

NOTICE

Notice is hereby given that the Twenty Ninth Annual General Meeting of the Members of **Mitsu Chem Plast Limited** will be held on Wednesday, 27th September, 2017 at 329, Gala Complex, 3rd Floor, Din Dayal Upadhyay Marg, Mulund (W), Mumbai – 400 080 at 4.00 p.m. to transact the following business:

ORDINARY BUSINESS

Item No. 1 - Adoption of Financial Statements

To consider and adopt the Audited Financial Statements for the Financial year ended 31st March, 2017, together with the Report of the Board of Directors and the Auditor's thereon.

Item No. 2 - Declaration of Dividend

To declare final dividend at Re. 0.50/- per Equity share for the financial year ended March 31st, 2017

Item No. 3 - Appointment of Director

To appoint a Director in place of Mr. Jagdish L. Dedhia (DIN: 01639945) who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 4 - Appointment of Auditor

To consider and, if thought fit, to pass the following resolution, which will be proposed as an **Ordinary Resolution**:

“RESOLVED THAT that pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as may be amended from time to time and pursuant to the recommendations of the audit committee of the Board of Directors, P. V. Dalal & Co. (Firm Registration No. 102049W), be and is hereby appointed as Statutory Auditors of the Company in place of retiring auditors V. J. Shah & Co., Chartered Accountants (Firm Registration No. 109823W), to hold office from the conclusion of 29th Annual General Meeting until the conclusion of 34th Annual General Meeting of the Company (subject to ratification of their appointment by Members at every Annual General Meeting) and that the Board of Directors be and are hereby authorized to fix such remuneration payable to them as may be recommended by the Audit Committee.

RESOLVED FURTHER THAT the Board of Directors of the Company (including

Committee(s) of the Board), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

SPECIAL BUSINESS

Item No. 5 - Revision in terms of remuneration of Mr. Jagdish L. Dedhia (DIN: 01639945), Chairman & Whole -Time Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and in partial modification of the resolution passed at the Extra- Ordinary General Meeting of the Company held on 30th April, 2016, approval of the members of the Company be and is hereby accorded to vary the scale of basic salary payable to Mr. Jagdish L. Dedhia (DIN: 01639945), Chairman & Whole-Time Director of the Company w.e.f. 1st April, 2017 as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice, for the remaining period of his tenure i.e. upto 30th April, 2019.

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his remuneration as the Chairman & Whole-Time Director of the Company shall remain unchanged.

RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, proper or expedient to give effect to this resolution.”

Item No. 6: Revision in terms of remuneration of Mr. Sanjay M. Dedhia (DIN: 01552883), Managing Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and in partial modification of

the resolution passed at the Extra- Ordinary General Meeting of the Company held on 30th April, 2016, approval of the members of the Company be and is hereby accorded to vary the scale of basic salary payable to Mr. Sanjay M. Dedhia (DIN: 01552883), Managing Director of the Company w.e.f. 1st April, 2017 as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice, for the remaining period of his tenure i.e. upto 30th April, 2019.

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his remuneration as the Managing Director of the Company shall remain unchanged.

RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, proper or expedient to give effect to this resolution.”

Item No. 7: Revision in terms of remuneration of Mr. Manish M. Dedhia (DIN: 01552841), Managing Director & Chief Financial Officer of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and in partial modification of the resolution passed at the Extra- Ordinary General Meeting of the Company held on 30th April, 2016, approval of the members of the Company be and is hereby accorded to vary the scale of basic salary payable to Mr. Manish M. Dedhia (DIN: 01552841), Managing Director & Chief Financial Officer of the Company w.e.f. 1st April, 2017 as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice, for the remaining period of his tenure i.e. upto 30th April, 2019.

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his remuneration as the Managing Director & Chief Financial Officer of the Company shall remain unchanged.

RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, proper or

expedient to give effect to this resolution.”

Item No. 8: Service of Documents to the Members.

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

“**RESOLVED THAT** pursuant to provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the company by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office address, or by such electronic or other mode as may be prescribed, the consent of the members of the company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the company at least 10 days in advance of the dispatch of document by the company and that no such request shall be entertained by the company post the dispatch of such document by the company to the shareholder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

For and On Behalf of Board of Directors

Mr. Jagdish Dedhia
Chairman & Whole-Time Director
DIN: 01639945

Registered office:

329, Gala Complex, 3rd Floor,
Din Dayal Upadhyay Marg,
Mulund (W), Mumbai – 400 080.

Date: 29th August, 2017

Place: Mumbai

NOTES

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special business is annexed hereto.
- 2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
- 3) Proxy Form and Attendance Slip are enclosed. Proxies, duly stamped and executed, must reach at the Registered Office of the Company not less than 48 Hours before the commencement of the Annual General Meeting. The instrument appointing Proxy as per the format included in the Annual Report, duly completed, stamped and signed should be returned to the Registered Office of the Company not less than Forty Eight hours before the time for holding the Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc., must be supported by appropriate resolution/authority letter/power of attorney, as applicable, issued by the member organization. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified true copy of Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- 4) A person can act as proxy on behalf of members not exceeding fifty and further 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 proxy for any other person or Member.
- 5) The Register of Members and Share Transfer Books of the Company will remain closed from Thursday 21st September, 2017 to Wednesday 27th September, 2017 (both days inclusive).
- 6) To avoid loss of dividend warrants in transit and undue delay in respect of receipt of dividend warrants, the Company has provided a facility to the Members for remittance of dividend through the National Electronic Clearing System (NECS). It is in Members interest to avail NECS facility as it is quick and much convenient way of getting dividend directly in your bank account. Members desirous of availing NECS facility are requested to submit bank particulars in ECS Mandate Form, the format of which is annexed at the end of this Annual Report.
- 7) The information required to be provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings in respect of the Directors seeking appointment/

re-appointment at the Annual General Meeting, forms integral part of the notice.

8) Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company

9) Members are requested to intimate to Bigshare Services Pvt. Ltd, Registrar and Transfer Agents of the Company their e-mail address for sending notice /documents through e-mail as per directives issued by Government of India, Ministry of Corporate Affairs vide Circular No 17/2011 dated 21.04.2011. Members are requested to address all correspondences including dividend matters to the Registrar and Transfer Agents, Bigshare Services Pvt. Ltd, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai - 400 059. Email- investor@bigshareonline.com.

10) Members whose shareholding is in the electronic mode are requested to notify immediately the change in their address, NECS, bank mandates and e-mail IDs to their respective depository participants. Member holding shares in physical form are requested to intimate any change in address, bank mandates and e-mail IDs immediately to Company/ Bigshare Services Pvt. Ltd.

11) The Ministry of Corporate Affairs has allowed paperless compliances by companies through electronic mode by providing the same under the Companies Act, 2013 and rules framed thereunder. The Members can now receive various notices and documents including Annual Reports through electronic mode. Members who have not registered their e-mail address are encouraged to participate in this green initiative by registering their e-mail id for e-communication. Members are requested to register / update their e-mail id for e-communication with the Depository Participants. Even after registering for e-communication, Member(s) are entitled to receive communication(s) including Annual Report in physical form, free of cost, on receipt of written request for the same. Members may also note that the Annual Report for the financial year 2017 together with Notice of the 29th Annual General Meeting, Attendance Slip, Proxy Form and Route Map will also be available on the website of the Company viz. www.mitsuchem.com for their download.

12) As per the provisions of Section 72 of the Act, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. Members

holding shares in physical form are requested to submit the forms to the Company. Members holding shares in electronic form must submit the forms to their respective Depository Participants.

13) Members are requested to bring their copies of Annual Report to the Meeting. In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote. Members /proxies attending the meeting should bring the Attendance Slip, duly filled in for handing over at the venue of the meeting.

14) Members desirous of getting any information in respect of accounts of the Company and proposed resolutions, are requested to address their queries in writing to Company at least 7 days before the date of the meeting, so that the information required may be made available at the meeting to the extent possible.

15) Relevant documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the registered office of the Company on all working days except on Saturdays, Sundays and public holidays between 11.00 a.m. to 01.00 p.m. upto the date of the 29th Annual General Meeting.

16) In accordance with the provisions of Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the copy of Annual Report of the Company for the financial year 2017 and this Notice inter-alia indicating the process and manner of remote e-voting along with Attendance Slip, Proxy Form and Route Map are being sent by email, unless any Member has requested for a physical copy of the same, to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories. For Members who have not registered their e-mail address, physical copies of the Annual Report for the financial year 2017 and this Notice of 29th Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip, Proxy Form and Route map are being sent through the permitted mode.

17) In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members the facility to cast their vote by electronic means i.e. remote e-voting, through the e-voting services provided by Central Depository Services (India) Ltd (“CDSL”) on all resolutions set forth in this Notice.

The Instruction for Members for voting electronically is as under:

(i) The voting period begins on Sunday 24th September, 2017 and ends on Tuesday 26th September, 2017. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday 19th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form & Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on “SUBMIT” tab
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the “Mitsu Chem Plast Limited” on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Other Instructions:

(i) The Members who have not casted their vote by remote e-voting prior to the Annual General Meeting (“AGM”) can exercise their voting rights at the AGM. The Members who have already exercised their right to vote by remote e-voting may attend the AGM but shall not be entitled to vote at the AGM. If a Member casts vote again at the AGM, then votes cast through remote e-voting facility shall prevail and voting at the Meeting will be treated invalid.

(ii) The Voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, Tuesday, September 19th, 2017.

(iii) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Ownership maintained by the RTA/Depositories, as the case may be, as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM. Any person who has ceased to be the Member of the Company as on the cut-off date will not be entitled for remote e-voting or voting at the AGM and should treat this Notice for information purpose only. Any person, who becomes Member of the Company after dispatch of the Notice and holding shares

as of the cutoff date, may obtain the login ID and password by sending a request to CDSL at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

(iv) Mr. Haresh Sanghvi of H. P. Sanghvi & Co., Practicing Company Secretaries (Membership No. 2259) has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the voting process (electronically or otherwise) in a fair and transparent manner.

(v) The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of polling paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

(vi) The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, 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.

(vii) The Results declared along-with the Scrutinizer's Report shall be placed on the Company's website www.mitsuchem.com and on the website of CDSL www.cdslindia.com within 48 hours of passing of the resolutions at the 29th Annual General Meeting of the Company and shall be communicated to BSE Limited, where the shares of the Company are listed.

For and On Behalf of Board of Directors

Mr. Jagdish Dedhia
Chairman & Whole-Time Director
DIN: 01639945

Registered office:

329, Gala Complex, 3rd Floor,
Din Dayal Upadhyay Marg,
Mulund (W), Mumbai – 400 080.

Date: 29th August, 2017

Place: Mumbai

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

The following Explanatory Statement sets out all the material facts relating to the Special Business under Item No. 5 to 8 of the accompanying Notice dated 29th August, 2017

Item No. 5:

The members of the Company at the Extra-Ordinary General Meeting of the Company held on 30th April, 2016, had approved the appointment of Mr. Jagdish L. Dedhia as Chairman & Whole- Time Director of the Company and the terms of remuneration payable to him for a period of three years commencing from 1st May, 2016.

The Board of the Directors of the Company is of the view that when the company is contemplating further growth and Mr. Jagdish L. Dedhia's experience would be of great value to the Company. Accordingly, on the recommendation of Nomination and Remuneration Committee, the Board of Directors on 29th August, 2017 decided to vary the scale of basic salary payable to Mr. Jagdish L. Dedhia w.e.f. 1st April, 2017, details of which is given below:

a) Basic Salary:

In the scale upto Rs. 7,00,000/- per month, not exceeding Rs. 84,00,000 /- per annum, with annual increments effective from 1st April, 2017, as may be decided by the Board, based on merit and taking into account the Company's performance for the year.

b) Benefits, Perquisites, Allowances:

In addition to the basic salary referred above, Mr. Jagdish Dedhia shall be entitled to the following benefits, perquisites and allowances which will not be included in the computation of ceiling on the remuneration specified above:

- i. Contribution to Provident fund, Superannuation fund or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act 1961; and;
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service or as per the rules of the company; and
- iii. Leave in accordance with the rules of the company, privilege leave earned but not availed by Mr. Jagdish Dedhia is encash able in accordance with the Rules of the Company.

c) Other Benefits:

- i. Rent free accommodation or in case of residence owned by Director, payment/ reimbursement of monthly society bill
- ii. Payment/reimbursement of expenditure on gas, electricity, water, telephone, furnishing at residence.
- iii. Payment/reimbursement of medical/hospitalization expenses for self and family members, payment of premium on personal accident & health insurance, club fees
- iv. Payment/reimbursement of expenditure pertaining to education of children of the Director

- v. Provisions of company maintained car(s) for official purpose, and
- vi. Such other perquisites as may be approved by the Board and Nomination and Remuneration Committee of Directors, from time to time.
- vii. Perquisites shall be valued as per Income Tax Rules.

d) Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of Mr. Jagdish Dedhia's tenure, the company has no profits or the profits are inadequate, the company shall pay basic salary, benefits, perquisites and allowances and incentive remuneration as specified above as Minimum remuneration.

I. Disclosures Pursuant to sub clause (i) under the proviso to sub paragraph (B) of Paragraph 1 under section II of Part II of Schedule V of the Companies Act, 2013.

Nature of Industry	The Company Operates in the Plastic Industry in India		
Date or expected date of commencement of commercial production	N.A. since the Company has already commenced its business activities.		
In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.		
Financial Performance based on given indicators for the financial year ended 31/03/2017 & 31/03/2016	Particulars	31/03/2017 Rs (in Lakhs)	31/03/2017 Rs (in Lakhs)
	Total Income	9480.01	8,920.09
	Total Expenses	9154.89	8,660.39
	Net Profit	243.67	190.87
	Paid-Up Capital	352.50	296.00
	Reserves and Surplus	915.34	884.61
Foreign Investment or Collaborations if any	Not Applicable		

II. Information about Mr. Jagdish L. Dedhia

Background details	Mr. Jagdish L. Dedhia was appointed as the Chariman & Whole-Time Director of the Company for the period of 3 years w.e.f. 1st May, 2016. Approval for increase in Remuneration limits is now sought from the Shareholders.
Past remuneration	In the scale upto Rs. 5,00,000/- per month
Recognition or awards	None
Job Profile and his suitability	Executive Director – Production & Factory Administration
Remuneration Proposed	In the scale upto Rs. 7,00,000/- per month, not exceeding Rs. 84,00,000/- per annum, with annual increments effective from 1st April, 2017.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration is comparable with the other companies of similar size and nature
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel if any	Brother of Mr. Manish Dedhia and Mr. Sanjay Dedhia, Directors of the Company.

III. Other information

Reasons of loss or inadequate profits	Primarily due to the general Economy slowdown of the country at large, higher finance cost for ongoing funds requirement and pressure on pricing.
Steps taken or proposed to be taken for improvement	Following steps taken by the Company for improvement: The management continues to explore avenues to increase revenues through judicious investments in capabilities which would result in further cost reduction and thereby contributing to the profitability in the years to come.
Expected increase in Productivity and profits in measurable terms	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in upcoming financial years.

IV. Disclosures: Not Applicable

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Jagdish L. Dedhia, are concerned or interested in the Resolution mentioned in Item No. 5 of the Notice.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Members.

Item No. 6:

The members of the Company at the Extra-Ordinary General Meeting of the Company held on 30th April, 2016, had approved the appointment of Mr. Sanjay M. Dedhia as Managing Director of the Company and the terms of remuneration payable to him for a period of three years commencing from 1st May, 2016.

The Board of the Directors of the Company is of the view that when the company is contemplating further growth and Mr. Sanjay M. Dedhia's experience would be of great value to the Company. Accordingly, on the recommendation of Nomination and Remuneration Committee, the Board of Directors on 29th August, 2017 decided to vary the scale of basic salary payable of Mr. Sanjay M. Dedhia w.e.f. 1st April, 2017, details of which is given below:

a) Basic Salary

In the scale upto Rs. 7,00,000/- per month, not exceeding Rs. 84,00,000 /- per annum, with annual increments effective from 1st April, 2017, as may be decided by the Board, based on merit and taking into account the Company's performance for the year.

b) Benefits, Perquisites, Allowances:

In addition to the basic salary referred above, Mr. Sanjay Dedhia shall be entitled to the following benefits, perquisites and allowances which will not be included in the computation of ceiling on the remuneration specified above:

- iv. Contribution to Provident fund, Superannuation fund or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act 1961; and;
- v. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service or as per the rules of the company; and
- vi. Leave in accordance with the rules of the company, privilege leave earned but not availed by Mr. Sanjay Dedhia is encash able in accordance with the Rules of the Company.

c) Other Benefits:

- i. Rent free accommodation or in case of residence owned by Director, payment/reimbursement of monthly society bill
- ii. Payment/reimbursement of expenditure on gas, electricity, water, telephone, furnishing at residence.
- iii. Payment/reimbursement of medical/hospitalization expenses for self and family members, payment of premium on personal accident & health insurance, club fees
- iv. Payment/reimbursement of expenditure pertaining to education of children of the Director
- v. Provisions of company maintained car(s) for official purpose, and
- vi. Such other perquisites as may be approved by the Board and Nomination and Remuneration Committee of Directors, from time to time
- vii. Perquisites shall be valued as per Income Tax Rules.

d) Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of Mr. Sanjay Dedhia's tenure, the company has no profits or the profits are inadequate, the company shall pay basic salary, benefits, perquisites and allowances and incentive remuneration as specified above as Minimum remuneration.

I. Disclosures Pursuant to sub clause (i) under the proviso to sub paragraph (B) of Paragraph 1 under section II of Part II of Schedule V of the Companies Act, 2013.

Nature of Industry	The Company Operates in the Plastic Industry in India		
Date or expected date of commencement of commercial production	N.A. since the Company has already commenced its business activities.		
In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.		
Financial Performance based on given indicators for the financial year ended 31/03/2017 & 31/03/2016	Particulars	31/03/2017 Rs (in Lakhs)	31/03/2017 Rs (in Lakhs)
	Total Income	9480.01	8,920.09
	Total Expenses	9154.89	8,660.39
	Net Profit	243.67	190.87
	Paid-Up Capital	352.50	296.00
	Reserves and Surplus	915.34	884.61
Foreign Investment or Collaborations if any	Not Applicable		

II. Information about Mr. Sanjay M. Dedhia

Background details	Mr. Sanjay M. Dedhia was appointed as the Managing Director of the Company for the period of 3 years w.e.f. 1st May, 2016. Approval for increase in Remuneration limits is now sought from the Shareholders.
Past remuneration	In the scale upto Rs. 5,00,000/- per month.
Recognition or awards	None
Job Profile and his suitability	Executive Director – Sales, Marketing & New Product Development
Remuneration Proposed	In the scale upto Rs. 7,00,000/- per month, not exceeding Rs. 84,00,000 /- per annum, with annual increments effective from 1st April, 2017.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration is comparable with the other companies of similar size and nature.
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel if any	Brother of Mr. Manish Dedhia and Mr. Jagdish Dedhia, Directors of the Company.

III. Other information

Reasons of loss or inadequate profits	Primarily due to the general Economy slowdown of the country at large, higher finance cost for ongoing funds requirement and pressure on pricing.
Steps taken or proposed to be taken for improvement	Following steps taken by the Company for improvement: The management continues to explore avenues to increase revenues through judicial investments in capabilities which would result in further cost reduction and thereby contributing to the profitability in the years to come.
Expected increase in Productivity and profits in measurable terms	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in upcoming financial years.

IV. Disclosures: Not Applicable

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Sanjay M. Dedhia, are concerned or interested in the Resolution mentioned in Item No. 6 of the Notice.

The Board recommends the resolution set forth in Item No. 6 for the approval of the Members.

Item No. 7:

The members of the Company at the Extra-Ordinary General Meeting of the Company held on 30th April, 2016, had approved the appointment of Mr. Manish M. Dedhia as Managing Director and Chief Financial Officer of the Company and the terms of remuneration payable to him for a period of three years commencing from 1st May, 2016.

The Board of the Directors of the Company is of the view that when the company is contemplating further growth and Mr. Manish M. Dedhia's experience would be of great value to the Company. Accordingly, on the recommendation of Nomination and Remuneration Committee, the Board of Directors on 29th August, 2017 decided to vary the scale of basic salary payable to Mr. Manish M. Dedhia w.e.f. 1st April, 2017, details of which is given below:

a) Basic Salary

In the scale upto Rs. 7,00,000/- per month, not exceeding Rs. 84,00,000 /- per annum, with annual increments effective from 1st April, 2017, as may be decided by the Board, based on merit and taking into account the Company's performance for the year.

b) Benefits, Perquisites, Allowances:

In addition to the basic salary referred above, Mr. Manish Dedhia shall be entitled to the following benefits, perquisites and allowances which will not be included in the computation of ceiling on the remuneration specified above:

- iv. Contribution to Provident fund, Superannuation fund or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act 1961; and;
- vii. Contribution to Provident fund, Superannuation fund or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act 1961; and;
- viii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service or as per the rules of the company; and
- ix. Leave in accordance with the rules of the company, privilege leave earned but not availed by Mr. Manish Dedhia is encashable in accordance with the Rules of the Company.

c) Other Benefits:

- i. Rent free accommodation or in case of residence owned by Director, payment/ reimbursement of monthly society bill
- ii. Payment/reimbursement of expenditure on gas, electricity, water, telephone, furnishing at residence.
- iii. Payment/reimbursement of medical/hospitalization expenses for self and family members, payment of premium on personal accident & health insurance, club fees
- iv. Payment/reimbursement of expenditure pertaining to education of children of the Director
- v. Provisions of company maintained car(s) for official purpose, and
- vi. Such other perquisites as may be approved by the Board and Nomination and Remuneration Committee of Directors, from time to time
- vii. Perquisites shall be valued as per Income Tax Rules.

d) Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of Mr. Manish Dedhia's tenure, the company has no profits or the profits are inadequate, the company shall pay basic salary, benefits, perquisites and allowances and incentive remuneration as specified above as Minimum remuneration.

I. Disclosures Pursuant to sub clause (i) under the proviso to sub paragraph (B) of Paragraph 1 under section II of Part II of Schedule V of the Companies Act, 2013.

Nature of Industry	The Company Operates in the Plastic Industry in India		
Date or expected date of commencement of commercial production	N.A. since the Company has already commenced its business activities.		
In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.		
Financial Performance based on given indicators for the financial year ended 31/03/2017 & 31/03/2016	Particulars	31/03/2017 Rs (in Lakhs)	31/03/2017 Rs (in Lakhs)
	Total Income	9480.01	8,920.09
	Total Expenses	9154.89	8,660.39
	Net Profit	243.67	190.87
	Paid-Up Capital	352.50	296.00
	Reserves and Surplus	915.34	884.61
Foreign Investment or Collaborations if any	Not Applicable		

II. Information about Mr. Manish M. Dedhia

Background details	Mr. Manish M. Dedhia was appointed as the Managing Director and Chief Financial Officer of the Company for the period of 3 years w.e.f. 1st May, 2016. Approval for increase in Remuneration limits is now sought from the Shareholderst
Past remuneration	In the scale upto Rs. 5,00,000/- per month.
Recognition or awards	None
Job Profile and his suitability	Executive Director – Finance, Purchase and Administration
Remuneration Proposed	In the scale upto Rs. 7,00,000/- per month, not exceeding Rs. 84,00,000 /- per annum, with annual increments effective from 1st April, 2017.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration is comparable with the other companies of similar size and nature.
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel if any	Brother of Mr. Sanjay Dedhia and Mr. Jagdish Dedhia, Directors of the Company.

III. Other information

Reasons of loss or inadequate profits	Primarily due to the general Economy slowdown of the country at large, higher finance cost for ongoing funds requirement and pressure on pricing.
Steps taken or proposed to be taken for improvement	Following steps taken by the Company for improvement: The management continues to explore avenues to increase revenues through judicial investments in capabilities which would result in further cost reduction and thereby contributing to the profitability in the years to come.
Expected increase in Productivity and profits in measurable terms	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in upcoming financial years.

IV. Disclosures: Not Applicable

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Manish M. Dedhia, are concerned or interested in the Resolution mentioned in Item No. 7 of the Notice.

The Board recommends the resolution set forth in Item No. 7 for the approval of the Members.

Item No. 8:

As per the provisions of sections 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed. Further, a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its Annual General Meeting.

None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set forth in Item No. 8 for the approval of the Members.

For and On Behalf of Board of Directors

Mr. Jagdish Dedhia
Chairman & Whole-Time Director
DIN: 01639945

Registered office:

329, Gala Complex, 3rd Floor,
Din Dayal Upadhyay Marg,
Mulund (W), Mumbai – 400 080.

Date: 29th August, 2017

Place: Mumbai

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTH COMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	Mr. Jagdish Dedhia
Nationality	Indian
Date of Birth	10/12/1960
Qualification	B. Sc.
Date of Appointment	12/04/1990
	9 years of experience as Shift In-charge, Production Chemist, Shift Chemist and Chemist with different entities
Directorships in other public companies as on 31st March, 2017	NIL
Chairman / Member of any other Committees as on 31st March, 2017	NIL
Chairman / Member of any other Committees as on 31st March, 2017 (Equity Share of Rs. 10/- Each)	3,68,963 Equity Shares
Relationship between directors inter-se	Brother of Mr. Manish Dedhia and Mr. Sanjay Dedhia, Directors of the Company.

For and On Behalf of Board of Directors

Mr. Jagdish Dedhia
Chairman & Whole-Time Director
DIN: 01639945

Registered office:

329, Gala Complex, 3rd Floor,
 Din Dayal Upadhyay Marg,
 Mulund (W), Mumbai – 400 080.

Date: 29th August, 2017

Place: Mumbai

MITSU CHEM PLAST LIMITED**CIN: L25111MH1988PLC048925**

Regd. Office: 329, Gala Complex, 3rd Floor, Din Dayal Upadhyay Marg,
Mulund (W), Mumbai – 400 080.

Email: investor@mitsuchem.com; Tel No:022-25920055

ATTENDANCE SLIP**29th Annual General Meeting, Wednesday, 27th September, 2017 at 4.00 P.M.****PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE VENUE OF THE MEETING**

DP ID No. & Client ID No/ Folio No.	No. of shares held

Name: _____

Address: _____

Name of Proxy: _____

(To be filled in, if the Proxy attends instead of the member)

I certify that I am a Member/Proxy for the member of the Company.

I hereby record my presence at TWENTY NINTH ANNUAL GENERAL MEETING of the Mitsu Chem Plast Limited, held on Wednesday, 27th day of September, 2017 at 4.00 p.m. at the Registered office of the Company at 329, Gala Complex, 3rd Floor, Din Dayal Upadhyay Marg, Mulund (W), Mumbai – 400 080

Member's/ Proxy's name in BLOCK Letters_____
Signature of Member/Proxy**NOTE:**

1. Member / Proxy holder wishing to attend the meeting must bring the Attendance Slip duly signed to the meeting and hand it over at the entrance.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
3. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

MITSU CHEM PLAST LIMITED
CIN: L25111MH1988PLC048925

Regd. Office: 329, Gala Complex, 3rd Floor, Din Dayal Upadhyay Marg,
 Mulund (W), Mumbai – 400 080.

Email: investor@mitsuchem.com; Tel No:022-25920055

PROXY FORM

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
 (Management and Administration) Rules, 2014]*

29th Annual General Meeting, Wednesday, 27th September, 2017 at 4.00 P.M.

CIN	L25111MH1988PLC048925
Name of the Company	MITSU CHEM PLAST LIMITED
Registered Office	329, Gala Complex, 3rd Floor, Din Dayal Upadhyay Marg, Mulund (W), Mumbai -400 080.
Name of the member(s)	
Registered address	
No. of Shares held	
E-mail ID	
Folio No / Client ID	
DP ID	

I / We, being the member(s) of _____ shares of the above named company, hereby appoint

_____ of _____ having e-mail id _____
or failing him

_____ of _____ having e-mail id _____
or failing him

_____ of _____ having e-mail id _____
or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on the 27th Day of September, 2017 at 4.00 p.m. at the Registered Office of the Company at 329, Gala Complex, 3rd Floor, Din Dayal Upadhyay Marg, Mulund (W), Mumbai – 400 080 and at any adjournment thereof in respect of such resolutions as are below:

Sr. No.	Item No (Description)	Optional*	
		For	Against
ORDINARY BUSINESS			
1.	Receive, consider and adopt the Audited Financial Statements for the Financial year ended 31st March, 2017, together with the Report of the Board of Directors and the Auditor's thereon.		
2.	Declare Dividend on Equity Shares		
3.	Appoint a Director in place of Mr. Jagdish L. Dedhia who retires by rotation and is eligible for re-appointment.		
4.	Appointment of P. V. Dalal & Co., (Firm Registration No. 102049W), as statutory Auditors of the Company.		
SPECIAL BUSINESS			
5.	Revision in terms of remuneration of Mr. Jagdish L. Dedhia (DIN: 01639945) Chairman & Whole-Time Director of the Company.		
6.	Revision in terms of remuneration of Mr. Sanjay M. Dedhia (DIN: 01552883) Managing Director of the Company.		
7.	Revision in terms of remuneration of Mr. Manish M. Dedhia (DIN: 01552841) Managing Director & Chief Financial Officer of the Company.		
8.	Service of Documents to the Members of the Company.		

Signed this _____ day of _____ 2017

Signature of shareholder _____

Signature of Proxy holder(s) _____
 (first proxy holder) (second proxy holder) (third proxy holder)

Affix
 Revenue
 Stamp of
 Rs. 1

Notes :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of 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.
4. * This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
5. In the case of joint holders, the signatures of any one holder will be sufficient, but names of all the joint holders should be stated.

BALLOT FORM

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

29th Annual General Meeting, Wednesday, 27th September, 2017 at 4.00 P.M.

Name of the Company : Mitsu Chem Plast Limited

Registered Office : 329, Gala Complex, 3rd Floor, Din Dayal Upadhyay Marg,
Mulund (W), Mumbai – 400 080

CIN : L25111MH1988PLC048925

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder (In Block Letter)	
2.	Name(s) of the Joint Holder(s) (If any)	
3.	Postal Address	
4.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
5.	Number of Share(s) held	

I hereby exercise my vote in respect of the resolution(s) enumerated below by recoding my assent or dissent to the said Resolution(s) in the following manner:

Sr. No.	Item No (Description)	I assent to the resolution (For)	I dissent to the resolution (Against)
ORDINARY BUSINESS			
1.	Receive, consider and adopt the audited Financial Statements for the Financial year ended 31st March, 2017, together with the Report of the Board of Directors and the Auditor's thereon.		
2.	Declare Dividend on Equity Shares.		
3.	Appoint a Director in place of Mr. Jagdish L. Dedhia who retires by rotation and is eligible for re-appointment.		
4.	Appointment of P. V. Dalal & Co., (Firm Registration No. 102049W), as statutory Auditors of the Company.		
SPECIAL BUSINESS			
5	Revision in terms of remuneration of Mr. Jagdish L. Dedhia (DIN: 01639945) Chairman & Whole -Time Director of the Company.		
6.	Revision in terms of remuneration of Mr. Sanjay M. Dedhia (DIN: 01552883) Managing Director of the Company.		
7.	Revision in terms of remuneration of Mr. Manish M. Dedhia (DIN: 01552841) Managing Director & Chief Financial Officer of the Company.		
8.	Service of Documents to the Members.		

Place :

Date :

Signature of the Member

Form No. SH-13**Nomination Form**

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

29th Annual General Meeting, Wednesday, 27th September, 2017 at 4.00 P.M.

To,
Mitsu Chem Plast Limited
 329, Gala Complex, 3rd Floor,
 Din Dayal Upadhyay Marg,
 Mulund (W), Mumbai – 400 080

I/We _____
 the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of Securities	Folio No	No. of Securities	Certificates No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S

- (a) Name:
 (b) Date of Birth:
 (c) Father's/Mother's/Spouse's name:
 (d) Occupation:
 (e) Nationality:
 (f) Address:
 (g) E-mail id:
 (h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR

- (a) Date of birth:
 (b) Date of attaining majority:
 (c) Name of guardian:
 (d) Address of guardian:

Name: _____

Address: _____

Name of the SecurityHolder(s): _____

Signature: _____

Witness with name and address: _____

BANK ACCOUNT PARTICULARS / ECS MANDATE FORM

I/We..... do hereby authorise Mitsu Chem Plast Limited to credit my dividend amount directly to my Bank account by ECS.

My/our Folio No. DP ID No. : Client A/c No.

Particulars of Bank Account :

Sr. no.	Particulars	
1	Bank Name	
2	Branch Name, Address (for Mandate only)	
3	9 Digit Code number of the Bank & Branch as appearing on the MICR cheque	
4	Account Type (Saving/Current)	
5	Account No. as appearing on the cheque book	
6	STD Code & Telephone No.	

I/We shall not hold the Bank responsible if the ECS could not be implemented or the Bank discontinue(s) the ECS, for any reason.

Mail to :

Bigshare Services Pvt. Ltd.
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road, Marol,
Andheri East, Mumbai - 400 059
Tel: 022-6263 8200, Fax: 022-6263 8299
Website: www.bigshareonline.com

.....
(Signature of the Shareholder)

Notes:

1. Please attach the copy of a cheque or a blank cancelled cheque issued by your Bank relating to your above account for verifying the accuracy of the 9 digit code number.
2. In case the shares held are in demat form, kindly advise your Depository Participant to take note of your Bank account particulars/ECS mandate.

Route Map for the Venue of the Meeting

