

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIRST EXTRA ORDINARY GENERAL MEETING (2023-24) OF HITECH SPECIALITIES SOLUTIONS LIMITED WILL BE HELD AT THE REGISTERED OFFICE OF THE COMPANY AT UNIT NO. 205, 2ND FLOOR, WELSPUN HOUSE, KAMALA CITY, SENAPATI BAPAT MARG, LOWER PAREL (WEST), MUMBAI -400013 ON MONDAY, OCTOBER 23, 2023 AT 11.30 A.M. FOR THE PURPOSE OF TRANSACTING THE FOLLOWING BUSINESSES:

SPECIAL BUSINESSES:

1. CONVERSION OF COMPANY INTO PRIVATE LIMITED COMPANY:

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

“RESOLVED THAT pursuant to the provisions of section 13, 14 and any other applicable provisions of the Companies Act, 2013, if any or any statutory modification and reenactment thereto for the time being in force and subject to the approval of the Regional Director, Mumbai Region, and such other appropriate authorities, as may be required, the consent of the shareholders of the Company be and is hereby accorded to convert the status of the Company from ‘Public Limited’ to ‘Private Limited’ and consequently the name of the company be changed from “HITECH SPECIALITIES SOLUTIONS LIMITED” to “HITECH SPECIALITIES SOLUTIONS PRIVATE LIMITED” by inserting the word ‘Private’ before the word ‘Limited’;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to execute all such documents, instruments and writings as may be required and to take all such steps and actions and give such directions as may in its absolute discretion deem necessary and to settle any question that may arise in this regard;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such steps and do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution.”

2. ALTERATION OF NAME CLAUSE CONTAINED IN THE MEMORANDUM OF ASSOCIATION:

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

“RESOLVED THAT pursuant to the provisions of Section 13 and any other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the Members be and is hereby accorded for substituting Clause I of the Memorandum of Association of the Company with the following clause:

“The Name of the Company is HITECH SPECIALITIES SOLUTIONS PRIVATE LIMITED.”



RESOLVED FURTHER THAT any of the Directors currently on Board be and are hereby severally authorised to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution.”

3. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY PURSUANT TO THE COMPANIES ACT, 2013 AND CONVERSION INTO A PRIVATE LIMITED COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Incorporation) Rules, 2014, including any statutory modifications or re-enactment thereof from time to time, the Articles of Association of the Company be and is hereby altered by inserting the restrictive clause under Section 2(68) of the Act and thereby to be in conformity with the provisions of the Act relating to a Private Limited Company and thereby inserting the restrictive clause as per Section 2(68) of the Act;

RESOLVED FURTHER THAT the new set of Articles of Association in accordance with the Act primarily based in the Form of Table F of Schedule I under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such steps and do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution.”

Registered Office:

Unit No. 205, 2nd Floor, Welspun House,
Kamala City, Senapati Bapat Marg, Lower Parel
(W), Mumbai - 400013.

CIN: U66000MH2008PLC181725

Tel. No: 022-40016500

Fax: 022 -24955657

Email: secretarial.hssl@hitechgroup.com

Website: www.hitechgroup.com

By the Order of Board of Directors
For Hitech Specialities Solutions Limited



Atul Sethi

Director

(DIN: 06993467)

11th September, 2023

NOTES:

1. Explanatory statement pursuant to section 102 of the Companies Act, 2013 (the Act) is annexed hereto.
2. **A Member entitled to attend and vote at the Meeting is entitled to appoint proxy, to attend and on a poll, to vote instead of himself/herself and the proxy need not be a Member of the Company. A blank proxy form is enclosed hereto.**
3. The instrument appointing the proxy duly stamped should be deposited at the Registered Office of the Company not less than 48 (forty-eight) hours before the commencement of the EGM. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding 50 (fifty) in number and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital carrying voting rights may appoint single person as a proxy and such person shall not act as proxy for any other member. The Proxy-holder shall prove his identity at the time of attending the Meeting.
4. Corporate Members intending to send their authorized representatives to attend the EGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of relevant Board Resolution together with the specimen signature(s) of those representative(s) authorized under the said resolution to attend and vote on their behalf at the EGM, to the Company at its Registered Office, by not less than 48 (forty-eight) hours before commencement of the EGM.
5. Members/proxies are requested to sign the Attendance Slip in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall.
6. All documents referred to in the accompanying Notice and Explanatory Statement (including the Memorandum and Articles) are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and public holidays upto the date of the EGM.
7. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the EGM is enclosed.



ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1:

As the members are aware, the Company is a closely held public company, and is a wholly owned subsidiary of a private company. There is no involvement of public in the shareholding. Further, the Company is not intending to conduct any public issue of its shares in future. Hence, after considering all the relevant factors, the Board is of the view that it would be appropriate to convert the Company into the Private Limited Company which would simplify the compliances and help the management to carry out its affairs efficiently & economically. The conversion would be in the interest of the Company and its shareholders.

As per the provisions of the Companies Act, 2013, the consent of the members by way of special resolution is required for conversion of the Company to a private limited company.

The Board of Directors at its meeting held on September 11, 2023 has approved the decision of conversion of public company into private company and recommends the passing of the Special Resolution as set out at Item No. 1 of the accompanying notice for the approval of the Members. The Members are requested to note that the proposed conversion is subject to approval of the Regional Director, Mumbai Region, and such other regulatory authorities, as may be required.

None of the Directors, Key Managerial Personnel and their relatives is interested, financially or otherwise, in the said resolution.

ITEM NO 2:

The conversion of the Company into private limited company will result in amending the name clause of the Memorandum of the Company and hence the name of the Company will change from "HITECH SPECIALITIES SOLUTIONS LIMITED" to "HITECH SPECIALITIES SOLUTIONS PRIVATE LIMITED".

In terms of Section 13 of the Companies Act, 2013, the consent of the members by way of special resolution is required for amendment of the Memorandum of Association of the Company.

The Board has approved the amendment at its meeting held on September 11, 2023 and recommends passing of the Special Resolution as set out at Item No. 2 of the accompanying notice for the approval of the Members. The Members are requested to note that the proposed amendment is subject to approval of the Regional Director, Mumbai Region, and such other regulatory authorities, as may be required.

None of the Directors, Key Managerial Personnel and their relatives is interested, financially or otherwise, in the said resolution.

ITEM NO 3:

The conversion of the Company to a private limited company will result in amending the Articles and instituting restricting clause applicable to a private limited company as per Section 2(68) of the Companies Act, 2013 ('Act'). Moreover, the existing Articles of Association are in line with the





Hitech Specialities Solutions Limited
Regd. Office & HO :
205, Welspun House, 2nd floor,
Kamala City, Lower Parel - West,
Mumbai - 400 013.

erstwhile Companies Act 1956, which are not in conformity with the provisions of the Act. Further, consequent to the resolutions to be passed under item no.1 and item no.2, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles primarily based in the Form of Table F of Schedule I under the Act as applicable to a Private Limited Company.

In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company. The Board has approved the amendment at its meeting held on September 11, 2023 and recommends passing of the Special Resolution as set out at Item No. 3 of the accompanying notice for the approval of the Members.

The Members are requested to note that the proposed amendment is subject to the approval of the Regional Director, Mumbai Region, and such other regulatory authorities, as may be required.

None of the Directors, Key Managerial Personnel and their relatives is interested, financially or otherwise, in the said resolution.

Registered Office:
Unit No. 205, 2nd Floor, Welspun House,
Kamala City, Senapati Bapat Marg, Lower Parel
(W), Mumbai - 400013.
CIN: U66000MH2008PLC181725
Tel. No: 022-40016500
Fax: 022 -24955657
Email: secretarial.hssl@hitechgroup.com
Website: www.hitechgroup.com

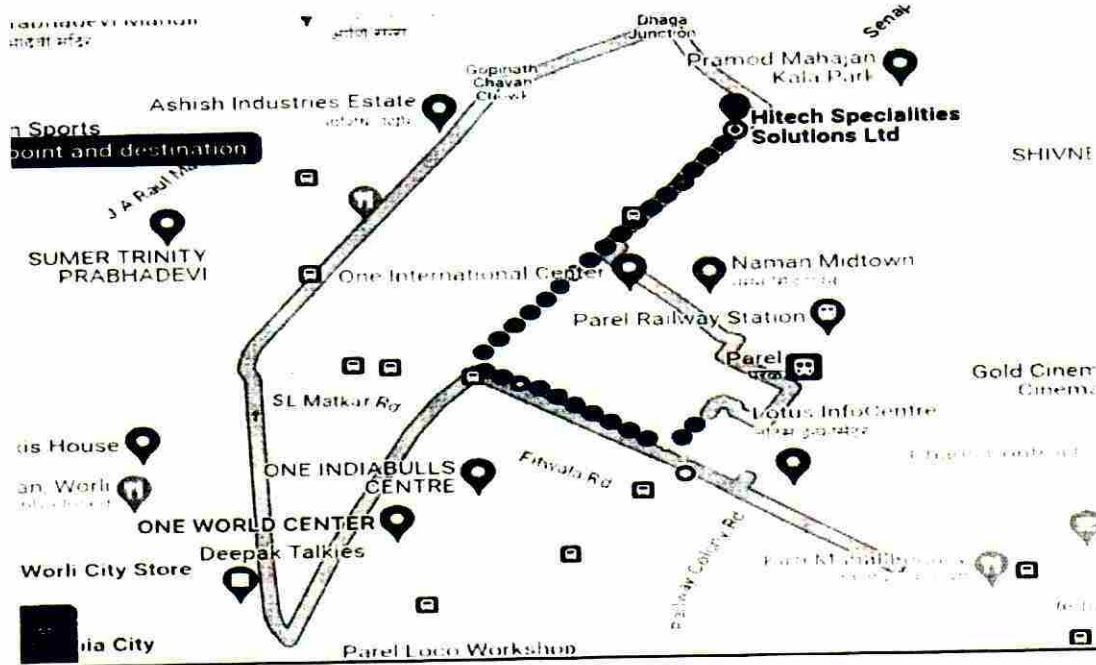
By the Order of Board of Directors
For Hitech Specialities Solutions Limited



Atul Sethi
Director
(DIN: 06993467)
11th September, 2023

Integrity Commitment Innovation Excellence

ROUTE MAP



Venue: Unit No. 205, 2nd Floor, Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel (W), Mumbai 400013.

Landmark: Passport Seva Kendra, Lower Parel



FORM MGT-11
PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	U65990MH1978PLC020745
Name of the Company	Hitech Specialities Solutions Limited
Registered Office	205, 2 nd Floor, Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel (W), Mumbai 400013
Registered Folio No./DP ID & Client ID:	
Name of Member:	
Registered Address of the Member:	
Email Id:	
No of equity shares held:	

I / We, being the member(s) of _____ shares of the above named Company, hereby appoint:

- Name: _____
 Of _____
 Email: _____ Signature: _____ or failing him/her,
- Name: _____
 Of _____
 Email: _____ Signature: _____ or failing him/her,
- Name: _____
 Of _____
 Email: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1st Extra Ordinary General Meeting (2023-24) of the Company, to be held on Monday, October 23, 2023 at 11.30 a.m. and at any adjournment thereof in respect of such resolutions as indicated below:



Resolution No.	Resolutions	Optional*	
		For	Against
Special Business			
1.	Conversion of Company into Private Limited Company		
2.	Alteration of Name Clause contained in the Memorandum of Association		
3.	Adoption of New Set of Articles of Association of The Company Pursuant to The Companies Act, 2013 and Conversion into a Private Limited Company		

Affix
Revenue
Stamp

Signed this _____ day of _____ 2023

Signature of Member

Signature of Proxy

Notes:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- 2) * This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.
- 3) A Proxy need not be a member of the Company.
- 4) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
- 5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- 6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



ATTENDANCE SLIP

Regd. Folio No.....

DP ID/Client ID.

No. of Shares held.....

(To be filled by the shareholder)

I/We hereby record my/our presence at the 1st Extra Ordinary General Meeting (2023-24) of the Company to be held on Monday, October 23, 2023 at 11.30 a.m. at the registered office of the Company Unit no. 205, 2nd Floor, Welspun House, Kamala City Senapati Bapat Marg, Lower Parel (W), Mumbai -400013.

Member's Name (in Block Letters)_____
Member's/Proxy's Signature

Note: Please complete this Attendance Slip and hand it over at the entrance of the meeting venue.
Joint Shareholder(s) may obtain additional slip at the venue of the meeting.

