

## NOTICE

Notice is hereby given that the Thirty Third Annual General Meeting (“AGM”) of the Members of **Mitsu Chem Plast Limited** will be held on Thursday, September 16, 2021 at 4.00 p.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) 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 March 31, 2021, together with the Report of the Board of Directors and the Auditors 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 March 31, 2021 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

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

To declare a dividend on equity shares for the financial year ended March 31, 2021 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** a dividend of ₹ 0.20/- (Twenty 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 March 31, 2021.”

#### 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, be and is hereby re-appointed as a Director of the Company, whose office shall be liable to retirement by rotation.”

### SPECIAL BUSINESS:

#### Item No. 4: 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 the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and Schedule V of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act (including any amendment(s), modification(s), re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to revise and ratify the terms of remuneration paid to Mr. Jagdish L. Dedhia, DIN: 01639945), Chairman & Whole -Time Director of the Company w.e.f. April 1, 2021, for the balance tenor of his appointment i.e. upto April 30, 2022, with the liberty to alter and vary the terms and conditions of the said remuneration in such manner as may be agreed to by the Board of Directors (including Committee(s) of the Board) and Mr. Jagdish L. Dedhia, subject to the same not exceeding the limits specified in Section 197 read with Schedule V to the Act or any statutory modification(s) or re-enactment thereof.

### REMUNERATION

#### a) Basic Salary:

In the scale of ₹ 8,00,000/- to ₹ 9,00,000/- per month with such increments as may be decided by the Board from time to time.

#### b) Commission:

Mr. Jagdish L. Dedhia shall also be paid commission to the extent of 1% of the net profit of the Company for the relevant financial year, as may be determined at the end of each financial year or a part of the year, as calculated under Section 198 and such other applicable provisions, if any, of the Act, as may be determined from time to time.

## NOTICE (Contd.)

### c) Benefits, Perquisites, Allowances:

- 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;
- ii. Gratuity benefits in accordance with the rules and regulations in force in the Company from time to time;
- iii. Other perquisites shall include expenses/reimbursement towards driver's salary, food vouchers, gas, electricity, water, furnishings and repairs, membership fees/subscription of clubs, expenses incurred towards travelling, boarding and lodging including for Mr. Jagdish L. Dedhia's spouse and attendant(s) during business trips, actual medical expenses incurred in India and / or abroad including hospitalization for self and family, medical insurance (for self and family) and personal accident insurance, term life insurance or any other insurance premium paid as per the policy of the Company.
- iv. Earned/privilege leave, sick leave and casual leave shall be entitled as per the policy of the Company. He shall also be entitled to Leave encashment which shall be as per the policy of the Company.
- v. Such other perquisites, allowances, benefits and amenities as per the policy/rules of the Company in force and/or as may be approved from time to time.

The perquisites shall be valued as per the Income Tax Act, 1961, wherever applicable.

### d) Minimum Remuneration:

Not with standing 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 in respect of such financial year, the remuneration by way of salary, perquisites, allowances and other benefits as specified above, subject to the provisions of Schedule V of the Act and subject to necessary approvals, if any.

**RESOLVED FURTHER THAT** all other terms and conditions in relation to the appointment of Mr. Jagdish L. Dedhia, Chairman & Whole-Time Director shall remain unchanged.

**RESOLVED FURTHER THAT** the Board of Directors of the Company 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."

### Item No. 5: 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 the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197 and Schedule V of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act (including any amendment(s), modification(s), re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to revise and ratify the terms of remuneration paid to Mr. Sanjay M. Dedhia, (DIN: 01552883) Managing Director of the Company, w.e.f. April 1, 2021, for the balance tenor of his appointment i.e. upto April 30, 2022, with the liberty to alter and vary the terms and conditions of the said remuneration in such manner as may be agreed to by the Board of Directors (including Committee(s) of the Board) and Mr. Sanjay M. Dedhia, subject to the same not exceeding the limits specified in Section 197 read with Schedule V to the Act or any statutory modification(s) or re-enactment thereof."

### REMUNERATION

#### a) Basic Salary:

In the scale of ₹ 8,00,000/- to ₹ 9,00,000/- per month with such increments as may be decided by the Board from time to time.

## NOTICE (Contd.)

### b) Commission:

Mr. Sanjay M. Dedhia shall also be paid commission to the extent of 1% of the net profit of the Company for the relevant financial year, as may be determined at the end of each financial year or a part of the year, as calculated under Section 198 and such other applicable provisions, if any, of the Act, as may be determined from time to time.

### c) Benefits, Perquisites, Allowances:

- 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;
- ii. Gratuity benefits in accordance with the rules and regulations in force in the Company from time to time;
- iii. Other perquisites shall include expenses/reimbursement towards driver's salary, food vouchers, gas, electricity, water, furnishings and repairs, membership fees/subscription of clubs, expenses incurred towards travelling, boarding and lodging including for Mr. Sanjay M. Dedhia's spouse and attendant(s) during business trips, actual medical expenses incurred in India and / or abroad including hospitalization for self and family, medical insurance (for self and family) and personal accident insurance, term life insurance or any other insurance premium paid as per the policy of the Company.
- iv. Earned/privilege leave, sick leave and casual leave shall be entitled as per the policy of the Company. He shall also be entitled to Leave encashment which shall be as per the policy of the Company.
- v. Such other perquisites, allowances, benefits and amenities as per the policy/rules of the Company in force and/or as may be approved from time to time.

The perquisites shall be valued as per the Income Tax Act, 1961, wherever applicable.

### d) Minimum Remuneration:

Not with standing 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 in respect of such financial year, the remuneration by way of salary, perquisites, allowances and other benefits as specified above, subject to the provisions of Schedule V of the Act and subject to necessary approvals, if any.

**RESOLVED FURTHER THAT** all other terms and conditions in relation to the appointment of Mr. Sanjay M. Dedhia, Managing Director shall remain unchanged.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, 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.

### Item No. 6: Revision in terms of remuneration of Mr. Manish M. Dedhia (DIN: 1552841) Managing Director & Chief Financial Officer of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197 and Schedule V of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act (including any amendment(s), modification(s), re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to revise and ratify the terms of remuneration paid to Mr. Manish M. Dedhia (DIN: 01552841), Managing Director & CFO of the Company w.e.f. April 1, 2021, for the balance tenor of his appointment i.e. upto April 30, 2022, with the liberty to alter and vary the terms and conditions of the said remuneration in such manner as may be agreed to by the Board of Directors (including Committee(s) of the Board) and Mr. Manish M. Dedhia, subject to the same not exceeding the limits specified in Section 197 read with Schedule V to the Act or any statutory modification(s) or re-enactment thereof."

### REMUNERATION

#### a) Basic Salary:

In the scale of ₹ 8,00,000/- to ₹ 9,00,000/- per month with such increments as may be decided by the Board from time to time.

## NOTICE (Contd.)

### b) Commission:

Mr. Manish M. Dedhia shall also be paid commission to the extent of 1% of the net profit of the Company for the relevant financial year, as may be determined at the end of each financial year or a part of the year, as calculated under Section 198 and such other applicable provisions, if any, of the Act, as may be determined from time to time.

### c) Benefits, Perquisites, Allowances:

- 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;
- ii. Gratuity benefits in accordance with the rules and regulations in force in the Company from time to time;
- iii. Other perquisites shall include expenses/reimbursement towards driver's salary, food vouchers, gas, electricity, water, furnishings and repairs, membership fees/subscription of clubs, expenses incurred towards travelling, boarding and lodging including for Mr. Manish M. Dedhia's spouse and attendant(s) during business trips, actual medical expenses incurred in India and / or abroad including hospitalization for self and family, medical insurance (for self and family) and personal accident insurance, term life insurance or any other insurance premium paid as per the policy of the Company.

iv. Earned/privilege leave, sick leave and casual leave shall be entitled as per the policy of the Company. He shall also be entitled to Leave encashment which shall be as per the policy of the Company.

v. Such other perquisites, allowances, benefits and amenities as per the policy/rules of the Company in force and/or as may be approved from time to time.

The perquisites shall be valued as per the Income Tax Act, 1961, wherever applicable.

### d) Minimum Remuneration:

Not with standing 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 in respect of such financial year, the remuneration by way of salary, perquisites, allowances and other benefits as specified above, subject to the provisions of Schedule V of the Act and subject to necessary approvals, if any.

**RESOLVED FURTHER THAT** all other terms and conditions in relation to the appointment of Mr. Manish M. Dedhia, Managing Director & CFO shall remain unchanged.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, 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.

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

**Date:** August 12, 2021

**Place:** Mumbai

**Registered office:**

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

**Jagdish Dedhia**

**Chairman & Whole-Time Director**

**DIN: 01639945**

## NOTES

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as "SEBI Circular") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM.
2. An Explanatory Statement pursuant to Section 102 of the Act relating to the Special Businesses to be transacted at the AGM, is annexed hereto and forms part of this Notice.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is held through VC / OAVM pursuant to the MCA Circulars and SEBI Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals/ HUF/ NRI etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution / Authorisation etc. authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution /Authorisation shall be sent to the Scrutinizer by email through its registered email address to [shreya.h.shah28@gmail.com](mailto:shreya.h.shah28@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
5. 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 Depository Participant ("DP") and Member holding shares in physical form are required to fill and submit Form No. SH-13 (available on request) with the Company's Registrar and Share Transfer Agent M/s. Bigshare Services Pvt. Ltd. ("RTA").
6. Members holding shares in dematerialized form are requested to intimate any changes pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), bank details, NECS, mandates, nominations, power of attorney etc., to their DP. Member holding shares in physical form are requested to intimate any of the above changes to the Company's RTA.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday September 10, 2021 to Thursday September 16, 2021 (both days inclusive).
8. Members who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [investor@mitsuchem.com](mailto:investor@mitsuchem.com). The same will be replied by the Company suitably.
9. **Dispatch of Annual Report through electronic mode:**
  - (a) In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the financial year 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website at [www.mitsuchem.com](http://www.mitsuchem.com) and on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## NOTES (Contd.)

- (b) For receiving all communication (including Annual Report) from the Company electronically, Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant DP or at [www.bigshareonline.com](http://www.bigshareonline.com).

### 10. Dividend:

- (a) The Company has fixed Thursday, September 9, 2021 as the 'Record Date' for determining entitlement of members to final dividend of ₹ 0.20 per Equity Share for the financial year ended March 31, 2021, if approved at the AGM.
- (b) Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. Demand drafts will be dispatched to the registered address of the Members who have not updated their bank account details.
- (c) Any request for revalidation of demand draft(s) by any Member of the Company may be directed to the Company or its RTA.
- (d) Shareholders are requested to register / update their complete bank details: (i) with their DP(s) with whom they maintain their demat accounts if shares are held in dematerialised mode by submitting the requisite documents, and (ii) with the RTA of the Company, if shares are held in physical mode.
- (e) Pursuant to the amendments introduced by the Finance Act, 2020 the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders w.e.f. April 1, 2020. No tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend paid does not exceed ₹ 5,000/-.
- (f) For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
- (g) A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail

the benefit of non-deduction of tax at source at [tds@bigshareonline.com](mailto:tds@bigshareonline.com) by 11.59 p.m. IST on Monday, September 13, 2021.

- (h) Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits at [tds@bigshareonline.com](mailto:tds@bigshareonline.com) by 11.59 p.m. IST on Monday, September 13, 2021.
- (i) Members, wishing to claim dividends, which remain unclaimed for the financial year 2019-2020, are requested to write to the Company's RTA. Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
11. Pursuant to 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 SEBI (Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the day of the AGM will be provided by NSDL.
12. The remote e-voting period begins on Monday, September 13, 2021 at 9:00 a.m. and ends on September 15, 2021 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, September 9, 2021 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

## NOTES (Contd.)

### 13. The Instructions for Members for Remote e-voting and joining the meeting are as under:





#### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>1. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>

## NOTES (Contd.)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants.	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.



## NOTES (Contd.)

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nSDL.co.in](mailto:evoting@nSDL.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

## NOTES (Contd.)

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

#### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting

website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013 at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investor@mitsuchem.com](mailto:investor@mitsuchem.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investor@mitsuchem.com](mailto:investor@mitsuchem.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility pro-

## NOTES (Contd.)

vided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID

and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at [investor@mitsuchem.com](mailto:investor@mitsuchem.com) on or before September 9, 2021 (5:00 p.m. IST). Only those members who are registered will be allowed to express their views or ask questions. Other shareholders may ask questions to the panellist, via active chat-board during the meeting.
7. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
8. Please remember speaking serial number and start your conversation with the panellists only when moderator of the meeting/ management will announce the name and serial number for speaking by switching on video mode and audio of your device.

## NOTES (Contd.)

### 14. Scrutinizer's Report:

- (a) The Company has appointed Ms. Shreya Shah (ACS 39409 and COP No. 15859), to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
- (b) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast through remote e-Voting) and issue, not later than two working days of 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 authorised by him in writing, who shall countersign the same.

- (c) The result declared 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 NSDL. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in this Notice can be obtained for inspection by writing to the Company at [investor@mitsuchem.com](mailto:investor@mitsuchem.com) till the date of the AGM.

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

**Date:** August 12, 2021

**Place:** Mumbai

**Registered office:**

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

**Jagdish Dedhia**

**Chairman & Whole-Time Director**

**DIN: 01639945**

## ANNEXURE TO NOTICE

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

#### Item No. 4:

The Members at the 31st Annual General Meeting of the Company, re-appointed Mr. Jagdish L. Dedhia (DIN: 01639945) as Whole-Time Director for a further period of 3 (three) years w.e.f. May 1, 2019 upto April 30, 2022. Subject to approval of Members, the Nomination & Remuneration Committee and the Board of Directors at its meeting held on May 27, 2021 recommended and approved, revision in the remuneration terms of Mr. Jagdish L. Dedhia w.e.f. April 1, 2021 for remaining tenure provided that such revision in remuneration is within specified limit as specified under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013.

The Board recommends the Resolution set out at Item No. 4 for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr. Jagdish L. Dedhia, are in any way interested or concerned, financially or otherwise, in the said resolution.

#### Item No. 5:

The Members at the 31st Annual General Meeting of the Company, re-appointed Mr. Sanjay M. Dedhia (DIN: 01552883) as Managing Director for a further period of 3 (three) years w.e.f. May 1, 2019 upto April 30, 2022. Subject to approval of Members, the Nomination & Remuneration Committee and the Board of Directors at its meeting held on May 27, 2021 recommended and approved, revision in the remuneration terms of Mr. Sanjay M. Dedhia w.e.f. April 1, 2021 for remaining tenure provided that such revision in remuneration is within specified limit as specified under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013.

The Board recommends the Resolution set out at Item No. 5 for approval of the Members.

Mr. Sanjay M. Dedhia is interested in the resolution. Mr. Manish M. Dedhia, Managing Director & CFO, being related to Mr. Sanjay M. Dedhia may be deemed to be interested in the said item.

Other relatives of Mr. Sanjay M. Dedhia may be deemed to be interested in the resolution set out at the said item 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 or their relatives are interested or concerned in the resolution.

#### Item No. 6:

The Members at the 31st Annual General Meeting of the Company, re-appointed Mr. Manish M. Dedhia (DIN: 01552841) as Managing Director & CFO for a further period of 3 (three) years w.e.f. May 1, 2019 upto April 30, 2022. Subject to approval of members, the Nomination & Remuneration Committee and the Board of Directors at its meeting held on May 27, 2021 recommended and approved, revision in the remuneration terms of Mr. Manish M. Dedhia w.e.f. April 1, 2021 for remaining tenure provided that such revision in remuneration is within specified limit as specified under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013.

The Board recommends the Resolution set out at Item No. 6 for approval by the Members.

Mr. Manish M. Dedhia is interested in the resolution. Mr. Sanjay M. Dedhia, Managing Director, being related to Mr. Manish M. Dedhia may be deemed to be interested in the said item.

Other relatives of Mr. Manish M. Dedhia may be deemed to be interested in the resolution set out at the said item 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 or their relatives are interested or concerned in the resolution.

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

**Jagdish Dedhia**

**Chairman & Whole-Time Director**

**DIN: 01639945**

**Date:** August 12, 2021

**Place:** Mumbai

**Registered office:**

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

## ANNEXURE TO NOTICE (Contd.)

### 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	<b>Mr. Jagdish Dedhia</b>
Date of Birth	December 10, 1960
Date of First Appointment	April 12, 1990
Qualification	B. Sc.
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.
Terms and conditions of appointment or re-appointment	The details are provided in the resolution at Item no. 3 of this Notice.
Directorships in other listed entities as on March 31, 2021	NIL
Membership of any Committees of other listed entities as on March 31, 2021	NIL
No of Equity Shares held in the Company	12,67,092 Equity Shares
Relationship between directors inter-se	None

For and On Behalf of Board of Directors

**Date:** August 12, 2021

**Place:** Mumbai

**Registered office:**

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

**Jagdish Dedhia**

**Chairman & Whole-Time Director**

**DIN: 01639945**