

# Notice to Members

**NOTICE** is hereby given that the **THIRTY THIRD ANNUAL GENERAL MEETING of HITECH CORPORATION LIMITED** (‘the Company’) will be held on **Thursday, July 25, 2024 at 03:00 p.m.** (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), organized by the Company to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at Unit No. 201, 2<sup>nd</sup> Floor, Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel (W), Mumbai – 400013.

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on Equity Shares for the Financial Year ended March 31, 2024.
3. To appoint a director in place of Mr. Mehernosh A Mehta (DIN: 00372340), who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

### 4. Approval for Alteration in object clause of Memorandum of Association:

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to approval of Registrar of Companies, consent of the Shareholders of the Company be and is hereby accorded to replace clause (1) of clause III (A) of the Memorandum of Association of Company with the following clause 1 to 6:

1. To manufacture, prepare, process, represent, buy and sell, resell, export, import, market, supply, distribute, trade, recycle or deal howsoever in all kinds of plastics and plastics goods and/or composite goods made from combination of plastics with glass fiber, carbon fiber, meta wood or other natural and synthetic materials and metal components, including but not limited to injection moulded, extruded, blow moulded, roto moulded, calendered, coated or laminated, vacuum formed, thermoformed, structural foam moulded compression moulded, rotomoulded and any other form of items for both industrial and domestic requirement including articles or sub-assemblies with other pressed sheet components, Die-cast components, machined components, electrical, electronic and any other brought out items and also all types of containers and drums made from plastic or combination of

plastic & metal and plastic packaging of all kinds including but not limited to bottles, collapsible hallo gunny bags, sachets, pouches, made from plastic, high density polyethelene, low density polythelene, polypropylene, polystyrene and other Copolymers nylon, PMMA polycarbonates, POM, performance plastics, polyester, polyolefins, vinyl, vinylacetate, HDPE, LDPE, PP, BOPP, PVC, PET and polyesters, polyurethane, Biopolymers, paper, metal, foils, films, aerosol containers of metal, aluminium, plastics, fibrous materials and packaging items for all commodity industry, food stuffs, oils, beverages, medicines, chemicals, fertilizers, industrial goods and components and also other articles like domestic articles, appliances and gadgets like storage items, flower pots and home decorations, chairs and other seating system, moulded luggage, carboys, drums, IBCS and Bulk Packaging Products, novelty items, kitchen wares, tubes, baskets, tins and other allied building articles, door, window profiles, furniture, interior decorations and assembles and also to carry out Surface Enhancements such as printing, laminating, labeling, painting, branding naming of all varieties on any of the items manufactured above including items for all industries, including various automobile industries, paint & lubricants, defense, railways, aeronautics, textile industry, consumer durables industry, pharmaceutical, surgical & medical industry, stationery & toy, recreational, agricultural and farming industry, electrical and all type of electronic industry, construction industry, office equipments, household appliances industry, storage items, seating systems.

2. To manufacture, market, buy, sell, resell, design and formulate, export, import, process and deal with any plastic processing and ancillary machinery, tools, moulds, dies, forming tools and assemblies, their component parts either new of used and job works, instruments and other related engineering goods for captive use or for others and to carry out job works and sub-assemblies of all types for customers in India or abroad either for plastics processing of all kinds or for machining of all various varieties either using own tools, dies, moulds or customers tools, dies, moulds, components, material and to undertake innovation, research and development activities aimed at enhancing the performance, durability, safety, and eco-friendliness of plastic packaging materials and products, collaborating with research development and educational institutions, technology partners, and industry experts.
3. To manufacture, represent, market, buy and sell, recycle, resell, contract, export, import, supply, distribute, trade and deal in films, plastic materials, granules, recycled materials, moulding powder and any other by-products, secondary raw materials,

scrap and other items of every description based on plastic extrusion, co-extrusion, thermoforming, coating, laminating spraying, injection and blow moulding, forming, rotomoulding, compression, moulded, or any other forms of manufacturing.

4. To engage into innovation and development activities for Manufacturing, Compounding, Formulating all kinds of Polymeric materials, based on Natural & Synthetic origin and converting into granules, powder, agglomerate, liquids and in any other form for subsequent processing by traditional and newly developed conversion equipments and processes for varieties of applications and end uses in respect of above and also to engage into trading and Marketing of these Polymers in India and Overseas.
5. To encourage, support and practice the principle of five R's (viz. reduce, reuse, re-process, recycle and re-generate) keeping in mind concerns related to the protection of environment in Company's Administration, be it R&D; Product & Mould Designing; Production and Quality Assurance; Sales & Marketing; Logistics and all related activities so as to accomplish ultimate sustainability goals in all its deeds and actions.
6. To harness modern and emerging technologies & tools such as Artificial Intelligence (AI), Machine Learning (ML), IOT in Company's day-to-day working, to enhance maximum possible benefit in energy efficiency; input & output products quality standardization; Production streamlining; Research, Development and Design Innovation; Sales, Marketing and Customer Support; Logistics; Human Resource Development, skilling and up-skilling; resulting into Company's overall operational efficiency & cost effective, with a view to derive maximum benefit to all.

**RESOLVED FURTHER THAT** Mr. Mehernosh Mehta, Whole Time Director and/or Mrs. Avan Chaina, Chief Financial officer and/or Mr. Ashish Roongta, Company Secretary & Compliance Officer be and are hereby severally authorised, on behalf of the Company, to carry out any amendments as may deemed fit and as may be required under Companies Act, 2013 and/or as may be instructed by the Registrar of Companies in order to give effect to this resolution and are further severally authorised to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, Mumbai."

5. **To approve the re-appointment of Ms. Kalpana V. Merchant (DIN: 00827907) as a Non-Executive Independent Director for a second term of five consecutive years commencing from February 27, 2025.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149,150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee based on the evaluation of performance, Ms. Kalpana V. Merchant (DIN: 00827907), Independent Non-Executive Director of the Company, who was appointed as an Independent Director and who holds office of Independent Director up to February 26, 2025 and in respect of whom the Company has received a notice in writing under section 160 of the Act from a Member proposing her candidature for the office of Director and who is registered in the Independent Directors' Databank established by the Indian Institute of Corporate Affairs (IICA) under the Ministry of Corporate Affairs (MCA) and has given her consent and has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five consecutive years with effect from February 27, 2025 to February 26, 2030 (both days inclusive) and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient in order to give effect to this Resolution and the matters incidental thereto".

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

**Registered Office:**

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

Tel.: 022 4001 6500

CIN: L28992MH1991PLC168235

E-mail: [investor.help@hitechgroup.com](mailto:investor.help@hitechgroup.com)

website: [www.hitechgroup.com](http://www.hitechgroup.com)

**Ashish Roongta**

Company Secretary  
Membership No. A35999  
Mumbai, May 16, 2024

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (hereinafter referred to as the "Act"), in respect of businesses to be transacted at the Annual General Meeting (hereinafter referred to as "AGM"), as set out under Item No. 4 to 5 above and the relevant details of the Director as mentioned under Item No.3 above as required by Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") and as required under Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto.
2. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") read with relevant circulars issued by the Securities and Exchange Board of India ("SEBI"), from time to time (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through Video Conference ("VC") or Other Audio Visual Means ("OAVM") upto September 30, 2024 without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
3. As the AGM shall be conducted through VC / OAVM, physical attendance of members is not required and the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. Corporate members intending to send their authorised representatives to attend the AGM pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy (in PDF/ JPG Format) of the relevant

Board Resolution/ Authority letter etc. authorising its representatives to attend the AGM, by e-mail to [investor.help@hitechgroup.com](mailto:investor.help@hitechgroup.com)

### Process for dispatch of Annual Report and registration of email id for obtaining copy of Annual Report

5. In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website [www.hitechgroup.com](http://www.hitechgroup.com), websites of the Stock Exchanges i.e. BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and on the website of National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com>.

In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2023-24 and Notice of the 33<sup>rd</sup> AGM of the Company, he/she may send a request to the Company by writing at [investor.help@hitechgroup.com](mailto:investor.help@hitechgroup.com) or Link Intime India Private Limited (RTA), Company's Registrar and Transfer Agents at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) mentioning their DP ID and Client ID/folio no.

6. Shareholders holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending a duly signed request letter to the Registrar and Transfer Agents (RTA) of the Company, Link Intime India Private Limited by providing Folio No. and Name of shareholder. Shareholders holding shares in dematerialised mode are requested to register / update their email address with the relevant Depository Participants.
7. Process for registration of e-mail addresses for obtaining Notice of the AGM along with Annual Report for FY 2023-24, user id /password for e-voting and updation of bank account mandate for receipt of dividend.

#### A. Process for registration of email id

<b>Physical Holding</b>	Members are requested to register their e-mail address with Link Intime India Private Limited, by clicking the link: <a href="https://linkintime.co.in/emailreg/email_register.html">https://linkintime.co.in/emailreg/email_register.html</a> and follow the registration process as guided therein. Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number, e-mail ID and also upload the image of share certificate and a duly signed request letter (upto 1 MB) in PDF or JPEG format.
<b>For Permanent Registration for Demat shareholders</b>	Members are requested to register their e-mail address with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

<b>For Temporary Registration for Demat shareholders</b>	Members are requested to register their e-mail address with Link Intime India Private Limited, by clicking the link: <a href="https://linkintime.co.in/emailreg/email_register.html">https://linkintime.co.in/emailreg/email_register.html</a> and follow the registration process as guided therein. Members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail ID and also to upload a duly signed request letter (upto 1 MB) in PDF or JPEG format.
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Alternatively, Members whose e-mail id's are not registered may send an e-mail request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for obtaining User ID and Password by providing the details mentioned above.

## B. Process for registration of Bank Account Details

<b>Physical Holding</b>	Members are requested to register their e-mail address with Link Intime India Private Limited, by clicking the link: <a href="https://linkintime.co.in/emailreg/email_register.html">https://linkintime.co.in/emailreg/email_register.html</a> and follow the registration process as guided therein. Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e-mail id along with the copy of the cheque leaf with the first named members name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code and a duly signed request letter in PDF or JPEG format.
<b>Demat Holding</b>	Members are requested to register their bank details with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

On submission of the details for registration of email id / bank account an OTP will be received by the Member which needs to be entered in the link for verification. In case of any query, a Member may send an e-mail to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

8. Members seeking any information with regard to any matter set out in the notice convening the ensuing AGM, are requested to write to the Company through an email on [investor.help@hitechgroup.com](mailto:investor.help@hitechgroup.com)

### Procedure for joining the 33<sup>rd</sup> AGM through VC / OAVM

9. NSDL will be providing facility for voting through remote e-Voting, for participation in the 33<sup>rd</sup> AGM through VC/OAVM facility and e-Voting during the 33<sup>rd</sup> AGM.
10. Members may note that the VC/OAVM facility, allows participation of at least 1,000 Members on a first come-first-served basis. (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 AGM without restriction on account of first come first served basis.
11. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned at note no. 20(d) for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" 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 (129059) 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.
12. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first-come first-served basis.
13. Members who need assistance before and during the AGM, can contact NSDL helpdesk by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or call at 022 - 4886 7000.
14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. Members are encouraged to join the Meeting through Laptops for better experience. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
16. Participants Connecting from Mobile Devices or Tablets or through Laptop connected 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.

## Procedure to raise questions / seek clarifications with respect to Annual Report at the ensuing 33<sup>rd</sup> AGM:

17. Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at [investor.help@hitechgroup.com](mailto:investor.help@hitechgroup.com). Questions / queries received by the Company till 5.00 p.m. (IST) on July 18, 2024 shall only be considered and responded during the AGM.
18. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker, by sending an email to [investor.help@hitechgroup.com](mailto:investor.help@hitechgroup.com) between July 15, 2024 to July 18, 2024.
19. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.
20. **Procedure for remote e-Voting and e-Voting during the AGM**
  - a. All the shareholders of the Company including retail individual investors, institutional investors, etc. are encouraged to attend and vote in the AGM to be held through VC/OAVM.
  - b. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with 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 e-Voting on the date of the AGM will be provided by NSDL.
  - c. The remote e-Voting period commences on Monday, July 22, 2024 at 9.00 a.m. (IST) and will end on Wednesday, July 24, 2024 at 5.00 p.m. (IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, July 19, 2024 i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility either during the period commencing from July 22, 2024 to July 24, 2024 or e-Voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
  - d. The details of the process and manner for remote e-Voting are explained herein below:
 

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

**Step 2:** Cast your vote electronically and join virtual meeting on NSDL e-Voting system.

### Details on Step 1 are mentioned below:

#### I. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS 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 "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "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 i.e. NSDL 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 & voting during the meeting.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select "Register Online for IDEAS Portal" or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.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 "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 held 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 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 use your existing my easi username &amp; password.</li> <li>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>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>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, 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>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.</li> <li>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 &amp; voting during the meeting.</li> </ol>

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

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 no. 022 – 4886 7000.

## II. 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.
4. 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 e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
5. 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 116213 then user ID is 116213001***

6. Your password details 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 by NSDL. 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 e-mail ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox from [evoting@nsdl.com](mailto:evoting@nsdl.com). Open the e-mail 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 Beneficiary 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. In case you have not registered your e-mail address with the Company/Depository, please follow instructions mentioned below in this notice.

7. 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.nsdl.com](http://www.evoting.nsdl.com).
  - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.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, PAN, name and registered address.
  - d) Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, click on Agree to "Terms and Conditions" by selecting on the checkbox.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 are mentioned below:**

**How to cast your vote electronically 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 (129059)" 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 and you will receive a confirmation by way of a SMS on your registered mobile number from Depository.
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.

**Process for those shareholders whose email ids are not registered with the Depositories/Company for procuring user id and password for e-Voting for the resolutions set out in this Notice:**

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 below mentioned documents.

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), AADHAAR (self attested scanned copy of Aadhaar Card).
2. In case shares are held in demat mode, please provide DP ID Client ID (16 digit DP ID + Client ID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card). If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at point no. 20(d) "Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode".

**General Guidelines for shareholders:**

1. Institutional shareholders / Corporate Members (i.e. other than individuals, HUF, NRI, etc.) are requested to send a scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer at [cs@mayankarora.co.in](mailto:cs@mayankarora.co.in) 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 for e-Voting, 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 no.: 022 – 4886 7000 or send a request to Mr. Amit Vishal,



- Deputy Vice President, NSDL or Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).
4. Members who have cast their votes by remote e-Voting prior to the AGM may also attend/ participate in the Meeting through VC/OAVM but they shall not be entitled to cast their vote again.
  5. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company as on the cut-off date i.e. July 19, 2024.
  6. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. July 19, 2024, may obtain the user ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or to the Company at [investor.help@hitechgroup.com](mailto:investor.help@hitechgroup.com). However, if you are already registered with NSDL for remote e-Voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022-4886 7000. In case of Individual Shareholders holding shares in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. July 19, 2024 may follow steps mentioned in the Notice of the AGM under point 20(d) "Access to NSDL e-Voting system".
  7. Mr. Mayank Arora (FCS: 10378 and CP: 13609), Proprietor of M/s. Mayank Arora & Co., Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  8. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of electronic voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
  9. The results shall be declared within two working days from conclusion of the AGM. The results along with the report of the Scrutinizer shall be placed on the website of the Company [www.hitechgroup.com](http://www.hitechgroup.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.
  21. Documents open for inspection:
    - a. Relevant documents referred to in the accompanying Notice and the Explanatory Statement pursuant to Section 102(1) of the Act shall be available for inspection through electronic mode. Members are requested to write to the Company at [investor.help@hitechgroup.com](mailto:investor.help@hitechgroup.com) for inspection of the said documents; and
    - b. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act will be available for inspection by the members during the AGM by following the steps mentioned at note no. 20(d) "Step 1: Access to NSDL e-Voting system". After successful login members will be able to view the documents for inspection by clicking on the link available against the EVEN (129059) of the Company.

#### Dividend related information

22. The Company has fixed Friday, July, 19, 2024 as the "Record Date" for determining entitlement of Members to final dividend for the financial year ended March 31, 2024, if approved at the AGM.
23. Dividend for the financial year ended March 31, 2024, as recommended by the Board of Directors, if approved by the members at the AGM, will be paid on or after Thursday, July 25, 2024 to those members whose names appear on the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on July, 19, 2024.
24. Members holding shares in electronic form are hereby informed that bank particulars registered with their respective Depository Participants (DP), with whom they maintain their demat accounts, will be used by the Company for payment of dividend.
25. Members holding shares in physical / electronic form are required to submit their bank account details, if not already registered, as mandated by SEBI.

#### Process for updation of bank account mandate for receipt of dividend electronically:

- i. **Physical Holding**

Send a duly signed request letter to the Registrar and Transfer Agents of the Company, Link Intime India Pvt. Ltd. by providing Folio No., Name of shareholder, self-attested copy of the Pan Card along with following documents:

  - a) Original Cancelled cheque leaf bearing the name of the first shareholder; or
  - b) In case of absence of name of the first shareholder on the original cancelled cheque or initials on the

cheque, the bank attested copy of first page of the Bank Passbook/Statement of Account along with the original cancelled cheque shall be provided.

SEBI/HO/MIRSD/MIRSD-Pod-1/P/CIR/2023/37 dated March 16, 2023 (subsumed as a part of SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024), it is mandatory for all shareholders holding shares in physical form to furnish PAN, Choice of Nomination, Contact Details (Postal Address with PIN and Mobile Number), Bank A/c details and specimen signature for their corresponding folio numbers.

The shareholders may register/update the said details in the prescribed Form ISR-1 and other relevant forms with Link Intime India Private Limited ("Link Intime"), Registrar and Share Transfer Agent of the Company. Further, the shareholders can also access the relevant forms on the Company's website at <https://hitechgroup.com/investor/Display/miscellaneous>

The concerned folios wherein any of the said details are not registered shall be eligible for any payment including dividend, only through electronic mode with effect from April 1, 2024. An intimation shall be sent by the Company to such shareholders, whose details are not registered that their payment is due and has been withheld. Further, the same shall be released electronically only upon registering the aforesaid required details.

## ii. Demat Holding

Please contact your Depository Participant (DP) and register your bank account details in your demat account, as per the process advised by your DP.

26. In case the Company is unable to pay the dividend to any shareholder by electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrants to such shareholder by post.
27. Members may note that as per the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by the Company after April 1, 2020, shall be taxable in the hands of the shareholders and the Company shall be required to deduct tax at source (TDS) at the prescribed rates from the dividend to be paid to shareholders, subject to approval of shareholders in the ensuing AGM. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof.

The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company.

- a) All Shareholders are requested to ensure that the below details are completed and/or updated, as applicable, in their respective demat account(s)

maintained with the Depository participant(s); or in case of shares held in physical form, with the Company, on or before the Record Date i.e. July, 19, 2024.

Please note that the following information & details, if already registered with the RTA and Depositories, as the case may be, will be relied upon by the Company, for the purpose of complying with the applicable TDS provisions:

- i. Valid Permanent Account Number (PAN).
- ii. Residential status as per the Income Tax Act, 1961 i.e. Resident or Non-Resident for FY 2023-24.
- iii. Category of the Shareholder viz. Mutual Fund, Insurance Company, Alternate Investment Fund (AIF) Category I and II, AIF Category III, Government (Central/State Government), Foreign Portfolio Investor (FPI)/Foreign Institutional Investor (FII): Foreign Company, FPI/FII: Others (being Individual, Firm, Trust, Artificial Juridical Person, etc.), Individual, Hindu Undivided Family (HUF), Firm, Limited Liability Partnership (LLP), Association of Persons (AOP), Body of Individuals (BOI) or Artificial Juridical Person, Trust, Domestic Company, Foreign Company, etc.
- iv. Email Address.
- v. Residential Address.

\*If the PAN is not as per the database of the Income-tax Portal, it would be considered as invalid PAN. Further as per the Notification of Central Board of Direct Taxes, individual shareholders are requested to link their Aadhaar number with PAN.

- b) For Resident Shareholders, TDS is required to be deducted at the rate of 10% under Section 194 of the Income Tax Act, 1961 on the amount of dividend declared and paid by the Company in the financial year 2024-25 provided valid PAN is registered by the Shareholder. If the valid PAN is not registered, the TDS is required to be deducted at the rate of 20% under Section 206AA of the Income Tax Act, 1961.

However, no tax shall be deducted on the dividends paid to resident individuals if aggregate dividend distributed or likely to be distributed during the financial year does not exceed ₹ 5,000.

Even in the cases where the shareholder provides valid Form 15G (for individuals, with no tax liability on total income and income not exceeding maximum amount which is not chargeable to tax) or Form 15H (for individual above the age of 60 years with no tax liability on total income), no TDS shall be deducted.

- c) For Non-resident shareholders [Including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)], the TDS is required to be deducted at the rate

of 20% (plus applicable surcharge and cess) under Section 195 or 196D of the Income Tax Act, 1961, as the case may be. Further, as per Section 90 of the Income Tax Act, 1961 the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Treaty between India and the country of tax residence of the shareholder, if they are more beneficial to them.

For this purpose, i.e. to avail Tax Treaty benefits, the non-resident shareholders will have to provide the following:

- i. Self-attested copy of the PAN allotted by the Indian Income Tax authorities;
- ii. Self-attested copy of valid Tax Residency Certificate obtained from the tax authorities of the country of which the shareholder is a resident;
- iii. Self-declaration in Form 10F; and
- iv. Self-declaration in the prescribed format certifying:
  - Shareholder is and will continue to remain a tax resident of the country of its residence during the Financial Year 2024-25;
  - Shareholder is eligible to claim the beneficial Double Taxation Avoidance Agreement (DTAA) rate for the purposes of tax withholding on dividend declared by the Company;
  - Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
  - Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
  - Shareholder does not have a taxable presence or a permanent establishment in India during the Financial Year 2024-25
- d) The draft of the aforementioned documents may also be accessed from the Company's website at <https://hitechgroup.com/investor/Display/miscellaneous>.
- e) **Submission of tax related documents:**

#### **Resident Shareholders**

The aforesaid documents such as Form 15G/15H, documents under Sections 196, 197A, etc. can be uploaded on the link <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before July

15, 2024 to enable the Company to determine the appropriate TDS/withholding tax rate applicable.

Any communication on the tax determination/deduction received post July 15, 2024 shall not be considered.

Shareholders can also send the scanned copies of the documents mentioned above at the email id mentioned below:

[hitechdivtax@linkintime.co.in](mailto:hitechdivtax@linkintime.co.in)

#### **Non-Resident Shareholders**

Shareholders are requested to send the scanned copies of the documents mentioned above at the email id mentioned below:

[hitechdivtax@linkintime.co.in](mailto:hitechdivtax@linkintime.co.in)

These documents should reach us on or before July 15, 2024 in order to enable the Company to determine and deduct appropriate TDS/withholding tax rate. No communication on the tax determination/deduction shall be entertained post July 15, 2024.

- f) It may be further noted that in case the tax on dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents, there would still be an option available with the shareholder to file the return of income and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.
  - g) A separate email communication is sent to the shareholders informing the said change in Income Tax Act, 1961 and as well as relevant procedure to be adopted by the shareholders for availing the applicable tax rate.
28. **Transfer of Unclaimed Dividend Amounts to the Investor Education and Protection Fund (IEPF):**
- A. Pursuant to the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules"), (including any statutory modification(s) and or re-enactment(s) thereof for the time being in force), dividends that are unpaid or unclaimed for a period of seven (7) years from the date of their transfer are required to be transferred by the Company to the IEPF, administered by the Central Government. Further, according to the said IEPF Rules, shares in respect of which dividend has not been claimed by the shareholders for 7 (seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

- B. During the financial year 2023-24, the Company has transferred to IEPF, the following unclaimed dividends and corresponding shares thereto:

Particulars	Amount of Dividend (in ₹)	No. of shares
Final Dividend for the Financial Year 2015-16	2,82,687.00	6,101

- C. The dividend amount and shares transferred to the IEPF can be claimed by the concerned members from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The details of the unclaimed dividends are also available on the Company's website at [https://hitechgroup.com/investor/Display/Unclaimed\\_UnpaidDividend](https://hitechgroup.com/investor/Display/Unclaimed_UnpaidDividend) and the said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link ([www.iepf.gov.in](http://www.iepf.gov.in)).

#### Others

29. In case of any change in relation to the name, registered address, email id, mobile no., PAN, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, nomination, power of attorney, etc., the members are required to intimate the same:
- for shares held in electronic form: to their respective DP; and
  - for shares held in physical form: to the Company/ RTA in prescribed Form No. ISR-1 and other forms pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021. Further, the Company has sent letters to the members holding shares in physical form to furnish the abovementioned details which are not registered in their respective folio no(s).
30. 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 dematerialised form only while processing certain prescribed service requests. Accordingly, the members are requested to make service request by submitting a duly filled and signed Form No. ISR-4, the format of which is available on the Company's website at <https://hitechgroup.com/investor/Display/miscellaneous>. Members are requested to note that any service request would only be processed after the folio is KYC Compliant.
31. 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 dematerialised form. In view of the same and to eliminate all risks associated with physical shares and
- avail various benefits of dematerialisation, the members are advised to dematerialise their holdings.
32. In accordance with the provisions of Section 72 of the Act and SEBI circulars, the facility for nomination is available for the members of the Company in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting the Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or Form No. SH-14, as the case may be. The said forms are available on the Company's website at <https://hitechgroup.com/investor/Display/miscellaneous>. Members are requested to submit the said details to their respective DP, in case the shares are held by them in dematerialised form and to the Company/ RTA, in case the shares are held by them in physical form.

#### EXPLANATORY STATEMENT

**The following Explanatory Statement sets out all material facts relating to the Special Business of the Notice in accordance with Section 102 of Companies Act, 2013.**

##### Resolution No. 4

#### **Approval for Alteration in object clause of Memorandum of Association:**

The current object clause in the Memorandum of Association of the Company allows the company to carry out business related to plastic packaging. The main objects are proposed to be altered as the Company looks towards widening the sphere of its main business and product portfolio to accommodate other products made from plastics and allied products. In view of the said requirements and the strategic expansion plans of the Company, the Object Clause is proposed to be amended.

Copies of the existing and amended Memorandum of Association will be available for inspection by shareholders during business hours at the registered office of the Company for 21 days before the Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is/are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

##### Resolution No. 5

#### **To approve the re-appointment of Ms. Kalpana V. Merchant (DIN: 00827907) as a Non-Executive Independent Director for a second term of five consecutive years commencing from February 27, 2025:**

The Board of Directors of the Company at their meeting held on May 16, 2024, on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Ms.

Kalpna V. Merchant (DIN: 00827907) as an Independent Director of the Company, with effect from February 27, 2025 in accordance with Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company to hold office for a period of five consecutive years with effect from February 27, 2025, not liable to retire by rotation, subject to the approval of the Shareholders of the Company through Special Resolution.

Ms. Kalpna Merchant is a senior partner at Jerome Merchant & Partners. Ms. Merchant has over thirty-five years' experience as a solicitor and prior to Jerome Merchant & Partners, she was a partner at Kanga & Co and AZB & Partners, Mumbai.

Her expertise is in real estate, dispute resolution and Banking and finance laws with she being recognized as a leading individual in Real Estate and Construction by Legal 500 in the Real Estate Sector by Chambers and was ranked as one of the top 100 lawyers in India by Vantage Asia. Ms. Merchant graduated with a degree in law from the Government Law College, Mumbai and is a qualified Solicitor and Notary.

Her spectacular and vast experience in various fields of law including real estate, M&A, banking and finance and private wealth management have proven valuable for the company in past few years and hence her re-appointment would be of immense benefit to the Company.

The Company has received declaration from Ms. Kalpna V. Merchant (DIN: 00827907) stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has also given her consent to continue to act as Independent Director of the Company.

The Nomination and Remuneration Committee taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, recommended her re-appointment to board.

In the opinion of the Board, Ms. Kalpna V. Merchant (DIN: 00827907) fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 for her re-appointment as a Non-Executive Independent Director of the Company and is independent of the management. Copy of the consent, declarations and draft letter for re-appointment of Ms. Kalpna V. Merchant (DIN: 00827907) as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members electronically.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and Regulation 16, 17, 25 of the Listing Regulations and any other applicable provisions of the Act and Listing Regulations, the Board recommends passing of the Special Resolution in relation to the re-appointment of Ms. Kalpna V. Merchant (DIN: 00827907) as a Non-Executive Independent Director for term of five consecutive years with effect from February 27, 2024.

The brief profile of Ms. Kalpna V. Merchant (DIN: 00827907) is given in the Annexure to the Notice pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Ms. Merchant has submitted declaration stating that she is neither disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.

Except Ms. Kalpna V. Merchant (DIN: 00827907), being an appointee and her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. Ms. Kalpna V. Merchant (DIN: 00827907) is not related to any Director and Key Managerial Personnel of the Company.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

The information as required under the Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings SS-2 of Mr. Mehernosh A. Mehta (DIN: 00372340) and Ms. Kalpna V. Merchant (DIN: 00827907) is provided in Annexure "A" to the Notice.

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

**Registered Office:**

201, 2<sup>nd</sup> Floor, Welspun House,  
Kamala City, Senapati Bapat Marg,  
Lower Parel (West), Mumbai 400 013.  
Tel.: 022 4001 6500  
CIN: L28992MH1991PLC168235  
E-mail: [investor.help@hitechgroup.com](mailto:investor.help@hitechgroup.com)  
website: [www.hitechgroup.com](http://www.hitechgroup.com)

**Ashish Roongta**  
Company Secretary  
Membership No. A35999  
Mumbai, May 16, 2024

## Annexure to AGM Notice

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

<b>Name of Directors</b>	<b>Mr. Mehernosh A. Mehta</b>	<b>Ms. Kalpana V. Merchant</b>
	(DIN: 00372340)	(DIN: 00827907)
<b>Age</b>	57 years	69 years
<b>Date of Birth</b>	November 25, 1967	December 29, 1955
<b>Date of first appointment in the current designation</b>	March 17, 2016	February 27, 2020
<b>Qualifications</b>	B.E. in Electrical Engineering from Mumbai University and Masters in Electrical Engineering from Michigan Technological University.	Graduated with a degree in Law from the Government Law College, Mumbai and is a qualified Solicitor and Notary.
<b>Brief Resume of the Director</b>	Mr. Mehernosh Mehta has done his B.E. in Electrical Engineering from Mumbai University and Masters in Electrical engineering from Michigan Technological University. Before joining Hitech, he had worked for Sun-Up Botanics Private Limited, for 20 years. He is associated with Hitech group for over 10 years and presently is a Whole Time Director of the Company.	Ms. Kalpana V. Merchant is a senior partner at Jerome Merchant & Partners. Ms. Merchant has over thirty-five years' experience as a solicitor and prior to Jerome Merchant & Partners, she was a partner at Kanga & Co and AZB & Partners, Mumbai.
<b>Expertise in specific functional area</b>	Mr. Mehta has vast experience in the operations of manufacturing companies, handling human resource and general administration.	Ms. Merchant has expertise in real estate, dispute resolution and banking and finance laws with she being recognized as a leading individual in Real Estate and Construction by Legal 500 in the Real Estate Sector by Chambers and was ranked as one of the top 100 lawyers in India by Vantage Asia. She has vast experience in various fields of law including real estate, M&A, banking and finance and private wealth management.
<b>Skills and capabilities required for the role and the manner in which the Directors meet the requirements</b>	Not Applicable	Refer Explanatory Statement to the Notice
<b>Terms and conditions of appointment including remuneration sought to be paid</b>	Mr. Mehernosh Mehta is a director retiring by rotation and being eligible offers himself for re-appointment. <b>Remuneration proposed to be paid:</b> As per the resolution approved by shareholders in Item no. 5 of the 29 <sup>th</sup> Annual General Meeting Notice read with explanatory statement thereto. (Date of AGM: September 26, 2020).	Ms. Kalpana Merchant shall be re-appointed as a Non-Executive Independent Director for a term of five years. <b>Remuneration proposed to be paid:</b> She shall be paid sitting fees and commission in accordance with the provisions of the law.

<b>Name of Directors</b>	<b>Mr. Mehernosh A. Mehta</b>	<b>Ms. Kalpana V. Merchant</b>
<b>Shareholding in the Company</b>	NIL	NIL
<b>Directorships in other Companies</b>	Paladin Paints & Chemicals Private Ltd.	1. THPL Support Services Limited 2. Booker India Limited
<b>Memberships/ Chairmanship of Committees of other companies</b>	NIL	<b>Hitech Corporation Limited</b> 1. Audit Committee – Member 2. Nomination and Remuneration Committee – Member 3. Investment Committee - Member
<b>Inter-se relationship between Directors and other Key Managerial Personnel</b>	He is not related with any Director and Key Managerial Personnel of the Company.	She is not related with any Director and Key Managerial Personnel of the Company.
<b>Number of Meetings of the Board attended during the year</b>	5 out of 5 in the Financial Year 2023-24.	5 out of 5 in the Financial Year 2023-24.
<b>Details of remuneration last drawn</b>	The details of remuneration drawn are provided in the Corporate governance report section of the Annual Report 2023-24.	The details of remuneration drawn are provided in the Corporate governance report section of the Annual Report 2023-24.