


**ANNEXURE IV**

Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013

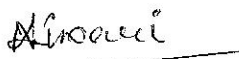
**Sub: Application under Clause 24(f) of the listing agreement for the proposed scheme of Amalgamation**

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Complied. BSE Limited will be Designated Stock Exchange for the purpose of coordinating with SEBI. <b>(Annexure "A") Page No.77</b>
<b>Compliance as per Part A, Annexure I to the Circular</b>		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Complied. Draft Scheme of Amalgamation submitted. <b>(Annexure "B") Page No.3-38</b>
2.b	Valuation Report from Independent Chartered Accountant	Complied. Valuation Report submitted. <b>(Annexure "C") Page No.39-46</b>
2.c	Report from the Audit Committee recommending the Draft Scheme	Complied. Audit Committee Report submitted. <b>(Annexure "D") Page No.47-48</b>
2.d	Fairness opinion by merchant banker	Complied. Fairness Opinion of Merchant Banker submitted. <b>(Annexure "E") Page No.49-52</b>
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Complied. Shareholding Pattern submitted <b>(Annexure "F") Page No.78</b>
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Complied. Audited financials of Unlisted company submitted <b>(Annexure "I") Page No.71-72</b>
2.g	Compliance with Clause 49 of Listing Agreement	Complied <b>(Annexure "II") Page No.73-74</b>
2.h	Complaints Report	<b>Will be submitted separately</b>
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956	Not Applicable  

4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Not Applicable
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	The Company had allotted 2000000 convertible warrants ('CW') to some Members of promoter/promoter group. This allotment has been approved by the Allotment Committee constituted by the Board of Directors at its meeting held on August 8, 2014. Each convertible warrant is convertible into 1(One) equity share in the company within a period of 18 months from the date of allotment on exercise of conversion option.
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	The CW issued by the Company to some members of promoter/ promoter group, can be converted into equity shares of the Company at any time by the holder of the CW, in one or more tranches, prior to the expiry of 18 months from the date of allotment of the CW. However, such CW shall, at all times, be converted into equity shares in accordance with the provisions of applicable laws, including minimum public shareholding requirements under Listing Agreement with the Stock Exchanges.
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Not Applicable

For Hitech Plast Limited



**Namita Tiwari**  
Company Secretary

Date: 25.11.2014



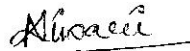
ANNEXURE 'A'**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS AT ITS MEETING HELD ON 12<sup>th</sup> NOVEMBER, 2014 AT THE REGISTERED OFFICE OF THE COMPANY AT 201 WELSPUN HOUSE, KAMALA CITY, SENAPATI BAPAT MARG, LOWER PAREL (WEST), MUMBAI – 400 013.**

RESOLVED THAT consent of the Board be and is hereby granted to choose BSE Limited ('BSE') as Designated Stock Exchange ('DSE') for co-ordinating with SEBI for obtaining approval of SEBI in accordance with the Circular No.CIR/CFD/DIL/5/2013 dated 4<sup>th</sup> February, 2013 issued by SEBI read with Clause 24(f) of the Listing Agreement in connection with the proposed merger by way of amalgamation of Clear Mipak Packaging Solutions Ltd. with Hitech Plast Ltd.

RESOLVED FURTHER THAT Mr. Malav A. Dani, Managing Director, Mr. Bharat I. Gosalia, Chief Financial Officer and Mrs. Namita Tiwari, Company Secretary be and are hereby individually and severally authorised to take all necessary steps for affecting the aforesaid merger, including but not limited to :

- a) Obtaining all documents, certificates etc. required for filing application under clause 24(f) of the Listing Agreement for obtaining No-Objection/Observation Letter of Stock Exchanges / SEBI;
- b) Filing application to stock exchanges and SEBI for obtaining approval/No-Objection/Observation letter to the proposed merger.
- c) To do all such processes, activities etc. including providing any information, clarifications etc. as may be required to obtain approval/No-Objection / Observation Letter of stock exchanges and SEBI;

Certified true copy  
For Hitech Plast Limited



Namita Tiwari  
Company Secretary

Company Secretary  
Membership No. ACS 24964

Address :  
201 Welspun House,  
Kamala City, Senapati Bapat Marg,  
Lower Parel (W),  
Mumbai – 400 013



ANNEXURE " F "

**SHAREHOLDING PATTERN:** (As on 30<sup>th</sup> September, 2014)

**Clear Mipak Packaging Solutions Limited**

Shareholding Pattern	PRE		POST	
	No. of Equity Shares	% of Equity Shareholding	No. of Equity Shares	% of Equity Shareholding
Promoter	4471700	100	Not Applicable	Not Applicable
Public	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Custodian	Not Applicable	Not Applicable	Not Applicable	Not Applicable
<b>TOTAL</b>	<b>4471700</b>	<b>100</b>	<b>Not Applicable</b>	<b>Not Applicable</b>

For Clear Mipak Packaging Solutions Ltd.



**Malav Dani**  
Director

