

CIN : L22122GJ1988PLC010503
GST NO : 24AAACH4745G1ZT



November 30, 2024

To,
The Corporate Relations Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai – 400 001

Ref: Hi-Tech Winding Systems Limited
BSE SCRIP CODE: 541627

Respected Sir/Madam,

Subject: Intimation of Notice of Extra-Ordinary General Meeting of the Company, E-voting Facility, and fixation of Cutoff date.

We would like to inform you that the Extra-Ordinary General Meeting is scheduled to be held on Thursday, 26th December, 2024, at 01:00 p.m.(IST) at the Registered Office of the Company.

We further inform you that, pursuant to Section 91 of the Companies Act, 2013, and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, 20th December, 2024 to Thursday, 26th December, 2024 (both days inclusive) for the purpose of EGM.

Further, we have made arrangements for providing remote e-voting facilities to the shareholders of the Company for voting on the resolutions proposed at the EGM scheduled to be held on Thursday, 26th December, 2024 as per following schedule:

E-voting at the web-site of CDSL: www.evoting.cdsl.com

Cut-off Date for remote e-voting: Friday, 22nd December, 2024.

Date of commencement of remote e-voting: Monday, 23rd December, 2024

Start Time: 09.00 A.M.

Date of end of remote e-voting: Wednesday, 25th December, 2024

End Time: 05.00 P.M.

Notice of EGM is enclosed herewith.

For, Hi-Tech Winding Systems Limited,

Name: Hariprasad Khetan

Designation: Director

DIN: 01228538

Enclosed: A/a

Regd. Office : 08, Gokul Complex, Opp. Nagri Hospital, Gujarat College Road,
Ellisbridge, Ahmedabad – 380006.

E-mail : hitechwindingsystemslimited@gmail.com

CIN : L22122GJ1988PLC010503
GST NO : 24AAACH4745G1ZT

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF HI-TECH WINDING SYSTEMS LIMITED WILL BE HELD ON THURSDAY, 26TH DAY OF DECEMBER, 2024 AT 1.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY TOTRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

Item No: 01

TO APPROVE THE INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND MAKE CONSEQUENT ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed hereunder (including any amendment thereto or reenactment thereof) and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the enabling provisions of the Memorandum and Articles of Association of the Company, and such other approvals as may be required in this regard, the consent of the Members of the Company be and is hereby accorded to increase in the Authorized Share Capital of the Company from its existing Authorized Share Capital of Rs. 6,00,00,000 (Rupees Six Crores only) divided into 60,00,000 (Sixty Lacs) Equity Shares of Rs. 10/-(Rupees Ten only) each to Rs. 50,00,00,000 (Rupees Fifty Crores only) to divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each, ranking pari-passu in all respects with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Capital Clause V of the Memorandum of Association of the Company by substituting in its place, the following: -

V. The Authorized Share Capital of the Company is Rs. 50,00,00,000 (Rupees Fifty Crores only) to divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company or a Committee thereof (“the Board”) be and are hereby authorized, in the best interest of the Company, to do all acts, deeds, matters and things including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or Chief Financial Officer or any other officer or employee of the Company as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty or doubt that may arise in this regard, to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper desirable or expedient and to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies, Stock Exchange, SEBI or such other Authority arising from or incidental to the said amendment without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Item No: 02

APPROVAL FOR ADDITION IN OBJECT CLAUSE OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of section 13 and other applicable provisions of the Companies Act, 2013 (as amended or re-enacted from time to time) and Articles of Association and pursuant to the Companies (Incorporation) Rules, 2014 and subject to all the applicable laws and regulations, the approval of the Members be and is hereby granted for alteration of the Main Object Clause of the Memorandum of Association of the Company by inserting the following Clauses after clause No. two in the Main Object:

*3. To Carry on the business to manufacturer, produce, dye, print, calendar, tailor, cut, size, wash, purify, embroidery, bleach, import, export and otherwise deal in all kinds, types and size of sarees, textiles, cotton, jute, silk, rayon, manmade fabrics, fibres and synthetics, woolen, yarn, threads, garments, rexin cloth, dress materials, suiting and shirtings, furnishing materials and hosiery of all or any type, kind of description and whether natural or manmade, canvas fabrics, quoted and treated with any chemicals or any other preparation, water proof cloth, rubber cloth, imitation cloth, leather cloth, carpets, tailoring materials and dress materials and to process, mercerize, spin, comb, twist, reel, weave, knit, crimp, bleach, wash, print colour, embroidery or otherwise deal in yarn and garments manufactured out of cotton, silk, jute, wool, leather, rubber, synthetic, staple or any other substances, whether natural or manmade.

*4. To carry on in India or elsewhere the business of goldsmiths, silver smiths, jewelers, gem and diamond merchants and of producing, acquiring and trading, importing, exporting, buying, selling in all kind of metals, bullion, gold, silver, platinum, diamonds, precious stones and pearls and other complimentary item including watches, sunglasses etc;



Hi-Tech

Winding Systems Limited

CIN : L22122GJ1988PLC010503

GST NO : 24AAACH4745GIZT

*5. To carry on in India or elsewhere the business to manufacture, produce, process, prepare, commercialize, cut, polish, set, design, display, exchange, examine, finish, grind, grade, assort, import, export, buy, sell, resale, demonstrate, market and to act as agent, broker, indenter, liaisoner, adatas, representative, C & F agents, export house, valuer, sales promoter, supplier, provider, merchants, stockiest, distributor, wholesaler, retailer or otherwise to deal in all shapes, sizes, varieties, description, specifications, applications & designs of rough, raw cut, uncut, polished or processed, natural & man made precious semiprecious & natural stones such as diamonds, ruby, pearls, gemstones, blue sapphires, cat's eye stone, coral, topaz, opal, zircon, tourmaline, jade, spinel ruby, aquamarine, turquoise, peidot, agate, garnet, corundum, amethyst, malachite, citrine, alexandrite, smoky quartz, lapis lazuli, rock crystal, onyx, moon stone, jasper, blood stone, gold stone, bismuth, jet, diopside, tiger eye, sunstone, spinal, Jews stone, load stoner, sardonyx, touch stone, amber and their ornaments, jewelries, articles, goods, or things, made in the combination of gold, silver, platinum, or other metals, and alloys thereof and for the purpose to act as goldsmith, silversmith, jewelers, gem merchants, electroplaters, polishers, purifiers, and to do all incidental acts and things necessary for the attainment of above objects;

*6 To carry on the business of designing, engineering, manufacturing, producing, assembling, altering, repairing, buying, selling, trading, acquiring, representing manufacturers, storing, packing, transporting, forwarding, distributing, importing, exporting and disposing of all types of ornaments, jewels, diamonds, gold, silver, platinum, metal alloys, pearls, precious and semi- precious stones of all kinds and other complimentary consumer items and accessories including watches, umbrella, sunglasses etc. and to carry on the business and activities of manufacturing, cleaving, sawing, cutting, polishing, processing, assorting and of buying, selling, importing, exporting, supplying, distributing, disposing and dealing as whole-sellers for self and as agents and retailers in cut and uncut diamonds, industrial diamonds, Board cut and uncut precious and semi-precious stones and pearls and to act as recognized export house and Trading house;

*7. To establish factories to manufacture cut, cleave, polish set or otherwise prepare for the market of such rough diamonds, industrial diamonds precious and to act as agent, broker, traders, liaisoner, representative, C & F agents, export house, valuer, sales promoter, supplier, provider, merchants, stockiest, distributor, wholesaler, retailer for all kind of diamonds, precious and semi- precious stones and metals, bullion gold, silver, platinum, pearls, ornaments, jewelry, silver utensils and to carry on the business of on line shopping, e-retail trading, net marketing, multi-level marketing of all types of ornaments, jewels, diamonds, gold, silver, platinum, metal alloys, pearls, precious and semiprecious stones of all kinds and other complimentary consumer items like watches, sunglasses etc. and other consumer goods, internet advertising and marketing, creating virtual malls, stores, shops, creating shopping catalogues, providing secured payment processing, net commerce solutions for business to business and business to consumers, online trading in and outside India but does not include banking and money circulating business.

*8. To carry on business as importer, exporter, trader, buyers, sellers, retailers, wholesalers, suppliers, indenters, bottlers, packers, movers, preservers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaries or otherwise dealers in all kind of seeds, agriculture product, fertilizer, manures, plants



Hi-Tech

Winding Systems Limited

CIN : L22122GJ1988PLC010503

GST NO : 24AAACH4745GIZT

and animal foods, pesticides, including insecticides, herbicides and fungicides and all type of chemicals processed or extracted from agricultural product.

*9. To carry on business as manufactures, producers, processors, makers, converters, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockiest, agents, sub-agents, merchants, distributors, consignors, consultants, liasioner, jobbers, brokers, concessionaires or otherwise deal in all kinds, specification, strengths of pharmaceuticals in all its branches, tonics, vitamins, Bulk drugs, vaccines, medical gases, diagnostic agents, surgical & non-surgical articles, A.P.I, Drugs Intermediates, medical, Pharmaceutical Chemicals, preparations and compound drugs and formulations, solvents, catalyst and ayurvedic, homeopathic, herbal, unani, siddha, bio-chemic Health care products.

*10. To carry on the Business as manufacturers, traders, processors, formulators, buyers, sellers, importers, exporters, suppliers and dealers of all kinds of chemicals, chemical intermediates, (organic and inorganic) drugs, drug intermediates, pharmaceuticals, active pharmaceutical ingredients of any nature and kind whatsoever, and all chemical by products, joint products and intermediates thereof.

*11. To carry on in India or elsewhere the business of prospecting, exploring, operating and working on mines, quarries and to win, set, crush, smelt, manufacture, process, excavate, dig, break, acquire, develop, exercise, turn to account, survey, produce, prepare, remove, undertake, barter, convert, finish, load, unload, handle, transport, buy sell, import, export, supply, and to act as agent, broker, Adatia, stockiest, distributor, consultant, contractor, manager, operator or otherwise to deal in all sorts of presents and future ores, minerals, deposits, goods, substances & materials, including sands, stones, and soils, chalk, clay, china clay, betonies, broils, calcite and coal, lignite, rockphosphate, brimstone, brine, bauxite, limestone, precious and other stones, gold, silver, diamonds, iron, aluminum, titanium, vanadium, mica, apalite, chrome, copper, gypsum, rutile, sulphate, tin, zinc, zircon, tungsten, silicon, brass, and other allied materials, by products, mixtures, blends, residues & substances, and to do all incidental acts and things necessary for the attainment of the objects under these presents.

*12. To carry on the business of Software designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centers or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centers using owned /hired or third party infrastructure and equipment, providing solutions/ Packages/ services through applications services provider mode via internet or otherwise, to undertake IT enabled services like call Centre Management, Medical and legal transcription, data processing, Back office processing, data warehousing and database management.

*13. To carry on the business of dealing and maintenance of computer hardware, computer systems and assemble data processors, program designs and to buy, sell or otherwise deal in such hardware and software packages and all types of tabulating machine, accounting machines, calculators, computerized telecommunication systems and network, their components, spare parts, equipments and devices and to carry on the business of establishing, running and managing institutions, school, and academics for imparting

HI-TECH WINDING SYSTEMS LIMITED

5

Regd. Office : 08, Gokul Complex, Opp. Nagri Hospital, Gujarat College Road,
Ellisbridge, Ahmedabad - 380006.

E-mail : hitechwindingsystemslimited@gmail.com



Hi-Tech

Winding Systems Limited

CIN : L22122GJ1988PLC010503

GST NO : 24AAACH4745GIZT

education in computer technology, offering equipment, solutions and services for networking and network management, data centre management and in providing consultancy services in all above mentioned areas.

*14. To develop, provide, undertake, design, import, export, distribute and deal in Systems and application software for microprocessor based information systems, off shore software development projects, internet service provider, and solutions in all areas of application including those in Emerging niche segments like Internet and Intranet website applications solutions software enterprise, resource planning, e-commerce, value added products and other business applications either for its own use for sale in India or for export outside India and to design and develop such systems and application software for and on behalf of manufacturers owners and users of computer, telecom, digital, electronic equipments in India or elsewhere in the world.

*15. To carry on the business of providing outsourcing services for all processes, sub Processes, transactions, activities and all other work performed by business in various industries within India and across the world. This includes those process or sub processes that are enabled by information technology. It also includes data, voice or video collection and processing, call centre services including in bound and out bound calling services of all kinds, technical support, managed data centre, managed technical centre, training centre, web support back office, business or financial analysis, scientific analysis, research work and analysis, storage, disaster recovery, accounting, pay roll, inventory management, customer relationship management, enterprises resources planning and to develop software, provide consultancy, software solution and services that are normally offered by the outsourcing business and information technology services providers, the software development houses and application services providers.

*16. To offer training, consultancy, advisory and all related services in all areas of information technology including computer hardware and software, data communication, telecommunications, manufacturing and process control and automation, artificial intelligence, natural language processing and to undertake research and development, promote excellence and leadership and computer science, modern mathematics, vedic methodology, vedantic philosophy and universal and eternal value premises and to provide for such research and development including conducting and participating in seminars, workshops, exhibitions, conferences and the like and to obtain technical know-how, literature, brochures, technical data etc. from abroad and export/disseminate them to other countries and engage in manpower recruitment for overseas requirements and also bring in necessary skilled personnel into the country and to develop, market, implement systems and application software packages and related products for Indian and export markets to conduct software and hardware courses, to offer consultancy including hardware selection, system design, manpower selection, software development, implementation and training and to spread computer literacy and computer aided education in rural and urban areas through application of modern techniques, media communications and to operate data and information processing enters and to render all such services as are required by the customers in relation to processing of information and also in the interpretation, application and use of processed data.

*17. To carry on all the business of builders, real estate-developers, contractors, sub-contractors, dealers and by advancing money to and enter into contracts and arrangements of all kinds with builders, tenants, occupiers and others, land development, service apartments ,serviced plots, constructions of residential and commercial premises including business centers and offices, securing lands ,private or Government for



Hi-Tech

Winding Systems Limited

CIN : L22122GJ1988PLC010503

GST NO : 24AAACH4745G1ZT

formation and development of town ships, and to deal in and act as agents for lands ,buildings, factories, houses, flats and other residential and commercial plots and construct/maintain and alter residential, commercial , industrial plots and properties and sale or lease them out by providing with all modern amenities and development thereof and securing capital, funds and raising loans for construction and advancing to other organizations for similar purposes.

*18. To provide City and region level urban infrastructure facilities, to lay-out, develop, construct, build, acquire, erect, demolish, re-erect, alter, modify, repair, re-model, or to do any other work in connection with any building or building works, roads, highways, bridges, sewers, canals, wells, dams, power plants, reservoirs, tramways, railways, sanitary, water, gas, electric lights, telephonic and telegraphic works, and such purposes to prepare in designing, estimating, planning, modeling.

*19. To carry on the business of construction, builders, contractors, engineers, colonizers, town planners, surveyors, values, appraisers, decorators, furnishers, manufacturers of prefabricated and precasted houses, and to acts agents and contractors for the purposes of real estates, residential complexes / flats / enclave / commercial complexes / multi storied buildings etc., and to carry on all tvoes of construction activities, and act as consultants. advisors, technical consultants, collaborators, designers and architects for all kinds of construction activities in India and abroad and to undertake all civil, mechanical, electrical works, all types of infrastructure facilities like BOOT (Built. Operate, Own and Transfer), BOT (Built, operate and Transfer), BOLT (Built, Operate, Lease and Transfer), BOO (Built, Operate and Own) in India or abroad either or its own or with joint venture with an other Indian or Foreign participant.”

RESOLVED FURTHER THAT the above Clause shall be added after Clause No. III and thereafter other clauses of Main Object and Ancillary objects shall be consecutively numbered to give effect to the alteration.

RESOLVED FURTHER THAT pursuant to section 117 of the Companies Act 2013 (as amended or re- enacted from time to time) read with Rule no 24 of the Companies (Management and Administration) Rules 2014, any of the present Directors of the Company be and are hereby authorized to do all such acts, deeds and things to give effect to this resolution and to file e-Form No. MGT-14 with the Registrar of Companies, Gujarat within the prescribed time and fees.”

Item No: 03

TO APPROVE CHANGE IN THE NAME OF THE COMPANY FROM M/S. HI-TECH WINDING SYSTEMS LIMITED TO M/S. BHARAT WINDING SYSTEMS LIMITED OR GUJARAT WINDING SYSTEMS LIMITED OR SUCH OTHER NAME AS MAY BE ALLOWED BY THE REGISTRAR OF COMPANIES. AND ALTERATION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 4, 13, 14 & 15 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, any other applicable law(s), regulation(s), policy(ies) or guideline(s), the provisions of the Memorandum and Articles of Association of the company and the listing agreement entered into by the company with the BSE Limited (the "Stock Exchange") and subject to the approval of the Registrar of Companies and other regulatory authorities, as may be applicable, consent of the members of the company be and is hereby accorded to change the name of the Company from M/s. HI-TECH WINDING SYSTEMS LIMITED to M/s. BHARAT WINDING SYSTEMS LIMITED or GUJARAT WINDING SYSTEMS LIMITED or such other name as may be allowed by the Registrar of Companies;

RESOLVED FURTHER THAT post aforesaid approvals, the name "M/S. HI-TECH WINDING SYSTEMS LIMITED" whereby occurs in the Memorandum and Articles of Association and any other documents of the company be substituted by the name "BHARAT WINDING SYSTEMS LIMITED or GUJARAT WINDING SYSTEMS LIMITED";

RESOLVED FURTHER THAT any of the Directors of the company be and is hereby authorized to make necessary application(s) and to sign, execute and file all such forms, papers and documents as may be considered necessary or expedient including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the office of the RoC and other regulatory authorities, as may be applicable, for making application to give effect to the foregoing resolution and to file required documents and information to the Stock Exchanges and such other authority(s) as may be required from time to time and to do all such acts, deeds and things as may be required in this connection."

Item No: 04

TO APPROVE THE APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY:

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby appoint M/s. K M Chauhan & Co., Practicing Chartered Accountants, (Firm Registration No. 125924W) be and are hereby appointed as Statutory Auditor of the Company for the term of 5 (Five) Financial Years.(F.Y 2024-25 to 2028-29) from the conclusion of this AGM till the conclusion of AGM going to be held in the year 2029;

CIN : L22122GJ1988PLC010503
GST NO : 24AAACH4745G1ZT



FURTHER RESOLVED THAT any of the Board of Directors, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters, and things as may be necessary, proper, expedient, or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies.”

Date: November 30, 2024
Place: Ahmedabad

By Order of the Board
Hi-Tech Winding Systems Limited
Sd/-
Hariprasad Khetan
Director
DIN: 01228538

Registered Office:

08 / Gokul Complex, Opp. Nagri Hospital, Gujarat College Road, Ellisbridge, Ahmedabad 380006.
CIN - L22122GJ1988PLC010503

Email - hitechwindingsystemslimited@gmail.com

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto.
2. All documents referred to in the Notice and the Explanatory Statement, and requiring Members' approval, and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, shall be electronically available for inspection. Members can inspect the same by sending an email to sequelerou@gmail.com.
3. A Member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of her/him and a proxy need not be a member of the Company. In case of joint holders attending the EGM, 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.
4. Proxy form, in order to be effective, must be received at the Registered Office of the Company, not less than 48 hours before the commencement of the Extraordinary General Meeting.
5. A proxy need not be a member of the Company.
6. Members/Proxy holder/Authorised Representative are requested to bring duly filled Attendance Slip enclosed herewith along with their copy of the Notice to attend the Meeting.
7. Bodies Corporate can be represented at the meeting by such person(s) as are authorised. Copies of Resolution under Section 113(1)(a) of the Companies Act 2013, authorising such person(s) to attend the meeting should be forwarded to the Company prior to the meeting.
8. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
9. Members, Proxies and Authorised Representatives are requested to bring to the meeting their copy of notice, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID.
10. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their name, postal address, E-mail Address, Contact Numbers, Permanent Account Number (PAN), Mandates, Power of Attorney, bank details such as name and branch of the Bank, Bank Account Number, IFSC Code, MICR Code etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company Registrar and Transfer Agents to provide efficient and better services.
11. To support the 'Green Initiative' and pursuant to MCA and SEBI the circular the Notice of the EGM is being sent by electronic mode only to all the Members whose e-mail addresses are registered with the Company/Depositories. Members who have not registered their e-mail addresses, may register their



Hi-Tech

Winding Systems Limited

CIN : L22122GJ1988PLC010503

GST NO : 24AAACH4745GIZT

- E-Mail addresses. Members also requested to note that the Notice will also be available on the Company's website www.hitechwindingsystems.com
12. The Board of Directors has appointed CS Jitendra Parmar, Practicing Company Secretary (FCS No. 11336 and CP No. 15863) as Scrutinizer for conducting the voting process in a fair and transparent manner.
 13. The Scrutinizer shall immediately after the conclusion of voting at the EGM and count the votes cast during the EGM and make not later than 48 hours of conclusion of the EGM. A consolidated Scrutinizer's Report of the total votes casting favor or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
 14. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.hitechwindingsystems.com.
 15. Map for the EGM venue is given at the end of the notice.
 16. E- Voting Through Electronics means. (Please refer Shareholder Instructions For E-Voting for information)

Date: November 30, 2024

Place: Ahmedabad

By Order of the Board
Hi-Tech Winding Systems Limited

Sd/-

Hariprasad Khetan

Director

DIN: 01228538

Registered Office:

08 / Gokul Complex, Opp. Nagri Hospital, Gujarat College Road, Ellisbridge, Ahmedabad, Gujarat, India, 380006.

CIN - L22122GJ1988PLC010503

Email - hitechwindingsystemslimited@gmail.com

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EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), the following Explanatory Statement sets out all Material facts relating to the businesses mentioned under Items No. 1,2,3 & 4 of the accompanying Notice.

ITEM No.1:

In order to broad base capital structure of the Company and to enable the Company to issue further shares, it is proposed to increase the Authorised Share Capital of the Company from existing Rs. 6,00,00,000 (Rupees Six Crores only) divided into 60,00,000 (Sixty Lacs) Equity Shares of Rs. 10/-(Rupees Ten only) each to Rs. 50,00,00,000 (Rupees Fifty Crores only) to divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each, by way of the creation of an additional 4,40,00,000 (Four Crore Forty Lacs) Equity Shares of Rs. 10/- (Rupees One only) each, ranking pari-passu in all respect with existing Equity Shares of the Company.

As a consequence of the increase in the Authorised Share Capital of the Company, the existing Authorised Share Capital Clause (Clause V) in the Memorandum of Association of the Company is required to be altered accordingly.

Pursuant to the provisions of Sections 13, 61, and 64 and other applicable provisions of the Act and subject to applicable statutory and regulatory approvals, increase in Authorized Share Capital and Alteration in the Capital Clause of the Memorandum of Association, requires approval of the Members and any other applicable statutory and regulatory approvals.

Subject to the approval of the Shareholders of the Company, the Board of Directors at their Meeting had approved the increase in Authorised Share Capital and amendment in the Capital Clause of Memorandum of Association (MoA) of the Company.

A draft copy of the amended Memorandum of Association is available for inspection by the Members of the Company electronically during the normal business hours on any working day of the Company, up to the date of the Extra Ordinary General Meeting and also has been placed on the website of the Company - www.hitechwindingsystems.com for the Members' Inspection.

The Board of Directors recommends the resolution as set out in Item No. 1 of the accompanying notice for the approval of the Shareholders of the Company as an Ordinary Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives is in any way concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

Item No. 2:

The Board of Directors of the Company have formed an opinion and are of prudent view to add a clauses to its existing Main Objects to provide elaborate & expand the existing business Operations of the Company.

As per the provisions of Section 13 of the Companies Act, 2013, the consent of the members of the Company by way of a Special Resolution is required for alteration of Main Object of the Company. Accordingly, this matter has been placed before the Members for their approval.

Subject to the approval of the Shareholders of the Company, the Board of Directors at their Meeting had approved the alteration in Main object clause of the Memorandum of Association.

A draft copy of the amended Memorandum of Association is available for inspection by the Members of the Company electronically during the normal business hours on any working day of the Company, up to the date of the Extra Ordinary General Meeting and also has been placed on the website of the Company - www.hitechwindingsystems.com for the Members' Inspection.

The Board of Directors recommends the resolution as set out in Item No. 2 of the accompanying notice for the approval of the Shareholders of the Company as an Ordinary Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives is in any way concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

Item No. 3:

The Board of Directors of the Company at its meeting held on held on 29th day of November, 2024, has, subject to the approval of the Shareholders of the Company by way of special resolutions and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the change in name of the Company as alteration in object clause requires changes in name of the Company.

The Board of Directors had discussed the same and is of the opinion that the name of the company be changed from 'M/s. Hi-Tech Winding Systems Limited To M/S. Bharat Winding Systems Limited or Gujarat Winding Systems Limited' along with the consequent amendment to the Memorandum of Association and Articles of Association of the Company

CIN : L22122GJ1988PLC010503

GST NO : 24AAACH4745GIZT

The proposed change in name would be subject to the necessary approvals in terms of Section 4 and 13 of the Companies Act, 2013. Since the aforesaid sections requires approval of the Shareholders of the Company by way of passing Special Resolution, your Directors recommend the resolution set out in item no. 3 for your approval.

In compliance with the provisions of Section 108 of the Companies Act, 2013 and other applicable provisions, the Company is offering facility of e-voting to all Shareholders to enable them to cast their votes electronically. Shareholders are requested to follow the procedure as stated in the notes for casting of votes by e-voting.

Necessary documents in this regard are available for inspection by the Shareholders in electronic mode on the website of the Company at www.hitechwindingsystems.com. None of the Directors or their relatives are deemed to be concerned or interested in any way in this resolution.

Item No. 4:

The board has identified M/s. K M Chauhan & Co., Practicing Chartered Accountants, to be appointed as the Statutory Auditors of the company. Hence, M/s. K M Chauhan & Co., Practicing Chartered Accountants, (Firm Registration No. 125924W) are proposed to be appointed as the Statutory Auditor of the company for the audit of the accounts of the company for the financial year 2024-2025 pursuant to the provisions of Section 139 of the Companies Act, 2013 for the term of 5 (Five) Financial Years.(F.Y 2024-25 to 2028-29) from the conclusion of this AGM till the conclusion of AGM going to be held in the year 2029.

The Board recommends the ordinary resolution as set out in Item 04 of the Notice for the approval by the Members.

Date: November 30, 2024

Place: Ahmedabad

By Order of the Board
Hi-Tech Winding Systems Limited
Sd/-
Hariprasad Khetan
Director
DIN: 01228538

Registered Office:

08 / Gokul Complex, Opp. Nagri Hospital, Gujarat College Road, Ellisbridge, Ahmedabad, 380006.

CIN - L22122GJ1988PLC010503

Email - hitechwindingsystemslimited@gmail.com

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- 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 23.12.2024 at 09:00 A.M and ends on 25.12.2024 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22.11.2024 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 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 & New System Myeasi 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 & New System Myeasi



Hi-Tech

Winding Systems Limited

CIN : L22122GJ1988PLC010503

GST NO : 24AAACH4745GIZT

	<p>Tab and then click on registration option.</p> <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>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</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</p>



Hi-Tech

Winding Systems Limited

CIN : L22122GJ1988PLC010503

GST NO : 24AAACH4745G1ZT

	service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or



Hi-Tech

Winding Systems Limited

CIN : L22122GJ1988PLC010503

GST NO : 24AAACH4745G1ZT

CDSL	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 Remote e-Voting 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) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For 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.



Hi-Tech

Winding Systems Limited

CIN : L22122GJ1988PLC010503

GST NO : 24AAACH4745GIZT

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.
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- (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.

CIN : L22122GJ1988PLC010503

GST NO : 24AAACH4745G1ZT

(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; _____ (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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.



Hi-Tech

Winding Systems Limited

CIN : L22122GJ1988PLC010503

GST NO : 24AAACH4745G1ZT

If you have any queries or issues regarding 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 at toll free no.

1800 21 09911