



HITECH PLAST LIMITED

CIN: L28992MH1991PLC168235

Registered Office: Unit No. 201, 2nd Floor, Welspun House, Kamala City,
Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013.

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Email: investor.help@hitechplast.in Website: www.hitechplast.in

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), to transact the business mentioned in the Resolutions appended hereunder, to be passed by the Members through Postal Ballot and Electronic Voting (e-voting).

In accordance with Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 for passing of Resolutions, consent of the Members is sought by way of Postal Ballot. Accordingly, Resolutions, together with the Explanatory Statement setting out the material facts and reasons for the Resolutions as required under Section 102 of the Companies Act, 2013, along with a Postal Ballot Form is enclosed for your consideration.

Mr. Keyul M. Dedhia, Practicing Company Secretary (Membership No. FCS: 7756) and Proprietor of M/s. Keyul M. Dedhia & Associates, Company Secretaries, has been appointed as the Scrutinizer for conducting the postal ballot process and to scrutinize the e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form, record your Assent (For) / Dissent (Against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the duly completed Postal Ballot Form in original (no other form or photocopy thereof is permitted), in the enclosed self-addressed, business reply envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 6.00 p.m. on Monday, 13th April, 2015. Please note that any Postal Ballot Form(s) received after 6.00 p.m. on the said date will be treated as not having been received.

E-Voting Option:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreements with the Stock Exchanges, the Company is pleased to provide an option to the members with the facility to exercise their right to vote on the matter included in the Postal Ballot by electronic means i.e. through e-voting services provided by National Securities Depository Ltd. (NSDL). Voting by electronic mode may be a more convenient means for exercising the voting rights and may help to increase members' participation in the decision-making process. The e-voting period commences on Saturday, 14th March, 2015 from 9.00 a.m. and ends on Monday, 13th April, 2015 by 6.00 p.m.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic mode' in this Notice.

Upon Completion of the scrutiny of the votes cast, the scrutiniser will submit his report to the Chairman. The result of the Postal Ballot would be announced by the Managing Director or the Company Secretary of the Company on Wednesday 15th April, 2015, at the Registered Office of the Company. The aforesaid result would be intimated to the Stock Exchanges where the shares of the Company are listed, Depositories, Registrar & Transfer Agent and would also be displayed along with the Scrutinizer's Report on the Company's website viz. www.hitechplast.in.

SPECIAL BUSINESS:

1. Acceptance of Deposits from Members under Section 73(2) of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, as amended:

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

"RESOLVED THAT pursuant to the provisions of Section 73 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Acceptance of Deposits) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), and subject to such conditions, approvals, permissions, as may be necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to invite/accept/renew from time to time, secured/unsecured fixed deposits from the Members, within limits prescribed in the Act and the overall borrowing limits of the Company, as approved by the Members, from time to time.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof or any other person authorized by the Board in this behalf, be and is hereby authorized to finalise the circular/scheme/advertisement or such other permissible mode, as the case may be, for invitation/ acceptance/renewal of fixed deposits from the Members and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

2. Appointment of Ms. Gool Maneck Kotwal as an Independent Director of the Company:

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

"RESOLVED THAT Ms. Gool Maneck Kotwal (DIN 06996336) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th October, 2014 and who holds office upto the date of the forthcoming Annual General Meeting under Section 161 of the Companies Act, 2013 ('the Act') and Articles of Association of the Company, but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 Ms Gool Kotwal (DIN 06996336), a Non-Executive Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from 14th October, 2014 to 13th October, 2019."

**By order of the Board of Directors
For Hitech Plast Ltd.**

**Namita Tiwari
Company Secretary**

Mumbai, February 12, 2015

Regd. Office:

Unit No. 201, 2nd Floor, Welspun House,
Kamala City, Senapati Bapat Marg,
Lower Parel (West), Mumbai – 400 013.

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act) setting out material facts and reasons for the proposed Resolutions at Item Nos. 1 & 2 above, are annexed to the Notice.
2. Notice is being sent to all the Members/Beneficiaries, whose names appear on the Register of Members/Record of Depositories as on the close of business hours of 6th March, 2015. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on that date.
3. Under the 'Green Initiative' of the Ministry of Corporate Affairs, Postal Ballot Notice is being sent to the Members, who have registered their e-mail ids, through e-mail and to all other Members by post along with Postal Ballot Form.
4. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast votes and is optional.
5. Please note that Members can opt for only one mode of voting i.e., through postal ballot or e-voting. In case of voting by both the modes, voting done through a valid physical Postal Ballot Form will prevail and e-voting of such Member will be ignored.
6. In case, the Members who have been sent this Notice electronically and who do not want to avail e-voting facility organized through NSDL, such Member may send a request to the Registrar and Share Transfer Agent of the Company at their e-mail id rnt.helpdesk@linkintime.co.in for obtaining the Notice and Postal Ballot Form in physical form from the Company. The Members will send back the Postal Ballot Form, duly completed, so as to ensure that it reaches back to the Scrutinizer on or before Monday, 13th April, 2015 by 6.00 p.m.
7. There will be one Postal Ballot Form/e-voting for every Folio/Client ID irrespective of the number of joint holders.
8. Voting rights in the Postal Ballot cannot be exercised by a proxy.
9. The Scrutinizer will submit his Report as soon as possible after the last date for receipt for Postal Ballot Form / e-voting i.e., Monday, 13th April, 2015 but not later than Wednesday, 15th April, 2015.
10. The Scrutinizer's decision on the validity of a Postal Ballot Form /e-voting will be final.
11. The date of declaration of the result of Postal Ballot /e-voting will be taken to be the date of passing of the Resolution.
12. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at 'www.hitechplast.in' and on the website of NSDL and communicated to the Stock Exchanges in which Shares of the Company are listed.
13. **Voting through electronic mode**
 - (a) Members whose email addresses are registered with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form) will receive an email from NSDL informing them of their User-ID and Password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process.

- (b) Open the email and open the PDF file titled 'Hitech e-voting.pdf', using your Client ID or Folio No. as Password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.
 - (c) Launch your internet browser by typing the following URL: <https://www.evoting.nsdل.com>.
 - (d) Click on Shareholder – Login.
 - (e) Enter the user ID and Password (the initial password noted in step (a) above). Click on Login.
 - (f) The Password change menu will appear. Change the Password to a Password of your choice. The new Password should have a minimum of 8 (eight) digits / characters or combination thereof. It is strongly recommended that you do not share your Password with any other person and take utmost care to keep your Password confidential.
 - (g) The homepage of e-voting will open. Click on 'e-voting: Active Voting Cycles'.
 - (h) Select 'EVEN' (E Voting Event Number) of Hitech Plast Limited. For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the Resolution during the voting period.
 - (i) Now you are ready for e-voting as the 'Cast Vote' page opens.
 - (j) Cast your vote by selecting the option of your choice and clicking on 'Submit', and also remember to 'Confirm' when prompted.
 - (k) Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - (l) Once you have voted on the Resolution, you will not be allowed to modify your vote.
 - (m) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authorization Letter etc., together with attested specimen signature of the authorized signatory / signatories who are authorized to vote, to the Scrutinizer via e-mail to keculmdedhia@gmail.com, with a copy marked to investor.help@hitechplast.in and evoting@nsdl.co.in
14. For Members whose email IDs are not registered with the Company / Depository Participant(s) and who receive the physical Postal Ballot Forms, the following instructions may be noted:
- a. The initial password is provided at the bottom of the Postal Ballot Form.
 - b. Please follow all the steps from a. to j. mentioned above, to cast your vote successfully.
15. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the 'Downloads' section of www.evoting.nsdل.com or contact NSDL by email at evoting@nsdl.co.in.
16. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the Password.
17. If you are already registered with NSDL for e-voting, then you can use your existing user ID and Password for casting your vote.
18. The e-voting period commences on Saturday, 14th March, 2015 from 9.00 a.m. and ends on Monday, 13th April, 2015 by 6.00. p.m. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e. 6th March, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast by a Member, he or she will not be allowed to change it subsequently.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Board of Directors at its Meeting held on 12th February, 2015, have in-principle approved and recommended the invitation and acceptance of Fixed Deposits from the Members pursuant to Section 73 of the Companies Act, 2013 ("Act") and the Companies (Acceptance of Deposits) Rules, 2014 ("Rules") as one of the modes to meet the ongoing fund requirements of the Company. The Fixed Deposit Scheme would be credit rated on an annual basis and the Company may provide deposit insurance cover, if applicable under the Act read with the said Rules. It is proposed to authorise the Board, or a Committee thereof or any other person authorized by the Board in this behalf, to negotiate and finalise the terms of the Fixed Deposit Scheme and to do such other acts and deeds as may be necessary or incidental thereto.

In compliance with the provisions of the Act, the approval of the Members by way of Special Resolution is being sought. The Company had vide Special Resolution passed in the Annual General Meeting held on 13th September, 2014, obtained the approval of the Members to empower the Board to borrow an amount up to ₹ 1000 Crores (Rupees One Thousand Crores only) (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) pursuant to provisions of Section 180 (1) (c) of the Act. The funds to be borrowed through the Fixed Deposits Scheme would be within the said borrowing limit.

The Board recommends the Resolution set out at Item No.1 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, in the said Resolution, except to the extent of their shareholding in the Company, if any, and except to the extent of any Fixed Deposits that may be placed with the Company by them, their relatives or by the companies/institutions in which they are Directors.

Item No. 2

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Gool Kotwal as an Additional Director (Independent) with effect from 14th October, 2014 to hold office as Director till the date of the forthcoming Annual General Meeting pursuant to Section 161 of the Act and Articles of Association of the Company.

Ms. Gool Maneck Kotwal, 66 years is a Bachelor of Law from Bombay University. She is an Advocate, Bar Council of Maharashtra & Goa. She started her carrier as an Associate at Tayabji Dayabhai in 1980 and later became its Partner in 1987. She joined AZB & Partners in 2008 as a Partner. She had also worked as Legal Advisor to Neterwalla group of Companies. Presently Ms. Kotwal is associated with KPMG India as Senior Advisor (Legal).

Ms. Kotwal has a vast and rich experience as legal adviser in fields of Aviation, Merger, Acquisitions & Joint Ventures, Arbitration, Private equity and Mutual funds, Banking and Finance, Project Finance, Property Transaction etc. Ms. Kotwal was a Member of Local Advisory Board of Credit Lyonnais. She is a Trustee of PVM Gymkhana, Mumbai.

As on date of this Notice, Ms. Kotwal does not hold Directorship or Chairmanship/Membership of Committee in any other company.

In terms of Section 149 and other applicable provisions of the Act and as per the criteria set out under Clause 49 of the Listing Agreement, Ms. Kotwal, being eligible, is proposed to be appointed as an Independent Director of the Company for a term of 5 (five) consecutive years upto 13th October, 2019, not liable to retire by rotation. The Company has received a Notice in writing from a Member of the Company alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Kotwal for the office of Independent Director of the Company.

Ms. Kotwal has consented to act as a Independent Director of the Company and has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Ms. Kotwal fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as an Independent Director and she is independent of the management.

The terms and conditions of Appointment of Ms. Kotwal as an Independent Director is available for inspection at the registered office of the Company during normal working hours on all working days (except Saturday & Sunday).

Having regard to the qualifications, experience and knowledge, the appointment of Ms. Gool Maneck Kotwal as an Independent Director will be in the interest of the Company. The Board recommends the Resolution as set out at Item no.2 of the accompanying Notice for the approval by the members of the Company by way of an Ordinary Resolution.

As on date of this Notice, she does not hold by herself or for any other person on a beneficial basis, any share in the Company. She is not related to any other Director of the Company.

Except Ms. Kotwal being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financial or otherwise, in the Resolution set out in the accompanying Notice.

This Explanatory Statement may be regarded as a disclosure under Clause 49 of the Listing Agreement.

**By order of the Board of Directors
For Hitech Plast Ltd.**

**Namita Tiwari
Company Secretary**

Mumbai, February 12, 2015

Regd. Office:

Unit No. 201, 2nd Floor, Welspun House,
Kamala City, Senapati Bapat Marg,
Lower Parel (West), Mumbai – 400 013.

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 Tel:+91-22-4001 6500 Fax: +91-22-2495 5659 E-mail: investor.help@hitechplast.in Website: www.hitechplast.in

POSTAL BALLOT FORM

Sr.No:

1. Name and Address of the Sole/First :
named Shareholder

2. Name(s) of the joint holder(s), if any :

3. Registered Folio No./DP ID No./ :
Client ID No.*
*(Applicable to Investors holding shares
In dematerialized form)*

4. Number of Equity Shares held :

5. I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company dated 12th February, 2015, by sending my/our assent or dissent to the said Resolutions by placing the tick(v) mark at the appropriate boxes below:-

Sr. No.	Description	Type of Resolution	No. Of Equity Shares	I/We Assent to the Resolution (For)	I/We Dissent to the Resolution (Against)
1.	Invitation and Acceptance of Deposits from Members under Section 73(2) of the Companies Act, 2013.	Special			
2.	Appointment of Ms. Gool Maneck Kotwal as an Independent Director of the Company.	Ordinary			

Place:

Date:

Signature of the Member

Email : Telephone No.:

Electronic Voting Particulars

Electronic Voting Event Number (EVSN)	Userid	Password
101691		

Notes:

1. Please read carefully the instructions printed overleaf, before exercising your vote.
2. Last Date of Receipt of Postal Ballot Forms by the Scrutinizer is Monday, 13th April, 2015 by 6.00 p.m.