

To

**BSE Ltd.**

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort

Mumbai - 400 001

**Scrip code: 532359**

**Subject: Intimation of Extra Ordinary General Meeting of the Company scheduled to be held on Friday, 24<sup>th</sup> May, 2024.**

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulation, 2015, as amended and any other applicable provision, we are pleased to inform that the Extra Ordinary General Meeting ("EGM") of the Members of Hit Kit Global Solutions Limited ("the Company") will be held on Friday, 24<sup>th</sup> May, 2024 at 12:30 P.M. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM").

The remote e-voting will be available during the following period:

Commencement of remote e-voting	Monday, 20 <sup>th</sup> May, 2024 at 9.00 a.m. (IST)
End of remote e-voting	Thursday, 23 <sup>rd</sup> May, 2024 at 5.00 p.m. (IST)

The remote e-voting module shall be disabled by NSDL for voting after Thursday, 23<sup>rd</sup> May, 2024 (05:00 P.M. IST).

Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Friday, 17<sup>th</sup> May, 2024 will be entitled to cast their votes by remote e-voting or e-voting during the EGM. The voting right of members shall be in proportion to their shares of the paid up equity share capital of the company as on cut-off date. Once the vote on a resolution is cast by the shareholder, the shareholder would not be allowed to change it subsequently. A person who is not a member on the cut-off date should accordingly treat the EGM Notice as for information purposes only.

We request you to kindly take the above on record and bring to the notice of all concerned.

The Extra ordinary General Meeting Notice is also uploaded on the Company's website.

Yours faithfully,

**For HIT KIT GLOBAL SOLUTIONS LIMITED**



**Khushboo Doshi**

**Company Secretary & Compliance Officer**

**Date: 30<sup>th</sup> April, 2024**

**Place: Mumbai**

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF HIT KIT GLOBAL SOLUTIONS LIMITED ("THE COMPANY") WILL BE HELD ON FRIDAY, 24<sup>th</sup> MAY, 2024, AT 12:30 P.M. THROUGH ELECTRONIC MODE [VIDEO CONFERENCING ("VC") OR ANY OTHER AUDIO-VISUAL MEANS ("OAVM")] TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

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### SPECIAL BUSINESS

1. AMENDMENT IN TITLE OF MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION:

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

"RESOLVED THAT pursuant to the provisions of Section(s) 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with applicable Rules made thereunder, (including any statutory modification or re-enactment thereof, for the time being in force), consent of the members of the Company be and are hereby accorded for amendment in the heading of existing Clause III (A), "The main Objects to be pursued by the Company on its Incorporation are" by substituting it with the new sub-heading "III(A) - The Objects to be pursued by the Company on its incorporation are".

**RESOLVED FURTHER THAT** any Director of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

2. AMENDMENT IN THE TITLE OF INCIDENTAL OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

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

"RESOLVED THAT in accordance with the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the relevant rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with rules, regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and such other approvals, permissions and sanctions, as may be necessary, consent of the members of the Company be and are hereby accorded to amend the title of the Clause III (B) from "the

objects incidental or ancillary to the attainment of the main objects” with the title “Matters which are necessary for furtherance of the objects specified in Clause III (A)”.

**RESOLVED FURTHER THAT** any Director of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

**3. AMENDMENT IN MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A):**

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

**“RESOLVED THAT** in accordance with the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the relevant rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with rules, regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and such other approvals, permissions and sanctions, as may be necessary, consent of the members of the Company, be and are hereby accorded to amend the clause 25, 30 and 39 with the below object:

- 25. Subject to the provisions of the Companies Act, 2013, to place, to reserve or to distribute as bonus shares among the members or otherwise to apply as the company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at premium by the company.*
- 30. Subject to the provisions of the Companies Act, 2013, to distribute any of the property of the Company amongst the members in specie or in kind in case of winding up of the Company.*
- 39. Subject to the provisions of Section 73 and Directives of RBI, to borrow or raise money, at interest or otherwise in such manners as the company may think fit and in particular by the issue of debentures of debenture-stock convertible into shares of this or any other Company or Companies or perpetual annuities and in security of any such money so borrowed, raised or received, to mortgage, hypothecate, pledge or charge the whole or any part of the property, assets or revenue of the Company, present or future including its uncalled capital by special assignment or otherwise and to transfer or convey the same absolutely or in trust and to give the lenders power of sake and other*

*powers as may seem expedient and to purchase, redeem, exchange, vary, extend or pay off and from time to time re-issue any such securities. But the Company shall not do any banking business as defined in the Banking Regulation Act, 1949.*

**RESOLVED FURTHER THAT** any Director of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

**4. DELETION OF THE OTHER OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION:**

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

“**RESOLVED THAT** in accordance with the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the relevant rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with rules, regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and such other approvals, permissions and sanctions, as may be necessary, consent of the members of the Company be and are hereby accorded to remove the Other Objects Clause i.e. object no. 60 to 138 of the Memorandum of Association of the Company by completely deleting the clause III (C).

**RESOLVED FURTHER THAT** any Director of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

**5. AMENDMENT OF THE LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION:**

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

“**RESOLVED THAT** in accordance with the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the relevant rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with rules,

regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and such other approvals, permissions and sanctions, as may be necessary, consent of the members of the Company be and are hereby accorded to replace and substitute the existing Clause IV of Memorandum of Association with the following Clause:

*IV. The Liability of the members is limited and this liability is limited to the amount unpaid if any, on shares held by them.*

**RESOLVED FURTHER THAT** any Director of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

**6. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY FROM RS. 9,00,00,000 TO RS. 12,50,00,000:**

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

“**RESOLVED THAT** pursuant section 13, section 61 read with section 64 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the relevant rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with rules, regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and such other approvals, permissions and sanctions, as may be necessary, consent of the members of the Company be and are hereby accorded for increase of the authorized share capital of the Company from INR 9,00,00,000 divided into 4,50,00,000 equity shares of face value of INR 2 to INR 12,50,00,000 divided into 6,25,00,000 equity shares of face value of INR 2 each.

**RESOLVED FURTHER THAT** any Director of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

## **7. ALTERATION OF SHARE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

**“RESOLVED THAT** in accordance with the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the relevant rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with rules, regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and such other approvals, permissions and sanctions, as may be necessary, consent of the members of the Company be and is hereby accorded to alter share capital clause of the Memorandum of Association. Clause V of the Memorandum of Association of the Company be deleted and the following be substituted thereof:

*V. The Authorised Share Capital of the Company is INR 12,50,00,000 divided into 6,25,00,000 equity shares of face value of INR 2 each.*

**RESOLVED FURTHER THAT** any Director of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

## **8. ISSUE, OFFER & ALLOT 75,00,000 CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 23, 62(1)(c), 42, 179 and other applicable provisions, if any, of the Companies Act 2013, read with the Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and the Rule 14 of the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018, and all other applicable provisions, if any, as amended from time to time (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of capital and disclosure requirements) Regulations, 2018, as amended from time to time (the “ICDR regulations”) and Securities and Exchange Board of India (Substantial acquisitions and takeovers) Regulations, 2011, as amended

from time to time (the "Takeover regulations") and Securities and Exchange Board of India (Listing obligation and disclosure requirements) Regulations 2015, as amended (the "LODR Regulations") and other rules, regulations, guidelines notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India (SEBI), BSE Limited (BSE) where the shares of the Company are listed and any other guidelines and clarifications issued by any other competent authority whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the company and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the company (hereinafter referred to as "The Board" which term shall be deemed to include any existing committees(s)/to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board absolute discretion, consent of the members of the Company, be and is hereby accorded to the Board to issue, offer and allot 75,00,000 (Seventy Five Lakhs) Convertible warrants of the Company, having face value of Rs. 2/- (Rupees Two Only) each, on preferential basis, at an issue price of Rs. 2/- (Rupees Two Only) per warrant being the price determined in accordance with Chapter V of the SEBI ICDR Regulations, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard, aggregating up to Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakhs Only) to the following allottees ("Proposed Allottees").

List of Proposed Allottee(s):

Name of the Proposed Allottee(s)	Address	Class or classes of person(s)	Number of Convertible Warrants to be allotted
Glimmer Enterprise Private Limited	504 Autumn Grove, Lokhandwala Township, Akurli Road, Kandivali (E), Mumbai 400101.	Non Promoter	50,00,000
Brilliant Properties Private Limited	434, New Sonal Link Service Indl. Premises Co-Op., Link Road, Malad (West), Mumbai 400064.	Non Promoter	25,00,000
<b>TOTAL</b>			<b>75,00,000</b>



**RESOLVED FURTHER THAT** the equity shares allotted on exercise of the Convertible warrants shall upon conversion rank pari passu with the existing shares of the company in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations or other applicable laws as may be prevailing at the time.

**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V and Regulation 161, ICDR Regulations, the relevant date for the purpose of calculating the price for the issue of warrants is 24<sup>th</sup> April, 2024 (“Relevant Date”) which is 30 days prior to the date of Extra-Ordinary General Meeting (EGM) i.e. Friday, 24<sup>th</sup> May, 2024.

**RESOLVED FURTHER THAT** the said Warrants shall be issued and allotted by the Company to the allottee(s) within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

1. The equity shares to be so allotted on exercise of the Equity Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.
2. The Warrant holders shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 2/- each to the Warrant holders.
3. A Warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price of the Equity Shares will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the

time of exercising the Warrants.

4. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
5. In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
6. In the event of the Company making a bonus issue by way of capitalization of its reserves, or a rights offer by way of issue of new Equity Shares, prior to allotment of Equity Shares resulting from the exercise of the Warrants, the issue price of the Equity Shares to be allotted against such Warrants shall be subject to appropriate adjustment, subject to the ICDR Regulations and other applicable law.
7. The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations.

**RESOLVED FURTHER THAT** subject to the ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Warrants, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act), without being required to seek any further consent or approval of the Members;

**RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Equity Shares;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for the purpose of giving effect to this resolution, including without limitation,

- i. to vary, modify or alter any of the relevant terms and conditions, attached to the Convertible Warrants to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by

- any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares,
- ii. making applications to the stock exchange for obtaining in-principle approval,
  - iii. listing of Equity Shares issued upon Conversion of Warrants,
  - iv. filing requisite documents with the Ministry of Corporate Affairs and other regulatory authorities,
  - v. filing of requisite documents with the depositories,
  - vi. to resolve and settle any questions and difficulties that may arise in the preferential offer,
  - vii. issue and allotment of the Convertible Warrants, and
  - viii. to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Kamal Agrawal, Managing Director or Mrs. Ritaben Bhojani, Chief Financial Officer or Mr. Ramamurthy Shetty, Non-Executive Director or Ms. Khushboo Doshi, Company Secretary & Compliance officer, be and are hereby authorized to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

**9. ISSUE, OFFER & ALLOT OF 96,50,000 EQUITY SHARES ON PREFERENTIAL BASIS:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c), 179 (3)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the applicable rules, notifications,

guidelines issued by various authorities subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions, consent of the members of the Company, be and is hereby accorded to issue, offer and allot 96,50,000 (Ninety Six Lakhs Fifty Thousand) fully paid-up equity shares of the Company, having face value of Rs. 2/- (Two Only) each, on preferential basis, at par and at an issue price of Rs. 2/- (Rupees Two Only) per equity share being the price determined in accordance with Chapter V of the SEBI ICDR Regulations, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard, aggregating up to Rs. 1,93,00,000/- (Rupees One Crore Ninety Three Lakhs Only) to the following allottees ("Proposed Allottees").

List of Allottees:

Name of the Proposed Allottee(s)	Address	Class or classes of person(s)	No. of Equity Shares to be allotted
Dilip Tanna	16, Shivalik Villa, Rajpath Club Road, Ambli, Bopal, Ahmedabad 380058.	Non Promoter	7,50,000
Nirmala Ramesh Choudhary	B/1/81 Goyal Intercity, B/H, Sal Hospital, Drive-In Road, Thaltej, Ahmadabad 380054.	Non Promoter	5,00,000
Ankit Ramesh Choudhary	P 2 B/37, Princeton State, Golf Course Road, DLF Phase 5, Sikanderpur GHSI (68), Gurgaon, Haryana 122002.	Non Promoter	5,00,000
Krishna Murarka	Near Bawadi Gate, Ward No. 28, Nawalgarh, Jhunjhunun, Rajasthan 333042.	Non Promoter	5,00,000
Aditya Morarka	B 1202, Lakshachandi Heights C Society Ltd., Gokuldharm A K, Goregaon (E), Mumbai 400063.	Non Promoter	5,00,000
Bhavin Latin Shah	8, Swastik Building, 5 <sup>th</sup> Floor, Block No. 21/22, N.S. Road No. 1, JVPD Scheme, Vile Parle West, Mumbai 400056.	Non Promoter	5,00,000

Jash Parag Shah	Flat No. 17, Swastik Building, 5 <sup>th</sup> Floor, Block No. 21/22, N.S. Road No. 1, JVPD Scheme, Vile Parle West, Mumbai 400056.	Non Promoter	5,00,000
Kaushal Jagdish Vora	Flat No. 15/16, Yashwant Nagar, Plot No. 53, S.V. Road, Opp Shoppers Stop, Andheri West, Mumbai 400058.	Non Promoter	5,00,000
Sarla Nathmal Bajaj	C 2201, Kanakia Levels, Rani Sati Marg, Opp Passport Office, Malad East, Mumbai 400097.	Non Promoter	5,00,000
Jagdish Dilukhrai Kabra	D/802, Gayatri Darshan CHS, Thakur Complex, Kandivali East, Mumbai 400101.	Non Promoter	5,00,000
Achint Chinubhai Patel	9, Guru Krupa Building, Vishwabharti CHSL, V.P. Road, Behind Shriram School Andheri West, Mumbai 400058.	Non Promoter	5,00,000
Kundan Zamvar	78/A, 1402, Nisargh CHS, Tilak Nagar, Chembur, Near Hanuman Temple, Mumbai 400089.	Non Promoter	2,50,000
Rinku Kabra	E/701, Krishna Residency, Atmaram Compound, Behind Sunder Nagar, Malad West, Mumbai 400064.	Non Promoter	2,50,000
Pina Joshi	Mukam Post – Reodar, Reodar, Sirohi Rajasthan - 307514	Non Promoter	2,50,000
Sagar Dilip Mundhada	1902, B Wing, Elite Solitaire Building, Kolshet Road, Everest Building, Thane West, Thane 400607.	Non Promoter	2,50,000
Mukti Sudhir Gosar	A401, Raj Kamal Apartments, S.V. Road, Opp. Raghuvanshi Dairy, Kandivali West, Mumbai 400067.	Non Promoter	2,50,000
Rajat Gupta	Ganga Triveni Apartment, Near Sarvodaya Vidhyalaya Sector -9, Rohini, North West Delhi, Delhi 110085.	Non Promoter	2,50,000

Pooja Shah	501, Sthapatya Elegance, Opp. Audit Bhavan, Near Motikunj Society, Navrangpura, Ahmedabad 380009.	Non Promoter	2,50,000
Nitin Shah	5 <sup>th</sup> Floor, 501, Sthapatya Elegance, Opp. Audit Bhavan, Near Motikunj Society, Navrangpura, Ahmedabad 380009.	Non Promoter	2,50,000
Ronak Sushil Deora	B/301, Kingston Jewel, Chincholi Bunder Road, Opposite Advent Atria, Malad West, Mumbai 400064.	Non Promoter	2,50,000
Surbhi Choudhary	D 802, Gayatri Darshan, Thakur Complex, Kandivali East, Mumbai 400101.	Non Promoter	2,50,000
Ashutosh Kanoria	37/12, Kanoria House, 2 <sup>nd</sup> Floor, J.B. Nagar, Piramal Garden, Andheri East, Mumbai 400059.	Non Promoter	2,00,000
Sapana Kanodia	U/405, Shyam Gokul Garden, 90 Feet Road, Near St. Lawrence High School, Thakur Complex, Kandivali East, Mumbai 400101.	Non Promoter	2,00,000
Shyam Kabra	A1/18, Niwas Ratna Co-Op Housing Society, S.V. Road, Near MTNL, Mahesh Nagar, Goregaon West, Mumbai 400104.	Non Promoter	1,00,000
Himanshu D Patel	300 Archana Appt Building No 8, M G Road, Industrial Colony, Mumbai 400104.	Non Promoter	1,00,000
Ashish Tater	Old Line, Behind Karnani Girrls School, Gangashahar, Bikaner, Rajasthan 334401.	Non Promoter	1,00,000
Sabhajeet Shyamkunwar Giri	B801, Gautam, Saptarshi Park, Swapna Nagri, Mulund West, Mumbai 400080.	Non Promoter	1,00,000
Jayprakash Pandey	1602, Sugee Heights, Dwarkesh Society, Pandit Madan Mohan Malvia Road, Behind Vishwakarna Nagar, Mulund West, Mumbai 400080.	Non Promoter	1,00,000

Mahesh Sarate	8/64, Santaji Maharaj CHD Ltd., Pokhran Road No. 1, Near Shivsena Shakha, Shivai Nagar, Thane West, Thane 400606.	Non Promoter	1,00,000
Adnan Rassiwala	Jupiter, Room No. 1, 2, Veer Ghanekar Marg, Behind Fire, Brigade, Vile Parle East, Mumbai 400057.	Non Promoter	1,00,000
Deora Vinod Subhakaran	G-507, Sonmarg Bldg, S.V. Road, Opp Bajaj Hall, Malad West, Mumbai - 400064	Non Promoter	1,00,000
Piyush Chitlangia	1503, Anmol Pride, Opp Patel Auto Petrol Pump, Goregaon West, Mumbai 400104.	Non Promoter	1,00,000
Ashok Raghavbhai Gamadha	4, Karman Soma Chawl, Rani Sati Marg, Khot Dongri, Malad East, Mumbai 400097.	Non Promoter	1,00,000
<b>TOTAL</b>			<b>96,50,000</b>

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V and Regulation 161 of the SEBI ICDR Regulations, the 'Relevant Date' for the Preferential Issue of the Equity Shares is 24<sup>th</sup> April, 2024 being the date 30 (thirty) days prior to the date of the Extra Ordinary General Meeting.

**RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:-

- a. All equity shares by way of preferential issue shall be made fully paid-up at the time of allotment and the consideration must be paid from respective Proposed Allottees bank account;
- b. The equity shares to be issued and allotted shall rank pari passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- c. The equity shares to be allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force;
- d. The equity shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, except to the extent and in the manner permitted there under;
- e. The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of

India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

- f. The equity shares so offered, issued and allotted will be listed on the BSE where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be;
- g. The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Companies Act and the SEBI ICDR Regulations containing the terms and conditions ("**Offer Document**") after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the stock exchange i.e., BSE and within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for the purpose of giving effect to this resolution, including without limitation

- (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares,
- (ii) making applications to the stock exchange for obtaining in-principle approval,
- (iii) listing of shares,
- (iv) filing requisite documents with the Ministry of Corporate Affairs and other regulatory authorities,
- (v) filing of requisite documents with the depositories,
- (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer,
- (vii) issue and allotment of the Equity Shares, and



- (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Kamal Agrawal, Managing Director or Mrs. Ritaben Bhojani, Chief Financial Officer or Mr. Ramamurthy Shetty, Non-Executive Director or Ms. Khushboo Doshi, Company Secretary & Compliance officer, be and are hereby authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

**Date: 30<sup>th</sup> April, 2024**

**Place: Mumbai**

**CIN: L70100MH1988PLC049929**

**Registered Office**

**Office No. 3131/B, Rustomjee Eaze Zone, Laxmi Singh  
Complex, Malad West, Mumbai 400064.**

**By Order of the Board of Director**

**For Hit Kit Global Solutions Limited**

**Sd/-**

**Khushboo Harsh Doshi**

**Company Secretary & Compliance Officer**

## **NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as

the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.hitkitglobal.com](http://www.hitkitglobal.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

The remote e-voting period begins on Monday 20<sup>st</sup> May, 2024 at 09:00 A.M. and ends on Thursday, 23<sup>th</sup> May, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 17<sup>th</sup> May, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 17<sup>th</sup> May, 2024.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li data-bbox="630 409 1489 1025">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li data-bbox="630 1048 1489 1238">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="630 1261 1489 1933">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

	<p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <p>      </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication,</li></ol>

	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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.



4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [nishantbajajcs@gmail.com](mailto:nishantbajajcs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [hitkit.global@gmail.com](mailto:hitkit.global@gmail.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [hitkit.global@gmail.com](mailto:hitkit.global@gmail.com). If you are an Individual shareholders holding securities in demat mode,

you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

#### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. 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.
5. 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 atleast 7 days (seven days) prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at hitkikt.global@gmail.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days (seven days) prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at hitkikt.global@gmail.com. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. Only those shareholders, who are present in the 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.  
If any Votes are cast by the shareholders through the e-voting available during the EGM 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.

**Date: 30<sup>th</sup> April, 2024**

**Place: Mumbai**

**By Order of the Board of Director  
For Hit Kit Global Solutions Limited**

**CIN: L70100MH1988PLC049929**

**Registered Office**

**Office No. 3131/B, Rustomjee Eaze Zone, Laxmi Singh  
Complex, Malad West, Mumbai 400064.**

**Sd/-**

**Khushboo Harsh Doshi**

**Company Secretary & Compliance Officer**

## EXPLANATORY STATEMENT

**In conformity with the Provisions of Section 102(1) of the Companies Act, 2013 the following Explanatory Statement sets out all the material facts relating to the item of Special Business of the Notice and the same should be taken as forming part of the notice.**

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### **Item No.1,2,3,4 & 5:**

The Board of Directors in their duly convened Board Meeting held on 24<sup>th</sup> April, 2024 recommended that the existing Memorandum of Association (MOA) are based on the Companies Act, 1956 and several clauses/sub-clauses in the existing Memorandum of Association is no longer in conformity with the new Companies Act, 2013. Therefore, in order to avoid future uncertainties, it is decided to amend /alter clauses of the Memorandum of Association of the Company as mentioned in Resolutions at item No. 1, 2, 3, 4 & 5 of the Notice in continuity and conformity with Companies Act, 2013.

Amendment in clauses of Memorandum of Association requires approval/consent of the members of the Company at the General Meeting and hence approval/consent is sought through meeting of member at the Annual General Meeting pursuant to provision of Section 13 of the Companies Act, 2013.

The Board recommends to the shareholders to adopt resolutions under item no. 1, 2, 3, 4 & 5 as a **Special Resolution**.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution.

Your approval is sought for the aforesaid Resolution.

### **Item No 6 & 7:**

The Current Authorised Share Capital of your Company is of Rs.9,00,00,000/- (Rupees Nine Crore Only) divided into 4,50,00,000 equity shares of face value of Rs. 2/-.

With the growing expansion of the Company's business and considering Company's plan to raise fresh capital by way of preferential issue, it is desirable to bring the Authorized Share Capital of the Company in proper correlation with the magnitude of the Company's resources and size of its undertaking so as to enable the Company to issue fresh shares as and when desired.

It is therefore considered advisable to increase the Authorized Share Capital to Rs. 12,50,00,000/- (Rupees Twelve Crores Fifty Lakhs Only) divided into 6,25,00,000 (Six Crores Twenty-Five Lakhs) Equity shares of face value of Rs. 2/- (Rupees Two Only) each, by addition of 1,75,00,000 (One Crores Seventy-Five Lakhs) Equity Shares of face value of Rs. 2/- (Rupees Two Only) each.

Thus, the Authorized Share Capital of the Company would be Rs. 12,50,00,000 (Rupees Twelve Crores Fifty Lakhs Only) divided into 6,25,00,000 equity shares of face value of Rs. 2/- each ranking paripassu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

The proposed increase in the Authorized Share Capital will require subsequent alteration in Clause V of Memorandum of Association of the Company pursuant to the provisions of Section 13 of the Companies Act, 2013.

Therefore, the consent of the Members of the Company is being sought under the applicable provisions of the Companies Act, 2013.

A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days from Monday to Friday from the date of dispatch of this Notice till the last date fixed for e-voting.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution.

Your approval is sought for the aforesaid Resolution.

**Item 8 & 9:**

The Board of Directors of the Company, in its meeting held on 24<sup>th</sup> April, 2024 subject to the approval of the members of the Company and such other approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of upto 75,00,000 Convertible Warrants carrying an entitlement to subscribe to an equivalent number of Equity Shares and 96,50,000 Equity Shares having face value of Rs. 2/- (Rupees Two Only) each on preferential basis to the proposed allottees as mentioned in the aforesaid resolutions.

In order to strengthen the financial position and meet capital expenditure, working capital requirements and cover issue expenses of the Company the management has proposed the preferential issue of convertible warrants and equity shares. The Company has accordingly proposed the preferential issue of convertible warrants and equity shares and as a reflection of the confidence that the management have in the future of the Company, the proposed allottee(s) belonging to non-promoter group have agreed to subscribe to and infuse further capital to strengthen its financial position and net worth.

The proposed Preferential Issue is in terms of the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any and Sections 42 and 62(1)(c) of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014.

**As required under Section 23, 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 and Chapter V of the SEBI ICDR Regulations, necessary information or details in respect of the proposed preferential issue of Convertible Warrants and Equity Shares are as under:**

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**a) The Object of the Preferential Issue:**

The Company is in the process of improving market share and enhancing shareholders' value, implementation of these would require infusion of additional funds in the Company. Further to strengthen the financial position, to meet capital expenditure, working capital requirements, to cover issue expense & to augment the financial resources of the Company the management has proposed the preferential issue of convertible warrants and equity shares.

**b) Maximum Number of securities to be issued:**

The Company proposes to issue, offer and allot upto 75,00,000 Convertible warrants of face value of Rs. 2/- each at a price of Rs. 2/- aggregating to Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakhs Only) and 96,50,000 Equity Shares of Rs. 2/- each at par at a price of Rs. 2/- per share aggregating to Rs. 1,93,00,000/- (Rupees One Crore Ninety three lakhs Only)

**c) The price or price band at/within which the allotment is proposed:**

The proposed issue for convertible warrants and equity shares will be made at par at a price of Rs. 2/- each to the proposed allottee(s).

**d) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer/ Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:**

None of the promoters or key managerial personnel intend to subscribe to the offer.

**e) Pricing of preferential issue:**

The equity shares of Company are listed on the BSE Limited (BSE) where the shares of the Company are infrequently traded in accordance with SEBI (ICDR) Regulations, 2018.

The price of the share has been determined based on the valuation made by independent valuer Ms. Priyanka Singhi, Registered Valuer (Reg. No. IBBI/RV/06/2021/14398) as per regulation 165, as shares of the company being infrequently traded on BSE Limited & 166A of SEBI (ICDR) Regulations 2018, as there

is an allotment of more than five percent of the post issue fully diluted share capital of the issuer to proposed allottees.

The Value derived through valuation report is Rs. 1.82/- (Rupee One and Eighty two Paise Only) and the board approved price for issue of each Equity shares is Rs. 2/- (Rupees Two Only) which is more than the price derived through Valuation Report.

The copy of the Valuation report shall be available for inspection by the members on all working days between Monday to Friday upto the date of Extra Ordinary General Meeting and the same may be accessed on the Company's website [www.hitkitglobal.com](http://www.hitkitglobal.com).

### **Justification for pricing of preferential issue**

The Total Number of Equity Shares traded during the 240 trading days preceding the relevant date is less than the 10% of total shares capital of the company. Hence the price is determined in compliance with Regulation 165 read with Regulation 166A of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 (hereinafter referred as 'SEBI (ICDR), Regulation, 2018') for Preferential Issues taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares.

**As per Regulation 166A (1) of the SEBI (ICDR) Regulations**, any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

The Articles of Association of the Company do not provide for any particular method of determination which results in a floor price higher than the determined under SEBI (ICDR) Regulations. However, as proposed allotment is more than five percent of the post issue fully diluted Equity Share Capital of the Company, to the allottees the pricing of the Equity Shares shall be the higher of the following parameters

- I. Price determined as per provisions of the Regulation 164(1) of the SEBI (ICDR) Regulations (frequently traded shares): The shares of the Company are not frequently traded shares, hence Regulation 164(1) of SEBI (ICDR) Regulations is Not Applicable.



- II. Price determined as per provisions of the Regulation 166A (1) of the SEBI (ICDR) Regulations: In terms of Regulation 166A(1) of the SEBI (ICDR) Regulations, the Company has taken Valuation Report dated 26<sup>th</sup> April, 2024 from Priyanka Singhi, Registered Valuer (Reg. No. IBBI/RV/06/2021/14398), arriving at Rs. 1.82/- and the copy of the same has been hosted on the website of the Company which can be accessed at [www.hitkitglobal.com](http://www.hitkitglobal.com).

The issue price for Preferential Issue of Convertible Warrants is Rs. 2/- each and for Equity Shares is Rs. 2/- per Equity Share. Since the Shares of the Company are not frequently traded shares; price determination in accordance with Regulation 164(1) of SEBI (ICDR) Regulations is not applicable and price determined by Registered Valuer is considered as per Regulation 166A(1) and 165 of SEBI (ICDR) Regulations.

There is no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Convertible Warrants and Equity Shares and therefore there is no requirement of a reasoned recommendation from a committee of independent directors of the issuer.

**f) Name and address of valuer who performed valuation:**

The Valuation was performed by Ms. Priyanka Singhi, Registered Valuer (Reg. No. IBBI/RV/06/2021/14398) having office at A-203, Sai Green Vatika Dattani Park, Thakur Village, Kandivali East, Mumbai 400101.

**g) Particulars of the offer/ Material terms of raising such securities including date of passing of Board resolution:**

The Board of Directors (“Board”) of the Company at its meeting held on 24<sup>th</sup> April, 2024 has approved the issuance of 75,00,000 Convertible Warrants of Rs. 2/- each and 96,50,000 Equity Shares of Rs. 2/- each, on a preferential basis (“Preferential Issue”), to the Proposed Allottee(s) at an issue price of Rs. 2/- (Rupees Two only), being the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board, in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

**h) Relevant date with reference to which the price has been arrived at:** The “Relevant Date” as per the ICDR Regulations for determining the minimum price for the preferential issue of Convertible Warrants is 24<sup>th</sup> April, 2024 (“Relevant Date”) which is 30 days prior to the date of Extra-Ordinary General Meeting (EGM) i.e. Friday, 24<sup>th</sup> May, 2024.

**i) The class or classes of persons to whom allotment is proposed to be made:**

Name of the Proposed Allottee(s)	Address	Class or classes of person(s)	Number of Convertible Warrants to be allotted	No. of Equity Shares to be allotted
Dilip Tanna	16, Shivalik Villa, Rajpath Club Road, Ambli, Bopal, Ahmedabad 380058.	Non Promoter	50,00,000	-
Nirmala Ramesh Choudhary	B/1/81 Goyal Intercity, B/H, Sal Hospital, Drive-In Road, Thaltej, Ahmadabad 380054.	Non Promoter	25,00,000	-
Ankit Ramesh Choudhary	P 2 B/37, Princeton State, Golf Course Road, DLF Phase 5, Sikanderpur GHSI (68), Gurgaon, Haryana 122002.	Non Promoter	-	7,50,000
Krishna Murarka	Near Bawadi Gate, Ward No. 28, Nawalgarh, Jhunjhunun, Rajasthan 333042.	Non Promoter	-	5,00,000
Aditya Morarka	B 1202, Lakshachandi Heights C Society Ltd., Gokuldharm A K, Goregaon (E), Mumbai 400063.	Non Promoter	-	5,00,000
Bhavin Latin Shah	8, Swastik Building, 5 <sup>th</sup> Floor, Block No. 21/22, N.S. Road No. 1, JVPD Scheme, Vile Parle West, Mumbai 400056.	Non Promoter	-	5,00,000
Jash Parag Shah	Flat No. 17, Swastik Building, 5 <sup>th</sup> Floor, Block No. 21/22,	Non Promoter	-	5,00,000

	N.S. Road No. 1, JVPD Scheme, Vile Parle West, Mumbai 400056.			
Kaushal Jagdish Vora	Flat No. 15/16, Yashwant Nagar, Plot No. 53, S.V. Road, Opp Shoppers Stop, Andheri West, Mumbai 400058.	Non Promoter	-	5,00,000
Sarla Nathmal Bajaj	C 2201, Kanakia Levels, Rani Sati Marg, Opp Passport Office, Malad East, Mumbai 400097.	Non Promoter	-	5,00,000
Jagdish Dilukhrai Kabra	D/802, Gayatri Darshan CHS, Thakur Complex, Kandivali East, Mumbai 400101.	Non Promoter	-	5,00,000
Achint Chinubhai Patel	9, Guru Krupa Building, Vishwabharti CHSL, V.P. Road, Behind Shriram School Andheri West, Mumbai 400058.	Non Promoter	-	5,00,000
Kundan Zamvar	78/A, 1402, Nisargh CHS, Tilak Nagar, Chembur, Near Hanuman Temple, Mumbai 400089.	Non Promoter	-	5,00,000
Rinku Kabra	E/701, Krishhna Residency, Atmaram Compound, Behind Sunder Nagar, Malad West, Mumbai 400064.	Non Promoter	-	5,00,000
Pina Joshi	Mukam Post – Reodar, Reodar, Sirohi Rajasthan - 307514	Non Promoter	-	2,50,000
Sagar Dilip Mundhada	1902, B Wing, Elite Solitaire Building, Kolshet Road,	Non Promoter	-	2,50,000

	Everest Building, Thane West, Thane 400607.			
Mukti Sudhir Gosar	A401, Raj Kamal Apartments, S.V. Road, Opp. Raghuvanshi Dairy, Kandivali West, Mumbai 400067.	Non Promoter	-	2,50,000
Rajat Gupta	Ganga Triveni Apartment, Near Sarvodaya Vidhyalaya Sector -9, Rohini, North West Delhi, Delhi 110085.	Non Promoter	-	2,50,000
Pooja Shah	501, Sthapatya Elegance, Opp. Audit Bhavan, Near Motikunj Society, Navrangpura, Ahmedabad 380009.	Non Promoter	-	2,50,000
Nitin Shah	5 <sup>th</sup> Floor, 501, Sthapatya Elegance, Opp. Audit Bhavan, Near Motikunj Society, Navrangpura, Ahmedabad 380009.	Non Promoter	-	2,50,000
Ronak Sushil Deora	B/301, Kingston Jewel, Chincholi Bunder Road, Opposite Advent Atria, Malad West, Mumbai 400064.	Non Promoter	-	2,50,000
Surbhi Choudhary	D 802, Gayatri Darshan, Thakur Complex, Kandivali East, Mumbai 400101.	Non Promoter	-	2,50,000
Ashutosh Kanoria	37/12, Kanoria House, 2 <sup>nd</sup> Floor, J.B. Nagar, Piramal Garden, Andheri East, Mumbai 400059.	Non Promoter	-	2,50,000

Sapana Kanodia	U/405, Shyam Gokul Garden, 90 Feet Road, Near St. Lawrence High School, Thakur Complex, Kandivali East, Mumbai 400101.	Non Promoter	-	2,50,000
Shyam Kabra	A1/18, Niwas Ratna Co-Op Housing Society, S.V. Road, Near MTNL, Mahesh Nagar, Goregaon West, Mumbai 400104.	Non Promoter	-	2,00,000
Himanshu D Patel	300 Archana Appt Building No 8, M G Road, Industrial Colony, Mumbai 400104.	Non Promoter	-	2,00,000
Ashish Tater	Old Line, Behind Karnani Girrls School, Gangashahar, Bikaner, Rajasthan 334401.	Non Promoter	-	1,00,000
Sabhajeet Shyamkunwar Giri	B801, Gautam, Saptarshi Park, Swapna Nagri, Mulund West, Mumbai 400080.	Non Promoter	-	1,00,000
Jayprakash Pandey	1602, Sugee Heights, Dwarkesh Society, Pandit Madan Mohan Malvia Road, Behind Vishwakarna Nagar, Mulund West, Mumbai 400080.	Non Promoter	-	1,00,000
Mahesh Sarate	8/64, Santaji Maharaj CHD Ltd., Pokhran Road No. 1, Near Shivsena Shakha, Shivai Nagar, Thane West, Thane 400606.	Non Promoter	-	1,00,000
Adnan Rassiwala	Jupiter, Room No. 1, 2, Veer Ghanekar Marg, Behind Fire,	Non Promoter	-	1,00,000

	Brigade, Vile Parle East, Mumbai 400057.			
Deora Vinod Subhakaran	G-507, Sonmarg Bldg, S.V. Road, Opp Bajaj Hall, Malad West, Mumbai - 400064	Non Promoter	-	1,00,000
Piyush Chitlangia	1503, Anmol Pride, Opp Patel Auto Petrol Pump, Goregaon West, Mumbai 400104.	Non Promoter	-	1,00,000
Ashok Raghavbhai Gamadha	4, Karman Soma Chawl, Rani Sati Marg, Khot Dongri, Malad East, Mumbai 400097.	Non Promoter	-	1,00,000
Dilip Tanna	16, Shivalik Villa, Rajpath Club Road, Ambli, Bopal, Ahmedabad 380058.	Non Promoter	-	1,00,000
Nirmala Ramesh Choudhary	B/1/81 Goyal Intercity, B/H, Sal Hospital, Drive-In Road, Thaltej, Ahmadabad 380054.	Non Promoter	-	1,00,000
<b>Total</b>			<b>75,00,000</b>	<b>96,50,000</b>

**j) The proposed time frame within which the allotment shall be completed:**

The Warrants and Equity Shares are proposed to be allotted within 15 days of the passing of the Special Resolution in the Extra Ordinary General Meeting. Provided that where the allotment is pending on account of pendency of any approval of such allotment by any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of such approval.

**k) The names of the proposed allottee(s) and the percentage of post preferential offer of warrants and equity shares that may be held by them:**

Proposed Allottee(s)	Prior holding		New Convertible warrants to be allotted	New Equity Shares to be allotted	Post holding (assuming all the warrants are converted)	
	No. of Shares held	% of shareholding			No. of Shares held	% of shareholding
Glimmer Enterprise Private Limited	29,54,503	7.99%	50,00,000	-	79,54,503	14.68%

Brillant Properties Private Limited	-	-	25,00,000	-	25,00,000	4.62%
Dilip Tanna	-	-	-	7,50,000	7,50,000	1.39%
Nirmala Ramesh Choudhary	-	-	-	5,00,000	5,00,000	0.92%
Ankit Ramesh Choudhary	-	-	-	5,00,000	5,00,000	0.92%
Krishna Murarka	-	-	-	5,00,000	5,00,000	0.92%
Aditya Morarka	-	-	-	5,00,000	5,00,000	0.92%
Bhavin Latin Shah	-	-	-	5,00,000	5,00,000	0.92%
Jash Parag Shah	-	-	-	5,00,000	5,00,000	0.92%
Kaushal Jagdish Vora	-	-	-	5,00,000	5,00,000	0.92%
Sarla Nathmal Bajaj	-	-	-	5,00,000	5,00,000	0.92%
Jagdish Dilukhrai Kabra	-	-	-	5,00,000	5,00,000	0.92%
Achint Chinubhai Patel	-	-	-	5,00,000	5,00,000	0.92%
Kundan Zamvar	-	-	-	2,50,000	2,50,000	0.46%
Rinku Kabra	-	-	-	2,50,000	2,50,000	0.46%
Pina Joshi	-	-	-	2,50,000	2,50,000	0.46%
Sagar Dilip Mundhada	-	-	-	2,50,000	2,50,000	0.46%
Mukti Sudhir Gosar	-	-	-	2,50,000	2,50,000	0.46%
Rajat Gupta	-	-	-	2,50,000	2,50,000	0.46%
Pooja Shah	-	-	-	2,50,000	2,50,000	0.46%
Nitin Shah	-	-	-	2,50,000	2,50,000	0.46%
Ronak Sushil Deora	-	-	-	2,50,000	2,50,000	0.46%
Surbhi Choudhary	-	-	-	2,50,000	2,50,000	0.46%
Ashutosh Kanoria	-	-	-	2,00,000	2,00,000	0.37%
Sapana Kanodia	-	-	-	2,00,000	2,00,000	0.37%
Shyam Kabra	-	-	-	1,00,000	1,00,000	0.18%
Himanshu D Patel	-	-	-	1,00,000	1,00,000	0.18%
Ashish Tater	-	-	-	1,00,000	1,00,000	0.18%
Sabhajeet Shyamkunwar Giri	-	-	-	1,00,000	1,00,000	0.18%
Jayprakash Pandey	-	-	-	1,00,000	1,00,000	0.18%
Mahesh Sarate	-	-	-	1,00,000	1,00,000	0.18%

Adnan Rassiwala	-	-	-	1,00,000	1,00,000	0.18%
Deora Vinod Subhakaran	-	-	-	1,00,000	1,00,000	0.18%
Piyush Chitlangia	-	-	-	1,00,000	1,00,000	0.18%
Ashok Raghavbhai Gamadha	-	-	-	1,00,000	1,00,000	0.18%

**l) The change in control, if any, in the Company that would occur consequent to preferential offer:** There shall be no change in the management or control over the Company, pursuant to the above mentioned preferential allotment. However, voting rights will change in the shareholding pattern consequent to conversion of Convertible Warrants into Equity Shares.

**m) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

Not Applicable.

**n) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares.**

Sr. No.	Name of the Proposed Allottee	Identity of the Natural person who is the ultimate Beneficial owner proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares
1.	Glimmer Enterprise Private Limited	Dayabhai Patel
		Shardaben Patel
		Kinjal Patel
2.	Brillant Properties Private Limited	Prachi Kanodiya
		Chirag Seksaria
		Darshan Kanodia
3.	Dilip Tanna	N.A. being natural person
4.	Nirmala Ramesh Choudhary	N.A. being natural person
5.	Ankit Ramesh Choudhary	N.A. being natural person
6.	Krishna Murarka	N.A. being natural person
7.	Aditya Morarka	N.A. being natural person
8.	Bhavin Latin Shah	N.A. being natural person
9.	Jash Parag Shah	N.A. being natural person



10.	Kaushal Jagdish Vora	N.A. being natural person
11.	Sarla Nathmal Bajaj	N.A. being natural person
12.	Jagdish Dilukhrai Kabra	N.A. being natural person
13.	Achint Chinubhai Patel	N.A. being natural person
14.	Kundan Zamvar	N.A. being natural person
15.	Rinku Kabra	N.A. being natural person
16.	Pina Joshi	N.A. being natural person
17.	Sagar Dilip Mundhada	N.A. being natural person
18.	Mukti Sudhir Gosar	N.A. being natural person
19.	Rajat Gupta	N.A. being natural person
20.	Pooja Shah	N.A. being natural person
21.	Nitin Shah	N.A. being natural person
22.	Ronak Sushil Deora	N.A. being natural person
23.	Surbhi Choudhary	N.A. being natural person
24.	Ashutosh Kanoria	N.A. being natural person
25.	Sapana Kanodia	N.A. being natural person
26.	Shyam Kabra	N.A. being natural person
27.	Himanshu D Patel	N.A. being natural person
28.	Ashish Tater	N.A. being natural person
29.	Sabhajeet Shyamkunwar Giri	N.A. being natural person
30.	Jayprakash Pandey	N.A. being natural person
31.	Mahesh Sarate	N.A. being natural person
32.	Adnan Rassiwala	N.A. being natural person
33.	Deora Vinod Subhakaran	N.A. being natural person
34.	Piyush Chitlangia	N.A. being natural person
35.	Ashok Raghavbhai Gamadha	N.A. being natural person

**o) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable.**

**p) Lock in period:**

The proposed allotment of the Convertible warrants, shall be subject to a lock-in as per the requirements of ICDR Regulations.

- i) The convertible warrants allotted on a preferential basis to the promoters or promoter group and the equity shares allotted pursuant to exercise of options attached to warrants issued on a preferential basis to the promoters or the promoter group, shall be locked-in for a period of 18 months from the date of trading approval granted for the specified securities or equity shares allotted pursuant to exercise of the option attached to warrant;
- ii) The convertible warrants allotted on a preferential basis to persons other than the promoters and promoter group and the equity shares allotted pursuant to exercise of options attached to warrants issued on preferential basis to such persons shall be locked-in for a period of 6 months from the date of trading approval;
- iii) The entire pre-preferential allotment shareholding, if any, of the proposed allottee(s) shall be locked in from the Relevant Date up to a period of 90 trading days from the date of trading approval as per Regulation 167(6) of the ICDR Regulations, 2018.

**q) The shareholding pattern of the Company before and after the preferential issue:**

**Equity Share Capital**

No.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of Share-holding	No. of Shares held	% of Share-holding
<b>A</b>	<b>Promoters holding:</b>				
<b>A1</b>	Indian:				
1.	Individuals/HUF	-	-	-	-
2.	Bodies Corporate	36,29,184	9.81%	36,29,184	6.70%
3.	Financial Institutions/ Banks	-	-	-	-
4.	Trust	-	-	-	-
5.	Others	-	-	-	-
	<b>Sub-Total (A1)</b>	<b>36,29,184</b>	<b>9.81%</b>	<b>36,29,184</b>	<b>6.70%</b>
<b>A2</b>	Foreign Promoters	-	-	-	-
	<b>Sub-Total (A2)</b>	<b>36,29,184</b>	<b>9.81%</b>	<b>36,29,184</b>	<b>6.70%</b>
	<b>TOTAL A (A1+A2)</b>	<b>36,29,184</b>	<b>9.81%</b>	<b>36,29,184</b>	<b>6.70%</b>
<b>B</b>	<b>Non-Promoters holding:</b>				
<b>B1.</b>	<b>Institutions</b>				
	Financial Institutions/ Banks	-	-	-	-
	<b>Sub-Total (B1)</b>	<b>36,29,184</b>	<b>9.81%</b>	<b>36,29,184</b>	<b>6.70%</b>
<b>B2.</b>	<b>Non-Institution:</b>				
	Body Corporates	35,80,523	9.68%	1,35,80,523	24.65%
	Directors and Relatives	-	-	-	-
	Indian Public	2,76,73,347	74.79%	3,57,73,347	64.92%
	Others (Including NRIs)				
	Non Resident Indians (NRIs)	2,90,131	0.78%	2,90,131	0.53%

Corporate Body - Broker	11,750	0.03%	11,750	0.02%
Hindu Undivided Family (HUF)	18,15,065	4.91%	18,15,065	3.29%
<b>Sub-Total (B)</b>	<b>3,33,70,816</b>	<b>90.19%</b>	<b>5,14,70,816</b>	<b>93.41%</b>
<b>GRAND TOTAL</b>	<b>3,70,00,000</b>	<b>100%</b>	<b>5,51,00,000</b>	<b>100%</b>

\*The shareholding specified is as on 24<sup>th</sup> April, 2024

r) The Current and Proposed Status of the Allottee(s) post the preferential issue;

Name of the Proposed Allottee(s)	Current Status of the allottee(s)	Proposed Status of the allottee(s)
Glimmer Enterprise Private Limited	Non Promoter	Non Promoter
Brillant Properties Private Limited	-	Non Promoter
Dilip Tanna	-	Non Promoter
Nirmala Ramesh Choudhary	-	Non Promoter
Ankit Ramesh Choudhary	-	Non Promoter
Krishna Murarka	-	Non Promoter
Aditya Morarka	-	Non Promoter
Bhavin Latin Shah	-	Non Promoter
Jash Parag Shah	-	Non Promoter
Kaushal Jagdish Vora	-	Non Promoter
Sarla Nathmal Bajaj	-	Non Promoter
Jagdish Dilukhrai Kabra	-	Non Promoter
Achint Chinubhai Patel	-	Non Promoter
Kundan Zamvar	-	Non Promoter
Rinku Kabra	-	Non Promoter
Pina Joshi	-	Non Promoter
Sagar Dilip Mundhada	-	Non Promoter
Mukti Sudhir Gosar	-	Non Promoter
Rajat Gupta	-	Non Promoter
Pooja Shah	-	Non Promoter
Nitin Shah	-	Non Promoter
Ronak Sushil Deora	-	Non Promoter
Surbhi Choudhary	-	Non Promoter
Ashutosh Kanoria	-	Non Promoter
Sapana Kanodia	-	Non Promoter
Shyam Kabra	-	Non Promoter
Himanshu D Patel	-	Non Promoter
Ashish Tater	-	Non Promoter
Sabhajeet Shyamkunwar Giri	-	Non Promoter
Jayprakash Pandey	-	Non Promoter

Mahesh Sarate	-	Non Promoter
Adnan Rassiwala	-	Non Promoter
Deora Vinod Subhakaran	-	Non Promoter
Piyush Chitlangia	-	Non Promoter
Ashok Raghavbhai Gamadha	-	Non Promoter

**s) Listing:**

The Company will make an application to BSE Limited at which the existing shares are already listed, for listing of the equity shares (including equity shares to be issued on conversion of Convertible Warrants) being issued on preferential basis. Such Equity Shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects, including dividend.

**t) Practicing Company Secretary Certificate**

The Certificate being issued by M/s. Nishant Bajaj & Associates., Practicing Company Secretary, (having Membership No: 12990 and COP No: 21538) certifying that the issue of Convertible Warrants and Equity Shares is being made in accordance with requirements of ICDR Regulations shall be placed before the General Meeting of the shareholders. The same is also available at the website of the Company at [www.hitkitglobal.com](http://www.hitkitglobal.com).

**u) Other Disclosures/Undertaking:**

1. Neither the Company, nor any of its Directors and / or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations read with Schedule VI are not applicable.
2. Neither the Company nor any of its Directors and / or Promoters are a fugitive economic offender as defined under the SEBI ICDR Regulations.
3. The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
4. The Proposed Allottee has confirmed that it has not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.
5. Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the ICDR Regulations are not applicable.

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution.

Your approval is sought for the aforesaid Resolution.

**Date: 30<sup>th</sup> April, 2024**

**Place: Mumbai**

**By Order of the Board of Director  
For Hit Kit Global Solutions Limited**

**CIN: L70100MH1988PLC049929**

**Registered Office**

**Office No. 3131/B, Rustomjee Eaze Zone, Laxmi Singh  
Complex, Malad West, Mumbai 400064.**

**Sd/-**

**Khushboo Harsh Doshi**

**Company Secretary & Compliance Officer**