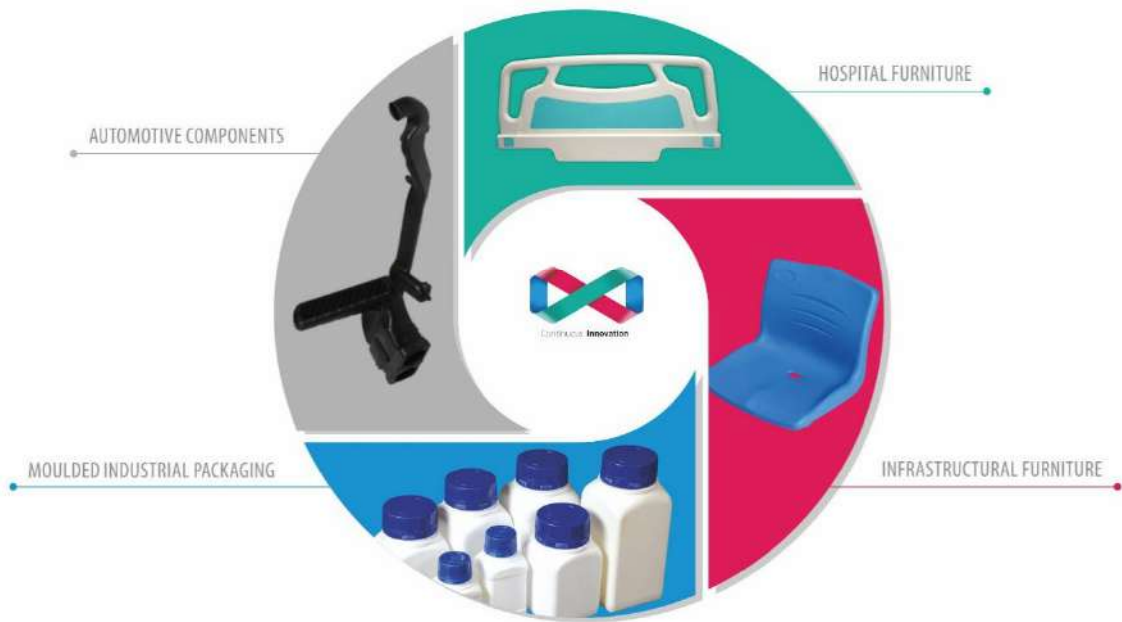




Mitsu Chem Plast Limited

(Formerly known as Mitsu Chem Pvt. Ltd.)

BLOW MOLDING | INJECTION MOLDING | CUSTOM MOLDING



CUSTOMISED INNOVATION. INFINITE POSSIBILITIES.

NOTICE OF EXTRA-ORDINARY GENERAL MEETING



MITSU CHEM PLAST LIMITED

CIN: L25111MH1988PLC048925

Regd. Office: 329, Gala Complex, 3rd Floor, Din Dayal Upadhyay Marg,
Mulund (W), Mumbai - 400080;

Tel No.:+91 – 022-2592 0055; **Fax No.:** +91 – 022-2592 0077;

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

NOTICE TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF MEMBERS OF MITSU CHEM PLAST LIMITED WILL BE HELD ON TUESDAY, OCTOBER 31ST, 2017 AT 4.00 P.M. AT 329, GALA COMPLEX, 3RD FLOOR, DIN DAYAL UPADHYAY MARG, MULUND (W), MUMBAI - 400080 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. ISSUE OF EQUITY SHARES AND EQUITY SHARE WARRANTS ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the “Act”) read with provisions of Chapter VII – “Preferential Issue” of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (hereinafter referred to as the “ICDR Regulations”), (including any statutory modification thereto or reenactment thereof for the time being in force) and the provisions of any rules / regulations / guidelines issued / framed by the Central Government, Reserve Bank of India and Stock Exchange, relevant enabling provisions of Memorandum and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to all such approval(s), consent(s), permission(s) and / or sanction(s) as may be required by law from Government of India, SEBI, Stock Exchange, and any other appropriate Authority, Institution or Body and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them while granting such approval(s), consent(s), permission(s) and / or sanction(s) which may be agreed to by Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board of Directors of the Company to create, offer, issue, and allot up to 3,55,200 (Three Lakhs Fifty Five Thousand and Two Hundred) fully paid-up Equity shares of the Company having face value of Rs. 10/- (Rupees Ten only) each and up to 1,44,000 (One Lakh Forty Four Thousand) Equity

Share Warrants, at a premium of Rs. 155/- (Rupees One Hundred & Fifty Five Only) per Equity Share and Equity Share Warrants, calculated in accordance with Regulation 76 of the ICDR Regulations and applicable law, to persons / entities as mentioned in the below table (hereinafter referred to as the “Proposed Allotees”) whether they are Shareholders of the Company or not, by way of a preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

Equity Shares:

Sr. No.	Name of the Proposed Allotees	Category	No. of Shares proposed to be allotted
1	Monil Chheda HUF Ultimate Beneficial Owner – Monil Chheda	Public	14,400
2	Sanket Chheda HUF <i>Ultimate Beneficial Owner – Sanket Chheda</i>	Public	15,600
3	Nalin Chheda HUF Ultimate Beneficial Owner – Nalin Chheda	Public	3,600
4	Monil Chheda	Public	4,800
5	Sanket Chheda	Public	3,600
6	Naresh Shah	Public	15,600
7	Nandita Shah	Public	14,400
8	Jaisukh Sanghvi	Public	8,400
9	Jaisukh Sanghvi HUF Ultimate Beneficial Owner – Jaisukh Sanghvi	Public	7,200
10	Rahul Sanghvi	Public	8,400
11	Pooja Sanghvi	Public	7,200
12	Sanjay Solanki	Public	4,800
13	Renu Solanki	Public	4,800
14	Amritlal Solanki	Public	4,800
15	Kamlesh Solanki	Public	4,800
16	Nirav Dholakiya	Public	28,800
17	Rajesh Nagda	Public	18,000
18	Saryu Nagda	Public	21,600
19	Jiger Nagda	Public	18,000

Sr. No.	Name of the Proposed Allotees	Category	No. of Shares proposed to be allotted
20	Deepal Nagda	Public	3,600
21	Jayesh Nagda	Public	12,000
22	Rajula Nagda	Public	21,600
23	Varun Nagda	Public	12,000
24	Vallari Nagda	Public	12,000
25	Vrushti Nagda	Public	3,600
26	Hemant Maru	Public	10,800
27	Hansraj Maru	Public	12,000
28	Vijay Nisar	Public	7,200
29	Bharat Nisar	Public	7,200
30	Vijay Haria	Public	9,600
31	Praful Haria	Public	2,400
32	Kaushal Haria	Public	2,400
33	Pratit Shah	Public	9,600
34	Rajni Shah	Public	10,800
35	Hitesh Ajmera	Public	9,600
TOTAL			3,55,200

Equity Share Warrants:

Sr. No.	Name of the Proposed Allotees	Category	No. of Equity Share Warrants proposed to be allotted
1	Vimlaben Dedhia	Promoter	28,800
2	Lilavati Dedhia	Promoter	28,800
3	Jagdish Dedhia	Promoter	20,400
4	Ameeta Dedhia	Promoter	8,400
5	Sanjay Dedhia	Promoter	20,400
6	Jigna Dedhia	Promoter	8,400
7	Manish Dedhia	Promoter	20,400
8	Jalpa Dedhia	Promoter	8,400
TOTAL			1,44,000

RESOLVED FURTHER THAT the members hereby approve the issuance of a private placement offer letter (Form PAS- 4) to the aforesaid allottees in connection with the issue and allotment of the Equity Shares and Equity Share Warrants.

RESOLVED FURTHER THAT in accordance with Regulation 71 of the ICDR Regulations, the “Relevant Date”, for determining the minimum price for issue of Equity Shares & Equity Share Warrants being issued to the Proposed Allottees, on a preferential basis, is September 29, 2017.

RESOLVED FURTHER THAT the aforesaid issue of the Warrants shall be on the following terms:

- In accordance with the provisions of Chapter VII of SEBI ICDR Regulations, 25% (Twenty Five Percent) of the consideration payable for the Warrants (and the Equity Shares into which they are converted), shall be paid by the Warrant Holder to the Company upfront i.e. on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy Five Percent) shall be paid at the time of allotment of Equity Shares pursuant to exercise of option against each such Warrant.
- The tenure of Warrants shall not exceed 18 (Eighteen) months from the date of allotment of the warrants.
- The Warrant Holder shall be entitled to exercise any or all of the warrants in one or more tranches by way of a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of shares to the Warrant Holder.
- If the entitlement against the Warrants to apply for the Equity Shares is not exercised within the aforesaid period of 18 (Eighteen) months, the entitlement of the Warrant holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire (and any amount paid on such Warrants shall stand forfeited).
- In the event that the Company completes any form of capital restructuring prior to the conversion of the Warrants, then, the number of Equity Shares that each Warrant converts into and the price payable for such Equity Shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, Warrant Holder: (i) receives such number of Equity Shares that Warrant Holder would have been entitled to receive; and (ii) pays such consideration for such Equity Shares to the Company which Warrant Holder would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring.
- Upon exercise by Warrant Holder of the Warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to Warrant Holder, evidence of the credit of the Equity Shares to the depository account of Warrant Holder and entering the name of Warrant Holder in the records of the Company (including in the Register of Members of the Company) as the registered owner of such Equity Shares.

- The amount paid on issue of warrants shall be forfeited if the warrants are not exercised within a period of 18 months from the date of issue of warrants.
- The Warrants by itself until exercised and Equity Shares allotted, does not give to the Warrant Holder thereof any rights with respect to that of a shareholder of the Company.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Proposed Allottees, the aforesaid Equity Shares and Warrants allotted in terms of this resolution and the resultant Equity Shares arising on exercise of rights attached to such Warrants shall be subject to lock-in requirements as per the provisions of Chapter VII of the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Equity Shares and Equity Shares allotted on exercise of warrants in terms of this resolution shall rank pari passu in all respects (including as to entitlement to voting powers and dividend) with the then existing fully paid-up Equity Shares of face value of Rs. 10/- each of the Company, subject to the relevant provisions contained in the Articles of Association of the Company.

RESOLVED FURTHER THAT the allotment of Equity Shares and Warrants pursuant to this resolution shall be completed within a period of 15 (Fifteen) days from the date of passing of the Resolutions. Provided that where any approval or permission by any regulatory authority or the Central Government for allotment is pending, the allotment will be made within 15 (Fifteen) days from the date of such approval(s) or permission(s), as the case maybe.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director(s) / Committee of Director(s) or any other Officer or Officers of the Company to give effect to the aforesaid resolution including to execute any document on behalf of the Company and to represent the Company before any appropriate authorities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or the committee thereof be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to authorized representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations, listing of the Equity Shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to Government of India, SEBI, Stock Exchange etc. and such other approvals, if require and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the Equity Shares, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Shareholders or otherwise with the intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By Order of the Board of Directors

Date: October 03, 2017

Place: Mumbai

sd/-
Jagdish Dedhia
Chairman & Whole -Time Director
DIN: 01639945

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (Act), in respect of the business as set out in the Notice is annexed hereto.
2. This Notice is being to members of the Company as appearing in Register of Members.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT AN EXTRA ORDINARY GENERAL MEETING (EGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS / AUTHORITY, AS APPLICABLE. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE BLANK PROXY FORM IS ENCLOSED.**
4. Members / Proxy Holder / Authorised Representative are requested to bring duly filled Attendance Slip enclosed herewith along with their copy of the Notice to attend the Meeting.
5. Electronic copy of the Notice of the Extraordinary General Meeting of the Company inter alia indicating the process and manner of e-voting alongwith the Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the aforesaid documents are being sent in the permitted mode.
6. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.
7. Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.

8. Relevant documents referred to in the Notice, statutory registers and the Statement pursuant to Section 102(1) of the Companies Act, 2013 will be available for inspection by the members at the Registered Office of the Company during normal business hours on working days. Members desiring to seek information with respect to the businesses in this notice are requested to send their queries at least seven days before the date of the meeting so that the information can be made available at the meeting.
9. A route map showing directions to reach the venue of the meeting is given in this Notice.
10. Once the vote on a resolution is cast by the member, the member shall not allowed to change it subsequently. Further, members who have casted their vote electronically shall not vote by way of poll, if held at the meeting. To provide an opportunity to vote at the meeting to the shareholders, who have not exercised the remote e-voting facility, shall be provided ballot papers before the commencement of the meeting. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
11. Member holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / RTA viz. Bigshare Services Private Limited.
12. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are therefore, requested to submit their PAN to their Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form and submit their PAN to the Company / Bigshare Services Private Limited.
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including annual report, notices, circulars, etc. from the Company electronically.

14. Voting through electronic means

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

The Instruction for Members for voting electronically is as under:

- (i) The voting period begins on Saturday, 28th October, 2017 and ends on Monday, 30th October, 2017. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday 23rd October, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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. 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.
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"> 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 (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the “Mitsu Chem Plast Limited” on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Other Instructions:

- i. The Members who have not casted their vote by remote e-voting prior to the Extra-Ordinary General Meeting (“EGM”) can exercise their voting rights at the EGM. The Members who have already exercised their right to vote by remote e-voting may attend the EGM but shall not be entitled to vote at the EGM. If a Member casts vote again at the EGM, then votes casts through remote e-voting facility shall prevail and voting at the Meeting will be treated invalid.
- ii. The Voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, Monday, October 23rd, 2017.
- iii. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Ownership maintained by the RTA/Depositories, as the case may be, as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the EGM. 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 EGM and should treat this Notice for information purpose only. Any person, who becomes Member of the Company after dispatch of the Notice and holding shares as of the cutoff date, may obtain the login ID and password by sending a request to CDSL at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- iv. Mr. Haresh Sanghvi of H. P. Sanghvi & Co., Practicing Company Secretaries (Membership No. 2259) has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the voting process (electronically or otherwise) in a fair and transparent manner.

- v. The Chairman shall, at the EGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of polling paper for all those Members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- vi. The Scrutinizer shall, after the conclusion of voting at the EGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the EGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- vii. The Results declared along-with the Scrutinizer's Report shall be placed on the Company's website www.mitsuchem.com and on the website of CDSL www.cdslindia.com within 48 hours of passing of the resolutions at the Extra-Ordinary General Meeting of the Company and shall be communicated to BSE Limited, where the shares of the Company are listed.

All queries relating to Share Transfer and allied subjects should be addressed to:

Bigshare Services Private Limited

1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (E), Mumbai – 400 059.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS:

The following Statement sets out all material facts relating to the Special Business mentioned in the companying Notice:

ITEM NO. 1:

The growing business of your Company requires funds for its various requirements. Your Company thinks that one way of achieving this would be through the preferential allotment of Equity Shares and Equity Share Warrants. The Board of Directors at their meeting held on Tuesday, October 03, 2017 has considered & approved to issue up to 3,55,200 (Three Lakhs Fifty Five Thousand and Two Hundred) fully paid-up Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten only) each and up to 1,44,000 (One Lakh Forty Four Thousand) Equity Share Warrants at a premium of Rs. 155/- (Rupees One Hundred & Fifty Five Only) per Equity Share and Equity Share Warrants.

Therefore, in terms of Section 62(1)(c) & Section 42 of the Companies Act, 2013 and Rules made thereunder (the “Act”), a company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 62(1)(c) of the Companies Act, 2013 read with provisions of Chapter VII – “Preferential Issue” of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “ICDR Regulations”), as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations.

Accordingly, the Company proposes to issue and allot up to 3,55,200 (Three Lakhs Fifty Five Thousand and Two Hundred) fully paid-up Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten only) each and up to 1,44,000 (One Lakh Forty Four Thousand) Equity Share Warrants, at a premium of Rs. 155/- (Rupees One Hundred & Fifty Five Only) per Equity Share and Equity Share Warrants calculated in accordance with Regulation 76 of the ICDR Regulations and applicable law, to the Proposed Allottees as mentioned below.

The following details of the proposed preferential issue of the Equity Shares and Equity Share Warrants are disclosed in accordance with the provisions of the Act and the ICDR Regulations, as amended from time to time:

1) The object / purpose of the preferential issue:

The proceeds of the preferential issue of Equity Shares and Equity Share Warrants will be used by the Company for the upcoming project at Khopoli, Working Capital (including certain repayment of loan to the Promoter Group to the extent of Rs. 250.00 Lakhs) and other general corporate purposes as may be approved by the Board.

2) The total number of Equity Shares and Equity Share Warrants or other securities to be issued:

The Board intends to offer, issue and allot up to 3,55,200 (Three Lakhs Fifty Five Thousand and Two Hundred) fully paid-up Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten only) each and up to 1,44,000 (One Lakh Forty Four Thousand) Equity Share Warrants, at a premium of Rs. 155/- (Rupees One Hundred & Fifty Five Only) per Equity Share and Equity Share Warrants calculated in accordance with Regulation 76 of the ICDR Regulations and applicable law.

3) The price or price band at within which the allotment is proposed:

The issue price is Rs. 165/- (Rupees One Hundred & Sixty Five Only) per Equity Share and Equity Share Warrant calculated in accordance with Regulation 76 of the ICDR Regulations and applicable law.

4) Basis on which the price has been arrived at along with report of the registered valuer:

In accordance with Regulation 76, Chapter VII of SEBI ICDR Regulations, the Equity Shares and the Equity Share Warrants to be issued and allotted on a preferential basis shall be made at a price not less than the higher of the following:

i) The average of the weekly high and low of the volume weighted average prices of the related Equity Shares quoted on the recognized stock exchange during twenty six weeks preceding the Relevant Date; or ii) The average of the weekly high and low of the volume weighted average prices of the related shares quoted on a recognized stock exchange during two weeks preceding the Relevant Date.

Accordingly, 3,55,200 (Three Lakhs Fifty Five Thousand and Two Hundred) fully paid-up Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten) each and up to 1,44,000 (One Lakh Forty Four Thousand) Equity Share Warrants, at a premium of Rs. 155/- (Rupees One Hundred & Fifty Five Only) per Equity Share and Equity Share Warrants calculated in accordance with Regulation 76 of the ICDR Regulations and applicable law.

5) Relevant date with reference to which the price has been arrived at:

The Relevant Date as per the SEBI (ICDR) Regulations for the determination of the price per Equity Share and Equity Share Warrant to be issued on preferential basis is fixed as September 29, 2017.

6) The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees as mentioned at point no. 9 below.

7) The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential issue:

Except Mr. Jagdish Dedhia, Mr. Sanjay Dedhia, Mr. Manish Dedhia, Mrs. Ameeta Dedhia and their respective relatives, none of the Directors or Key Managerial Personnel of the Company intends to subscribe to the proposed preferential issue.

8) Proposed time within which the allotment shall be completed:

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of Securities i.e. Equity Shares and Equity Share Warrants on or before the expiry of 15 (Fifteen) days from the date of passing of this resolution by the Shareholders or where allotment of securities i.e. Equity Shares and Equity Share Warrants require any approval(s) from any regulatory authority or the Central Government, the said allotment will be completed within 15 days from the date of such approval(s) as the case may be.

9) The identity of the Proposed Allottees, maximum number of Equity Shares proposed to be issued and the percentage of post issue capital that may be held by the Proposed Allottees:

Details of the Proposed Allottees:

Sr. No	Proposed Allottees	Cate-gory	Maximum no. of Equity Shares / Equity Share Warrants	Amount (Rs. in Lakhs)	Pre-Issue shareholding		Post-Issue shareholding (Including Equity Share Warrants)	
					No. of shares	%	No. of shares	%
1	Monil Chheda HUF <i>Ultimate Beneficial Owner – Monil Chheda</i>	Public	14,400	23.76	Nil	-	14,400	0.36%
2	Sanket Chheda HUF <i>Ultimate Beneficial Owner – Sanket Chheda</i>	Public	15,600	25.74	Nil	-	15,600	0.39%
3	Nalin Chheda HUF	Public	3,600	5.94	Nil	-	3,600	0.09%

Sr. No	Proposed Allottees	Cate-gory	Maximum no. of Equity Shares / Equity Share Warrants	Amount (Rs. in Lakhs)	Pre-Issue shareholding		Post-Issue shareholding (Including Equity Share Warrants)	
					No. of shares	%	No. of shares	%
	<i>Ultimate Beneficial Owner - Nalin Chheda</i>							
4	Monil Chheda	Public	4,800	7.92	Nil	-	4,800	0.12%
5	Sanket Chheda	Public	3,600	5.94	Nil	-	3,600	0.09%
6	Naresh Shah	Public	15,600	25.74	Nil	-	15,600	0.39%
7	Nandita Shah	Public	14,400	23.76	Nil	-	14,400	0.36%
8	Jaisukh Sanghvi	Public	8,400	13.86	Nil	-	8,400	0.21%
9	Jaisukh Sanghvi HUF <i>Ultimate Beneficial Owner – Jaisukh Sanghvi</i>	Public	7,200	11.88	Nil	-	7,200	0.18%
10	Rahul Sanghvi	Public	8,400	13.86	Nil	-	8,400	0.21%
11	Pooja Sanghvi	Public	7,200	11.88	Nil	-	7,200	0.18%
12	Sanjay Solanki	Public	4,800	7.92	Nil	-	4,800	0.12%
13	Renu Solanki	Public	4,800	7.92	Nil	-	4,800	0.12%
14	Amritlal Solanki	Public	4,800	7.92	Nil	-	4,800	0.12%
15	Kamlesh Solanki	Public	4,800	7.92	Nil	-	4,800	0.12%
16	Nirav Dholakiya	Public	28,800	47.52	Nil	-	28,800	0.72%
17	Rajesh Nagda	Public	18,000	29.7	Nil	-	18,000	0.45%
18	Saryu Nagda	Public	21,600	35.64	Nil	-	21,600	0.54%
19	Jiger Nagda	Public	18,000	29.7	Nil	-	18,000	0.45%
20	Deepal Nagda	Public	3,600	5.94	Nil	-	3,600	0.09%

Sr. No	Proposed Allottees	Cate-gory	Maximum no. of Equity Shares / Equity Share Warrants	Amount (Rs. in Lakhs)	Pre-Issue shareholding		Post-Issue shareholding (Including Equity Share Warrants)	
					No. of shares	%	No. of shares	%
21	Jayesh Nagda	Public	12,000	19.8	Nil	-	12,000	0.30%
22	Rajula Nagda	Public	21,600	35.64	Nil	-	21,600	0.54%
23	Varun Nagda	Public	12,000	19.8	Nil	-	12,000	0.30%
24	Vallari Nagda	Public	12,000	19.8	Nil	-	12,000	0.30%
25	Vrushti Nagda	Public	3,600	5.94	Nil	-	3,600	0.09%
26	Hemant Maru	Public	10,800	17.82	51,600	1.46%	62,400	1.55%
27	Hansraj Maru	Public	12,000	19.8	52,800	1.50%	64,800	1.61%
28	Vijay Nisar	Public	7,200	11.88	Nil	-	7,200	0.18%
29	Bharat Nisar	Public	7,200	11.88	Nil	-	7,200	0.18%
30	Vijay Haria	Public	9,600	15.84	Nil	-	9,600	0.24%
31	Praful Haria	Public	2,400	3.96	Nil	-	2,400	0.06%
32	Kaushal Haria	Public	2,400	3.96	Nil	-	2,400	0.06%
33	Pratit Shah	Public	9,600	15.84	1,200	0.03%	10,800	0.27%
34	Rajni Shah	Public	10,800	17.82	Nil	-	10,800	0.27%
35	Hitesh Ajmera	Public	9,600	15.84	2,400	0.07%	12,000	0.30%
36	Vimlaben Dedhia	Promoter	28,800	47.52	5,04,840	14.32%	5,33,640	13.26%
37	Lilavati Dedhia	Promoter	28,800	47.52	5,04,840	14.32%	5,33,640	13.26%
38	Jagdish Dedhia	Promoter	20,400	33.66	3,68,963	10.47%	3,89,363	9.68%
39	Ameeta Dedhia	Promoter	8,400	13.86	1,35,877	3.85%	1,44,277	3.59%
40	Sanjay Dedhia	Promoter	20,400	33.66	3,70,574	10.51%	3,90,974	9.72%
41	Jigna Dedhia	Promoter	8,400	13.86	1,34,266	3.81%	1,42,666	3.55%
42	Manish Dedhia	Promoter	20,400	33.66	3,70,574	10.51%	3,90,974	9.72%
43	Jalpa Dedhia	Promoter	8,400	13.86	1,34,266	3.81%	1,42,666	3.55%
Total			4,99,200	823.68	26,32,200	74.67%	31,31,400	77.81%

10) The change in control, if any, in the Company that would occur consequent to the preferential issue:

There will not be any change in control / management, consequent to this preferential issue.

11) The Number of persons to whom allotment on preferential basis has been made during the year in terms of number of securities as well as price:

The Company has not made any preferential issue of securities during the year.

12) Shareholding pattern of the Company pre and post issue:

Sr. No.	Category	Pre Issue Shareholding		Post Issue Shareholding (After Shares Allotment & Exercise of Equity Share Warrants)	
		Total Number of Shares held	%	Total number of shares / Warrants held	%
A	Promoters' holding :				
1	Indian :				
	Individual	25,24,200	71.61%	26,68,200	66.30%
	Bodies Corporate	-	-	-	-
	Sub Total	25,24,200	71.61%	26,68,200	66.30%
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	25,24,200	71.61%	26,68,200	66.30%
B	Non Promoters' holding:				
1	Institutional Investors	-	-	-	-
2	Non Institution:				
	Bodies Corporate	4,57,200	12.97%	4,57,200	11.36%
	Directors and Relatives	-	-	-	-
	Indian Public	4,63,196	13.14%	8,18,396	20.34%
	Others (Including NRIs)	80,404	2.28%	80,404	2.00%
	Sub Total (B)	10,00,800	28.39%	13,56,000	33.70%

Sr. No.	Category	Pre Issue Shareholding		Post Issue Shareholding (After Shares Allotment & Exercise of Equity Share Warrants)	
		Total Number of Shares held	%	Total number of shares / Warrants held	%
	Grand Total (A+B)	35,25,000	100.00%	40,24,200	100.00%

13) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: – Not Applicable

14) Undertaking to recomputed price: – Not Applicable

15) Undertaking to put under lock-in till the recomputed price is paid: – Not Applicable

16) Certificate from Statutory Auditor:

A copy of the certificate from Statutory Auditor certifying that the issue is being made in accordance with the requirements of ICDR Regulations shall be made available for inspection on any working day between 11.00 a.m. to 01.00 p.m. after the Relevant Date and upto the date of Extra Ordinary General Meeting.

17) Lock-in Period:

The securities allotted i.e Equity Shares and Equity Share Warrants to Proposed Allottee shall be locked in as per Regulation 78 and other applicable provisions of ICDR Regulations. The consent of the Shareholders is sought for the issue of Equity Shares and Equity Share Warrants in terms of Section 62(1)(c) and other applicable provisions, if any, of the Act and in terms of the provisions of the ICDR Regulations and the Listing Agreements entered into by the Company with the stock exchange, where the Company's Equity Shares are listed.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Item No.1 of the accompanying Notice.

Except Mr. Jagdish Dedhia, Mr. Sanjay Dedhia, Mr. Manish Dedhia, Mrs. Ameeta Dedhia and their respective relatives, none of the Directors, Manager, Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested in the aforesaid resolutions.

By Order of the Board of Directors

Date: October 03, 2017

Place: Mumbai

sd/-
Jagdish Dedhia
Chairman & Whole -Time Director
DIN: 01639945

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MITSU CHEM PLAST LIMITED

CIN: L25111MH1988PLC048925

Regd. Office: 329, Gala Complex, 3rd Floor, Din Dayal Upadhyay Marg,
Mulund (W), Mumbai - 400080;

Tel No.:+91 – 022-2592 0055; Fax No.: +91 – 022-2592 0077;

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

ATTENDANCE SLIP (To be presented at the entrance)

DP ID No	Regd. Folio No	Client ID No	No. of shares held

Name: _____

Address: _____

Name of Proxy: _____

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

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

I hereby record my presence at EXTRA ORDINARY GENERAL MEETING of the MITSU CHEM PLAST LIMITED, held on Tuesday, 31st day of October, 2017 at 04.00 p.m. at 329, Gala Complex, 3rd Floor, Din Dayal Upadhyay Marg, Mulund (W) Mumbai-400080.

Member's/ Proxy's name in BLOCK

Letters Signature of Member/Proxy

NOTES:

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



MITSU CHEM PLAST LIMITED

CIN: L25111MH1988PLC048925

Regd. Office: 329, Gala Complex, 3rd Floor, Din Dayal Upadhyay Marg, Mulund (W) Mumbai-400080

Ph No: +91-22-2592 0055; **Fax No.:** +91 – 22-2592 0077

Email: investor@mitsu-chem.com; **Website:** www.mitsu-chem.com

PROXY FORM

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

Name of the member(s)	
Registered address	
E-mail ID	
Folio No / Client ID	
DP ID	

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

1 _____ of _____ having
e-mail id _____ or failing him/her

2 _____ of _____ having
e-mail id _____ or failing him/her

3 _____ of _____ having
e-mail id _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Tuesday, the 31st Day of October, 2017 at 4.00 p.m. at 329, Gala Complex, 3rd Floor, Din Dayal Upadhyay Marg, Mulund (W) Mumbai-400080 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Sr. No	Item No (Description)	Type of Resolution	No of Shares held by me	I assent to the resolution (For)	I dissent to the resolution (Against)
	SPECIAL BUSINESS				
1.	Issue of Equity Shares and Equity Share Warrants on Preferential Basis	Special			

Signed thisday of 2017

Signature of shareholder(s):.....

Signature of Proxy holder(s):_

Affix Revenue Stamp of Rs. 1

 (first proxy holder) (second proxy holder) (third proxy holder)

NOTES:

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



MITSU CHEM PLAST LIMITED

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

BALLOT FORM

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

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

I/ We hereby exercise my/ our vote in respect of the following resolution(s) as set out in the Notice of Extraordinary General Meeting (EGM) of Company held on Tuesday, October 31, 2017 at 4:00 P.M. at 329, Gala Complex, 3rd Floor, Din Dayal Upadhyay Marg, Mulund (W), Mumbai – 400 080, which is proposed to be placed for consideration of members at the aforesaid EGM, by recording my/ our assent and/ or dissent to the said Resolution(s) in the following manner:

Sr. No	Item No (Description)	Type of Resolution	No of Shares held by me	I assent to the resolution (For)	I dissent to the resolution (Against)
	SPECIAL BUSINESS				
1.	Issue of Equity Shares and Equity Share Warrants on Preferential Basis	Special			

Place :

Date :

Signature of the Shareholder / Proxy holder/ Authorized Representative

Route Map for the Venue of the Meeting

Venue Address: 329, Gala Complex, 3rd Floor, Din Dayal Upadhyay Marg, Mulund (W),
Mumbai – 400080.

