

NOTICE

Notice is hereby given that the **Thirty Third Annual General Meeting (33rd AGM)** of the Members of National Plastic Industries Limited (CIN:L25200MH1987PLC044707), will be held on Friday, September 18, 2020 at 3.30 p.m. through Video Conferencing/ Other Audio Visual Means("VC/OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2020 the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ketan Vinod Parekh (DIN: 00432734), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Regulations and schedules and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("SEBI Listing Regulations"), (including any statutory modification(s) or re-enactment for the time being in force) Mr. Bimal Parekh(DIN: 00070178) who was appointed by the Board of directors as an Additional Non Executive Independent Director of the Company with effect from 12th November, 2019 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination an Remuneration Committee, be and is hereby appointed as an Independent Non Executive Director of the Company, who shall hold office for a period of five years from the date of appointment and whose office shall not, henceforth, be liable to retire by rotation.

RESOLVED FURTHER THAT to give effect to this resolution, any one director or Chief Financial Officer or Company Secretary of the Company be and are hereby authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

4. To consider and if thought fit, to pass, 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, approval of the

company be and is hereby accorded for the terms of remuneration payable to, including the remuneration to be paid in event of loss or inadequacy of profits in any financial year during the tenure of Mr. Harsh Parekh (DIN: 06854020) as the Whole Time Director of the Company, for a period of 2 (Two) years with effect from 1st June, 2020, on the terms and conditions, as set out in the explanatory statement annexed to the notice convening this meeting with liberty to the Board of Directors of the Company / Nomination and Remuneration Committee to alter and vary the terms and conditions of the said remuneration, in the best interests of the Company and as may be permissible at law.

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.”

5. To approve the remuneration payable to the cost auditor of the company

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. N. Ritesh & Associates, Cost Accountants (Firms Registration No. R100675) appointed by the Board of Directors as Cost Auditors of the Company to conduct audit of cost records of the Company for the financial year 2020-2021 be paid a remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand only)

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By the order of Board of Directors
For National Plastic Industries Limited**

Sd/-
PARESH VINOD PAREKH
CHAIRMAN
(DIN: 00432673)

Date: 14th August 2020

Place: Mumbai

Registered Office:

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Hubtown Solaris, N. S. Phadke Marg,
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

The following statement sets out all material facts relating to special business mentioned in the Notice.

Item No. 3:

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the Act) and the Articles of Association of the Company, the Board of Directors (the Board) has appointed, Mr. Bimal Parekh as an Additional Non Executive Independent Director of the Company with effect from 12th November, 2019 who would hold office upto the date of the ensuing Annual General Meeting. Further he was also appointed as Independent Director for a period of five years subject to approval of Members of the Company.

Mr. Bimal J. Parekh is a B.Com graduate from Mumbai University. He has over 30 years of experience in Equity Broking, Investment Management and Corporate Finance related activities and possesses invaluable experience in broking house operations, right from marketing to business development and servicing of high net worth individuals and institutional investors.

Brief profile of Mr. Bimal Parekh as stipulated under Regulation 36(3) of the SEBI Listing Regulations is given as an annexure to this Notice.

Mr. Bimal Parekh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. The Company has also received a declaration from Mr. Bimal Parekh stating that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and SEBI Listing Regulations and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

In the opinion of the Board, Mr. Bimal Parekh fulfils the conditions for his appointment as an Independent Director as specified in the Act. Keeping in view his expertise and vast knowledge, it will be in the interest of the Company to appoint Mr. Bimal Parekh as an Independent Director, not liable to retire by rotation. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Copy of the letter of appointment of Mr. Bimal Parekh as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company on all working days (Monday to Friday) during business hours, upto the date of the Annual General Meeting.

Except Mr. Bimal Parekh, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested (financially or otherwise), in this resolution.

The Board recommends the Resolution at Item No. 3 of the accompanying Notice for approval by the Members.

Item No. 4:

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, 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, with the approval of Members in the General Meeting.

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 Eight 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. 4 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.

The Terms and Conditions of remuneration of Mr. Harsh Paresh Parekh as a Whole time Director of the Company are tabled below; viz;

1. PERIOD OF APPOINTMENT: 5 (Five) Years from 01.06.2017 to 31.05.2022
2. SALARY: Rs. 1,75,000/- per month.
3. PERQUISITES:
 - a) Housing: Free furnished accommodation or HRA of Rs. 35,000/- per month in lieu of company provided accommodation.
 - b) Conveyance Allowance of Rs. 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.

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.3, 4 and 5 of the Notice.

Item No. 5:

The Board of Directors of the Company, on the recommendation of the Audit Committee, had approved the appointment and remuneration of M/s N. Ritesh & Associates, Cost Accountants (Firms Registration No. R100675) to conduct the audit of the Cost Records of the Company for the financial year 2020-2021. In terms of provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor along with the reimbursement of expenses incurred towards the audit is required to be approved by the Members of the Company. Accordingly, consent of the Members is sought to approve the remuneration payable to the Cost Auditors.

No Director, Key Managerial Personnel or their relatives, are interested or concerned in the resolution.

The Board recommends the Resolution at Item No. 5 of the accompanying Notice for approval by the Members.

**By the order of Board of Directors
For National Plastic Industries Limited**

**PARESH VINOD PAREKH
CHAIRMAN
(DIN: 00432673)**

Date: 14th August, 2020

Place: Mumbai

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