

Western India Commercial Company Limited

Registered Office: 21, Strand Road, Kolkata 700 001

CIN: L67120WB1928PLC093924

Website: www.western-india.co.in

E-Mail: westernindiacommercialcoltd@gmail.com

Phone: 033-22309601-03

NOTICE

NOTICE is hereby given that the 94th Annual General Meeting of Western India Commercial Co. Ltd. will be held on Monday, the 14th August, 2023 at 11.00 A.M. at 21, Strand Road, Kolkata – 700 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended 31st March, 2023 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Jagdish Prasad Mundra (DIN: 00630475), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Subhas Jajoo (DIN: 00429371), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To fix remuneration of Statutory Auditors M/s K. K. Chanani & Associates, Chartered Accountants, having Firm Registration No. 322232E, for the financial year ending 31st March, 2024 and in this connection to consider and if thought fit to pass with or without modification the following Resolution as an Ordinary Resolution:

“Resolved that the Board of Directors of the Company be and is hereby authorised to fix the remuneration of Statutory Auditors M/s K. K. Chanani & Associates, Chartered Accountants, (Firm Registration No. 322232E), for the year ending 31st March, 2024 in consultation with the Auditors and reimbursement of out pocket expenses, if any, in addition thereto and taxes as applicable.”

SPECIAL BUSINESS:

5. **To approve re-appointment of Mr. Tapas Kumar Bhattacharya (DIN: 00711665) as a Non-Executive Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution, as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b), 17(1C), 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), re-appointment of Mr. Tapas Kumar Bhattacharya (DIN: 00711665), who was re-appointed as a Non-Executive Independent Director of the Company by the Board of Directors for a second term of

five consecutive years, with effect from 29th June, 2023 subject to members' approval, at the recommendation of the Nomination and Remuneration Committee, be and is hereby approved as a Non-Executive Independent Director on the Board of the Company, not liable to retire by rotation, to hold office for a second term of 5(Five) consecutive years with effect from 29th June, 2023 upto 28th June, 2028 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, and pursuant to other laws and regulations, if any, as amended from time to time, consent of the members of the Company be and is hereby accorded for continuation of directorship of Mr. Bhattacharya even after his attaining the age of seventy five years on 31st December, 2026 till the end of his second term as aforesaid.

RESOLVED FURTHER THAT Mr. Tapas Kumar Bhattacharya shall be paid sitting fees and reimbursement of expenses for attending the meetings of the Board and Committees, as applicable.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee or any director thereof) be and is hereby authorized to execute all such contracts, agreements, documents, instruments and writings, as deemed necessary, file requisite forms or applications with statutory/regulatory authorities, with power to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary, expedient or appropriate and to delegate all or any of its powers herein conferred to any Officer(s) of the Company, to give effect to this resolution.”

6. To appoint Ms. Sneha Agarwal, a Practicing Company Secretary as Secretarial Auditor of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Ms. Sneha Agarwal (CP No.14914), a Secretary in Whole-time Practice (CSP), be and is hereby appointed as the Secretarial Auditor of the Company in terms of the provisions of Section 204 of the Companies Act, 2013 to hold the office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board and agreed to by her.”

Registered Office:
21, Strand Road,
Kolkata – 700 001

Date: 7th June, 2023

By order of the Board

Ghanshyam Mohta
Company Secretary
ICSI Membership No.:A25715

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the Special Business set out under item No. 5 & 6 of the accompanying Notice is annexed hereto.
2. A statement providing additional details of the Director(s) seeking appointment / re-appointment as set out at Item No. 2, 3 and 5 of the Notice is annexed herewith as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (‘ICSI’).
3. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut- off date of Monday, 7th August, 2023.
4. Members seeking any information with regard to the Accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Monday, 7th August, 2023 through e -mail at westernindiacommercialcoltd@gmail.com to enable the company reply suitably during the AGM.
5. A member entitled to attend and vote at the annual general meeting (the “meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. Proxy in order to be effective must be deposited at the registered office of the company, duly completed and signed, not less than forty eight hours before the commencement of the meeting. A proxy form for the purpose is enclosed.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A member may vote either for or against each resolution.

6. Members of the Company had approved the appointment of M/s. K. K. Chanani & Associates, Chartered Accountants, as Statutory Auditors of the Company at the Extraordinary General Meeting held on Friday, the 28th January, 2022, to hold office until the conclusion of the 95th Annual General Meeting (AGM) of the Company subject to review by the Board every year. Members are required to fix remuneration of the said auditors for the financial year ending 31st March, 2024 and are requested in this connection to authorise the Board to do so in consultation with the Auditors as per proposed resolution in the Notice.

7. Members are requested to intimate/update changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,:
 - a. For shares held in electronic form: to their Depository Participants (DPs)
 - b. For shares held in physical form: to the Company/Registrar and Transfer Agent in the prescribed ISR Forms.
8. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests to Company's Registrar & Transfer Agents by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website. It may be noted that a service request can be processed only after the folio is KYC Compliant.
9. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Company's Registrar and Transfer Agent (RTA) Maheshwari Datamatics Pvt. Ltd. (MDPL), for assistance in this regard.
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA (MDPL), the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
11. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Individual Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to MDPL in case the shares are held in physical form.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
13. The Register of Members and Share Transfer Books of the Company shall remain closed from 8th August, 2023 to 14th August, 2023 (both days inclusive).
14. Members are requested to bring the attendance slip along with their copy of the Annual Report to the

Meeting.

15. Maheshwari Datamatics Pvt. Ltd. (MDPL) is acting as Registrar and Transfer Agent (RTA) for both physical and electronic form of shareholdings. All communications relating to shares should be addressed to the RTA at 23, R.N. Mukherjee Road, 5th Floor, Kolkata – 700 001.
16. Notice of this Annual General Meeting and the Annual Report of the Company for the year 2022-23 will also be available on the website of the Company viz. www.western-india.co.in
17. Route Map to the venue of the Annual General Meeting is provided at the end of the Notice.
18. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI Listing Regulations read with the MCA Circulars, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL), on all the resolutions set forth in this Notice. The ISIN allotted to the Company is : **INE925M01015**
19. The Members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting'). Members who have acquired shares after the dispatch of the Notice of the AGM and before the book closure may approach the Company/RTA for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 10.00 A.M. on Friday, 11th August, 2023 and will end at 5.00 P.M. on Sunday, 13th August, 2023. The Board of Directors has appointed Mr. Rohit Kumarr Mundhra, Practicing Chartered Accountant (Membership No. 067469), partner of M/s. ASRM & Co. (Firm Registration No. 328024E) to act as the Scrutiniser, for conducting the scrutiny of the votes cast. Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter. The facility for voting through ballot paper shall be made available at the AGM and the members as on the "cut-off date" i.e. Monday, 7th August, 2023 attending the meeting who have not cast their vote by e-voting shall be able to exercise their right to vote at the meeting through ballot paper.
20. Registers required under section 170 and 189 of the Companies Act, 2013 shall be made available at the commencement of the meeting and shall remain open and accessible to the members for inspection during the continuance of the meeting.

PROCEDURE FOR E-VOTING

The instructions for e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:




Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under

	<p>‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="820 790 1326 1093" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will

	authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a

Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your

‘initial password’.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ca.rohitmundhra@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and become member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Monday, 7th August, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the Company/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990 and 1800 22 44 30** . In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Monday, 7th August, 2023, may follow steps mentioned in the Notice of the AGM under Step 1 : "Access to NSDL e-Voting system"(Above).
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Asst. Vice President, NSDL and/or Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to westernindiacommercialcoltd@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to westernindiacommercialcoltd@gmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
5. Members who need assistance, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.

Please note the following:

A person, whose name is recorded in the register of members as on the cut-off date shall be entitled to avail the facility of either remote e-voting or voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The results of voting shall be displayed on the notice board at the registered office of the Company.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,
2013**

As required by section 102 of the Act, the following Explanatory Statement sets out all material facts relating to the business mentioned under item 5 & 6 of the accompanying Notice:

Item No. 5

To Approve the re-appointment of Mr. Tapas Kumar Bhattacharya (DIN: 00711665) as an Independent Director of the Company

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors on 7th June, 2023 has re-appointed Mr. Tapas Kumar Bhattacharya (DIN: 00711665) as an Independent Director on the Board of the Company, not liable to retire by rotation, to hold office for a second term of 5(Five) consecutive years with effect from 29th June, 2023 upto 28th June, 2028 (both days inclusive), subject to further approval of the Members of the Company.

In terms of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (including any amendment(s) / modification(s) / re-enactment(s) thereto), it is necessary to obtain approval of the members of the Company for the appointment of Mr. Tapas Kumar Bhattacharya as an Independent Director of the Company within a period of three months from the date of appointment.

Mr. Tapas Kumar Bhattacharya has confirmed that he meets the criteria of independence as provided under Section 149 of the Act and Regulation 16 of SEBI LODR Regulations. In the opinion of the Board, Mr. Bhattacharya fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI LODR for his appointment as an Independent Director of the Company and is independent of the Management. He has also confirmed that he is not debarred from holding office of Director by virtue of any SEBI order or any other such authority.

Mr. Tapas Kumar Bhattacharya aged about 71 years, is M.Com, a Law graduate and an Advocate by profession. He has about 45 years of experience of working in Government Departments, Corporate entities and tax practice and is presently practicing as an income tax professional. Mr. Bhattacharya has appropriate skill and knowledge in tax practice. He is an Independent Director on the Board of N.B.I. Industrial Finance Company Limited.

Other details of Mr. Tapas Kumar Bhattacharya as stipulated under Regulation 36 of the SEBI LODR Regulations and SS-2 are provided in the Annexure to this Explanatory Statement.

The Nomination and Remuneration Committee evaluated his experience and expertise and has considered that his contribution on the Board will be of great value to the Company. The Board considers that Mr. Tapas Kumar Bhattacharya’s association would be of immense benefit to the Company and desires to avail his services as an Independent Director on the Board of the Company.

In view of the above and in terms of the provisions of Section 149 and other applicable provisions of the Act and provisions of SEBI LODR, Mr. Tapas Kumar Bhattacharya’s re-appointment as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for 5(Five) consecutive years with effect from 29th June, 2023 upto 28th June, 2028 (both days inclusive) is proposed to be confirmed, irrespective of the fact that he will attain the age of 75 years on 31st December, 2026 i.e. before the end of his tenure in view of his vast experience as a tax practitioner.

Except Mr. Tapas Kumar Bhattacharya, being an appointee, none of the other Directors and the Key Managerial Personnel of the Company or their relatives, are in any way, financially or otherwise, concerned or interested in the said Special Resolution as set out at Item No. 5 of the accompanying Notice. Mr. Tapas Kumar Bhattacharya is not related to any Director or Key Managerial Personnel of the Company and does not hold any share in the Company.

Item No. 6

Appointment of Secretarial Auditor

The Company has to have its secretarial audit conducted for the fiscal 2024 and for the purpose the Company is required to appoint a Secretary in Whole-time Practice (CSP) as Secretarial Auditor.

Ms. Sneha Agarwal (CP No.14914), a Secretary in Whole-time Practice (CSP) has consented to act as Secretarial Auditor of the Company in terms of Section 204 of the Act to hold office till the conclusion of the next Annual General Meeting on such remuneration as the Board of Directors may determine and agreed to by her.

The Board recommends the resolution for approval by the Members as set out in the Notice convening the Meeting.

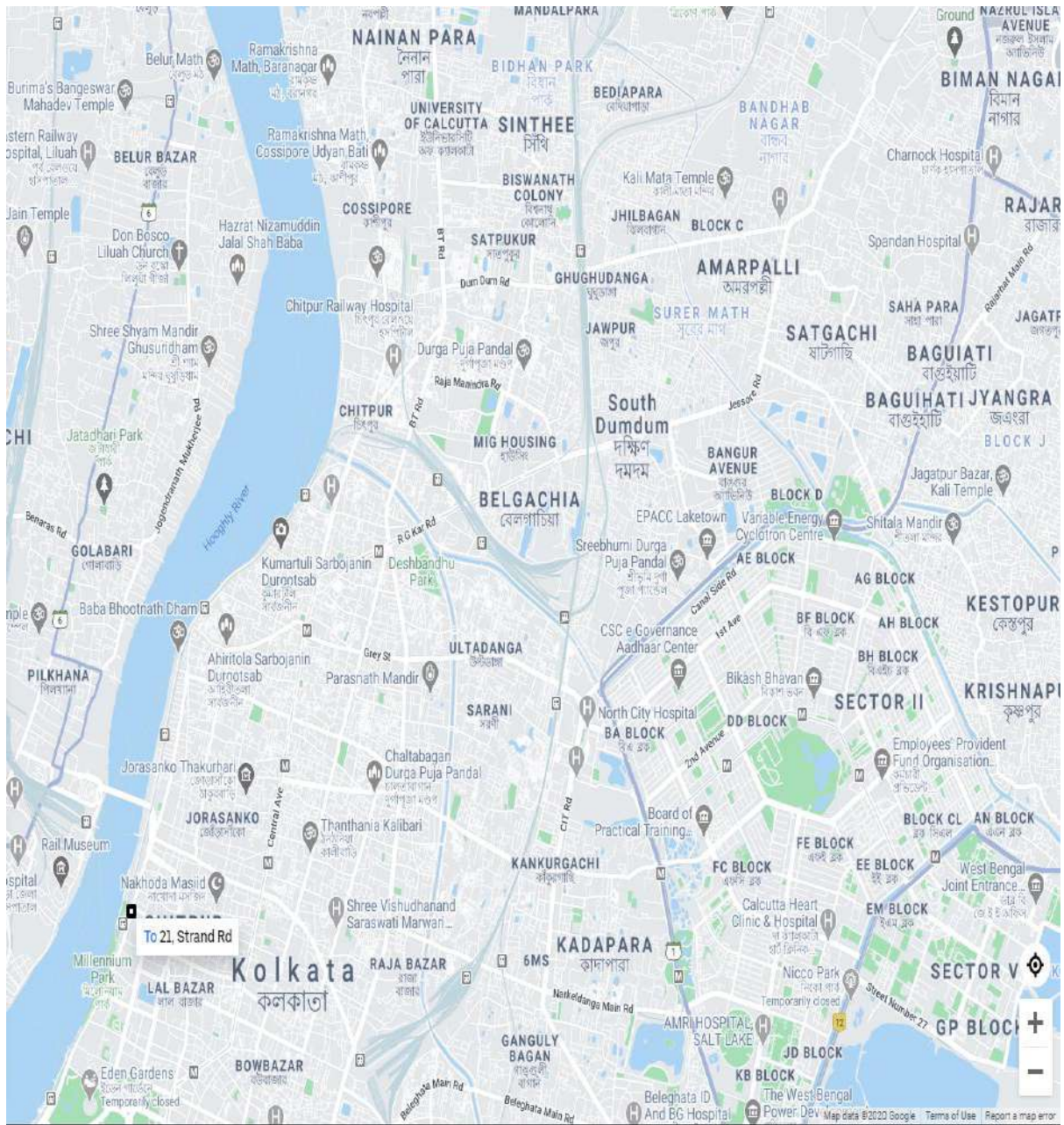
Ms. Sneha Agarwal, is concerned in the Resolution of the accompanying Notice relating to her own appointment. No other Director or Key Managerial Personnel (KMP) or their relatives are concerned or interested, financially or otherwise, in the said resolution.

Detail of the Director seeking re-appointment at the Ninety Fourth Annual General Meeting to be held on Monday, August 14, 2023 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 on General Meetings are as follows:

Name of the Director	Shri Jagdish Prasad Mundra	Shri Subhas Jajoo
Date of Birth & Age	September 18, 1944 79 Years	March 01, 1975 48 Years
Qualification	Law Graduate and an MBA.	Fellow Chartered Accountant and Cost Accountant
Expertise in specific functional area	Shri Jagdish Prasad Mundra has vast experience in Accounts, Finance, Taxation, Secretarial and Corporate Management.	Shri Subhas Jajoo has vast experience in Accounts, Finance, Taxation and Corporate Management.
Directorships in other listed companies	Yes – N. B. I. Industrial Finance Co. Ltd.	NIL
Memberships of Committees in other listed companies (Includes only Audit & Stakeholders' Relationship Committee)	Audit Committee – Member Stakeholders' Relationship Committee – Member	NIL
No. of shares held in the Company	NIL	NIL
Directorships in other companies	<ul style="list-style-type: none"> - Aqua Infra Projects Ltd. - Karmayog Properties Pvt. Ltd. - Newa Investments Pvt. Ltd. - N. B. I. Industrial Finance Co. Ltd. - Ragini Properties Private Ltd. - Raipur Cement Company Pvt. Ltd. - Raipur Handling & Infrastructure Pvt. Ltd. - Ram Balaji Industries Ltd - Ramgopal Industries Pvt. Ltd - Rivaansh Tradecomm Pvt. Ltd - SCL Energy Pvt. Ltd - Shree Cement East Pvt. Ltd. - Sparton Growth Fund Private Ltd. - Suryadewata Properties Pvt. Ltd. - The Didwana Investment Co. Ltd. - The Kamla Company Ltd. - The Venktesh Co. Pvt. Ltd. 	<ul style="list-style-type: none"> - Aqua Infra Projects Ltd. - Alfa Buildhome Pvt. Ltd. - India Paint & Commercial Co. Ltd. - Orbit Sky Gardens Owners Association - Shree Cement East Pvt. Ltd.
Relationship with other Directors and Key Managerial Personnel	N.A.	N.A.

Name of the Director	Shri Tapas Kumar Bhattacharya
Director Identification Number (DIN)	00711665
Date of Birth & Age	January 01, 1952 71 Years
Nationality	Indian
Date of Re- Appointment	29 th June, 2023
Qualification	M.Com., LL.B
Expertise in specific functional area	Shri Tapas Kumar Bhattacharya has vast experience in Accounts, Taxation and Corporate Management.
Remuneration details	None except sitting fee for attending meetings of the Board and Committees thereof.
Directorships in other listed companies	N.B.I. Industrial Finance Co. Ltd.
Memberships/Chairmanships of Committees in other listed companies (Includes only Audit & Stakeholders' Relationship Committee)	Audit Committee – Chairman Stakeholders' Relationship Committee – Member
No. of shares held in the Company	NIL
Directorships in other companies	- N.B.I. Industrial Finance Co. Ltd.
Relationship with other Directors and Key Managerial Personnel	None

Route Map for venue of the AGM:



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 Company: Western India Commercial Company Limited

CIN: L67120WB1928PLC093924

Registered Office: 21, Strand Road, Kolkata 700 001

Website: www.western-india.co.in

E-Mail: westernindiacommercialcoltd@gmail.com

Phone: 033-22309601-03

Name of the member(s):

Registered address:

E-mail ID:

Folio No./Client ID:

DP ID:

No. of Shares:

I/We, being the member(s) of the above named company, hereby appoint:

1. Name:
Address:
E-mail ID:
Signature: _____ or failing him
2. Name:
Address:
E-mail ID:
Signature: _____ or failing him
3. Name:
Address:
E-mail ID:
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 94th Annual General Meeting of the Company to be held on Monday, the 14th August, 2023 at 11.00 A.M. at 21, Strand Road, Kolkata – 700 001 or any adjournment thereof in respect of such resolutions as are indicated below –

Resolution No.	Description	For	Against
1	Adoption of Financial Statements and Reports of Board & Auditors thereon for the financial year ended 31 st March, 2023.		
2	Re-appointment of Shri Jagdish Prasad Mundra (DIN: 00630475) as Director retiring by rotation.		
3	Re-appointment of Shri Subhas Jajoo (DIN: 00429371) as Director retiring by rotation.		
4	Authorising the Board to fix the remuneration of Statutory Auditors M/s K.K. Chanani & Associates for the financial year ending 31 st March, 2024.		
5	Approve re-appointment of Shri Tapas Kumar Bhattacharya as an Independent Director of the Company, not liable to retire by rotation.		
6	Appointment of Ms. Sneha Agarwal (CP No.14914), as the Secretarial Auditor for the financial year ending 31 st March, 2024.		

Signature of Proxy

Affix
Revenue
Stamp

Signed this.....day of, 2023

Signature of Share-holder(s)

Note: The Proxy must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.

Western India Commercial Company Limited

CIN: L67120WB1928PLC093924

Registered Office: 21, Strand Road, Kolkata 700 001

Website: www.western-india.co.in

E-Mail: westernindiacommercialcoltd@gmail.com

Phone: 033-22309601-03

ATTENDANCE SLIP

94th Annual General Meeting on Monday, the 14th August, 2023

Name of the Shareholder _____

Address _____

Folio No. _____ DP ID _____ Client ID _____

No. of shares held _____

Name of Proxy Holder / Authorised Representative:

I/We certify that I/We am/are registered shareholder/proxy for the registered shareholder of the company.

I/We hereby record my/our presence at the 94th Annual General Meeting of the Company on Monday, the 14th August, 2023 at 11.00 A.M. at 21, Strand Road, Kolkata – 700 001 or any adjournment thereof.

Signature of the shareholder(s)/Proxy(s)

Notes:

1. Shareholder/Proxy(s) are requested to bring the attendance slips with them when they come to the meeting and handover the same at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the proxy form should be completed and deposited at the Registered Office of the Company at least 48 hours before the meeting.