



HINDUSTAN TIN WORKS LIMITED

Registered & Corporate Office : 426, DLF Tower-A, Jasola, New Delhi - 110025

CIN : L27109DL1958PLC003006

Phone : 011-4999 8888, Fax : 011-4999 8822

E-Mail : info@hindustantin.co.in

Website : <http://www.hindustantin.biz>

To,
The BSE Limited,
Floor, 25th P.J. Towers,
Dalal Street,
Mumbai – 400001.

Dated: 31st August, 2024

SUB: 66th ANNUAL GENERAL MEETING NOTICE 2023-24.

Dear Sir/Madam,

Please find enclosed herewith copy of notice of 66th Annual General Meeting which will be held on Friday 27th September, 2024 at 11 a.m. through Video Conferencing / Other Audio Visual Means in accordance with the relevant circulars issued by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI").

Thanking you,

Yours faithfully,
For **Hindustan Tin Works Limited**

Rajat Pathak
EVP (Finance) & Company Secretary

Encl: As above.





(CIN : L27109DL1958PLC003006)

426, DLF Tower – A,

Jasola, New Delhi - 110025

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **66th Annual General Meeting** of the Members of Hindustan Tin Works Limited will be held on Friday, 27th September, 2024 at 11.00 a.m. through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) to transact the following businesses.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2024 and the Statement of Profit & Loss Account for the year ended on that date and the report of the Board of Directors and Auditors' thereon.
2. To declare dividend on equity shares for the financial year ended 31st March, 2024.
3. To appoint a Director in place of Mr. Ashok Kumar Bhatia (DIN: **00081730**) who retires by rotation as per the provisions of section 152 of the Companies Act, 2013 and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

4. RE-APPOINTMENT OF MR. SANJAY BHATIA, MANAGING DIRECTOR

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

“RESOLVED that in accordance with the provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Memorandum and Articles of Association of the Company, any other authority, if applicable, and subject to such conditions or modifications as may be prescribed or imposed by such authorities while granting such approval, consents, permissions and sanctions, consent of the Company be and is hereby accorded for the reappointment of Mr. Sanjay Bhatia, Managing Director (DIN:00080533) of the Company for a period of three years i.e. from 01.10.2024 to 30.09.2027 at a remuneration of up to Rs.4.00 Crores p.a. as prescribed and as calculated according to Schedule V as amended from time to time.

The following shall not be included for the purpose of computation of the Managing Director's remuneration or perquisites as aforesaid:-

- (i) The Company's contribution to Provident Fund, Superannuation Fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
- (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- (iii) Encashment of leave at the end of tenure or at the time of ceasing to be Managing Director pursuant to the Rules of the Company.

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



5. RE-APPOINTMENT OF MR. ASHOK KUMAR BHATIA, WHOLE TIME DIRECTOR.

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

“RESOLVED that in accordance with the provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Memorandum and Articles of Association of the Company, any other authority, if applicable, and subject to such conditions or modifications as may be prescribed or imposed by such authorities while granting such approval, consents, permissions and sanctions, consent of the Company be and is hereby accorded for the reappointment of Mr. Ashok Kumar Bhatia, Whole-time Director (DIN : 00081730) of the Company for a period of three years i.e. from 01.10.2024 to 30.09.2027 at a remuneration of up to Rs. 4.00 Crores p.a. as prescribed and as calculated according to Schedule V as amended from time to time.

The following shall not be included for the purpose of computation of the Whole-time Director’s remuneration or perquisites as aforesaid:-

- (i) The Company’s contribution to Provident Fund, Superannuation Fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
- (ii) Gratuity payable at a rate not exceeding half a month’s salary for each completed year of service.
- (iii) Encashment of leave at the end of tenure or at the time of ceasing to be Whole-time Director pursuant to the Rules of the Company.

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

6. RE-APPOINTMENT OF MR. PRIT PAL SINGH, WHOLE TIME DIRECTOR.

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

“RESOLVED that in accordance with the provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Memorandum and Articles of Association of the Company, any other authority, if applicable, and subject to such conditions or modifications as may be prescribed or imposed by such authorities while granting such approval, consents, permissions and sanctions, consent of the Company be and is hereby accorded for the reappointment of Mr. Prit Pal Singh, Whole-time Director (DIN: 00658785) of the Company for a period of three years i.e. from 12.08.2024 to 11.08.2027 at a remuneration of up to Rs. 32 Lakhs p.a. as prescribed and as calculated according to Schedule V as amended from time to time.

The following shall not be included for the purpose of computation of the Whole-time Director’s remuneration or perquisites as aforesaid:-

- (i) The Company’s contribution to Provident Fund, Superannuation Fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.



- (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- (iii) Encashment of leave at the end of tenure or at the time of ceasing to be Whole-time Director pursuant to the Rules of the Company.

RESOLVED FURTHER that the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. TO RATIFY THE REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2025.

To consider and if, thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:-**

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Messrs K. S. Bhatnagar & Associates, Cost Auditors (Firm Registration No. 102274) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025 to be paid the remuneration as set out in the statement annexed to the Notice convening this Meeting be and is hereby ratified.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board

Place: New Delhi
Date: 14th August, 2024

Rajat Pathak
EVP (Finance) & Company Secretary

Registered Office:

426, DLF Tower- A,
Jasola, New Delhi – 110025.

NOTES:

1. Pursuant to the MCA General Circular No. 09/2023 dated September 25, 2023, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 2/2022 dated May 5, 2022 and General Circular No. 21/2021 dated December 14, 2021 read together with circulars dated January 13, 2021, dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM.

Further, Securities and Exchange Board of India (SEBI), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 (SEBI Circulars) and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).



2. The deemed venue for 66th e-AGM shall be the registered office of the Company.
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS E-AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM FACILITY, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE E-AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
4. The register of members and share transfer books of the Company will remain closed from Saturday, 21st September, 2024 to Friday, 27th September, 2024 (both days inclusive).
5. The dividend, if declared at the meeting, will be paid on or after 27th September, 2024 to those members whose names appear:
 - a. As Beneficial Owners as at the end of the business hours on 20th September, 2024 as per the list to be furnished by the depository in respect of the shares held in electronic form and,
 - b. As members in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company on or before 20th September, 2024.
6. The members are requested to notify immediately any change in their address, exclusively on separate letter without clubbing it with any other request, for quicker attention directly to the Company's Share Transfer Agent.

Messrs Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor, 99 Madangir,
Behind Local Shopping Complex, New Delhi – 110062.
7. A statement pursuant to section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
8. Brief profile of the Directors seeking appointment/re-appointment, as amended under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of the Notice. None of the Independent Directors of the Company are in any way related to each other.
9. The facility of joining the e-AGM through VC /OAVM will be opened 30 minutes before and will be open up to 15 minutes after the scheduled start time of the e-AGM, i.e. from 10.30 a.m. to 11.15 a.m. and will be available for 1,000 members on a first-come first-served basis. This rule would however not apply to participation of members holding 2% or more shareholding, promoters, directors, key and senior managerial personnel, auditors, etc
10. The Shareholders are requested to update their contact address and e mail address.
11. Shareholders are requested to get their shares converted from physical form to DEMAT form.
12. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2015-16, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 28th September, 2023 (date of the previous Annual General Meeting) on the website of the Company which can be accessed through the link: <https://hindustantin.biz/pdf/list-of-shareholders-whose-shares-transferred-in-iepf-2024.pdf> The said details have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: www.mca.gov.in.



Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 which came into force from September 7, 2016 (including any amendment thereto or reenactment thereof for the time being in force), all equity shares in respect of which dividend has not been paid or claimed by the Member(s) for seven consecutive years or more are required to be transferred to the IEPF Authority, a Fund constituted by the Government of India under Section 125 of the Companies Act, 2013. The Company has communicated individually and also published notice in newspapers on 24th July, 2024 to the concerned Members to claim their unpaid / unclaimed dividend amount(s) and that failure to claim the same would lead to their equity shares being transferred to the IEPF Authority without any further notice. In accordance with the aforesaid IEPF Rules, till date, the Company has transferred shares pertaining to dividends which remained unpaid and unclaimed, being declared for the years 2008-09, 2009-10, 2010-11, 2011-12, 2012-13, 2013-14, 2014-15 and 2015-16 to the IEPF Authority.

The unclaimed dividends and corresponding shares including all benefits accruing on such shares, if any, once transferred to the IEPF Authority can only be claimed back from the IEPF Authority, for which details are available at www.iepf.gov.in.

Claim of Unclaimed Dividend, if any, for the financial years 2016-17, 2017-18, 2018-19, 2019-20, 2020-21, 2021-22 & 2022-23 shall be made to the Company or Share Transfer Agent.

13. SEBI vide its notification dated 08/06/2018 has mandated that, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Members holding shares in physical form are therefore requested to dematerialize their share certificates.
14. In compliance with the above stated MCA Circulars and SEBI Circulars, Notice of 66th e- AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participants. The Company shall send the physical copy of Annual Report 2023-24 to those Members who request the same at investorrelations@hindustantin.co.in mentioning their Folio No./DP ID and Client ID. Members may note that the said Notice and Annual Report will also be available on the Company's website – <https://www.hindustantin.biz> and website of the Stock Exchanges i.e. BSE Ltd. www.bseindia.com
15. **Mandatory updation of PAN, KYC, Bank details, Specimen signature and Nomination details prior to processing the payment of Dividend:**

Pursuant to SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 issued to the Registrar and Transfer Agents and SEBI Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, as amended, SEBI has mandated that, with effect from April 1, 2024, dividend to the security holders holding shares in physical mode shall be paid only through electronic mode. Such payment to the eligible shareholders holding physical shares shall be made only after they have furnished their PAN, Contact Details (Postal Address with PIN and Mobile Number), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company or its RTA. Relevant FAQs have been published by SEBI in this regard. The FAQs and the above mentioned SEBI Master Circular and SEBI Circular are available on SEBI's website. The forms for updation of PAN, KYC, Bank details and Nomination viz. Forms ISR-1, ISR-2, ISR-3 and SH-13 are available on our website at www.hindustantin.biz. In view of the above, we urge Members holding shares in physical form to submit the required forms duly filled up and signed, along with the supporting documents at the earliest to the RTA at beetalrta@gmail.com towards this, the Company is sending letters to the Members holding shares in physical form, in relation to applicable SEBI Circular(s). Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs. Further, Members holding shares in physical form are requested to ensure that their PAN is linked to their Aadhaar card.



16. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 in Form ISR-1. The Form ISR-1 is also available on the website of the Company at <https://www.hindustantin.biz> Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR – 1.
17. 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 demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at <https://www.hindustantin.biz> and on the website of the Company’s RTA www.beetafinancial.com

It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests 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 RTA, for assistance in this regard.
18. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
20. Members desirous of asking any question at the Annual General Meeting are requested to send their question so as to reach the Company between 21st September, 2024 to 23rd September 2024 on or before 5.00 pm on the email id investorrelations@hindustantin.co.in so that the same can be suitably addressed.
21. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
22. Appointment of Directors: At the ensuing Annual General Meeting, Mr. Ashok Kumar Bhatia retires by rotation and seeks reappointment.
23. The relevant Registers & other documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the members at the Company’s Registered Office on all working days during business hours up to the date of the meeting.
24. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations read with circular of SEBI on e-Voting Facility



provided by Listed Entities, dated December 9, 2020, the Company is providing to its Members facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting"). Further, the facility for voting through electronic voting system will also be made available at the Meeting ("Insta Poll") and Members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.

25. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
26. Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandated that dividends paid or distributed by a Company after April 1, 2020 shall be taxable in the hands of the Members. The Company shall therefore be required to deduct Tax at Source (TDS) at the time of dividend payment. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with, the provisions of the Income Tax Act, 1961 within the time prescribed by the Company. Members are also requested to ensure that their PAN and Bank details are registered with the RTA for the purpose of dividend.
27. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
28. Mr. Vinod Kumar Gupta, Practicing Company Secretary (M No. 2148) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
29. The Chairman/Company Secretary shall formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the notice of the 66th e-AGM and announce the start of the casting of vote through the e- voting system of beetal.
30. The scrutinitiser shall, immediately after the conclusion of voting at the e-AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting in the presence of at least two witnesses, not in the employment of the company and make a scrutinitiser's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.
31. The Scrutiniser shall submit his report to the Chairman, who shall declare the results of the voting. The results declared along with the scrutinitiser's report shall be placed on the Company's website and also be communicated to the Stock Exchange. The resolutions shall be deemed to be passed at the e-AGM of the Company.
32. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Company at the email address investorrelations@hindustantintin.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.



- (i) The voting period begins on Tuesday, 24th September, 2024 (9 a.m.) and ends Thursday, 26th September, 2024 (5 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 (record date) of 20th 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
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.



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

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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911
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 : 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.
- 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) enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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

- (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 <Company Name> 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.

(xvii) **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 and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login 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; investorrelations@hindustantin.co.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance so as to reach the Company between 19th September, 2024 to 21st September 2024 on or before 5.00 pm on the email id investorrelations@hindustantin.co.in so that the same can be suitably addressed mentioning their



name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance within the time as above mentioning their name, demat account number/folio number, email id, mobile number at investorrelations@hindustantin.co.in. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800-21-09911.

By Order of the Board

Place: New Delhi
Date: 14th August, 2024

Rajat Pathak
EVP (Finance) & Company Secretary

**Registered Office:**

426, DLF Tower- A,
Jasola, New Delhi – 110025.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 4**

Board of Directors of the Company, at its meeting held on 14th August, 2024, approved reappointment of Mr. Sanjay Bhatia, Managing Director of the Company for a period of three years i.e. from 01.10.2024 to 30.09.2027 at a remuneration of up to Rs. 4.00 Crores p.a.

A statement referred to in Section II, Part II of Schedule V, of the Companies Act, 2013 is stated below:

I. General Information										
(1)	Nature of industry	Manufacturing								
(2)	Date of commencement of commercial production	The Company, Hindustan Tin Works Limited, was incorporated on 11th December, 1958.								
(3)	In case of new Companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus:	Not Applicable								
(4)	Financial Performance based on given indicators:	Please refer to the Financial Results in Annual Report.								
(5)	Foreign investments or collaborators	NA								
II. Information about the appointee										
(1)	Background details	<p>Mr. Sanjay Bhatia, has 47 years of experience in metal packaging industry, currently he is Managing Director of Hindustan Tin Works Ltd besides Director in some other prestigious Companies. He was also Member/Key position holder in some other Companies/ Government Organization.</p> <p>Throughout his career Mr. Sanjay Bhatia has been associated with leading Chambers of Commerce and has represented and been representing the industry on various committees set up by Central & State Governments from time to time, including Kelkar task force on simplification of Indirect Taxes in India. Your Board is of opinion that he will bring to the Company the exceptional breath of experience and maturity which is essential in the present circumstances and his appointment will, therefore, be in the interest of the Company</p>								
(2)	Past remuneration	<p>In Financial Year 2023-24 his Yearly Remuneration was as below:</p> <table border="0"> <tr> <td>Basic + HRA</td> <td>: Rs. 1,60,21,800/-</td> </tr> <tr> <td>PF</td> <td>: Rs. 12,81,744/-</td> </tr> <tr> <td>Perks</td> <td>: Rs. 9,09,225 /-</td> </tr> <tr> <td>Total</td> <td>: Rs. 1,82,12,769/-</td> </tr> </table>	Basic + HRA	: Rs. 1,60,21,800/-	PF	: Rs. 12,81,744/-	Perks	: Rs. 9,09,225 /-	Total	: Rs. 1,82,12,769/-
Basic + HRA	: Rs. 1,60,21,800/-									
PF	: Rs. 12,81,744/-									
Perks	: Rs. 9,09,225 /-									
Total	: Rs. 1,82,12,769/-									
(3)	Recognition or awards	Many Recognition and Awards received by the Company from time to time								



(4)	Job Profile and his Suitability	Mr. Sanjay Bhatia, Managing Director of the Company is in charge of the overall management of the company. He has over 47years of experience in managing the Company which is in the business of manufacturing of Tin Cans. Having spent a long time in the industry and the moving spirit of the Company, he is best suited to take up the job.
(5)	Remuneration proposed	Up to Rs. 4.00 Crores p.a. as prescribed and as calculated according to Schedule V as amended from time to time.
(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	Data not available due to variance within the industry in terms of financial performance / size / profile and person.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with managerial person if any.	Mr. Ashok Kumar Bhatia, (Whole Time Director) Brother Mr. Paras Bhatia, President (Son of Mr. Ashok Kumar Bhatia) Mr. Saket Bhatia, President (Son of Mr. Sanjay Bhatia) Mr. Parikshit Bhatia, Assistant Vice President (Son of Mr. Ashok Kumar Bhatia) Mr. Sanjay Bhatia, Presently the Managing Director of the Company.

III. OTHER INFORMATION

(1)	Reason of loss or inadequate profit	<ol style="list-style-type: none">1. The Plant is as per International Standard and has adopted the Global best practices for Can/ Components Manufacturing.2. Can Market have been growing in India, yet it will take time to mature, thus, markets are still to grow to absorb the manufactured Cans by various manufactures.3. Due to strong Competition from local competitors and imports, Sales Price are very competitive.4. Plant efficiencies are lower.5. Interest cost is still very high on loans for Companies like us, this includes both long terms as well as short term loans.6. Due to Steady increase in tin plate prices in earlier years, which is the major raw material for manufacture of tin cans without proportionate increase in sales rates.7. Due to Steady increase in fixed cost like salary, wages, admin Cost etc. without proportionate increase in sales rates.
(2)	Steps taken or proposed to be taken for improvement	<ol style="list-style-type: none">1. Hindustan Tin Works is set up with the objective of providing Can & Components to the Indian sub-continent and meet any other customer demand using the rich exposure in this field.2. The products are of world class quality standards and will enable the Company to adopt the global best practices as adopted by leading Companies worldwide. Thus the Company will be benefited.



		<ol style="list-style-type: none"> 3. Company not only provides world class quality products to the customers but also Cost effective products. 4. Company is striving to explore new customers and extend its reach to global markets which should provide the Company better opportunities in terms of volume and reach. 5. Over a period, Company is making representations with various customers in view of the increase in input costs and making a strong pitch for sales price increase. 6. Company has also been working towards improving plant efficiencies by virtue of value engineering and capex addition. 7. Company has also been talking to its vendors and trying to establish long term contracts to minimize any potential price increase in future. The Company also been talking to them towards reducing inventory at its end, reduced lead time etc. 8. Company has been in dialogue with its bankers and has been representing its case to them towards cheaper and alternative credit terms for various facilities. 9. Discussion with customers for increase in sales prices are being done. Various cost reduction measures also being worked out for reduction in indirect overheads, efforts are being made of increase in sales by introducing new products and developing new customer, increasing volumes of present customers etc. 10. Setting up of new plant in fourth quarter of financial year 2024-25.
(3)	Expected increase in productivity and profits in measurable terms	Expected turnover around Rs.415 Crore and expected PAT in 2024-25 is around Rs. 14 Crore.

DISCLOSURES	
The remuneration package of Mr. Sanjay Bhatia is as described in Sub Clause II(5) above	

As per section 197 of the Companies Act, 2013, the shareholders through special resolution can approve the above remuneration to be paid by the Company from 01.10.2024 to 30.09.2027.

Nomination and Remuneration Committee and Board of Directors of the Company, at its meetings held on 14th August, 2024, already approved above remuneration of Mr. Sanjay Bhatia, Managing Director of the Company for a period of three years i.e. from 01.10.2024 till 30.09.2027.

As required by the Companies Act, 2013, approval of the members is being sought, for approval of appointment and remuneration of Mr. Sanjay Bhatia, Managing Director through Special Resolution.

The draft Agreement between the Company and the Managing Director is available for inspection by the members at the Company's Registered office between 10.00 a.m. to 5.00 p.m. on all working day's upto the date of Annual General Meeting.

Hence, your Directors recommend the above resolution for approval of the Shareholders as a Special Resolution.



Except Mr. Sanjay Bhatia and Mr. Ashok Kumar Bhatia, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

This may also be treated as a written memorandum setting out the terms of reappointment of Mr. Sanjay Bhatia, pursuant to section 190 of the Companies Act, 2013.

ITEM NO. 5

Board of Directors of the Company, at its meeting held on 14th August, 2024, approved reappointment of Mr. Ashok Kumar Bhatia, Whole-time Director of the Company for a period of three years i.e. from 01.10.2024 to 30.09.2027 at a remuneration of up to Rs. 4.00 Crores p.a.

A statement referred to in Section II, Part II of Schedule V, of the Companies Act, 2013 is stated below:

I. General Information		
(1)	Nature of industry	Manufacturing
(2)	Date of commencement of commercial production	The Company, Hindustan Tin Works Limited, was incorporated on 11th December, 1958.
(3)	In case of new Companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus:	Not Applicable
(4)	Financial Performance based on given indicators:	Please refer to the Financial Results in Annual Report.
(5)	Foreign investments or collaborators	NA

II. Information about the appointee		
(1)	Background details	Mr. Ashok Kumar Bhatia is a graduate. He has 50 years of experience particularly in trading of tin plate, tin cutting and other allied lines. He is office bearer of various associations relating to trade and social clubs.
(2)	Past remuneration	In Financial Year 2023-24 his Yearly Remuneration was as below: Basic : Rs.84,87,000/- PF : Rs. 6,78,960/- Perks : Rs. 5,24,043/- Total : Rs. 96,90,003/-
(3)	Recognition or awards	Many Recognition and Awards received by the Company from time to time
(4)	Job Profile and his Suitability	Mr. Ashok Kumar Bhatia, has over 50 years of experience in managing the Company which is in the business of manufacturing of Tin Cans. Having spent a long time in the industry and the moving spirit of the Company, he is best suited to take up the job.
(5)	Remuneration proposed	Up to Rs. 4.00 Crores p.a. as prescribed and as calculated according to Schedule V as amended from time to time.
(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	Data not available due to variance within the industry in terms of financial performance / size / profile and person.



(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with managerial person if any.	Mr. Sanjay Bhatia, (Managing Director) Brother Mr. Paras Bhatia, President(Son of Mr. Ashok Kumar Bhatia) Mr. Saket Bhatia, President(Son of Mr. Sanjay Bhatia) Mr. Parikshit Bhatia, Assistant Vice President (Son of Mr. Ashok Kumar Bhatia) Mr. Ashok Kumar Bhatia is Presently Whole Time Director of the Company.
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III. OTHER INFORMATION

(1)	Reason of loss or inadequate profit	<ol style="list-style-type: none">1. The Plant is as per International Standard and has adopted the Global best practices for Can/ Components Manufacturing.2. Can Market have been growing in India, yet it will take time to mature, thus, markets are still to grow to absorb the manufactured Cans by various manufactures.3. Due to strong Competition from local competitors and imports, Sales Price are very competitive.4. Plant efficiencies are lower.5. Interest cost is still very high on loans for Companies like us, this includes both long terms as well as short term loans.6. Due to Steady increase in tin plate prices in earlier years, which is the major raw material for manufacture of tin cans without proportionate increase in sales rates.7. Due to Steady increase in fixed cost like salary, wages, admin Cost etc. without proportionate increase in sales rates.
(2)	Steps taken or proposed to be taken for improvement	<ol style="list-style-type: none">1. Hindustan Tin Works is set up with the objective of providing Can & Components to the Indian sub-continent and meet any other customer demand using the rich exposure in this field.2. The products are of world class quality standards and will enable the Company to adopt the global best practices as adopted by leading Companies worldwide. Thus the Company will be benefited.3. Company not only provides world class quality products to the customers but also Cost effective products.4. Company is striving to explore new customers and extend its reach to global markets which should provide the Company better opportunities in terms of volume and reach.5. Over a period, Company is making representations with various customers in view of the increase in input costs and making a strong pitch for sales price increase.



		<p>6. Company has also been working towards improving plant efficiencies by virtue of value engineering and capex addition.</p> <p>7. Company has also been talking to its vendors and trying to establish long term contracts to minimize any potential price increase in future. The Company also been talking to them towards reducing inventory at its end, reduced lead time etc.</p> <p>8. Company has been in dialogue with its bankers and has been representing its case to them towards cheaper and alternative credit terms for various facilities.</p> <p>9. Discussion with customers for increase in sales prices are being done. Various cost reduction measures also being worked out for reduction in indirect overheads, efforts are being made of increase in sales by introducing new products and developing new customer, increasing volumes of present customers etc.</p> <p>10. Setting up of new plant in fourth quarter of financial year 2024-25.</p>
(3)	Expected increase in productivity and profits in measurable terms	Expected turnover around Rs.415 Crore and expected PAT in 2024-25 is around Rs. 14 Crore.

DISCLOSURES

The remuneration package of Mr. Ashok Kumar Bhatia is as described in Sub Clause II(5) above

As per section 197 of the Companies Act, 2013, the shareholders through special resolution can approve the above remuneration to be paid by the Company from 01.10.2024 to 30.09.2027.

Nomination and Remuneration Committee and Board of Directors of the Company, at its meetings held on 14th August, 2024, already approved above remuneration of Mr. Ashok Kumar Bhatia, Whole-time Director of the Company for a period of three years i.e. from 01.10.2024 till 30.09.2027.

As required by the Companies Act, 2013, approval of the members is being sought, for approval of appointment and remuneration of Mr. Ashok Kumar Bhatia, Whole-time Director through Special Resolution.

The draft Agreement between the Company and the Whole-time Director is available for inspection by the members at the Company’s Registered office between 10.00 a.m. to 5.00 p.m. on all working day’s upto the date of Annual General Meeting.

Hence, your Directors recommend the above resolution for approval of the Shareholders as a Special Resolution.

Except Mr. Ashok Kumar Bhatia and Mr. Sanjay Bhatia, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

This may also be treated as a written memorandum setting out the terms of reappointment of Mr. Ashok Kumar Bhatia, pursuant to section 190 of the Companies Act, 2013.

ITEM NO. 6

Board of Directors of the Company, at its meeting held on 14th August, 2024, approved reappointment of Mr. Prit Pal Singh, Whole-time Director of the Company for a period of three years i.e. from 12.08.2024 to 11.08.2027 at a remuneration of up to Rs. 32 Lakhs p.a.



A statement referred to in Section II, Part II of Schedule V, of the Companies Act, 2013 is stated below:

I. General Information		
(1)	Nature of industry	Manufacturing
(2)	Date of commencement of commercial production	The Company, Hindustan Tin Works Limited, was incorporated on 11th December, 1958.
(3)	In case of new Companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus:	Not Applicable
(4)	Financial Performance based on given indicators:	Please refer to the Financial Results in Annual Report.
(5)	Foreign investments or collaborators	NA

II. Information about the appointee		
(1)	Background details	Mr. Prit Pal Singh, B. Sc. LL.B & Post Graduate Diploma in Human Resources Management, having rich exposure in Admin and HR Field.
(2)	Past remuneration	In Financial Year 2023-24 his Yearly Remuneration was as below: Basic +HRA : Rs. 19,92,660/- Others : Rs. 20,400/- Total : Rs. 20,13,060/-
(3)	Recognition or awards	Many Recognition and Awards received by the Company from time to time
(4)	Job Profile and his Suitability	Mr. Prit Pal Singh, having rich exposure in Admin and HR Field., he has worked in various reputed Companies, he is best suited to take up the job.
(5)	Remuneration proposed	Up to Rs.32 Lakhs p.a. as prescribed and as calculated according to Schedule V as amended from time to time.
(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	Data not available due to variance within the industry in terms of financial performance / size / profile and person.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with managerial person if any.	Mr. Prit Pal Singh is Presently Whole Time Director of the Company.

III. OTHER INFORMATION		
(1)	Reason of loss or inadequate profit	<ol style="list-style-type: none">1. The Plant is as per International Standard and has adopted the Global best practices for Can/ Components Manufacturing.2. Can Market have been growing in India, yet it will take time to mature, thus, markets are still to grow to absorb the manufactured Cans by various manufactures.3. Due to strong Competition from local competitors and imports , Sales Price are very competitive.4. Plant efficiencies are lower.



		<ol style="list-style-type: none">5. Interest cost is still very high on loans for Companies like us, this includes both long terms as well as short term loans.6. Due to Steady increase in tin plate prices in earlier years, which is the major raw material for manufacture of tin cans without proportionate increase in sales rates.7. Due to Steady increase in fixed cost like salary, wages, admin Cost etc. without proportionate increase in sales rates.
(2)	Steps taken or proposed to be taken for improvement	<ol style="list-style-type: none">1. Hindustan Tin Works is set up with the objective of providing Can & Components to the Indian sub-continent and meet any other customer demand using the rich exposure in this field.2. The products are of world class quality standards and will enable the Company to adopt the global best practices as adopted by leading Companies worldwide. Thus the Company will be benefited.3. Company not only provides world class quality products to the customers but also Cost effective products.4. Company is striving to explore new customers and extend its reach to global markets which should provide the Company better opportunities in terms of volume and reach.5. Over a period, Company is making representations with various customers in view of the increase in input costs and making a strong pitch for sales price increase.6. Company has also been working towards improving plant efficiencies by virtue of value engineering and capex addition.7. Company has also been talking to its vendors and trying to establish long term contracts to minimize any potential price increase in future. The Company also been talking to them towards reducing inventory at its end, reduced lead time etc.8. Company has been in dialogue with its bankers and has been representing its case to them towards cheaper and alternative credit terms for various facilities.9. Discussion with customers for increase in sales prices are being done. Various cost reduction measures also being worked out for reduction in indirect overheads, efforts are being made of increase in sales by introducing new products and developing new customer, increasing volumes of present customers etc.10. Setting up of new plant in fourth quarter of financial year 2024-25.
(3)	Expected increase in productivity and profits in measurable terms	Expected turnover around Rs.415 Crore and expected PAT in 2024-25 is around Rs. 14 Crore.



DISCLOSURES

The remuneration package of Mr. Prit Pal Singh is as described in Sub Clause II(5) above

As per section 197 of the Companies Act, 2013, the shareholders through special resolution can approve the above remuneration to be paid by the Company from 12.08.2024 to 11.08.2027.

Nomination and Remuneration Committee and Board of Directors of the Company, at its meetings held on 14th August, 2024, already approved above remuneration of Mr. Prit Pal Singh, Whole-time Director of the Company for a period of three years i.e. from 12.08.2024 to 11.08.2027.

As required by the Companies Act, 2013, approval of the members is being sought, for approval of appointment and remuneration of Mr. Prit Pal Singh, Whole-time Director through Special Resolution.

The draft Agreement between the Company and the Whole-time Director is available for inspection by the members at the Company's Registered office between 10.00 a.m. to 5.00 p.m. on all working day's upto the date of Annual General Meeting.

Hence, your Directors recommend the above resolution for approval of the Shareholders as a Special Resolution.

Except Mr. Prit Pal Singh, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

This may also be treated as a written memorandum setting out the terms of reappointment of Mr. Prit Pal Singh, pursuant to section 190 of the Companies Act, 2013.

ITEM NO. 7

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025 as per the following details:

Sr. No.	Name of Cost Auditor	Industry	Audit Fees
1.	Messrs K.S Bhatnagar & Associates	Steel	Rs. 2,50,000/-

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item no. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2025.

Hence, your Directors recommend the above resolution for approval of the Shareholders as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

By Order of the Board

Place: New Delhi
Date: 14th August, 2024

Rajat Pathak
EVP (Finance) & Company Secretary



Registered Office:

426, DLF Tower- A,
Jasola, New Delhi – 110025.

Details of the Director Seeking Re-appointment at the Annual General Meeting:

Name of The Director	Mr. Sanjay Bhatia	Mr. Ashok Kumar Bhatia	Mr. Prit Pal Singh
Date of Birth	10th March, 1952	02nd June, 1945	10th May, 1962
Date of first Appointment	07th August, 1992	04th September, 1978	12th August, 2011
Qualification & Expertise	B.Com, LLB Business and administration, Legal	B. A. Business and administration	B. Sc. LL.B & Post Graduate Diploma in Human Resources Management Human Resources Management
Directorship held in other Companies (excluding foreign private and Section 8 of Companies Act)	Liberty Shoes Limited (Resigned w.e.f.24.05.2023)	NIL	NIL
Chairman/Member of the Committees	Hindustan Tin Works Limited 1. CSR Committee – Member 2. Stakeholders’ Relationship Committee- Member 3. Share transfer Committee – Member 4. Management Committee – Member Others: FICCI- Member of National Executive Committee Metal Container Manufacturers Association (MCMA)- President Employees’ Provident Fund Corporation- Member of Central Board of Trustees (Representing FICCI)	Hindustan Tin Works Limited 1. CSR Committee – Member 2. Stakeholders’ Relationship Committee- Member 3. Share transfer Committee – Member 4. Management Committee - Member	Others: Ministry of Labour and Employment- Member of Minimum Wage Board (As Employers’ representative)
Shareholding of Directors	1033426	605450	NIL
Relationship between Directors inter-se	Related to Ashok Kumar Bhatia, Whole time Director as brother	Related to Mr. Sanjay Bhatia, Managing Director as brother	NIL