

NOTICE TO MEMBERS

NOTICE is hereby given that the TWENTY EIGHTH ANNUAL GENERAL MEETING of HITECH CORPORATION LIMITED ('the Company') will be held on Monday, 30th day of September, 2019 at 10.30 a.m. at Indian Merchants' Chamber, 2nd Floor, Kilachand Conference Room, IMC Building, Churchgate, Mumbai - 400 020, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on:
 - (a) Non-Convertible Redeemable Cumulative Preference Shares for the Financial Year ended 31st March, 2019.
 - (b) Equity Shares for the Financial Year ended 31st March, 2019.
3. To appoint a Director in place of Mr. Mehernosh Adi Mehta (DIN: 00372340), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Approval for continuation of Directorship of Mr. Harish Narendra Motiwalla (DIN: 00029835) as a Non-Executive (Independent) Director.**

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

"RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective from 1st April, 2019) including any amendment, modification, variation or re-enactment thereof for the time being in force, and pursuant to the recommendation of the Board of Directors, approval of the members of the Company be and is hereby accorded for continuation of Directorship of Mr. Harish Narendra Motiwalla (DIN: 00029835) as a Non-Executive (Independent) Director of the Company beyond the age of 75 years till expiry of his tenure as a Non-Executive (Independent) Director of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

5. **Appointment of Mr. Aditya M. Sheth (DIN: 02289144) as an Independent Director of the Company for a period of 5 (five) years:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder, read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the appointment of Mr. Aditya M. Sheth (DIN: 02289144), who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from 25th June, 2019 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, who holds office upto the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for a period of 5 (five) consecutive years from 25th June, 2019 to 24th June, 2024.

RESOLVED FURTHER THAT to give effect to this Resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

Regd. Office:

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

Tel.: 022 4001 6500

Fax : 022 2495 5659

CIN: L28992MH1991PLC168235

E-mail: investor.help@hitechgroup.com

website: www.hitechgroup.com

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

**Namita Tiwari
Company Secretary
Membership No. A24964
Mumbai, 24th August, 2019**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) OF THE COMPANY MAY APPOINT A PROXY TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF/ HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Statement setting out material facts (Explanatory Statement) pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business as set out in the Notice is annexed hereto.
3. All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during the business hours on all days except Saturdays, Sundays and Public Holidays, between 11.00 a.m. to 1.00 p.m. upto the date of ensuing Annual General Meeting and will also be available at the Meeting.
4. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts and Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Registered Office of the Company and at the Annual General Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
6. Brief resume of Director(s) proposed to be appointed/re-appointed alongwith such other details as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Secretarial Standards on General Meetings (SS-2), are provided as an Annexure to this Notice.

7. The dividend on Equity Shares, if declared at the Meeting, will be credited/ dispatched on or after 3rd October, 2019 to those members of the Company, holding shares in physical form, whose names appear in the Register of Members of the Company on 23rd September, 2019 and to those members of the Company, holding shares in electronic form, whose names appear in the Benpos (Beneficiary Position) as on 23rd September, 2019.
8. SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, amended Regulation 40 of Listing Regulations pursuant to which from 1st April, 2019, onwards securities can be transferred only in dematerialised form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities will facilitate convenience and ensure safety of transactions for investors.

Members holding shares in physical form are requested to convert their holding(s) to dematerialised form to eliminate all risks associated with physical shares.

SEBI vide Press Release dated 27th March, 2019, has clarified that the share transfer deed(s) once lodged prior to the deadline of 31st March, 2019 and returned due to deficiency in documents submitted, may be re-lodged for transfer.
9. Members holding shares in the electronic form are advised to inform any changes in address / bank mandate / Email ID directly to their respective Depository Participants. The address / bank mandate / Email ID as furnished to the Company by the respective Depositories viz., NSDL and CDSL will be printed on the dividend warrants. The Company will not act on any direct request from such members for change/ deletion in such bank details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend, to their Depository Participants immediately.
10. Members holding shares in physical form are required to submit their bank account details to RTA, if not registered, as mandated by SEBI
11. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company/ RTA of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
12. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with specimen signatures authorizing their representative(s) to attend and vote at the AGM.
13. Section 72 of the Companies Act, 2013 extends nomination facility to individuals holding shares in physical form in companies. Shareholders, in particular, those holding shares in single name, may avail of the above facility by furnishing the particulars of their nominations in the prescribed Form No. SH-13 by downloading the same from the Company's website.
14. The Company is presently using National Automated Clearing House (NACH) as an option to pay dividend through bank accounts rather than paying the same in the form of dividend warrants. Under this option, an investor's bank account is directly credited and intimation thereof is sent by the Company to the shareholder. This service not only protects a shareholder against fraudulent interception and encashment of dividend warrants but also eliminates dependence on the postal system, loss/ damage of dividend warrants in transit and correspondence relating to revalidation/ issue of duplicate warrants.
15. Members desirous of obtaining any information concerning the Financial Statements and operations of the Company are requested to send their queries to the Chief Financial Officer or the Company Secretary of the Company at least seven days prior to the Meeting so that the required information can be made available at the Meeting.
16. Members attending the Meeting are requested to bring with them the Attendance Slip sent alongwith the Annual Report duly filled in and signed and handover the same at the entrance of the hall. As a measure of austerity, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are, therefore, requested to bring their copies of the Annual Report to the Meeting.
17. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
18. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with relevant share certificates to the Company's Registrar & Transfer Agents.
19. Members may please note that pursuant to the provisions of Section 123 of the Companies Act, 2013 / Section 205 A (5) of the Companies Act, 1956, dividend for the financial year 2011-12 and thereafter, which remains unclaimed for a period of 7 years will be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 205C of the Companies Act, 1956, as and when the same falls due for such transfer. Members who have not encashed their dividend warrants for the financial year 2011-12 or thereafter are requested to write to the Company's Registrar and Share Transfer Agent. Details of shares so far transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: <https://www.hitechgroup.com/investor/#unclaimed-unpaid-dividend>. 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.
20. All Unclaimed Dividend remaining unpaid/ unclaimed up to the financial year 2010-11, has been transferred to the Investor Education and Protection Fund. Further, for the financial year ended 31st March, 2012 dividend for which was declared at the Annual General Meeting of the Company held on 11th August, 2012, will be transferred on or before 9th September, 2019 to the Investor Education and Protection Fund.
21. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to corporate governance report which is part of this Annual Report.
22. To support the 'Green Initiative', members who have not registered their email addresses are requested to register their Email IDs with the RTA, M/s. Link Intime India Private Limited for receiving the Annual Report and other communications through electronic mode pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time.
23. Route Map of venue of Annual General Meeting is annexed to the Notice.

24. In accordance with the provisions of Section 101 and other applicable provisions, if any of the Companies Act, 2013, read with Rule 18 of the Companies (Management and Administration) Rules, 2014, as amended, the Notice of AGM, Attendance Slip, Proxy Form and Annual Report are being sent by email to those Members who have registered their email addresses with their DP (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form). For Members whose email ids are not registered, physical copies of the Notice of AGM, Attendance Slip, Proxy Form and Annual Report are being sent by permitted mode.

Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report 2018-19 will also be available on the Company's website www.hitechgroup.com

25. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members, facility to cast their votes on all Resolutions set forth in the Notice of the Annual General Meeting ('AGM') using electronic voting system from a place other than the venue of the AGM ('remote e-voting'), provided by National Securities Depository Limited (NSDL) and the business may be transacted through such voting.

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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***
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5. 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. 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, your 'initial password' is communicated to you on your postal address.

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.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- 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.

Details on Step 2 are given 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 the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on a 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 ami.thakkarr@gmail.com with a copy marked to evoting@nsdl.co.in.
 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 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
26. The remote e-voting period commences on Friday, 27th September, 2019 at 9:00 a.m. and ends on Sunday, 29th September, 2019 at 5:00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2019 ('Cut off Date'), may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution has been cast by a shareholder, the same shall not be allowed to be changed subsequently or allowed to cast a vote again.
 27. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and who holds shares as on the cut-off date, may cast their votes as follows:
 - i. For remote e-voting: The Shareholders can send in their request at evoting@nsdl.co.in to obtain the login ID and password. 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 have forgotten 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 or contact NSDL at the following toll free no.: 1800-222-990.
 - ii. The facility for voting, either through electronic voting system or polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting.
 28. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
 29. In case of any queries/grievances pertaining to e-voting, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the downloads section of <http://www.evoting.nsdl.com> or may contact on the NSDL toll free no.: 1800-222-990 or may contact National Securities Depository Limited, Trade World, A Wing, 4th and 5th Floors, Kamala Mills Compound, Lower Parel, Mumbai - 400 013, Maharashtra at the designated email ids: evoting@nsdl.co.in or at telephone nos. (022) 2499 6000/ (022) 2499 4738. Alternatively, Members may also write to the Company Secretary & Compliance Officer at the email id: investor.help@hitechgroup.com.
 30. The voting rights of shareholders shall be in proportion to their equity shares of the paid up equity share capital of the Company as on the cut-off date i.e. 23rd September, 2019. A Person, whose name is recorded in the register of beneficial owners maintained by the depositories as on the cut-off date, only shall be entitled to avail the facility of remote e-voting or voting at the Annual General Meeting.
 31. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Accordingly, members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
 32. Ms. Ami Thakkar, of Ami Thakkar & Associates, Company Secretaries (Membership No. F-6542, COP No. 6439) has been appointed as the Scrutinizer to scrutinize the e-voting process and voting at the Annual General Meeting venue in a fair and transparent manner.
 33. The Scrutinizer shall, after the conclusion of voting at the Annual General Meeting, would first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting and voting at the Annual General Meeting, in the presence of at least two (2) witnesses not in the employment of the Company and shall make and submit, not later than 2 (two) working days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 34. The Results declared shall be placed on the Company's website www.hitechgroup.com and on the website of NSDL alongwith the Scrutinizer's Report immediately after the declaration of the Result by the Chairman or a person authorized by him in writing. The Results would be communicated to the BSE Limited and the National Stock Exchange of India Limited. The result of the voting, along with the Scrutinizer's Report shall also be displayed on the Notice Board of the Company at its Registered Office.

ANNEXURE TO THE NOTICE

Explanatory Statement

[Pursuant to Section 102(1) of the Companies Act, 2013]

The following explanatory statement sets out all material facts relating to Resolution No. 4 and 5 of the accompanying Notice of the Annual General Meeting.

Item No. 4: Approval for continuation of Directorship of Mr. Harish Narendra Motiwalla as an Independent Non-Executive Director.

The Securities and Exchange Board of India (SEBI) has mandated all listed companies vide Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 to obtain shareholders' approval vide special resolution for appointment/continuation of directorship of any Non-Executive Director who has attained the age of 75 years.

Since, Mr. Harish Narendra Motiwalla, a Non-Executive (Independent) Director of the Company have attained the age of seventy five years, consent of the Members by way of Special Resolution is sought by the Company in compliance with Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, for continuance of his Directorship as a Non-Executive (Independent) Director of the Company beyond the age of 75 years till completion of his tenure as an Independent Director.

Mr. Harish Narendra Motiwalla is a Non-Executive (Independent) Director of the Company and a Practising Chartered Accountant having rich experience in the field of accounts, finance, taxation and corporate governance. His knowledge of the business environment and vast experience in financial management & taxation has been an asset to the Company.

Except Mr. Harish Narendra Motiwalla, being an appointee and his 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. 4 of the accompanying Notice convening the ensuing AGM. Mr. Harish Narendra Motiwalla is not related to any Director of the Company.

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

Item No. 5: Appointment of Mr. Aditya M. Sheth as a Non-Executive (Independent) Director:

Upon recommendation of the Nomination & Remuneration Committee, the Board of Directors at its Meeting held on 25th June, 2019 appointed Mr. Aditya M. Sheth (DIN: 02289144) as an Additional (Independent) Director under Section 161 of the Companies Act, 2013 for a term of 5 years effective from 25th June, 2019. The requisite declarations under Section 149(7) of the Companies Act, 2013 have been furnished by Mr. Sheth confirming compliance with the provisions of Section 149(6) of the aforesaid Act.

Mr. Aditya M. Sheth (DIN: 02289144) is a double major: Chemical Engineering (Columbia) and Economics (Denison). He is a Member of Engineering Honor Society – Tau Beta Pi and has completed International Baccalaureate Diploma from the United World College of India, Pune.

Mr. Aditya M. Sheth is a Director in the Engineering Division of Galiakotwala Group managing full spectrum of activities for engineering, manufacturing and installation of equipment to major chemical companies in India and abroad.

Keeping in view his expertise and knowledge of the industry, it will be beneficial and in the interest of the Company to appoint Mr. Aditya M. Sheth (DIN: 02289144) as an Independent Director of the Company.

In the opinion of the Board, Mr. Sheth fulfils the conditions specified under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Rules framed thereunder for appointment as an Independent Director and that the said Director is independent of the management. He shall not be liable to retire by rotation.

In compliance with provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the proposed appointment of Mr. Sheth as an Independent Director of the Company to hold office for a period of five consecutive years with effect from 25th June, 2019 upto 24th June, 2024, is now being placed before the members for their approval.

The terms and conditions of appointment of Mr. Sheth, shall be open for inspection by the members at the Registered Office of the Company during business hours between 11.00 a.m. and 1.00 p.m. on any day, excluding Saturdays, Sundays & Public Holidays upto the date of the Annual General Meeting and at the meeting. The terms and conditions of appointment of Independent Director is also available on the Company's website www.hitechgroup.com.

Save and except Mr. Aditya M. Sheth (DIN: 02289144) none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice. Mr. Aditya M. Sheth is not related to any Director of the Company.

Brief resume of Mr. Aditya M. Sheth (DIN: 02289144) and such other information as required under Regulation 36 of SEBI (LODR) Regulations and applicable Secretarial Standards has been furnished as an Annexure to this Notice.

The Board recommends Ordinary Resolution set out at Item No. 5 of the Notice for the approval of members.

Regd. Office:

201, 2nd Floor, Welspun House,
Kamala City, Senapati Bapat Marg,
Lower Parel (West), Mumbai 400 013.
Tel.: 022 4001 6500
Fax : 022 2495 5659
CIN: L28992MH1991PLC168235
E-mail: investor.help@hitechgroup.com
website: www.hitechgroup.com

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

**Namita Tiwari
Company Secretary
Membership No. A24964
Mumbai, 24th August, 2019**

Route Map



Venue: Indian Merchants' Chamber

Landmark: Near Churchgate Railway Station

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:

Name of the Director	Mr. Mehernosh A. Mehta* (DIN: 00372340)	Mr. Harish N. Motiwala (DIN:00029835)	Mr. Aditya M. Sheth (DIN: 02289144)
Date of Birth	25 th November, 1967	24 th March, 1945	17 th September, 1982
Qualification	B.E in Electrical Engineering from Mumbai University and Masters in Electrical Engineering from Michigan Technological University.	Fellow Member of Institute of Chartered Accountants of India (ICAI)	<ul style="list-style-type: none"> • Double major : Chemical Engineering (Columbia) and Economics (Denison) • Honors Program, Member of Engineering Honor Society – Tau Beta Pi • International Baccalaureate Diploma from The United World College of India, Pune.
Brief Resume of the Director	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.	Practising Chartered Accountant	<p>Director, Engineering Division of Galiakotwala Group managing full spectrum of activities for engineering, manufacturing and installation of equipment to major chemical companies in India and abroad.</p> <p>Worked with UBS Investment Bank as Analyst for a period of almost 2 years and has performed comparable financial analysis for companies in the chemical sector for valuation, created financial models to simulate cyclical operations through available financial information, conducted extensive business, financial due diligence and drafted confidential information. Creating presentations for clients to pitch merger and acquisition ideas, refinancing, IPO and dual track processes.</p>

Name of the Director	Mr. Mehernosh A. Mehta* (DIN: 00372340)	Mr. Harish N. Motiwalla (DIN:00029835)	Mr. Aditya M. Sheth (DIN: 02289144)
Expertise in specific functional area	Before joining Hitech, he had worked for Sun-Up Botanics Pvt. Ltd. for 20 years.	Vast experience in the field of accounts, finance, taxation and corporate governance.	<ul style="list-style-type: none"> • Engineering, manufacturing and installation of equipment • Financial Analysis
Date of first appointment in the current designation	17 th March, 2016	1 st April, 2014	25 th June, 2019
Shareholding in the Company	NIL	NIL	NIL
Directorships in other Companies	1. Hitech Insurance Broking Services Limited	1. Excel Industries Limited 2. Balkrishna Paper Mills Limited (formerly known as Nirvikara Paper Mills Limited) 3. Gujarat Organics Limited 4. Ashapura Minechem Limited 5. Multibase India Limited 6. Ashapura International Limited 7. Orient Abrasives Limited 8. LIC Mutual Fund Trustee Private Limited 9. Geetanjali Trading and Investments Private Limited 10. Ashapura Perfoclay Limited	1. Galiakotwala Engineering Co. Pvt Ltd.
Memberships/ Chairmanship of Committees of other companies	NIL	Member: 1. Ashapura International Limited – Audit Committee and Nomination and Remuneration Committee 2. Balkrishna Paper Mills Limited – Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee Chairman: 1. Excel Industries Limited – Audit Committee and Nomination and Remuneration Committee 2. Ashapura Minechem Limited – Audit Committee 3. Multibase India Limited – Audit Committee and Nomination and Remuneration Committee 4. LIC Mutual Fund Trustee Private Limited – Audit Committee	NIL
Inter-se relationship between Directors and other Key Managerial Personnel	He is not related with any Director and Key Managerial Personnel of the Company.	He is not related with any Director and Key Managerial Personnel of the Company.	He is not related with any Director and Key Managerial Personnel of the Company.
Number of Meetings of the Board attended	5 out of 5 in the Financial Year 2018-19.	5 out of 5 in the Financial Year 2018-19.	Not applicable**
Details of remuneration last drawn	Rs. 19,62,844 during the Financial Year 2018-19	Rs. 6,20,000 during the Financial Year 2018-19	Not applicable**

* In compliance of Section 152(6) of the Companies Act, 2013, and pursuant to the authority provided to the Board of Directors of the Company, vide Resolution passed at the 25th Annual General Meeting held on 23rd September, 2016 by the shareholders, the agreement with Mr. Mehernosh A. Mehta, Wholetime Director was amended by the Board at its meeting held on 24th August, 2019 to the extent and effect that he will be liable to retire by rotation.

** Appointed with effect from 25th June, 2019