



**Hitech Corporation Limited**  
(formerly known as Hitech Plast Limited)  
Regd. Office & HO:  
201, Welspun House 2<sup>nd</sup> Floor,  
Kamala City, Lower Parel - west,  
Mumbai - 400 013.

7<sup>th</sup> July, 2017

The Manager  
Department of Corporate Services (DCS)  
The BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001.

The Manager  
The National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai - 400 051

**Scrip Code : 526217**

**Scrip Symbol : HITECHCORP**

Dear Sir/Madam,

**Subject: Notice of the 26<sup>th</sup> Annual General Meeting.**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we forward herewith the Notice of the 26<sup>th</sup> Annual General Meeting of the Company to be held on 2<sup>nd</sup> August, 2017 at 11.30 a.m. at Indian Merchants' Chamber, 4<sup>th</sup> Floor, Walchand Hirachand Hall, IMC Building, Churchgate, Mumbai - 400 020, which is being sent to the shareholders.

This is for your information and record.

Thanking you,  
Yours faithfully,  
For **Hitech Corporation Limited**

  
**Namita Tiwari**  
Company Secretary & Compliance Officer



## Hitech Corporation Limited (formerly known as Hitech Plast Limited)

CIN:L28992MH1991PLC168235

Regd. Office: 201, 2nd Floor, Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013.

Website: [www.hitechgroup.com](http://www.hitechgroup.com); Email: [investor.help@hitechgroup.com](mailto:investor.help@hitechgroup.com).

Phone: +91 22 4001 6500 / 2481 6500, Fax: +91 22 2495 5659

### NOTICE TO MEMBERS

**NOTICE** is hereby given that the TWENTY SIXTH ANNUAL GENERAL MEETING of HITECH CORPORATION LIMITED (formerly known as Hitech Plast Limited) ('the Company') will be held on Wednesday, 2<sup>nd</sup> day of August, 2017 at 11:30 a.m. at Indian Merchants' Chamber, 4<sup>th</sup> Floor, Walchand Hirachand Hall, IMC Building, Churchgate, Mumbai - 400 020, to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2017 together with the Reports of the Board of Directors and the Auditors thereon.
2. (a) To declare dividend on Non-Convertible Redeemable Cumulative Preference Shares for the financial year ended 31<sup>st</sup> March, 2017.  
(b) To declare dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2017.
3. To appoint a Director in place of Mr. Ashwin S. Dani (DIN 00009126), who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

##### 4. To appoint Statutory Auditors:

To consider, and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT**, pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Audit and Auditors) Rules, 2014 ('the Rules'), including any statutory modification(s) or amendment(s) thereto or substitution(s) or re-enactment(s) made thereof for the time being in force, the appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai, Firm Registration No: 104607W/W100166 as the Statutory Auditors of the Company, by the Board of Directors to fill the casual vacancy caused by resignation of M/s. Manubhai & Shah LLP, Chartered Accountants, Mumbai, Firm Registration No: 106041W/W100136 to hold office with effect from 23<sup>rd</sup> June, 2017 till the conclusion of this Annual General Meeting be and is hereby approved.

**RESOLVED FURTHER THAT**, pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Audit and Auditors) Rules, 2014 ('the Rules'), including any statutory modification(s) or amendment(s) thereto or substitution(s) or re-enactment(s) made thereof for the time being in force, pursuant to recommendation of the Board of Directors of the Company, M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai, Firm Registration No: 104607W/W100166, be and are hereby appointed as the Statutory Auditors of the Company to hold office for a period of five consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of 6<sup>th</sup> Annual General Meeting of the Company to be held in the year 2022, subject to ratification by Members at every Annual General Meeting if so required by the Companies Act, 2013, on a remuneration that may be determined by the Audit Committee/ Board of Directors in consultation with the Auditors.

**RESOLVED FURTHER THAT**, any Director or the Company Secretary of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this Resolution and matters incidental thereto."

##### 5. To adopt new set of Articles of Association of the Company:

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

**"RESOLVED THAT**, pursuant to the provisions of the Section 14 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Incorporation) Rules, 2014 ('the Rules'), including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof for the time being in force, the draft new set of Articles of Association submitted to this meeting, be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT**, any Director or the Company Secretary of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this Resolution and matters incidental thereto."

##### 6. To keep registers and index of members, returns etc. at the new office of Registrar and Share Transfer Agent:

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

**"RESOLVED THAT**, in partial modification to the members Resolution passed in the Annual General Meeting held on 20<sup>th</sup> September, 2008, and pursuant to provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof for the time being in force, and pursuant to relocation of the office of Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company from C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (W), Mumbai-400 078 to C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083, consent of the members be and is hereby accorded to keep, maintain and preserve Register of Members together with the Index of Members, the Register of Debenture Holders together with the Index of Debenture Holders, other registers, the copies of all Annual Returns to be filed under Section 92 of the Companies Act, 2013 along with those filed under the provisions of the Companies Act, 1956 together with the copies of certificates and documents required to be annexed thereto or any one or more of them, and/or any of the documents as required to be kept at the Registered Office of the Company be kept at the new registered office of Link Intime India Private Limited situated at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083 or at such other offices of Link Intime India Private Limited within the city of Mumbai as may be decided by them in future.

**RESOLVED FURTHER THAT**, any Director or the Company Secretary of the Company, be and are hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this Resolution and matters incidental thereto."

**By Order of the Board  
For Hitech Corporation Limited**

#### Regd. Office:

201, 2nd Floor, Welspun House,  
Kamala City, Senapati Bapat Marg,  
Lower Parel (West), Mumbai 400 013.

**Namita Tiwari  
Company Secretary**

Mumbai, 23<sup>rd</sup> June, 2017

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY MAY APPOINT A PROXY TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF/ HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**

**A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**

2. Statement setting out material facts (Explanatory Statement) pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business as set out in the Notice is annexed hereto.
3. All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during the business hours on all days except Saturdays, Sundays and Public Holidays, between 11.00 a.m. to 1.00 p.m. upto the date of ensuing Annual General Meeting and will also be available at the Meeting.
4. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Registered Office of the Company and at the Annual General Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 27<sup>th</sup> July, 2017 to Wednesday, 2<sup>nd</sup> August, 2017 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
6. Brief resume of Director proposed to be appointed/re-appointed alongwith such other details as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Secretarial Standards on General Meetings (SS-2), is provided as an Annexure to this Notice.
7. The dividend on Equity Shares, if declared at the Meeting, will be credited/ dispatched on or after 4<sup>th</sup> August, 2017 to those members of the Company, holding shares in physical form, whose names appear in the Register of Members of the Company on 26<sup>th</sup> July, 2017 and to those members of the Company, holding shares in electronic form, whose names appear in the Benpos (Beneficiary Position) as on Wednesday, 26<sup>th</sup> July, 2017.
8. Members holding shares in physical form are requested to lodge Share Transfer documents and all other correspondences and queries relating to Share Transfer, Share Certificates, Change of Address etc., to the Company's Registrar and Share Transfer Agent ("RTA") i.e. Link Intime India Private Limited having its office at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083. Members are requested to furnish self-attested copy of their PAN card, at the time of submitting the physical share certificate(s) for transfer, transmission, deletion or any other request to the Company.
9. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Company's Registrar and Share Transfer Agent for assistance in this regard.
10. Members holding shares in the electronic form are advised to inform any changes in address / bank mandate / Email ID directly to their respective Depository Participants. The address / bank mandate / Email ID as furnished to the Company by the respective Depositories viz., NSDL and CDSL will be printed on the dividend warrants. The Company will not act on any direct request from such members for change/ deletion in such bank details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend, to their Depository Participants immediately.
11. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company/RTA of any change in address or demise of any member as soon as possible. Members are also advised not to 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.
12. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with specimen signatures authorizing their representative(s) to attend and vote at the AGM.
13. Nomination facility for shares is available for members. For members holding shares in physical form, the prescribed format can be obtained from the Company's Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083. For members holding shares in electronic form, you are requested to approach your Depository Participant (DP) for the same.
14. The Company is presently using National Automated Clearing House (NACH) as an option to pay dividend through bank accounts rather than paying the same in the form of dividend warrants. Under this option, an investor's bank account is directly credited and intimation thereof is sent by the Company to the shareholder.  
This service not only protects a shareholder against fraudulent interception and encashment of dividend warrants but also eliminates dependence on the postal system, loss/ damage of dividend warrants in transit and correspondence relating to revalidation/ issue of duplicate warrants.
15. Members desirous of obtaining any information concerning the Financial Statements and operations of the Company are requested to send their queries to the Chief Financial Officer or the Company Secretary of the Company at least seven days prior to the Meeting so that the required information can be made available at the Meeting.
16. Members attending the Meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of the hall. As a measure of austerity, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are, therefore, requested to bring their copies of the Annual Report to the Meeting.
17. In case of joint holders attending the Meeting, 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.
18. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with relevant share certificates to the Company's Registrar & Transfer Agents.
19. Members may please note that pursuant to the provisions of Section 123 of the Companies Act, 2013 / Section 205 A (5) of the Companies Act, 1956, dividend for the financial year 2009-10 and thereafter, which remains unclaimed for a period of 7 years will be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government

pursuant to Section 205C of the Companies Act, 1956, as and when the same falls due for such transfer. Members who have not encashed their dividend warrants for the financial year 2009-10 or thereafter are requested to write to the Company's Registrar and Share Transfer Agents.

20. All Unclaimed Dividend remaining unpaid/ unclaimed up to the financial year 2008-09, has been transferred to the Investor Education and Protection Fund. Further, for the financial year ended 31<sup>st</sup> March, 2010 dividend which was declared at the Annual General Meeting of the Company held on 4<sup>th</sup> September, 2010, will be transferred on or before 3<sup>rd</sup> October, 2017 to the Investor Education and Protection Fund.

Members are requested to note that no claim shall lie against the Company in respect of any amounts which are unclaimed and unpaid for a period of seven years from the date that they first become due for payment and no payment shall be made in respect of any such claims.

21. To support the 'Green Initiative', members who have not registered their email addresses are requested to register their Email IDs with the RTA, M/s. Link Intime India Private Limited for receiving the Annual Report and other communications through electronic mode pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time.
22. Route Map of venue of Annual General Meeting is annexed to the Notice.
23. In accordance with the provisions of Section 101 and other applicable provisions, if any of the Companies Act, 2013, read with Rule 18 of the Companies (Management and Administration) Rules, 2014, as amended, the Notice of AGM, Attendance Slip, Proxy Form and Annual Report are being sent by email to those Members who have registered their email addresses with their DP (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form). For Members whose email ids are not registered, physical copies of the Notice of AGM, Attendance Slip, Proxy Form and Annual Report are being sent by permitted mode.

Members may also note that the Notice of the 26<sup>th</sup> Annual General Meeting and the Annual Report 2016-17 will also be available on the Company's website [www.hitechgroup.com](http://www.hitechgroup.com)

#### 24. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and the provisions of Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members, facility to cast their votes on all Resolutions set forth in the Notice of the Annual General Meeting ('AGM') using electronic voting system from a place other than the venue of the AGM ('remote e-voting'), provided by National Securities Depository Limited (NSDL) and the business may be transacted through such voting.

The process and manner for remote e-voting are as under: -

- I. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participant(s)]:
  - (i) Open the E-mail and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and password/PIN for remote e-voting. Please note that the password is an initial password. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
  - i. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>
  - ii. Click on Shareholder - Login
  - iii. Put user ID and password as initial password/PIN as mentioned above. Click Login.

NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com)

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- iv. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - v. Home page of remote e-voting opens. Click on remote e-Voting: Active Voting Cycles.
  - vi. Select "EVEN" (E-Voting Event Number) of Hitech Corporation Limited.
  - vii. Now you are ready for remote e-voting as "Cast Vote" page opens.
  - viii. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - ix. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - x. Once you have voted on the Resolution, you will not be allowed to modify your vote.
  - xi. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copies (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to [keyulmdedhia@gmail.com](mailto:keyulmdedhia@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - II. In case a member whose e-mail id is not registered with the Company/ Depository Participant(s) and receives a physical copy of the Notice of Twenty Sixth Annual General Meeting of Hitech Corporation Limited:
    - (i) Initial password is provided in the enclosed attendance slip.
    - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xi) above, to cast vote.
  - III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no. 1800-222-990.
  - IV. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - V. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
25. The remote e-voting period commences on Sunday, 30<sup>th</sup> July, 2017 at 9:00 a.m. and ends on Tuesday, 1<sup>st</sup> August, 2017 at 5:00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 26<sup>th</sup> July, 2017 ('Cut off Date'), may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution has been cast by a shareholder, the same shall not be allowed to be changed subsequently or allowed to cast a vote again.
26. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to [investor.help@hitechgroup.com](mailto:investor.help@hitechgroup.com) by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registrar and Share Transfer Agent at their registered address not later than 5.00 p.m. of Tuesday, 1<sup>st</sup> August, 2017. Ballot Form(s) received after this date and time will be treated as invalid.

27. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and who holds shares as on the cut-off date, may cast their votes as follows:-
- i For remote e-voting: The Shareholders can send in their request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) to obtain the login ID and password. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
  - ii For ballot: The Shareholders can send an email at [investor.help@hitechgroup.com](mailto:investor.help@hitechgroup.com) for obtaining a ballot form by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer, not later than Tuesday, 1<sup>st</sup> August, 2017 by 5.00 p.m. Ballot Form received after aforesaid date and time shall be treated as invalid.
28. In case of any queries/grievances pertaining to e-voting, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the downloads section of <https://www.evoting.nsdl.com>. or may contact on the NSDL toll free no.: 1800-222-990 or may contact Mr. Rajiv Ranjan, Assistant Manager, National Securities Depository Limited, Trade World, A Wing, 4th and 5th Floors, Kamala Mills Compound, Lower Parel, Mumbai - 400 013, Maharashtra at the designated email ids: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [rajivr@nsdl.co.in](mailto:rajivr@nsdl.co.in) or at telephone nos. (022) 24994 6000/ (022) 2499 4738. Alternatively, Members may also write to Ms. Namita Tiwari, Company Secretary & Compliance Officer at the email id: [investor.help@hitechgroup.com](mailto:investor.help@hitechgroup.com). The facility for voting, either through electronic voting system or polling paper shall also be made available at the AGM and the members attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting.
29. The voting rights of shareholders shall be in proportion to their equity shares of the paid up equity share capital of the Company as on the cut-off date i.e. 26<sup>th</sup> July, 2017. A Person, whose name is recorded in the register of beneficial owners maintained by the depositories as on the cut-off date, only shall be entitled to avail the facility of remote e-voting, voting through Ballot Form or voting at the Annual General Meeting. Mr. Keyul M. Dedhia, of Keyul M. Dedhia & Associates, Company Secretaries Membership No. FCS7756 has been appointed as the Scrutinizer to scrutinize the e-voting process and votes casted at the Annual General Meeting venue in a fair and transparent manner.
30. The Scrutinizer shall, after the conclusion of voting at the Annual General Meeting, would first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting and ballot voting in the presence of at least two (2) witnesses not in the employment of the Company and shall make and submit, not later than 3 (three) working days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
31. A Member can opt for only one mode of voting i.e. either through remote e-voting or by ballot. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot shall be treated as invalid.
32. The facility for voting, either through electronic voting or ballot or polling paper shall also be made available at the Meeting and members attending the Meeting who have not already cast their vote by remote e-voting or by Ballot Form shall be able to exercise their rights at the Meeting.
33. Members who have cast their vote by remote e-voting or by Ballot Form prior to the Meeting may also attend the Annual General meeting but shall not be entitled to cast their vote again.
34. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.hitechgroup.com](http://www.hitechgroup.com) and on the website of NSDL immediately after the declaration of the Result by the Chairman or a person authorized by him in writing. The Results would be communicated to the BSE Limited and The National Stock Exchange of India Limited. The result of the voting, along with the Scrutinizer's Report shall also be displayed on the Notice Board of the Company at its Registered Office.

## ANNEXURE TO THE NOTICE

### Explanatory Statement

[Pursuant to Section 102(1) of the Companies Act, 2013]

The following explanatory statement sets out all material facts relating to various Businesses including Special Business of the accompanying Notice of the Annual General Meeting to be held on 2<sup>nd</sup> August, 2017.

#### Item No. 4: To Appoint Statutory Auditors:

M/s. Manubhai & Shah LLP, Chartered Accountants, Statutory Auditors of the Company vide their letter dated 22<sup>nd</sup> June, 2017 expressed their inability to continue as Statutory Auditors of the Company due to pre-occupation and other professional commitments, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors is required to be filled by the shareholders in general meeting upon the recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended that M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai (FRN: 104607W/W100166), be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Manubhai & Shah LLP, Chartered Accountants.

M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (FRN: 104607W/W100166), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that they are not disqualified to be appointed as the Statutory Auditors of the Company and their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The Board of Directors recommends the passing of the Ordinary Resolution as set out at Item No. 4 of the accompanying Notice for approval by the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the said Resolution.

#### Item No. 5: To adopt new set of Articles of Association of the Company:

The Articles of Association of the Company as currently in force was originally adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were adopted, from time to time, over the past few years. The references to specific Sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013 ('the Act').

Considering that substantive Sections of the Companies Act, 2013 which deal with the general working of the companies stand notified, it is proposed to amend the existing Articles of Association to align it with the provisions of the Companies Act, 2013 including the Rules framed thereunder and adoption of specific Sections from Table "F" to the Companies Act, 2013 which sets out the model Articles of Association for a company limited by shares.

Members' attention is invited to certain salient provisions in the new draft of Articles of Association of the Company which *inter-alia* includes:

1. Provisions relating to the appointment of independent and women directors have been added.
2. Provisions relating to the appointment of Key Managerial Personnel have been added.

3. Provisions relating to use of the electronic medium to communicate with the shareholders and directors have been added.
4. Various existing articles have been aligned with the Act.
5. The statutory provisions of the Act which permit a company to do some acts "if so authorised by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included.

The proposed new draft of Articles of Association is available for inspection by the members at the Registered Office of the Company during business hours on all working days, except Saturdays, Sundays and Public holidays, during business hours between 11.00 a.m. to 1.00 p.m. upto the date of ensuing Annual General Meeting and at the Meeting.

The Board of Directors recommends the passing of the Special Resolution as set out at Item No. 5 of the accompanying Notice for approval by the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the said Resolution.

#### Item No. 6: To keep registers and index of members, returns etc. at the new office of Registrar and Share Transfer Agent:

Pursuant to Section 94 of the Companies Act, 2013 and rules made thereunder, certain registers, returns and documents which are required to be kept at the registered office of the Company can be kept at a place other than the registered office of the Company, provided such other place has been approved by the members by way of a Special Resolution.

A communication has been received from Company's Registrar and Share Transfer Agent, Link Intime India Private Limited about their shifting of registered office from present address C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (W), Mumbai-400 078 to C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai - 400 083.

Accordingly, approval of members, by way of Special Resolution, is being sought for keeping the Registers, Returns, etc. as mentioned in Section 94 of the Companies Act, 2013 and rules made thereunder in the new premises of Link Intime India Private Limited.

The Board of Directors recommends the passing of the Special Resolution as set out at Item No. 6 of the accompanying Notice for approval by the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the said Resolution.

**Regd. Office:**  
201, 2nd Floor, Welspun House,  
Kamala City, Senapati Bapat Marg,  
Lower Parel (West), Mumbai 400 013  
Tel.: 022 4001 6500  
Fax.: 022 2495 5659;  
CIN: L28992MH1991PLC168235  
E-mail: investor.help@hitechgroup.com  
website: www.hitechgroup.com

**By Order of the Board  
For Hitech Corporation Limited**

**Namita Tiwari  
Company Secretary**

Mumbai, 23<sup>rd</sup> June, 2017

**Route Map**



**Venue:** Indian Merchants Chamber

**Landmark:** Near Churchgate Railway Station

## ANNEXURE TO AGM NOTICE

The Statement of disclosures pursuant to Secretarial Standard- 2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, is as under:

<b>Name of the Director</b>	Mr. Ashwin S. Dani (DIN: 00009126)
<b>Date of Birth</b>	October 24, 1942
<b>Qualification</b>	<ul style="list-style-type: none"> <li>• BSc. (Hons.) degree from the Institute of Science, University of Mumbai and B.Sc. (Tech) - Paints, Pigments and Varnishes from U.D.C.T. (now known as Institute of Chemical Technology (ICT), University of Mumbai).</li> <li>• Masters Degree in Polymer Science (USA)</li> <li>• Diploma in Colour Science (USA).</li> </ul>
<b>Brief Resume of the Director</b>	<p>Mr. Ashwin S. Dani is a Non-Executive Director and Chairman of the Company. He has served as the Vice Chairman and Managing Director of Asian Paints Limited from December 1998 to March 2009. Currently, he is the Vice Chairman of Asian Paints Limited.</p> <p>Mr. Dani started his career in 1967, as a Development Chemist with Inmont Corp, (now known as BASF) Detroit USA, a major supplier of automotive OEM and refinishes. He joined Asian Paints in 1968 as Senior Executive and moved through successive senior positions like Director - R &amp; D, Works Director, Whole-time Director, and Vice Chairman.</p> <p>Mr. Dani was a member of the Central Board of Trustees – Employees Provident Fund of the Government of India. He is also the past President of the All India Organisations of Employers.</p> <p>Mr. Dani was conferred the 'Businessman of the Year' award in 2015 by Business India magazine. He was also the recipient of the prestigious 'Ernst &amp; Young Entrepreneur of the Year' award in the 'Manufacturing' category in November 2003.</p> <p>He has been the President of the Board of Governors of the U.D.C.T. (currently Institute of Chemical Technology) Alumni Association, Mumbai. He was a member of the Board of Management of Institute of Chemical Technology. Mr. Dani is the Past-President of the Indian Paint Association (IPA) - the premier paint association in India. He has also been awarded the "Cheminor Award" by the Indian Institute of Materials Management for excellence in Supply Chain and the 'Achiever of the Year award - Chemical Industry' by the Chemtech foundation. In 2011, Mr. Dani was presented with the 'Lifetime Achievement Award' by Indian Paint Association (IPA) for his outstanding service to the Indian paint industry.</p> <p>He has also served as the Vice President of Federation of Indian Chambers of Commerce and Industry (FICCI).</p> <p>Mr. Dani is also a member of President's Advisory Council of The University of Akron, Akron, Ohio, USA since November 2014.</p>
<b>Expertise in specific functional area</b>	Vast and rich experience in the fields of polymers, paints & plastic business and supply chain management.
<b>Date of first appointment in the current designation</b>	13th January, 1992
<b>Shareholding in the Company</b>	2,30,095 equity shares of ₹ 10/- each
<b>Directorships</b>	<ol style="list-style-type: none"> <li>1. Hitech Corporation Limited</li> <li>2. Asian Paints Limited</li> <li>3. Gujarat Organics Limited</li> <li>4. Resins and Plastics Limited</li> <li>5. Sun Pharmaceuticals Industries Limited</li> <li>6. ACC Limited</li> <li>7. Geetanjali Trading and Investments Private Limited</li> <li>8. Rituh Holding and Trading Company Private Limited</li> <li>9. Avinash Holding and Trading Company Private Limited</li> <li>10. Haish Holding and Trading Company Private Limited</li> </ol>
<b>Memberships/Chairmanship of Committees of other companies</b>	<p><b>Member:</b></p> <ol style="list-style-type: none"> <li>1. Resins and Plastics Limited - Stakeholders Relationship Committee</li> <li>2. ACC Limited - Audit Committee</li> <li>3. Sun Pharmaceuticals Industries Limited - Audit Committee</li> </ol> <p><b>Chairman:</b></p> <ol style="list-style-type: none"> <li>1. Asian Paints Limited - Shareholders Committee</li> <li>2. Hitech Corporation Limited - Stakeholders Relationship Committee</li> </ol>
<b>Inter-se relationship between Directors and other Key Managerial Personnel</b>	Mr. Ashwin S. Dani is father of Mr. Jalaj A. Dani and Mr. Malav A. Dani, Directors of the Company. He is not related with any other Director and Key Managerial Personnel of the Company.
<b>Number of Meetings of the Board attended</b>	4 out of 4 in the Financial Year 2016-17.
<b>Details of remuneration last drawn</b>	₹ 7,95,775/- during the Financial Year 2016-17.



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