

(CIN: L27109DL1958PLC003006)
 Regd. Office: 488, Bartan Market,
 Sadar Bazar, Delhi - 110006.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **58th Annual General Meeting** of the Members of Hindustan Tin Works Limited will be held at Asha Farms, Palla Gaon Road, Bakhtawarpur, Delhi on Tuesday, 27th September, 2016 at 10.00 A.M. to transact the following businesses.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and the statement of Profit & Loss Account for the year ended on that date and the report of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year ended 31st March, 2016.
3. To appoint a Director in place of Mr. Sanjay Bhatia (DIN:00080533) who retires by rotation as per the provisions of section 152 of the Companies Act, 2013 and being eligible offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:-**

"RESOLVED that pursuant to the provisions of Section 139 and 142 and other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s M.L. Puri & Co., Chartered Accountants (Registration No. 002312N) the retiring auditors, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the Conclusion of next Annual General Meeting and that the Board of Directors be and is hereby authorized to fix their remuneration."

SPECIAL BUSINESS

5. CHANGE OF REGISTERED OFFICE OF THE COMPANY

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

"RESOLVED that pursuant to the provisions of Section 12(5) and all other applicable provisions of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the registered office of the Company be and is hereby changed from its present location at 488, Bartan Market, Sadar Bazar, Delhi- 110006 to 819, DLF Tower- A, Jasola, New Delhi- 110025 w.e.f. 1st October, 2016.

RESOLVED FURTHER that change in the place of registered office of the Company be made in the name plates or board affixed at the registered office as also in the letter heads, official publications, documents etc. pursuant to the provisions contained in section 12 of the Companies Act, 2013.

RESOLVED FURTHER that Mr. Sanjay Bhatia, Managing Director and Mr. Rajat Pathak, V P (Finance) & Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. REVISION IN SALARY OF MR. SANJAY BHATIA, MANAGING DIRECTOR.

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

"RESOLVED that in accordance with the provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Memorandum and Articles of Association of the Company and subject to approval of Central Government/ any other authority, if applicable, and subject to any such conditions or modifications as may be prescribed or imposed by such authorities while granting such approval, consents, permissions and sanctions, consent of the Company be and is hereby accorded for the revision in remuneration of Mr. Sanjay Bhatia, Managing Director (DIN:00080533) of the Company from 01.04.2017 to 31.03.2018 as below:

Basic	: Rs.54,00,000/-
HRA	: Rs.32,40,000/-
PF	: Rs.6,48,000/-
Key Man Policy	: Rs.2,58,20,000/-

PERQUISITES :- In addition to the salary, the Managing Director shall be entitled to perquisites which will include reimbursement of expenditure or allowances in respect of house maintenance and repairs, utilities: such as gas, electricity, water and furnishing, medical reimbursement*, medical insurance*, hospital benefits*, leave travel concession (Domestic/Foreign Travel twice in a year for self and family by air including Air fare, Boarding and Lodging expenses), leave encashment and education*, personal accident insurance*, club fees, car with driver, and any other reimbursement and allowances or perquisites in terms of the company's rules or as may be decided by the Board but not exceeding Rs. 2,00,000/- per month.

*For self and his family

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

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

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

7. TO APPROVE THE REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2017.

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

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the company for the financial year ending March 31, 2017 be paid the remuneration as set out in the statement annexed to the Notice convening this Meeting.



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

By Order of the Board

Place : New Delhi
Date : 11th August, 2016

Registered Office :
488, Bartan Market,
Sadar Bazar, Delhi-110006.

Rajat Pathak
VP (Finance) & Company Secretary

NOTES :-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBER NOT EXCEEDING FIFTY AND HOLDING IN THE 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 A PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. The register of members and share transfer books of the Company will remain closed from Wednesday, 21st September, 2016 to Tuesday, 27th September, 2016 (both days inclusive).
3. The dividend, if declared at the meeting, will be paid on or after 27th September, 2016 to those members whose names appear:
 - a. As Beneficial Owners as at the end of the business hours on 20th September, 2016 as per the list to be furnished by the depository in respect of the shares held in electronic form and,
 - b. As members in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company on or before 20th September, 2016.
4. The members are requested to notify immediately any change in their address, exclusively on separate letter without clubbing it with any other request, for quicker attention directly to the Company's Share Transfer Agent.
M/s Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor, 99 Madangir,
Behind Local Shopping Complex,
New Delhi - 110062.
5. A statement pursuant to section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. The Shareholders are requested to update their Contact address and e mail address.
7. Shareholders are requested to get their shares converted from physical form to DEMAT form.
8. Claim of Unclaimed Dividend, if any, for the financial years 2009-10 (Interim & Final), 2010-11, 2011-12, 2012-13, 2013-14 & 2014-15 shall be made to the Company or Share Transfer Agent. The shareholders may kindly note that the amount in unpaid dividend account relating to the financial year 2008-09 is due for transfer during October, 2016 to "Investors Education and Protection Fund" established by the Central Government under section 205A (5) of the Companies Act, 1956 (which is still applicable as the relevant section under the Companies Act, 2013 are yet to be notified).
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Beetal Financial & Computer Services (P) Ltd.
10. The members/proxies are requested to bring their copy of Annual Report while attending the 58th Annual General Meeting of the Company.
11. Members desirous of asking any question at the Annual General Meeting are requested to send in their question so as to reach the Company at least 10 days before the Annual General Meeting so that the same can be suitably addressed.
12. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
13. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. Appointment of Directors: At the ensuing Annual General Meeting, Mr. Sanjay Bhatia retire by rotation and seek reappointment.
15. Electronic copy of the Annual Report for the financial year ending 31st March, 2016, Notice of the 58th AGM of the Company, instructions for e-voting, along with the Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode.
16. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the members at the Company's Registered Office on all working days during business hours upto the date of the meeting.

Voting through Electronic Mode

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to provide members facility to exercise their right to vote at 58th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

The procedure and instruction for members for e-voting are as under:-

- (i) The voting period begins on 23rd September, 2016 (9 a.m.) and ends on 26th September 2016 (5 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20th September, 2016 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 could not be entitled to vote at the AGM venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on "Shareholders" .
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field, sequence number is printed on address sticker.
	<ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Bank 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 as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **COMPANY'S NAME- HINDUSTAN TIN WORKS LIMITED** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) Note for Non - Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 20th September, 2016.



- (xxiii) Mr. Vinod Kumar Gupta, Practicing Company Secretary (M No. 2148) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxiv) The results shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.hindustantin.biz and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.
- (xxv) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 20th September, 2016 may follow the same instructions as mentioned above for e-Voting.
- (xxvi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com, Name of Contact person Mr. Rakesh Dalvi Designation Deputy. Manager, Contact No. - 18002005533 , Address : Central Depository Services (India) Limited 16th Floor, P. J. Towers, Dalal Street, Mumbai - 400001.

By Order of the Board

Place : New Delhi
Date : 11th August, 2016

Rajat Pathak
VP (Finance) & Company Secretary

Registered Office :
488, Bartan Market,
Sadar Bazar,
Delhi-110006

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

Presently the registered office of the Company is situated at 488, Bartan Market, Sadar Bazar, Delhi-110006. While the Corporate office of the Company is situated at 426, DLF Tower- A, Jasola, New Delhi- 110025. For administrative convenience, ease of doing business and better control over the operations it is proposed to shift the Registered office of the Company from present address to 819, DLF Tower- A, Jasola, New Delhi- 110025, since the new place is within the jurisdiction of the Registrar of Companies, NCT of Delhi and Haryana, hence it is proposed to pass a special resolution for this purpose.

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

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

ITEM NO. 6

Mr. Sanjay Bhatia was appointed as CEO of the Company w.e.f, 1st October 1977. He was further promoted as Managing Director of the Company on 7th August, 1992 when the Company's turnover and other Income was around Rs. 23 Crore and net profit after tax was around Rs. 33 Lacs and in Financial Year 2015-16, the Company's turnover and other income increased to around Rs. 301 Crore and net profit after tax increased to around Rs. 14 Crore due to great effort, foresightedness and dynamism of Mr. Bhatia. In 1994 Company had taken a Key Man policy on the life of Mr. Sanjay Bhatia and now keeping in view of the long services and efforts of Mr. Bhatia to increase the top line and bottom line of the Company, it is proposed to assign this policy to Mr. Sanjay Bhatia before the time of its maturity.

Maturity amount of the policy is approx. Rs. 2.58 Crore which will fall under the definition of remuneration of the Managing Director.

Board of Directors of the Company, at its meeting held on 11th August, 2016, approved revision in remuneration of Mr. Sanjay Bhatia, Managing Director of the Company for the period from 01.04.2017 to 31.03.2018.

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

I. GENERAL INFORMATION

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

II. INFORMATION ABOUT THE APPOINTEE

(1)	Background details	<p>Mr. Sanjay Bhatia has 39 years of experience in metal packaging industry, currently he is Managing Director of Hindustan Tin Works Ltd besides Director in some other Companies. He was also Director in one of the prestigious Government Company.</p> <p>Throughout his career Mr. Sanjay Bhatia has been associated with leading Chambers of Commerce and has represented and been representing the industry on various committees set up by Central & State Governments from time to time, including Kelkar task force on simplification of Indirect Taxes in India. Your Board is of opinion that he will bring to the Company the exceptional breath of experience and maturity which is essential in the present circumstances and his appointment will, therefore, be in the interest of the Company</p>
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(2)	Past remuneration	<p>In Financial Year 2016-17 his Yearly Remuneration being paid is as below:</p> <p>Basic : Rs. 41,40,000/- HRA : Rs. 24,84,000/- PF : Rs. 4,96,800/-</p> <p>PERQUISITES :- In addition to the salary and commission, the Managing Director shall be entitled to perquisites which will include reimbursement of expenditure or allowances in respect of house maintenance and repairs, utilities: such as gas, electricity, water and furnishing, medical reimbursement*, medical insurance*, hospital benefits*, leave travel concession (Domestic/Foreign Travel twice in a year for self and family by air including Air fare, Boarding and Lodging expenses), leave encashment and education*, personal accident insurance*, club fees, car with driver, and any other reimbursement and allowances or perquisites in terms of the company's rules or as may be decided by the Board but not exceeding Rs. 2,00,000/- per month. Commission not exceeding 2% of net profit. The remuneration shall be subject to a limit of upto Rs. 1.20 crores p.a.</p> <p>*For self and his family</p>
(3)	Recognition or awards	Many Recognition and Awards received by the Company from time to time
(4)	Job Profile and his Suitability	Mr. Sanjay Bhatia, Managing Director of the Company is in charge of the overall management of the company. He has over 39 years of experience in managing the Company which is in the business of manufacturing of Tin Cans. Having spent a long time in the industry and the moving spirit of the Company, he is best suited to take up the job.
(5)	Remuneration proposed	<p>Basic : Rs. 54,00,000/- HRA : Rs. 32,40,000/- PF : Rs.6,48,000/- Key Man Policy : Rs. 2,58,20,000/-</p> <p>PERQUISITES :- In addition to the salary, the Managing Director shall be entitled to perquisites which will include reimbursement of expenditure or allowances in respect of house maintenance and repairs, utilities: such as gas, electricity, water and furnishing, medical reimbursement*, medical insurance*, hospital benefits*, leave travel concession (Domestic/Foreign Travel twice in a year for self and family by air including Air fare, Boarding and Lodging expenses), leave encashment and education*, personal accident insurance*, club fees, car with driver, and any other reimbursement and allowances or perquisites in terms of the company's rules or as may be decided by the Board but not exceeding Rs. 2,00,000/- per month.</p> <p>*For self and his family</p>
(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	Data not available due to variance within the industry in terms of financial performance / size / profile and person.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with managerial person if any. Mr. Paras Bhatia, Senior Vice President (Son of Mr. Ashok	Mr. Ashok Kumar Bhatia, (Whole Time Director) Brother Mr. Vijay Kumar Bhatia, (Whole Time Director) Brother Kumar Bhatia) Mr. Saket Bhatia, Senior Vice President (Son of Mr. Sanjay Bhatia) Mr. Sanjay Bhatia, Presently the Managing Director of the Company.

III. OTHER INFORMATION

(1)	Reason of loss or inadequate profit	<ol style="list-style-type: none"> The Plant is as per International Standard and has adopted the Global best practices for Can/Components Manufacturing. Can Market have been growing in India, yet it will take time to mature, thus, markets are still to grow to absorb the manufactured Cans by various manufacturers. Due to strong Competition from local competitors and imports, Sales Prices are very competitive. Plant efficiencies are lower. Interest cost is still very high on loans for Companies like us, this includes both long terms as well as short term loans. Due to Steady increase in tin plate prices, which is the major raw material for manufacture of tin cans without proportionate increase in sales rates. Due to Steady increase in fixed cost like salary, wages, admin Cost etc. without proportionate increase in sales rates.
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(2)	Steps taken or proposed to be taken for improvement	<ol style="list-style-type: none"> 1. Hindustan Tin Works Ltd. is set up with the objective of providing Can & Components to the Indian sub-continent and meet any other customer demand using the rich exposure in this field. 2. The products are of world class quality standards and will enable the Company to adopt the global best practices as adopted by leading Companies worldwide. Thus the Company will be benefited. 3. Company not only provides world class quality products to the customers but also Cost effective products. 4. Company is striving to explore new customers and extend its reach to global markets which should provide the Company better opportunities in terms of volume and reach. 5. Over a period, Company is making representations with various customers in view of the increase in input costs and making a strong pitch for sales price increase. 6. Company has also been working towards improving plant efficiencies by virtue of value engineering and capex addition. 7. Company has also been talking to its vendors and trying to establish long term contracts to minimize any potential price increase in future. The Company also been talking to them towards reducing inventory at its end, reduced lead time etc. 8. Company has been in dialogue with its bankers and has been representing its case to them towards cheaper and alternative credit terms for various facilities. 9. Discussion with customers for increase in sales prices are being done. Various cost reduction measures also being worked out for reduction in indirect overheads, efforts are being made of increase in sales by introducing new products and developing new customer, increasing volumes of present customers etc.
(3)	Expected increase in productivity and profits in measurable terms	Expected turnover around Rs. 330/- Crore in 2017-18 and expected PAT in 2017-18 is around Rs. 10 Crore excluding exceptional items
DISCLOSURES		
The remuneration package of Mr. Sanjay Bhatia is as described in Clause II (5) above		

Revision of remuneration is approved by resolution passed by the Nomination and Remuneration Committee in its meeting dated 11th August, 2016.

As required by the Companies Act, 2013, approval of the members is being sought, for the revision in remuneration of Mr. Sanjay Bhatia, Managing Director.

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

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

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

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

ITEM NO. 7

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017 as per the following details:

Sr. No.	Name of Cost Auditor	Industry	Audit Fees
1.	M/s K.S Bhatnagar & Associates	Steel	Rs. 2,00,000/-

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item no. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2017.

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

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

By Order of the Board

Place : New Delhi
Date: 11th August, 2016

Registered Office :
488, Baran Market,
Sadar Bazar,
Delhi-110006.

Rajat Pathak
VP (Finance) & Company Secretary

HINDUSTAN TIN WORKS LIMITED

(CIN: L27109DL1958PLC003006)

Regd. Office: 488, Bartan Market, Sadar Bazar, Delhi - 110006.

Phone: 011-4999 8888 Fax No. 011 - 4999 8822

E-mail: info@hindustantintin.co.in; Website: www.hindustantintin.biz

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration), Rules 2014.

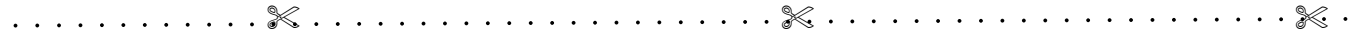
58TH ANNUAL GENERAL MEETING ON 27TH SEPTEMBER, 2016, TUESDAY, 10.00 A.M.

Name of the member(s)	
Registered address	
E-mail ID	
Folio No. / Client ID	
DP ID	

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

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

PTO



HINDUSTAN TIN WORKS LIMITED

(CIN: L27109DL1958PLC003006)

Regd. Office: 488, Bartan Market, Sadar Bazar, Delhi - 110006.

Phone: 011-4999 8888 Fax No. 011 - 4999 8822

E-mail: info@hindustantintin.co.in; Website: www.hindustantintin.biz

ATTENDANCE SLIP

Please fill the Folio/DP ID-Client ID No. and name and sign the Attendance Slip and hand it over at the Attendance verification Counter at the ENTERENCE OF THE MEETING HALL

Joint shareholders may obtain additional slip at the venue of the meeting

58TH ANNUAL GENERAL MEETING ON 27TH SEPTEMBER, 2016, TUESDAY, 10.00 A.M.

DP ID* _____ Client ID* _____

Folio No. _____ No. of Shares _____

NAME AND ADDRESS OF THE SHAREHOLDERS _____

I hereby record my presence at the **58th Annual General Meeting** of the Company on Tuesday, 27th September, 2016 at 10.A.M. at Asha Farms, Palla Gaon Road, Bakhtawarpur Delhi.

*Applicable for investors holding shares in electronic form

Signature of shareholder / Proxy

Note:

- Please read the instructions for e-voting printed under the heading "Voting through Electronic Mode" in Notes to the AGM Notice.
- The Voting period starts from 9.00 am on 23rd September, 2016 and ends at 5.00 pm. on 26th September, 2016. Thereafter e-voting module shall be disabled by CDSL for voting.

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 58th Annual General Meeting of the Company, to be held on Tuesday, the 27th September, 2016 at 10.00 A.M. at Asha Farms, Palla Gaon Road, Bakhtawarpur, Delhi, and at any adjournment thereof in respect of such resolutions as are indicated below:-

Ordinary Business	For	Against
1. Adoption of Financial Statements for the Year ended March, 31, 2016.		
2. Declaration and Approval of Dividend on Equity Shares for the Year Ended 31st March, 2016		
3. Re-appointment of Mr. Sanjay Bhatia, who retires by rotation		
4. Appointment of M/s M.L. Puri & Co. Chartered Accountants, as Auditor.		
Special Business		
5. Change of Registered Office of the Company		
6. Revision in salary of Mr. Sanjay Bhatia, Managing Director		
7. To Approve the Remuneration of the Cost Auditors for the Financial Year Ending 31st March, 2017		

Signed this _____ day of _____ 2016

Signature of Shareholder

Signature of Proxy Holder(s)

Affix
Revenue
Stamp

Note:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.**
- 2. A Proxy need not be a member of the Company.**
- 3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 58th Annual General Meeting.**