



HITECH PLAST LIMITED

CIN: L28992MH1991PLC168235

Regd. Office: 201, Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013.

Website: www.hitechgroup.com; **email:** investor.help@hitechgroup.com

Tel.: +91 22 4001 6500 / 2481 6500 | **Fax:** +91 22 2495 5659

NOTICE OF POSTAL BALLOT

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

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), that the Special Resolution appended below is proposed to be passed by the Members through Postal Ballot/ electronic voting (e-voting).

The Explanatory Statement pertaining to the aforesaid Resolution stating the material facts and the reasons thereof is annexed hereto with a 'Postal Ballot Form' for your consideration.

The Board of Directors of the Company has appointed Mr. Keyul M. Dedhia, Proprietor, M/s. Keyul M. Dedhia and Associates, Practicing Company Secretaries, Mumbai, (Membership No. FCS: 7756) as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot/ e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope not later than 5:00 P.M. on Monday, April 24, 2017. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent at the expense of the Member(s), will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the Business Reply Envelope. Please note that if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the Member.

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 section "Voting through Electronic Means". References to Postal Ballot(s) in this Postal Ballot Notice includes votes received electronically.

The Scrutinizer will submit his report to the Chairman or any other authorised Director of the Company after completion of the scrutiny of the Postal Ballots (including e-voting). The result of the Postal Ballot shall be declared on or before Wednesday, April 26, 2017 and communicated to the Stock Exchanges, Depositories, Registrar and Share Transfer Agent and shall also be displayed on the Company's website; www.hitechgroup.com

SPECIAL BUSINESS:

Approval for change of name of the Company from "Hitech Plast Limited" to "Hitech Corporation Limited" and consequent alteration to Memorandum of Association and Articles of Association and other documents of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 4, 13, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and the uniform listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (the "Stock Exchanges") and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock Exchanges/ appropriate regulatory and statutory authorities/ departments as may be necessary, consent of the Members of the Company be and is hereby accorded for changing the name of the Company from "Hitech Plast Limited" to "Hitech Corporation Limited."

RESOLVED FURTHER THAT, clause 1 of the Memorandum of Association of the Company be substituted by the following clause:

1. The name of the Company is **HITECH CORPORATION LIMITED**.

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation consequent upon change of name, the old name, i.e. "Hitech Plast Limited" be substituted with the new name, i.e. "Hitech Corporation

Limited" in the Memorandum and Articles of Association of the Company, stationeries, other necessary documents and at all other places wherever appearing.

RESOLVED FURTHER THAT any one of the Director and/ or Company Secretary of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be deemed necessary for and on behalf of the Company, including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the Office of the Registrar of Companies (ROC) and to settle and finalise all issues that may arise in this regard in order to give effect to the abovementioned Resolution and to delegate all or any of the powers conferred herein as they may deem fit in the best interest of the Company."

Registered Office:

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

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

Mumbai
March 23, 2017

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

NOTES:

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to all the Members of the Company whose names appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, March 17, 2017 ("relevant date"). The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants (in case of shares held in Demat form)/ the Company's Registrar & Share Transfer Agent (in case of shares held in Physical form). For Members whose e-mail IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. The Notice of the Postal Ballot will be available on the website of the Company; www.hitechgroup.com
4. Members whose names appear on the Register of Members/ List of Beneficial Owners as on relevant date will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this Notice for information purposes only.
5. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
6. The Members can opt for only one mode of voting i.e. either by physical ballot or e-voting. In case Members cast their vote through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms shall be treated as invalid.
7. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to investor.help@hitechgroup.com. The Registrar and Share Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, March 17, 2017. The Postal Ballot period commences on Sunday, March 26, 2017 (9:00 A.M.) and ends on Monday, April 24, 2017 (5:00 P.M.).

9. In compliance with Section 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on the Resolution through the e-voting service facility arranged by NSDL. The instructions for electronic voting are mentioned under the heading **"Voting through electronic means"** in the Notes to the Notice of Postal Ballot.
10. A Member cannot exercise his vote by proxy on Postal Ballot.
11. Members wishing to exercise their vote by physical Postal Ballot Form are requested to carefully read the instructions printed in the enclosed Postal Ballot Form and return it duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours (i.e. 5:00 P.M.) on Monday, April 24, 2017. The postage will be borne by the Company. However, envelopes containing Postal Ballots if sent by courier or registered/ speed post at the expense of the Members will also be accepted. If any Postal Ballot is received after 5:00 P.M. on Monday, April 24, 2017, it will be considered that no reply from the Member has been received.
12. The Scrutinizer will submit his report to the Chairman or an authorised Director of the Company after completion of scrutiny and the result of the voting by Postal Ballot will be declared by the Chairman or the authorised Director on or before Wednesday, April 26, 2017 at the Registered Office of the Company and will be displayed on Notice Board of the Company as well as on the Company's website i.e. www.hitechgroup.com and communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent on the said date.
13. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the Resolution would be deemed to have been passed, if approved by requisite majority. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during the office hours on all working days from the date of dispatch of Notice until the last date for receipt of votes by Postal Ballot/ e-voting.

Voting through electronic means:

In compliance with the provisions of Section 108 and 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, ("the Rules") (including any statutory modification or re-enactment(s) thereof for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members.

The instructions for e-voting are as follows:

1. Members whose e-mail addresses are registered with the Company/ Depository Participant(s) will receive an e-mail from NSDL informing them of their USER ID and password. Once the Member receives the e-mail, he or she will need to go through the following steps to complete the e-voting process:
 - a. Open e-mail and open the PDF file titled "Hitech e-voting.pdf" with 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.
 - b. Launch your internet browser and type the following URL: <https://www.evoting.nsd.com>. Click on "Shareholder - Login".
 - c. Enter the user ID and password (the initial password noted in step (a) above). Click on "Login".
 - d. The Password change menu will appear. Change the password to a password of your choice. The new password should have a minimum of 8 digits/ characters or a 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.
 - e. The homepage of e-voting will open. Click on "e-Voting: Active Voting Cycles".
 - f. Select "EVEN" (E-Voting Event Number) of "Hitech Plast Limited".
 - g. Now you are ready for e-voting as the "Cast Vote" page opens.
 - h. Cast your vote by selecting the option of your choice and click on "Submit", and also remember to "Confirm" when prompted.
 - i. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - j. After you have voted on a Resolution once, you will not be allowed to modify your vote.
 - k. Institutional Members (i.e. other than individuals, HUFs, NRIs, 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(ies) who is/ are authorized to vote, to the Scrutinizer through e-mail to keyulmdedhia@gmail.com with a copy marked to evoting@nsdl.co.in

2. For Members whose e-mail 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 the instructions from a. to k. as mentioned in step 1 to cast your vote.
3. 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.nsd.com
4. 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.
5. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
6. The e-voting period commences on Sunday, March 26, 2017 (9:00 A.M.) and ends on Monday, April 24, 2017 (5:00 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. Friday, March 17, 2017, 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.
7. The voting rights of Members shall be in proportion to their share of the paid-up Equity Share Capital of the Company as on the relevant date i.e. Friday, March 17, 2017. Voting rights in the Postal Ballot/ e-voting cannot be exercised by a Proxy, though corporate and institutional Members shall be entitled to vote through their authorized representatives with proof of their authorization.

Explanatory Statement

[Pursuant to Section 102(1) and 110 of the Companies Act, 2013]

The following Explanatory Statement sets out all material facts relating to the Special Business of the accompanying Notice.

After the effective merger of the subsidiary company - Clear Mipak Packaging Solutions Limited into the Company, the Company has widened its activities by providing packaging solutions to multi-sector industries across the country, including Paint and Coating industry as also industries carrying on business in the field of Home Care, Personal Care, Food, Agro Chemicals, Lubricants, FMCG, etc. through its manufacturing units across India. The Company is now engaged in providing a complete packaging solution to its customers in varied sectors, though while doing the same, the Company will continue to retain its focus on its existing business while exploring related business avenues.

In order to truly represent the image of the Company, it is proposed to change the name from 'HITECH PLAST LIMITED' to 'HITECH CORPORATION LIMITED'.

The Company vide SRN G36730844 had made an application for reservation of name to Central Registration Centre, Ministry of Corporate Affairs and the desired name 'Hitech Corporation Limited' was made available vide its letter dated February 27, 2017 to the Company.

The Companies Act, 2013, requires the Company to obtain approval of its Members for change of name of the Company and for the alteration of its Memorandum and Articles of Association in respect of its name clause by way of Special Resolution.

The draft copy of Memorandum of Association and Articles of Association of the Company depicting the proposed changes and aforesaid name availability letter will be available for inspection at the Registered Office of the Company during normal business hours on all working days from the date of dispatch of Notice until the last date for receipt of votes by Postal Ballot/ e-voting i.e. April 24, 2017.

No Director, Key Managerial Personnel or their relatives is interested or concerned with the Resolution.

The Board recommends the Special Resolution set forth in the Notice for the approval of the Members.

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For Hitech Plast Limited**

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