



NATIONAL PLASTIC INDUSTRIES LIMITED

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E-Mail : info@nationalplastic.com Website : www.nationalplastic.com

CIN No. L25200MH1987PLC044707

Date: 15th September, 2014

Mr. Dhirajlal J. Shanghavi
140, Rajiv Sewri,
Wadala, Scheme road No. 9,
Wadala,
Mumbai-400031

Sub.: Appointment as Non-Executive Independent Director of the Company

Dear Sir,

We are pleased to inform you that the shareholders of the Company at the 27th Annual General Meeting held on 11th September, 2014 have passed the resolution for your appointment as a Non-Executive Independent Director of the Company, pursuant to the provisions of the Companies Act, 2013.

As per the requirements of the Companies Act, 2013, the above is being formalized through this letter of appointment.

This letter of appointment sets out the terms and conditions covering your appointment which are as follows:

1. Appointment

Your appointment as a non-executive Independent Director on the Board of National Plastic Industries Limited will be for a consecutive period of Five (5) years for a term upto 31st March, 2019 and shall take effect from 1st April, 2014, unless terminated earlier.

Your appointment is subject to the provisions of the Companies Act, 2013 regarding appointment, fees, expenses, retirement, disqualification and removal of directors.

You shall not be liable to retire by rotation as per the relevant provisions of the Companies Act, 2013.

Your performance as an Independent Director will be reviewed during your tenure with the Company in accordance with processes agreed by the Board from time to time. You agree to participate in such reviews.

The Company is at liberty to disengage Non Executive Independent Director earlier subject to compliance of relevant provisions of Companies Act, 2013.



2. Role, Duties and Responsibilities

Your role and duties will be those normally required of a Non-Executive Independent Director under the Act and the Listing Agreement. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and the same are specified under Section 166 of the Act. You are expected to perform your duties, whether statutory, fiduciary or common law.

In addition to the above requirements, you are also required to discharge the duties, roles and functions as applicable to Independent Directors as stated under Schedule IV to the Companies Act, 2013, as in force and as may be amended from time to time. While performing such duties, roles and functions, you will be required to abide by the 'Guidelines of Professional Conduct' as stated under the said Schedule. (Annexure 1)

You are required to make disclosure of your interest as per the requirements of Section 184 of the Companies Act, 2013 and not participate in the meeting of the Board where any contract or arrangement in which you are interested is discussed. A general notice that you are interested in any contracts with a particular person, firm or company is acceptable.

3. Committees

Presently, you are the Chairman of the Audit Committee of the Company. The Board of Directors (the Board) may, if it deems fit, invite you for being appointed on one or more existing Board Committees or any such Committee that is set up in the future. Your appointment on such Committee(s) will be subject to the applicable regulations.

4. Time Commitment

You will be expected to devote such time as is necessary for the proper performance of your duties and to attend Board meetings and Committee meetings to which you may be appointed each year. You should strive to attend all the scheduled quarterly board meetings, Committee meetings, General meetings and other meetings as necessary.

As an Independent Director, you should strive to hold and be present in atleast one meeting in a year without the presence of the non-independent directors and members of the management with the sole objective of:

- a. review the performance of non-independent directors and the Board as a whole.
- b. Access the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

By accepting this appointment, you confirm that you are able to allocate sufficient time to meet the expectations from your role to the satisfaction of the Board.

5. Status of Appointment & Directors' fees

You will not be an employee of the Company and this letter shall not constitute a contract of employment. You will be paid such remuneration by way of sitting fees for meetings of the Board and its Committees as may be decided by the Board and approved by the Shareholders from time to time.

