

## Hit Kit Global Solutions Limited

CIN No.L70100MH1988PLC049929

Registered office:

401/B, 4th Floor, Kemp Plaza,

Mind Space, Link Road,

Malad (West), Mumbai-400 064

## NOTICE

(Note: The business of this Meeting may be transacted through electronic voting system)

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Notice is hereby given that the 26<sup>th</sup> Annual General Meeting of the Members of Hit Kit Global Solutions Limited will be held on, Tuesday, 30<sup>th</sup> day of September, 2014 at 10.00 a.m. at Rasoi Banquet, Opp. Goregaon Sports Club, Link Road, Malad (W), Mumbai – 400 064, Maharashtra to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the audited Balance Sheet as at 31 March 2014 and the Statement of Profit and Loss for the year ended 31 March 2014 and the Directors' and Auditors' Reports thereon.
2. To elect and appoint Director in place of those retiring by rotation.
3. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

“RESOLVED that pursuant to the provisions of section 139 and other applicable provisions of the Companies Act, 2013, and the Rules made there under, the retiring auditors, Ajmera, Ajmera & Associates, Chartered Accountants, (Firm Registration No. 123989W), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company, subject to ratification by shareholders at each Annual General Meeting to be held hereafter and fix their remuneration for the year 2014-15.”

### SPECIAL BUSINESS

4. To Appoint Mr. Pavan S. Kale as an independent director and in this regard to consider and if thought fit to pass, with or without modifications, the following resolution as an ordinary resolution:

“RESOLVED THAT, Mr. Pavan S. Kale (DIN:06835295) who was appointed by the Board of Directors as an additional director under section 161(1) of the Companies Act, 2013 and who vacates his office at this annual general meeting and in respect of whom a notice in writing pursuant to section 160 of the Companies Act, 2013 has been received in the prescribed manner, be and is hereby appointed as an independent director of the Company pursuant to section 149 of the Companies Act, 2013 and Rules made thereunder, for a period of 5 consecutive years commencing from 30th September, 2014.”

RESOLVED further THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Pavan S. Kale be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

**NOTICE** (Continued)

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5. To Appoint Mr. Amit Khandelwal as an independent director and in this regard to consider and if thought fit to pass, with or without modifications, the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the said Act, Mr. Amit Khandelwal (DIN: 03049635), Director of the Company who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 30th September, 2014.”

6. To Appoint Mr. Arvind Sharma as an independent director and in this regard to consider and if thought fit to pass, with or without modifications, the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the said Act, Mr. Arvind Sharma (DIN:03581605), Director of the Company who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 30th September, 2014.”

7. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard 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 all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

“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  
For Hit Kit Global Solutions Limited  
Sd/-  
Amit Khandelwal  
Non Executive Chairman

Registered Office:  
401/B, 4th Floor, Kemp Plaza,  
Mind Space, Link Road,  
Malad (West), Mumbai-400 064.

Mumbai, 21<sup>st</sup> August, 2014

## **NOTICE** (Continued)

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### **NOTES:**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY(50) MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**

**THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.**

2. Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from Tuesday, 16/9/2014 to Tuesday, 30/9/2014, both days inclusive.

3. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 forms part of this Notice.

4. Brief details of the directors, who are seeking appointment/re-appointment, are annexed hereto as per requirements of clause 49 of the listing agreement.

5. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder, the current auditors of the Company, Ajmera Ajmera & Associates, Chartered Accountants are eligible to hold the office for a period of three years upto 2017. The appointment of Ajmera Ajmera & Associates, Chartered Accountants as auditors for three years from the conclusion of the ensuing annual general meeting till the conclusion of the 29th annual general meeting, to be scheduled in and the fixing of their remuneration for the year 2014-15 has been put up for the approval of members.

6. Members /Proxies should bring their Attendance Slips along with copy of the Annual Report to the meeting.

7. Members are requested to notify to the Company's Registrar immediately, if any change in their address along with quoting their folio number on or before 15th September, 2014.

8. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.

9. Members desirous of obtaining any information concerning the Accounts and operations of the company are requested to address their queries to the Company Secretary at the Registered address of the Company, so as to reach him at least seven days before the date of meeting.

10. All documents referred to in the Notice and the explanatory statement shall be available for inspection by the Members at the Registered Office of the Company during office hours between 10.00 a.m. to 1.00 p.m. on all working days except Sunday & holiday, from the date hereof upto the date of the Meeting.

11. Pursuant to section 72 of the Companies Act, 2013, members holding shares in single name and physical form are advised to file nomination in the prescribed Form No. SH-13 in duplicate (which will be made available on request) with the Company's shares transfer agent, in respect of shares held in electronic / demat form, the members may please contact their respective depository participant.

12. The 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 the PAN to their depository participants. Members holding shares in physical form can submit their PAN details to the Company or registrar.

## **NOTICE** (Continued)

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13. The Company has been maintaining, inter alia, the following statutory registers at its registered office, which are open for inspection in terms of the applicable provisions of Companies Act, 2013 by members and others as specified below:

i) Register of contracts or arrangements in which directors are interested under section 301 of the Companies Act, 1956 and section 189 of the Companies Act, 2013, on all working days during business hours. The said Registers shall also be produced at the commencement of the annual general meeting of the Company and shall remain open and accessible during the continuance of the meeting to a person having the right to attend the meeting.

ii) Register of directors' shareholdings under section 307 of the Companies Act, 1956 and Register of directors & Key Managerial Personnel and their shareholding under section 170 of the Companies Act, 2013, on all working days during business hours. The said Registers shall be kept open for inspection at the annual general meeting of the Company and shall be made accessible to a person attending the meeting.

14. **Green initiative:** The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paper less compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participant's.

15. In terms of section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the Annual Report, including Financial statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.

16. To receive shareholders' communications through electronic means, including Annual Reports and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with share transfer agent.

17. Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.

### **18. Voting through electronic means –**

In terms of the provisions of section 108 of the Companies Act, 2013 (the Act) read with rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice) and clause 35B of the Listing Agreement, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on **30<sup>th</sup> August, 2014** (End of Day) being the Cut-off date (Record date for the purpose of Rule 20 (3) (vii) of the Rules) fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform provided by Adroit Corporate Services Pvt Ltd.

The instructions for E-voting are as under:

#### **A. For members who receive notice of annual general meeting through e-mail:**

i. Use the following URL for e-voting: [www.evotingindia.com](http://www.evotingindia.com)

ii. Enter the login credentials i.e., user id and password mentioned in your email. Your Folio No/DP ID/Client ID will be your user ID. However, if you are already registered with Adroit for e-voting, you can use your existing user ID and Password for casting your votes.

iii. After entering the details appropriately, click on "LOGIN".

## **NOTICE** (Continued)

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iv. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the EVENT i.e. Hit Kit Global solutions Limited.

vii. On the voting page, the number of shares (which represents the number of votes) as held by the member as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution, then enter all shares and click "FOR"/"AGAINST" as the case may be or partially in "FOR" and partially in "AGAINST", but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.

ix. Cast your votes by selecting an appropriate option and click on "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

x. Corporate/Institutional Members (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. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser through e-mail bhattivirendra1945@yahoo.co.in.

They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format "Corporate Name EVENT No."

xi. The Portal will remain open for voting from: **23<sup>rd</sup> September, 2014 (9.00 a.m.) till 25<sup>th</sup> September, 2014 (6.00 p.m)**

xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user Manual

available at the "download" section of <https://evoting.adroitcorporate.com>.

xiii. Members may alternatively cast their votes using the Ballot Form which is sent along with this Notice and also available

on the website of the Company. Please refer instructions under heading C below for more details.

### **B. For members who receive the notice of annual general meeting in physical form:**

i. Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes using the Ballot Form enclosed to this Notice. Please refer instructions under heading C below for more details.

ii. Members may alternatively opt for e-voting, for which the USER ID & initial password is provided at the bottom of the Ballot Form. Please follow steps from Sl. No.(i) to (xii) under heading A above to vote through e-voting platform.

### **C. For members who wish to vote using ballot form:**

Pursuant to clause 35B of the listing agreement, members may fill in the Ballot Form enclosed with the Notice (a copy of the same is also part of the soft copy of the Notice) and submit the same in a sealed envelope to the Scrutiniser, Mr. Virendra Bhatt, Practising Company Secretary, unit: Hit Kit Global Solutions Limited. C/o M/s. Adroit Corporate Services Pvt Ltd, unit: 19, Jaferbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059 so as to reach by **6.00 p.m.** on **25<sup>th</sup> September, 2014**. unsigned, incomplete or incorrectly ticked forms are liable to be rejected and

**NOTICE** (Continued)

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the decision of the Scrutiniser on the validity of the forms will be final. In the event, a member casts his votes through both the processes i.e. e-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.

**D. General instructions:**

i. The E-voting period commences from 9.00 a.m. on 23<sup>rd</sup> September, 2014 and ends on 6.00 p.m. on 25<sup>th</sup> September, 2014. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of 30 August, 2014 may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

ii. The Company has appointed, Virendra Bhatt, Practising Company Secretary (ACS No. 1157, CP-124) having address: 602, Tardeo Air condition market, Tardeo main road, Tardeo, Mumbai- 400034 as the Scrutiniser to the e-voting process, (including voting through Ballot Form received from the members) in a fair and transparent manner.

iii. The Scrutiniser shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

iv. In the event of a poll, please note that the members who have exercised their right to vote by electronic means/ through ballot form as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon will be prepared in accordance with section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting and using ballot form shall be counted for the purpose of passing of resolution(s).

v. Subject to the receipt of sufficient votes, the resolutions shall be deemed to be passed at the 26th Annual General Meeting of the Company scheduled to be held on, Tuesday 30th September, 2014. At the said annual general meeting, the Chairman shall declare the results of voting on the resolutions set out in the Notice. The results declared along with the Scrutinizers' Report shall be placed on the Company's website [www.hitkitglobal.com](http://www.hitkitglobal.com) and on the website of Adroit-[www.adroitcorporate.com](http://www.adroitcorporate.com), within two days of the passing of the resolutions at the 26th annual general meeting of the Company and shall also be communicated to the Stock Exchanges.

By Order of the Board  
For Hit Kit Global Solutions Limited  
Sd/-  
Amit Khandelwal  
Non Executive Chairman

Registered Office:  
401/B, 4th Floor, Kemp Plaza,  
Mind Space, Link Road,  
Malad (West), Mumbai-400 064.

Mumbai, 21<sup>st</sup> August, 2014

**NOTICE** (Continued)

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**ANNEXURE TO THE NOTICE**

BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND DISCLOSURE UNDER CLAUSE 49 OF THE LISTING AGREEMENT.

**Item No. 4 of the Notice**

**Mr.Pavan S. Kale (DIN:06835295)**

Mr. Pavan S. Kale, was appointed by the Board of Directors of the Company as additional Director on 21<sup>st</sup> March, 2014. He holds office until the ensuing Annual General Meeting under section 161(1) of the Companies Act, 2013.

He has submitted the declaration of Independence, as required pursuant to section 149(6) of the Companies act, 2013 stating that he meets the criteria of independence as provided in sub-section (6) Mr. Pavan S. Kale is not disqualified from being appointed as a Director in terms of section 164 of the Act.

In respect in the appointment of Mr. Pavan S. Kale, a notice in writing in prescribed manner, as required by section 160 of the Companies act, 2013 and the rules made thereunder has been received by the company, regarding his candidature for the office of the director.

According to section 152 of the act read with Schedule IV to the Companies Act, 2013 in the opinion of the Board, the proposed appointment of Mr. Pavan S. Kale as an Independent Director, fulfils the conditions specified in the Act and the rules made there under as also the new clause 49 of the listing agreement and that the proposed appointment of Mr. Pavan S. Kale is Independent of the management.

A brief profile of Mr. Pavan S. Kale is given below:

Mr. Pavan S. Kale, aged 24 years is a B. Com Graduate and holds the professional degree as a Chartered Accountant. His qualification and experience would be a great asset for the company.

He is not disqualified from being appointed as a Director in terms of section 164 of the Act.

He is not holding any directorship in the public companies as on March 31, 2014.

He is not holding any Membership / Chairmanship in the public companies as on March 31, 2014.

Shareholding in the Company: NIL

This Statement may also be regarded as a disclosure under clause 49 of the listing agreement with the Stock Exchanges.

None of the directors / key managerial personnel / their relatives, except the concerned independent director, is directly or indirectly concerned or interested, financially or otherwise, except to the extent of his respective shareholding, if any, in the Company, in the resolutions set out from item No.4 of the Notice.

## **NOTICE** (Continued)

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The Board recommends the ordinary resolutions set out in items no. 4 of the Notice for approval by the shareholders.

### **Item No. 5 & 6 of the Notice**

In accordance with the relevant provisions of the Articles of Association of the Company and the erstwhile provisions of the Companies Act, 1956, Mr. Amit Khandelwal and Mr. Arvind Sharma, Independent Directors were appointed / re-appointed by the Members of the Company in the 25th AGM held on 30th September, 2013. The provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into effect. As per the said provisions, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation at every AGM.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement. Accordingly, the Independent Directors will serve for not more than two terms of five years each on the Board of the Company. In the transition to the Companies Act, 2013, which is effective 1st April, 2014, those Independent Directors who have already served for ten or more years will serve for a maximum period of one term of five years. This is consistent with the provisions of Companies Act, 2013. In effect, the transition will be managed by re-appointing such Independent Directors for a period of one more term that does not exceed five years. With the above changes, the Company would not have any upper age limit of retirement of Independent Directors from the Board and their appointment and tenure will be governed by the provisions of Companies Act, 2013.

Mr. Amit Khandelwal and Mr. Arvind Sharma, will retire by rotation at the ensuing AGM as per the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Amit Khandelwal and Mr. Arvind Sharma, being eligible, offer themselves for appointment as Independent Directors on the Board of the Company. In line with the requirements of the Companies Act, 2013, it is therefore proposed to appoint Mr. Amit Khandelwal and Mr. Arvind Sharma as Independent Directors on the Board of the Company for a term upto five consecutive years, commencing from 30th September, 2014.

Notices have been received from Members proposing candidature of the above Directors for the office of Independent Director of the Company. In the opinion of the Board, Mr. Amit Khandelwal and Mr. Arvind Sharma fulfil the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Directors of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company [www.hitkitglobal.com](http://www.hitkitglobal.com).

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, are concerned or interested, financially or otherwise, in these Resolutions. The Board recommends the Ordinary Resolutions as set out at item no. 5 to 6 for approval of the Members.

Detailed profiles of independent directors are given below:



**NOTICE** (Continued)

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**Mr. Amit Khandelwal (DIN No.03049635)**

Mr. Amit Khandelwal, aged 42 years is a B.Com and holds a post graduate degree in M.D.S.E. He is a software engineer with areas of specialization in windows N.T. 4.0, UNIX, Oracle 8 and MS SQL. His qualifications and experience would be a great asset for the Company.

He is not disqualified from being appointed as a Director in terms of section 164 of the Act.

He is not holding any directorship in the public companies as on March 31, 2014.

He is not holding any Membership / Chairmanship in the public companies as on March 31, 2014.

Shareholding in the Company: **NIL**

None of the directors, except Mr. Amit Khandelwal are concerned or interested in the said resolution.

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

**Mr. Arvind Sharma (DIN:03581605)**

Mr. Arvind Sharma, aged 65 years is a resident Indian and he has 27 years experience in office administrative. His qualification and experience would be a great asset for the company.

He is not holding any directorship in the public companies as on March 31, 2014.

He is not holding any Membership / Chairmanship in the public companies as on March 31, 2014.

Shareholding in the Company: **NIL**

None of the directors, except Mr. Arvind Sharma are concerned or interested in the said resolution.

The Board recommends the ordinary resolution set out at Item No. 6 of the Notice for approval by shareholders.

**Item No. 7 of the Notice**

The Articles of Association ("AoA") of the Company as presently in force were replaced in June, 2002 from what they were when the Company was incorporated in 1st December, 1992. The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most

## **NOTICE** (Continued)

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of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal") such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247). However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares. Shareholder's attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- (a) Company's lien now extends also to bonuses declared from time to time in respect of shares over which lien exists;
- (b) the nominee(s) of a deceased sole member are recognized as having title to the deceased's interest in the shares;
- (c) new provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalized;
- (d) new provisions relating to appointment of chief executive officer and chief financial officer, in addition to manager and company secretary;
- (e) existing articles have been streamlined and aligned with the Act;
- (f) the statutory provisions of the Act which permit a company to do some acts "if so authorized by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included; and
- (g) provisions of the existing AoA which are already part of statute in the Act have not been reproduced in the new draft AoA as they would only lead to duplication – their non-inclusion makes the new AoA crisp, concise and clear and aids ease of reading and understanding.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

By Order of the Board  
For Hit Kit Global Solutions Limited.

Sd/-  
Amit Khandelwal  
Non Executive Chairman

Registered Office:  
401/B, 4th Floor, Kemp Plaza,  
Mind Space, Link Road,  
Malad (West), Mumbai-400 064.  
Mumbai, 21<sup>st</sup> August, 2014



## BOOK POST



*If undelivered please return it to:*  
**Hit Kit Global Solutions Limited**  
CIN No.L70100MH1988PLC049929  
Registered office:  
401/B, 4th Floor, Kemp Plaza,  
Mind Space, Link Road,  
Malad (West), Mumbai-400 064.  
Tel: 91- 022 65614984,  
E-mail: [hitkit.global@gmail.com](mailto:hitkit.global@gmail.com)  
Website [www.hitkitglobal.com](http://www.hitkitglobal.com)

## Hit Kit Global Solutions Limited

CIN No.L70100MH1988PLC049929

Registered office:

401/B, 4th Floor, Kemp Plaza,  
Mind Space, Link Road,  
Malad (West), Mumbai-400 064

Tel: 91- 022 65614984,

E-mail: hitkit.global@gmail.com

Website www.hitkitglobal.com

### BALLOT FORM (In lieu of E-voting)

1. Name and Registered Address of the :  
Sole/First named Shareholder/ Member
2. Name(s) of the Joint Shareholder(s) If any :
3. Registered Folio No. /DP ID No. / Client ID No. :
4. Number of share(s) held :

I/We hereby cast my/our Votes in respect of the following Resolution to be passed through postal Ballot for the Business Stated in the Notice of 26th Annual General Meeting of the Members of Hit Kit Global Solutions Limited will be held on, Tuesday, 30th day of September, 2014 at 10.00 a.m. at Rasoi Banquet, Opp. Goregaon Sports Club, Link Road, Malad (W), Mumbai – 400 064 by conveying my/our assent / dissent to the said resolution by placing tick ( ) mark in the appropriate box below:

Item No.	Description	No. of Equity Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution ( Against)
1	Adoption of Financial Statements for the year ended 31 March 2014 and the Directors' and Auditors' Reports thereon			
2	To elect and appoint Director in place of those retiring by rotation			
3	Re-appointment of M/S Ajmera, Ajmera & Associates, Chartered Accountants as Auditors			
4	Appointment of Mr. Pavan S. Kale as an Independent Director			
5	Appointment of Mr. Amit Khandelwal as an Independent Director			
6	Appointment of Mr. Arvind Sharma as an Independent Director			
7	Adopt New Articles of Association of the Company			

Place:

Date:

(Signature of the Shareholder/Members)

Note: Kindly read the instructions printed overleaf before filling the form. Valid Ballot Forms received by the Scrutinizer by 6.00 p.m. on 21<sup>st</sup> September, 2014 shall only be considered.

#### E - VOTING

Users who wish to opt for e-voting may use the following login credentials.

EVEN (E Voting Event Number)	USER ID	PASSWORD / PIN

Please follow steps for e-voting procedure as given in the Notice of AGM by logging on : [www.evotingindia.com](http://www.evotingindia.com)

## INSTRUCTIONS

1. Members may fill up the Ballot Form printed overleaf and submit the same in a sealed envelope to the Scrutinizer, Mr. Virendra Bhatt, Practising Company Secretary, unit: Hit Kit Global Solutions Limited. C/o M/s. Adroit Corporate Services Pvt Ltd, unit: 19, Jaferbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059 or to his email id bhattivrednra1945@yahoo.co.in, so as to reach by **6.00 p.m. on 25 September 2014. Ballot Form received thereafter will strictly be treated as if not received.**
2. The Company will not be responsible if the envelope containing the Ballot Form is lost in transit.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
4. In the event member casts his votes through both the processes i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
5. The right of voting by Ballot Form shall not be exercised by a proxy.
6. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e. Linkintime India Pvt. Ltd). Members are requested to keep the same updated.
7. There will be only one Ballot Form for every Folio/DP ID Client ID irrespective of the number of joint members.
8. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
9. Where the Ballot Form has been signed by an authorized representative of the body corporate/Trust/Society, etc. a certified copy of the relevant authorization/Board resolution to vote should accompany the Ballot Form.
10. Instructions for e-voting procedure are available in the Notice of annual general meeting and are also placed on the website of the Company.

**Hit Kit Global Solutions Limited**  
 CIN No.L70100MH1988PLC049929  
 Registered office:  
 401/B, 4th Floor, Kemp Plaza,  
 Mind Space, Link Road,  
 Malad (West), Mumbai-400 064  
 E-mail: hitkit.global@gmail.com  
 Website www.hitkitglobal.com

**PROXY FORM**

Form No. MGT-11

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

Name of the Member(s): _____	
Registered Address: _____	
E Mail ID: _____	Folio No./DP ID and Client ID: _____

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

- (1) Name : \_\_\_\_\_ Address : \_\_\_\_\_  
 E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him
- (2) Name : \_\_\_\_\_ Address : \_\_\_\_\_  
 E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26<sup>th</sup> annual general meeting of the company, to be held on the Tuesday, 30<sup>th</sup> day of September, 2014 at 10.00 a.m. at *Rasoi Banquet, Opp. Goregaon Sports Club, Link Road, Malad (W), Mumbai – 400 064* and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No	Description	For*	Against*
<b>ORDINARY BUSINESS</b>			
1.	Adoption of Annual Accounts and Reports thereon for the financial year ended 31March 2014.		
2.	To elect and appoint Director in place of those retiring by rotation.		
3.	Appointment of Ajmera, Ajmera & Associates, Chartered Accountants, as Auditors and fixing their remuneration for the year 2014-15.		
<b>SPECIAL BUSINESS</b>			
4.	Appointment of Mr. Pavan Kale as Independent Director.		
5.	Appointment of Mr. Amit Khandelwal as Independent Director.		
6.	Appointment of Mr. Arvind Sharma as Independent Director.		
7.	Adopt new Articles of Association of the Company.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2014.  
 Signature of Shareholder .....

Affix Re. 1 Revenue Stamp
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**Notes:**

- Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
- This form of Proxy, to be effective, should be deposited at the Registered Office of the Company not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.

## Hit Kit Global Solutions Limited

CIN No.L70100MH1988PLC049929

Registered office:

401/B, 4th Floor, Kemp Plaza,

Mind Space, Link Road,

Malad (West), Mumbai-400 064

E-mail: hitkit.global@gmail.com

Website www.hitkitglobal.com

Twenty Sixth Annual General Meeting to be held on Tuesday,30<sup>th</sup> September, 2014 at 10.00 a.m. at Rasoi Banquet, Opp.  
Goregaon Sports Club, Link Road, Malad (W), Mumbai – 400 064.

### **ATTENDANCE SLIP**

I hereby record my presence at the Twenty Sixth Annual General Meeting of the Company at Rasoi Banquet, Opp.  
Goregaon Sports Club, Link Road, Malad (W), Mumbai – 400 064 at 10.00a.m.

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Name of the Shareholder / Proxy

-----  
Signature of Shareholder / Proxy

Folio No.....

DPID No.....

Client ID No.....

No. of Shares.....

***NOTE: Shareholder/Proxy holder wishing to attend the meeting must bring Attendance Slip to the meeting and handover the same at the entrance, duly signed.***