



## MITSU CHEM PLAST LIMITED

CIN: L25111MH1988PLC048925

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

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

Tel No: 022-25920055 Fax: 022-25920077

### NOTICE OF POSTAL BALLOT

NOTICE is hereby given to the Members of Mitsu Chem Plast Limited (the “Company”) pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Secretarial Standard-2 on general meeting (the “SS-2”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”), for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020 and 39/2020 dated 31 December 2020 (the “MCA Circulars”) in view of COVID-19 pandemic and any other applicable laws and regulations, that the following special business are proposed for consideration by the Members of the Company through Postal Ballot by voting through electronic means only (“e-voting”).

#### Items of Special Business requiring consent of shareholders through Postal Ballot:

1. **Appointment of Mr. Hasmukh Dedhia (DIN 07510925) as an Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and Rules framed thereunder and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Hasmukh Dedhia (DIN 07510925), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. June 1, 2021 and who holds office upto the date of ensuing Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act, signifying the member’s intention to propose Mr. Hasmukh Dedhia’s candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a term upto 5 (five) consecutive years w.e.f. June 1, 2021 to May 31, 2026 and whose office shall not be liable to retire by rotation.”

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

2. **Re- appointment of Mr. Dilip Gosar (DIN: 07514842) as an Independent 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 Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and any other applicable provisions, if any, of the Act and the Rules made thereunder and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Dilip Gosar (DIN 07514842), who holds office of Independent Director up to June 12, 2021 and who has submitted a declaration that he meets with the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, signifying the member’s intention to propose Mr. Dilip Gosar’s candidature for the office of Director and who is eligible to be re-appointed as an Independent Director



of the Company, be and is hereby re-appointed as an Independent Director of the Company, for a second term of five consecutive years w.e.f. June 13, 2021 upto June 12, 2026 and whose office shall not liable to retire by rotation.”

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

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By Order of The Board of Directors  
**FOR MITSU CHEM PLAST LIMITED**

Sd/-

**Jagdish Dedhia**  
**(Chairman & Whole-Time Director)**  
**(DIN:01639945)**

**Place:** Mumbai  
**Date:** May 4, 2021

## NOTES:

1. The explanatory statement pursuant to the provisions of Section 102(1) of the Act read with the relevant Rules made thereunder, setting out material facts is annexed herewith hereto.
2. **In compliance with the MCA Circulars, the Notice along with the instructions regarding e-voting is being sent only by email to all those members,** whose email addresses are registered with the Company or with the depository(ies)/depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e., Friday April 30, 2021. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to the members for this Postal Ballot. For receiving copy of postal ballot notice, members who have not yet registered their email addresses are requested to get their email addresses registered with Bigshare Services Pvt. Ltd, Registrar and Transfer Agent of the Company, on a temporary basis at <https://bigshareonline.com/InvestorRegistration.aspx>.

The Notice shall also be uploaded on the website of the Company at [www.mitsuchem.com](http://www.mitsuchem.com), on the website of National Securities Depository Limited (“NSDL”) at <https://nsdl.co.in/> and on the website of BSE Limited [www.bseindia.com](http://www.bseindia.com). All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice.

3. In compliance with the provisions of Section 108 and Section 110 of the Act and other applicable provisions read with the Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically.
4. The voting rights of the Members shall be reckoned in proportion to their shares of the paid-up equity share capital as on April 30, 2021 (End of Day), being the ‘cut-off date’ fixed for this purpose. Any person who is not a Member as on cut-off date should treat this notice for information purpose only.
5. The voting period will commence from Monday, May 10, 2021, IST at 9.00 a.m. and end on Tuesday, June 8, 2021, IST at 5.00 p.m. The e-voting module shall be disabled by NSDL for voting thereafter.
6. The Company has appointed Ms. Shreya Shah (Membership No. A39409, CP No. 15859), Practicing Company Secretary, as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.
7. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any person authorized by him. The results of the e-voting by Postal Ballot will be announced not later than 48 hours of the conclusion of the e-voting i.e. on or before Thursday, June 10, 2021. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Tuesday, June 8, 2021, being the last date specified by the Company for e-voting.
8. The declared results along with the report of Scrutinizer shall be intimated to BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website at [www.mitsuchem.com](http://www.mitsuchem.com) and on the website of NSDL at <https://nsdl.co.in/>.

## 9. The Instructions for Members for e-voting 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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

### **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 ‘Shareholders’ section.



3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - 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'.
    - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- 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).
  - Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - 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.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.



**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail 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).
2. 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/ 1800-22-44-30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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By Order of The Board of Directors  
**FOR MITSU CHEM PLAST LIMITED**

Sd/-  
**Jagdish Dedhia**  
**(Chairman & Whole-Time Director)**  
**(DIN: 01639945)**

**Place:** Mumbai  
**Date:** May 4, 2021



## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO: 1**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Mr. Hasmukh Dedhia as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") and to hold office as an Independent Director of the Company for a tenure of 5 (five) consecutive years w.e.f. June 1, 2021. The Company has received a notice in writing under Section 160(1) of the Act, from a member proposing the candidature of Mr. Hasmukh Dedhia, for the office of Independent Director of the Company.

The Board has received declaration from Mr. Hasmukh Dedhia that he meets the criteria of independence as provided in Section 149(6) of the Act. Mr. Hasmukh Dedhia is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. In the opinion of the Board, he fulfils the conditions for the said appointment as prescribed under the relevant provisions of the Act, relevant Rules made thereunder and the Listing Regulations, from time to time.

Mr. Hasmukh Dedhia has the requisite qualification, skills, experience and expertise in specific functional areas, which are beneficial to the Company. The brief profile of Mr. Hasmukh Dedhia, in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, forms part of this Notice.

The Board considers that Mr. Hasmukh Dedhia's role as an Independent Director would be of immense benefit to the Company. Accordingly, the Board recommends the resolution as set out at Item No.1 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel and/or their relatives thereof are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

### **ITEM NO: 2**

As per the provisions of Section 149(10) of the Companies Act, 2013, an Independent Director can hold office for a term of up to five consecutive years on the Board of a company, and he / she shall be eligible for re-appointment for an additional term of up to five consecutive years, on passing of a Special Resolution by the company. Further, no Independent Director shall hold office for more than two terms of five consecutive years each.

Mr. Dilip Gosar was appointed as an Independent Director of the Company by the members at the Extra Ordinary General Meeting of the Company held on June 14, 2016 for a period of five consecutive years w.e.f. from June 13, 2016. Accordingly, the first term of Mr. Dilip Gosar, as an Independent Director of the Company, is due to expire at the close of business hours on June 12, 2021.

Pursuant to the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company considered and approved the re-appointment of Mr. Dilip Gosar as an Independent Director on the Board of the Company for a second term of five consecutive years w.e.f. June 13, 2021 upto June 12, 2026, subject to the approval of the Members of the Company.

The Board has received declaration from Mr. Dilip Gosar that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Listing Regulations. In terms of Regulation 25(8) of Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Mr. Dilip Gosar has the requisite qualification, skills, experience and expertise in specific functional areas, which are beneficial to the Company. The brief profile of Mr. Dilip Gosar, in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, forms part of this Notice.

The Board recommends the resolution as set out at Item No.2 of the Notice for approval by the Members.

Except for Mr. Dilip Gosar and his relatives, none of the Directors, Key Managerial Personnel and/or their relatives thereof are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

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By Order of The Board of Directors  
FOR MITSU CHEM PLAST LIMITED

Sd/-

**Jagdish Dedhia**  
(Chairman & Whole-Time Director)  
(DIN: 01639945)

**Place:** Mumbai  
**Date:** May 4, 2021

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT**

[Pursuant to Regulation 26(4) & 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	Mr. Hasmukh Dedhia	Mr. Dilip Gosar
Date of Birth	21/06/1955	12/03/1967
Date of First Appointment	01/06/2021	13/06/2016
Qualification	Chartered Accountant	Chartered Accountant
Expertise in specific functional areas	Expertise in Audits, Consultancy and Business Restructuring assignments, Financial Due Diligence etc.	Expertise in the fields of Accounts, Taxation, Audit and Internal controls.
Terms and conditions of appointment or re-appointment	Appointment as Independent Director for a term of five consecutive years, not liable to retire by rotation	Re - appointment as an Independent Director for second term of five consecutive years, not liable to retire by rotation
Directorships in other listed entities as on date of this Notice	None	Sky Gold Limited
Membership of any Committees of other listed entities as on date of this Notice	None	<u>Sky Gold Limited</u> Chairman of Audit Committee and Nomination & Remuneration Committee
No of Equity Shares held in the Company	NIL	NIL
Relationship between directors inter-se	None	None

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(Chairman & Whole-Time Director)  
(DIN: 01639945)

**Place:** Mumbai  
**Date:** May 4, 2021