



NOTICE

Notice is hereby given that the 20th Annual General Meeting of the members of INTEGRATED THERMOPLASTICS LIMITED will be held on Tuesday, the 30th September, 2014 at 12.30 P M at the Registered Office of the Company situated at Survey No.375, Manoharabad Village, Toopran Mandal, Medak District - 502 334, Telangana, India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit & Loss Account for the financial year ended March 31, 2014 and the Balance Sheet as at that date and the Director's and Auditor's report thereon.
2. To appoint Auditors and fix their remuneration

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, Mrs. Aravinda Rani Vemuri (DIN: 01241976), in respect of whom the Company has received a notice in writing from a member of the Company under Section 160 of the Companies Act, 2013, signifying the members intension to propose Mrs. Aravinda Rani Vemuri as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

4. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV thereto; Mr. Shaik Chand Basha (DIN: 01242030) who was appointed as Director liable to retire by rotation under erstwhile Companies Act, 1956 and holds office as Independent Director of the Company under clause 49 of the listing agreement with stock exchanges and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years up to 31st March 2019 and that he shall not be liable to retire by rotation.

5. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV thereto; Mr. Sreenivasulu Reddy Angitapalli (DIN: 02956004) who was appointed as Director liable to retire by rotation under erstwhile Companies Act, 1956 and holds office as Independent Director of the Company under clause 49 of the listing agreement with stock exchanges and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years up to 31st March 2019 and that he shall not be liable to retire by rotation.

//By Order of the Board//
for Integrated Thermoplastics Limited

Sd/-
SURESH KUMAR SHASTRY VEMURI
WHOLE TIME DIRECTOR

Place: Hyderabad
Date: 01.09.2014

NOTES:

1. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than forty-eight hours before the meeting.
3. The Register of members and transfer Books of the Company will be closed from 25th September 2014 to 30th September 2014 (both days inclusive).
4. The members are requested to -
 - a) Intimate to the Registrars and Transfer Agents of the Company / Depository Participants changes, if any, in their registered addresses at an early date.
 - b) Quote Ledger Folio/Client ID in all the correspondence.
 - c) Bring the copy of the Annual Report and attendance slip with them to the Annual General Meeting.
5. Members desiring any information as regards accounts are requested to write to the Company at least seven days before the date of the meeting to enable the management to keep the information ready at the meeting.
6. All documents referred to in the notice of AGM and statutory registers are open for inspection at the Registered Office of the Company during office hours on all working days except public holidays up to the date of the Annual General Meeting.
7. The Company pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, is extending e-voting facility for its Members to enable them to cast their vote electronically instead of participating and voting physically in the Annual General Meeting. The Company has appointed Mr. Sivaram Reddy, Practising Company Secretary who in the opinion of the Board is a duly qualified person, as Scrutinizer who will collate the electronic voting process in a fair and transparent manner.
8. The e-voting facility will be available at the link www.evotingindia.com during the voting period.
9. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company / their respective Depository Participants, along with physical copy of the AGM Notice and Annual Report of 2014. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail. Members may also note that the Annual Report of 2014 is available on the Company's website, <http://www.integratedthermo.com>

10. Members are requested to note that the e-voting will open on 25th September, 2014 and shall remain open for 3 days i.e. up to 27th September, 2014. E-voting shall not be allowed beyond 6 p.m on September 27, 2014.
11. The procedure and instructions for e-voting are as follows:
 - i. Open your web browser during the voting period and log on to e-voting website www.evotingindia.com .
 - ii. Click on 'Shareholders' to cast your vote.
 - iii. Now, select "Integrated Thermo Plastics Limited" from the drop down menu and click on "SUBMIT"
 - iv. Enter the login details as given below :

User-ID	For Members holding shares in Demat Form:- a) For NSDL: - 8 Character DP ID followed by 8 Digits Client ID b) For CDSL: - 16 digits beneficiary ID For Members holding shares in Physical Form:- • Folio Number registered with the Company
----------------	---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------
 - v. Next enter the Image Verification as displayed and Click on Login.
 - vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - vii. If you are a first time user follow the steps given below for Login:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated PAN with the Company/Depository Participant are requested to use the first two letters of your name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's (zero) before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend	Bank Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in Demat form will have to mandatorily change their password in the Password Change menu and enter the new password in field provided. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this is the same password which has to be used by the Demat holders for voting on resolutions of any other company in which they are eligible to vote, provided the Company opts for e-voting through CDSL's platform. It is strongly recommended that you shall not share your password with any other person and take utmost care to keep it confidential.
- x. Members holding shares in Demat Form may update their mobile number and e-mail ID in the user profile details which will be used for sending the revised password in case the Member forgets the password and wants to reset it.
- xi. Members holding shares in Demat Form who have already voted on an earlier instance of e-Voting for any company on www.evotingindia.com would have to use their existing User ID, Password and PAN.
- xii. Members holding shares in Physical Form, would have to use the User ID, Password and PAN to vote on resolutions for a particular EVSN only and would be taken directly to the voting screen. Click on the EVSN of Integrated Thermo Plastics Limited to vote.
- xiii. On the voting page, you will see 'Resolution Description' with the options of 'YES/NO' for voting for each of the resolution. Enter the number of shares (which represents number of votes) under YES/NO. The total number of votes in YES and NO taken together should not exceed the total shareholding.
- xiv. Click on the Resolution File Link to view the entire Postal Ballot Notice.
- xv. After voting on the desired resolution(s), click on SUBMIT. A confirmation box stating "If you wish to confirm your vote, click on OK, else to change your vote, click on CANCEL and accordingly modify your vote" would be displayed. Click OK or CANCEL as desired.
- xvi. Once you have voted on a resolution(s), you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on "Click hereto print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xviii. In case you have any queries or issues regarding e-Voting, please contact the Company or its Registrar and Transfer Agent (RTA) or send a mail to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy, please follow all steps from Sl.No. (i) to Sl.No. (xvii) above to cast vote.

- The voting period begins on 25th September, 2014 and shall remain open for 3 days i.e. up to 27th September, 2014. The e-voting module shall be disabled by CDSL for voting thereafter. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date of 29.08.2014, may cast their vote electronically. The Company has appointed Mr. Sivaram Reddy, Practising Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast.
 - 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
12. Please contact Mr. V. Venkata Rao, contact person on 040-23235200 or 9848129662, for any further clarifications on e-voting.
 13. Kindly note that the Shareholders can opt only one mode of voting i.e. either by physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case the Shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
 14. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the e-voting process. The results will be announced at the registered office of the Company.
 15. The results shall be declared on or after the AGM of the Company. The results declared along with the scrutinizer's report shall be placed on the Company's website www.integratedthermo.com and on the website of CDSL www.cdslindia.com within two days from the date of AGM and communicated to Stock Exchanges.

Explanatory statement pursuant to Section 102 of the Companies Act, 2013:

Item No.3 : Appointment of Director

Pursuant to Section 152 of the Companies Act, 2013, the Board of Directors, in a view to expand the Board and comply with the provisions of section 149 & 152 of the Companies Act, 2013, recommended the appointment of Mrs. Aravinda Rani (DIN: 01241976) as the Director of the Company in the ensuing Annual General Meeting. The Company has received a notice in writing pursuant to Sec 160 of the Companies Act, 2013 from a member along with the requisite deposit proposing the candidature of Mrs. Aravinda Rani Vemuri for the office of the Director.

The Company has received consent to act as a director in form DIR-2 and intimation in form DIR-8 to the extent that she is not disqualified under sub section (2) of section 164 of the Companies Act, 2013 from Mrs. Aravinda Rani Vemuri.

Brief Profile of Mrs. Aravinda Rani Vemuri:

Mrs. Aravinda Rani, aged about 33 years, is a graduate in Mechanical Engineering from the prestigious GPREC, Kurnool. An academican by profession now, she is the key founder member of Nandi Academy, an International Standards based school that offers all-round development of students through project based learning, adopting varied curriculum like Exceed, Multiple intelligence techniques etc with CBSE and IGCSE affiliations.

Mrs. V. Aravinda Rani also participates in the day-to-day operational and financial decisions in the Nandi Group of Companies. Her vast experience will be an added advantage to the growth of the company.

The Board recommends the resolution set forth in item number 3 for the approval of the members.

Item No.4 & 5 : Appointment of Independent Directors

Pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, every listed company needs to have at least one-third of the total number of directors as independent directors, who shall hold the office for a term up to 5 consecutive years. The said section further provides that any tenure of Independent Director on the date of commencement of the Companies Act, 2013 i.e. 01.04.2014 shall not be counted as term for aforesaid period of 5 years and also lays down additional criteria for becoming Independent Director of the Company.

Mr. Shaik Chand Basha (DIN: 01242030) and Mr. Sreenivasulureddy Angitapalli (DIN: 02956004) are earlier appointed as Directors liable to retire by rotation under erstwhile Companies Act, 1956 and holds office as Independent Director of the Company under clause 49 of the listing agreement with stock exchanges. They have held the positions as such for more than 5 (five) years.

The Company has received consent to act as a director in form DIR -2 and intimation in form DIR -8 to the extent that they are not disqualified under sub section (2) of section 164 of the Companies Act, 2013 from Mr. Shaik Chand Basha (DIN: 01242030) and Mr. Sreenivasulu Reddy Angitapalli (DIN: 02956004)

The Company has also received declarations from Mr. Shaik Chand Basha (DIN: 01242030) and Mr. Sreenivasulu Reddy Angitapalli (DIN: 02956004) stating that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under Clause 49 of the listing agreement.

The Board of Directors of your Company, after reviewing the declarations submitted by the above Independent Directors, is of the opinion that the said Directors meet the criteria of Independence as per Section 149(6) of the Companies Act, 2013 and the rules made there under and also meet with the requirements of Clause 49 of listing agreements for being Independent Directors on the Board of the Company and are also independent of the management.

The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each, Mr. Shaik Chand Basha (DIN: 01242030) and Mr. Sreenivasulu Reddy Angitapalli (DIN: 02956004) for the office of Directors of the Company.

In view of the same, it is proposed to appoint Mr. Shaik Chand Basha (DIN: 01242030) and Mr. Sreenivasulu Reddy Angitapalli (DIN: 02956004) as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years i.e. upto 31.03.2019 and shall not be liable to retire by rotation during the said period.

Brief resume of Mr. Shaik Chand Basha and Mr. Sreenivasulu Reddy Angitapalli, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships/ chairmanships of Board Committees and shareholding as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided hereunder.

Brief Profile of Mr. Shaik Chand Basha:

Mr. Shaik Chand Basha, aged about 47 Years and is a graduate in commerce. He is having 20 years of experience in Legal, Accounts and Taxation matters.

He is also a Director in public limited Company i.e S.P.Y. Agro Industries Limited.

He is not a member/chairman of any board committees of other public companies and he is not holding any equity share in the Company.

Brief Profile of Mr. Sreenivasulu Reddy Angitapalli:

Mr. Sreenivasulureddy Angitapalli is an engineering graduate from S.V. University and has the experience of 10 years in the Software Technology Industry. He is also a Director in one public limited company i.e S.P.Y. Agro Industries Limited.



He is not a member/chairman of any board committees of other public companies and he does not hold any equity share in the Company.

None of the Directors, Key Managerial Personnel or their relatives have concern or interest in the above said resolution.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail the advices/services of Mr. Shaik Chand Basha and Mr. Sreenivasulureddy Angitapalli as independent directors, hence recommends the resolutions set forth in item number 4 and 5 for the approval of the members.

//By Order of the Board//
for Integrated Thermoplastics Limited

Sd/-
SURESH KUMAR SHASTRY VEMURI
WHOLE TIME DIRECTOR

Place: Hyderabad
Date: 01.09.2014