

## NOTICE

Notice is hereby given that the Thirty First Annual General Meeting (“AGM”) of the Members of **Mitsu Chem Plast Limited** will be held on Friday, 27th September, 2019 at 4.00 p.m. at 329, Gala Complex, 3rd Floor, Din Dayal Upadhyay Marg, Mulund (W), Mumbai – 400 080 to transact the following business:

### **ORDINARY BUSINESS:**

#### **Item No. 1: Adoption of Financial Statements and Reports thereon.**

To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Report of the Board of Directors and the Auditor’s thereon and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

#### **Item No. 2: Declaration of Dividend.**

To declare dividend at ₹ 0.50/- per Equity share for the financial year ended 31st March, 2019 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** a dividend at the rate of ₹ 0.50/- (Fifty paise only) per equity share of ₹ 10/- (Ten rupees) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended 31st March, 2019.”

#### **Item No. 3: Appointment of Director in place of retiring Director.**

To appoint a Director in place of Mr. Sanjay M. Dedhia (DIN:01552883) who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** Mr. Sanjay M. Dedhia (DIN:01552883), who retires by rotation in terms of Section 152 of the Companies Act, 2013 and being eligible for re-appointment at this meeting be and is hereby re-appointed as a Director of the Company, whose office shall be liable to retirement by rotation.”

#### **Item No. 4: Appointment of Director in place of retiring Director.**

To appoint a Director in place of Mr. Manish M. Dedhia (DIN:01552841) who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** Mr. Manish M. Dedhia (DIN: 01552841), who retires by rotation in terms of Section 152 of the Companies Act, 2013 and being eligible for re-appointment at this meeting be and is hereby re-appointed as a Director of the Company, whose office shall be liable to retirement by rotation.”

#### **Item No. 5: Ratification of Appointment of Auditors**

To ratify the appointment of Statutory Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

## NOTICE (Contd.)

**“RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be amended from time to time, the appointment of M/s. P. V. Dalal & Co., Chartered Accountants (Firm Reg. No. 102049W), Mumbai as Statutory Auditors of the Company be and is hereby ratified from the conclusion of this Annual General Meeting till the conclusion of 32nd Annual General Meeting of the Company and the Board of Directors be and are hereby authorized to fix such remuneration payable to them as may be recommended by the Audit Committee in consultation with the Auditors.

**RESOLVED FURTHER THAT** 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. 6: Re-appointment of Mr. Jagdish L. Dedhia (DIN: 01639945) as Chairman & Whole-Time Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (“Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V of the Act and on recommendation of Nomination and Remuneration Committee, consent of the members be and is hereby accorded to re-appoint Mr. Jagdish L. Dedhia

(DIN: 01639945) as Chairman and Whole-time Director of the Company, for a further period of three years from the expiry of his current term of office i.e. with effect from 1st May, 2019.

**RESOLVED FURTHER THAT** the office of Mr. Jagdish L. Dedhia shall be liable to retirement by rotation.

**RESOLVED FURTHER THAT** all other terms and conditions including remuneration of Mr. Jagdish L. Dedhia, as Chairman and Whole Time Director of the Company, shall remain unchanged.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution.”

#### **Item No. 7: Re-appointment of Mr. Sanjay M. Dedhia (DIN: 01552883) as Managing Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (“Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V of the Act and on recommendation of Nomination and Remuneration Committee, consent of the members be and is hereby accorded to re-appoint Mr. Sanjay M. Dedhia (DIN: 01552883) as Managing Director of the Company, for a further period of three years from the expiry of his current term of office i.e. with effect from 1st May, 2019.

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**RESOLVED FURTHER THAT** the office of Mr. Sanjay M. Dedhia shall be liable to retirement by rotation.

**RESOLVED FURTHER THAT** all other terms and conditions including remuneration of Mr. Sanjay M. Dedhia, as Managing Director of the Company, shall remain unchanged.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution.”

### **Item No. 8: Re-appointment of Mr. Manish M. Dedhia (DIN: 01552841) as Managing Director and CFO of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (“Act”) (including any

statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V of the Act and on recommendation of Nomination and Remuneration Committee, consent of the members be and is hereby accorded to re-appoint Mr. Manish M. Dedhia (DIN: 01552841) as Managing Director & CFO of the Company, for a further period of three years from the expiry of his current term of office i.e. with effect from 1st May, 2019.

**RESOLVED FURTHER THAT** the office of Mr. Manish M. Dedhia shall be liable to retirement by rotation.

**RESOLVED FURTHER THAT** all other terms and conditions including remuneration of Mr. Manish M. Dedhia, as Managing Director & CFO of the Company, shall remain unchanged.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution.”

For **and On Behalf of Board of Directors**

**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: 21st August, 2019

Place: Mumbai

## NOTES

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“**Act**”) relating to the Special Business(s) to be transacted at the AGM, is annexed hereto and forms part of this Notice.
  2. The information required to be provided under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and Secretarial Standards- 2 on General Meetings in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the notice.
- 3. VOTING & PROXY:**
- (a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
  - (b) Pursuant to Section 105 of the Act, 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.
  - (c) The instrument of Proxy, in order to be effective, should be deposited, either in person or through post, at the Registered Office of the Company, duly completed and signed, not later than 48 hours (forty eight) hours before the commencement of the Meeting. A Proxy Form is annexed to this Notice.
  - (d) Proxies submitted on behalf of companies, societies, partnership firms, etc., must be supported by appropriate resolution/ letter of authority/ power of attorney, as applicable, issued by the member organization. Corporate Members intending to send their authorized representatives to attend the AGM, pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
  - (e) In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote at the Meeting.
  - (f) For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members/ proxies, authorized representative(s) attending the meeting are requested to hand over the dully filled-in signed Attendance Slip at the venue of the meeting.
  - (g) 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 i.e Thursday 19th September, 2019.

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### 4. CLOSURE OF BOOKS:

The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday 21st September, 2019 to Friday 27th September, 2019 (both days inclusive).

### 5. DIVIDEND:

- (a) Subject to the provisions of the Act, dividend as recommended by the Board, if declared at the AGM, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members at the close of business hours on Friday 20th September, 2019.
- (b) The Company has provided a facility to the Members for remittance of dividend through the National Electronic Clearing System (NECS). The dividend would be credited to their bank account as per the mandate given by the members to their Depository Participant (DP). Members holding shares in demat form are hereby informed that bank particulars registered with their respective DP(s), with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or Bigshare Services Pvt. Ltd, Registrar and Transfer Agents (“**RTA**”) cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DP(s) of the

Members. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their DP(s). Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to the RTA or the Company immediately.

### 6. GREEN INITIATIVE:

- (a) Pursuant to Section 101 and Section 136 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2014, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the DP(s).
- (b) Members holding shares in demat form who have not registered their e-mail address are encouraged to participate in this green initiative by registering their e-mail address with their DP(s) for e-communication. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon written request for the same on [investor@mitsuchem.com](mailto:investor@mitsuchem.com).
- (c) The Notice of AGM, Annual Report, Attendance Slip and Proxy Form for the financial year ended on 31st March, 2019 are being sent in electronic mode to those Members

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who have registered their e-mail address with the Company or with their DP (in respect of shares held in electronic form), unless any Member have registered their request for a physical copy of the same. For Members who have not registered their e-mail address with the Company or the DP(s), physical copy of the Notice of AGM, Annual Report, Attendance Slip and Proxy Form for the financial year ended on 31st March, 2019 are being sent through the permitted mode.

- (d) Members may also note that the Notice of AGM, Annual Report and Attendance Slip and Proxy Form for the financial year ended on 31st March, 2019, will also be available on the Company's website at [www.mitsuchem.com](http://www.mitsuchem.com).

### 7. UPDATION OF RECORDS:

- (a) Members holding shares on physical are requested to intimate to RTA 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 relating including dividend matters to the RTA at the following address:

**Bigshare Services Pvt. Ltd,**

1st Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,

Marol, Andheri East, Mumbai - 400 059.

Ph: + 91-22-6263 8200,

Fax: +91-22-6263 8299

Email- [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

- (b) Members holding shares in dematerialized form are requested to intimate any changes pertaining to their name, address, registered e-mail address, bank details, NECS mandates, nominations, power of attorney etc. to their DP(s). Member holding shares in physical form are requested to intimate any of the above change to the RTA.
- (c) The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to the RTA / Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective DP(s).

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### 8. **NOMINATION:**

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 are advised to make nomination in respect of their shareholding. Members holding shares in dematerialized form can lodge their nomination with their DP(s) and Member holding shares in physical form are required to fill and submit Form No. SH-13 (available on request) with the Company's RTA.

### 9. **INSPECTION:**

- (a) Members desirous of getting any information in respect of accounts of the Company and proposed resolutions at the AGM, are requested to address their queries in writing to Company well in advance at investor@mitsuchem.com so as to enable the management to keep the information ready.
- (b) All the documents referred to in the Notice and Explanatory Statement shall be available for inspection at the Registered Office of the Company during working hours on all working days except on Saturdays between 11.00 a.m. to 01.00 p.m. upto the date of the AGM.

### 10. **E-VOTING:**

- (a) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as

amended, and Regulation 44 of Listing Regulations, the Company is pleased to provide Members the facility to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means through remote e-voting platform provided by Central Depository Services (India) Ltd ("CDSL") on all resolutions set forth in this Notice.

- (b) The Members, whose names appear in the Register of Members/ List of Beneficial Owners maintained by the RTA/Depositories, as the case may be, as on the cut-off date i.e closure of business hours as on Thursday 19th September, 2019 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. Members who have acquired shares after the dispatch of the Annual report and before the book closure may obtain the user ID and password by sending a request to CDSL at helpdesk.evoting@cdslindia.com. However, if Member(s) are already registered with CDSL for e-voting, then the Member(s) can use their existing user ID and password/PIN for casting the vote.
- (c) The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

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### Procedure for remote E-voting:

The Company has entered into an arrangement with CDSL for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:

- (i) The voting period begins on Tuesday 24th September, 2019 at 10.00 A.M. and ends on Thursday 26th September, 2019 at 5.00 P.M. During this period shareholders' of the Company, as on the cut-off date (record date) of Thursday 19th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website [www.evotingindia.com](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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> <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> </ul>
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> <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.



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- (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 "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](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity

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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](http://www.evotingindia.com), under help section or write an email to helpdesk.evoting@cdslindia.com.

### **In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins on Tuesday 24th September, 2019 at 10.00 A.M. and ends on Thursday 26th September, 2019 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 Thursday 19th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (C) 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](http://www.evotingindia.com) under help section or write an email to helpdesk.evoting@cdslindia.com.

### **11. VOTING AT AGM:**

- (a) The facility for voting, through ballot paper, will also be made available at the AGM and the Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper.
- (b) The Members who have already exercised their right to vote by remote e-voting may attend the AGM but shall not be entitled to cast their vote again.
- (c) If a Member casts vote again at the AGM, then votes casts through remote e-voting facility shall prevail and voting at the Meeting will be treated invalid.

### **12. SCRUTINIZER'S REPORT:**

- (a) The Company has appointed Ms. Shreya Shah (FCS 39409 and COP

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No. 15859), to act as the Scrutinizer, to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- (b) At the AGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.
- (c) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favor of or

against, if any, not later than three days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith.

- (d) The Result, along-with the Scrutinizer's Report shall be placed on the Company's website at [www.mitsuchem.com](http://www.mitsuchem.com) and on the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com) immediately after the result is declared by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to the Stock Exchange where the shares of the Company are listed.

- 13. A route map showing direction to reach the venue of the 31st AGM is annexed to this Notice as per the requirements of the Secretarial Standards-2 on General Meeting.

For **and On Behalf of Board of Directors**

**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: 21st August, 2019

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. 6 to 8 of the accompanying this Notice.

#### Item No. 6:

Mr. Jagdish L. Dedhia (DIN: 01639945) was appointed as the Chairman and Whole-Time Director of the Company for a period of 3 (three) years w.e.f. 1st May, 2016. The said term of office of Mr. Jagdish Dedhia expired on 30th April, 2019. The Board of Directors of the Company ("the Board"), at their meeting held on 28th February, 2019, on recommendation of Nomination and Remuneration Committee, has, subject to approval of members, re-appointed Mr. Jagdish L. Dedhia (DIN: 01639945) as the Chairman and Whole-Time Director, for a further period of 3 (three) years from the expiry of his present term i.e. with effect from 1st May, 2019. All other terms and conditions including remuneration of Mr. Jagdish L. Dedhia, as Chairman and Whole Time Director of the Company, shall remain unchanged.

Following may be treated as a written memorandum setting out the terms and conditions including remuneration of Mr. Jagdish L. Dedhia in accordance to Section 190 of the Act.

#### a) Basic Salary –

In the scale upto Rs. 5,50,000/- per month, not exceeding Rs. 71,50,000 /- per annum, with annual increments, 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 L. 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 L. 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.

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- 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 prerequisites as may be approved by the Board and Nomination and Remuneration Committee of Directors, from time to time.
- vii) Prerequisites 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 L. Dedhia's tenure, the company has no profits or the profits are inadequate, the company shall pay basic salary, benefits, prerequisites and allowances and incentive remuneration as specified above as Minimum remuneration.

Mr. Jagdish L. Dedhia has rich experience in the industry and has been involved in the operations of the Company since the year 1990. It would be in the interest of the

Company to continue to avail of his considerable expertise.

Mr. Jagdish L. Dedhia satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment and is not disqualified from being appointed as a director in terms of Section 164 of the Act.

Details of Mr. Jagdish L. Dedhia are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India.

The Board recommends the Special Resolution set out at Item No.6 of the Notice for approval by the members.

Mr. Jagdish L. Dedhia being the appointee and his immediate relatives are interested in the resolution set out at Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

## ANNEXURE TO NOTICE (Contd.)

### Item No. 7:

Mr. Sanjay M. Dedhia (DIN: 01552883) was appointed as the Managing Director of the Company for a period of 3 (three) years w.e.f. 1st May, 2016. The said term of office of Mr. Sanjay M. Dedhia expired on 30th April, 2019. The Board of Directors of the Company (“the Board”), at their meeting held on 28th February, 2019, on the recommendation of Nomination and Remuneration Committee, has, subject to approval of members, re-appointed Mr. Sanjay M. Dedhia (DIN: 01552883) as the Managing Director, for a further period of 3 (three) years from the expiry of his present term, i.e. with effect from 1st May, 2019. All other terms and conditions including remuneration, of Mr. Sanjay M. Dedhia, as Managing Director of the Company, shall remain unchanged.

Following may be treated as a written memorandum setting out the terms and conditions including remuneration of Mr. Sanjay M. Dedhia in accordance to Section 190 of the Act.

#### a) Basic Salary –

In the scale upto Rs. 5,50,000/- per month, not exceeding Rs. 71,50,000 /- per annum, with annual increments, 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 M. 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. Sanjay M. 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

## ANNEXURE TO NOTICE (Contd.)

- v. Provisions of company maintained car(s) for official purpose, and
- vi. Such other prerequisites as may be approved by the Board and Nomination and Remuneration Committee of Directors, from time to time.
- vii. Prerequisites 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 M. Dedhia's tenure, the company has no profits or the profits are inadequate, the company shall pay basic salary, benefits, prerequisites and allowances and incentive remuneration as specified above as Minimum remuneration.

The Board considers that, given his background, experience and contributions made by him during his tenure, the continued association of Mr. Sanjay M. Dedhia would be beneficial to the Company.

Mr. Sanjay M. Dedhia satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment and is not disqualified from being appointed as a director in terms of Section 164 of the Act.

Details of Mr. Sanjay M. Dedhia are provided in the "Annexure" to the

Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India.

The Board recommends the Special Resolution set out at Item No.7 of the Notice for approval by the members.

Mr. Sanjay M. Dedhia being the appointee and his immediate relatives are interested in the resolution set out at Item No. 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

### **Item No. 8:**

Mr. Manish M. Dedhia (DIN: 01552841) was appointed as the Managing Director & CFO of the Company for a period of 3 (three) years w.e.f. 1st May, 2016. The said term of office of Mr. Manish M. Dedhia expired on 30th April, 2019. The Board of Directors of the Company ("the Board"), at their meeting held on 28th February, 2019, on the recommendation of Nomination and Remuneration Committee, has, subject to approval of members, re-appointed Mr. Manish M. Dedhia (DIN: 01552841) as the Managing Director & CFO, for a further period of 3 (three)

## ANNEXURE TO NOTICE (Contd.)

years from the expiry of his present term, i.e. with effect from 1st May, 2019. All other terms and conditions including remuneration, of Mr. Manish M. Dedhia, as Managing Director & CFO of the Company, shall remain unchanged.

Following may be treated as a written memorandum setting out the terms and conditions including remuneration of Mr. Manish M. Dedhia in accordance to Section 190 of the Act.

### a) **Basic Salary –**

In the scale upto Rs. 5,50,000/- per month, not exceeding Rs. 71,50,000 /- per annum, with annual increments, 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 M. 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. Manish M. 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.



## ANNEXURE TO NOTICE (Contd.)

**d) Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of Mr. Manish M. 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.

The Board considers that, given his background, experience and contributions made by him during his tenure, the continued association of Mr. Manish M. Dedhia would be beneficial to the Company.

Mr. Manish M. Dedhia satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment and is not disqualified from being appointed as a director in terms of Section 164 of the Act.

Details of Mr. Manish M. Dedhia are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India.

The Board recommends the Special Resolution set out at Item No.8 of the Notice for approval by the members.

Mr. Manish M. Dedhia being the appointee and his immediate relatives are interested in the resolution set out at Item No. 8 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

For **and On Behalf of Board of Directors**

**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: 21st August, 2019

Place: Mumbai



## MITSU CHEM PLAST LIMITED

CIN: L25111MH1988PLC048925

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

**Website:** www.mitsuchem.com; **Email:** investor@mitsuchem.com

**Tel No:** 022-25920055 **Fax:** 022-25920077

### ATTENDANCE SLIP

Only Shareholders or the Proxies will be allowed to attend meeting.

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

I/We hereby record my/our presence at the 31st Annual General Meeting of the Company held on Friday, 27th September, 2019 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.

**Name of Shareholder(s)**  
**(in Block Letters)**

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_

**Signature of Shareholder(s)**

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_

**Name of Proxyholder(s)**  
**(in Block Letters)**

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_

**Signature of Proxy holder**

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_

\* Applicable for shareholder(s) holding shares in electronic form.

**Note : Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.**

## Route Map for the Venue of the Meeting





# MITSU CHEM PLAST LIMITED

CIN: L25111MH1988PLC048925

**Regd. Office:** 329, Gala Complex, 3rd Floor, Din Dayal Upadhyay Marg, Mulund (W),  
Mumbai – 400 080, Maharashtra, India **Website:** www.mitsuchem.com;

**Email:** investor@mitsuchem.com **Tel No:** 022-25920055 **Fax:** 022-25920077

## PROXY FORM

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

**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.

<b>Name of the member(s)</b>	
<b>Registered address</b>	
<b>No. of Shares held</b>	
<b>E-mail ID</b>	
<b>Folio No / Client ID</b>	
<b>DP ID</b>	

I / We, being the member(s) of \_\_\_\_\_ shares of Mitsu Chem Plast Limited, hereby appoint:

1. Name		
Address		
Email Id		Signature

or failing him/her

2. Name		
Address		
Email Id		Signature

or failing him/her

3. Name		
Address		
Email Id		Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual  
General Meeting of the Company, to be held on the Friday, 27th September, 2019 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
<b>ORDINARY BUSINESS</b>			
1	Receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2019, 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. Sanjay M. Dedhia (DIN:01552883) who retires by rotation and is eligible for re-appointment.		
4	Appoint a Director in place of Mr. Manish M. Dedhia (DIN:01552841) who retires by rotation and is eligible for re-appointment.		
5	Ratification of appointment of P. V. Dalal & Co., (Firm Registration No. 102049W), as statutory Auditors of the Company.		
<b>SPECIAL BUSINESS</b>			
6	Re-appointment of Mr. Jagdish L. Dedhia (DIN: 01639945) as Chairman & Whole-Time Director of the Company		
7	Re-appointment of Mr. Sanjay M. Dedhia (DIN: 01552883) as Managing Director of the Company		
8	Re-appointment of Mr. Manish M. Dedhia (DIN: 01552841) as Managing Director and CFO of the Company		

Signed this .....day of ..... 2018

Signature of shareholder.....



Signature of Proxy holder(s) 1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_

**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. \* This is only optional. Please put a '✓' 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.
3. 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.



## 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 and Secretarial Standards-2 on General Meetings]

Name of Director	Mr. Jagdish Dedhia	Mr. Sanjay Dedhia	Mr. Manish Dedhia
Date of Birth	10/12/1960	09/11/1970	25/08/1976
Date of First Appointment	12/04/1990	15/07/1993	01/04/1997
Qualification	B. Sc.	Diploma in Chemical Engineer	Bachelors degree in Commerce
Expertise in specific functional areas	Vast experience in Plastic Industry. Please refer Company's website: <a href="http://www.mitsuchem.com">www.mitsuchem.com</a> for detailed profile.	Vast experience in Plastic Industry. Please refer Company's website: <a href="http://www.mitsuchem.com">www.mitsuchem.com</a> for detailed profile.	Vast experience in Plastic Industry. Please refer Company's website: <a href="http://www.mitsuchem.com">www.mitsuchem.com</a> for detailed profile.
Terms and conditions of appointment or re-appointment	Re - appointment as Whole-Time Director of the Company, liable to retire by rotation	Re - appointment as Managing Director of the Company, liable to retire by rotation	Re - appointment as Managing Director & CFO of the Company, liable to retire by rotation
Directorships in other listed entities as on 31st March, 2019	NIL	NIL	NIL
Membership of any Committees of other listed entities as on 31st March, 2019	NIL	NIL	NIL
No of Equity Shares held in the Company	3,89,364 Equity Shares	3,90,974 Equity Shares	3,90,974 Equity Shares
Relationship between directors inter-se	Immediate Relative of Mr. Manish Dedhia, Mr. Sanjay Dedhia and Mrs. Ameeta Dedhia.	Immediate Relative of Mr. Jagdish Dedhia and Mr. Manish Dedhia.	Immediate Relative of Mr. Jagdish Dedhia and Mr. Sanjay Dedhia.

For **and On Behalf of Board of Directors**

**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: 21st August, 2019

Place: Mumbai