



(CIN: L27109DL1958PLC003006)  
Regd. Office: 488, Bartan Market,  
Sadar Bazar, Delhi - 110006.

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **57th Annual General Meeting** of the Members of Hindustan Tin Works Limited will be held at Asha Farms, Palla Gaon Road, Bakhtawarpur, Delhi on Thursday, 17th September, 2015 at 10.00 A.M. to transact the following businesses.

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the statement of Profit & Loss Account for the year ended on that date and the report of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year ended 31st March 2015.
3. To appoint a Director in place of Mr. Vijay Kumar Bhatia (DIN:00088762) who retires by rotation as per the provisions of section 152 of the Companies Act, 2013 and being eligible offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:-**

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s M.L. Puri & Co., Chartered Accountants (Registration No. 002312N) the retiring auditors, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the Conclusion of next Annual General Meeting and that the Board of Directors be and is hereby authorized to fix their remuneration."

#### SPECIAL BUSINESS

##### 5. REVISION IN SALARY OF MR. SANJAY BHATIA, MANAGING DIRECTOR.

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

"RESOLVED that in accordance with the provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Memorandum and Articles of Association of the Company, any other authority and subject to any such conditions or modifications as may be prescribed or imposed by such authorities while granting such approval, consents, permissions and sanctions, consent of the Company be and is hereby accorded for the revision in remuneration of Mr. Sanjay Bhatia, Managing Director (DIN:00080533) of the Company up to Rs.1.20 Crores p.a. from 01.10.2015 to 30.09.2018 as prescribed and as calculated according to Schedule V as amended from time to time.

The following shall not be included for the purpose of computation of the Managing Director's remuneration or perquisites as aforesaid:-

- (i) The Company's contribution to Provident Fund, Superannuation Fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
- (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- (iii) Encashment of leave at the end of tenure or at the time of ceasing to be Managing Director pursuant to the Rules of the Company.

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

##### 6. REVISION IN SALARY OF MR. VIJAY KUMAR BHATIA, WHOLE TIME DIRECTOR.

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

"RESOLVED that in accordance with the provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Memorandum and Articles of Association of the Company, any other authority and subject to any such conditions or modifications as may be prescribed or imposed by such authorities while granting such approval, consents, permissions and sanctions, consent of the Company be and is hereby accorded for the revision in remuneration of Mr. Vijay Kumar Bhatia, Whole Time Director (DIN:00088762) of the Company up to Rs.1.20 Crores p.a. from 01.10.2015 to 30.09.2018 as prescribed and as calculated according to Schedule V as amended from time to time.

The following shall not be included for the purpose of computation of the Whole Time Director's remuneration or perquisites as aforesaid:-

- (i) The Company's contribution to Provident Fund, Superannuation Fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
- (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.



- (iii) Encashment of leave at the end of tenure or at the time of ceasing to be Whole Time Director pursuant to the Rules of the Company.

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

#### 7. REVISION IN SALARY OF MR. ASHOK KUMAR BHATIA, WHOLE TIME DIRECTOR

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

"RESOLVED that in accordance with the provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof for the time being in force), Memorandum and Articles of Association of the Company, any other authority and subject to any such conditions or modifications as may be prescribed or imposed by such authorities while granting such approval, consents, permissions and sanctions, consent of the Company be and is hereby accorded for the revision in remuneration of Mr. Ashok Kumar Bhatia, Whole Time Director (DIN:00081730) of the Company up to Rs.1.20 Crores p.a. from 01.10.2015 to 30.09.2018 as prescribed and as calculated according to Schedule V as amended from time to time.

The following shall not be included for the purpose of computation of the Whole Time Director's remuneration or perquisites as aforesaid:-

- (i) The Company's contribution to Provident Fund, Superannuation Fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
- (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- (iii) Encashment of leave at the end of tenure or at the time of ceasing to be Whole Time Director pursuant to the Rules of the Company.

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

#### 8. REVISION IN SALARY OF MR. P.P. SINGH, WHOLE TIME DIRECTOR

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

"RESOLVED that in accordance with the provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof for the time being in force), Memorandum and Articles of Association of the Company, any other authority and subject to any such conditions or modifications as may be prescribed or imposed by such authorities while granting such approval, consents, permissions and sanctions, consent of the Company be and is hereby accorded for the revision in remuneration of Mr. P.P. Singh, Whole Time Director (DIN:00658785) of the Company up to Rs. 20 Lacs p.a. from 01.10.2015 to 30.09.2018 as prescribed and as calculated according to Schedule V as amended from time to time.

The following shall not be included for the purpose of computation of the Whole Time Director's remuneration or perquisites as aforesaid:-

- (i) The Company's contribution to Provident Fund, Superannuation Fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
- (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- (iii) Encashment of leave at the end of tenure or at the time of ceasing to be Whole Time Director pursuant to the Rules of the Company.

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

#### 9. TO APPOINT MR. ATIT BHATIA AS CONSULTANT

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

"RESOLVED THAT pursuant to Section 188 sub-section (d) and all other provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions, if any, consent of the Company be and is hereby accorded to appoint Mr. Atit Bhatia, as Consultant in the Company to provided consultancy on the matter related to Export at a Consultancy fee not exceeding 0.25 % on Company's export sale for period from 01.10.2015 to 30.09.2018.

RESOLVED FURTHER that the Board be and is hereby authorized to enter into contract or arrangement with him in this regard and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### 10. CREATION OF CHARGES/ MORTGAGE OVER ASSETS OF THE COMPANY TO SECURE LOANS UP TO A LIMIT OF RS. 200 CRORES UNDER SECTION 180 (1) (a)

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 the section 180 (1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time consent of the Company be and is hereby accorded to empower the Board to mortgage and /or charge all the present and future immovable and /or movable properties wherever situated and whole



of the undertaking of the company to any public financial institutions, scheduled banks and /or foreign banks / institutions, to secure any loan including external commercial borrowing /assistance sanctioned in favor of the company by the said institutions /banks together with interest, costs, charges and other amounts payable in respect thereof with such ranking and other terms of sanction for amounts not exceeding in the aggregate of Rs. 200 Crore.

RESOLVED FURTHER that the Board of Directors be and are hereby authorized to discuss and finalize including but not limited to security, charge on assets, etc and to execute agreements, deeds and other relevant documents and to do all such acts, deeds and things as may be necessary, incidental or ancillary to effect securing the said borrowing, loans, advances and /or other obligations.

RESOLVED FURTHER that Mr. Sanjay Bhatia, Managing Director of the Company be and is hereby authorized or to authorize someone to do all such acts, deeds and things as may be necessary for implementation of aforesaid matter."

#### **11. TO APPROVE THE REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH, 31ST, 2016.**

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

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the company for the financial year ending March 31, 2016 be paid the remuneration as set out in the statement annexed to the Notice convening this Meeting.

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

By order of the Board

Place : New Delhi  
Date : 31<sup>st</sup> July, 2015

Rajat Pathak  
VP (Finance) & Company Secretary

**Registered Office :**  
488, Bartan Market,  
Sadar Bazar, Delhi-110006.

#### **NOTES :-**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

**A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBER NOT EXCEEDING FIFTY AND HOLDING IN THE 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 A PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

- The register of members and share transfer books of the Company will remain closed from Friday, 11th September, 2015 to Thursday, 17th September, 2015 (both days inclusive).
- The dividend, if declared at the meeting, will be paid on or after 17th September, 2015 to those members whose names appear:
  - As Beneficial Owners as at the end of the business hours on 10th September, 2015 as per the list to be furnished by the depository in respect of the shares held in electronic form and,
  - As members in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company on or before 10th September, 2015.
- The members are requested to notify immediately any change in their address, exclusively on separate letter without clubbing it with any other request, for quicker attention directly to the Company's Share Transfer Agent.

#### **M/s Beetal Financial & Computer Services (P) Ltd.**

Beetal House, 3rd Floor, 99 Madangir,  
Behind Local Shopping Complex,  
New Delhi - 110062.

- A statement pursuant to section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- The Shareholders are requested to update their Contact address and e mail address.
- Shareholders are requested to get their shares converted from physical form to DEMAT form.
- Claim of Unclaimed Dividend, if any, for the financial years 2008-09, 2009-10 (Interim & Final), 2010-11, 2011-12, 2012-13 & 2013-14 shall be made to the Company or Share Transfer Agent. The shareholders may kindly note that the amount in unpaid dividend account relating to the financial year 2007-08 is due for transfer during October, 2015 to "Investors Education and



Protection Fund" established by the Central Government under section 205 A (5) of the Companies Act, 1956 (Which is still applicable as the relevant sections under the Companies Act, 2013 are yet to be notified).

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Beetal Financial & Computer Services (P) Ltd.
10. The members/proxies are requested to bring their copy of Annual Report while attending the 57th Annual General Meeting of the Company.
11. Members desirous of asking any question at the Annual General Meeting are requested to send their question so as to reach the Company at least 10 days before the Annual General Meeting so that the same can be suitably addressed.
12. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
13. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. Appointment of Directors: At the ensuing Annual General Meeting, Mr. Vijay Kumar Bhatia retires by rotation and seeks reappointment.
15. As a part of "Green Initiative in the Corporate Governance", the Ministry of Corporate Affairs vide its circular no. 's 17/2011 and 18/2011 dated 21.01.2011 and 29.04.2011 respectively, has permitted the companies to serve the documents, namely, Notice of General Meeting, Balance Sheet, Statement of Profit & Loss Account, Auditors' Report, Directors' Report, etc. to the members through e-mail. The shareholders holding shares in physical form are requested to register their e-mail address with the Registrar & Share Transfer Agent by sending duly signed request letter quoting their Folio no. name and address. In case of shares held in demat form, the shareholders may register their e-mail addresses with their DPs (Depository Participants).
16. Copies of relevant documents can be inspected at the registered office of the Company on all working days during business hours upto the date of the meeting.

#### Voting through Electronic Mode

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to provide members facility to exercise their right to vote at 57th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

The procedure and instruction for members for e-voting are as under:-

- (i) The voting period begins on 13th September, 2015 (9 a.m.) and ends on 16th September 2015 (5 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 10th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date could not be entitled to vote at the AGM venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on "Shareholders" tab.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field, sequence number is printed on address sticker.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>



- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **COMPANY'S NAME- HINDUSTAN TIN WORKS LIMITED** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 10th September, 2015.
- (xx) Mr. Vinod Kumar Gupta, Practicing Company Secretary (M No. 2148) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxi) The results shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.hindustantintin.biz](http://www.hindustantintin.biz) and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.
- (xxii) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxiii) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 10th September, 2015 may follow the same instructions as mentioned above for e-Voting.
- (xxiv) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), Name of Contact person Mr. Wenceslaus Furtado Designation Dy. Manager, Contact No. - 18002005533, Address : Central Depository Services (India) Limited 16th Floor, P. J. Towers, Dalal Street, Mumbai - 400001.

By order of the Board

Place : New Delhi  
Date : 31<sup>st</sup> July, 2015

Rajat Pathak  
VP (Finance) & Company Secretary

**Registered Office :**  
488, Bartan Market,  
Sadar Bazar,  
Delhi-110006





## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

## ITEM NO. 5

Board of Directors of the Company, at its meeting held on 31st July, 2015, approved revision in remuneration of Mr. Sanjay Bhatia, Managing Director of the Company for the period from 01.10.2015 to 30.09.2018.

A statement referred to in Section II, Part II of Schedule V, of the Companies Act, 2013 is stated below:

## I. GENERAL INFORMATION

(1).	Nature of industry	Manufacturing
(2).	Date of commencement of commercial production	The Company, Hindustan Tin Works Limited, was incorporated on 11th December, 1958.
(3).	In case of new Companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus:	Not Applicable
(4).	Financial Performance based on given indicators:	Please refer to the Financial Results in Annual Report.
(5).	Foreign investments or collaborators	NA

## II. INFORMATION ABOUT THE APPOINTEE

(1)	Background details	<p>Mr. Sanjay Bhatia, has 38 years of experience in metal packaging industry, currently he is Managing Director of Hindustan Tin Works Ltd besides Director in some other Companies including one prestigious Government Company.</p> <p>Throughout his career Mr. Sanjay Bhatia has been associated with leading Chambers of Commerce and has represented and been representing the industry on various committees set up by Central &amp; State Governments from time to time, including Kelkar task force on simplification of Indirect Taxes in India. Your Board is of opinion that he will bring to the Company the exceptional breath of experience and maturity which is essential in the present circumstances and his appointment will, therefore, be in the interest of the Company</p>												
(2)	Past remuneration	<p>In Financial Year 2014-15 his Yearly Remuneration was as below:</p> <table><tr><td>Basic + HRA</td><td>:</td><td>Rs. 44,16,000/-</td></tr><tr><td>PF</td><td>:</td><td>Rs. 3,03,600/-</td></tr><tr><td>Commission</td><td>:</td><td>Rs. 12,00,000/-</td></tr><tr><td>Total</td><td>:</td><td>Rs. 59,19,600/-</td></tr></table>	Basic + HRA	:	Rs. 44,16,000/-	PF	:	Rs. 3,03,600/-	Commission	:	Rs. 12,00,000/-	Total	:	Rs. 59,19,600/-
Basic + HRA	:	Rs. 44,16,000/-												
PF	:	Rs. 3,03,600/-												
Commission	:	Rs. 12,00,000/-												
Total	:	Rs. 59,19,600/-												
(3)	Recognition or awards	Many Recognition and Awards received by the Company from time to time												
(4)	Job Profile and his Suitability	Mr. Sanjay Bhatia, Managing Director of the Company is in charge of the overall management of the company. He has over 38 years of experience in managing the Company which is in the business of manufacturing of Tin Cans. Having spent a long time in the industry and the moving spirit of the Company, he is best suited to take up the job.												
(5)	Remuneration proposed	Up to Rs. 1.20 Crores p.a. as prescribed and as calculated according to Schedule V as amended from time to time.												
(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	Data not available due to variance within the industry in terms of financial performance / size / profile and person.												



(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with managerial person if any.	Mr. Ashok Kumar Bhatia, (Whole Time Director) Brother Mr. Vijay Kumar Bhatia, (Whole Time Director) Brother Mr. Paras Bhatia, Senior Vice President (Son of Mr. Ashok Kumar Bhatia) Mr. Saket Bhatia, Senior Vice President (Son of Mr. Sanjay Bhatia) Mr. Atif Bhatia, Senior Vice President till 31st July, 2015 (Son of Mr. Sanjay Bhatia) Mr. Gaurav Bhatia, Senior Vice President (Son of Mr. Vijay Kumar Bhatia) Mr. Sanjay Bhatia, Presently the Managing Director of the Company.
-----	--	--

**III. OTHER INFORMATION**

(1)	Reason of loss or inadequate profit	<ol style="list-style-type: none"> <li>1. The Plant is as per International Standard and has adopted the Global best practices for Can/ Components Manufacturing.</li> <li>2. Can Market have been growing in India, yet it will take time to mature, thus, markets are still to grow to absorb the manufactured Cans by various manufacturers.</li> <li>3. Due to strong Competition from local competitors and imports, Sales Prices are very competitive.</li> <li>4. Plant efficiencies are lower.</li> <li>5. Interest cost is still very high on loans for Companies like us, this includes both long terms as well as short term loans.</li> <li>6. due to Steady increase in tin plate prices, which is the major raw material for manufacture of tin cans without proportionate increase in sales rates.</li> <li>7. Due to Steady increase in fixed cost like salary, wages, admin Cost etc. without proportionate increase in sales rates.</li> </ol>
(2)	Steps taken or proposed to be taken for improvement	<ol style="list-style-type: none"> <li>1. Hindustan Tin Works is set up with the objective of providing Can &amp; Components to the Indian sub-continent and meet any other customer demand using the rich exposure in this field.</li> <li>2. The products are of world class quality standards and will enable the Company to adopt the global best practices as adopted by leading Companies worldwide. Thus the Company will be benefited.</li> <li>3. Company not only provides world class quality products to the customers but also Cost effective products.</li> <li>4. Company is striving to explore new customers and extend its reach to global markets which should provide the Company better opportunities in terms of volume and reach.</li> <li>5. Over a period, Company is making representations with various customers in view of the increase in input costs and making a strong pitch for sales price increase.</li> <li>6. Company has also been working towards improving plant efficiencies by virtue of value engineering and capex addition.</li> <li>7. Company has also been talking to its vendors and trying to establish long term contracts to minimize any potential price increase in future. The Company also been talking to them towards reducing inventory at its end, reduced lead time etc.</li> <li>8. Company has been in dialogue with its bankers and has been representing its case to them towards cheaper and alternative credit terms for various facilities.</li> <li>9. Discussion with customers for increase in sales prices are being done. Various cost reduction measures also being worked out for reduction in indirect overheads, efforts are being made of increase in sales by introducing new products and developing new customer, increasing volumes of present customers etc.</li> </ol>
(3)	Expected increase in productivity and profits in measurable terms	Expected increase in turnover around Rs. 14 Crore and expected increase in PAT around Rs. 1 Crore in Financial Year 2015-16.

**DISCLOSURES**

The remuneration package of Mr. Sanjay Bhatia is as described in Clause II (5) above



Revision of remuneration is approved by resolution passed by the Nomination and Remuneration Committee in its meeting dated 31st July, 2015.

As required by the Companies Act, 2013, approval of the members is being sought, for the revision in remuneration of Mr. Sanjay Bhatia, Managing Director.

The draft Agreement between the Company and the Managing Director is available for inspection by the members at the Company's Registered office between 10.00 a.m. to 5.00 p.m. on all working days upto the date of Annual General Meeting.

Hence, your Directors recommend the above resolution for approval of the Shareholders as a Special Resolution.

Except Mr. Sanjay Bhatia, Mr. Ashok Kumar Bhatia and Mr. Vijay Kumar Bhatia no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

This may also be treated as a written memorandum setting out the terms of reappointment of Mr. Sanjay Bhatia, pursuant to section 190 of the Companies Act, 2013.

#### **ITEM NO. 6**

Board of Directors of the Company, at its meeting held on 31st July, 2015, approved revision in remuneration of Mr. Vijay Kumar Bhatia, Whole Time Director of the Company for the period from 01.10.2015 to 30.09.2018.

A statement referred to in Section II, Part II of Schedule V, of the Companies Act, 2013 is stated below:

#### **I. GENERAL INFORMATION**

(1)	Nature of industry	Manufacturing
(2)	Date of commencement of commercial production	The Company, Hindustan Tin Works Limited, was incorporated on 11th December, 1958.
(3)	In case of new Companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus:	Not Applicable
(4)	Financial Performance based on given indicators:	Please refer to the Financial Results in Annual Report.
(5)	Foreign investments or collaborators	NA

#### **II. INFORMATION ABOUT THE APPOINTEE**

(1)	Background details	Mr. Vijay Kumar Bhatia, is a postgraduate. He has over 48 years of experience in Tin Plate trading.
(2)	Past remuneration	In Financial Year 2014-15 his Yearly Remuneration was as below: Basic : Rs. 24,84,000/- PF : Rs. 2,73,240/- Total Rs. 27,57,240/-
(3)	Recognition or awards	Many Recognition and Awards received by the Company from time to time
(4)	Job Profile and his Suitability	Mr. Vijay Kumar Bhatia, Chairman of the Company is in charge of the management of the company. He has over 48 years of experience in managing the Company Particularly in trading of Tin Plate. Having spent a long time in the industry and the moving spirit of the Company, he is best suited to take up the job.
(5)	Remuneration proposed	Up to Rs. 1.20 Crores p.a. as prescribed and as calculated according to Schedule V as amended from time to time.
(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	Data not available due to variance within the industry in terms of financial performance / size / profile and person.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with managerial person if any.	Mr. Ashok Kumar Bhatia, (Whole Time Director) Brother Mr. Sanjay Bhatia, (Managing Director) Brother Mr. Paras Bhatia, Senior Vice President (Son of Mr. Ashok Kumar Bhatia) Mr. Saket Bhatia, Senior Vice President (Son of Mr. Sanjay Bhatia) Mr. Atit Bhatia, Senior Vice President till 31st July, 2015 (Son of Mr. Sanjay Bhatia) Mr. Gaurav Bhatia, Senior Vice President (Son of Mr. Vijay Kumar Bhatia) Mr. Vijay Kumar Bhatia is Presently Whole Time Director of the Company.



**III. OTHER INFORMATION**

(1)	Reason of loss or inadequate profit	<ol style="list-style-type: none"> <li>1. The Plant is as per International Standard and has adopted the Global best practices for Can/ Components Manufacturing.</li> <li>2. Can Market have been growing in India, yet it will take time to mature, thus, markets are still to grow to absorb the manufactured Cans by various manufacturers.</li> <li>3. Due to strong Competition from local competitors and imports , Sales Prices are very competitive.</li> <li>4. Plant efficiencies are lower.</li> <li>5. Interest cost is still very high on loans for Companies like us, this includes both long terms as well as short term loans.</li> <li>6. due to Steady increase in tin plate prices, which is the major raw material for manufacture of tin cans without proportionate increase in sales rates.</li> <li>7. Due to Steady increase in fixed cost like salary, wages, admin Cost etc. without proportionate increase in sales rates.</li> </ol>
(2)	Steps taken or proposed to be taken for improvement	<ol style="list-style-type: none"> <li>1. Hindustan Tin Works is set up with the objective of providing Can &amp; Components to the Indian sub-continent and meet any other customer demand using the rich exposure in this field.</li> <li>2. The products are of world class quality standards and will enable the Company to adopt the global best practices as adopted by leading Companies worldwide. Thus the Company will be benefited.</li> <li>3. Company not only provides world class quality products to the customers but also Cost effective products.</li> <li>4. Company is striving to explore new customers and extend its reach to global markets which should provide the Company better opportunities in terms of volume and reach.</li> <li>5. Over a period, Company is making representations with various customers in view of the increase in input costs and making a strong pitch for sales price increase.</li> <li>6. Company has also been working towards improving plant efficiencies by virtue of value engineering and capex addition.</li> <li>7. Company has also been talking to its vendors and trying to establish long term contracts to minimize any potential price increase in future. The Company also been talking to them towards reducing inventory at its end, reduced lead time etc.</li> <li>8. Company has been in dialogue with its bankers and has been representing its case to them towards cheaper and alternative credit terms for various facilities.</li> <li>9. Discussion with customers for increase in sales prices are being done. Various cost reduction measures also being worked out for reduction in indirect overheads, efforts are being made of increase in sales by introducing new products and developing new customer, increasing volumes of present customers etc.</li> </ol>
(3)	Expected increase in productivity and profits in measurable terms	Expected increase in turnover around Rs. 14 Crore and expected increase in PAT around Rs. 1 Crore in Financial Year 2015-16.

**DISCLOSURES**

The remuneration package of Mr. Vijay Kumar Bhatia is as described in Clause II (5) above



Revision of remuneration is approved by resolution passed by the Nomination and Remuneration Committee in its meeting dated 31st July, 2015.

As required by the Companies Act, 2013, approval of the members is being sought, for the revision in remuneration of Mr. Vijay Kumar Bhatia, Whole Time Director.

The draft Agreement between the Company and the Whole Time Director is available for inspection by the members at the Company's Registered office between 10.00 a.m. to 5.00 p.m. on all working days upto the date of Annual General Meeting.

Hence, your Directors recommend the above resolution for approval of the Shareholders as a Special Resolution.

Except Mr. Sanjay Bhatia, Mr. Ashok Kumar Bhatia and Mr. Vijay Kumar Bhatia no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

This may also be treated as a written memorandum setting out the terms of reappointment of Mr. Vijay Kumar Bhatia, pursuant to section 190 of the Companies Act, 2013.

#### **ITEM NO. 7**

Board of Directors of the Company, at its meeting held on 31st July, 2015, approved revision in remuneration of Mr. Ashok Kumar Bhatia, Whole Time Director of the Company for the period from 01.10.2015 to 30.09.2018.

A statement referred to in Section II, Part II of Schedule V, of the Companies Act, 2013 is stated below:

#### **I. GENERAL INFORMATION**

(1).	Nature of industry	Manufacturing
(2).	Date of commencement of commercial production	The Company, Hindustan Tin Works Limited, was incorporated on 11th December, 1958.
(3).	In case of new Companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus:	Not Applicable
(4).	Financial Performance based on given indicators:	Please refer to the Financial Results in Annual Report.
(5).	Foreign investments or collaborators	NA

#### **II. INFORMATION ABOUT THE APPOINTEE**

(1)	Background details	Mr. Ashok Kumar Bhatia is a graduate. He has 41 years of experience particularly in trading of tin plate, tin cutting and other allied lines He is office bearer of various associations relating to trade and social clubs.
(2)	Past remuneration	In Financial Year 2014-15 his Yearly Remuneration was as below: Basic : Rs. 17,94,000/- PF : Rs. 1,97,340/- Total : Rs. 19,91,340/-
(3)	Recognition or awards	Many Recognition and Awards received by the Company from time to time
(4)	Job Profile and his Suitability	Mr. Ashok Kumar Bhatia, has over 41 years of experience in managing the Company which is in the business of manufacturing of Tin Cans. Having spent a long time in the industry and the moving spirit of the Company, he is best suited to take up the job.
(5)	Remuneration proposed	Up to Rs. 1.20 Crores p.a. as prescribed and as calculated according to Schedule V as amended from time to time.
(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	Data not available due to variance within the industry in terms of financial performance / size / profile and person.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with managerial person if any.	Mr. Sanjay Bhatia, ( Managing Director) Brother Mr. Vijay Kumar Bhatia, (Whole Time Director) Brother Mr. Paras Bhatia, Senior Vice President (Son of Mr. Ashok Kumar Bhatia) Mr. Saket Bhatia, Senior Vice President (Son of Mr. Sanjay Bhatia) Mr. Atit Bhatia, Senior Vice President till 31st July, 2015 (Son of Mr. Sanjay Bhatia) Mr. Gaurav Bhatia, Senior Vice President (Son of Mr. Vijay Kumar Bhatia) Mr. Ashok Kumar Bhatia is Presently Whole Time Director of the Company.