr. Akhil Agarwal**, Company Secretary in Practice (**CP No. 16313**) and **Peer Review No. 4237/2023**, to undertake the Secretarial Audit of the Company for the F.Y. 2023-24. The Secretarial Audit Report for F.Y. 2023-24 is annexed herewith as "**Annexure A**".

### **iii. Cost Auditor:**

Cost Audit is not applicable to the Company as per provisions of Section 148 of the Companies Act, 2013.

### **iv. Internal Auditor:**

The Board of Directors, based on the recommendation of the Audit Committee and pursuant to the provisions of Section 138 of the Act read with the Companies (Accounts) Rules, 2014, has appointed **A. Bhattacharjee & Co., Chartered Accountants (Registration: 333268E)**, as the Internal Auditors of the Company for the Financial Year 2023-24.

## **18. AUDITOR'S REPORT**

### **(a) Statutory Auditors Report:**

The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31, 2024 and has noted that the same does not have any reservation or adverse remarks.

### **(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. DEPOSITS**

The 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 and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

## **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. POLICIES AND DISCLOSURE REQUIREMENTS**

In terms of provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements), Regulation, 2015, the Company has adopted following policies which are available on its website i.e., [www.hamiltonpoles.in](http://www.hamiltonpoles.in).

## **23. Internal Control System and Their Adequacy**

The Company has in place adequate internal financial controls system with reference to financial statements. The scope of work includes review of process for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. During the year, such controls were tested and no reportable weakness in the design or operation was observed.

## **24. Particulars of Loans, Guarantees or Investments**

During the Financial Year 2023-24, no Investments & Guarantees were given by the Company under section 186 of the Companies Act, 2013. Details of Loans outstanding as on 31st March, 2024 are given in the Notes to the Financial Statements.

## **25. Corporate Social Responsibility Policy**

The Company does not fall under the criteria laid under the provisions of Section 135 of the Act and rules framed there under. Therefore, the provisions of Corporate Social Responsibility are not applicable to the Company.

## **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](http://www.hamiltonpoles.in).

## **27. 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 company has entered into Listing Agreement with The Calcutta Stock Exchange Ltd.

## **28. Listing With Stock Exchanges**

The Company confirms that it has paid the Annual Listing Fees for the year 2024-25 to The Calcutta Stock Exchange Limited where the Company's Shares are listed.

## **29. Formal Annual Evaluation**

As per section 149 of the Companies Act, 2013 read with the rules made thereunder, the independent directors of the company had a meeting on 14.03.2024 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 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 |

## **30. 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.

### **31. 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

### **32. 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.

### **33. Particulars Of Employees and Related Disclosures**

There is no employee drawing salary in excess of the limit as specified in the Act.

### **34. 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

### **35. Acknowledgements**

The Directors would like to express deep sense of appreciation for the assistance and co-operation received from the Banks, Financial Institutions, Government Authorities and Shareholders and for the devoted service by the Executives, staff and workers of the Company. The Directors express their gratitude towards each one of them.

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

Place: Kolkata  
Date: 28/08/2024

sd/-  
Priyanka Jha  
Managing Director  
Din No. 08943236

sd/-  
Puja Singh  
Director  
Din No: 10237044

**FORM MR -3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024**

**[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  
7A, Broja Dulal Street,  
Kolkata -700006

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 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, management representations provided by the Company, its officers, agents and authorized representatives and based on the draft independent auditors report 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, 2024** complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

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, 2024 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 thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;- **(Not Applicable to the Company during the Audit Period)**.
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; **(Not applicable to the Company during the Audit Period)**
  - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; *(Not applicable to the company during the Audit Period)*

- e) 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);*
- f) 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 ;)*
- g) 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 issued by The Institute of Company Secretaries of India;
- The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015;

#### **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 as on 31<sup>st</sup> March, 2024. 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.
- Adequate notice is given to all Directors to schedule the Board meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, 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 etc.

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

**For Akhil Agarwal  
Practicing Company Secretary**

**Sd/-  
Akhil Agarwal  
Proprietor  
ACS No. 35073  
CP No.: 16313  
Peer Review No. 4237/2023**

**Place- Kolkata  
Date- 30/08/2024  
UDIN NO. A035073F001083747**

**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.

**“ANNEXURE A”**

To,  
The Members,  
Hamilton Poles Manufacturing Company Limited  
7A, Broja Dulal Street,  
Kolkata -700006

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**

**Sd/-**  
**Akhil Agarwal**  
**Proprietor**  
**ACS No. 35073**  
**CP No.: 16313**  
**Peer Review No. 4237/2023**

**Place- Kolkata**  
**Date- 30/08/2024**  
**UDIN NO. A035073F001083747**

## ANNEXURE II

### MANAGEMENT DISCUSSION ANALYSIS REPORT

#### 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 onetime 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**

**Place: Kolkata  
Date: 22.08.2024**

**Sd/-  
Puja Singh  
Director**

## **CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED ON 31st MARCH 2024**

**(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 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 6 (six) Meetings of the Board of Directors of the Company were held i.e., **22.05.2023, 08.08.2023, 23.08.2023, 06.11.2023, 28.12.2023 & 31.01.2024**. The Maximum time gap between any two consecutive meetings was not more than one hundred and twenty days.

The composition and category of the Directors on Board, their relationship with other Directors, their attendance at the Board Meeting during the year and at the last Annual General Meeting, as also number of Directorships and Committee Memberships/Chairmanships in other Companies and number of shares held by them as on 31<sup>st</sup> March, 2024 are as follows:

Name	Designation	Category	No. of Meetings held	No. of Meetings attended
Mr. SWAPAN SARDAR	Director	Non-Executive /Independent Director	6	6
Mrs. CHANDRA KANTA KAREL	Director	Non-Executive /Independent Director	6	6
Ms. PRIYANKA JHA	Chairperson	Executive / Non- Independent Director	6	6
Ms. APARNA SHARMA	Director	Non-Executive /Independent Director	6	6
Mrs. PUJA SINGH	Director	Executive / Non- Independent Director	3	3

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 **4 (Four)** times during the year i.e., on 22.05.2023, 08.08.2023, 06.11.2023 & 31.01.2024. 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 2023-24 are as follows:

Sl. No.	Name	Status	No. of Meetings
1.	PUJA SINGH	Executive / Non- Independent (Member)	2
2.	SWAPAN SARDAR	Non-Executive / Independent (Chairperson)	5
3.	CHANDRA KANTA KAREL	Non-Executive / Independent (Member)	5
4.	SAHAJADDIN KHAN (Resigned w.e.f. 23.08.2023)	Executive / Non- Independent (Member)	3

#### (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.

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

During the year, 3(**Three**) meeting of the Nomination and Remuneration Committee of the Company were held i.e., **22.05.2023, 23.08.2023 & 31.01.2024.**

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

- Attendance and contribution at Board and Committee meetings.
- Knowledge on specific matters like finance, legal, marketing, internal controls, risk management, and business operations.

- Pro-active and positive approach with regard to Board and senior Management particularly the arrangement for management or risk and the steps needed to meet challenges from the competition.
- Openness to ideas, perspectives and opinions and ability to challenge old practices and throwing up new ideas for discussion.
- Capacity to effectively examine financial and other information on operations of the Company and the ability to make positive contribution thereon.

**(b) Terms of Reference:**

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

**(c) Remuneration Policy:**

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

**5. STAKEHOLDERS RELATIONSHIP COMMITTEE:**

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

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

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

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

During the year, **2 (Two)** meeting of the Stakeholders Relationship Committee of the Company were held i.e., on 22.05.2023 & 23.08.2023.

**The Committee comprises of:**

Sl. No	Name	Status	No of meetings attended
1	SAHAJADDIN KHAN (Resigned w.e.f. 23.08.2023)	Executive /Non- Independent (Member)	2
2	APARNA SHARMA	Non-Executive / Independent (Chairperson)	2
3	SWAPAN SARDAR	Non-Executive /Independent (Member)	2

## 6. GENERAL BODY MEETINGS:

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

Date	AGM/EGM	Venue	Venue
2022-23	AGM	18 <sup>th</sup> September, 2023	221 Rabindra Sarani, 3 <sup>rd</sup> Floor, Kol-700007.
2021-22	AGM	20 <sup>th</sup> September, 2022	221 Rabindra Sarani, 3 <sup>rd</sup> Floor, Kol-700007.
2020-21	AGM	28 <sup>th</sup> September, 2021	221 Rabindra Sarani, 3 <sup>rd</sup> Floor, Kol-700007.

**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 : 24<sup>th</sup> September, 2024, 12:30 P.M.
  - Venue : 7A, BROJA DULAL STREET, KOLKATA -700006.
- Financial Year : Year ended March 31, 2024.
- Dates of Book Closure :18<sup>th</sup> Sept.2024 to 24<sup>th</sup> Sept. 2024 (Both Days Inclusive)
- Dividend Payment Date
  - The Company has not declared any dividend for the Financial Year ended 31st March, 2024.
  - Financial Calendar Financial Year 2023-24 (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 2023-24.

### • Market Price Data:

Month	High (Rs.)	Low (Rs.)	Volume (Nos.)
April, 2023	Not Traded	Not Traded	Not Traded
May, 2023	Not Traded	Not Traded	Not Traded
June, 2023	Not Traded	Not Traded	Not Traded
July, 2023	Not Traded	Not Traded	Not Traded
August, 2023	Not Traded	Not Traded	Not Traded
September, 2023	Not Traded	Not Traded	Not Traded
October, 2023	Not Traded	Not Traded	Not Traded
November, 2023	Not Traded	Not Traded	Not Traded
December, 2023	Not Traded	Not Traded	Not Traded
January, 2024	Not Traded	Not Traded	Not Traded
February, 2024	Not Traded	Not Traded	Not Traded
March, 2024	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, 2024

Sl. No.	Category	No. of shares held	% of shareholding
1	Promoters & Promoter Group	1,38,250	69.12
2	Public - Bodies Corporate	29,350	14.68
3	Public - Indian public	32,400	16.20
	<b>TOTAL</b>	<b>2,00,000</b>	<b>100.00</b>

• **Dematerialisation of shares and liquidity**

Shares held in dematerialised and physical form as on 31st March, 2024.

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

7A, BROJA DULAL STREET, KOLKATA -700006

Email Id- hamiltonpoles@rediffmail.com

## **CFO CERTIFICATE**

I, **Puja Singh**, 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**

**Sd/-  
PUJA SINGH  
Chief Financial Officer**

**Place: KOLKATA  
Date: 22/08/2024**

## CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Members of  
**HAMILTON POLES MANUFACTURING CO LTD**  
7A, BROJA DULAL STREET,  
KOLKATA -700006

I have examined the compliance of conditions of corporate governance by Hamilton Poles Manufacturing Company Limited (“the Company”), for the purpose of certifying compliance of the conditions of the Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2024. I have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of Corporate Governance.

This Certificate 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.

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

**For Akhil Agarwal**  
**Practicing Company Secretary**

**Sd/-**  
**Akhil Agarwal**  
**Proprietor**  
**ACS No. 35073**  
**CP No.: 16313**  
**Place: Kolkata**  
**Date: 30.08.2024**  
**UDIN NO. A035073F001083780**  
**Peer Review No. 4237/2023**

## 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  
7A, Broja Dulal Street,  
Kolkata -700006

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 7A, Broja Dulal Street, Kolkata -700006 (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](http://www.mca.gov.in)), 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, 2024 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	PUJA SINGH	10237044
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**

Sd/-  
Akhil Agarwal  
Proprietor  
ACS No. 35073  
CP No.: 16313  
Place: Kolkata  
Date: 30.08.2024  
UDIN NO. A035073F001083846  
Peer Review No. 4237/2023

## **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 31<sup>st</sup> March 2024, and the statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, 2024, 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, 2024
- 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, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 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 with 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 its 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.
- vi. Based on our examination carried out, we report that the company has not used accounting software which has audit trail (edit log) facility and the same has not been operated by the company for all relevant transactions recorded in the software. Further, during the course of our audit we didn't comment on any instance of audit trail feature being tampered with.

As per proviso to Rule 3(1) of The Companies (Accounts) Rules, 2014 is applicable from 1st April, 2023. Reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended 31st March, 2024.

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

CA OM PRAKASH KHAJANCHI  
Proprietor  
Membership No.065549  
Date: 25.05.2024  
Place: Kolkata  
UDIN : 24065549BKGTEX1611

**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:-

<b>Description of Property</b>	<b>Gross carrying value</b>	<b>Held in name of</b>	<b>Whether promoter, director or their relative or employee</b>	<b>Period held - indicate range, where appropriate</b>	<b>Reason for not being held in name of company</b>
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 overdues of existing loans given to the same parties except following:

<b>Name of Party</b>	<b>Amount renewed or extended</b>	<b>% of total loan</b>	<b>Remark, if any</b>
	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, 2024 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 are 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: 25.05.2024  
Place: Kolkata  
UDIN : 24065549BKGTEX1611

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Annexure 'B'

Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of **HAMILTON POLES MANUFACTURING CO LTD** ('the Company') as at and for the year ended 31 March 2024, we have audited the internal financial controls with reference to standalone financial statements of the Company as at that date.

**Responsibilities of Management and Those Charged with Governance for Internal Financial Controls**

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to standalone financial statements 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 ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). 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 the Company's business, including adherence to the 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 Act.

**Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Standalone Financial Statements**

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements, and the Guidance Note issued by the ICAI. 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 with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.
5. 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 with reference to standalone financial statements.

### **Meaning of Internal Financial Controls with Reference to Standalone Financial Statements**

6. A company's internal financial controls with reference to financial statements 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 controls with reference to financial statements include 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 unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

### **Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements**

7. Because of the inherent limitations of internal financial controls with reference to standalone financial statements, 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 with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may

deteriorate.

## **Opinion**

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

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

CA OM PRAKASH KHAJANCHI  
Proprietor  
Membership No.065549

Date: 25.05.2024  
Place: Kolkata  
UDIN : 24065549BKGTEX1611

**HAMILTON POLES MANUFACTURING CO LTD**

(CIN: L28991WB1981PLC033462)

**Balance Sheet as at 31st March, 2024**

		Rs. In Hundred	
		As at 31st March, 2024	As at 31st March, 2023
<b>I. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, Plant and Equipment		-	-
(b) Financial Assets			
(i) Investments	2	-	63,000.00
(c) Deferred tax assets (net)	3	-	-
<b>(2) Current assets</b>			
(a) Inventories	4	-	-
(b) Financial Assets			
(i) Investments	5	-	-
(ii) Trade receivables	6	7,327.50	7,327.50
(iii) Cash and cash equivalents	7	6,747.37	1,840.72
(iv) Bank balances other than (iii) above	7	660.10	690.76
(v) Short Term Loans & Advances	8	21,816.40	21,410.41
<b>Total Assets</b>		<b>36,551.37</b>	<b>94,269.39</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity Share capital	9	20,000.00	20,000.00
(b) Other Equity & Reserves	10	4,027.30	3,320.55
<b>LIABILITIES</b>			
<b>(2) Non-current liabilities</b>			
(a) Financial Liabilities		-	-
(i) Borrowings		-	-
<b>(3) Current liabilities</b>			
(a) Financial Liabilities		-	-
(i) Short Term Borrowings		-	-
(ii) Trade payables	11		
a) Total outstanding dues of micro enterprises and small enterprises			
b) Total outstanding dues of creditors others than micro enterprises and small enterprises		12,188.20	70,646.24
(iii) Other financial liabilities (other than those specified in item (c))		-	-
(b) Other current liabilities	12	87.55	60.00
(c) Provisions	13	248.32	242.60
<b>Total Equity and Liabilities</b>		<b>36,551.37</b>	<b>94,269.39</b>

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 and on behalf of the Board of Directors**

**For O P KHAJANCHI & CO**

**Chartered Accountants**

**Firm's Registration No.: 330280E**

**PRIYANKA JHA**  
Managing Director  
DIN-08943236

**APARNA SHARMA**  
Director  
DIN-07006877

**OM PRAKASH KHAJANCHI**

**PROPRIETOR**

**Membership No.: 065549**

**UDIN: 24065549BKGTEX1611**

**Puja Singh**  
Chief Financial Officer  
PAN - KHEPS0330A

**SHILPI AGARWAL**  
Company Secretary  
PAN - AUSPA8226C

**Place: Kolkata**

**Date: 25.05.2024**

**HAMILTON POLES MANUFACTURING CO LTD**

(CIN: L28991WB1981PLC033462)

**Statement of Profit and Loss for the year ended 31st March 2024**

		Rs. In Hundred		
	Particulars	Note No.	As at 31st March, 2024	As at 31st March, 2023
I	Revenue From Operations	14	37,508.75	39,106.25
II	Other Income	15	1,800.00	1,410.41
III	<b>Total Income (I+II)</b>		<b>39,308.75</b>	<b>40,516.66</b>
IV	<b>EXPENSES</b>			
	Cost of materials consumed		-	-
	Purchases of Stock-in-Trade	16	29,351.25	33,997.50
	Employee benefits expense	17	2,650.00	3,420.00
	Payment to Auditors	18	110.00	60.00
	Finance costs	19	1.77	1.77
	Other expenses	20	6,240.65	2,104.29
	<b>Total expenses (IV)</b>		<b>38,353.67</b>	<b>39,583.56</b>
V	Profit/(loss) before exceptional items and tax (I- IV)		<b>955.08</b>	<b>933.10</b>
VI	Exceptional Items		-	-
VII	Profit/(loss) before tax (V-VI)		955.08	933.10
VIII	Tax expense:			
	(1) Current tax		248.32	242.60
	(2) Deferred tax		-	-
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		<b>706.76</b>	<b>690.50</b>
X	Earnings per equity share (for continuing operation):			
	(1) Basic	26	0.353	0.345
	(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 and on behalf of the Board of Directors**

**For O P KHAJANCHI & CO**

**Chartered Accountants**

**Firm's Registration No.: 330280E**

**PRIYANKA JHA**  
Managing Director  
DIN-08943236

**APARNA SHARMA**  
Director  
DIN-07006877

**OM PRAKASH KHAJANCHI**  
**PROPRIETOR**

**Membership No.: 065549**

**UDIN: 24065549BKGTEX1611**

**Puja Singh**  
Chief Financial Officer  
PAN - KHEPS0330A

**SHILPI AGARWAL**  
Company Secretary  
PAN - AUSPA8226C

**Place: Kolkata**

**Date: 25.05.2024**

**HAMILTON POLES MANUFACTURING CO LTD**

(CIN: L28991WB1981PLC033462)

**CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2024**

	Rs. In Hundred	
	For the year ended 31st March 2024 (Rupees)	For the year ended 31st March 2023 (Rupees)
<b><u>CASH FLOW FROM OPERATING ACTIVITIES</u></b>		
Net profit before tax and after extra- ordinary items (As per profit & loss account)	955.08	933.10
Adjustments for items not included	-	-
<b><u>Operating Profit before working capital changes</u></b>	955.08	933.10
<b><u>Working capital adjustments: -</u></b>		
(Increase)/ decrease in current loans and advances	-405.99	-21,410.41
(Increase)/ decrease in Trade receivables	-	9,875.00
(Increase)/ decrease in inventories	-	-
(Increase)/ decrease in other current assets	-	-
Increase/ (decrease) in current liabilities	-58,430.49	7,482.97
<b><u>Cash generated from operations</u></b>	-57,881.40	-3,119.34
Direct Taxes Paid	242.60	37.20
<b>Net cash flow from operating activities (A)</b>	<b>-58,124.00</b>	<b>-3,156.54</b>
<b><u>CASH FLOW FROM INVESTING ACTIVITIES</u></b>		
Proceed from sale(purchase) of investments	63,000.00	-
(Increase)/ decrease in capital expenditure	-	-
(Increase)/ decrease in fixed assets	-	-
<b>Net cash flow from investing activities (B)</b>	<b>63,000.00</b>	<b>-</b>
<b><u>CASH FLOW FROM FINANCING ACTIVITIES</u></b>		
Proceeds from issue of equity shares	-	-
Share Application Money received(refund)	-	-
<b>Net cash flow from financing activities (C)</b>	<b>-</b>	<b>-</b>
<b>Net cash flow during the year (A + B + C)</b>	<b>4,876.00</b>	<b>-3,156.54</b>
Add: Opening cash and cash equivalents	2,531.47	5,688.02
<b>Closing cash and cash equivalents</b>	<b>7,407.47</b>	<b>2,531.48</b>
<b>Components of cash and cash equivalents</b>		
Cash in hand	6,747.37	1,840.72
Deposit with banks in current accounts	660.10	690.76
<b>Total cash and cash equivalents</b>	<b>7,407.47</b>	<b>2,531.48</b>
	<b>-</b>	<b>-0.00</b>

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 and on behalf of the Board of Directors**

**For O P KHAJANCHI & CO**

**Chartered Accountants**

**Firm's Registration No.: 330280E**

**OM PRAKASH KHAJANCHI**

**PROPRIETOR**

**Membership No.: 065549**

**UDIN: 24065549BKGTEX1611**

**Place: Kolkata**

**Date: 25.05.2024**

**PRIYANKA JHA**

**Managing Director**

**DIN-08943236**

**APARNA SHARMA**

**Director**

**DIN-07006877**

**Puja Singh**

**Chief Financial Officer**

**PAN - KHEPS0330A**

**SHILPI AGARWAL**

**Company Secretary**

**PAN - AUSPA8226C**

**HAMILTON POLES MANUFACTURING CO LTD**  
Notes forming part of the financial statements 2024

**Note 2: Non Current Investments**

Rs. In Hundred

Particulars	As at	
	31st March, 2024	31st March,
<b>Trade Investments</b>	-	
In Unquoted equity shares	-	63,000.00
<b>Total</b>	<b>-</b>	<b>63,000.00</b>

**Note 5: Current Investments**

Rs. In Hundred

Particulars	As at	
	31st March, 2024	31st March,
<b>Trade Investments</b>		
In Unquoted equity shares	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**Note 6: Trade Receivables**

Rs. In Hundred

Particulars	As at	
	31st March, 2024	31st March, 2023
Sundry Debtors		
Less than Six Months	7,327.50	7,327.50
<b>Total</b>	<b>7,327.50</b>	<b>7,327.50</b>

**Trade Receivables ageing schedule as at 31st March, 2024**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 year	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good		-		-	7,327.50	7,327.50
(ii) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

**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 year	2-3 years	More than 3 years	
(i) Undisputed Trade receivables -considered good			-	7,327.50	-	7,327.50

**Note 7: Cash and Cash Equivalents**

Rs. In Hundred

Particulars	As at	
	31st March, 2024	31st March, 2023
Balances with banks		
In current accounts	660.10	690.76
Cash in hand	6,747.37	1,840.72
<b>Total</b>	<b>7,407.47</b>	<b>2,531.48</b>

**Note 8: Short Term Loans and Advances**

Rs. In Hundred

Particulars	As at	
	31st March, 2024	31st March, 2023
Goldendunes Real Estates Pvt Ltd	21,647.25	21,269.37
TDS	169.15	141.04
<b>Total</b>	<b>21,816.40</b>	<b>21,410.41</b>

**Note 10: Reserves & Surplus**

Rs. In Hundred

Particulars	As at	
	31st March, 2024	31st March, 2023
<b>(a) Securities premium account</b>		
Opening balance	-	-
Add : Premium on shares issued during the year	-	-
	-	-
Less : Utilised during the year for:	-	-
Closing balance	-	-
<b>(b) Surplus / (Deficit) in Statement of Profit and Loss</b>		
Opening balance	3,320.54	2,630.05
Add: Profit / (Loss) for the year	706.76	690.50
Add: Adjusted	-	-
Closing balance	<b>4,027.30</b>	<b>3,320.55</b>
<b>Total</b>	<b>4,027.30</b>	<b>3,320.55</b>

<b>Note 11: Trade Payable</b>		Rs. In Hundred			
<b>Particulars</b>	<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>			
Sundry Creditors	12,188.20	70,646.24			
<b>Total</b>	<b>12,188.20</b>	<b>70,646.24</b>			
<b>Trade Payables ageing schedule: As at 31st March,2024</b>					
<b>Particulars</b>	<b>Outstanding for following periods from due date of payment</b>				
	<b>Less than 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
(i) MSME	-	-	-	-	-
(ii) Others	12,188.20			-	12,188.20
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
<b>Trade Payables ageing schedule: As at 31st March,2023</b>					
<b>Particulars</b>	<b>Outstanding for following periods from due date of payment</b>				
	<b>Less than 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
(i) MSME	-	-	-	-	-
(ii) Others	10,646.24		-	60,000.00	70,646.24
<b>Note 12: Other Current Liabilities</b>					
		Rs. In Hundred			
<b>Particulars</b>	<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>			
TDS Payable	22.55	-			
Audit Fees Payable	65.00	60.00			
<b>Total</b>	<b>87.55</b>	<b>60.00</b>			
<b>Note 13: Short Term Provisions</b>					
		Rs. In Hundred			
<b>Particulars</b>	<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>			
Provision for Income Tax	242.60	37.20			
Add: During the year	248.32	242.60			
Less: paid/adjusted	242.60	37.20			
<b>Total</b>	<b>248.32</b>	<b>242.60</b>			

**HAMILTON POLES MANUFACTURING CO LTD**

Notes forming part of the financial statements 2024

**Note 14: Revenue from operations**

Rs. In Hundred

Particulars	As at 31st March, 2024	As at 31st March, 2023
Sale of Textile Goods	37,508.75	39,106.25
<b>Total</b>	<b>37,508.75</b>	<b>39,106.25</b>

**Note 15: Other Income**

Rs. In Hundred

Particulars	As at 31st March, 2024	As at 31st March, 2023
Interest Received	1,800.00	1,410.41
<b>Total</b>	<b>1,800.00</b>	<b>1,410.41</b>

**Note 16: Purchase of Stock in Trade**

Rs. In Hundred

Particulars	As at 31st March, 2024	As at 31st March, 2023
Purchase of Textile Goods	29,351.25	33,997.50
<b>Total</b>	<b>29,351.25</b>	<b>33,997.50</b>

**Note 17: Employee Benefit Expenses**

Rs. In Hundred

Particulars	As at31st March, 2024	As at31st March, 2023
Salaries & Wages	2,650.00	3,420.00
<b>Total</b>	<b>2,650.00</b>	<b>3,420.00</b>

**Note 18: Payment To Auditors**

Rs. In Hundred

Particulars	As at31st March, 2024	As at31st March, 2023
As Statutory Audit Fees	110.00	60.00
<b>Total</b>	<b>110.00</b>	<b>60.00</b>

**Note 19: Finance Cost**

Rs. In Hundred

Particulars	As at31st March, 2024	As at31st March, 2023
Bank Charges	1.77	1.77
<b>Total</b>	<b>1.77</b>	<b>1.77</b>

**Note 20 : Other expenses**

Rs. In Hundred

Particulars	As at31st March, 2024	As at31st March, 2023
Advertisement Expenses	290.13	308.46
Business Promotion Expenses	163.35	185.95
Filing Fees & Subscription	66.00	53.00
General Expenses	108.69	115.62
Depository Charges	4,245.38	-
Registrar Fees	200.60	318.60
Interest on TDS	14.04	0.33
Postage, Telegram & Courier Charges	148.67	94.75
Professional & Legal Fees	404.70	325.33
Selling & distributors Expenses	145.49	230.43
Telephone Expenses	81.45	93.97
Travelling and Conveyance Expenses	147.95	318.85
Annual custody fees	59.00	59.00
Website Maintenance Charges	165.20	-
<b>Total</b>	<b>6,240.65</b>	<b>2,104.29</b>

Note 09: Share capital

Rs. In Hundred

Particulars	Mar-24		Mar-23	
	Number of shares	Amount	Number of shares	Amount
<b>(a) Authorised</b>				
Equity shares of Rs. 10/- each with voting rights	2,00,000	20,000.00	2,00,000	20,000.00
	2,00,000	20,000.00	2,00,000	20,000.00
<b>(b) Issued</b>				
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>(c) Subscribed and fully paid up</b>				
Equity shares of Rs. 10/- each with voting rights	2,00,000	20,000.00	2,00,000	20,000.00
<b>Total</b>	<b>2,00,000</b>	<b>20,000.00</b>	<b>2,00,000</b>	<b>20,000.00</b>

Refer Notes (i) to (ii) below

Notes:

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

Rs. In Hundred

Particulars	Opening Balance	Fresh Issue	Other Changes	Closing Balance
<b>Issued, Subscribed and Fully Paid-up</b>				
<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:

Rs. In Hundred

Class of shares / Name of shareholder	Mar-24		Mar-23	
	Number	Amount	Number	Amount
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
<b>Total</b>	<b>1,33,150</b>		<b>1,33,150</b>	

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

Rs. In Hundred

Equity shares of Re. 10 each issued, subscribed and fully paid	Mar-24		Mar-23	
	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	<b>2,00,000</b>	<b>20,000</b>	<b>2,00,000</b>	<b>20,000</b>

Shares held by promoters at the end of the year 31st March 2024

Sr. No.	Promoter Name	No. of Shares	% of total shares	% Change during the year
	<b>Individuals</b>			
1	JUGAL KISHORE BHAGAT	100	0.0513	0
	<b>Sub Total</b>	<b>100</b>	<b>0.0513</b>	
	<b>Bodies Corporate</b>			
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
	<b>Sub Total</b>	<b>1,33,150</b>	<b>68.2821</b>	
	<b>Total</b>	<b>1,33,250</b>	<b>68.3333</b>	<b>0</b>

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
	<b>Individuals</b>			
1	JUGAL KISHORE BHAGAT	100	0.0513	0
	<b>Sub Total</b>	<b>100</b>	<b>0.0513</b>	
	<b>Bodies Corporate</b>			
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
	<b>Sub Total</b>	<b>1,33,150</b>	<b>68.2821</b>	
	<b>Total</b>	<b>1,33,250</b>	<b>68.3333</b>	<b>0</b>

**HAMILTON POLES MANUFACTURING CO LTD**

Notes to Financial Statements for the year ended 31st March,2024

**Note : Calculation of Important Financial Ratios**

Particulars		2023-24	2022-23
<b>1) Current Ratio</b>			
<u>Current Assets</u>			
Cash & Cash Equivalents		7,407.47	2,531.48
Other Current Assets		29,143.90	28,737.91
	Total	36,551.37	31,269.39
<u>Current Liabilities</u>			
Other Current Liabilities		12,275.75	70,706.24
Short Term Provisions		248.32	242.60
	Total	12,524.07	70,948.84
	Current Ratio	2.92	0.44

Remarks:

**2) Debt Equity Ratio**

<u>Total Liability</u>			
		12,275.75	70,706.24
<u>Shareholder's Equity</u>			
Equity Share Capital		20,000.00	20,000.00
Reserves & Surplus		4,027.30	3,320.55
	Total	24,027.30	23,320.55
	Debt Equity Ratio	0.51	3.03

**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		706.76	690.50
<u>Shareholder's Equity</u>			
Equity Share Capital		20,000.00	20,000.00
Reserves & Surplus		4,027.30	3,320.55
	Total	24,027.30	23,320.55
	Return on Equity Ratio	0.03	0.03

**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 is not applicable as the receivables are from previous period**

**7) Trade Payables Turnover Ratio: NA, as we have not made credit purchases during the year**

**8) Net Capital Turnover Ratio**

Net Annual Sales		37,508.75	39,106.25
<u>Total Assets</u>			
Assets		36,551.37	31,269.39
		36,551.37	31,269.39
Net Capital Turnover Ratio		1.03	1.25

Remarks:

**9) Net Profit Ratio**

Net Profit after Tax		706.76	690.50
Revenue		39,308.75	40,516.66
Net Profit Ratio		1.80	1.70

Remarks:

**10) Return on Capital Employed**

<u>Earnings Before Interest and Tax</u>			
Profit after Tax		706.76	690.50
Add: Interest		-	-
Add: Tax		248.32	242.60
	Total	955.08	933.10
<u>Capital Employed</u>			
Total Assets		36,551.37	94,269.39
Less: Current Liabilities		12,524.07	70,948.84
		24,027.30	23,320.55
Return on Capital Employed		0.04	0.04

Remarks:

**11) Return on Investment**

There are no returns on Investments yet

## 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. **7A, Broja Dulal Street, Kolkata-700 006.** Being a Public Limited Company its shares are listed on CSE stock exchanges.

The company's Principal Business in trading in Garments; fabrics; kids suit.

### 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, 2024, 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, 2024, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended 31st March, 2024, 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, 2024	As at 31st March, 2023
(a) Contingent Liabilities Security given by the company in spect of loans taken by other companies	Nil	Nil
(b) Commitments	Nil	Nil

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

	For the year ended 31st March, 2024	For the year ended 31st March, 2023
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 66,010.38/-, as at March 31, 2024.

**t. Related party transaction**

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

Name	Relation	Amount	Interest
Shilpi Agarwal	Company Secretary	1,44,000/-	Salary

**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

<b>Note 21: Contingent Liabilities and Commitments to the extent not provided for</b>		
<b>For the year ended 31st March, 2024</b>		<b>As at 31st March, 2023</b>
(a) Contingent Liabilities		
Security given by the company in respect of loans taken by other companies	Nil	Nil
(b) Commitments	Nil	Nil
<b>Note 22: Earning and Expenditure in Foreign Currency</b>		
<b>year ended 31st March, 2024</b>		<b>For the year ended 31st March, 2023</b>
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
<b>(a) Enterprises under the same management</b>	
(i) Ultimate Holding Company	Nil
(ii) Holding Company	Nil
(iii) Subsidiaries	Nil
(iv) Fellow Subsidiaries (to be given only if there are transactions)	Nil
<b>(b) Associates and Joint Ventures</b>	Nil
<b>(c) Key Management Personnel (KMP)</b>	Nil
	Nil
<b>(d) Relatives of KMP</b>	Nil
<b>(e) Company in which KMP / Relatives of KMP can exercise significant influence</b>	

**25.b: Related Party Transactions**

Particulars of Related Party	Nature of Transactions	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Shilpi Agarwal (Company Secretary)	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, 2024	As at 31st March, 2023
Receivable	Nil	Nil
Payable	Nil	Nil

**Note 26: EPS****year ended 31st March, 2024****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	0	0	0	0.3	0.3	0.3

**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	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: 24065549BKGTEX1611**

**Place : Kolkata**  
**Date : 25.05.2024**

**PRIYANKA JHA**  
**Managing Director**  
**DIN-08943236**

**PUJA SINGH**  
**CFO(KMP)**  
**PAN-KHEPS0330A**

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

**SHILPI AGARWAL**  
**COMPANY SECRETARY**  
**PAN-AUSPA8226C**

**HAMILTON POLES MANUFACTURING CO LTD****CIN: L28991WB1981PLC033462****Regd. Off.: - 7A, BROJA DULAL STREET, KOLKATA -700006****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 43<sup>rd</sup> Annual General Meeting of the company, to be held at the 7A, Broja Dulal Street, Kolkata-700006 at 12:30 PM on Tuesday, the 24th September, 2024, 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, 2024 together with the Report of the Directors' and Auditors' thereon.		
2	To appoint a director in place of Mrs. Puja Singh (DIN- 10237044) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.		
3	Re-Appointment Of Mr. Swapan Sardar (Din No. 08526439) As An Independent Director Of The Company.		
4	Re-Appointment Of Mrs. Chandra Kanta Karel (Din No. 08526173) As An Independent Director Of The Company		
5	Special Resolution for Borrowing the money.		
6	Special Resolution for increasing the Loan and investment limits		

Signed this \_\_\_ day of \_\_\_\_\_ 2024

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.: - 7A, Broja Dulal Street, Kolkata -700006,**

**Tel. No.: 98363 86292**

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

## **ATTENDANCE SLIP**

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

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

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

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 43<sup>rd</sup> Annual General Meeting of the Company at 7A, Broja Dulal Street, Kolkata-700006 at 12:30 p.m. on Tuesday, the 24th September, 2024.

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

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

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

### **ELECTRONIC VOTING PARTICULARS**

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

#### Notes:

- (1) Where Bank Account Number is not registered with the Depositories or Company, please enter your User Id. as mentioned in column (2) above.
- (2) Please read the Instructions Printed under the Note No. 16 to the Notice dated 22<sup>nd</sup> August, 2024 of the 43<sup>rd</sup> Annual General Meeting. The e-Voting period starts from 9.00 A.M. on 21.09.2024 and ends at 5.00 P.M. on 23.09.2024, the e-voting module shall be disabled by CDSL for voting thereafter.

**HAMILTON POLES MANUFACTURING CO LTD**

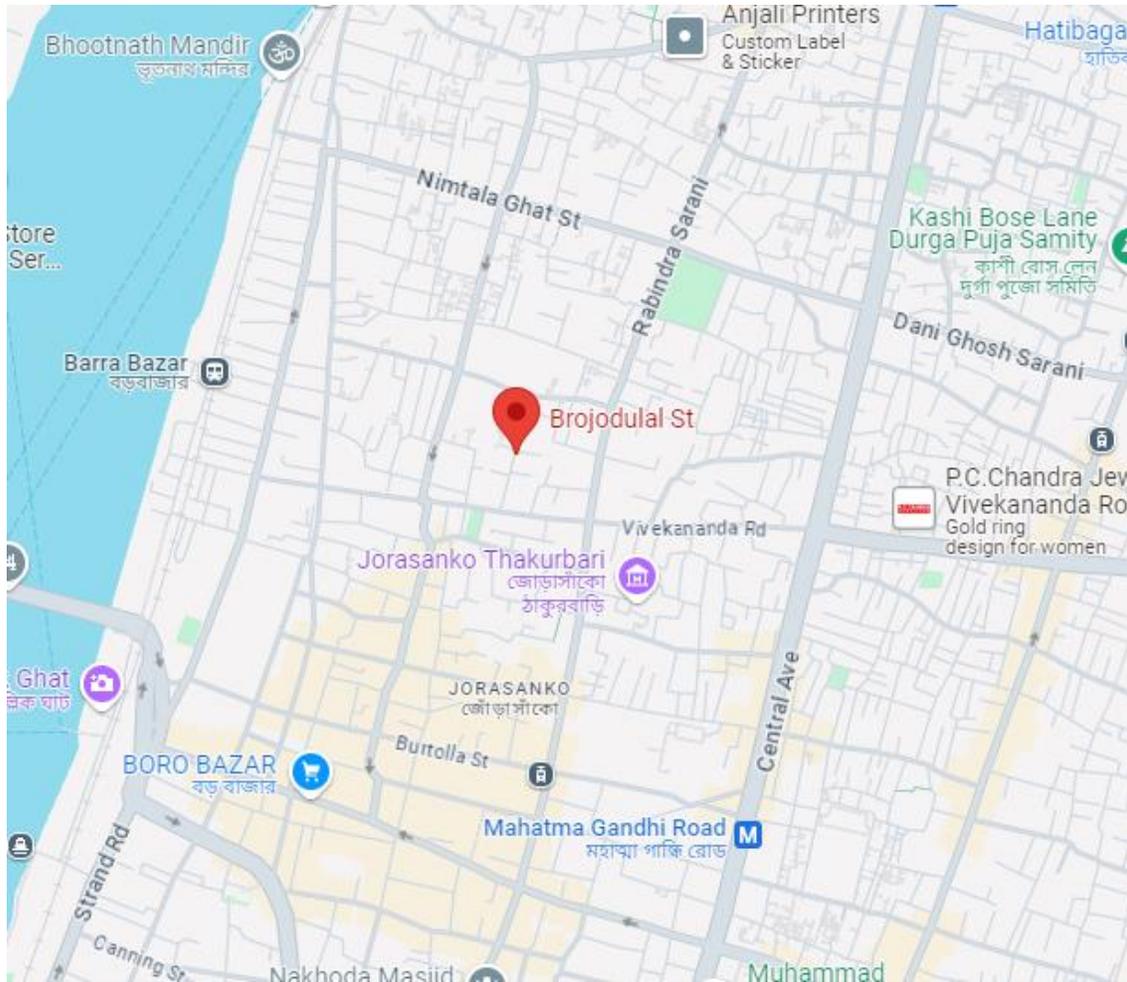
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**Tel. No.: 98363 86292**

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

**ROAD MAP TO AGM VENUE**



7A, Broja Dulal Street, Kolkata-700006