



HINDUSTAN TIN WORKS LIMITED

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

CIN : L27109DL1958PLC003006

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

E-Mail : info@hindustantin.co.in

Website : http://www.hindustantin.biz

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

Dated: 1st September, 2022

SUB: 64th ANNUAL GENERAL MEETING NOTICE 2021-22.


Dear Sir/Madam,

Please find enclosed herewith copy of notice of 64th Annual General Meeting which will be held on Wednesday 28th September, 2022 at 11 a.m. through Video Conferencing / Other Audio Video Means in accordance with the relevant circulars issued by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI").

Thanking you,

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

Rajat Pathak

 **EVP (Finance) & Company Secretary**

Encl: As above.





(CIN : L27109DL1958PLC003006)

426, DLF Tower – A,

Jasola, New Delhi - 110025

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **64th Annual General Meeting** of the Members of Hindustan Tin Works Limited will be held on Wednesday, 28th September, 2022 at 11.00 a.m. through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) to transact the following businesses.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2022 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, 2022.
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. Reappointment of Statutory Auditors and fix their remuneration.

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

"RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to recommendation of Audit Committee and Board of Directors, Messrs Mukesh Raj & Co. Chartered Accountants, having Firm Registration No. 016693N be and is hereby re-appointed as the Statutory Auditors of the Company to hold office for a second term of five consecutive years commencing from the conclusion of this 64th Annual General Meeting till the conclusion of the 69th Annual General Meeting of the Company, to be held in the year 2027, to examine and audit the accounts of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors.

RESOLVED FURTHER that the Board of Directors and/or the Company Secretary be and is hereby severally authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

SPECIAL BUSINESS

5. **TO APPROVE REQUESTS RECEIVED FROM MR. VIJAY KUMAR BHATIA, ON HIS OWN BEHALF AND ON BEHALF OF HIS WIFE, MRS. USHA BHATIA, HIS SON, MR. GAURAV BHATIA AND HIS DAUGHTER IN LAW, MRS. ROOPAM BHATIA, PART OF THE PROMOTER GROUP FOR RECLASSIFICATION FROM "PROMOTER AND PROMOTER GROUP" CATEGORY TO "PUBLIC" CATEGORY.**

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 Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approvals from the BSE Limited ("BSE") and such other Statutory Authorities, as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory



modifications or re-enactments thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to reclassify the following person(s) (hereinafter referred to as the “**Outgoing Promoters**”) from “Promoter and Promoter Group” Category to “Public” Category:

| S. No | Name of Promoter & Promoter Group to be reclassified | Number of shares held | Details of Direct/ Indirect control or special rights | Designation In the company as a KMP or in any other capacity |
|-------|--|-----------------------|---|--|
| 1. | Mr. Vijay Kumar Bhatia | NIL | NIL | None |
| 2. | Mrs. Usha Bhatia | NIL | NIL | None |
| 3. | Mr. Gaurav Bhatia | NIL | NIL | None |
| 4. | Mrs. Roopam Bhatia | NIL | NIL | None |

RESOLVED FURTHER THAT post the above Reclassification, the Promoter & Promoter Group of the Company shall be as under:

| Particulars | Outgoing Promoters | Proposed promoter & promoter group |
|---------------------------|------------------------|------------------------------------|
| Promoter & promoter Group | Mr. Vijay Kumar Bhatia | Mr. Sanjay Bhatia |
| | Mrs. Usha Bhatia | Mrs. Manju Bhatia |
| | Mr. Gaurav Bhatia | Mr. Saket Bhatia |
| | Mrs. Roopam Bhatia | Mrs. Neha Bhatia |
| | | Late Mr. Atif Bhatia |
| | | Mr. Ashok Kumar Bhatia |
| | | Mrs. Sareeta Bhatia |
| | | Mr. Paras Bhatia |
| | | Mrs. Payal Bhatia |
| | | Mr. Parikshit Bhatia |
| | | Mrs. Ekta Bhatia |

RESOLVED FURTHER THAT pursuant to Regulation 31A(3)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby confirmed that, the outgoing promoters:

- i. Does not hold more than ten percent of the total voting rights in the Company;
- ii. Does not exercise control over the affairs of the Company directly or indirectly;
- iii. Does not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv. Shall not be represented on the Board of Directors (including not having a nominee director) of the Company;
- v. Shall not act as a key managerial person in the Company;
- vi. Are not ‘willful defaulter’ as per the Reserve Bank of India guidelines; and
- vii. Are not fugitive economic offender.



RESOLVED FURTHER THAT on approval of Stock Exchange and upon application for reclassification of the "Outgoing Promoter and Promoter Group" Category as "Public Category", the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and ensure compliance with other applicable provisions.

RESOLVED FURTHER THAT Mr. Sanjay Bhatia, Managing Director and Mr. Rajat Pathak, EVP (Finance) and Company Secretary be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange, seeking approvals from the Securities and Exchange Board of India, BSE Limited, and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions."

6. TO RATIFY THE REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2023.

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

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Messrs K. S. Bhatnagar & Associates, Cost Auditors (Firm Registration No. 102274) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2023 to be paid the remuneration as set out in the statement annexed to the Notice convening this Meeting be and is hereby ratified.

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

By Order of the Board

Place: New Delhi
Date: 10th August, 2022

Rajat Pathak
EVP (Finance) & Company Secretary

Registered Office:

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

NOTES:

1. Considering the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its General Circular No. 2/2022 dated May 5, 2022 and General Circular No. 21/2021 dated December 14, 2021 read together with circulars dated January 13, 2021, dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM.
2. The deemed venue for 64th e-AGM shall be the registered office of the Company.



3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS E-AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM FACILITY, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE E-AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
4. The register of members and share transfer books of the Company will remain closed from Friday, 23rd September, 2022 to Wednesday, 28th September, 2022 (both days inclusive).
5. The dividend, if declared at the meeting, will be paid on or after 28th September, 2022 to those members whose names appear:
 - a. As Beneficial Owners as at the end of the business hours on 22nd September, 2022 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 22nd September, 2022.
6. The members are requested to notify immediately any change in their address, exclusively on separate letter without clubbing it with any other request, for quicker attention directly to the Company's Share Transfer Agent.

Messrs Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor, 99 Madangir,
Behind Local Shopping Complex,
New Delhi – 110062.
7. A statement pursuant to section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
8. Brief profile of the Directors seeking appointment/re-appointment, as amended under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of the Notice. None of the Independent Directors of the Company are in any way related to each other.
9. The facility of joining the e-AGM through VC /OAVM will be opened 30 minutes before and will be opened up to 15 minutes after the scheduled start time of the e-AGM, i.e. from 10.30 a.m. to 11.15 a.m. and will be available for 1,000 members on a first-come first-served basis. This rule would however not apply to participation of members holding 2% or more shareholding, promoters, directors, key and senior managerial personnel, auditors, etc
10. The Shareholders are requested to update their contact address and e mail address.
11. Shareholders are requested to get their shares converted from physical form to DEMAT form.
12. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2013-14, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 28th September, 2021 (date of the previous Annual General Meeting) on the website of the Company which can be accessed through the link: <https://hindustantin.biz/investor-relation/financial-results/other-investors-related-informations> The said details have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: www.mca.gov.in.



Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 which came into force from September 7, 2016 (including any amendment thereto or reenactment thereof for the time being in force), all equity shares in respect of which dividend has not been paid or claimed by the Member(s) for seven consecutive years or more are required to be transferred to the IEPF Authority, a Fund constituted by the Government of India under Section 125 of the Companies Act, 2013. The Company has communicated individually and also published notice in newspapers on 13th July, 2022 to the concerned Members to claim their unpaid / unclaimed dividend amount(s) and that failure to claim the same would lead to their equity shares being transferred to the IEPF Authority without any further notice. In accordance with the aforesaid IEPF Rules, during the Financial Year 2020-21 & till date, the Company has transferred shares pertaining to dividends which remained unpaid and unclaimed, being declared for the years 2008-09, 2009-10, 2010-11, 2011-12, 2012-13 and 2013-14 to the IEPF Authority.

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

Claim of Unclaimed Dividend, if any, for the financial years 2014-15, 2015-16 2016-17, 2017-18, 2018-19, 2019-20 & 2020-21 shall be made to the Company or Share Transfer Agent.

13. SEBI vide its notification dated 08/06/2018 has mandated that, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Members holding shares in physical form are therefore requested to dematerialize their share certificates.
14. In compliance with the MCA Circulars and SEBI Circulars dated January 15, 2021 read with Circular dated May 12, 2020, Notice of 64th e- AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participants. The Company shall send the physical copy of Annual Report 2021-22 to those Members who request the same at investorrelations@hindustantin.co.in mentioning their Folio No./ DP ID and Client ID. Members may note that the said Notice and Annual Report will also be available on the Company's website – <https://www.hindustantin.biz> and website of the Stock Exchanges i.e. BSE Ltd. www.bseindia.com
15. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 in Form ISR-1. The Form ISR-1 is also available on the website of the Company at <https://www.hindustantin.biz> Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR – 1.
16. Members may please note that SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://www.hindustantin.biz> and on the website of the Company's RTA www.beetalfinancial.com.

It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits



of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

17. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
19. Members desirous of asking any question at the Annual General Meeting are requested to send their question so as to reach the Company between 21st September, 2022 to 23rd September 2022 on or before 5.00 pm on the email id investorrelations@hindustantin.co.in so that the same can be suitably addressed.
20. 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.
21. Appointment of Directors: At the ensuing Annual General Meeting, Mr. Sanjay Bhatia retires by rotation and seeks reappointment.
22. The relevant Registers & other documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the members at the Company's Registered Office on all working days during business hours up to the date of the meeting.
23. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, the Company is providing to its Members facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting"). Further, the facility for voting through electronic voting system will also be made available at the Meeting ("Insta Poll") and Members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.
24. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
25. Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandated that dividends paid or distributed by a Company after April 1, 2020 shall be taxable in the hands of the Members. The Company shall therefore be required to deduct Tax at Source (TDS) at the time of dividend payment. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with, the provisions of the Income Tax Act, 1961 within the time prescribed by the Company. Members are also requested to ensure that their PAN and Bank details are registered with the RTA for the purpose of dividend.

26. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
27. 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.
28. The Chairman/Company Secretary shall formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the notice of the 64th e- AGM and announce the start of the casting of vote through the e- voting system of beetal.
29. The scrutiner shall, immediately after the conclusion of voting at the e-AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting in the presence of at least two witnesses, not in the employment of the company and make a scrutiner's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.
30. The Scrutiniser shall submit his report to the Chairman, who shall declare the results of the voting. The results declared along with the scrutiner's report shall be placed on the Company's website and also be communicated to the Stock Exchange. The resolutions shall be deemed to be passed at the e-AGM of the Company.
31. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Company at the email address investorrelations@hindustantintin.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutiner to verify the same.

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

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

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

- (i) The voting period begins on Sunday, 25th September, 2022 (9 a.m.) and ends on Tuesday 27th September, 2022 (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 22nd September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not



only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

(iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |

| | |
|--|--|
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|--|---|
| <p>Individual Shareholders holding securities in Demat mode with CDSL</p> | <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p> |
| <p>Individual Shareholders holding securities in Demat mode with NSDL</p> | <p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p> |

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

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.



- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of HINDUSTAN TIN WORKS LIMITED on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investorrelations@hindustantin.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance so as to reach the Company between 21st September, 2022 to 23rd September 2022 on or before 5.00 pm on the email id investorrelations@hindustantin.co.in so that the same can be suitably addressed mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance within the time as above mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.



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

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company at <https://www.hindustantintin.biz>** and on the website of the Company's RTA www.beetafinancial.com
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP) viz. NSDL/CDSL.
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

By Order of the Board

Place: New Delhi
Date: 10th August, 2022

Rajat Pathak
EVP (Finance) & Company Secretary

Registered Office:

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

STATEMENT Pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 5

The Company has received requests from Mr. Vijay Kumar Bhatia, on his own behalf and on behalf of his, Wife, Mrs. Usha Bhatia, his Son, Mr. Gaurav Bhatia and his Daughter in Law, Mrs. Roopam Bhatia, persons presently appearing as Promoters/ Promoter Group in the Company, for reclassification from "Promoter and Promoter Group" Category to "Public" Category, seeking re-classification of their status from person belonging to the "promoter & promoter group" category to "Public" category under Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**").

The following are the details regarding their respective shareholding in the Company:

| S. No. | Name of Promoter & Promoter Group to be reclassified | Number of shares held | Details of Direct/ Indirect control or special rights | Designation In the company as a KMP or in any other capacity |
|--------|--|-----------------------|---|--|
| 1 | Mr. Vijay Kumar Bhatia | NIL | NIL | None |
| 2 | Mrs. Usha Bhatia | NIL | NIL | None |
| 3 | Mr. Gaurav Bhatia | NIL | NIL | None |
| 4 | Mrs. Roopam Bhatia | NIL | NIL | None |

Further, as per the request letter, Mr. Vijay Kumar Bhatia is 80 years of age and have been residing in Mumbai for last 51 Years and his Son is engaged in his own business venture. Also, the outgoing promoters have entered into an Agreement for Family Separation ("Agreement") dated August 5, 2022 with Mr. Sanjay Bhatia and Mr. Ashok Kumar Bhatia (the existing Promoters of the Company), whereby it has been agreed to take complete exit from the Company and further, reclassification of the outgoing promoters in the public category and Mr. Sanjay Bhatia and Mr. Ashok Kumar Bhatia will continue as the promoters of the Company.

On the basis of request received by the company and pursuant to Regulation 31A(3)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the aforesaid promoters seeking reclassification have confirmed that-

- i. They together do not hold more than ten percent of the total voting rights in the Company;
- ii. They do not exercise any control over the affairs of the Company directly or indirectly;
- iii. They do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv. They do not represent on the Board of Directors (including not having a nominee director) of the Company;
- v. They do not act as a key managerial person in the Company;
- vi. They are not a 'willful defaulter' as per the Reserve Bank of India guidelines; and
- vii. They are not a fugitive economic offender.

Further, the aforesaid promoters have also confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A of SEBI (LODR) Regulations, 2015. The said requests for reclassification were considered, analyzed and approved by the Board of Directors at their meeting held on August 10th, 2022, which require members' approval by way of an **Ordinary Resolution**, and stock exchanges' approval subsequently.

Except Mr Ashok Kumar Bhatia, Whole Time Director and Mr. Sanjay Bhatia, Managing Director of the Company, none of the directors, Key Managerial persons of the Company and their relatives is/are concerned or interested in the resolution.

Accordingly, the Board recommends the Ordinary Resolution as set out at item number 5 of this notice for approval of the members of the Company.

ITEM NO. 6

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, 2023 as per the following details:



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

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item no. 06 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2023.

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: 10th August, 2022

Rajat Pathak
EVP (Finance) & Company Secretary

Registered Office:

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

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

| | |
|---|---|
| Name of The Director | Mr. Sanjay Bhatia |
| Date of Birth | 10th March, 1952 |
| Date of first Appointment | 7th August, 1992 |
| Qualification & Expertise | B.Com, LL.B Business and administration, Legal |
| Directorship held in other Companies (excluding foreign, private and Section 8 of Companies Act) | 1. Liberty Shoes Limited 2. Innopac Abpackaging Private limited (w.e.f. 05.02.2020., earlier known as Petainer Innopac Packaging Pvt. Ltd.)- resigned w.e.f. 01.07.2022 |
| Chairman/Member of the Committees | Hindustan Tin Works Limited 1. CSR Committee – Member 2. Stakeholders’ Relationship Committee- Member 3. Share transfer Committee – Member 4. Management Committee – Member Liberty Shoes Limited Audit Committee- Member Others: FICCI- Member of National Executive Committee Metal Container Manufacturers Association (MCMA)- President Employees’ State Insurance Corporation- Member of ESIC (Representing FICCI) Employees’ Provident Fund Corporation- Member of Central Board of Trustees (Representing FICCI) |
| Shareholding of Directors | 999511 |
| Relationship between Directors inter-se | Related to Mr. Ashok Kumar Bhatia, Whole Time Director as brother |