

**DECLARATION OF RESULTS OF POSTAL BALLOT (INCLUDING E-VOTING)**

Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, consent of the Members of the Company for approval of the Special Resolution under Section 52 of the Companies Act, 2013 read with 100 to 104 of the Companies Act, 1956, was sought through Postal Ballot and e-voting as set out in the Notice dated 7th July, 2015.

The Postal Ballot Notice containing the Resolution together with the statement annexed to the Notice and Postal Ballot Form was sent to all the members of the Company and the last date of receipt of Postal Ballot Form, through physical submission by the Members of the Company in Postage pre-paid self addressed envelop or through e-voting was Monday, 10th August, 2015. Mr. Keyul M. Dedhia, Proprietor of M/s Keyul M. Dedhai & Associates, Practising Company Secretaries, Mumbai was appointed as the Scrutiniser for conducting the Postal Ballot and E-Voting process in a fair and transparent manner

The Scrutiniser has submitted his Report on 12<sup>th</sup> August, 2015. On the basis of the Report of the Scrutiniser on the Postal Ballot process as well as e-voting communication received from the Members, I hereby declare that the Resolution as set out in the Postal Ballot Notice dated 7<sup>th</sup> July, 2015 has been duly passed by the Members of the Company with requisite majority.

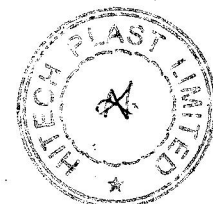
The details of the voting results of the Resolutions passed through Postal Ballot process (including e-voting) are reproduced hereunder:

(Pursuant to Clause 35A of the Listing Agreement)

Date of declaration of Postal Ballot Results	:	Wednesday, 12 <sup>th</sup> August, 2015
Total Number of shareholders on 3 <sup>rd</sup> July, 2015, Cut-off date	:	6,822
<b>No. of shareholders present in the meeting either in person or through Proxy</b>	:	
Promoters and Promoter Group	:	Not Applicable
Public	:	
<b>No. of shareholders attended the meeting through video conferencing</b>	:	
Promoters and Promoter Group	:	Not Applicable
Public	:	

**Details of Agenda**

Item No.	Brief Particulars of Resolution of Postal Ballot Notice dated 7 <sup>th</sup> July, 2015	Type of Resolution	Mode of Voting	Result
1.	To consider and approve the Special Resolution for approval of utilisation/adjustment of Capital Reserve Account of the Transferor Company (Clear Mipak Packaging Solutions Limited) and Securities Premium Account of the Transferor Company and the Transferee Company (Hitech Plast Ltd.) as on appointed date under Section 52 of the Companies Act, 2013 read with Section 100 to 104 of the Companies Act, 1956 as embodied in the Scheme of Amalgamation of Clear Mipak Packaging Solutions Limited. (Transferor Company) into Hitech Plast Limited (Transferee Company)	Special	Postal Ballot/ e-voting	Passed with requisite majority





**Report of Scrutinizer in Respect of Postal Ballot Process**

[Pursuant to Section 108/110 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
**Hitech Plast Limited,**  
Unit No.201, 2nd Floor, Welspun House, Kamala City,  
Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.

Dear Sir,

**Sub: Scrutinizer's Report on Postal Ballot Voting Process and E-Voting Process conducted pursuant to the provisions of Section 108/110 of the Companies Act, 2013("the Act") read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.**

I, Keyul M. Dedhia, of M/s Keyul M. Dedhia & Associates, Company Secretaries, was appointed as a Scrutinizer by M/s Hitech Plast Limited ['the Company'] for the purpose of the conducting the postal ballot voting process and e-voting process in a fair and transparent manner in respect of obtaining approval of Shareholders of the Company for the following resolution as set out in the notice dated July 7, 2015:

- a) To utilize/adjust Capital Reserve Account of Transferor Company i.e. Clear Mipak Packaging Solutions Limited as on Appointed Date and Securities Premium Account of the Transferor Company and Transferee Company i.e. 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 Company had provided the facility of voting through electronic means as required under the provisions of Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended read with provisions of Clause 35 B of the Listing Agreement as entered by the Company with BSE Limited and The National Stock Exchange of India Limited.

*The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through postal ballot and electronic means on the resolution contained in the notice of postal ballot. My responsibility as a Scrutinizer for the postal ballot voting process and e-voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make a Scrutinizer's report of the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the postal ballots received from the shareholders and e-voting system provided by the National Securities Depository Limited ('NSDL'), the authorized agency to provide e-voting facilities, engaged by the Company. The postal ballot forms were reconciled by the Registrar and Transfer Agents of the Company viz; Link Intime India Private Limited. The Signature of Members and No. of Shares held by*



respective members were scrutinized and confirmed by the Registrar and Transfer Agent of the Company. The Postal Ballot Forms which were unsigned/ signature mismatch, on which votes were not casted, are treated as invalid.

The Notice of postal ballot dated July 7, 2015 along with the explanatory statement setting out material facts pursuant to the applicable provisions of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, as amended was sent to the Shareholders of the Company.

The Shareholders of the Company holding shares on the cut-off date of July 3, 2015 were entitled to vote on the resolution as set out in the notice.

In this regard, I submit my report as under:

1. The Company had provided facility of casting vote to the Shareholders of the Company through postal ballot voting process and also through electronic means.
2. The Company had followed the process as required under Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, in respect of providing voting through postal ballot and electronic means.
3. All postal ballot received upto 05.00 p.m. on Monday, August 10, 2015, the last date and time fixed by the Company for receipt of the postal ballot forms were considered for my scrutiny for the purpose of this report.
4. The postal ballot forms were kept in my safe custody.
5. The e-voting period remained open from Friday, July 10, 2015 at 09.00 a.m. up to Monday, August 10, 2015 till 05.00 p.m. and the NSDL e-voting platform was blocked thereafter.
6. At the end of the e-voting period, the details containing, inter-alia, list of equity shareholders, who voted "in favour" or "against" were downloaded from the e-voting website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)).
7. We had scrutinized the votes casted through electronic means based on the data downloaded from the NSDL e-voting system and also through physical ballot forms for the purposes of this report.
8. The particulars of all the electronic votes cast by the shareholders through e-voting process and votes cast by the members through physical ballot forms have been recorded in a register separately maintained for the purpose.
9. A summary of the voting results of the Public Shareholders [other than Promoters and Promoters Group] who cast their vote in physical and e-voting in terms of Securities and Exchange Board of India [SEBI] Circular CIR/CFD/DIL/5/2013 dated February 4,





# KEYUL M. DEDHIA & ASSOCIATES

Company Secretaries

2013 and Circular CIR/CFD/DIL/8/2013 dated May 21, 2013 on the Resolution a) To utilize/adjust Capital Reserve Account of Transferor Company i.e. Clear Mipak Packaging Solutions Limited as on Appointed Date and Securities Premium Account of the Transferor Company and Transferee Company i.e. Hitech Plast Limited as on Appointed Date as embodied in the Scheme of Amalgamation of Clear Mipak Packaging Solutions Limited into Hitech Plast Limited:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	44	11077	85.36
Voting Through Electronic Means	31	139223	99.96
<b>Total</b>	<b>75</b>	<b>150300</b>	<b>98.71</b>

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	5	1900	14.64
Voting Through Electronic Means	2	61	0.04
<b>Total</b>	<b>7</b>	<b>1961</b>	<b>1.29</b>

(iii) Invalid Votes:

Type of Voting	Total number of members whose votes were declared invalid	Number of votes cast by them
Voting Through Postal Ballot	8	1049
Voting Through Electronic Means	23	10784480
<b>Total</b>	<b>31</b>	<b>10785529</b>

10. The postal ballot forms and all other relevant records were handed over to the Company Secretary for safe keeping.

**Recommendation:**

The Resolution should be considered as passed having secured the requisite majority of votes of Public Shareholders and therefore be accepted. You may accordingly declare the result of the voting.

Thanking You,

For Keyul M. Dedhia & Associates

Company Secretaries

Keyul M. Dedhia

Proprietor

Membership No: FCS 7756 CP No : 8618

August 12, 2015, Mumbai

