

52ND ANNUAL REPORT 2009-2010

HUNDREDS OF PRODUCTS...

One Can!

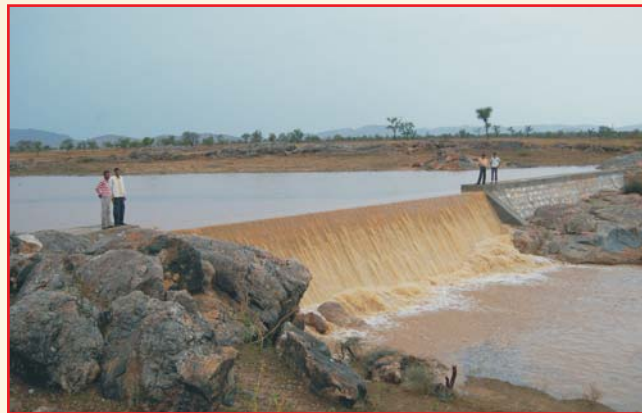


HINDUSTAN TIN WORKS LIMITED

HTW'S CORPORATE SOCIAL RESPONSIBILITY (CSR)

1. WATER HARVESTING : NAYA KUAN WALA

A Water Harvesting Project (Check Dam) was sponsored at Naya Kuan Wala, village Panth Ki Dhani, Mandha Devipura, Shri Madhopur, Sikar, Rajasthan. The project will benefit around 1100 rural people, 2350 cattle, 12 wells/bore wells and 320 bighas agriculture land.



2. 'EKAL VIDYALAYA (ONE TEACHER SCHOOL)'

Adopted '**Ekal Vidyalaya (One Teacher School)**' for providing primary education to the downtrodden and forgotten children living in village Nichli Goran, Distt. Udaipur for the session 2010-11.

3. OTHERS

Contributed:

- For helping the needy and poor people who need medical care and affection.
- For retarded children education.
- For upliftment of life of blind people.

HTW'S RECOGNITION - AWARDS

During the year 2009-10, your Company has received the following prestigious awards:

EEPC 07-08 STAR PERFORMER SILVER AWARD

**ASIA CANTECH 2009 AWARD FOR SLIP LID CAN
"REEBOK" CATEGORY WINNER SPECIALITY**

**TIN PLATE PROMOTION COUNCIL, 2009 AWARD
(IN DIFFERENT CATEGORY):**

- FOR PROTINEX SHAPED CAN CATEGORY INNOVATION
IN PHYSICAL SHAPE**
- INDIA'S LARGEST EXPORTER OF OVERALL PRODUCTS**
- INDIA'S LARGEST EXPORTER OF THE YEAR OF PRINTED
SHEETS**
- INDIA'S LARGEST EXPORTER OF THE YEAR OF
COMPONENT /CLOSURE.**



52nd Annual Report 2009-2010

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BOARD OF DIRECTORS

1. MR. VIJAY KUMAR BHATIA (CHAIRMAN)
2. MR. SANJAY BHATIA (MANAGING DIRECTOR)
3. MR. ASHOK KUMAR BHATIA (WHOLE TIME DIRECTOR)
4. MR. N.P. SAHNI (DIRECTOR)
5. MR. B.L. KHURANA (DIRECTOR)
6. MR. RAMESH KUMAR JAIN (DIRECTOR)
7. MR. M.K. ZUTSHI (DIRECTOR)
8. MR. MANOJ JAIN (WHOLE TIME DIRECTOR)
9. MR. DEEPAK PAHWA (DIRECTOR)

V.P. (FINANCE) & COMPANY SECRETARY

MR. RAJAT PATHAK

AUDITORS

M/s. M.L. Puri & Company
Chartered Accountants
407, New Delhi House,
Barakhamba Road,
New Delhi-110001

BANKERS

1. Punjab National Bank
2. State Bank of India
3. Standard Chartered Bank

SHARE TRANSFER AGENTS

Beetal Financial & Computer Services Pvt. Ltd.
Beetal House, 3rd Floor, 99 Madangir,
Behind Local Shopping Complex,
New Delhi-110062
Ph. No. : 011-29961281, 29961282

REGISTERED OFFICE

488, Bartaan Market,
Sadar Bazar,
Delhi-110006

CORPORATE OFFICE

426, DLF TOWER-A
JASOLA
NEW DELHI-110025
Website : www.hindustantintin.biz
E-mail : info@hindustantintin.co.in

FACTORY

1. V. & P.O.-Bhigan,
Dhatoori Road, Tehsil Ganour,
Murthal, Distt.-Sonapat (Haryana)
2. Unit-2
V. & P.O.-Bhigan,
Dhatoori Road, Tehsil Ganour,
Murthal, Distt.-Sonapat (Haryana)

OTHER OFFICES

- A) 618, Tulsiani Chambers,
Nariman Point, Mumbai
- B) KN/B-16, Gali No. 10,
Anand Parbat Indl. Area,
New Delhi

**FINANCIAL HIGHLIGHTS****(Amount Rs. in Lakhs)**

PARTICULARS	2009-10	2008-09	2007-08	2006-07	2005-06
A. SALES AND EARNINGS					
Sales (Gross)	29,588.06	25,626.32	19,645.3	18,227.63	15,903.28
Profit before Taxes	1,772.77	1,106.46	695.36	953.52	610.95
Profit after taxes	1,145.76	668.51	351.02	565.90	320.2
Dividend	*230.41	*206.84	*194.67	*182.51	*104.67
Retained Earnings	915.35	461.67	156.35	383.39	215.53
Cash Accruals (PBDT)	2,145.06	1,396.38	975.23	1,180.96	819.22
*Inclusive of Dividend Tax					
B. ASSETS AND LIABILITIES					
A. a) Fixed Assets (Gross)	8,164.66	6,847.94	5,811.54	5,343.25	4,295.85
Net	5,035.38	4,046.09	3,274.64	3,081.03	2,245.17
b) Capital Work In Progress	650.35	761.93	319.74	35.93	3,481.08
B. Net Current Assets	8,913.41	8,532.63	8,500.55	8,730.21	5,879.59
C. Investment	334.46	334.46	334.46	329.46	5.73
Total Assets (A + B + C)	14,933.60	13,675.11	12,429.39	12,176.63	11,611.57
C. NET WORTH					
A. (i) Share Capital	1,039.97	1,039.97	1,039.97	1,039.97	764.97
(ii) Zero Coupon Convertible Warrant	—	—	—	—	132.00
B. Reserve and Surplus	6,500.24	5,584.89	5,123.22	4,986.18	3,659.65
Total (A+B)	7,540.21	6,624.86	6,163.19	6,026.15	4,556.62
Deferred Taxation	547.44	435.99	417.69	338.06	281.95
D. BORROWINGS					
A. Long Term Loan	2,664.93	3,128.95	2,661.64	2,086.33	3,161.39
B. Short Term Loan	4,181.02	3,485.31	3,186.87	3,726.09	3,611.61
TOTAL BORROWING	6,845.95	6,614.26	5,848.51	5,812.42	6,773.00
TOTAL FUND	14,933.60	13,675.11	12,429.39	12,176.63	11,611.57
EARNING/EQUITY SHARE	11.02	6.43	3.38	#7.04	#4.69
BOOK VALUE/EQUITY SHARE (Incl. Revaluation Reserve)	72.50	63.70	59.26	75.01	66.83

The EPS has been calculated on the basis of weighted average.



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **52nd Annual General Meeting** of the Members of Hindustan Tin Works Limited will be held at Asha Farms, Palla Gaon Road, Bakhtawarpur, Delhi on Monday, 27th September, 2010 at 10.00 A.M. to transact the following business.

ORDINARY BUSINESS

- (1) To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2010 and the 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 2010.
- (3) To appoint a Director in place of Mr. Ramesh Kumar Jain who is retiring by rotation as per the provisions of section 256 of the Companies Act, 1956 and being eligible offers himself for re-appointment.
- (4) To appoint a Director in place of Mr. M. K. Zutshi who is retiring by rotation as per the provisions of section 256 of the Companies Act, 1956 and being eligible offers himself for re-appointment.
- (5) To appoint Auditors, M/s M.L. Puri & Co. Chartered Accountants, New Delhi to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors of the Company to fix their remuneration.

SPECIAL BUSINESS

(6) **RE-APPOINTMENT OF MR. SANJAY BHATIA, MANAGING DIRECTOR**

To consider and, if thought fit, to pass with or without modifications, the following Resolution as a **SPECIAL RESOLUTION:-**

"RESOLVED that pursuant to Section 198, 269, 309 and all other applicable provisions of the Companies Act, 1956, read with Schedule XIII to the said Act, and subject to other approvals as are necessary, the Company hereby approves the re-appointment of Mr. Sanjay Bhatia as Managing Director of the Company for a period of Five years from 01.04.2010 to 31.3.2015 on the remuneration and terms and conditions as set out in the explanatory statement annexed.

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) **RE- APPOINTMENT OF MR. VIJAY KUMAR BHATIA, WHOLE TIME DIRECTOR**

To consider and, if thought fit, to pass with or without modifications, the following Resolution as a **SPECIAL RESOLUTION:-**

"RESOLVED that pursuant to Section 198, 269, 309 and all other applicable provisions of the Companies Act, 1956, read with Schedule XIII to the said Act, and subject to other approvals as are necessary, the Company hereby approves the re-appointment of Mr. Vijay Kumar Bhatia as Whole-Time Director of the Company for a period of Five years from 01.04.2010 to 31.3.2015 on the remuneration and terms and conditions as set out in the explanatory statement annexed.

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) RE-APPOINTMENT OF MR. ASHOK BHATIA, WHOLE TIME DIRECTOR**

To consider and, if thought fit, to pass with or without modifications, the following Resolution as a **SPECIAL RESOLUTION:-**

"RESOLVED that pursuant to Section 198, 269, 309 and all other applicable provisions of the Companies Act, 1956, read with Schedule XIII to the said Act, and subject to other approvals as are necessary, the Company hereby approves the re-appointment of Mr. Ashok Bhatia as Whole-Time Director of the Company for a period of Five years from 01.04.2010 to 31.3.2015 on the remuneration and terms and conditions as set out in the draft agreement annexed.

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) RE-APPOINTMENT OF MR. MANOJ JAIN, WHOLE TIME DIRECTOR

To consider and, if thought fit, to pass with or without modifications, the following Resolution as a **SPECIAL RESOLUTION:-**

"RESOLVED that pursuant to Section 198, 269, 309 and all other applicable provisions of the Companies Act, 1956, read with Schedule XIII to the said Act, and subject to other approvals as are necessary, the Company hereby approves the re-appointment of Mr. Manoj Jain as Whole-Time Director of the Company for a period of Five years from 29.01.2010 to 28.01.2015 on the remuneration and terms and conditions as set out in the explanatory statement annexed.

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."

(10) APPOINTMENT OF MR. ATIT BHATIA AS SENIOR VICE PRESIDENT

To consider and, if thought fit, to pass with or without modifications, the following Resolution as a **SPECIAL RESOLUTION:-**

"RESOLVED that pursuant to section 314 (1B) of the Companies Act, 1956 and other applicable provisions, if any, and subject to Central Government approval, the consent of the Company be and is hereby accorded and power is vested with the Board to approve & fix remuneration payable to Mr. Atit Bhatia, Senior Vice President, in the Company within the scale of Rs. 1,20,000-20,000-2,00,000 p.m. plus HRA @ 50% of basic salary, P.F. on basic and other perquisites as admissible to the status and grade w.e.f. 01st July, 2010.

RESOLVED FURTHER that Mr. Sanjay Bhatia, Managing Director and Mr. Rajat Pathak, VP (Finance) & Company Secretary of the Company be and are hereby severally authorized to make an application and to do all acts and deeds / things as may be essential for the purpose of obtaining necessary permission from the Central Government under section 314 (1B) of the Companies Act, 1956 for and on behalf of the Company, to give effect to the above resolution."

By order of the Board

Place : New Delhi
Date : 4th August, 2010

Registered Office :

488, Bartan Market
Sadar Bazar,
Delhi-110006.

Rajat Pathak
VP (Finance) & Company Secretary

**NOTES :-**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE 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.**
2. The register of members and share transfer books of the Company will remain closed from Tuesday, 21st September, 2010 to Monday, 27th September, 2010 (both days inclusive).
3. The dividend, if declared at the meeting, will be paid on or after 27th September, 2010 to those members whose name appear:
 - a. As Beneficial Owners as at the end of the business hours on 20th September, 2010 as per the list to be furnished by the depository in respect of the shares held in electronic form and,
 - b. 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 20th September, 2010.
4. 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.

5. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to items no. 6 to 10 of this notice, setting out the material facts is annexed hereto.
6. The Shareholders are requested to update their Contact address.
7. Shareholders are requested to get their shares converted from physical form to DEMAT form.
8. Claim of Unclaimed Dividend, if any, for the financial years 2003-04, 2004-05, 2005-06, 2006-07, 2007-08 and 2008-09 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 2002-03 is due for transfer during October, 2010 to "Investors Education and Protection Fund" established by the Central Government under section 205C of the Companies Act, 1956.
9. The members/proxies are requested to bring their copy of Annual Report while attending the 52nd Annual General Meeting of the Company.
10. 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.
11. Appointment of Directors: At the ensuing Annual General Meeting, Mr. Ramesh Kumar Jain and Mr. M. K. Zutshi retires by rotation and seeks reappointment. Details pertaining to these directors required to be provided pursuant to clause 49 of the listing Agreement are furnished in the statement on corporate governance .

**Annexure to the Notice dated 4th August, 2010****EXPLANATORY STATEMENT Pursuant to Section 173 (2) of the Companies Act, 1956.****ITEM NO. 6**

Mr. Sanjay Bhatia, whose term expired as Managing Director on 31.03.2010, has been re-appointed as Managing Director of the Company for further period of five years commencing from 01.04.2010 to 31.03.2015. The material provisions of the agreement to be entered into with Mr. Sanjay Bhatia are as under:-

A. Salary :- Minimum Rs. 1,20,000/- per month but not exceeding Rs.4,50,000/- per month with the authority granted to the Board of Directors to determine the salary and grant such increase from time to time within the aforesaid limit.

B. Commission: - not exceeding 1% of net profit in an accounting year as may be decided by the Board from time to time.

C. Perquisites :- In addition to the salary and commission, the Managing Director shall be entitled to perquisites which will include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, reimbursement of expenditure or allowances in respect of house maintenance and repairs, utilities, such as gas, electricity, water and furnishing, medical reimbursement, medical insurance, hospital benefits, leave travel concession (Foreign Travel twice in a year for self and family by air including Air fare, Boarding and Lodging expenses), leave encashment and education, for himself and his family, personal accident insurance, club fees, car with driver, and any other reimbursement and allowances or perquisites in terms of the company's rules or as may be decided by the Board but not exceeding Rs. 2,00,000/- per month.

'Family' mentioned above means the spouse, dependent parents and dependent children, of the Managing Director as mentioned in the applicable Rules or Schemes.

For the purpose of calculating the above ceiling, perquisites shall be evaluated in accordance with the Income Tax Rules, wherever applicable in the absence of any such Rules, perquisites shall be valued at actual cost.

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 and Superannuation Fund pursuant to the Rules of the Company.
- (ii) Gratuity payable to the Managing Director pursuant to the Rules of the Company.
- (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.

Payment of remuneration is approved by resolution passed by the Remuneration Committee in its meeting dated 4th August, 2010

As required by the Companies Act, 1956, approval of the members is being sought, for the re-appointment and 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.

Mr. Sanjay Bhatia, Mr. Ashok Bhatia and Mr. Vijay Kumar Bhatia are concerned or interested in the resolution.

This may also be treated as an abstract of the draft Agreement to be entered into between the Company and Mr. Sanjay Bhatia, pursuant to section 302 of the Companies Act, 1956.

ITEM NO. 7

Mr. Vijay Kumar Bhatia, whose term expired as Whole Time Director on 31.03.2010, has been re-appointed as Whole Time Director of the Company for further period of five years commencing from 01.04.2010 to 31.03.2015. The material provisions of the agreement to be entered into with Mr. Vijay Kumar Bhatia are as under:-

A. Salary :- Minimum Rs. 1,00,000/- per month but not exceeding Rs.2,75,000/- per month with the authority



granted to the Board of Directors to determine the salary and grant such increases from time to time within the aforesaid limit.

B. Perquisites :- In addition to the salary, the Whole Time Director shall be entitled to perquisites which will include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, reimbursement of expenditure or allowances in respect of house maintenance and repairs, utilities, such as gas, electricity, water and furnishing, medical reimbursement, medical insurance, hospital benefits, leave travel concession (Foreign Travel twice in a year for self and family by air including Air fare, Boarding and Lodging expenses), leave encashment and education, for himself and his family, personal accident insurance, club fees, car with driver, and any other reimbursement and allowances or perquisites in terms of the company's rules or as may be decided by the Board but not exceeding Rs. 2,00,000/- per month.

'Family' mentioned above means the spouse, dependent parents and dependent children, of the Whole Time Director as mentioned in the applicable Rules or Schemes.

For the purpose of calculating the above ceiling, perquisites shall be evaluated in accordance with the Income Tax Rules, wherever applicable in the absence of any such Rules, perquisites shall be evaluated at actual cost.

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 and Superannuation Fund pursuant to the Rules of the Company.
- (ii) Gratuity payable to the whole time Director pursuant to the Rules of the Company.
- (iii) Encashment of leave at the end of tenure or the time of ceasing to be Whole-time Director pursuant to the Rules of the Company.

Payment of remuneration is approved by resolution passed by the Remuneration Committee in its meeting dated 4th August, 2010.

As required by the Companies Act, 1956, approval of the members is being sought, for the re-appointment and 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.

Mr. Ashok Bhatia, Mr. Vijay Kumar Bhatia and Mr. Sanjay Bhatia are concerned or interested in the resolution.

This may also be treated as an abstract of the draft Agreement to be entered into between the Company and Mr. Vijay Kumar Bhatia, pursuant to section 302 of the Companies Act, 1956.

ITEM NO. 8

Mr. Ashok Bhatia, whose term expired as Whole Time Director on 31.03.2010, has been re-appointed as Whole Time Director of the Company for further period of five years commencing from 01.04.2010 to 31.03.2015. The material provisions of the agreement to be entered into with Mr. Ashok Bhatia are as under:-

A. Salary :- Minimum Rs. 75,000/- per month but not exceeding Rs.2,75,000/- per month with the authority granted to the Board of Directors to determine the salary and grant such increases from time to time within the aforesaid limit.

B. Perquisites :- In addition to the salary, the Whole Time Director shall be entitled to perquisites which will include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, reimbursement of expenditure or allowances in respect of house maintenance and repairs, utilities, such as gas, electricity, water and furnishing, medical reimbursement, medical insurance, hospital benefits, leave travel concession (Foreign Travel twice in a year for self and family by air including Air fare, Boarding and Lodging expenses), leave encashment and education, for himself and his family, personal accident insurance, club fees, car with driver, and any other reimbursement and allowances or perquisites in terms of the company's rules or as may be decided by the Board but not exceeding Rs. 2,00,000/- per month.