

6<sup>th</sup> August, 2015

The Manager  
Department of Corporate Services (DCS)  
The BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001.

The Manager  
The National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai - 400 051

Scrip Code : 526217

Scrip Symbol : HITECHPLAS

Dear Sirs,

Sub: Proceedings of the Court Convened Meeting of the Equity Shareholders of the Company held on 5<sup>th</sup> August, 2015

Pursuant to Clause 31 of the Listing Agreement, we hereby produce the proceedings of the Court Convened Meeting of the Company held on Wednesday, 5<sup>th</sup> August, 2015 at 11.00 a.m. at Indian Merchants' Chamber, 2<sup>nd</sup> Floor, Kilachand Conference Room, IMC Building, Churchgate, Mumbai 400 020. The said meeting was held as per the direction of the Hon'ble Bombay High Court vide its Order dated 6<sup>th</sup> July, 2015 in the matter of Scheme of Amalgamation of Clear Mipak Packaging Solutions Limited into Hitech Plast Limited.

We would like to inform that the Equity Shareholders have approved the Special Resolution as embodied in the Notice for Court Convened Meeting dated 7<sup>th</sup> July, 2015 with requisite majority. Proceedings of the aforesaid meeting are annexed.

Details regarding the Voting results, as required under Clause 35A of the Listing Agreement were filed on 5<sup>th</sup> August, 2015.

You are requested to kindly take the same on your record.

Thanking you,

Yours faithfully,

For Hitech Plast Limited



Namita Tiwari  
Company Secretary &  
Compliance Officer.

PROCEEDINGS OF COURT CONVENE MEETING OF THE MEMBERS OF HITECH PLAST LIMITED HELD AT INDIAN MERCHANTS' CHAMBER, 2<sup>ND</sup> FLOOR, KILACHAND CONFERENCE ROOM, IMC BUILDING, CHURCHGATE, MUMBAI - 400 020 ON WEDNESDAY, 5<sup>TH</sup> AUGUST, 2015 AT 11.00 A.M.

Following were present at the meeting:

1.	Mr. Ashwin Dani	Chairman appointed by the Hon'ble High Court of Bombay
2.	Mr. Jayendra R. Shah	Director
3.	Mr. Malav Dani	Managing Director

In Attendance

1.	Mr. Bharat I. Gosalia	Chief Financial Officer
2.	Mrs. Namita R. Tiwari	Company Secretary
3.	Mr. Keyul M. Dedhia	Practicing Company Secretary , Scrutiniser
4.	Mr. Ashok B. Shah	Scrutinizer

Members present personally: 43

Members represented by Proxy: 0

Mr. Ashwin S. Dani, Chairman appointed by the Hon'ble High Court of Bombay vide its order dated 6<sup>th</sup> July, 2015, in the Company Application No. 620 of 2015, in Company summons for Direction No. 350 of 2015 occupied the Chair and conducted the proceedings. After ascertaining that the requisite quorum for the meeting was present, the Chairman called the Meeting to order.

The Chairman introduced the Directors present on the dias and welcomed the Members and Directors present at the Meeting. With the approval of the Members present, the Notice convening Meeting was taken as read, in view of the fact that Notices convening the Meeting of the Equity Shareholders of the Company was dispatched to all Equity Shareholders as per the directions given by the Hon'ble High Court of Bombay and an advertisement regarding the Meeting was also published in the "The Free Press Journal" in English language and translation thereof in "Navshakti" in Marathi language on 13<sup>th</sup> July, 2015.

The Chairman informed the Members that the Company has received communication from 2(two) Bodies Corporate appointing their authorised representatives who represent 66.73% of the paid up capital representing 1,01,26,295 Equity Shares.

Consideration and Polling on the Special Resolution under section 52 of the Companies Act, 2013 read with section 100 to 104 of the Companies Act, 1956 for approval to utilise/adjust of Capital Reserve Account of the Transferor Company (Clear Mipak Packaging Solutions Limited) as on appointed date and Securities Premium Account of the Transferor Company (Clear Mipak Packaging Solutions Limited) and the Transferee Company (Hitech Plast Limited) as on appointed date as embodied in the Scheme of Amalgamation of Clear Mipak Packaging Solutions Limited into Hitech Plast Limited ('The Scheme')

The Chairman took up for consideration by the Meeting, the above said Special Resolution under section 52 of the Companies Act, 2013 read with section 100 to 104 of the Companies Act, 1956 in connection with the Scheme.

The Chairman briefed on the rationale and benefits of the Scheme of Amalgamation. He also explained the purpose of passing the Special Resolution as mentioned in the Notice for Court Convened Meeting dated 7<sup>th</sup> July, 2015 and invited questions thereon from the Equity Shareholders.

The Chairman, for the purpose of passing the Resolution, with or without modifications, called for a poll to be taken through a ballot. Mr. Keyul M. Dedhia, Practicing Company Secretary and Mr. Ashok Shah, a member of the Company, were appointed as Scrutinizers for conducting the polling process fair and transparent manner. Prior to the commencement of the poll, the Chairman of the meeting directed the Scrutinizers to inspect the ballot box and display the empty ballot box to the Equity Shareholders.



Subsequently, the Resolution set out herein below was placed before the equity shareholders of the Company present at the meeting for voting by taking a poll.

“RESOLVED THAT pursuant to Article 9 of the Articles of Association of the Company and pursuant to the provisions of Section 52 and other applicable provisions of the Companies Act, 2013 read with Section 100 to 104 and other applicable provisions of the Companies Act, 1956 and rules made thereunder (including any statutory re-enactment or amendment thereof), and subject to approval/sanction of the Hon’ble High Court of Judicature at Bombay for the Scheme of Amalgamation of Clear Mipak Packaging Solutions Limited, ‘Transferor Company’ into Hitech Plast Limited, ‘Transferee Company’ under Section 391 to 394 of the Companies Act, 1956 read with Section 52 of the Companies Act, 2013 and Section 100 to 104 and other applicable provisions of the Companies Act, 1956/ the Companies Act, 2013 and any applicable rules made thereunder, consent of the shareholders of the Company be and is hereby accorded for utilization / adjustment of Capital Reserve Account of the Transferor Company as on Appointed Date for an amount upto and not exceeding Rs. 237.33 lacs and for utilisation / adjustment of Securities Premium Account of the Transferor Company as on Appointed Date for an amount upto and not exceeding Rs 4532.09 lacs and Transferee Company as on Appointed Date for an amount upto and not exceeding Rs. 737.21 lacs, as the Board may deem fit, including the manner, in the interest of the Company, towards adjusting the difference between the amount recorded as Share Capital issued by the Transferee Company and the amount of Share Capital of the Transferor Company together with cancellation of Investment in the Transferor Company held by Transferee Company upon merger of Clear Mipak Packaging Solutions Limited into the Applicant Company in accordance with the Clause 13 of the Scheme of Amalgamation.

RESOLVED FURTHER THAT, for the purpose of giving effect to the above Resolution and for removal of any difficulties or doubts; the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the utilization/adjustment of the Capital Reserve Account of the Transferor Company as on Appointed Date and Securities Premium Account of the Transferor Company and Transferee Company as on Appointed Date including passing of such accounting entries and/or making such other adjustments in the books of accounts as are considered necessary to give effect to the above Resolution or to carry out such modifications/ directions as may be ordered by the Hon’ble High Court of Judicature at Bombay to implement the aforesaid Resolution.”

The Chairman requested the members to cast their vote by using the ballot papers provided to them. He explained the Equity Shareholders to fill in the blank spaces as per the instructions contained in the ballot paper, sign and deposit the same in the ballot box kept in the hall. The Equity Shareholders were informed to be careful while filling in the ballot paper as incomplete ballot paper would be considered invalid.

He announced that the result of the poll would be declared as soon as the ballot process was completed and scrutinizers submitted their Report.

After the time allotted for Poll was over, the Chairman thanked the members for their presence and declared the Meeting as closed.





## Results of the Poll

### Resolution:

Approval for the Special Resolution under section 52 of the Companies Act, 2013 read with section 100 to 104 of the Companies Act, 1956 for approval to utilise/adjust of Capital Reserve Account of the Transferor Company (Clear Mipak Packaging Solutions Limited) as on appointed date and Securities Premium Account of the Transferor Company (Clear Mipak Packaging Solutions Limited) and the Transferee Company (Hitech Plast Limited) as on appointed date as embodied in the Scheme of Amalgamation of Clear Mipak Packaging Solutions Limited into Hitech Plast Limited ('The Scheme')

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes- in Favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoters and Promoter Group	10784480	10345188	95.9266	10345188	0	100.0000	0.0000
Public Institutional holders	4100	0	0.0000	0	0	0.0000	0.0000
Public - Others	4387120	106004	2.4163	106004	0	100.0000	0.0000
<b>Total</b>	<b>15175700</b>	<b>10451192</b>	<b>68.8679</b>	<b>10451192</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

On the basis of aforesaid results, and Scrutinisers' Report the Special Resolution as set out in the Notice dated 7<sup>th</sup> July, 2015 for the Court Convened Meeting, of the equity shareholders of the Company and described hereinabove was declared to be passed and the Special Resolution was approved with requisite majority. The Result of Poll was intimated to the Stock Exchanges on 5<sup>th</sup> August, 2015.

For Hitech Plast Ltd.

Namita Tiwari  
Company Secretary