



NATIONAL PLASTIC INDUSTRIES LIMITED

Corporate Office - 213, 214 & 215, Second Floor, Hub Town Solaris, N. S. Phadke Marg, Andheri (E), Mumbai - 400 069.
Tel. : 91-22 6766 9999 | Fax: 022-6766 9998 | E-Mail: info@nationalplastic.com | Website: www.nationalplastic.com
CIN No. L 25200MH1987PLC044707

29th August, 2017

To,
Corporate Relationship Department,
Bombay Stock Exchange Limited,
P. J. Towers, Dalal Street,
Fort, Mumbai - 400 001

Scrip code: 526616

Sub: AGM on September 20, 2017

Dear Sir,

Pursuant to Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing the Notice of the 30th Annual General Meeting (AGM) of the Company scheduled to be held on Wednesday, September 20, 2017.

Kindly take the above information on your records and oblige.

Thanking You,

Yours faithfully,
For National Plastic Industries Limited

Company Secretary



NOTICE

Notice is hereby given that the Thirtieth Annual General Meeting of the Members of National Plastic Industries Limited (CIN No. L25200MH1987PLC044707), will be held on Wednesday, 20th September, 2017 at 11.00 a.m. at Hotel Suba Galaxy, N. S. Phadke Road, Off Western Express Highway, Andheri (East), Mumbai - 400 069 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March 2017, the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the year ended 31st March, 2017.
3. To appoint a Director in place of Mr. Ketan V. Parekh (DIN 00432734), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint statutory auditors and fix their remuneration.

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

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), M/s. R. S. Prabhu & Associates, Chartered Accountants (Firm Registration No. 127010W), be and are hereby appointed as the Statutory Auditors of the Company, in place of the retiring Auditors, M/s. Sheth Doctor & Associates, Chartered Accountants, to hold office for a term of five consecutive financial years, from the conclusion of the Thirtieth Annual General Meeting until the conclusion of the Thirty Fifth Annual General Meeting of the Company, subject to ratification of the appointment at every Annual General Meeting and on such remuneration plus applicable tax and reimbursement of out of pocket expenses in connection with the audit as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Harsh P. Parekh (DIN: 06854020) who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Harsh Parekh (DIN: 06854020) as the Whole Time Director of the Company, for a period of 5 (five) years with effect from 1st June, 2017, on terms and conditions including remuneration as set out hereunder with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted/to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Harsh Parekh, in the best interests of the Company and as may be permissible at law, viz.:

1. PERIOD OF APPOINTMENT: 5 (Five) Years from 01.06.2017 to 31.05.2022
2. SALARY: ₹ 1,75,000/- per month.
3. PERQUISITES:

- a) Housing: Free furnished accommodation or HRA of ₹ 35,000/- per month in lieu of company provide accommodation.
 - b) Conveyance Allowance of ₹ 15,000/- per month.
 - c) Leave Travel Concession for self and family, once in a year as per the rules specified by the Company.
 - d) Fees of club other than admission and life membership fee of maximum two clubs.
4. **BENEFITS:**
- a) Contributions to the Provident Fund, Superannuation Fund as per the rules of the Company.
 - b) Gratuity not exceeding half a month salary for each completed year of service.
 - c) A car with chauffeur shall be provided for the Company's business.
 - d) Telephone facility shall be provided at residence, personal long distance on telephone and use of car for private purpose shall be borne by him.
5. The aggregate of the remuneration and perquisites as aforesaid in any Financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act, read with Schedule V of the said Act or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.
6. When in any financial year, during the period of 3 (Three) years in the currency of the term of the Whole Time Director from the effective date of appointment, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Harsh Parekh in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.
7. So long as Mr. Harsh Parekh functions as the Whole Time Director of the Company he shall be subject to retirement by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

**On behalf of the Board of Directors
For NATIONAL PLASTIC INDUSTRIES LIMITED**

**PARESH V. PAREKH
MANAGING DIRECTOR
(DIN 00432673)**

**Place: Mumbai
Date: 10th August, 2017**

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING 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 A PROXY, TO BE EFFECTIVE, MUST BE DULY FILLED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. Further, a member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business to be transacted at the Meeting is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the person seeking re-appointment as Director under Item No. 3 of the Notice is also annexed.
5. The Annual Report will also be available on the website of the Company at www.nationalplastic.com in the Investors section.
6. The Register of Members and the Share Transfer Books shall remain closed from Thursday, 14th September, 2017 to Wednesday, 20th September, 2017 (both days inclusive), for the purpose of payment of Dividend and Annual General Meeting (AGM) of the Company.
7. Subject to the provisions of the Companies Act, 2013 ('the Act'), dividend as recommended by the Board of Directors for the year ended 31st March 2017, if declared at the AGM, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on 13th September, 2017. The final dividend is ₹ 1/- per equity share.
8. All the Members are requested to:
 - i. bring their copies of the Annual Report and the duly filled in Attendance Slip for attending the Annual General Meeting.
 - ii. send their queries with respect to the accounts and operations of the Company at least 10 days in advance so that the required information can be made available at the meeting.
 - iii. address all the correspondence relating to dividends, transfer and transmission of shares, change in their registered address, to the Company's Registrar and Transfer Agents, **Sharex Dynamic (India) Pvt. Ltd.**, Unit 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai - 400072.

Members holding shares in the electronic form are advised to inform change in address and updates of bank account details directly to their respective depository participant(s). We urge the members to utilize the Electronic Clearing System (ECS) for receiving dividends.
 - iv. quote their Folio No. / DP ID and Client ID No. in all their correspondence with the Registrar and Share Transfer Agents.
 - v. intimate Registrar and Share Transfer Agents M/s. Sharex Dynamic (India) Pvt. Ltd. for consolidation of their folios, in case they are having more than one folio.
 - vi. note that no gifts/coupons shall be distributed at the Annual General Meeting.
9. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode as a link to all the Members whose email address is registered with the Company or the Depository Participant(s), unless any Member has requested for the hard copy of the same. For members who have not registered their email address, physical copies of the Notice of AGM, Annual Report and Attendance Slip are being sent in the permitted mode.

10. The route map showing directions to reach the venue of the AGM is set out in the Report.
11. In case of Joint holders attending the meeting, only such joint holder whose name is higher in the order of names will be entitled to vote.

12. VOTING THROUGH ELECTRONIC MEANS:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 17th September, 2017 (9:00 am) and ends on 19th September, 2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "National e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "National e-voting.pdf".
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "National Plastic Industries Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to ashishlalpuria@yahoo.co.in with a copy marked to evoting@nsdl.co.in

NATIONAL PLASTIC INDUSTRIES LIMITED

- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided at the bottom of the Attendance Slip for the AGM
- | <u>EVEN (Remote e-voting Event Number)</u> | <u>USER ID</u> | <u>PASSWORD/PIN</u> |
|---|-----------------------|----------------------------|
|---|-----------------------|----------------------------|
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com.*
- In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).*
- In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).*
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. 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 of 13th September, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 13th September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or investor@nationalplastic.com.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password?" option available on www.evoting.nsd.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.
- XIII. Mrs. Jayshree A. Lalpuria, Practicing Company Secretary (Membership No. 17629) of Jayshree A. Lalpuria & Co. has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will 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 three days of the 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.nationalplastic.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
13. For transfer of shares held in Physical mode the transferee should submit along with the transfer documents copy of PAN Card for registration of transfer request.

14. The Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) have advised all listed companies to mandatorily use the Electronic Clearing Services (ECS) mandate facility wherever possible for payment of dividend to the Members. In view of this stipulation, the Company has implemented the ECS facility. Members holding shares in physical form are requested to provide the Company with ECS details for crediting the future dividend payment directly to their respective bank accounts. The Company shall be able to co-ordinate with the bankers only on receipt of necessary information. The Members holding shares in electronic form may instruct their DP's accordingly.
15. The Securities and Exchange Board of India (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 are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / M/s. Sharex Dynamic (India) Private Limited.
16. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their registered email id, bank details, NECS, Mandates, Nominations, power of attorney etc to their Depository Participants. Changes intimated to the Depository Participants will then be automatically reflected in the Company's records which will help the Company and its Registrar and Transfer Agents, M/s. Sharex Dynamic (India) Private Limited, to provide efficient and better service to the Members. Members holding shares in physical form are requested to advise such changes to the Company's Registrar and Transfer Agents, M/s. Sharex Dynamic (India) Private Limited.
17. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company's Registrar and Transfer Agents, M/s. Sharex Dynamic (India) Private Limited for assistance in this regard.
18. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agents as mentioned above, or the Company Secretary, at the Company's corporate office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules.
19. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 22, 2016 (date of last Annual General Meeting) on the website of the Company (www.nationalplastic.com), as also on the website of the Ministry of Corporate Affairs.
20. For receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically, the members, who have not registered/updated their e-mail address so far, are requested to register/update their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participant. Members who hold their shares in physical form and who are desirous of receiving the communications/documents in electronic form are requested to promptly register their e-mail addresses with the Company.

Please note that as a valued shareholder of the Company, you are always entitled to receive, on request, a printed copy of the Annual Report and all other documents as stated above, free of cost.

**On behalf of the Board of Directors
For NATIONAL PLASTIC INDUSTRIES LIMITED**

**PARESH V. PAREKH
MANAGING DIRECTOR
(DIN 00432673)**

**Place: Mumbai
Date: 10th August, 2017**

ANNEXURE TO THE NOTICE OF THE 30TH ANNUAL GENERAL MEETING

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

In terms of Section 102 of the Companies Act, 2013, the following statement sets out all the material facts relating to Item Nos. 4 to 6 of the Notice dated 10th August 2017:

Item No. 4

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

The Companies Act, 2013 ('the Act') was notified effective 1st April, 2014. Section 139 of the Act lays down the criteria for appointment and mandatory rotation of statutory auditors. Pursuant to Section 139 of the Act and the Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of two terms of five consecutive years. The Rules also lay down the transitional period that can be served by the existing auditors depending on the number of consecutive years for which an audit firm has been functioning as auditor in the same company. The incumbent auditors, M/s. Sheth Doctor & Associates, Chartered Accountants (Firm Registration Number: 124822W) have served the Company for over 10 years before the Act was notified and will be completing the maximum number of transitional period (three years) at the ensuing 30th AGM and hence cannot be re-appointed.

It is proposed to appoint M/s. R. S. Prabhu & Associates, Chartered Accountants (Firm Registration No. 127010W) in place of M/s. Sheth Doctor & Associates, Chartered Accountants as the new statutory auditors of the Company, to hold office from the conclusion of the Thirtieth Annual General meeting until the conclusion of the Thirty fifth Annual General Meeting, subject to approval of members.

M/s. R. S. Prabhu & Associates, Chartered Accountants, have consented to act as auditors of the Company, if appointed, and have intimated that such appointment would be in accordance with the conditions prescribed in Section 139 of the Companies Act, 2013.

The Board recommends the appointment of M/s. R. S. Prabhu & Associates, Chartered Accountants as the Company's statutory auditors.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the passing of the Resolution.

Item Nos. 5 and 6

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, had appointed Mr. Harsh P. Parekh as an Additional Director of the Company with effect from 1st June, 2017 to hold office up to the date of the Annual General Meeting. The Board of Directors of the Company in the same meeting had also appointed Mr. Harsh P. Parekh as the Whole-time Director of the Company, liable to retire by rotation, for a period of 5 (five) years with effect from 1st June, 2017, subject to the approval of the Members of the Company.

Mr. Harsh P. Parekh is a B.Sc. and holds a Masters in global management from Regents College, UK. He has been associated with the Company in the past in various positions including Marketing Advisor and Chief Financial Officer of the Company. He has been handling the business operations of the Nellore unit of the Company since the past five years. He had been involved in the setting up of the Nellore division of the Company which deals in plastic flooring products and has presence pan India. Prior to starting his career at National Plastic Industries Limited, he has been associated as an intern with companies like Parle Agro and Keter (Israel) and has acquired practical experience in the area of Marketing and Product development. He has experience in general Business administration. In 2015, Mr. Harsh P. Parekh took over as the Chief Financial Officer of the Company. At the Company, he has been involved in several activities, such as, setting up of the new division of the Company at Nellore, project development and evaluating new avenues for product development.

He is currently not holding any Directorships.

He holds 3,26,500 equity shares of the Company.

He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given his consent to act as a Director of the Company.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 (the "Act") signifying his intention to propose the appointment of Mr. Harsh P. Parekh as a Director of the Company.

The remuneration and other terms and conditions of Mr. Harsh P. Parekh's appointment as Whole-time Director as set out in the resolution is subject to your approval.

This explanatory statement and the resolution as set out in item no. 6 may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Mr. Harsh P. Parekh may be deemed to be concerned or interested, financially or otherwise, to the extent of the aforesaid shareholding in respect of his appointment as a Director. Mr. Paresh V. Parekh, Managing Director and Mr. Ketan V. Parekh, Joint Managing Director who are relatives of Mr. Harsh Parekh, and their other relatives, to the extent of their shareholding in the Company, may be deemed to be concerned or interested in the appointment of Mr. Harsh P. Parekh.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financial or otherwise, in the resolution set out at Item Nos. 5 and 6 of the Notice.

The Board of Directors recommends the resolutions set out in item nos. 5 and 6 of this Notice, for the approval of the members of the Company.

**On behalf of the Board of Directors
For NATIONAL PLASTIC INDUSTRIES LIMITED**

**PARESH V. PAREKH
MANAGING DIRECTOR
(DIN 00432673)**

**Place: Mumbai
Date: 10th August, 2017**

Details of Director seeking appointment / re-appointment at the Annual General Meeting

Name of the Director	Mr. Ketan V. Parekh	Mr. Harsh P. Parekh
Date of Birth	January 14, 1968	August 10, 1988
DIN	00432734	06854020
Date of Appointment	May 10, 1993	June 1, 2017
Qualification	Business Management Graduate from U.S.A.	B.Sc., Masters in Global Management from Regents College, UK
Expertise in specific functional areas	Expertise in Management & Production. He has over 20 years of experience in corporate management. As a Joint Managing Director, he is responsible for the day to day operations and overseeing the production activity of the Company.	Expertise in Marketing and Project Development.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	Nil	Nil
Memberships/Chairmanships of committees of other public companies	Nil	Nil
Number of shares held in the Company	834,500	326,500

NATIONAL PLASTIC INDUSTRIES LIMITED

NATIONAL PLASTIC INDUSTRIES LIMITED

CIN No.: L25200MH1987PLC044707

Registered Office: A-59, MIDC, Road No. 1, Marol, Andheri (East), Mumbai – 400 093.

Corporate Office: Office No. 213,214 & 215, 2nd Floor, Hubtown Solaris,

N. S. Phadke Marg, Andheri (East), Mumbai - 400069

Email: info@nationalplastic.com, Website: www.nationalplastic.com

Phone No.: 022 - 67669999 Fax: 022 - 67669998

ATTENDANCE SLIP

(30th Annual General Meeting)

DP ID No. & Client ID No. / Folio No.	
Name and Address of the Shareholder in Block Letters	
Name of the Joint Holder(s), if any (in Block Letters)	
No. of Shares held	
Name of Proxy, if any (in Block Letters)	

I certify that I am a member/proxy of the Company.

I/We hereby record my/our presence at the Thirtieth Annual General Meeting of the Members of National Plastic Industries Limited held on Wednesday, 20th September, 2017 at 11.00 a.m. at Hotel Suba Galaxy, N. S. Phadke Road, Off Western Express Highway, Andheri (East), Mumbai - 400 069 and/or any adjournment thereof.

Member's/ Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the Hall.

NATIONAL PLASTIC INDUSTRIES LIMITED

CIN No.: L25200MH1987PLC044707
 Registered Office: A-59, MIDC, Road No. 1, Marol, Andheri (East), Mumbai – 400 093.
 Corporate Office: Office No. 213, 214 & 215, 2nd Floor, Hubtown Solaris,
 N. S. Phadke Marg, Andheri (East), Mumbai - 400069
 Email: info@nationalplastic.com, Website: www.nationalplastic.com
 Phone No.: 022 - 67669999 Fax: 022 - 67669998

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):	Email ID:
Registered Address:	Folio No. /Client ID:
	DP Id:

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

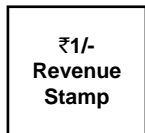
- Name:
Address:
E-mail Id: Signature:..... , or failing him
- Name:
Address:
E-mail Id: Signature:..... , or failing him
- Name:
Address:
E-mail Id: Signature:..... , or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Wednesday, 20th day of September, 2017 at 11.00 a.m. at Hotel Suba Galaxy, N. S. Phadke Road, Off Western Express Highway, Andheri (East), Mumbai - 400 069 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of Resolution	Vote*	
		For	Against
Ordinary Business			
1	Adoption of Financial Statements for the year ended 31 st March, 2017 together with the reports of the Directors' and Auditors' thereon		
2	To declare Final Dividend on Equity Shares for the financial year 2016-17		
3	Re-appointment of Mr. Ketan V. Parekh who retires by rotation		
4	Appointment of M/s. R. S. Prabhu & Associates, Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration		
Special Business			
5	Appointment of Mr. Harsh Parekh as a Director of the Company		
6	Appointment of Mr. Harsh Parekh as the Whole time Director of the Company		

*It is optional to indicate your preference. If you leave the 'for or against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate

Signed this _____ day of _____ 2017
 Signature of Shareholder _____
 Signature of Proxy holder (s) _____



- Note: 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. The form should be signed across the stamp as per specimen signature registered with the Company.
 3. A Proxy need not be a member of the Company.

Disclosure as required under Schedule V of the Companies Act, 2013 is given as under:

I. General Information

Nature of Industry	Plastic
Date or expected date of Commercial Production	Commercial operations commenced in the year 1987
In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.

Financial performance:-

(₹ in Crs)

Particulars	For the year/period ended		
	2014-15	2015-16	2016-17
Total Income	96.38	114.07	112.18
Depreciation	1.79	1.79	2.11
Total Expenses	84.59	95.04	95.11
Net Profit	1.28	1.97	1.06
Paid up Capital	9.13	9.13	9.13
Reserves & Surplus	13.88	14.76	14.72

Foreign Investments or collaborations, if any – There is no direct foreign investment in the Company except to the extent shares held by Foreign Institutional Investors (FII) acquired through secondary market. There is no foreign collaboration in the Company.

II. Information about the Appointee:

	Mr. Harsh Parekh
Background details	As given in the explanatory statement
Past Remuneration (₹ in lacs)	2.25 per month as Chief Financial Officer of the Company
Recognition and Awards	-
Job profile and his suitability	Information given in the explanatory statement
Remuneration proposed	As mentioned in the resolution
Comparative remuneration profile with respect to industry, size of company, profile of the position and person	In the past few years, the remuneration of Senior Executives in the industry in general has gone up manifold. The remuneration proposed to be paid to the Whole-time Director is purely based on qualification, expertise, merit and after perusal of the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Apart from receiving managerial remuneration, he does not have any other pecuniary relationship with the Company. He is related to Mr. Paresh Parekh, Managing Director of the Company

III. Other Information:

Reasons of loss or inadequate profits	Due to economic slowdown and adverse market conditions in view of the government's unprecedented step of demonetization and the subsequent cash crunch, there was lower profitability in plastic industry which is primarily a 'cash' economy.
Steps taken or proposed to be taken for improvement	The Company has initiated certain steps such as better product mix, cost control, borrowing at cheaper rates, and improving efficiency etc. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins.
Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in productivity and undertakes measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms

IV. Disclosure:

The remuneration package of the managerial person is given in the resolution.

**On behalf of the Board of Directors
For NATIONAL PLASTIC INDUSTRIES LIMITED**

**PARESH V. PAREKH
MANAGING DIRECTOR
(DIN 00432673)**

**Place: Mumbai
Date: 10th August, 2017**