

Hitech Plast Limited

CIN:L28992MH1991PLC168235

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

Website: www.hitechgroup.com; Email: investor.help@hitechgroup.com.

Phone: +91 224001 6500/2481 6500, Fax: +91 22 2495 5659

NOTICE TO MEMBERS

NOTICE is hereby given that the TWENTY FIFTH ANNUAL GENERAL MEETING of HITECH PLAST LIMITED will be held on Friday, 23rd day of September, 2016 at 11:30 am at Indian Merchants' Chamber, 2nd Floor, Kilachand Conference Room, IMC Building, Churchgate, Mumbai – 400 020, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on Equity Shares for the Financial Year ended 31st March, 2016.
3. To appoint a Director in place of Mr. Jalaj A. Dani (DIN 00019080), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Statutory Auditors of the Company and in this regard to fix their remuneration and to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT, pursuant to the provisions of Section 139, 142, 177 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 (“Rules”), including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment (s) thereof for the time being in force and pursuant to the Resolution passed by the members at the Annual General Meeting held on Saturday, 13th September, 2014, the appointment of M/s. Manubhai & Shah, LLP, Chartered Accountants, Mumbai (Firm Registration No. 106041W), as the Statutory Auditors of the Company be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and the Board of Directors be and is hereby authorized to fix the remuneration payable to them as may be determined in consultation with the Statutory Auditors.

SPECIAL BUSINESS:

5. **Re-appointment of Mr. Malav A. Dani (DIN: 01184336) as the Managing Director of the Company for a period of five years:**
To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT, in accordance with the provisions of Sections 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act 2013 (“the Act”) read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (“the Rules”), including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force and pursuant to recommendation of the Nomination and Remuneration Committee and approval of Board of Directors vide Resolution dated 2nd August, 2016 and subject to approval of concerned Regulatory Authorities, as the case may be, the consent of the members be and is hereby accorded for the re-appointment of Mr. Malav A. Dani (DIN:01184336), as the Managing Director of the Company for a period of five years, commencing from 5th August, 2016 to 4th August, 2021, upon and subject to the terms and conditions as agreed and contained in the Agreement proposed to be entered into with him and as set out in the Explanatory Statement annexed to this Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement, or any amendments thereto as may be agreed to between the Board and Mr. Malav A Dani, subject to such other approvals of applicable authority(ies), if any, including that of the Central Government, as may be required under the applicable laws to such appointment/alteration(s)/ variation(s)/ amendment(s);

RESOLVED FURTHER THAT, notwithstanding anything herein, where in any financial year during the tenure of the

Managing Director, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals including approval of Central Government, if any, pay to the Managing Director such remuneration as the minimum remuneration by way of salary, perquisites, performance pay, other allowances and benefits as aforesaid and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration specified in Schedule V of the Companies Act, 2013 or any statutory act(s), rule(s), regulation(s), notification(s), modification(s), enactment(s) thereof;

RESOLVED FURTHER THAT, any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds, filings and take steps as may be necessary, proper or expedient to give effect to this Resolution”.

6. **Appointment of Mr. Mehernosh Mehta (DIN:00372340) as a Director:**

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

“RESOLVED THAT, Mr. Mehernosh Mehta (DIN:00372340), who was appointed by the Board of Directors as an Additional Director with effect from 17th March, 2016 under the Article 107 of the Articles of Association of the Company and who by virtue of the provisions of Section 161 of the Companies Act, 2013, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation;

RESOLVED FURTHER THAT, any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

7. **Appointment of Mr. Mehernosh Mehta (DIN:00372340) as a Whole Time Director of the Company for a period of five years:**

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

“RESOLVED THAT, in accordance with the provisions of Sections 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force, pursuant to the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors vide Resolution dated 17th March, 2016 and subject to the approval of the concerned regulatory authorities, as the case may be, the consent of the members be and is hereby accorded for the appointment of Mr. Mehernosh Mehta, as a Whole Time Director of the Company for a period of five years, with effect from 17th March, 2016 to 16th March, 2021, upon and subject to the terms and conditions as agreed and contained in the Agreement proposed to be entered into with Mr. Mehta and as set out in the Explanatory Statement to this Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/ or remuneration and/ or agreement, or any amendment(s) thereto as may be agreed to between the Board and Mr. Mehernosh Mehta, subject to such other approvals of concerned authority(ies), if any, including that of the Central Government, as may be required under the applicable laws to such appointment / alteration(s) / variation(s) / amendment(s);

RESOLVED FURTHER THAT, notwithstanding anything contained herein, where in any financial year during the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals including approval of the Central Government, if any, pay to the Whole Time Director such remuneration as the minimum remuneration by way of salary, perquisites, performance pay, other allowances and benefits and the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration specified in Schedule V of the Companies Act, 2013 or any statutory act(s), rule(s), regulation(s), notification(s), modification(s), enactment(s) thereof;

RESOLVED FURTHER THAT, any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto".

8. **Appointment of Mr. Bomi Pesi Chinoy (DIN:07519315) as an Independent Director of the Company for a period of five years:**

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

"RESOLVED THAT, pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Rules"), including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force and pursuant to Regulation 16 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mr. Bomi Pesi Chinoy (DIN: 07519315), who was appointed as an Additional Director (Independent) pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a period of 5 consecutive years from 23rd May, 2016 to 22nd May, 2021.

RESOLVED FURTHER THAT, any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto".

9. **Appointment of Ms. Vaishali Sharma (DIN: 07531200) as an Independent Director of the Company for a period of five years:**

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

"RESOLVED THAT, pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Rules"), including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force and pursuant to Regulation 16 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Ms. Vaishali Sharma (DIN: 07531200), who was appointed as an Additional Director (Independent) pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment 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 a Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a period of 5 consecutive years from 10th June, 2016 to 9th June, 2021.

RESOLVED FURTHER THAT, any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto".

Regd. Office:

Unit No. 201, 2nd Floor, Welspun House,
Kamala City, Senapati Bapat Marg,
Lower Parel (West), Mumbai 400 013
Tel.: 022 4001 6500 Fax. : 022 2495 5659
CIN: L28992MH1991PLC168235
E-mail: investor.help@hitechgroup.com
website: www.hitechgroup.com

**By Order of the Board
For Hitech Plast Limited**

Place: Mumbai

Date : 2nd August, 2016

**Namita Tiwari
Company Secretary
(Membership No: ACS 24964)**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY MAY APPOINT A PROXY TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF/ HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.
A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses forms a part of this Notice. The relevant details in respect of Item nos. 5 to 9, pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS - 2) are annexed hereto.
3. All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during the business hours on all days except Saturdays, Sundays and Public Holidays, between 11.00 a.m. and 1.00 p.m. up to and including the date of the Annual General Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 16th September 2016, to 23rd September, 2016, (both days inclusive) for determining the names of members eligible for dividend on Equity Shares if declared at the Meeting.
5. The dividend on Equity Shares, if declared at the Meeting, will be credited/ dispatched on or after 26th September, 2016 to those members whose names shall appear on the Company's Register of Members on 15th September, 2016. In respect of dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners as on that date.
6. Members holding shares in physical form are requested to lodge Share Transfer documents and all other correspondences and queries relating to Share Transfer, Share Certificates, Change of Address etc., to the Company's Registrar and Transfer Agent ("RTA") i.e. Link Intime India Private Limited having its office at C-13, Pannalal Silk Mills Compound, LBS Road, Bhandup (West), Mumbai – 400 078. The Securities and Exchange Board

of India (SEBI) has made it mandatory, hence members are requested to furnish self-attested copy of their PAN card, at the time of submitting the physical share certificate(s) for transfer, transmission, deletion or any other request to the Company.

7. SEBI has made it mandatory for every participant in the securities/ capital market to furnish the details of Income tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit their details of PAN along with a photocopy of the PAN card, duly self attested, to the Registrar and Share Transfer Agents of the Company. The shareholders holding shares in electronic form are requested to register their PAN card with their respective Depository Participants
8. Members, who still continue to hold shares in physical form, are requested to dematerialise their shares at the earliest and avail of the various benefits of dealing in securities in electronic / dematerialized form. The shareholders have the option to hold Company's shares in demat form through National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL).
9. Members holding shares in the electronic form are advised to inform any changes in address / bank mandate / Email ID directly to their respective Depository Participants. The address / bank mandate / Email ID as furnished to the Company by the respective Depositories viz., NSDL and CDSL will be printed on the dividend warrants.
10. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with specimen signatures authorizing their representative(s) to attend and vote at the AGM.
11. The Company is presently using National Electronic Clearing Scheme (NECS) as an option to pay dividend through bank accounts rather than paying the same in the form of dividend warrants. Under this option, an investor's bank account is directly credited and intimation thereof is sent by the Company to the shareholder.

This service not only protects a shareholder against fraudulent interception and encashment of dividend warrants but also eliminates dependence on the postal system, loss / damage of dividend warrants in transit and correspondence relating to revalidation / issue of duplicate warrants.

Investors who would like to avail of this facility and are holding shares in physical form may send in their NECS Mandate Form, duly filled in to the Company's Registrar and Transfer Agent, Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Road, Bhandup (West), Mumbai – 400 078. The NECS Mandate Form with instructions will be available at the Registered Office of the Company.

Investors holding shares in demat or electronic form may send in their NECS mandate to the concerned Depository Participant (DP) directly, in the format prescribed by the DP. Pursuant to the Depository Regulations, the Company is obliged to pay dividend on dematerialized shares as per the details furnished by the concerned DP. The Company or Registrar and Transfer Agents cannot make any changes in such records received from the Depository.

12. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries to the Chief Financial Officer or the Company Secretary of the Company at least seven days prior to the Meeting so that the required information can be made available at the Meeting.
13. Members attending the Meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of the hall.
14. In case of joint holders attending the Meeting, only such joint holder whose name is first in order of preference shall be entitled to vote.

15. As a measure of austerity, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are, therefore, requested to bring their copies of the Annual Report to the Meeting.

16. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with relevant share certificates to the Company's Registrar & Transfer Agents.

17. Members may please note that pursuant to the provisions of Section 123 of the Companies Act, 2013/Section 205 A(5) of the Companies Act, 1956, dividend for the year 2008-09 and thereafter, which remains unclaimed for a period of 7 years will be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 205C of the Companies Act, 1956, as and when the same falls due for such transfer. Members who have not encashed their dividend warrants for the year 2008-09 or thereafter are requested to write to the Company's Registrar and Share Transfer Agents.

18. All Unclaimed Dividend remaining unpaid/ unclaimed up to the financial year 2007-08, has been transferred to the Investor Education and Protection Fund. Further, for the financial year ended 31st March, 2009 dividend for which was declared at the Annual General Meeting of the Company held on 26th September, 2009, will be transferred on or before 25th October, 2016 to the Investor Education and Protection Fund.

19. To support the 'Green Initiative', members who have not registered their email addresses are requested to register their Email Ids with the RTA, M/s. Link Intime India Private Limited for receiving the Annual Report and other communications through electronic mode pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time.

20. Route Map of venue of Annual General Meeting is annexed to the Notice.

21. Electronic copy of the Annual Report 2015-16 is being sent to the members whose E-mail IDs are registered with the Company/ Depository Participant(s) for communication purpose unless any member has requested for a physical copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report 2015-16 are being sent in the permitted mode.

Members may also note that the Notice of the 25th Annual General Meeting and the Annual Report 2016 will also be available on the Company's website www.hitechgroup.com

22. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and the provisions of Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members, facility to cast their votes on all Resolutions set forth in the Notice of the Annual General Meeting ('AGM') using electronic voting system from a place other than the venue of the AGM ('remote e-voting'), provided by National Securities Depository Limited (NSDL) and the business may be transacted through such voting. In order to ensure wider participation and to enable its members, who do not have access to remote e-voting facility, to send their assent or dissent in writing in respect of the Resolutions as set out in the Notice of AGM. The notes and instructions for remote e-voting are given herein below:

The process and manner for remote e-voting are as under: -

- I. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participant(s)] :
 - (i) Open the Email and open PDF file viz; "remote e-voting. pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and Password/PIN for remote e-voting. Please note that the password is an initial password.

- i. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - ii. Click on Shareholder - Login
 - iii. Put user ID and password as initial password/PIN as mentioned above. Click Login.
 - iv. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - v. Home page of remote e-voting opens. Click on remote e-Voting: Active Voting Cycles.
 - vi. Select "EVEN" (E-Voting Event Number) of Hitech Plast Limited.
 - vii. Now you are ready for remote e-voting as "Cast Vote" page opens.
 - viii. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - ix. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - x. Once you have voted on the Resolution, you will not be allowed to modify your vote.
 - xi. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copies (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 Scrutinizer through e-mail to keyulmdedhia@gmail.com with a copy marked to evoting@nsdl.co.in
 - A. In case a members receives physical copy of the Notice of Twenty Fifth Annual General Meeting of Hitech Plast Limited, for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy:
 - (i) Initial password is provided in the enclosed Attendance Slip
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xi) above, to cast vote.
 - II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no. 1800-222-990.
 - III. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
23. The remote e-voting period commences on 20th September, 2016 at 9:00 a.m. and ends on 22nd September, 2016 at 5:00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September, 2016 ('Cut off Date'), may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution has been cast by a shareholder, the same shall not be allowed to be changed subsequently or allowed to cast a vote again.
 24. Members who do not have access to e-voting facility may send duly completed Ballot Form so as to reach the Registrar and Transfer Agent at their registered address not later than 5:00 p.m. of 22nd September, 2016. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to investor.help@hitechgroup.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registrar and Transfer Agent at their registered address not later than closing hours of 22nd September, 2016. Ballot Form(s) received after this date and time will be treated as invalid.
 25. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and who holds shares as on the cut-off date, may cast their votes as follows:-
 - i. For remote e-voting:- The Shareholders can send in their request at evoting@nsdl.co.in to obtain the login ID and password. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
 - ii. For ballot:- The Shareholders can send an email at investor.help@hitechgroup.com for obtaining a duplicate ballot form by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer, not later than 22nd September, 2016 by 5.00 p.m. Ballot Forms received after aforesaid date and time shall be treated as invalid.
 26. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 16th September, 2016. A Person, whose name is recorded in the register of beneficial owners maintained by the depositories as on the cut-off date, only shall be entitled to avail the facility of remote e-voting, voting through Ballot Form or voting at the Annual General Meeting. Mr. Keyul M. Dedhia, of M/s. Keyul M. Dedhia & Associates, Company Secretaries, Membership No. FCS 7756 has been appointed as the Scrutinizer to scrutinize the e-voting process and voting at the AGM in a fair and transparent manner.
 27. The Scrutinizer shall, after the conclusion of voting at the Annual General Meeting, would first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting and ballot voting in the presence of at least two (2) witnesses not in the employment of the Company and shall make and submit, not later than 3 (three) working days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 28. A Member can opt for only one mode of voting i.e. either through remote e-voting or by ballot. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot shall be treated as invalid
 29. The facility for voting, either through electronic voting or ballot or polling paper shall also be made available at the Meeting and members attending the Meeting who have not already cast their vote by remote e-voting or by Ballot Form shall be able to exercise their rights at the Meeting.
 30. Members who have cast their vote by remote e-voting or by Ballot Form prior to the Meeting may also attend the Annual General meeting but shall not be entitled to cast their vote again.
 31. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.hitechgroup.com and on the website of NSDL immediately after the declaration of Result by the Chairman or a person authorized by him in writing. The Results would be communicated to the BSE Limited and National Stock Exchange of India Limited. The result of the voting, along with the Scrutinizer's Report shall also be displayed on the Notice Board of the Company at its Registered Office.

ANNEXURE TO THE NOTICE

Explanatory Statement

[Pursuant to Section 102(1) of the Companies Act, 2013]

The following explanatory statement sets out all material facts relating to various Businesses including Special Businesses of the accompanying Notice of the Annual General Meeting to be held on 23rd September, 2016.

Item No.: 5

The Nomination & Remuneration Committee, at its meeting held on 2nd August, 2016, recommended the re-appointment of Mr. Malav A. Dani (DIN: 01184336) as the Managing Director of the Company for a term of five (5) years effective from 5th August, 2016 upto 4th August, 2021 which was approved by the Board of Directors at its Meeting held on 2nd August, 2016 subject to approval of the members and such other approvals from Regulatory Authorities.

Mr. Malav Dani (DIN: 01184336) has done B.S. in Business Management with concentration in Information systems, from Purdue University and MBA from Columbia University, USA. He worked with GE for six years, during which he completed the Information Management Leadership Program (IMLP) as well as Quality Six Sigma Black Belt Program of GE. He has worked on customer centricity initiatives at Asian Paints Ltd. Currently, he is the Managing Director of Hitech Plast Limited.

Mr. Malav Dani appointed on the following terms and conditions :

- Mr. Dani shall not be entitled to sitting fees for attending Meetings of Board of Directors or committees thereof.
- The remuneration payable to Mr. Dani shall be as follows:

(a) Salary	- ₹ 36,00,000 p.a.
(b) Perquisites	- ₹ 1,40,000 p.a.
(c) Others	- ₹ 2,88,000 p.a.
Total	- ₹ 40,28,000 p.a.
- Performance Bonus - As approved by the Board based on performance of the Company.

Mr. Dani holds 54,000 equity shares in the Company.

Mr. Malav Dani (DIN: 01184336) is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2014, and pursuant to Section 152 and Rule 8 of Companies (Appointment & Qualification) Rules, 2014, has given his consent to act as the Managing Director of the Company in Form DIR-2.

Brief resume of Mr. Malav Dani (DIN: 01184336) and such other details as required under Regulation 36 of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 on General Meetings, issued by Institute of Company Secretaries of India has been furnished as an Annexure to this Notice.

A copy of the Agreement setting out the terms and conditions of appointment and remuneration of Mr. Malav Dani, shall be open for inspection by the Members at the Registered Office of the Company during business hours between 11.00 a.m. and 1.00 p.m. on any day, excluding Saturdays, Sundays & Public Holidays upto the date of Annual General Meeting and also at the meeting.

This Explanatory Statement should be treated as a written memorandum under Section 190 of the Companies Act, 2013, of the Agreement to be entered into between the Company and Mr. Malav Dani.

The Board of Directors recommends the passing of the Ordinary Resolution contained in Item No. 5 of the accompanying Notice.

No Directors, Key Managerial Personnel or their relatives, except Mr. Ashwin Dani, Mr. Jalaj Dani and Mr. Malav Dani and their respective relatives, are concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 5 of the accompanying Notice.

Item Nos: 6 & 7

Mr. Mehernosh Mehta (DIN:00372340) was appointed as an Additional Director by the Board of Directors in their Meeting held on 17th March, 2016. Mr. Mehta holds office upto the date of the ensuing Annual General Meeting of the Company. The Company has received notice in writing along with requisite deposit under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director.

Mr. Mehernosh Mehta (DIN: 00372340) has done his B.E in Electrical Engineering from Mumbai University and Masters in Electrical Engineering from Michigan Technological University. Before joining Hitech, he had worked for Sun-Up Botanics Private Limited, for 20 years. Currently, he is working with Hitech Plast Limited.

The Board of Directors on recommendation of the Nomination and Remuneration Committee, at their Meeting held on 17th March, 2016, has appointed Mr. Mehernosh Mehta as the Whole Time Director of the Company for a period of five years commencing from 17th March, 2016 to 16th March, 2021 subject to approval of the members and such other approvals from regulatory authorities, as the case may be, on the terms and conditions and remuneration as set out herein below:

(a) Salary	- ₹ 14,61,972 p.a.
(b) Perquisites	- ₹ 1,88,484 p.a.
(c) Others	- ₹ 93,120 p.a.
Total	- ₹ 17,43,576 p.a.

Mr. Mehernosh Mehta shall not be entitled to sitting fees for attending Meetings of Board of Directors or committees thereof.

Mr. Mehernosh Mehta does not hold any shares in the Company.

Mr. Mehernosh Mehta (DIN:00372340) is not disqualified from being appointed as a Director in terms of Section 164 of Companies Act, 2014. Pursuant to Section 152 and Rule 8 of Companies (Appointment & Qualification) Rules, 2014, he has given his consent to act as a Whole Time Director of the Company.

Brief resume of Mr. Mehernosh Mehta ((DIN: 00372340) and such other information as required under Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 General Meetings, issued by Institute of Company Secretaries of India has been furnished as an Annexure to this Notice.

A copy of the Agreement setting out the terms and conditions of appointment and remuneration of Mr. Mehernosh Mehta, shall be open for inspection by the Members at the Registered Office of the Company during business hours between 11.00 a.m. and 1.00 p.m. on any day, excluding Saturdays, Sundays & Public Holidays upto the date of Annual General Meeting and at the Meeting.

This Explanatory Statement should be treated as a written memorandum under Section 190 of the Companies Act, 2013, of the Agreement to be entered into between the Company and Mr. Mehernosh Mehta.

The Board recommends the Ordinary Resolutions as set out at item No: 6 & 7 of the accompanying Notice for approval by the members.

Except Mr. Mehernosh Mehta, being an appointee none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out in Item No. 6 & 7.

Item No. 8:

Upon recommendation of the Nomination & Remuneration Committee, the Board of Directors at their Meeting held on 23rd May, 2016, approved the appointment of Mr. Bomi Pesi Chinoy (DIN: 07519315) as an Additional Director (Independent) for a term of 5 years effective from 23rd May, 2016. The Company has received from Mr. Chinoy (i) consent in writing to act as a Director pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under the provisions of sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. Further, the Company has received notice from a member signifying his intention to propose candidature of Mr. Chinoy for the office of a Director along with the requisite deposit.

Mr. Bomi Pesi Chinoy (DIN: 07519315) has done B. Com, L.L.B. and is also a Member of the Institute of Chartered Accountants of India (ICAI). Mr. Chinoy has served in reputed Companies of Tata Group for a period of 35 years in various capacities. He has vast and rich experience in Corporate Finance, Company Law, Income Tax Law, Secretarial & Administrative practices etc. After his retirement as 'Controller of Finance' of Tata Chemicals Limited, he also served as a CEO of Tatachem Golden Jubilee Foundation (Charitable Trust) for a period of 10 years.

Keeping in view his vast experience and knowledge, it will be beneficial and in the interest of the Company to appoint Mr. Bomi Pesi Chinoy (DIN: 07519315) is appointed as an Independent Director of the Company.

In the opinion of the Board, Mr. Chinoy fulfils the conditions specified under the Companies Act, 2013 and Rules framed thereunder for appointment as an Independent Director and that the Director is independent of the management. He shall be not liable, to retire by rotation.

In compliance with provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Mr. Chinoy as an Independent Director is now being placed before the Members for their approval to hold office for a period of five consecutive years with effect from 23rd May, 2016, upto 22nd May, 2021.

A copy of Appointment Letter and the terms and conditions of appointment of Mr. Chinoy, shall be open for inspection by the Members at the Registered Office of the Company during business hours between 11.00 a.m. and 1.00 p.m. on any working day, excluding Saturdays, Sundays & Public Holidays upto the date of the Annual General Meeting and also at the Meeting.

The letter containing the terms and conditions of appointment of Independent Director is also available on the Company's website www.hitechgroup.com.

Save and Except Mr. Bomi Pesi Chinoy (DIN: 07519315) none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item No. 8 of the Notice.

Brief resume of Mr. Bomi Pesi Chinoy (DIN: 07519315) and such other details as required under Regulation 36 of SEBI (LODR) Regulations and Secretarial Standard- 2 General Meetings issued by Institute of Company Secretaries of India is furnished as an Annexure to this Notice.

The Board recommends Ordinary Resolution set out at Item No. 8 of the Notice for the approval of Members.

Item No. 9:

Upon recommendation of the Nomination & Remuneration Committee, the Board of Directors approved the appointment of Ms. Vaishali Sharma (DIN: 07531200) as an Additional Director (Independent) on

10th June, 2016 vide its circular resolution dated 3rd June, 2016 for a term of 5 years effective from 10th June, 2016. The Company has received from Ms. Sharma (i) consent in writing to act as a Director pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under the provisions of sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. Further, the Company has received notice from a member signifying his intention to propose appointment of Ms. Sharma along with the requisite deposit.

Ms. Vaishali Sharma (DIN: 07531200) a corporate lawyer, is an LLB, India and Solicitor, England and Wales. She is also a member of Law Society of England and Wales and American Bar Association (Anti-Trust Section). She is founder partner of Agram Legal Consultants, formed in 2014.

Keeping in view her vast expertise and knowledge, it will be beneficial and in the interest of the Company to appoint Ms. Vaishali Sharma (DIN: 07531200) as an Independent Director of the Company.

In the opinion of the Board, Ms. Sharma fulfils the conditions specified under the Companies Act, 2013 and Rules framed thereunder for appointment as an Independent Director and that the Director is independent of the management. She shall be not liable to retire by rotation.

In compliance with provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the proposed appointment of Ms. Sharma as an Independent Director of the Company to hold office for a period of five consecutive years with effect from 10th June, 2016 upto 9th June, 2021, is now being placed before the members for their approval.

A copy of letter of appointment and the terms and conditions of appointment of Ms. Sharma, shall be open for inspection by the members at the Registered Office of the Company during business hours between 11.00 a.m. and 1.00 p.m. on any day, excluding Saturdays, Sundays & Public Holidays upto the date of the Annual General Meeting and at the Meeting.

The letter containing the terms and conditions of appointment of Independent Director is also available on the Company's website www.hitechgroup.com.

Save and except Ms. Vaishali Sharma (DIN: 07531200) none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9 of the Notice.

Brief resume of Ms. Vaishali Sharma (DIN: 07531200) and such other information as required under Regulation 36 of SEBI (LODR) Regulations and Secretarial Standard- 2 on General Meetings, issued by Institute of Company Secretaries of India has been furnished as an Annexure to this Notice.

The Board recommends Ordinary Resolutions set out at Item No. 9 of the Notice for the approval of members.

Regd. Office:

Unit No. 201, 2nd Floor, Welspun House,
Kamala City, Senapati Bapat Marg,
Lower Parel (West), Mumbai 400 013
Tel.: 022 4001 6500 Fax. : 022 2495 5659
CIN: L28992MH1991PLC168235
E-mail: investor.help@hitechgroup.com
website: www.hitechgroup.com

**By Order of the Board
For Hitech Plast Limited**

**Place: Mumbai
Date : 2nd August, 2016**

**Namita Tiwari
Company Secretary
(Membership No: ACS 24964)**

ANNEXURE TO NOTICE

DISCLOSURES PURSUANT TO REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH SECRETARIAL STANDARDS ON GENERAL MEETING (SS-2)

Sr. No.	Name of Director	Malav A. Dani	Mehernosh A. Mehta	Jalaj A. Dani	Bomi Pesi Chinoy	Vaishali Sharma
1.	DIN	01184336	00372340	00019080	07519315	07531200
1.	Date of Birth	26/11/1975	25/11/1967	20/10/1969	07/08/1942	29/08/1976
2.	Age	41 years	48 years	47 Years	74 Years	40 Years
3.	Qualification	B.S. in Business Management with concentration in Information systems, from Purdue University and MBA from Columbia University, USA.	B.E in Electrical Engineering from Mumbai University and Masters in Electrical Engineering from Michigan Technological University	Masters Degree in Chemical Engineering from Massachusetts Institute of Technology	A.C.A, L.L.B, B.Com	L.L.B, Solicitor England & Wales
4.	Experience & Expertise	Worked with GE for six years, during which he completed the Information Management Leadership (IMLP) program as well as Quality Six Sigma Black Belt program of GE. worked on customer centricity initiatives at Asian Paints Ltd.	Before joining Hitech, he had worked for Sun-Up Botanics Pvt. Ltd. for 20 years	Presently in his capacity as President-Supply Chain, HR & Chemicals of Asian Paints Limited, he heads the Human Resource function for the group and is also responsible for the Supply Chain Function for Decorative Paints and Chemical Business in India. He is a member of National Council of Confederation of Indian Industry (CII) for the years 2015-16 and 2016-17. He is also the President of the Indian Paint Association (IPA), an apex body of the Indian Paint Industry and Chairs the Sector Skill Council for Paints & Coating Industry, a flagship initiative under the banner 'Skill India' launched by the Hon'ble Prime Minister	After qualifying as a Chartered Accountant in the year 1967, he served in reputed Companies of India. He worked in Tata Group for the period of 35 years in various capacities. His expertise in Corporate Finance, Company Law, Income Tax Law, Secretarial & Administrative etc are more beneficial to the Company. After his retirement in Tata Chemicals Ltd., he also served as a CEO of Tatachem Golden Jubilee Foundation (Charitable Trust) for a period of 10 years.	Vaishali is the founding Partner of Agram Legal Consultants. She is the Corporate Lawyer with particular emphasis on merger and acquisitions, takeover, private equity, competition law as well as general corporate advisory matters. Before founding Agram Legal Consultants in 2014, Vaishali was a partner in Top Tier Firms like AZB & Partners and Khaitan & Co. She also did a secondment with Clifford Chance LLP, London.
5.	Terms and Conditions of re-appointment along with remuneration	As mentioned in the explanatory statement of the Notice convening 25 th AGM.	As mentioned in the explanatory statement of the Notice convening 25 th AGM	As a non- executive Director eligible for retire by rotation. Eligible for sitting fees and commission	To be appointed as Independent Director for fixed term of 5 Years Eligible for sitting fees and commission	To be appointed as Independent Director for fixed term of 5 Years Eligible for sitting fees and commission
6.	The last drawn remuneration	₹ 39,79,000 /- (For the FY 2015-16)	₹ 16,56,852/- (For the FY 2015-16)	₹ 42,000/- (For the FY 2015-16)	NA	NA
7.	Date of first appointment on the Board	01.02.2008	17.03.2016	12.09.1994	23.05.2016	10.06.2016
8.	Shareholding of the Director in the Company	54000 equity shares	NIL	41,100 Equity Shares	NIL	NIL
9.	Relationships with other Directors, Manager and other Key Managerial Personnel of the Company	Son of Mr. Ashwin Dani, Chairman and brother of Mr. Jalaj Dani, a Director.	NA	Son of Mr. Ashwin Dani, Chairman and Brother of Mr. Malav Dani, Managing Director.	NA	NA
10.	Number of Board Meetings attended during the year	6 (Six)	NIL	1 (One)	NIL	NIL
11.	Other Directorships	<ul style="list-style-type: none"> Asian Paints Ltd. Geetanjali Trading & Investments Pvt. Ltd. Hitech Specialities Solutions Ltd. Hitech Insurance Broking Services Ltd. ISIS Holding & Trading Company Pvt. Ltd. Hitech Skills Development Pvt. Ltd. Canes Venatici Trading Pvt. Ltd. 	NIL	<ul style="list-style-type: none"> Hitech Specialities Solutions Limited Dani Finlease Limited Gujarat Organics Limited Max Bhumi Developers Limited Pragati Chemicals Limited Geetanjali Trading & Investments Pvt. Ltd. Smiti Holding & Trading Private Limited Hydra Trading Private Limited Haish Holding & Trading Company Private Limited Vijal Holding & Trading Company Limited Asian Paints PPG Pvt. Ltd S.C. Dani Research Foundation Private Limited Paints and Coating Skill Council Bombay North Star Foundation National Council of Confederation of Indian Industry 	NIL	NIL
12.	Committee Membership	CSR - Asian Paints Ltd. (Chairman)	NIL	CSR - Asian Paints PPG Pvt. Ltd. (Member)	NIL	NIL

ROUTE MAP FOR VENUE OF AGM



Landmark: Near Churchgate Station

Venue : Indian Merchants Chamber



Hitech Plast Limited

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

CIN : L28992MH1991PLC168235

Telephone Number : + 91-22-40016500 | **Fax Number :** +91-22-2495 5659

Website: www.hitechgroup.com | **Email address:** investor.help@hitechgroup.com

Attendance Slip

25th ANNUAL GENERAL MEETING ON 23rd September, 2016 at 11.30 a.m.

Sr. No.

Name and Registered
Address of Shareholder:
(in block letters)

Names of Joint Holders, if
any

Registered Folio No./
DP ID No. /Client ID No.

No. of Shares held

I/ We hereby record my/our presence at the 25th Annual General Meeting of the Company held on Friday, the 23rd September, 2016 at 11:30 A.M. at Indian Merchants' Chamber, 2nd Floor, Kilachand Conference Room, IMC Building, Churchgate, Mumbai – 400 020.

Member's Folio/DP ID /
Client ID No.

Member's/Proxy's Name
(in Block Letters)

Member's / Proxy's
Signature

The e-voting facility is available at the link <https://www.evoting.nsdl.com>

The e-voting particulars are set out below:

EVEN (e-voting event number)	USER ID	Password

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Tuesday, the 20 th September, 2016 (9.00 a.m. IST)	Thursday, the 22 nd September, 2016 (5:00 p.m. IST).

These details and instructions for e-voting forms integral part of the Notice for the Annual General Meeting (AGM) to be held on Friday, the 23rd September, 2016 at 11:30 A.M.

Note: Please bring the above Attendance Slip to the Meeting Hall.