



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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **56th Annual General Meeting** of the Members of Hindustan Tin Works Limited will be held at Asha Farms, Palla Gaon Road, Bakhtawarpur, Delhi on Friday, 26th September, 2014 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, 2014 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 2014.
- (3) To appoint a Director in place of Mr. Ashok Kumar Bhatia 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, M/s M.L. Puri & Co. Chartered Accountants, New Delhi to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors of the Company to fix their remuneration.

SPECIAL BUSINESS

5. APPOINTMENT OF WOMEN DIRECTOR

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 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Aarti Sawhney (DIN : 06869549), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years for a term up to 31st March, 2019, not liable to retire by rotation."

6. APPOINTMENT OF MR. N.P. SAHNI AS INDEPENDENT DIRECTOR 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 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. N. P. Sahni (DIN : 00037478), who was appointed as Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years for a term up to 31st March, 2019, not liable to retire by rotation."

7. APPOINTMENT OF MR. B. L. KHURANA AS INDEPENDENT DIRECTOR 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 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. B. L. Khurana (DIN : 00671592), who was appointed as Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years for a term up to 31st March, 2019, not liable to retire by rotation."

8. APPOINTMENT OF MR. RAMESH KUMAR JAIN AS INDEPENDENT DIRECTOR 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 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,



2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ramesh Kumar Jain (DIN : 00254518), who was appointed as Director liable to retire by rotation be and is hereby appointed as Independent Director to hold office for 5 (Five) consecutive years for a term up to 31st March, 2019, not liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director."

9. APPOINTMENT OF MR. M. K. ZUTSHI AS INDEPENDENT DIRECTOR 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 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. M. K. Zutshi (DIN : 00638383), who was appointed as Director liable to retire by rotation be and is hereby appointed as Independent Director to hold office for 5 (Five) consecutive years for a term up to 31st March, 2019, not liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director."

10. APPROVE CONTINUATION OF MR. ASHOK KUMAR BHATIA AS WHOLE TIME DIRECTOR AFTER ATTAINING AGE OF 70 YEARS

To consider and, if thought fit, to pass with or without modifications, the following Resolution as a **Special Resolution:-**

"RESOLVED that pursuant to sections 196, 197 and 203 of the Companies Act, 2013 read with Schedule V Part I (c) the consent of the Shareholders be and is hereby accorded for continuation of Mr. Ashok Kumar Bhatia (DIN : 00081730), Whole time Director of the Company as per terms and conditions specified in the resolution to be passed by the shareholders at this 56th Annual General Meeting of the Company even though he will attain the age of seventy years in June, 2015 and shall be entitled to the remuneration as passed in the above stated resolution."

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

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

"RESOLVED that pursuant to Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013, read with Schedule V to the said Act, and subject to other approvals as are necessary, Mr. Sanjay Bhatia (DIN : 00080533) be and is hereby reappointed as Managing Director of the Company for a period of Five years from 01.10.2014 to 30.09.2019 on the remuneration and terms and conditions as set out in the explanatory statement annexed.

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."

12. RE-APPOINTMENT OF MR. VIJAY KUMAR BHATIA, WHOLE TIME DIRECTOR.

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

"RESOLVED that pursuant to Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013, read with Schedule V to the said Act, and subject to other approvals as are necessary, Mr. Vijay Kumar Bhatia (DIN : 00088762) be and is hereby reappointed as Whole Time Director of the Company for a period of Five years from 01.10.2014 to 30.09.2019 on the remuneration and terms and conditions as set out in the explanatory statement annexed.

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."

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

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

"RESOLVED that pursuant to Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013, read with Schedule V to the said Act, and subject to other approvals as are necessary, Mr. Ashok Kumar Bhatia (DIN : 00081730) be and is hereby reappointed as Whole Time Director of the Company for a period of Five years from 01.10.2014 to 30.09.2019 on the remuneration and terms and conditions as set out in the explanatory statement annexed.

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."

14. RE-APPOINTMENT OF MR. P.P. SINGH, WHOLE TIME DIRECTOR.

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



"**RESOLVED** that pursuant to Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013, read with Schedule V to the said Act, and subject to other approvals as are necessary, Mr. P.P. Singh (DIN : 00658785) be and is hereby reappointed as Whole Time Director of the Company for a period of five years from 12.08.2014 to 11.08.2019 on the remuneration and terms and conditions as set out in the explanatory statement annexed.

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."

15. REVISION IN SALARY OF MR. GAURAV BHATIA SENIOR VICE PRESIDENT, RELATIVE OF DIRECTORS HOLDING OFFICE OR PLACE OF PROFIT, FOR THE PERIOD FROM 01.04.2015 TO 31.03.2020

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

"**RESOLVED** that pursuant to section 188 of the Companies Act, 2013 and other applicable provisions, if any, the consent of the Company be and is hereby accorded and power is vested with the Board to approve and fix remuneration payable to Mr. Gaurav Bhatia, Senior Vice President of the company of minimum basic of Rs. 2,40,000 pm but not exceeding Rs. 6,00,000 p.m. plus HRA @ 50% of basis salary, P.F on basic and other perquisites as admissible to the status and grade for the period from 01.04.2015 to 31.03.2020."

16. REVISION IN SALARY OF MR. PARAS BHATIA, SENIOR VICE PRESIDENT, RELATIVE OF DIRECTORS HOLDING OFFICE OR PLACE OF PROFIT, FOR THE PERIOD FROM 01.04.2015 TO 31.03.2020

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

"**RESOLVED** that pursuant to section 188 of the Companies Act, 2013 and other applicable provisions, if any, the consent of the Company be and is hereby accorded and power is vested with the Board to approve and fix remuneration payable to Mr. Paras Bhatia, Senior Vice President of the company of minimum basic of Rs. 2,40,000 pm but not exceeding Rs. 6,00,000 p.m. plus HRA @ 50% of basis salary, P.F on basic and other perquisites as admissible to the status and grade for the period from 01.04.2015 to 31.03.2020."

17. REVISION IN SALARY OF MR. SAKET BHATIA SENIOR VICE PRESIDENT, RELATIVE OF DIRECTORS HOLDING OFFICE OR PLACE OF PROFIT, FOR THE PERIOD FROM 01.04.2015 TO 31.03.2020

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

"**RESOLVED** that pursuant to section 188 of the Companies Act, 2013 and other applicable provisions, if any, the consent of the Company be and is hereby accorded and power is vested with the Board to approve and fix remuneration payable to Mr. Saket Bhatia, Senior Vice President of the company of minimum basic of Rs. 2,40,000 pm but not exceeding Rs. 6,00,000 p.m. plus HRA @ 50% of basis salary, P.F on basic and other perquisites as admissible to the status and grade for the period from 01.04.2015 to 31.03.2020."

18. REVISION IN SALARY OF MR. ATIT BHATIA SENIOR VICE PRESIDENT, RELATIVE OF DIRECTORS HOLDING OFFICE OR PLACE OF PROFIT, FOR THE PERIOD FROM 01.04.2015 TO 31.03.2020

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

"**RESOLVED** that pursuant to section 188 of the Companies Act, 2013 and other applicable provisions, if any, the consent of the Company be and is hereby accorded and power is vested with the Board to approve and fix remuneration payable to Mr. Atit Bhatia, Senior Vice President of the company of minimum basic of Rs. 2,40,000 pm but not exceeding Rs. 6,00,000 p.m. plus HRA @ 50% of basis salary, P.F on basic and other perquisites as admissible to the status and grade for the period from 01.04.2015 to 31.03.2020."

19. INCREASE IN BORROWING POWERS OF THE COMPANY U/S 180 (1)(C) OF THE COMPANIES ACT, 2013

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

"**RESOLVED** that pursuant to Section 180 (1) (c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the Company be and is hereby accorded to the Board of Directors to borrow such sum or sums of money in any manner from time to time as may be required for the purpose of the business of the Company with or without security and upon such terms and conditions as it may deem fit, notwithstanding that money borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from Company's Bankers in the ordinary course of business) may exceed the aggregate of paid up capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose, provided that total amount so borrowed by the Company and outstanding at any time shall not exceed the sum of Rs.1,50,00,00,000/- (Rupees One Hundred Fifty Crores only)."


20. TO APPROVE THE REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH, 31st, 2015.

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, 2015 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 : 12th August, 2014

Rajat Pathak
VP (Finance) & Company Secretary

Registered Office :

488, Bartan Market,
Sadar Bazar,
Delhi-110006.

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 A 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 MEMBERS 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 Friday, 19th September, 2014 to Friday, 26th September, 2014 (both days inclusive).
3. The dividend, if declared at the meeting, will be paid on or after 26th September, 2014 to those members whose names appear:
 - a. As Beneficial Owners as at the end of the business hours on 18th September, 2014 as per the list to be furnished by the depositary 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 18th September, 2014.
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 2007-08, 2008-09, 2009-10 (Interim & Final), 2010-11, 2011-12 & 2012-13 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 2006-07 is due for transfer during October,



2014 to "Investors Education and Protection Fund" established by the Central Government under section 125 (c) of the Companies Act, 2013.

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 56th 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 / power of attorney (POA) 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. Ashok Kumar Bhatia retire by rotation and seek reappointment. Mr. N.P. Sahni, Mr. B.L. Khurana, Mr. Ramesh Kumar Jain and Mr. M. K. Zutshi are re-appointed as Independent Director in the Company. Mrs. Aarti Sawhney is appointed as woman/Independent Director in the Company. Mr. Sanjay Bhatia, Managing Director, Mr. Vijay Kumar Bhatia, Mr. Ashok Kumar Bhatia and Mr. P. P. Singh Whole time Directors were reappointed. Details pertaining to these directors required to be provided pursuant to clause 49 of the Listing Agreement are furnished in the statement on corporate governance.
15. As a part of "Green Initiative in the Corporate Governance", the Ministry of Corporate Affairs vide its circular no. 's 17/2011 and 18/2011 dated 21.01.2011 and 29.04.2011 respectively, has permitted the companies to serve the documents, namely, Notice of general Meeting, Balance Sheet, profit & Loss Account, Auditors' Report, Directors' Report, etc. to the members through e-mail. The shareholders holding shares in physical form are requested to register their e-mail address with the Registrar & Share Transfer Agent by sending duly signed request letter quoting their Folio no. name and address. In case of shares held in demat form, the shareholders may register their e-mail addresses with their DPs (Depository Participants).

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 56th 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 20th September, 2014 (9 a.m.) and ends on 22nd September 2014 (6 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 22nd August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:



For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>* 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.</p> <p>* 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.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **COMPANY'S NAME- HINDUSTAN TIN WORKS LIMITED** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) 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 22nd August, 2014.
- (xix) 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.
- (xx) 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.
- (xxi) Note for Non-Individual Shareholders & Custodians:
- Corporate/ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.



- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xxii) 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

By order of the Board

Place : New Delhi
Date : 12th August, 2014

Rajat Pathak
VP (Finance) & Company Secretary

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

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

The Board of Directors has received a notice from the shareholder proposing the candidature of Mrs. Aarti Sawhney (DIN : 06869549) as a Women / Independent Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013, Mrs. Aarti Sawhney is M.A. (History) from Lucknow University, she was Retired as Chief Commissioner of Income Tax, Administration, Delhi in October, 2009 thus, she has wide expertise in Direct Tax and administration.

The Company has received from Mrs. Aarti Sawhney (i) consent in writing to act as Women / Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the companies Act, 2013.

The Resolution seeks the approval of members for the appointment of Mrs. Aarti Sawhney as Women / Independent Director of the Company for a term of 5 consecutive years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. She is not liable to retire by rotation.

In the opinion of the Board of Directors, Mrs. Aarti Sawhney proposed to be appointed, as a Women / Independent Director, fulfill the conditions specified in the Companies Act, 2013 and the Rules made hereunder and she is independent. A copy of the draft letter for the appointment of Mrs. Aarti Sawhney as a Women / Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days up to the date of the Annual General Meeting.

None of the Directors, Key Managerial Personnel or their relatives, except Mrs. Aarti Sawhney for whom the Resolution relates, are interested or concerned in the Resolution.

The Board seeks approval of the members for the appointment of Mrs. Aarti Sawhney as Independent Director of the Company for five consecutive years for a term upto 31.03.2019 pursuant to section 149 and other applicable provisions of the Act, Rules made there under and that she shall not be liable to retire by rotation.

ITEM NO. 6

Mr. N.P. Sahni (Din : 00037478) is an Independent Director of the Company. He joined the Board of Directors as Independent Director of the Company on 23.10.2004, Mr. N.P. Sahni is a Director whose period of office was liable to determination by retirement of directors by rotation under the relevant provisions of the Companies Act, 1956. In terms of section 149 and other applicable provisions of the Companies Act, 2013 ('Act'), Mr. N.P. Sahni being eligible and offers himself for appointment is proposed to be appointed as an Independent Director of the Company for five consecutive years for a term upto 31st March, 2019. A Notice has been received from a Member alongwith the deposit of requisite amount proposing Mr. N.P. Sahni's candidature for the office of Independent Director of the Company.



Mr. N.P. Sanhi, having very wide and rich experience in the field of Taxation, especially in Income Tax Law.

The Company has received from Mr. N.P. Sahni (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under section 164(2) of the Act; and (iii) declaration to the effect that he meets the criteria of Independence as provided in Section 149 of the Act.

The Board of Directors of your Company are of the opinion that Mr. N.P. Sahni fulfills the conditions specified in the Act and the Rules made there under to be eligible to be appointed as Independent Director pursuant to the provisions of section 149 of the Act. The Board of Director of your Company is also of the opinion that Mr. N. P. Sahni is Independent of the management of the company. A copy of the draft letter of appointment of Mr. N.P. Sahni as an Independent Director setting out the terms and conditions is available for inspection at the registered office of the Company during normal business hours on all working days upto the date of Annual General Meeting.

Except Mr. N.P. Sahni, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

The Board seeks approval of the members for the appointment of Mr. N.P. Sahni as Independent Director of the Company for five consecutive years for a term upto 31.03.2019 pursuant to section 149 and other applicable provisions of the Act, Rules made there under and that he shall not be liable to retire by rotation.

ITEM NO. 7

Mr. B. L. Khurana (DIN : 00671592), is an Independent Director of the Company. He joined the Board of Directors as Independent Director of the Company on 30.12.2005, Mr. B. L. Khurana is a Director whose period of office was liable to determination by retirement of directors by rotation under the relevant provisions of the Companies Act, 1956. In terms of section 149 and other applicable provisions of the Companies Act, 2013 ('Act'), Mr. B. L. Khurana being eligible and offers himself for appointment is proposed to be appointed as an Independent Director of the Company for five consecutive years for a term upto 31st March, 2019. A Notice has been received from a Member alongwith the deposit of requisite amount proposing Mr. B. L. Khurana's candidature for the office of Independent Director of the Company. Mr. B. L. Khurana, having very wide and rich experience in the field of Banking and Finance. He was ex Chairman of New Bank of India.

The Company has received from Mr. B. L. Khurana (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under section 164(2) of the Act; and (iii) declaration to the effect that he meets the criteria of Independence as provided in Section 149 of the Act.

The Board of Directors of your Company are of the opinion that Mr. B. L. Khurana fulfills the conditions specified in the Act and the Rules made there under to be eligible to be appointed as Independent Director pursuant to the provisions of section 149 of the Act. The Board of Director of your Company is also of the opinion that Mr. B. L. Khurana is Independent of the management of the company. A copy of the draft letter of appointment of Mr. B. L. Khurana as an Independent Director setting out the terms and conditions is available for inspection at the registered office of the Company during normal business hours on all working days upto the date of Annual General Meeting.

Except Mr. B. L. Khurana, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

The Board seeks approval of the members for the appointment of Mr. B. L. Khurana as Independent Director of the Company for five consecutive years for a term upto 31.03.2019 pursuant to section 149 and other applicable provisions of the Act, Rules made there under and that he shall not be liable to retire by rotation.

ITEM NO. 8

Mr. Ramesh Kumar Jain (Din : 00254518), is an Independent Director of the Company. He joined the Board of Directors as Independent Director of the Company on 30.12.2005. Mr. Ramesh Kumar Jain is a Director whose period of office was liable to determination by retirement of directors by rotation under the relevant provisions of the Companies Act, 1956. In terms of section 149 and other applicable provisions of the Companies Act, 2013 ('Act'), Mr. Ramesh Kumar Jain being eligible and offers himself for appointment is proposed to be appointed as an Independent Director of the Company for five consecutive years for a term upto 31st March, 2019. A Notice has been received from a Member alongwith the deposit of requisite amount proposing Mr. Ramesh Kumar Jain candidature for the office of Independent Director of the Company. Mr. Ramesh Kumar Jain is a Chartered Accountant and having very wide and rich experience in the fields of Accounts, Auditing and Taxation.

The Company has received from Mr. Ramesh Kumar Jain (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of

Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under section 164(2) of the Act; and (iii) declaration to the effect that he meets the criteria of Independence as provided in Section 149 of the Act.

The Board of Directors of your Company are of the opinion that Mr. Ramesh Kumar Jain fulfills the conditions specified in the Act and the Rules made there under to be eligible to be appointed as Independent Director pursuant to the provisions of section 149 of the Act. The Board of Director of your Company is also of the opinion that Mr. Ramesh Kumar Jain is Independent of the management of the company. A copy of the draft letter of appointment of Mr. Ramesh Kumar Jain as an Independent Director setting out the terms and conditions is available for inspection at the registered office of the Company during normal business hours on all working days upto the date of Annual General Meeting.

Except Mr. Ramesh Kumar Jain, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

The Board seeks approval of the members for the appointment of Mr. Ramesh Kumar Jain as Independent Director of the Company for five consecutive years for a term upto 31.03.2019 pursuant to section 149 and other applicable provisions of the Act, Rules made there under and that he shall not be liable to retire by rotation.

ITEM NO. 9

Mr. M. K. Zutshi (Din No 00638383), is an Independent Director of the Company. He joined the Board of Directors as Independent Director of the Company on 28.07.2006. Mr. M. K. Zutshi is a Director whose period of office was liable to determination by retirement of directors by rotation under the relevant provisions of the Companies Act, 1956. In terms of section 149 and other applicable provisions of the Companies Act, 2013 (Act*), Mr. M. K. Zutshi being eligible and offers himself for appointment is proposed to be appointed as an Independent Director of the Company for five consecutive years for a term upto 31st March, 2019. A Notice has been received from a Member alongwith the deposit of requisite amount proposing Mr. M. K. Zutshi candidature for the office of Independent Director of the Company. Mr. M. K. Zutshi, having very wide and rich experience in the field of indirect taxation specially Central Excise. He is an Ex Chairman of CBEC.

The Company has received from Mr. M. K. Zutshi (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under section 164(2) of the Act; and (iii) declaration to the effect that he meets the criteria of Independence as provided in Section 149 of the Act.

The Board of Directors of your Company are of the opinion that Mr. M. K. Zutshi fulfills the conditions specified in the Act and the Rules made there under to be eligible to be appointed as Independent Director pursuant to the provisions of section 149 of the Act. The Board of Director of your Company is also of the opinion that Mr. M. K. Zutshi is Independent of the management of the company. A copy of the draft letter of appointment of Mr. Mr. M. K. Zutshi as an Independent Director setting out the terms and conditions is available for inspection at the registered office of the Company during normal business hours on all working days upto the date of Annual General Meeting.

Except Mr. M. K. Zutshi, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

The Board seeks approval of the members for the appointment of Mr. M. K. Zutshi as Independent Director of the Company for five consecutive years for a term upto 31.03.2019 pursuant to section 149 and other applicable provisions of the Act, Rules made there under and that he shall not be liable to retire by rotation.

ITEM NO. 10

As per the requirement of the Schedule V Part I (c) of the Companies Act, 2013 if a managing or Whole Time Director has attained the age of 70 years then his appointment/continuation needs to be approved by a special resolution passed by the Company in General Meeting otherwise Central Government approval is required.

Mr. Ashok Kumar Bhatia, (DIN: 00081730) will attain the age of 70 years in June, 2015. Your directors in their meeting held on 12th August, 2014 have approved his continuation as Whole Time Director and recommended 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.

ITEM NO. 11

Mr. Sanjay Bhatia, (DIN : 00080533) Managing Director of the Company is reappointed for a term of 5 years from 01.10.2014 to 30.09.2019. The material provisions of the agreement to be entered into with Mr. Sanjay Bhatia are as under:-

- A. Salary :-Minimum Rs. 4,00,000/-per month but not exceeding Rs.8,00,000/- per month with the authority granted to the Board of Directors to determine the salary and grant such increase from time to time within the aforesaid limit.



- B. Commission: - not exceeding 2% of net profit in an accounting year as may be decided by the Board from time to time.
- C. Perquisites :- In addition to the salary and commission, the Managing Director shall be entitled to perquisites which will include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, 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 (Foreign Travel twice in a year for self and family by air including Air fare, Boarding and Lodging expenses), leave encashment and education, for himself and his family, 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. 4,00,000/- per month.

'Family' mentioned above means the spouse, dependent parents and dependent children, of the Managing Director as mentioned in the applicable Rules or Schemes.

For the purpose of calculating the above ceiling, perquisites shall be evaluated in accordance with the Income Tax Rules, wherever applicable in the absence of any such Rules, perquisites shall be valued at actual cost.

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 and Superannuation Fund pursuant to the Rules of the Company.
- (ii) Gratuity payable to the Managing Director pursuant to the Rules of the Company.
- (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.

Payment of remuneration is approved by resolution passed by the Nomination and Remuneration Committee in its meeting dated 12th August, 2014.

As required by the Companies Act, 2013, approval of the members is being sought, for the re-appointment and 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 days upto the date of Annual General Meeting.

Hence, your Directors recommend the above resolution for approval of the Shareholders as a Ordinary 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. 12

Mr. Vijay Kumar Bhatia, (DIN : 00088762) Whole Time Director of the Company is reappointed for a term of 5 years from 01.10.2014 to 30.09.2019. The material provisions of the agreement to be entered into with Mr. Vijay Kumar Bhatia are as under:-

A. Salary :- Minimum Rs. 3,00,000/- per month but not exceeding Rs.6,00,000/- per month with the authority granted to the Board of Directors to determine the salary and grant such increases from time to time within the aforesaid limit.

B. Perquisites :- In addition to the salary, the Whole Time Director shall be entitled to perquisites which will include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, 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 (Foreign Travel twice in a year for self and family by air including Air fare, Boarding and Lodging expenses), leave encashment and education, for himself and his family, 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. 4,00,000/- per month.

'Family' mentioned above means the spouse, dependent parents and dependent children, of the Whole Time Director as mentioned in the applicable Rules or Schemes.

For the purpose of calculating the above ceiling, perquisites shall be evaluated in accordance with the Income Tax Rules, wherever applicable in the absence of any such Rules, perquisites shall be evaluated at actual cost.

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

- (i) The Company's contribution to Provident Fund and Superannuation Fund pursuant to the Rules of the Company.
- (ii) Gratuity payable to the whole time Director pursuant to the Rules of the Company.
- (iii) Encashment of leave at the end of tenure or the time of ceasing to be Whole-time Director pursuant to the Rules of the Company.

Payment of remuneration is approved by resolution passed by the Nomination and Remuneration Committee in its meeting dated 12th August, 2014.

As required by the Companies Act, 2013, approval of the members is being sought, for the re-appointment and remuneration of Mr. Vijay Kumar Bhatia, Whole Time Director.

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

Hence, your Directors recommend the above resolution for approval of the Shareholders as a Ordinary 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 Vijay Kumar Bhatia, pursuant to section 190 of the Companies Act, 2013.

ITEM NO. 13

Mr. Ashok Kumar Bhatia, (DIN: 00081730) Whole Time Director of the Company is reappointed for a term of 5 years from 01.10.2014 to 30.09.2019. The material provisions of the agreement to be entered into with Mr. Ashok Kumar Bhatia are as under:-

A. Salary :- Minimum Rs. 2,50,000/- per month but not exceeding Rs.5,00,000/- per month with the authority granted to the Board of Directors to determine the salary and grant such increases from time to time within the aforesaid limit.

B. Perquisites :- In addition to the salary, the Whole Time Director shall be entitled to perquisites which will include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, 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 (Foreign Travel twice in a year for self and family by air including Air fare, Boarding and Lodging expenses), leave encashment and education, for himself and his family, 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. 4,00,000/- per month.

'Family' mentioned above means the spouse, dependent parents and dependent children, of the Whole Time Director as mentioned in the applicable Rules or Schemes.

For the purpose of calculating the above ceiling, perquisites shall be evaluated in accordance with the Income Tax Rules, wherever applicable in the absence of any such Rules, perquisites shall be evaluated at actual cost.

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

- (i) The Company's contribution to Provident Fund and Superannuation Fund pursuant to the Rules of the Company.
- (ii) Gratuity payable to the whole time Director pursuant to the Rules of the Company.
- (iii) Encashment of leave at the end of tenure or the time of ceasing to be Whole-time Director pursuant to the Rules of the Company.

Payment of remuneration is approved by resolution passed by the Nomination and Remuneration Committee in its meeting dated 12th August, 2014.

As required by the Companies Act, 2013, approval of the members is being sought, for the re-appointment and remuneration of Mr. Ashok Bhatia, Whole Time Director.

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

Hence, your Directors recommend the above resolution for approval of the Shareholders as a Ordinary 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. Ashok Bhatia, pursuant to section 190 of the Companies Act, 2013.

ITEM NO. 14

Mr. P.P. Singh, (DIN : 00658785)whose term expired as Whole Time Director on 12.08.2014, has been re-appointed as Whole Time Director of the Company for further period of five years commencing from 12.08.2014 to 11.08.2019. The material provisions of the agreement to be entered into with Mr. P.P. Singh are as under:-

A. Salary :- Minimum Rs. 60,000/- per month but not exceeding Rs. 1,20,000/- per month with the authority granted to the Board of Directors to determine the salary and grant such increases from time to time within the aforesaid limit.

B. Perquisites/ Allowance: - In addition to the salary, the Whole Time Director shall be entitled to perquisites / allowance which will include house rent allowance, conveyance allowance, Children Education allowance, leave encashment and education, for himself and his family, personal accident insurance, 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.65,000/- per month.

'Family' mentioned above means the spouse, dependent parents and dependent children, of the Whole Time Director as mentioned in the applicable Rules or Schemes.

For the purpose of calculating the above ceiling, perquisites shall be evaluated in accordance with the Income Tax Rules, wherever applicable in the absence of any such Rules, perquisites shall be evaluated at actual cost.

This appointment of Mr. P.P. Singh will be subject to retirement by rotation as per provisions of Sections 152 of the Companies Act, 2013 and Articles of Association of the Company.

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

- (i) The Company's contribution to Provident Fund and Superannuation Fund pursuant to the Rules of the Company.
- (ii) Gratuity payable to the whole time Director pursuant to the Rules of the Company.
- (iii) Encashment of leave at the end of tenure or the time of ceasing to be Whole-time Director pursuant to the Rules of the Company.

Payment of remuneration is approved by resolution passed by the Nomination and Remuneration Committee in its meeting dated 12th August, 2014.

As required by the Companies Act, 2013, approval of the members is being sought, for the re-appointment and remuneration of Mr. P.P. Singh, Whole Time Director.

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

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

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

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

ITEM NO. 15

As per Section 188 (1) (a) of the Companies Act, 2013 and Director's relatives (Office or Place of Profit) Rules, 2014, no relative etc of any director should either hold or continue to hold any office or place of profits in the company except with the prior consent of the Company by a Special Resolution .

Central Government wide its approval No SRN NO. B23392723/4/2011-CL-VII 8th May, 2012 has already approved the remuneration for three years including Rs. 39,93,000/- (Rs. Thirty Nine Lacs Ninety Three Thousand only) for the period from 01.04.2014 to 31.03.2015. Thus approval is sought from 01.04.2015 to 31.03.2020.

Mr. Gaurav Bhatia, Son of Mr. Vijay Kumar Bhatia, Whole Time Director of the Company would be covered by the above mentioned Section and Rules. Mr. Gaurav Bhatia is a dynamic executive. He takes very keen interest in the business of the Company and is responsible for the procurement of major raw material at competitive prices and the Company is benefited by his extensive experience in the field of packaging. Your directors are fully confident that his services to the Company would be of great value.



The remuneration committee in its meeting held on 12th August, 2014 has approved the resolution.

Your directors in their meeting held on 12th August, 2014 have approved the appointment on terms and conditions as given below:-

Salary of Minimum Rs. 2,40,000/- per month but not exceeding Rs. 6,00,000/- per month plus HRA @50% of basic Salary, P.F. on basic and other perquisites as admissible to the status and grade w.e.f 01st April, 2015.

The Board has reserved its authority to grant increment in salary to Mr. Gaurav Bhatia at its sole discretion within the scale mentioned above.

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

Except 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.

ITEM NO. 16

Central Government wide its approval No SRN NO. B23390420/4/2011-CL-VII dated 8th May, 2012 has already approved the remuneration for three years including Rs. 39,93,000/- (Rs. Thirty Nine Lacs Ninety Three Thousand only) for the period from 01.04.2014 to 31.03.2015. Thus approval is sought from 01.04.2015 to 31.03.2020.

As per Section 188(1)(a) of the Companies Act, 2013 and Director's relatives (Office or Place of Profit) Rules, 2014, no relative etc of any director should either hold or continue to hold any office or place of profits in the company except with the prior consent of the Company by a Special Resolution.

Mr. Paras Bhatia, Son of Mr. Ashok Bhatia, Whole Time Director of the Company would be covered by the above mentioned Section and Rules. Mr. Paras Bhatia is a dynamic executive. He takes very keen interest in the business of the Company and is responsible for material planning, production planning, operational control, excise and total management of Murthal units. Your directors are fully confident that his services to the Company would be of great value.

The remuneration committee in its meeting held on 12th August, 2014 has approved the resolution.

Your directors in their meeting held on 12th August, 2014 have approved the revision in salary on terms and conditions as given below:-

Salary of Minimum Rs. 2,40,000/- per month but not exceeding Rs. 6,00,000/- per month plus HRA @50% of basic Salary, P.F. on basic and other perquisites as admissible to the status and grade w.e.f 01st April, 2015.

The Board has reserved its authority to grant increment in salary to Mr. Paras Bhatia at its sole discretion within the scale mentioned above.

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

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

ITEM NO. 17

Central Government wide its approval No SRN NO. B23392616/4/2011-CL-VII dated 8th May, 2012 has already approved the remuneration for three years including Rs. 39,93,000/- (Rs. Thirty Nine Lacs Ninety Three Thousand only) for the period from 01.04.2014 to 31.03.2015. Thus approval is sought from 01.04.2015 to 31.03.2020.

As per Section 188 (1)(a) of the Companies Act, 2013 and Director's relatives (Office or Place of Profit) Rules, 2014, no relative etc of any director should either hold or continue to hold any office or place of profits in the Company except with the prior consent of the Company by a Special Resolution .

Mr. Saket Bhatia, Son of Mr. Sanjay Bhatia, Managing Director of the Company would be covered by the above mentioned Section and Rules. Mr. Saket Bhatia is a dynamic executive. He has tremendous ideas and vision for increasing the market. He has established excellent relationship with customers and is working hard to give a new fillip in the arena of sales.

The remuneration committee in its meeting held on 12th August, 2014 has approved the resolution.

Your directors in their meeting held on 12th August, 2014 have approved the appointment on terms and conditions as given below:-

Salary of Minimum Rs. 2,40,000/- per month but not exceeding Rs. 6,00,000/- per month plus HRA @50% of basic Salary, P.F. on basic and other perquisites as admissible to the status and grade w.e.f 01st April, 2015.

The Board has reserved its authority to grant increment in salary to Mr. Saket Bhatia at its sole discretion within the scale mentioned above.

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

Except Mr. Sanjay Bhatia, other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

ITEM NO. 18

Central Government wide its approval No SRN NO. B23392525/4/2011-CL-VII dated 8th May, 2012 has already approved the remuneration for three years including Rs. 39,93,000/- (Rs. Thirty Nine Lacs Ninety Three Thousand only) for the period from 01.04.2014 to 31.03.2015. Thus approval is sought from 01.04.2015 to 31.03.2020.

As per Section 188 (1)(a) of the Companies Act, 2013 and Director's relatives (Office or Place of Profit) Rules, 2014, no relative etc of any director should either hold or continue to hold any office or place of profits in the company except with the prior consent of the Company by a Special Resolution.

Mr. Atit Bhatia, Son of Mr. Sanjay Bhatia, Managing Director of the Company would be covered by the above mentioned Section and Rules, Mr. Atit Bhatia is a dynamic executive. He takes very keen interest in the business of the Company and is responsible for the business development of the Company especially international market/customers/products and for public relations of the Company. The Company is benefited by his extensive experience in the field of packaging. Your directors are fully confident that his services to the Company would be of great value.

The remuneration committee in its meeting held on 12th August, 2014 has approved the resolution.

Your directors in their meeting held on 12th August, 2014 have approved the appointment on terms and conditions as given below:-

Salary of Minimum Rs. 2,40,000/- per month but not exceeding Rs. 6,00,000/- per month plus HRA @50% of basic Salary, P.F. on basic and other perquisites as admissible to the status and grade w.e.f 01st April, 2015.

The Board has reserved its authority to grant increment in salary to Mr. Atit Bhatia at its sole discretion within the scale mentioned above.

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

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

ITEM NO. 19

Your Company has borrowed funds from Banks /Financial Institutions and /or outside agencies from time to time subject to necessary approvals, if any, depending upon the needs of the Company and projects in hand or planned in the near future. So keeping in mind the future plans for expansion / diversification, Company may need to borrow additional funds. Therefore, your Board of Directors has proposed to increase the borrowing limits upto Rs.150 Crores.

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. 20

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, 2015 as per the following details:

Sr. No.	Name of Cost Auditor	Industry	Audit Fees (Rs. in Lakhs)
1.	M/s K.S Bhatnagar & Associates	Steel	1.50

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. 20 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2015.

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

Rajat Pathak

VP (Finance) & Company Secretary

Place : New Delhi

Date : 12th August, 2014

Registered Office :

488, Bartan Market, Sadar Bazar,
Delhi-110006

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.

56TH ANNUAL GENERAL MEETING ON 26TH SEPTEMBER, 2014, FRIDAY, 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**

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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

56TH ANNUAL GENERAL MEETING ON 26TH SEPTEMBER, 2014, FRIDAY, 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 **56th Annual General Meeting** of the Company on Friday, 26th September, 2014 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 20th September, 2014 and ends at 6.00 pm. on 22nd September, 2014. 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 56th Annual General Meeting of the Company, to be held on Friday, the 26th September, 2014 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 Statement for the Year ended March, 31, 2014.		
2. Declaration and Approval of Dividend on Equity Shares for the Year Ended 31st March, 2014		
3. Re-appointment of Mr. Ashok Kumar Bhatia, who retires by rotation		
4. Appointment of M/s M.L. Puri & Co. Chartered Accountants, as Auditor.		
Special Business		
5. Appointment of Women Director, Mrs. Aarti Sawhney		
6. Appointment of Mr. N.P. Sahni as Independent Director of the Company		
7. Appointment of Mr. B. L. Khurana as Independent Director of the company		
8. Appointment of Mr. Ramesh Kumar Jain as Independent Director of the Company		
9. Appointment of Mr. M. K. Zutshi as Independent Director of the Company		
10. Approve continuation of Mr. Ashok Kumar Bhatia as Whole Time Director after attaining age of 70 years		
11. Re-appointment of Mr. Sanjay Bhatia, Managing Director		
12. Re-appointment of Mr. Vijay Kumar Bhatia, Whole Time Director		
13. Re-appointment of Mr. Ashok Kumar Bhatia, Whole Time Director.		
14. Re-appointment of Mr. P.P. Singh, Whole Time Director.		
15. Revision in salary of Mr. Gaurav Bhatia Senior Vice President, relative of directors holding office or place of profit, for the period from 01.04.2015 to 31.03.2020.		
16. Revision in salary of Mr. Paras Bhatia, Senior Vice President, relative of directors holding office or place of profit, for the period from 01.04.2015 to 31.03.2020.		
17. Revision in salary of Mr. Saket Bhatia Senior Vice President, relative of directors holding office or place of profit, for the period from 01.04.2015 to 31.03.2020.		
18. Revision in salary of Mr. Atif Bhatia Senior Vice President, relative of directors holding office or place of profit, for the period from 01.04.2015 to 31.03.2020.		
19. Increase In Borrowing Powers of The Company U/S T80 (1) (C) Of The Companies Act, 2013.		
20. To approve the Remuneration of the Cost Auditors for the Financial year ending March, 31st, 2015.		

Signed this _____ day of _____ 2014

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 56th Annual General Meeting.