

NOTICE

Notice is hereby given that the Twenty Eighth Annual General Meeting of the Members of National Plastic Industries Limited (CIN No. L25200MH1987PLC044707), will be held on Tuesday, 29th September, 2015 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 2015, the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the year ended 31st March, 2015.
3. To appoint Auditors of the Company who shall hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration. The retiring Auditors, M/s. Sheth Doctor & Associates, Chartered Accountants (Registration No. 124822W), are eligible for re-appointment and have given a written certificate as per Section 141 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014.

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 of the Companies Act, 2013 and the rules made thereunder, M/s. Sheth Doctor & Associates, Chartered Accountants (Registration No. 124822W), be and are hereby re-appointed as Statutory Auditor of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on such remuneration as may be mutually determined between the said Auditors and the Board of Directors of the Company.”

SPECIAL BUSINESS

4. 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 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association of the Company be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies, Mumbai.”

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 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013, the approval of the Company be and is hereby accorded to vary the terms of appointment of Mr. Paresh V. Parekh (holding DIN 00432673), Managing Director, by making his office 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 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013, the approval of the Company be and is hereby accorded to vary the terms of appointment of Mr. Ketan V. Parekh (holding DIN 00432734), Joint Managing Director, by making his office liable to retire by rotation.”

7. 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 94 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or enactment thereof for the time being in force), consent of the Company be and is hereby accorded to keep the register of members and index of members - separately for each class of equity and preference shares, register and index of debenture holders, register and index of any other Security holders, Register of Renewed and Duplicate Shares / Debentures / Securities Certificates, Register of Sweat Equity Shares, Register of ESOP, and copies of all annual returns prepared, together with the copies of certificates and documents required to be annexed thereto under Sections 92 of the Act, and other related books at the office of the Company’s Registrar and Transfer Agents viz. Sharex Dynamic (India) Private Limited, situated at, Unit No. 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai - 400 072.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as deem necessary, proper or desirable for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies, Mumbai.”

8. 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 149, 152 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 for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Dilip M. Thaker (holding DIN 00260231), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting of the Company and whose term of office shall not be liable to retirement by rotation.”

9. 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 149, 152 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 for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs. Jyoti M. Palekar (holding DIN 03043009), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th August, 2015 and who holds office till the date of the Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting of the Company and whose term of office shall not be liable to retirement by rotation.”

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

**Place: Mumbai
Date: 14th August, 2015**

**PARESH V. PAREKH
MANAGING DIRECTOR**

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. 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.
4. The Annual Report will also be available on the website of the Company at www.nationalplastic.com in the Investors section.
5. The Register of Members and the Share Transfer Books shall remain closed from Tuesday, 22nd September, 2015 to Tuesday, 29th September, 2015 (both days inclusive), for the purpose of payment of Dividend and Annual General Meeting (AGM) of the Company.
6. Dividend on equity shares as recommended by the Board of Directors for the year ended 31st March 2015, upon declaration at the AGM, will be payable to those eligible Members whose names stand in the Register of Members/Register of Beneficial holders of shares as the case may be for shares held in physical and electronic (demat) form, respectively on 22nd September, 2015.
7. 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. direct all the correspondence relating to 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 and not to the Company.

Members holding shares in the electronic form are advised to inform change in address directly to their respective depository participants.
 - 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.
8. 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.

9. 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 Clause 35B of the Listing Agreement, 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

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- 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 25th September, 2015 (9:00 am) and ends on 28th September, 2015 (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 22nd September, 2015, 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.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. 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
 - 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
 - (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.nsdl.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.

- 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 22nd September, 2015.
- 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. 22nd September, 2015, 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" option available on www.evoting.nsdl.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.
10. 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.
11. 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.
12. 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.
13. 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.

14. 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.
15. Pursuant to Section 205A of the Companies Act, 1956, dividend which remain unpaid or unclaimed for a period of 7 years, will be transferred to Investor Education and Protection Fund (IEPF) of the Central Government. Shareholders, who have not encashed the dividend warrant(s) so far for the Financial Years 2009-2010 onwards, are requested to make their claims to the Company's Registrar and Transfer Agents. It may be noted that once the unclaimed dividend is transferred, on the expiry of seven years from the date of declaration, to the IEPF, as stated herein, no claim shall lie in respect thereof. 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 11, 2014 (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.
16. 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.

ANNEXURE TO THE NOTICE OF THE 28TH ANNUAL GENERAL MEETING

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

Item No. 4

The existing Articles of Association are in line with the erstwhile Companies Act, 1956, which are thus no longer in full conformity with the Companies Act, 2013 ("New Act"). The New Act is now largely in force. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration/deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

The new Articles of Association to be substituted in place of the existing Articles of Association are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

The proposed new draft Articles of Association is being uploaded on the Company's website for perusal by the shareholders.

The copy of the draft Articles of Association shall also be available for inspection between 2.00 p.m. and 4.00 p.m. on any working day excluding Saturday.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Resolution at Item No. 4 for approval of the members as Special Resolution.

Item No. 5 & 6

Mr. Paresh V. Parekh, was, by way of resolution passed at the Annual General Meeting of the Company held on 24th September, 2013 appointed as Managing Director with effect from 1st February, 2013 for a period of 5 (five) years ending on 31st January, 2018.

Mr. Ketan V. Parekh, was, by way of resolution passed at the Annual General Meeting of the Company held on 24th September, 2013 appointed as Joint Managing Director with effect from 1st February, 2013 for a period of 5 (five) years ending on 31st January, 2018.

The provisions of the Companies Act, 2013 including provision in relation to appointment of directors have been notified with effect from 1st April, 2014. In accordance with Section 152(6) of the Companies Act, 2013, the period of office of atleast two-thirds Directors of the Company shall be liable to determination by retirement by rotation. The provisions of Section 152(6) of the Companies Act, 2013 are not applicable to the Independent Directors. Further, the existing Articles of Association of the Company (prior to the proposal for adoption of new set of Articles of Association set out in Item No. 4 of the Notice of this meeting) states that Mr. Paresh V. Parekh and Mr. Ketan V. Parekh are

permanent Directors and hence not liable to retire by rotation. So, to ensure compliance with the provisions of Section 152(6), it is proposed that the terms of appointment of Mr. Paresh V. Parekh and Mr. Ketan V. Parekh be amended to provide that they shall be liable to retire by rotation at the Annual General Meeting of the Company as per the provisions of Section 152(6) of the Companies Act, 2013. The other terms and conditions of their appointment including remuneration approved at the general meeting held on 24th September, 2013 shall remain unchanged.

Mr. Paresh V. Parekh and Mr. Ketan V. Parekh are interested in the resolutions set out respectively at Item Nos. 5 & 6 of the Notice with regard to their respective appointments.

The relatives (including the CFO of the Company, Mr. Harsh Parekh) of Mr. Paresh V. Parekh and Mr. Ketan V. Parekh may be deemed to be interested in the resolutions set out respectively at Item Nos. 5 & 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Resolutions at Item Nos. 5 & 6 of the Notice for approval of the members as Ordinary Resolutions.

Item No. 7

Under the provisions of the Companies Act, 2013, (the "Act") certain documents such as the register of members and index of members - separately for each class of equity and preference shares, register and index of debenture holders, register and index of any other Security holders, Register of Renewed and Duplicate Shares / Debentures / Securities Certificates, Register of Sweat Equity Shares, Register of ESOP, and copies of all annual returns prepared, together with the copies of certificates and documents required to be annexed thereto under Section 92 of the Act, and other related books, are required to be maintained at the registered office of the Company unless a special resolution is passed in a general meeting authorising the keeping of the register at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one-tenth of the total members entered in the register of members reside.

M/s. Sharex Dynamic (India) Private Limited, Mumbai is Company's Registrar and Share Transfer Agent (RTA), situated at Unit No. 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai - 400 072, who have been providing depository related services for the shares / debentures / securities held in demat mode and also acting as the Share Transfer Agent for the shares / debentures / securities held in physical segment.

In view of the enabling provisions of Companies Act, 2013 as explained above, it is proposed to keep the aforementioned Registers and documents at the premises of the R & T Agents as stated in the resolution.

A copy of the proposed resolution is being forwarded in advance to the Registrar of Companies, Mumbai, as required under the said Section 94(1) of the Companies Act, 2013.

Pursuant to the provisions of Section 94(2) of the Companies Act, 2013, the Registers, Indexes, Returns, documents etc. as aforesaid shall be kept open for inspection by the members during the business hours on any working day of the RTA except when the Registers and Books are closed.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives is, in any way, deemed to be concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Resolution at Item No. 7 for approval of the members as Special Resolution.

Item No. 8

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company proposes the appointment of Mr. Dilip M. Thaker as the Independent Director of the Company, for the approval of the members.

Mr. Dilip M. Thaker, aged 60 years, is a Mechanical Engineer from Mumbai University and has over 35 years of working experience. He has worked for 3 years in Deutsche Babcock AG, Oberhausen in Germany. Further, he was also associated with Schuler Group since 1986 and Schuler India Private Limited since 1994.

He was the Managing Director of Schuler India Private Limited since 1997 till the time he ceased to be so in November 2014.

He is currently working as a Management and Investment Consultant.

He is a Committee member of the Indo-German Chamber of Commerce.

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He is also the Chairman of Western Region Council of the Indo-German Chamber of Commerce.

Mr. Dilip M. Thaker is currently not a Director in any Company in India or abroad.

He does not hold any equity shares in 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 proposing the candidature of Mr. Dilip M. Thaker for the office of Director of the Company.

The Company has also received declaration from Mr. Dilip M. Thaker that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Mr. Dilip M. Thaker fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Dilip M. Thaker as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Dilip M. Thaker as an Independent Director. Accordingly, the Board recommends the resolution with respect to appointment of Mr. Dilip M. Thaker as an Independent Director for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting of the Company, for the approval by the shareholders of the Company.

Except Mr. Dilip M. Thaker, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

The Board recommends the resolution for approval of the members as an Ordinary Resolution.

Item No. 9

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 14th August, 2015, appointed Mrs. Jyoti M. Palekar, as an Additional Director of the Company w.e.f. 14th August, 2015.

She holds office upto the date of the ensuing Annual General Meeting pursuant to Section 161 of the Companies Act, 2013.

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 proposing the candidature of Mrs. Jyoti M. Palekar for the office of Director of the Company.

Mrs. Jyoti M. Palekar, aged 52 years, is a Post Graduate in Science and an M. Tech from Centre for Environmental Science and Engineering (CESE), IIT Mumbai and has over 25 years of consulting experience. She is the Co-Founder and Managing Director of Sustainable Technosolutions for Environmental Protection Private Limited (STEP).

As a technical expert, she has worked on diverse assignments involving Industrial Effluent Treatment and Recycle, Municipal Sewage Treatment, Detailed Project Reports for Infrastructure Projects, Environment & Social Impact Assessment Studies (ESIA), Environmental Audits, Due diligence, Resource Management Assignments and Capability Development Programs. She is a life member of National Safety Council, Indian Environmental Association and Bombay Natural History Society.

She does not hold any equity shares in the Company.

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

Further, the Company has also received declaration from Mrs. Jyoti M. Palekar that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Mrs. Jyoti M. Palekar fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mrs. Jyoti M. Palekar as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office

of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Mrs. Jyoti M. Palekar as an Independent Director. Accordingly, the Board recommends the resolution with respect to appointment of Mrs. Jyoti M. Palekar as an Independent Director for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting of the Company, for the approval by the shareholders of the Company.

Except Mrs. Jyoti M. Palekar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9.

The Board recommends the resolution for approval of the members as an Ordinary Resolution.

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

**Place: Mumbai
Date: 14th August, 2015**

**PARESH V. PAREKH
MANAGING DIRECTOR**



NATIONAL PLASTIC INDUSTRIES LIMITED

CIN No.: L25200MH1987PLC044707

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

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

Phone No.: 022 - 67669999 Fax: 022 - 28360422

ATTENDANCE SLIP (28th Annual General Meeting)

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

I/We hereby record my/our presence at the 28th Annual General Meeting of the Company held on 29th September, 2015 at 11.00 a.m. at Hotel Suba Galaxy, N. S. Phadke Road, Off Western Express Highway, Andheri (East), Mumbai – 400 069.

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.

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

Phone No.: 022 - 67669999 Fax: 022 - 28360422

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

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

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

3. 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 28th Annual General Meeting of the Company, to be held on Tuesday, 29th day of September, 2015 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:

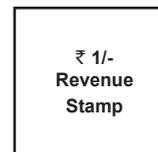
Resolution No.	Description of Resolution	Vote*	
		For	Against
Ordinary Business			
1	Adoption of Financial Statements for the year ended 31 st March, 2015 together with the reports of the Directors' and Auditors' thereon		
2	To declare Final Dividend on Equity Shares for the financial year 2014-15		
3	Appointment of M/s. Sheth Doctor & Associates, Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration		
Special Business			
4	Adopting new draft Articles of Association of the Company		
5	Approval of variation in the terms of appointment of Mr. Paresh Parekh, Managing Director		
6	Approval of variation in the terms of appointment of Mr. Ketan Parekh, Joint Managing Director		
7	Maintenance of the Register of Members and related books at a place other than the Registered Office of the Company.		
8	Appointment of Mr. Dilip M. Thaker as an Independent Director		
9	Appointment of Mrs. Jyoti M. Palekar as an Independent Director (Woman)		

*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 _____ 2015

Signature of Shareholder _____

Signature of Proxy holder (s) _____



Note:

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