



NATIONAL PLASTIC INDUSTRIES LIMITED

# HOLZPLAST

by National Plastic Ind Ltd



*28<sup>th</sup> Annual Report*  
*2014 - 2015*

## Route map to the venue of the AGM

**Hotel Suba Galaxy**  
N. S. Phadke Road,  
Off Western Express Highway,  
Andheri (East), Mumbai - 400069



**CORPORATE INFORMATION**

**Board of Directors**

Paresh V. Parekh (Managing Director)  
Ketan V. Parekh (Jt. Managing Director)  
Dhirajlal J. Shanghavi (Director)  
Ashwin J. Goradia (Director)  
Jyoti M. Palekar (Additional Director w.e.f. 14.08.2015)

**Chief Financial Officer**

Harsh P. Parekh

**VP – Finance**

Umesh L. Shenoy

**Company Secretary**

Swati J. Zawar

**Auditors**

M/s. Sheth Doctor & Associates  
Chartered Accountants

**Bankers**

Corporation Bank  
Karur Vysya Bank

**Investor Queries**

investor@nationalplastic.com

**Website**

www.nationalplastic.com

**Registered & Corporate office**

A-59, MIDC, Road No. 1,  
Marol, Andheri (East),  
Mumbai - 400 093  
Tel No.: 022 - 6766 9999 / 2831 1555  
Fax: 022 – 2836 0422  
Email Id: info@nationalplastic.com  
CIN No.: L25200MH1987PLC044707

**Registrar & Transfer Agent**

Sharex Dynamic (India) Pvt. Ltd.,  
Unit No. 1, Luthra Industrial Premises,  
Safed Pool, Andheri Kurla Road,  
Andheri (East), Mumbai - 400 072  
Tel No.: 022 – 2851 5606/2851 5644  
Fax: 022 – 2851 2855  
Email Id: sharexindia@vsnl.com  
Website: www.sharexindia.com

**Plant Locations**

Silvassa - Plot No. 263, Damani Road,  
Village – Dadra, Silvassa - 396230  
Union Territory of Dadra Nagarhaveli.

**Patna** – Plot No. B – 1 to B – 7 Industrial  
Area, Fatuha, Bihar – 803201

**Nellore Unit No. 1** – Plot no. 1 Industrial  
Park, Survey No. 283, 297 & 298,  
Naidupet (Menakur), Nellore, Andhra  
Pradesh – 524421

**Nellore Unit No. 2** – Plot no. 2 Industrial  
Park, Survey No. 296  
Naidupet (Menakur), Nellore, Andhra  
Pradesh – 524421

**Company Depots**

Thalassery, Vapi, Orissa, Kerala,  
Ghaziabad.

**Listing on Stock Exchange**

Bombay Stock Exchange Limited

**28<sup>th</sup> Annual General Meeting**

Tuesday, 29<sup>th</sup> September, 2015 at 11.00 a.m.  
at Hotel Suba Galaxy, N. S. Phadke Road,  
Off Western Express Highway,  
Andheri (East), Mumbai - 400069

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**As a Measure of Economy,  
copies of Annual Report will not be  
distributed at the Annual General  
Meeting. Shareholders are requested  
to kindly bring their copies of Annual  
Report to the Meeting.**

## 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, 29<sup>th</sup> 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 31<sup>st</sup> March 2015, the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the year ended 31<sup>st</sup> 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.”

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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 14<sup>th</sup> 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: 14<sup>th</sup> 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](http://www.nationalplastic.com) in the Investors section.
5. The Register of Members and the Share Transfer Books shall remain closed from Tuesday, 22<sup>nd</sup> September, 2015 to Tuesday, 29<sup>th</sup> 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 31<sup>st</sup> 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 22<sup>nd</sup> 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 25<sup>th</sup> September, 2015 (9:00 am) and ends on 28<sup>th</sup> 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 22<sup>nd</sup> 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](mailto:ashishlalpuria@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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 22<sup>nd</sup> 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. 22<sup>nd</sup> September, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [investor@nationalplastic.com](mailto: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](http://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](http://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 advice 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](http://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 28<sup>TH</sup> 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 24<sup>th</sup> September, 2013 appointed as Managing Director with effect from 1<sup>st</sup> February, 2013 for a period of 5 (five) years ending on 31<sup>st</sup> January, 2018.

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

The provisions of the Companies Act, 2013 including provision in relation to appointment of directors have been notified with effect from 1<sup>st</sup> 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 24<sup>th</sup> 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.

## NATIONAL PLASTIC INDUSTRIES LIMITED

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 14<sup>th</sup> August, 2015, appointed Mrs. Jyoti M. Palekar, as an Additional Director of the Company w.e.f. 14<sup>th</sup> 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: 14<sup>th</sup> August, 2015**

**PARESH V. PAREKH  
MANAGING DIRECTOR**

# NATIONAL PLASTIC INDUSTRIES LIMITED

## DIRECTORS' REPORT

To,  
The Members,  
**NATIONAL PLASTIC INDUSTRIES LIMITED**

Your Directors present their 28<sup>th</sup> Annual Report together with the Audited Accounts of the Company, for the year ended 31<sup>st</sup> March, 2015.

### FINANCIAL RESULTS

(₹ in Lacs)

Particulars	2014-2015	2013-2014
<b>Sales &amp; Other Income</b>	9638.89	8937.45
(Loss) / Gross Profit before Depreciation, Interest & Tax	774.28	846.00
Less : Depreciation	179.36	230.85
Interest	406.54	459.69
<b>(Loss) / Profit for the year</b>	<b>188.38</b>	<b>155.46</b>
Less: Prior Period Adjustment	-	14.82
Less: Tax Provision	-	-
Less : Deferred Tax Liabilities	60.60	43.35
<b>(Loss)/ Net Profit after Tax</b>	<b>127.78</b>	<b>97.29</b>
Less: Depreciation due to Transitional Provision Effect	63.24	-
Add: Balance brought forward from previous year (Adjusted)	196.20	98.92
Balance Available for appropriation	260.74	196.20
<b>Appropriation:</b>		
Proposed Dividend	91.30	-
Dividend Tax	18.59	-
Transfer to General Reserve	-	-
Balance c/f to Balance Sheet	150.85	196.20

### BUSINESS ENVIRONMENT

The business environment was challenging during the year due to the volatility in the market conditions and the foreign currency rates. But the outlook remained positive. In our view, the new government at the Centre in India is doing its best to boost the economic environment by bringing about various changes thereby positively impacting the investor sentiments.

The year 2014-2015 was a challenging year due to various factors. Inflationary pressures continued unabated during the year. High volatility in fuel prices, raw material prices and fluctuations in exchange rates added to the product cost leading to a moderate increase in sales volumes.

Despite the above factors, the year 2014-15 was a satisfactory year for the Company. The Company was able to achieve a turnover close to ₹ 100 Crs as projected by the management. Persistent efforts have been made by the Company to maintain higher sales volume and reduce finance costs. There was intense competition both from the organized market players as well as the local unorganized manufacturers. The Management believes that the overall growth and new entrants in the organized market, executing business transactions through the e-commerce portals will bring transparency in doing business and a shift from unorganized market players to organized market players.

### STATE OF AFFAIRS

During the financial year ended 31<sup>st</sup> March 2015, the Total Sales & Other Income for the year was at ₹ 96.39 Crores as against ₹ 89.37 Crores for the year 2013-14. Out of this, exports were ₹ 23.43 Crores as against ₹ 18.60 Crores for the year 2013-14, representing an increase of 26% over the corresponding period of the previous year. Your Company is working further on consolidating its strengths in the key markets to increase export sales in the coming years.

Net Sales were ₹ 82.84 Crores as against ₹ 74.95 Crores in the previous year. The profit after tax for the year under review was at ₹ 127.78 Lacs representing an increase of 31% over the previous year.

Due to various initiatives taken by the Company, the Interest and Finance cost have decreased by ₹ 53.14 Lacs i.e. from ₹ 459.69 Lacs to ₹ 406.54 Lacs.

The Company has endeavored to bring out new & unique moulded furniture for improving the sales of the products.

The Company is taking all necessary steps to reduce wastages and make production cost efficient and will surely be able to achieve its targets.

The PVC flooring Mats business in Nellore, Andhra Pradesh in the southern part of the country under the brand name **INSTA** had been subdued during the year 2014-15 due to the persistent power issues faced by the Company.

#### **DIVIDEND**

The Board of Directors of your Company are pleased to recommend a Dividend of ₹ 1/- per equity share (10%) as compared to Nil in the previous year. The total outflow on account of Equity Dividend will be ₹ 109.89 Lacs (inclusive of tax of ₹ 18.59 lacs) which is provided in the accounts for the purpose of Dividend. The Dividend payout is subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company.

#### **SUBSIDIARY COMPANY**

The Company does not have any Subsidiary Company.

#### **EXTRACT OF ANNUAL RETURN**

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extract of the Annual Return as at 31<sup>st</sup> March, 2015 forms part of this report as **Annexure 1**.

#### **NUMBER OF MEETINGS OF THE BOARD**

Regular meetings of the Board are held to discuss and decide on various business policies, strategies and other businesses. The Board met sixteen (16) times during the FY 2014-15 viz. on 25<sup>th</sup> April 2014, 29<sup>th</sup> May 2014, 2<sup>nd</sup> June 2014, 19<sup>th</sup> June 2014, 27<sup>th</sup> June 2014, 11<sup>th</sup> July 2014, 5<sup>th</sup> August 2014, 11<sup>th</sup> August 2014, 26<sup>th</sup> August 2014, 3<sup>rd</sup> September 2014, 5<sup>th</sup> November 2014, 11<sup>th</sup> November 2014, 1<sup>st</sup> December 2014, 17<sup>th</sup> December 2014, 11<sup>th</sup> February 2015 and 30<sup>th</sup> March 2015. The maximum interval between any two meetings did not exceed 120 days.

Attendance of each Director at these meetings is as under:

<b>Name of Director</b>	<b>Category</b>	<b>No. of Board Meetings Attended</b>
Mr. Paresh V. Parekh	Promoter Executive	16
Mr. Ketan V. Parekh	Promoter Executive	10
Mr. Ashwin J. Goradia	Non-Executive Independent	16
Mr. Dhirajlal J. Shanghavi	Non-Executive Independent	16

#### **NUMBER OF MEETINGS OF COMMITTEES OF THE BOARD OF DIRECTORS**

The Company has the following Committees of the Board:

##### **1. Audit Committee**

The Audit Committee is constituted as required under Section 177 of the Companies Act, 2013. The scope of activities and powers of the Audit Committee includes the areas prescribed under Section 177 of the Companies Act, 2013. During the year under review, the terms of reference of the Audit Committee were amended in accordance with Section 177 of the Companies Act, 2013 read with the rules framed thereunder.

Seven (7) Audit Committee meetings were held during the financial year 2014-2015 on 25<sup>th</sup> April 2014, 29<sup>th</sup> May 2014, 19<sup>th</sup> June 2014, 5<sup>th</sup> August 2014, 11<sup>th</sup> November 2014, 11<sup>th</sup> February 2015 and 30<sup>th</sup> March 2015. The composition of the Audit Committee and the attendance of the Audit Committee Members at the said meetings are as below:

<b>Name</b>	<b>Designation</b>	<b>Meetings Attended</b>
Mr. Dhirajlal J. Shanghavi	Chairman	7
Mr. Ashwin J. Goradia	Member	7
Mr. Paresh V. Parekh	Member	7

## 2. Share Transfer and Stakeholders Relationship Committee

The Share Transfer and Stakeholders Relationship Committee met nineteen (19) times during the financial year 2014-15 viz. on 21<sup>st</sup> April 2014, 16<sup>th</sup> May 2014, 7<sup>th</sup> July 2014, 28<sup>th</sup> July 2014, 14<sup>th</sup> August 2014, 26<sup>th</sup> August 2014, 15<sup>th</sup> September 2014, 29<sup>th</sup> September 2014, 3<sup>rd</sup> November 2014, 11<sup>th</sup> November 2014, 21<sup>st</sup> November 2014, 4<sup>th</sup> December 2014, 12<sup>th</sup> January 2015, 19<sup>th</sup> January 2015, 28<sup>th</sup> January 2015, 6<sup>th</sup> February 2015, 2<sup>nd</sup> March 2015, 10<sup>th</sup> March 2015 and 24<sup>th</sup> March 2015. The composition of the Share Transfer and Stakeholders Relationship Committee and the attendance of the Share Transfer and Stakeholders Relationship Committee Members at the said meetings are as below:

Name	Designation	Meetings Attended
Mr. Ashwin J. Goradia	Chairman	19
Mr. Paresh V. Parekh	Member	17
Mr. Ketan V. Parekh	Member	13

## 3. Nomination and Remuneration Committee

In terms of Section 178 of the Companies Act, 2013 read with rules framed thereunder, the Board of Directors of the Company have constituted Nomination and Remuneration Committee.

During the financial year 2014-15, the Company held two (2) Nomination and Remuneration Committee meetings on – 3<sup>rd</sup> September 2014 and 30<sup>th</sup> March 2015. All the members of the Committee attended both the meetings held during the financial year under review.

### DIRECTORS

Your Company has four (4) Directors consisting of two (2) Non-executive Independent Director, Managing Director and Joint Managing Director as on 31<sup>st</sup> March, 2015.

Mrs. Jyoti M. Palekar was appointed as the Additional Director of the Company w.e.f. 14<sup>th</sup> August, 2015 and she holds office upto the date of the ensuing Annual General Meeting pursuant to Section 161 of the Companies Act, 2013.

The Board of Directors in terms of Section 149 and 152 of the Companies Act, 2013, proposes to appoint Mr. Dilip M. Thaker and Mrs. Jyoti M. Palekar as the Independent Directors of the Company for the period of 5 (five) years with effect from the date of this Annual General Meeting of the Company and that they shall not be liable to retire by rotation.

Further, Mrs. Jyoti M. Palekar has been appointed in compliance of Section 149(1) of the Companies Act, 2013, providing for appointment of a Woman Director on the Board of the Company.

Brief resume of the Directors proposed to be appointed and their shareholding forms part of the Annual Report.

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, your Directors confirm that:

- i. in the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2015, the applicable accounting standards had been followed along with proper explanations relating to material departures;
- ii. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2015 and of the profits of the Company for the financial year ended 31<sup>st</sup> March, 2015;
- iii. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. they had prepared the annual accounts on a going concern basis;
- v. they had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- vi. they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### DECLARATION FROM INDEPENDENT DIRECTORS

The Board has received declarations from the Independent Directors as per the requirement of Section 149(7) of the Companies Act, 2013 that they meet all the criteria of independence as mentioned in Section 149(6) of the Companies Act, 2013.

### **APPOINTMENTS / RESIGNATIONS FROM THE BOARD OF DIRECTORS**

There were no appointments or resignation of Directors during the year.

### **PERFORMANCE EVALUATION OF THE BOARD**

Pursuant to the provisions of the Companies Act, 2013, the performance of the Non-Independent Directors and the Board as a whole were evaluated at the meeting of the Independent Directors held on 30<sup>th</sup> May, 2015. The parameters on which performance is evaluated are skills, knowledge, participation in meetings, compliance with code of ethics, contribution towards growth of the Company etc.

The performance evaluation of the Independent Directors was carried out by the entire Board pursuant to the provisions of the Companies Act, 2013 on parameters such as participation in the meetings, performance of duties, level of oversight, professional conduct and independence etc.

The Directors expressed their satisfaction with the evaluation process.

### **DETAILS OF REMUNERATION TO DIRECTORS**

The information relating to remuneration of directors as required under Section 197(12) of the Companies Act, 2013 is given in **Annexure 2**.

### **POLICY RELATING TO DIRECTORS**

The policy framed by the Nomination & Remuneration Committee under Section 178(3) of the Companies Act, 2013 is as below:

#### **Appointment Criteria and Qualifications**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b) The Committee shall identify the extent to which the appointee is likely to contribute to the overall effectiveness of the Board, work constructively with the existing directors and enhance the efficiencies of the Company;
- c) The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

#### **Remuneration to Directors**

##### **i. Remuneration to Whole-time / Executive / Managing Director:**

The Remuneration/ Compensation/ Commission etc. to be paid to Director /Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under including any amendments thereto or any other enactment for the time being in force. The Whole-time / Executive / Managing Director shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The break-up of the pay scale and quantum of perquisites including employer's contribution to PF, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration in accordance with the provisions in Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

If, any Whole-time Director/Managing Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, wherever required, he/she shall refund such excess remuneration to the Company and until such sum is refunded, hold it in trust for the Company. The recovery of such sums refundable shall not be waived by the Company unless permitted by the Central Government.

##### **ii. Remuneration to Non- Executive / Independent Director:**

The Non-Executive/Independent Director may receive remuneration / compensation /commission as per the provisions of Companies Act, 2013 and the rules made thereunder. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under including any amendments thereto or any other enactment for the time being in force.

The Independent Director shall not be entitled to any stock option of the Company.



#### **APPOINTMENTS / RESIGNATIONS OF THE KEY MANAGERIAL PERSONNEL**

Mr. Paresh Parekh, Managing Director; Mr. Ketan Parekh, Joint Managing Director; Mr. Harsh Parekh, Chief Financial Officer and Ms. Swati Zawar, Company Secretary of the Company are the Key Managerial Personnel as per the provisions of the Companies Act, 2013.

Mr. Paresh Parekh, Managing Director; Mr. Ketan Parekh, Joint Managing Director and Ms. Swati Zawar, Company Secretary were already in office before the commencement of the Companies Act, 2013.

The Board of Directors of the Company has appointed Mr. Harsh Parekh as the Chief Financial Officer of the Company with effect from 30<sup>th</sup> March, 2015.

None of the Key Managerial Personnel has resigned during the year under review.

#### **AUDITORS**

M/s. Sheth Doctor & Associates, Chartered Accountants, Statutory Auditors of the Company, hold office until the conclusion of the forthcoming Twenty Eighth Annual General Meeting of the Company and being eligible, offer themselves for re-appointment.

The Company has received letter from the auditor to the effect that his re-appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for re-appointment.

The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

#### **SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed Ms. Jayshree A. Lalpuria, Company Secretary in practice, as its Secretarial Auditor.

Secretarial Audit Report as per Section 204 of the Companies Act, 2013 for the financial year ended 31<sup>st</sup> March, 2015 is annexed to this report at **Annexure 3**.

#### **Explanations or Comments by the Board on every qualification, reservation or adverse remark or disclaimer made by the Company Secretary in Practice in her Secretarial Audit Report**

1. With regards to the Auditor's qualification No. 1 on non-appointment of Woman Director, the Directors wish to clarify that the Company had approached few persons for the position of Woman Director on the Board. The Company had not received acceptance/consent from either of them for the position of Woman Director.

The Directors further wish to clarify that the Company received consent from Mrs. Jyoti M. Palekar to act as an Independent Director of the Company on 3<sup>rd</sup> August, 2015. The Company has appointed Mrs. Jyoti M. Palekar as the Additional (Independent) Director of the Company at the Board of Directors Meeting held on 14<sup>th</sup> August, 2015 with immediate effect and she holds office upto the date of the ensuing Annual General Meeting pursuant to Section 161 of the Companies Act, 2013. Further, the Board of Directors proposes the Resolution at Item No. 9 as set out in the Notice, for the approval of the shareholders of the Company with regard to appointment of Mrs. Jyoti M. Palekar as the Independent Director of the Company for a term of 5 (five) consecutive years.

2. With regards to the Auditor's qualification No. 2, the Directors wish to clarify that with a view to comply with Section 152(6) of the Companies Act, 2013, it is proposed that the new set of Articles of Association of the Company be adopted and 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 explained in the Explanatory Statement to the Notice of this Meeting. Hence, the Board of Directors has proposed the Resolutions at Item No. 5 & 6 as set out in the Notice, for the approval of the shareholders of the Company.

3. With regards to the Auditor's qualification No. 3 on constitution of Nomination and Remuneration Committee of the Board of Directors, the Directors wish to clarify that with a view to comply with the requirement of the composition of the Nomination and Remuneration Committee, it was decided to broad base the Board and hence the Board of Directors at their meeting held on 14<sup>th</sup> August, 2015 appointed Mr. Jyoti M. Palekar as the Additional (Independent) Director of the Company. Further, the Board at the aforesaid meeting also approved re-constitution of the Nomination and Remuneration Committee by adding Mrs. Jyoti M. Palekar as the member of the Committee. The Board of Directors also proposes the Resolution at Item No. 8 & 9 as set out in the Notice, for the approval of the shareholders of the Company.

#### **COST AUDIT**

Pursuant to Sec. 209 (1)(d) of the Companies Act, 1956, the Cost Audit report for the financial year ended 31<sup>st</sup> March, 2014 was submitted to the Central Government on 6<sup>th</sup> February, 2015.

#### **LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

The Company has not given, during the year under review, any loan, guarantee or invested any funds falling under the purview of Section 186 of the Companies Act, 2013.

Details of outstanding investments are given in the notes to financial statements.

#### **RELATED PARTY TRANSACTIONS**

All the related party transactions that were entered into during the financial year were at arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions with the Directors, Promoters, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. **(Annexure 4)**

All Related Party Transactions as required under Accounting Standards AS-18 are reported in Note 26B - Notes to Accounts of the financial statements of the Company.

All related party transactions are placed before the Audit Committee and the Board for approval.

#### **TRANSFER TO RESERVES**

The Company has not appropriated any profits to general reserves for the year 2014-15.

#### **CORPORATE GOVERNANCE**

Pursuant to the SEBI Circular CIR/CFD/POLICY CELL/7/2014 dated 15<sup>th</sup> September, 2015, the compliance with the revised Clause 49 of the Listing Agreement with the Stock Exchange is not mandatory, for the time being, for the Company. Hence, the Report on Corporate Governance as stipulated under Clause 49 does not form part of the Annual Report.

#### **DEPOSITS**

The Company has not accepted any Deposit covered under Section 73 of the Companies Act, 2013 from the Shareholders or the Public during the year.

#### **INSURANCE**

All the insurable interests of the company including inventories, building, plant & machinery etc. are adequately insured.

#### **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has in place a policy on Prevention of Sexual Harassment at Workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The policy provides for protection against Sexual Harassment of Women at Workplace and for prevention and redressal of complaints.

No complaints were received from any employee during the financial year 2014-15 and hence no complaints are outstanding as on 31<sup>st</sup> March, 2015 for redressal.

#### **VIGIL MECHANISM**

The Company has formulated a Vigil Mechanism Policy for Directors and employees to report their genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or policy. The necessary mechanism is in line with the requirements under the Companies Act, 2013. It provides for adequate safeguards against victimization of Directors and employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. None of the Whistle Blowers have been denied access to the Audit Committee. The said policy is available on the Company's website [www.nationalplastic.com](http://www.nationalplastic.com) under the Investor Section.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed pursuant to Section 134 of the Companies Act, 2013 form part of this report and are set out in the **Annexure 5** attached herewith.

**EMPLOYEES**

None of the employees of the Company were drawing a remuneration exceeding ₹ 60,00,000/- per annum or ₹ 5,00,000/- per month or part thereof. Hence, no particulars of employees as per Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) & (3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are furnished.

Your Directors value the commitment of the employees towards the Company and appreciate their valuable contributions for the progress and growth of the Company.

**RISK MANAGEMENT POLICY**

The Board of Directors of your Company has formulated a Risk Management Policy for the Company. It aims to identify, evaluate risks associated with the business viz. economic environment and market conditions, fluctuations in foreign currency, political environment, contractual compliance, credit risks, technology obsolescence, inflation, commodity prices, price fluctuation of raw materials and finished goods etc. Mitigation plans for the identified risks are drawn up based on the type of risks.

In the opinion of the Board, none of the above mentioned risks threaten the existence of the Company.

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company's internal control systems, commensurate with the size of the Company and nature of its business, has defined policies and procedures ensuring that all transactions are authorized, recorded and correctly reported, all assets are safeguarded and protected against loss from unauthorized use or disposition, reducing wastages and maintenance of proper accounting records for ensuring accuracy and reliability of its financial information. As a matter of proactive planning, the Board has also constituted an Audit Committee which meets periodically to review the financial performance and the accuracy of financial records.

The Management duly considers and takes appropriate action on the recommendations made by the Statutory Auditors and the Audit Committee of the Board of Directors.

**STATUTORY DISCLOSURE**

- a. There is no change in the nature of business of the Company.
- b. In terms of the first proviso to Section 136 of the Companies Act, 2013, the Report and Accounts are being sent to all the shareholders and is available on the Company's website.
- c. There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company's operations in future.

**LISTING FEES**

The Company has paid the Annual Listing fees to BSE Ltd. for the Financial Year 2015 – 2016.

**ACKNOWLEDGEMENTS**

Your Directors would like to place on record their gratitude for the co-operation and support they have received from the State Government Authorities, Statutory Authorities, Local Bodies, Banks and Financial Institutions and other Regulatory agencies during the year. Your Directors warmly acknowledge the faith and confidence reposed in the Company by its channel partners, dealers and customers in supporting its business activities and growth. Your Directors express their gratitude to the other business associates of the Company for their unstinting support. Your Directors are thankful to the Members for extending the trust and confidence shown.

**For and on behalf of the Board of Directors**

**Place: Mumbai**  
**Date: 14<sup>th</sup> August, 2015**

**Paresh V. Parekh      Ketan V. Parekh**  
**Managing Director    Joint Managing Director**

## ANNEXURE 1 - EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31<sup>st</sup> March, 2015

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

### I. REGISTRATION AND OTHER DETAILS

i.	CIN	L25200MH1987PLC044707
ii.	Registration Date	17/09/1987
iii.	Name of the Company	National Plastic Industries Limited
iv.	Category/Sub-Category of the Company	Public Company/Limited by shares
v.	Address of the Registered office and contact details	A-59, MIDC, Road No. 1, Marol, Andheri (East), Mumbai – 400093 Tel.: +91 22 67669999, Fax: +91 22 28360422
vi.	Whether listed company	Yes. Listed on BSE
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Sharex Dynamic (India) Pvt. Ltd., Unit No. 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai - 400 072 Tel No.: 022 – 2851 5606/2851 5644 Fax: 022 – 2851 2855

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Injection Moulded Products	25209	97%

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

S. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
-	-	-	-	-	-

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	5024326	-	5024326	55.033	5024626	-	5024626	55.037	0.004
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	145071	0	145071	1.589	148511	0	148511	1.627	0.038
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1)</b>	<b>5169397</b>	<b>0</b>	<b>5169397</b>	<b>56.622</b>	<b>5173137</b>	<b>0</b>	<b>5173137</b>	<b>56.664</b>	<b>0.042</b>

# NATIONAL PLASTIC INDUSTRIES LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2) Foreign</b>									
a) NRI- Individual	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks /FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2)</b>	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of promoter (A) = (A) (1)+(A)(2)</b>	<b>5169397</b>	<b>-</b>	<b>5169397</b>	<b>56.622</b>	<b>5173137</b>	<b>-</b>	<b>5173137</b>	<b>56.664</b>	<b>0.042</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	7900	7900	0.087	-	7900	7900	0.087	-
b) Banks / FI	-	100	100	0.001	-	100	100	0.001	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	300	300	0.003	5293	300	5593	0.061	0.058
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1)</b>	<b>-</b>	<b>8300</b>	<b>8300</b>	<b>0.091</b>	<b>5293</b>	<b>8300</b>	<b>13593</b>	<b>0.149</b>	<b>0.058</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	188622	15500	204122	2.236	222785	15500	238285	2.61	0.374
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	1699342	1109636	2808978	30.768	1498219	1088536	2586755	28.334	-2.434
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	661807	12300	674107	7.384	844232	12300	856532	9.382	1.998
c) Others (specify)									
Clearing Members	4630		4630	0.051	7923		7923	0.087	0.036
Overseas Corporate Bodies	5600		5600	0.061	5600		5600	0.061	0.00
Non Resident Indians	65266	189200	254466	2.787	58975	188800	247775	2.714	-0.073
<b>Sub-total (B)(2)</b>	<b>2625267</b>	<b>1326636</b>	<b>3951903</b>	<b>43.287</b>	<b>2637734</b>	<b>1305136</b>	<b>3942870</b>	<b>43.188</b>	<b>-0.099</b>
<b>Total Public Shareholding (B)=(B)(1) + (B)(2)</b>	<b>2625267</b>	<b>1334936</b>	<b>3960203</b>	<b>43.378</b>	<b>2643027</b>	<b>1313436</b>	<b>3956463</b>	<b>43.337</b>	<b>-0.041</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A+B+C)</b>	<b>7794664</b>	<b>1334936</b>	<b>9129600</b>	<b>100.00</b>	<b>7816164</b>	<b>1313436</b>	<b>9129600</b>	<b>100.00</b>	<b>0.00</b>

**B. Shareholding of Promoters-**

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Vivek Paresh Parekh	25	-	-	25	-	-	-
2	Harsh Paresh Parekh	100	0.001	-	100	0.001	-	-
3	Enpee Credit & Capital (India) Private Limited	145071	1.589	-	148511	1.627	-	0.038
4	Neeta Ketan Parekh	2700	0.030	-	1099400	12.042	-	12.012
5	Nalini Vinod Parekh	2521200	27.616	-	-	-	-	100.00
6	Ketan Vinod Parekh (HUF)	552000	6.046	-	552000	6.046	-	-
7	Ketan Vinod Parekh	704100	7.712	-	704100	7.712	-	-
8	Paresh Vinod Parekh (HUF)	102300	1.121	-	102600	1.124	-	0.003
9	Paresh Vinod Parekh	1141401	12.502	-	1141401	12.502	-	-
10	Preeti Paresh Parekh	500	0.005	-	1425000	15.609	-	15.604
	<b>Total</b>	<b>5169397</b>	<b>56.622</b>	<b>-</b>	<b>5173137</b>	<b>56.663</b>	<b>-</b>	<b>0.041</b>

**C) Change in Promoters' Shareholding (please specify, if there is no change)**

Sl No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
<b>1.</b>	<b>Enpee Credit &amp; Capital (India) Private Limited</b>				
	At the beginning of the year	145071	1.589	145071	1.589
	Purchase on April 4, 2014	1544	0.017	146615	1.606
	Purchase on April 10, 2014	1246	0.014	147861	1.619
	Purchase on April 16, 2014	500	0.005	148361	1.625
	Purchase on April 17, 2014	150	0.002	148511	1.627
	At the end of the year			148511	1.627
<b>2.</b>	<b>Neeta Ketan Parekh</b>				
	At the beginning of the year	2700	0.030	2700	0.030
	Purchase (Inter-se transfer) on March 20, 2015	1096700	12.01	1099400	12.04
	At the end of the year			1099400	12.04
<b>3.</b>	<b>Nalini Vinod Parekh</b>				
	At the beginning of the year	2521200	27.616	2521200	27.616
	Sale (Inter-se transfer) on March 20, 2015	(2521200)	(27.616)	NIL	NIL
	At the end of the year			NIL	NIL
<b>4.</b>	<b>Paresh Vinod Parekh (HUF)</b>				
	At the beginning of the year	102300	1.121	102300	1.121
	Purchase on February 20, 2015	300	0.003	102600	1.124
	At the end of the year			102600	1.124
<b>5.</b>	<b>Preeti Paresh Parekh</b>				
	At the beginning of the year	500	0.005	500	0.005
	Purchase (Inter-se transfer) on March 20, 2015	1424500	15.60	1425000	15.609
	At the end of the year			1425000	15.609

# NATIONAL PLASTIC INDUSTRIES LIMITED

## D) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

SI No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	<b>Adroit Fin Ser Pvt Ltd</b>				
	At the beginning of the year	77109	0.845	77109	0.845
	Transfer – 04.04.2014	205	0.002	77314	0.847
	Transfer – 11.04.2014	1255	0.014	78569	0.861
	Transfer – 18.04.2014	883	0.009	79452	0.870
	Transfer – 25.04.2014	350	0.004	79802	0.874
	Transfer – 02.05.2014	(246)	(0.003)	79556	0.871
	Transfer – 09.05.2014	(442)	(0.004)	79114	0.867
	Transfer – 16.05.2014	2325	0.025	81439	0.892
	Transfer – 23.05.2014	(4707)	(0.052)	76732	0.840
	Transfer – 30.05.2014	77	0.001	76809	0.841
	Transfer – 06.06.2014	(2)	0.000	76807	0.841
	Transfer – 13.06.2014	(1435)	(0.015)	75372	0.826
	Transfer – 20.06.2014	(2966)	(0.033)	72406	0.793
	Transfer – 30.06.2014	(27)	0.000	72379	0.793
	Transfer – 04.07.2014	(891)	(0.010)	71488	0.783
	Transfer – 11.07.2014	(1328)	(0.015)	70160	0.768
	Transfer – 18.07.2014	1344	0.015	71504	0.783
	Transfer – 25.07.2014	1575	0.017	73079	0.800
	Transfer – 01.08.2014	(565)	(0.006)	72514	0.794
	Transfer – 08.08.2014	(2125)	(0.023)	70389	0.771
	Transfer – 15.08.2014	(1991)	(0.022)	68398	0.749
	Transfer – 29.08.2014	850	0.009	69248	0.758
	Transfer – 05.09.2014	864	0.010	70112	0.768
	Transfer – 12.09.2014	490	0.005	70602	0.773
	Transfer – 19.09.2014	(1167)	(0.012)	69435	0.761
	Transfer – 30.09.2014	2366	0.025	71801	0.786
	Transfer – 03.10.2014	852	0.010	72653	0.796
	Transfer – 10.10.2014	2554	0.028	75207	0.824
	Transfer – 17.10.2014	2120	0.023	77327	0.847
	Transfer – 24.10.2014	900	0.010	78227	0.857
	Transfer – 31.10.2014	2520	0.027	80747	0.884
	Transfer – 07.11.2014	(4453)	(0.048)	76294	0.836
	Transfer – 14.11.2014	(9146)	(0.101)	67148	0.735
	Transfer – 21.11.2014	(513)	(0.005)	66635	0.730
	Transfer – 28.11.2014	(610)	(0.007)	66025	0.723
	Transfer – 05.12.2014	501	0.006	66526	0.729
	Transfer – 12.12.2014	(1621)	(0.018)	64905	0.711
	Transfer – 19.12.2014	(671)	(0.007)	64234	0.704

SI No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
	Transfer – 31.12.2014	1245	0.013	65479	0.717
	Transfer – 02.01.2015	1000	0.011	66479	0.728
	Transfer – 09.01.2015	1149	0.013	67628	0.741
	Transfer – 16.01.2015	(1200)	(0.013)	66428	0.728
	Transfer – 23.01.2015	1375	0.015	67803	0.743
	Transfer – 30.01.2015	1616	0.017	69419	0.760
	Transfer – 06.02.2015	(16743)	(0.183)	52676	0.577
	Transfer – 13.02.2015	6049	0.066	58725	0.643
	Transfer – 20.02.2015	5066	0.056	63791	0.699
	Transfer – 27.02.2015	(1210)	(0.014)	62581	0.685
	Transfer – 06.03.2015	5196	0.057	67777	0.742
	Transfer – 13.03.2015	1003	0.011	68780	0.753
	Transfer – 20.03.2015	5799	0.064	74579	0.817
	Transfer – 27.03.2015	5381	0.059	79960	0.876
	Transfer – 31.03.2015	3439	0.038	83399	0.914
	At the end of the year			83399	0.914
<b>2.</b>	<b>Kiran Tulsyan</b>				
	At the beginning of the year	59	0.001	59	0.001
	Transfer – 30.06.2014	24944	0.273	25003	0.274
	Transfer – 04.07.2014	2700	0.029	27703	0.303
	Transfer – 11.07.2014	249	0.003	27952	0.306
	Transfer – 18.07.2014	5924	0.065	33876	0.371
	Transfer – 08.08.2014	(114)	(0.001)	33762	0.370
	Transfer – 15.08.2014	3000	0.033	36762	0.403
	Transfer – 19.09.2014	(469)	(0.005)	36293	0.398
	Transfer – 30.09.2014	2842	0.031	39135	0.429
	Transfer – 07.11.2014	(135)	(0.002)	39000	0.427
	Transfer – 21.11.2014	(4989)	(0.054)	34011	0.373
	Transfer – 05.12.2014	1908	0.020	35919	0.393
	Transfer – 12.12.2014	4329	0.048	40248	0.441
	Transfer – 19.12.2014	2638	0.029	42886	0.470
	Transfer – 31.12.2014	9449	0.103	52335	0.573
	Transfer – 27.02.2015	(500)	(0.005)	51835	0.568
	At the end of the year			51835	0.568
<b>3.</b>	<b>Premal S. Shah</b>				
	At the beginning of the year	31908	0.350	31908	0.350
	At the end of the year			31908	0.350
<b>4.</b>	<b>Indra Lal</b>				
	At the beginning of the year	54855	0.601	54855	0.601
	At the end of the year			54855	0.601



## NATIONAL PLASTIC INDUSTRIES LIMITED

SI No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
<b>5.</b>	<b>Devika Lal</b>				
	At the beginning of the year	31400	0.344	31400	0.344
	At the end of the year			31400	0.344
<b>6.</b>	<b>Vanita Arora</b>				
	At the beginning of the year	-	-	-	-
	Transfer – 27.03.2015	40000	0.438	40000	0.438
	At the end of the year			40000	0.438
<b>7.</b>	<b>Dheeraj Kumar Lohia</b>				
	At the beginning of the year	-	-	-	-
	Transfer – 21.11.2014	46592	0.510	46592	0.510
	Transfer – 05.12.2014	11040	0.121	57632	0.631
	Transfer – 27.02.2015	11000	0.121	68632	0.752
	Transfer – 13.03.2015	6000	0.065	74632	0.817
	At the end of the year			74632	0.817
<b>8.</b>	<b>S. Sathya</b>				
	At the beginning of the year	85390	0.935	85390	0.935
	At the end of the year			85390	0.935
<b>9.</b>	<b>Sangeetha S</b>				
	At the beginning of the year	66630	0.730	66630	0.730
	At the end of the year			66630	0.730
<b>10.</b>	<b>Pinky Sambhria</b>				
	At the beginning of the year	51278	0.562	51278	0.562
	Transfer – 04.04.2014	841	0.009	52119	0.571
	Transfer – 11.04.2014	199	0.002	52318	0.573
	Transfer – 16.05.2014	2	0.000	52320	0.573
	Transfer – 06.06.2014	54	0.001	52374	0.574
	Transfer – 30.06.2014	47680	0.522	100054	1.096
	Transfer – 11.07.2014	5424	0.059	105478	1.155
	Transfer – 18.07.2014	20711	0.227	126189	1.382
	Transfer – 25.07.2014	3043	0.034	129232	1.416
	Transfer – 01.08.2014	993	0.010	130225	1.426
	Transfer – 08.08.2014	833	0.010	131058	1.436
	Transfer – 15.08.2014	1374	0.015	132432	1.451
	Transfer – 22.08.2014	639	0.007	133071	1.458
	Transfer – 19.09.2014	3250	0.035	136321	1.493
	Transfer – 30.09.2014	(310)	(0.003)	136011	1.490
	Transfer – 07.11.2014	(4051)	(0.045)	131960	1.445
	Transfer – 14.11.2014	8040	0.088	140000	1.533
	At the end of the year			140000	1.533

The shares of the Company are traded on a daily basis and hence the increase / decrease in shareholding are indicated based on the benpos date.

**E) Shareholding of Directors and Key Managerial Personnel:**

SI No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
	<b>Directors</b>				
<b>1.</b>	<b>Paresh V. Parekh</b>				
	At the beginning of the year	1141401	12.50	1141401	12.50
	Increase/Decrease	-	-	-	-
	At the end of the year	1141401	12.50	1141401	12.50
<b>2.</b>	<b>Ketan V. Parekh</b>				
	At the beginning of the year	704100	7.71	704100	7.71
	Increase/Decrease	-	-	-	-
	At the end of the year	704100	7.71	704100	7.71
<b>3.</b>	<b>Dhirajlal J. Shanghavi</b>				
	At the beginning of the year	100	0.00	100	0.00
	Increase/Decrease	-	-	-	-
	At the end of the year	100	0.00	100	0.00
<b>4.</b>	<b>Ashwin J. Goradia</b>				
	At the beginning of the year	300	0.00	300	0.00
	Sale on January 19, 2015	300	0.00	300	0.00
	At the end of the year	NIL	-	NIL	-
	<b>KMPs</b>				
<b>1.</b>	<b>Harsh V. Parekh*</b>				
	At the beginning of the year	100	0.00	100	0.00
	Increase/Decrease	-	-	-	-
	At the end of the year	100	0.00	100	0.00
<b>2.</b>	<b>Swati J. Zawar</b>				
	At the beginning of the year	1	0.00	1	0.00
	Increase/Decrease	-	-	-	-
	At the end of the year	1	0.00	1	0.00

\*appointed w.e.f. 30<sup>th</sup> March, 2015.

**F) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment**

(₹ in Crs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	23.05	10.70	-	33.75
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>23.05</b>	<b>10.70</b>	<b>-</b>	<b>33.75</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	172.85	6.50	-	179.37
* Reduction	168.92	9.20	-	178.11
<b>Net Change</b>	<b>3.93</b>	<b>(2.67)</b>	<b>-</b>	<b>1.26</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	26.98	8.03	-	35.01
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>26.98</b>	<b>8.03</b>	<b>-</b>	<b>35.01</b>

## NATIONAL PLASTIC INDUSTRIES LIMITED

### XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

#### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Paresh V. Parekh	Ketan V. Parekh	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	7,68,000	7,68,000	15,36,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total (A)	7,68,000	7,68,000	15,36,000
	Ceiling as per the Act	Not exceeding 10% of the Net Profits of the Company		

#### B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors		Total Amount
		Dhirajal Shanghvi	Ashwin Goradia	
1	Independent Directors			
	Fee for attending board/ committee meetings	10,000	10,000	20,000
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	10,000	10,000	20,000
2	Other Non-Executive Directors	-	-	-
	Fee for attending board committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)	-	-	20,000
	Overall Ceiling as per the Act	Not exceeding 1% of the Net Profits of the Company		

#### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	Chief Financial Officer	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,22,339	Appointed with effect from 30 <sup>th</sup> March, 2015	4,22,339
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission (as % of profit/others)	-	-	-
5	Others, please specify	-	-	-
	Total	4,22,339	-	4,22,339

### XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There have been no penalties/punishments/compounding of offences under Companies Act, 2013.

**ANNEXURE 2 – DETAILS OF RATIO OF REMUNERATION OF DIRECTOR**

[Pursuant to Section 197(12) of the Companies Act, 2013 and rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

Sr. No.	Information Required	Inputs		
1	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	Annexure 2.1		
2	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	Annexure 2.1		
3	The percentage increase in the median remuneration of employees in the financial year	4%		
4	The number of permanent employees on the rolls of company	142		
5	The explanation on the relationship between average increase in remuneration and company performance	<p>The Profit Before Tax for FY 2014-15 was higher by 21% at ₹ 188.38 Lacs compared to FY 2013-14 which was ₹ 155.46 Lacs. The Profit After Tax for FY 2014-15 was higher by 31% at ₹ 127.78 Lacs compared to FY 2013-14 which was ₹ 97.29 Lacs.</p> <p>The average increase in median remuneration was in line with the performance of the Company.</p>		
6	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:			
	The Profit After Tax for FY 2014-15 was higher by 31% at ₹ 127.78 Lacs compared to FY 2013-14 which was ₹ 97.29 Lacs.			
	<b>Name</b>	<b>Designation</b>	<b>Remuneration as at 31<sup>st</sup> March 2015</b>	
			<b>% Increase in Remuneration</b>	
	Paresh Parekh	Managing Director	7,68,000	No Change
	Ketan Parekh	Joint Managing Director	7,68,000	No Change
	Harsh Parekh*	Chief Financial Officer	N.A.	N.A.
Swati Zavar	Company Secretary	4,22,339	70%	
*Mr. Harsh Parekh was appointed as Chief Financial Officer w.e.f. 30 <sup>th</sup> March 2015, hence remuneration not comparable.				
7	Variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year	<b>31<sup>st</sup> March 2015</b>	<b>31<sup>st</sup> March 2014</b>	
		Market Capitalisation	₹ 18.30 Crs	₹ 9.06 Crs
		PE Ratio	14.32	9.28
		% increase in market quotation over last public offer: Public issue of equity shares was made in the year 1993 with issue price ₹ 10/- per share.  The average closing price on BSE as on 31 <sup>st</sup> March, 2015 was ₹ 20.05/- per share. The market price per share has increased by 200.5% as on 31 <sup>st</sup> March, 2015.		
8	Average percentage increase in salaries of non-managerial personnel is: 6% Average percentage increase in salaries of managerial personnel is: 10% Justification for increase in the managerial remuneration: Normal industry standards applied based on increase in turnover.			
9	The key parameters for any variable component of remuneration availed by the directors	Not Applicable		
10	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	<b>Name of the Employee</b>	<b>Ratio</b>	
		Mr. Umesh Shenoy	0.91:1	
		Mr. Lal Thadani	0.83:1	
		Mr. Vishnu Pawar	0.65:1	
The Board of Directors of the Company affirms that the remuneration is as per the remuneration policy of the Company.				

**NATIONAL PLASTIC INDUSTRIES LIMITED**

**ANNEXURE 2.1**

Sr. No.	Name of the Director / Key Managerial Personnel	Designation	Ratio of the remuneration of each director to the median remuneration of the employees of the company	% increase / (decrease) in the Remuneration
1	Mr. Paresh V. Parekh	Managing Director	8.11:1	No Change
2	Mr. Ketan V. Parekh	Joint Managing Director	8.11:1	No Change
3	Mr. Dhirajlal Shanghavi	Independent Director	0.11:1	No Change
4	Mr. Ashwin Goradia@	Independent Director	0.11:1	Refer Notes below
5	Ms. Swati Zavar	Company Secretary	N.A.	70%
6	Mr. Harsh Parekh*	Chief Financial Officer	N.A.	-

**Notes:**

@ There is a total increase in the remuneration of Mr. Ashwin Goradia as the remuneration was Nil for the financial year 2013-14.

\*Mr. Harsh Parekh was appointed as the Chief Financial Officer of the Company with effect from 30<sup>th</sup> March, 2015. As Mr. Harsh Parekh has joined during the year 2014-15, the details of increase in remuneration are not determinable, as comparable numbers are not available.

**ANNEXURE 3 – SECRETARIAL AUDIT REPORT**

Form No. MR-3

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
**National Plastic Industries Limited**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **National Plastic Industries Limited**. (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2015 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (**Not applicable to the Company during the Audit Period**);
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the Company during the Audit Period**);
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable to the Company during the Audit Period**) and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period);

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (**Not notified hence not applicable to the Company during the audit period**).

## NATIONAL PLASTIC INDUSTRIES LIMITED

(ii) The Listing Agreement entered into by the Company with BSE Ltd.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above subject to the following observations:

1. *The Company has not appointed woman director pursuant to proviso to section 149(1) of the Companies Act, 2013 and Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014 till the date of signing of this Report. However the management has informed me that they have initiated the process of appointment of woman director on the Board.*
2. *The Company has not complied with the provisions of section 152(6) of the Companies Act, 2013 relating to determination of office of directors by retirement by rotation.*
3. *The constitution of Nomination and Remuneration Committee of the Company is not in compliance with the requirement of section 178 of the Companies Act, 2013.*

### **I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision of the Board of Directors and its Committees is carried through and are captured and recorded as part of the minutes. There were no dissenting views.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the audit period the members of the Company have at their Annual General Meeting held on 11<sup>th</sup> September, 2014 passed a special resolution under section 180 of the Companies Act, 2013 for borrowing moneys upto ₹ 100 Crores over and above the aggregate of the paid-up share capital and free reserves of the Company and for creation of charge on Borrowings/ Financial Assistance availed.

**For JAYSHREE A. LALPURIA & CO.,  
PRACTISING COMPANY SECRETARIES**

**Place: Mumbai  
Date: 22<sup>nd</sup> July, 2015**

**(Jayshree A. Lalpuria)  
Proprietor  
ACS: 17629 CP: 7109**

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

To,  
The Members,  
**National Plastic Industries Limited**

Secretarial Audit Report of even date is to be read along with this letter.

1. The compliance of provisions of all laws, rules, regulations, standards applicable to National Plastic Industries Limited (the 'Company') is the responsibility of the management of the Company. My examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. My responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to me by the Company, along with explanations where so required.
3. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts as reflected in secretarial and other records produced to me. I believe that the processes and practices I followed, provides a reasonable basis for my opinion for the purpose of issue of the Secretarial Audit Report.
4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
5. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For JAYSHREE A. LALPURIA & CO.,  
PRACTISING COMPANY SECRETARIES**

**Place: Mumbai  
Date: 22<sup>nd</sup> July, 2015**

**(Jayshree A. Lalpuria)  
Proprietor  
ACS: 17629 CP: 7109**



## NATIONAL PLASTIC INDUSTRIES LIMITED

### ANNEXURE 4 – PARTICULARS OF CONTRACTS/ARRANGEMENTS WITH RELATED PARTIES

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

This Form pertains to disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

There were no contracts or arrangements or transactions entered in to during the year ended 31<sup>st</sup> March, 2015, which were not at arm's length basis.

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	Mr. Vivek V. Parekh (Son of the Managing Director and part of promoter group)
	Nature of contracts/arrangements/transaction	Appointment as Sales Manager in the Company
	Duration of the contracts/arrangements/transaction	Ongoing
	Salient terms of the contracts or arrangements or transaction including the value, if any	As per the terms applicable to other employees in the Company. Monthly salary not exceeding ₹ 12,000/- p.m.
	Date of approval by the Board	25 <sup>th</sup> April, 2014
	Amount paid as advances, if any	N.A.

**ANNEXURE 5 - TO THE DIRECTORS' REPORT**

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014.

**A. CONSERVATION OF ENERGY**

Your Company is taking adequate measures to avoid wastage of energy and the necessary investments are also planned to cut down the consumption of energy.

The steps taken or impact on conservation of energy:

- Improvement in energy efficiency by using LED lights at plant locations.
- The Company has installed an innovative technological instrument to save on power consumption for the machines.
- Transparent roofing system provided at plant locations to use natural lights.

The Company is continuously striving for energy saving opportunities.

**B. TECHNOLOGY ABSORPTION**

**i. Efforts made towards technology absorption & development**

- Monitoring the production patterns.
- Developing new designs and products
- Quality Management
- Enhancing the productivity
- Investing in new moulds

**ii. Benefits derived as a result of the above efforts**

- Improvement in quality of products and increase in production
- New range of designs and products lines
- Enhanced development capabilities
- Achieve the desired targets.

The technological pattern is subject to constant changes as per the expectations of the end user of the products.

The Company has not imported any technology or process know how.

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

The total foreign exchange used and earned is as follows:

	(₹ in Lacs)	
Foreign Exchange Earned	2342.54	1859.60
Foreign Exchange Used	161.43	77.70

**For and on behalf of the Board of Directors**

**Place: Mumbai**  
**Date: 14<sup>th</sup> August, 2015**

**Paresh V. Parekh    Ketan V. Parekh**  
**Managing Director    Joint Managing Director**

## **INDEPENDENT AUDITORS' REPORT**

To  
The Members of  
**NATIONAL PLASTIC INDUSTRIES LIMITED**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of **NATIONAL PLASTIC INDUSTRIES LIMITED**, which comprises Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit and Loss Account and Cash Flow Statement for the year ended 31<sup>st</sup> March 2015 and a summary of significant accounting policies and other explanatory information.

### **Managements' Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act 2013 ("the Act") with respect to the presentation of these financial statements that give a true and fair view of the financial position and financial performance in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143 (10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the company has in place adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March 2015
- (b) In the case of the Profit and Loss Account, of the Profit for the year ended on that date.
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### **Emphasis of Matter**

**As referred in Note No.26(B) h of Notes forming part of the Financial Statements, the company has provided depreciation as per method prescribed by the Companies Act 2013 ("the Act") w.e.f. 1/4/2014. The company has written off Written Down values of Fixed assets amounting to ₹ 91.51 lacs whose useful lives have already been expired at the beginning of the year in accordance with the provisions of Depreciation as per Schedule II of the Companies Act 2013.**

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) order, 2015 ("The Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that :
  - a. We have obtained all the information and explanations which to the best our knowledge and belief were necessary for the purpose of audit.
  - b. In our opinion proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books.
  - c. The Balance Sheet, Statement of Profit and Loss and other notes thereon dealt with by this Report are in agreement with the books of accounts.
  - d. In our opinion, the Balance Sheet and Statement of Profit and Loss comply with the accounting standards referred to in the Section 133 of the Companies Act, 2013 and read with Rule No 7 of the Companies Accounting Rules 2014.
  - e. On the basis of representations received from the directors as on 31<sup>st</sup> March, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2015 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. There are no other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014.

**For Sheth Doctor and Associates  
Chartered Accountants  
(Firm Regn No. 124822W)**

**Place: Mumbai  
Date: 30<sup>th</sup> May, 2015**

**Paresh S. Doctor  
Proprietor  
Membership No. 36056**

**ANNEXURE TO THE AUDITORS' REPORT**

*(REFERRED TO IN THE REPORT OF EVEN DATE OF THE AUDITORS TO THE MEMBERS OF NATIONAL PLASTIC INDUSTRIES LIMITED ON THE ACCOUNTS FOR THE PERIOD ENDED 31<sup>st</sup> March 2015)*

- 1) a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
b) As explained to us major portion of the fixed assets have been physically verified by the management at the year end, which in our opinion is reasonable having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.
- 2) a) Inventories have been physically verified during the year by the Management. In my opinion, the frequency of verification is reasonable.  
b) In my opinion, the procedures of physical verification of inventories by the management are reasonable and adequate in relation to the size of the company and the nature of its business.  
c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between physical stocks and book records are not material.  
d) In my opinion the valuation of stock is fair and proper in accordance with the normally accepted accounting principles and is on the same basis as in the preceding year.
- 3) The Company has not granted any loans, secured or unsecured, to Companies, firms or other parties listed in the Register maintained under Section 189 of the Companies Act, 1956.
- 4) In our opinion and according to the information and explanations given to us, there is adequate internal control procedure commensurate with the size of the Company and the nature of its business with regard to purchase of stores, raw materials including components, packing materials, plant and machinery, equipment and other assets and with regard to sale of goods and I have not observed any continuing failure to correct major weakness in the internal controls procedure except for the old balances under Sundry Debtors.
- 5) The company has not accepted any deposits from the public within the meaning of provisions of sections 73 to 76 and the rules framed there under.
- 6) The maintenance of cost records is not applicable to the Company as per the provisions of section 148 of the Companies Act 2013 and rules framed there under.
- 7) a) The Company has been regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employee's State Insurance, income tax, sales tax, service tax, value added tax, Wealth Tax, Custom Duty, Excise Duty, Cess and other statutory dues, as applicable, with the appropriate authorities in India. At the end of the financial year there were no undisputed amounts payable in respect of above dues at the year end for the period of more than six months from the date they become payable except for sales tax, service tax etc. amounting to ₹ 55.63 lacs (sub. to interest).  
b) On the basis of our examination of the documents and records there are no disputed statutory due which remains to be deposited with the appropriate authorities.  
c) There is no amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.
- 8) The company has not incurred cash loss during the year. The company has no accumulated losses at the year end.
- 9) Based on my audit procedures and on the information and explanation given by management, I am of the opinion that the Company has not defaulted during the year in repayment of dues to the banks and financial institutions.
- 10) According to the information and explanations given to me, the Company has not given any guarantee for loans taken by others from banks and financial institutions.
- 11) To the best of our knowledge and belief and according to the information and explanations given to us, the term loans have been utilized for the purpose for which they were obtained.
- 12) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

**For Sheth Doctor and Associates**  
**Chartered Accountants**  
**(Firm Regn No. 124822W)**

**Place: Mumbai**  
**Date: 30<sup>th</sup> May, 2015**

**Paresh S. Doctor**  
**Proprietor**  
**Membership No. 36056**

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2015**

Particulars	Note No.	As at 31 <sup>st</sup> March, 2015 ₹	As at 31 <sup>st</sup> March, 2014 ₹
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share Capital	1	91,296,000	91,296,000
(b) Reserves and Surplus	2	138,828,938	143,363,367
		<b>230,124,938</b>	<b>234,659,367</b>
<b>2 Non-current liabilities</b>			
(a) Long-term borrowings	3	100,427,749	144,086,344
(b) Other long-term liabilities	4	16,792,205	14,784,232
(c) Long-term provisions	5	2,513,089	1,904,951
		<b>119,733,044</b>	<b>160,775,527</b>
<b>3 Current liabilities</b>			
(a) Short-term borrowings	6	238,549,129	170,307,180
(b) Trade payables		87,157,720	128,944,559
(c) Other current liabilities	7	41,919,239	47,581,244
(d) Short-term provisions	8	22,262,471	13,349,347
		<b>389,888,559</b>	<b>360,182,330</b>
<b>TOTAL</b>		<b>739,746,542</b>	<b>755,617,224</b>
<b>B ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	9	234,353,961	247,411,735
(ii) Intangible assets		-	-
(iii) Capital Work in progress		490,425	62,275
		<b>234,844,386</b>	<b>247,474,010</b>
(b) Non-current investments	10	61,000	61,000
(c) Deferred tax assets (net)	11	34,538,653	37,770,788
(d) Long-term loans and advances	12	25,796,250	20,797,397
		<b>60,395,903</b>	<b>58,629,185</b>
<b>2 Current assets</b>			
(a) Inventories	13	223,888,174	211,035,744
(b) Trade receivables	14	160,345,848	170,059,761
(c) Cash and cash equivalents	15	7,789,962	17,261,231
(d) Short-term loans and advances	16	50,361,240	47,898,922
(e) Other current assets	17	2,121,029	3,258,371
		<b>444,506,253</b>	<b>449,514,028</b>
<b>TOTAL</b>		<b>739,746,542</b>	<b>755,617,224</b>
<b>See accompanying notes forming part of the financial statements</b>	26		

In terms of our report attached.  
For **Sheth Doctor & Associates**  
Chartered Accountants  
Firm Regn. No 124822W

**Paresh S. Doctor**  
Membership No 36056

Place : Mumbai  
Date : 30<sup>th</sup> May, 2015

For and on behalf of the Board of Directors

**Paresh V. Parekh**  
Managing Director

**Umesh L. Shenoy**  
Vice President -Finance

**Ketan V. Parekh**  
Director

**Swati J. Zavar**  
Company Secretary

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015**

Particulars	Note No.	As at	As at
		31 <sup>st</sup> March, 2015	31 <sup>st</sup> March, 2014
		₹	₹
1 Revenue from operations (gross)	18	963,888,823	895,185,545
Less: Duties & Taxes Paid		103,365,486	113,467,939
Revenue from operations (net)		<b>860,523,337</b>	<b>781,717,606</b>
2 Other income	19	4,311,951	4,033,482
<b>3 Total revenue (1+2)</b>		<b>864,835,287</b>	<b>785,751,088</b>
<b>4 Expenses</b>			
(a) Cost of materials consumed	20	558,627,585	523,345,605
(b) Purchases of stock-in-trade	21	-	1,128,624
(c) Changes in inventories of finished goods, work-in-progress and stock- in-trade	22	287,507	(22,862,974)
(d) Employee benefits expense	23	36,316,559	31,886,962
(e) Finance costs	24	40,654,443	45,968,724
(f) Depreciation and amortisation expense		17,935,744	23,084,946
(g) Other expenses	25	192,175,873	167,652,776
<b>Total expenses</b>		<b>845,997,710</b>	<b>770,204,664</b>
<b>5 Profit / (Loss) before tax (3-4)</b>		<b>18,837,577</b>	<b>15,546,424</b>
<b>6 Tax expense:</b>			
(a) Current tax expense relating to prior years		-	1,482,289
(b) Deferred tax		6,060,001	4,335,298
<b>7 Profit / (Loss) for the year (5-6)</b>		<b>12,777,576</b>	<b>9,728,837</b>
<b>8 Earnings per share (of ₹ 10/- each)</b>			
(a) Basic		1.40	1.07
(b) Diluted		1.40	1.07
<b>See accompanying notes forming part of the financial statements</b>	26		

In terms of our report attached.  
For **Sheth Doctor & Associates**  
Chartered Accountants  
Firm Regn. No 124822W

**Paresh S. Doctor**  
Membership No 36056

Place : Mumbai  
Date : 30<sup>th</sup> May, 2015

For and on behalf of the Board of Directors

**Paresh V. Parekh**  
Managing Director

**Umesh L. Shenoy**  
Vice President -Finance

**Ketan V. Parekh**  
Director

**Swati J. Zavar**  
Company Secretary

**CASH FLOW FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2015**  
(Pursuant to the listing agreement with stock exchange)

Particulars	31 <sup>st</sup> March, 2015 (₹ in Crores)	31 <sup>st</sup> March, 2014 (₹ in Crores)
<b>A. <u>Cash flow from operating activities</u></b>		
Net profit Before Tax & Extra - Ordinary	1.88	1.55
Adjusted for		
Depreciation	1.79	2.30
Loss on sale of assets	0.06	-
Gratuity Provision (Net of paid)	0.06	(0.02)
Interest Charged (Net)	3.98	4.49
	5.89	6.77
Operating profit before working capital changes	7.77	8.32
Changes in		
Trade Receivables	0.97	(2.13)
Inventories	(1.49)	(1.68)
Loans and advances	(0.30)	0.00
Taxes Paid	(0.32)	0.15
Trade Payables & Others	(4.54)	(5.69)
Cash generated from operations	2.09	4.11
Extra-ordinary items	-	-
(Deferred revenue Expen.)		
Net cash from operating activities	<b>2.09</b>	<b>4.11</b>
<b>B. <u>Cash flow from investing activities</u></b>		
Purchase of fixed assets / C W I P etc	(1.53)	(1.89)
Sale of assets	0.01	0.00
Interest Received	0.09	0.10
Purchase/Sale of investments (FDR with Bank)	0.77	(0.06)
Capital Subsidy received	0.00	0.03
Investment	-	-
Net cash used in investing activities	<b>(0.65)</b>	<b>(1.82)</b>
<b>C. <u>Cash flow from financing activities</u></b>		
Long Term Borrowings	(4.37)	3.02
Short Term Borrowings	6.82	(0.37)
Interest paid	(4.07)	(4.61)
Dividend Paid (Including Taxes)	-	-
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>(1.61)</b>	<b>(1.96)</b>
<b>NET CHANGES IN CASH &amp; CASH EQUIVALENTS (A-B+C)</b>	<b>(0.17)</b>	<b>0.33</b>
<b>CASH &amp; CASH EQUIVALENTS-OPENING BALANCE</b>	<b>0.57</b>	<b>0.24</b>
<b>CASH &amp; CASH EQUIVALENTS-CLOSING BALANCE</b>	<b>0.40</b>	<b>0.57</b>

Place : Mumbai  
Date : 30<sup>th</sup> May, 2015

**Paresh V. Parekh** : Managing Director  
**Ketan V. Parekh** : Director  
**Umesh L. Shenoy** : Vice President -Finance  
**Swati J. Zavar** : Company Secretary

**AUDITORS' CERTIFICATE**

We have verified above cash flow statement of National Plastic Industries Limited derived from the annual financial statement audited for the year ended 31<sup>st</sup> March, 2015 and found the same to be drawn in accordance therewith requirements of Clause 32 of the listing agreement with stock exchange.

For **Sheth Doctor & Associates**  
Chartered Accountants  
Firm Regn. No 124822W

Place : Mumbai  
Date : 30<sup>th</sup> May, 2015

**Paresh S. Doctor**  
Membership No 36056



**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**Note 1 : Share capital**

Particulars	As at 31 <sup>st</sup> March, 2015		As at 31 <sup>st</sup> March, 2014	
	Number of shares	₹	Number of shares	₹
<b>Authorised</b>				
20000000 (20000000) Equity Shares of ₹10/- each	20,000,000	200,000,000	20,000,000	200,000,000
<b>Issued subscribed &amp; Paid up</b>				
9129600 (9129600) Equity Shares of ₹10/- each fully paid up	9,129,600	91,296,000	9,129,600	91,296,000
<b>Total</b>	<b>9,129,600</b>	<b>91,296,000</b>	<b>9,129,600</b>	<b>91,296,000</b>

**1 (a) Rights etc attached to Equity Shares :**

The Company has only one class of equity having a face value of ₹ 10 per share. Each shareholder is eligible for one vote per share held.

**(b) Details of shares held by the shareholders holding more than 5% of the aggregate shares in the Company :**

Name of the Shareholder	As at 31 <sup>st</sup> March, 2015		As at 31 <sup>st</sup> March, 2014	
	Number of shares	% of Holding	Number of shares	% of Holding
Smt. Nalini V. Parekh	-	-	2,521,200	27.62
Shri. Paresh V. Parekh	1,141,401	12.50	1,141,401	12.50
Smt. Preeti P. Parekh	1,425,000	15.61	500	0.005
Shri. Ketan V. Parekh	704,100	7.71	704,100	7.71
Smt. Neeta K. Parekh	1,099,400	12.04	2,700	0.030
Shri. Ketan V. Parekh (HUF)	552,000	6.05	552,000	6.05

**1 (c) Reconciliation of number of shares outstanding as on beginning and closing of the year.**

The company has neither issued nor bought back any of its shares during the year and also in previous year and balance of share at the end of the year is the same as at the beginning of the year.

**Note 2 : Reserve and Surplus**

Particulars	As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014
	₹	₹
<b>(a) Capital reserve</b>		
Opening balance	123,743,767	123,361,158
Capital Subsidy for Patna Project	-	382,609
Closing balance	<b>123,743,767</b>	<b>123,743,767</b>
<b>(b) Surplus / (Deficit) in Statement of Profit and Loss</b>		
Opening balance	19,619,600	9,890,763
Less: Depreciation due to Transitional Provisions -Net of Tax (₹ 28,27,865/-) (Ref Note below)	6,323,802	-
Add: Profit / (Loss) for the year	12,777,576	9,728,837
Less: Proposed Dividend (₹ 1 per Share )	9,129,600	-
Tax on Proposed Dividend	1,858,604	-
Closing balance	<b>15,085,171</b>	<b>19,619,600</b>
<b>Total</b>	<b>138,828,938</b>	<b>143,363,367</b>

**Note :** The Company has W/off Written Down vaules of Fixed Assets whose useful lifes has already expired at the beginning of the year in accordance with provisions of Depreciation as per Schedule II of the Companies Act 2013.

**Note 3 : Long-term borrowings**

Particulars	As at 31 <sup>st</sup> March, 2015 ₹	As at 31 <sup>st</sup> March, 2014 ₹
(a) Term loans		
From banks		
Secured (Guaranted by Directors)	17,890,113	37,098,069
Unsecured	-	-
	<b>17,890,113</b>	<b>37,098,069</b>
From others		
Secured	-	-
Unsecured	2,203,200	-
	<b>2,203,200</b>	-
(b) Loans and advances from related parties		
Secured	-	-
Unsecured	80,334,436	106,988,275
	<b>80,334,436</b>	<b>106,988,275</b>
<b>Total</b>	<b>100,427,749</b>	<b>144,086,344</b>

**Details of Security & Terms of Repayment**

- i) Term Loan amounting to ₹ 67.24 lacs (Previous Year ₹ 146.47 lacs) Repayable in monthly installments, last installment due in 28.02.2017. Rate of interest as at year end 13.75 % and secured against First Charge on Fixed Assets & Current Assets of Patna Unit .
- ii) Vehicle Loan amounting to ₹ 14.47 lacs (Previous Year ₹ 27.66 lacs) Repayable in monthly installments, last installment due in 31.03.2017. Rate of interest as at year end 11.75 % and secured against specific vehicle.
- iii) Vehicle Loan amounting to ₹ 2.51 Lacs (Previous Year NIL) Repayable in monthly installments, last installment due in 07.11.2017. Rate of interest as at year end 11.01 % and secured against specific vehicle.
- iv) Vehicle Loan amounting to ₹ 2.79 Lacs (Previous Year NIL ) Repayable in monthly installments, last installment due in 07.05.2017. Rate of interest as at year end 10.75 % and secured against specific vehicle
- v) Vehicle Loan amounting to ₹ NIL (Previous Year ₹ 12.27 Lacs) Repayable in monthly installments, last installment due in 01.04.2016. Rate of interest as at year end 11.72 % and secured against specific vehicle.
- vi) Term Loan amounting to ₹ 91.58 Lacs (Previous Year ₹ 156.37 lacs) Repayable in quarterly installments, last installment due in 31.03.2017. Rate of interest as at year end 13.50 % and secured against First Charge on Fixed Assets & Current Assets of Nellore Unit .
- vii) Term loan amounting to ₹ 0.31 lacs (Previous Year ₹ 28.20 lacs) repayable in monthly installments, last installment due on 07/01/2017. Rate of interest as at year end 13.75% and secured against First Charge on Fixed Assets & Current Assets of Silvassa Unit .
- viii) Unsecured Loans amounting to ₹ 803 lacs (Previous Year ₹ 1069.88 lacs) represents loans from related parties and generally of long term nature however no repayment schedule is specified .
- ix) Unsecured Loans amounting to ₹ 32 lacs (Previous Year NIL ) represents loans from outsiders and generally of long term nature however no repayment schedule is specified .

**Note 4 : Other long-term liabilities**

Particulars	As at 31 <sup>st</sup> March, 2015 ₹	As at 31 <sup>st</sup> March, 2014 ₹
Security deposits received (against lease of premises)	13,100,000	11,100,000
Trade /Security deposits received	3,692,205	3,684,232
<b>Total</b>	<b>16,792,205</b>	<b>14,784,232</b>

**Note 5 : Long-term provisions**

Particulars	As at 31 <sup>st</sup> March, 2015 ₹	As at 31 <sup>st</sup> March, 2014 ₹
Provision for employee benefits:		
Provision for gratuity (net) refer note no 26(B) (i)	2,513,089	1,904,951
<b>Total</b>	<b>2,513,089</b>	<b>1,904,951</b>

## NATIONAL PLASTIC INDUSTRIES LIMITED

### Note 6 : Short-Term Borrowings

Particulars	As at 31 <sup>st</sup> March, 2015 ₹	As at 31 <sup>st</sup> March, 2014 ₹
(a) Loans repayable on demand		
From banks		
Secured - Guaranteed by Directors	238,549,129	170,307,180
Unsecured	-	-
<b>Total</b>	<b>238,549,129</b>	<b>170,307,180</b>

#### Notes:

#### Details of Security for the Secured Short-Term Borrowings:

- (i) Cash Credit facility from bank amounting to ₹ 762.33 lacs ( Previous year ₹ 630.85 lacs) secured against first charge on Fixed Assets and Current Assets of Silvassa and Patna Units.
- (ii) Packing Credit Loan amounting to ₹ 1305.98 lacs (Previous Year ₹ 748.11 lacs ) secured against First charge on Fixed Assets and Current Assets of Silvassa Unit.
- (iii) Cash Credit facility from bank amounting to ₹ 317.18 lacs ( Previous year ₹ 324.11 lacs) secured against first charge on Fixed Assets and Current Assets of Nellore Unit.

### Note 7 : Other Current Liabilities

Particulars	As at 31 <sup>st</sup> March, 2015 ₹	As at 31 <sup>st</sup> March, 2014 ₹
(a) Current maturities of long-term debt	19,852,284	23,117,363
(b) Other payables	-	-
(i) Statutory remittances (Contributions to PF and ESIC, Withholding Taxes, Excise Duty, VAT, Service Tax, etc.)	15,941,348	20,054,098
(ii) Payables on purchase of fixed assets	1,592,943	1,389,161
(iii) Advances from customers	4,532,665	3,020,622
<b>Total</b>	<b>41,919,239</b>	<b>47,581,244</b>

#### Trade payables \*

Particulars	As at 31 <sup>st</sup> March, 2015 ₹	As at 31 <sup>st</sup> March, 2014 ₹
Trade payables:		
Other than Acceptances	87,157,720	128,944,559
<b>Total</b>	<b>87,157,720</b>	<b>128,944,559</b>

### Note 8 : Short-term provisions

Particulars	As at 31 <sup>st</sup> March, 2015 ₹	As at 31 <sup>st</sup> March, 2014 ₹
(a) Provision for employee benefits		
Gratuity	64,010	62,692
(b) Provision - Others:		
(i) Provision for excise duty on closing stock	11,210,257	13,286,655
(ii) Provision for Proposed Equity Dividend	9,129,600	-
(iii) Provision for tax on proposed dividends	1,858,604	-
<b>Total</b>	<b>22,262,471</b>	<b>13,349,347</b>

**Note 9 : Fixed assets**

A.	Tangible assets	Gross block				Depreciation/Amortisation				Net block	
		Balance as at 1 <sup>st</sup> April, 2014	Additions	Disposals/ Adjustments	Balance as at 31 <sup>st</sup> March, 2015	Balance as at 1 <sup>st</sup> April, 2014	Depreciation / amortisation expense for the year	Disposals/ Adjustments	Balance as at 31 <sup>st</sup> March, 2015	Balance as at 31 <sup>st</sup> March, 2015	Balance as at 31 <sup>st</sup> March, 2014
(a)	Land										
	Freehold	12,512,803	1,121,552	-	13,634,355	-	-	-	-	13,634,355	13,599,685
	Leasehold *	4,488,223	-	-	4,488,223	99,738	113,546	-	213,284	4,274,939	3,301,603
(b)	Buildings										
	Own use	83,462,593	396,299	-	83,858,892	25,570,477	3,406,222	-	28,976,699	54,882,193	57,892,116
	Given under operating lease *	31,392,854	-	-	31,392,854	19,626,161	-	-	19,626,161	11,766,693	11,766,693
(c)	Plant and Equipment	196,751,420	748,031	-	197,499,451	93,451,513	18,040,200	-	111,491,713	86,007,738	103,299,907
(d)	Dies & Moulds	175,115,673	8,992,139	-	184,107,812	144,228,327	1,540,653	-	145,768,980	38,338,832	30,887,346
(e)	Furniture and Fixtures	3,069,023	123,375	-	3,192,398	2,130,031	148,479	-	2,278,510	913,888	938,992
(f)	Vehicles	20,914,871	1,896,359	1,182,800	21,628,430	7,550,803	2,073,818	449,464	9,175,157	12,453,273	13,364,068
(g)	Office equipment	5,322,236	1,548,892	-	6,871,128	3,922,460	542,237	-	4,464,697	2,406,431	1,399,772
(h)	Electrical Installation	12,037,909	-	-	12,037,909	1,103,657	1,281,950	-	2,385,607	9,652,302	10,934,252
(i)	Others (specify nature),	36,150	-	-	36,150	8,849	3,963	-	12,812	23,338	27,301
	<b>Total</b>	<b>545,103,755</b>	<b>14,826,647</b>	<b>1,182,800</b>	<b>558,747,602</b>	<b>297,692,016</b>	<b>27,151,068</b>	<b>449,464</b>	<b>324,393,620</b>	<b>234,353,982</b>	<b>247,411,735</b>
	<b>Previous year</b>	<b>526,387,102</b>	<b>18,716,649</b>	<b>-</b>	<b>545,103,751</b>	<b>273,911,287</b>	<b>23,780,729</b>	<b>-</b>	<b>297,692,016</b>	<b>247,411,735</b>	<b>-</b>

**NOTE:-**

Depreciation Current year includes ₹ 63,659/- debited to prior period expenses and ₹ 91,51,665 debited to Opening balance of Profit and Loss A/c due to transitional provisions as per schedule II of Companies Act, 2013.

**Note 10 : Non-current investments**

Particulars	As at 31 <sup>st</sup> March, 2015 ₹	As at 31 <sup>st</sup> March, 2014 ₹
Investments (At cost): UNQUOTED		
Investment in government or trust securities		
(i) government securities	61,000	61,000
National Savings Certificates (Pledged with Government Authorities)	-	-
<b>Total</b>	<b>61,000</b>	<b>61,000</b>

**Note 11 : Deferred Tax Assets (Net)**

Particulars	As at 31 <sup>st</sup> March, 2015 ₹	As at 31 <sup>st</sup> March, 2014 ₹
<b>Deferred tax (liability) / asset</b>		
<u>Tax effect of items constituting deferred tax liability</u>		
On difference between book balance and tax balance of fixed assets	19,930,960	20,394,710
Tax effect of items constituting deferred tax liability	<b>19,930,960</b>	<b>20,394,710</b>
<u>Tax effect of items constituting deferred tax assets</u>		
Provision for compensated absences, gratuity and other employee benefits	796,324	588,630
Unabsorbed depreciation & Business Losses carried forward	53,673,289	57,576,869
Others	-	-
Tax effect of items constituting deferred tax assets	<b>54,469,613</b>	<b>58,165,498</b>
<b>Net deferred tax (liability) / asset</b>	<b>34,538,653</b>	<b>37,770,788</b>

The Company has recognised deferred tax asset on unabsorbed depreciation to the extent of the corresponding deferred tax liability on the difference between the book balance and the written down value of fixed assets under Income Tax (or) The Company has recognised deferred tax asset on unabsorbed depreciation and brought forward business losses based on the Management's estimates of future profits considering the non-cancellable customer orders received by the Company.

## NATIONAL PLASTIC INDUSTRIES LIMITED

### Note 12 : Long-term loans and advances

Particulars	As at 31 <sup>st</sup> March, 2015 ₹	As at 31 <sup>st</sup> March, 2014 ₹
Unsecured Considered good		
(i) MAT credit entitlement	15,566,216	15,554,396
(ii) Other Loans and Advances		
a) Others	5,468,814	372,974
b) Deposits	4,761,220	4,870,027
	<b>10,230,034</b>	<b>5,243,001</b>
<b>Total</b>	<b>25,796,250</b>	<b>20,797,397</b>

### Note 13 : Inventories

(At lower of cost and net realisable value)

Particulars	As at 31 <sup>st</sup> March, 2015 ₹	As at 31 <sup>st</sup> March, 2014 ₹
(a) Raw materials	33,515,640	18,364,030
Goods-in-transit	123,900	1,504,738
(b) Work-in-progress	69,928,238	44,848,836
Goods-in-transit		
(c) Finished goods (other than those acquired for trading)	108,041,270	131,193,610
Goods-in-transit		
(d) Stock-in-trade (acquired for trading)	5,695,874	7,910,542
Goods-in-transit		
(e) Stores and spares	1,219,265	1,399,380
Goods-in-transit		
(f) Others - Packing Material	5,363,987	5,814,608
Goods-in-transit		
<b>Total</b>	<b>223,888,174</b>	<b>211,035,744</b>

### Note 14 : Trade receivables

Particulars	As at 31 <sup>st</sup> March, 2015 ₹	As at 31 <sup>st</sup> March, 2014 ₹
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good	32,826,965	34,816,401
<b>Others</b>		
Unsecured, considered good	127,518,883	135,243,360
<b>Total</b>	<b>160,345,848</b>	<b>170,059,761</b>

### Note 15 : Cash and cash equivalents

Particulars	As at 31 <sup>st</sup> March, 2015 ₹	As at 31 <sup>st</sup> March, 2014 ₹
(a) Cash on hand	1,406,041	4,545,881
(b) Balances with banks		
(i) In current accounts	2,620,821	1,185,120
(ii) In earmarked accounts	3,672,873	11,446,413
- Balances held as margin money or security against borrowings, guarantees and other commitments	90,227	83,817
<b>Total</b>	<b>7,789,962</b>	<b>17,261,231</b>

**Note 16 : Short-term loans and advances**

Particulars	As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014
	₹	₹
Unsecured, considered good		
(a) Loans and advances to employees	1,527,163	1,510,010
(b) Prepaid expenses	2,160,878	2,849,110
(c) Balances with government authorities		
(i) CENVAT credit receivable	8,981,836	6,959,397
(ii) VAT/ CST Refund/Credit Receivables	10,854,669	15,644,684
(iii) Service Tax credit receivable	-	308,205
(iv) Electricity / Entry tax/Interest/Sales Tax refund receivable	6,459,435	4,234,339
(v) Taxes Paid in Advance (Net of Provisions)	7,867,596	4,631,905
(d) Capital Advances	7,971,416	2,871,445
(e) Advances to suppliers	4,344,183	3,025,385
(f) Others	194,064	5,864,442
<b>Total</b>	<b>50,361,240</b>	<b>47,898,922</b>

**Note 17 : Other current assets**

Particulars	As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014
	₹	₹
(a) Accruals		
(i) Interest accrued on deposits	-	-
(b) Others		
(i) Discount Receivables	2,016,508	2,462,968
(ii) Other Receivables	104,521	795,403
<b>Total</b>	<b>2,121,029</b>	<b>3,258,371</b>

**Note 18 : Revenue from operations**

Note	Particulars	For the year ended 31 <sup>st</sup> March, 2015 ₹	For the year ended 31 <sup>st</sup> March, 2014 ₹
(a)	Sale of products	931,747,493	863,003,687
(b)	Sale of services	24,628,478	23,455,688
(c)	Other operating revenues	7,512,852	8,726,171
	Less:	<b>963,888,823</b>	<b>895,185,545</b>
(d)	Duties & Taxes	103,365,486	113,467,939
	<b>Total</b>	<b>860,523,337</b>	<b>781,717,606</b>
Note	Particulars	For the year ended 31 <sup>st</sup> March, 2015 ₹	For the year ended 31 <sup>st</sup> March, 2014 ₹
(i)	Sale of products comprises :		
	<u>Manufactured goods</u>		
	Moulded Plastic Articles	929,253,008	784,239,138
	Plastic Mats	-	78,424,689
	<b>Total - Sale of manufactured goods</b>	<b>929,253,008</b>	<b>862,663,827</b>
	<u>Traded goods</u>		
	Moulded Plastic Articles	2,494,485	339,860
	<b>Total - Sale of traded goods</b>	<b>2,494,485</b>	<b>339,860</b>
	<b>Total - Sale of products</b>	<b>931,747,493</b>	<b>863,003,687</b>
(ii)	Sale of services comprises:		
	Rent	24,628,478	23,455,688
	<b>Total - Sale of services</b>	<b>24,628,478</b>	<b>23,455,688</b>
(iii)	Other operating revenues comprise:		
	Vat/Entry Tax Refund	6,508,545	7,285,251
	Sundry Bal W/Back(net)	1,004,307	1,440,920
	<b>Total - Other operating revenues</b>	<b>7,512,852</b>	<b>8,726,171</b>

## NATIONAL PLASTIC INDUSTRIES LIMITED

### Note 19 : Other income

Note	Particulars	For the year ended 31 <sup>st</sup> March, 2015 ₹	For the year ended 31 <sup>st</sup> March, 2014 ₹
(a)	Interest income from Banks on Deposits	888,929	1,054,541
(b)	Net gain on foreign currency transactions and translation (other than considered as finance cost)	966,096	2,120,845
(c)	Other non-operating income (net of expenses directly attributable to such income) (Refer Note (ii) below)	2,456,926	858,096
	<b>Total</b>	<b>4,311,951</b>	<b>4,033,482</b>

### Note 20 : Cost of materials consumed

Particulars	For the year ended 31 <sup>st</sup> March, 2015 ₹	For the year ended 31 <sup>st</sup> March, 2014 ₹
Opening stock	19,868,768	25,700,956
Add: Purchases	572,398,357	517,513,418
	<b>592,267,125</b>	<b>543,214,374</b>
Less: Closing stock	33,639,540	19,868,768
<b>Cost of material consumed</b>	<b>558,627,585</b>	<b>523,345,606</b>
Material consumed comprises:		
Plastic Powder/ PVC Plastic Resin	533,217,332	501,164,742
Masterbatch /Pigments	19,155,733	13,732,418
Others	6,254,520	8,448,445
<b>Total</b>	<b>558,627,585</b>	<b>523,345,605</b>

### Note 21 : Purchase of traded goods

Particulars	For the year ended 31 <sup>st</sup> March, 2015 ₹	For the year ended 31 <sup>st</sup> March, 2014 ₹
Moulded Plastic Articles	-	1,128,624
<b>Total</b>	<b>-</b>	<b>1,128,624</b>

### Note 22 : Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	For the year ended 31 <sup>st</sup> March, 2015 ₹	For the year ended 31 <sup>st</sup> March, 2014 ₹
<u>Inventories at the end of the year:</u>		
Finished goods	108,041,270	131,193,611
Work-in-progress	69,928,238	44,848,836
Stock-in-trade	5,695,874	7,910,542
	<b>183,665,382</b>	<b>183,952,989</b>
<u>Inventories at the beginning of the year:</u>		
Finished goods	131,193,511	115,357,482
Work-in-progress	44,848,836	38,759,242
Stock-in-trade	7,910,542	6,973,291
	<b>183,952,889</b>	<b>161,090,015</b>
<b>Net (increase) / decrease</b>	<b>287,507</b>	<b>(22,862,974)</b>

### Note 23 : Employee benefits expense

Particulars	For the year ended 31 <sup>st</sup> March, 2015 ₹	For the year ended 31 <sup>st</sup> March, 2014 ₹
1 Salaries, Wages & Bonus	33,148,255	29,548,803
2 Contributions to provident and other funds	2,319,669	1,559,282
3 Staff welfare expenses	848,635	778,877
<b>Total</b>	<b>36,316,559</b>	<b>31,886,962</b>

**Note 24 : Finance costs**

Particulars	For the year ended 31 <sup>st</sup> March, 2015 ₹	For the year ended 31 <sup>st</sup> March, 2014 ₹
(a) Interest expense on:		
(i) Borrowings	29,164,149	36,450,907
(ii) Trade Payables	121,498	1,531,489
(iii) Exchange Rate Diff Finance	2,682,511	-
(iv) Others	2,023,025	3,414,197
(b) Other Borrowings Costs	6,663,261	4,572,132
<b>Total</b>	<b>40,654,443</b>	<b>45,968,724</b>

**Note 25 : Other expenses**

Particulars	For the year ended 31 <sup>st</sup> March, 2015 ₹	For the year ended 31 <sup>st</sup> March, 2014 ₹
<b>1 MANUFACTURING EXPENSES</b>		
1.1 Consumption of stores & spare parts	3,992,196	5,955,866
1.2 Consumption of packing materials	15,974,681	13,955,916
1.3 Increase / (decrease) of excise duty on inventory	(2,076,398)	1,255,658
1.4 Labour Charges	11,390,416	6,937,126
1.5 Electricity, Power and fuel	39,518,596	34,845,594
1.6 Water	151,329	172,970
1.7 Repairs and maintenance - Buildings	1,019,319	1,028,168
1.8 Repairs and maintenance - Machinery	5,332,511	4,722,979
1.9 Security charges	3,090,433	2,839,140
<b>2 SELLING AND DISTRIBUTION</b>		
2.1 Freight and forwarding	8,797,304	10,924,939
2.2 Sales commission	5,034,819	1,843,429
2.3 Sales discount and sales returns	25,174,132	22,143,711
2.4 Advertisement and Sales Promotion Expenses	3,669,380	2,502,432
2.5 Export Expenses	36,613,334	28,311,094
<b>3 ESTABLISHMENT EXPENSES</b>		
3.1 Repairs and maintenance - Others	957,641	519,471
3.2 Insurance	494,694	880,770
3.3 Rent, Rates and taxes	3,860,338	3,891,454
3.4 Communication	2,020,152	1,988,950
3.5 Travelling and conveyance, Foreign Travelling	15,690,548	11,517,474
3.6 Printing and stationery	679,212	778,331
3.7 Motor car expenses	1,877,424	1,157,686
3.8 Donations and contributions	645,000	129,000
3.9 Legal and professional	2,881,431	2,078,835
3.10 Payments to auditors	250,000	250,000
3.11 Prior period items (net)	176,344	3,332,962
3.12 Loss on sale of Fixed Assets	589,105	-
3.13 Miscellaneous expenses	4,371,933	3,688,822
<b>Total</b>	<b>192,175,873</b>	<b>167,652,776</b>



**Note 26(A) : Corporate Information and Significant Accounting Policies**

Note	Particulars
<b>a) Corporate information</b>	The company is engaged in manufacturing plastic injection moulded articles and mattresses. The company is having manufacturing plants at Silvassa, Patna and Nellore.
<b>b) Significant accounting policies (Illustrative)</b>	
<b>i) Basis of accounting and preparation of financial statements</b>	The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.
<b>ii) Use of estimates</b>	The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.
<b>iii) Inventories</b>	Inventories are valued at the lower of cost (on FIFO basis) and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty.
<b>iv) Cash and cash equivalents (for purposes of Cash Flow Statement)</b>	Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.
<b>v) Cash flow statement</b>	Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.
<b>vi) Depreciation and amortisation</b>	Depreciation has been provided as per provisions in Schedule II of the Companies Act 2013 based on useful life of the fixed assets as specified in Part C of the said schedule. Leasehold land is amortised over the duration of the lease. Assets costing less than ₹ 5,000 each are fully depreciated in the year of capitalisation
<b>vii) Revenue recognition</b>	<u>Sale of goods</u> Sales are recognised on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales include excise duty, sales tax and value added tax. Trade discounts and returns has been disclosed separately under Other Expenditure.
<b>viii) Other income</b>	Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

**ix) Tangible fixed assets**

Fixed assets, are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Exchange differences arising on restatement / settlement of long-term foreign currency borrowings relating to acquisition of depreciable fixed assets are charged to profit and loss account. Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item of the relevant assets. Subsequent expenditure relating to fixed assets is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

**Capital work-in-progress:**

Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

**x) Pre Operative Expenditure**

All expenses prior to commencement of the new projects are treated as pre operative expenses and shall be capitalised to the value of major fixed assets of the relevant project in appropriate manner, direct or indirect, upon commencement of commercial production at such projects.

**xi) Foreign currency transactions and translations**

**Initial recognition**

Transactions in foreign currencies entered into by the Company and its integral foreign operations are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

**Measurement of foreign currency monetary items at the Balance Sheet date**

Foreign currency monetary items (other than derivative contracts) of the Company outstanding at the Balance Sheet date are restated at the year-end rates. Exchange differences arising out of this translation is charged to Profit and Loss Account.

**xii) Government grants, subsidies and export incentives**

Government grants and subsidies are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants / subsidy will be received. Government grants and subsidy received towards capital outlay is treated as Capital Reserve.

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

**xiii) Investments**

Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

**xiv) Employee Retirement benefits**

The company has a policy of payment of Gratuity only at the time of retirement and the same has been provided as per provisions of Accounting Standard 15 of Retirement benefit to employees.

**xv) Borrowing costs**

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets.

**xvi) Earnings per share**

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

**xvii) Taxes on income**

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability."

Current and deferred tax relating to items directly recognised in equity are recognised in equity and not in the Statement of Profit and Loss.

**xviii) Impairment of assets**

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

**xix) Insurance claims**

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

**xx) Service tax input credit**

Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is no uncertainty in availing / utilising the credits.

**Note 26(B) : Additional information to the financial statements (Figures of amounts in Lacs)**

Note	Particulars	As at 31 <sup>st</sup> March, 2015 ₹	As at 31 <sup>st</sup> March, 2014 ₹
a)	<b>Contingent liabilities and commitments (to the extent not provided for)</b>		
(i)	Contingent liabilities		
(a)	Bank Guarantees Outstanding	38.25	38.25
(ii)	Commitments #		
(a)	Estimated amount of contracts remaining to be executed on capital account and not provided for		
	Tangible assets	133.00	26.76

**b) Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

The company does not possess necessary information as regards due to Micro, Small and Medium Enterprises for the necessary provision of interest and disclosures.

**c) Value of imports calculated on CIF basis @:**

Particulars	For the year ended 31 <sup>st</sup> March, 2015 ₹	For the year ended 31 <sup>st</sup> March, 2014 ₹
Raw materials	51.95	32.12
Traded Purchases	-	7.47
Total Other Purchases	0.00	7.47
Capital goods	0.00	0.00

**d) Expenditure in foreign currency #:**

Particulars	For the year ended 31 <sup>st</sup> March, 2015 ₹	For the year ended 31 <sup>st</sup> March, 2014 ₹
Foreign Travel Expenses	2.24	5.15
Bank Charges	11.12	8.32

**e) Details of consumption of imported and indigenous items \***

Particulars	For the year ended 31 <sup>st</sup> March, 2015 ₹	For the year ended 31 <sup>st</sup> March, 2014 ₹
<u>Imported</u>		
Raw materials	42.02	36.77
%	0.75	0.70
<b>Total</b>	<b>42.02</b>	<b>36.77</b>
%	0.75	0.70
<u>Indigenous</u>		
Raw materials	5,544.26	5,196.69
%	99.25	99.30
<b>Total</b>	<b>5,586.28</b>	<b>5,233.46</b>
	100.00	100.00

**f) Earnings in foreign exchange @:**

Particulars	For the year ended 31 <sup>st</sup> March, 2015 ₹	For the year ended 31 <sup>st</sup> March, 2014 ₹
Export of goods calculated on FOB basis	2,343	1,860

## NATIONAL PLASTIC INDUSTRIES LIMITED

g) In the opinion of the management the Current Assets, Loans and Advances are expected to realize at least amount at which they are stated, if realized in the ordinary course of the business and provision of all known liabilities have been adequately made in the accounts.

h) The Company has changed method of Depreciation with effect from 1<sup>st</sup> April, 2014 due to new method prescribed under Schedule II of Companies Act, 2013.

The Company has W/off Written Down values of Fixed Assets amounting to ₹ 91,51,665/- whose useful lives has already expired at the beginning of the year in accordance with provisions of Depreciation as per Schedule II of the Companies Act, 2013.

i) **Related party transactions**

**Details of related parties:**

Description of relationship	Names of related parties
<b>Key Management Personnel (KMP)</b>	Mr. Paresh Vinod Parekh
	Mr. Ketan Vinod Parekh
<b>Relatives of KMP</b>	Mr. Vinod Parekh(HUF)
	Mr. Ketan Vinod Parekh(HUF)
	Mr. Harsh Parekh
	Mr. Vivek Parekh
<b>Company in which KMP / Relatives of KMP can exercise significant influence</b>	M/s. National Plastic Industries M/s. Enpee Credit & Capital (India) Pvt Ltd

Note: Related parties have been identified by the Management.

**Details of related party transactions during the year ended 31<sup>st</sup> March, 2015 and balances outstanding as at 31<sup>st</sup> March, 2015:**

	KMP	Relatives of KMP	Entities in which KMP / relatives of KMP have significant influence	Total
Loans/Advances Received /Taken	<b>12.55</b> (2.99)	<b>2.53</b> (7.18)	<b>139.65</b> (794.19)	<b>154.73</b> (804.36)
Loans/Advances Repaid /Given	<b>17.60</b> (2.99)	<b>8.88</b> (9.12)	<b>424.84</b> (347.24)	<b>451.32</b> (359.35)
Remuneration Paid	<b>15.36</b> (15.36)	- -	- -	<b>15.36</b> (15.36)
Salary	- -	<b>7.27</b> (5.94)	- -	<b>7.27</b> (5.94)
<b><u>Balances outstanding at the end of the year</u></b>				
Borrowings	- (5.05)	<b>0.24</b> (6.58)	<b>803.34</b> (1058.25)	<b>803.58</b> (1069.88)

i) **AS-15 DISCLOSURE ON DEFINED BENEFIT PLANS:-**

The Company offers Gratuity employee benefit scheme to its employees.

Nature of Benefit - Gratuity is payable on death whilst in service or withdrawal from service due to resignation, termination or early retirement and on retirement from service at normal retirement age.

The following table sets out the funded status of the defined benefit schemes and the amount recognised in the financial statements:

SR . NO.	PARTICULARS	GRATUITY (₹ In Lacs) For the year ended 31 <sup>st</sup> March, 2015	GRATUITY (₹ In Lacs) For the year ended 31 <sup>st</sup> March, 2014
I	Components to employer Expense		
a	Current Service Cost	2.98	2.73
b	Interest Cost	1.76	1.88
c	Past service cost	-	-
d	Actuarial (Gain) / Loss	1.36	(5.35)
e	Total expense / (gain) recognized in the Profit & Loss a/c	6.09	(0.74)
II	Net Asset/(Liability) recognized in Balance Sheet as at 31.3.15		
a	Present value of obligation as at 31.3.15	25.77	19.68
b	Fair value of plan Assets as at 31.3.15	-	-
c	(Asset)/Liability recognized in Balance Sheet	25.77	19.68
III	Change in Defined Benefit Obligation (DBO) during year ended as on 31.3.15		
a	Present value of obligation as at 1.4.2014	19.68	20.86
b	Current service cost	2.98	2.73
c	Interest cost	1.76	1.88
d	Past service cost	-	-
e	Actuarial (Gain)/Loss	1.36	(5.35)
f	Benefits Paid	-	(0.44)
g	Present value of obligation as at 31.3.15	25.77	19.68
IV	The amounts recognised in the balance sheet are as follows:		
	Present value of funded obligations	-	-
	Fair value of plan assets	-	19.68
	Present value of unfunded obligations	-	-
	Unrecognised past service cost	-	-
	Unrecognised Actuarial loss	-	-
V	Table of Experience adjustments		
	Defined benefit obligation	25.77	19.68
	Plan assets	-	-
	Surplus/(Deficit)	25.77	19.68
	Experience adjustments on plan liabilities	(1.81)	(5.35)
	Actuarial loss/(gain) due to changes in assumptions	3.16	-
	Experience adjustments on plan assets	-	-
	Net Actuarial loss/(gain) for the year	1.36	(5.35)
	Past service liability	-	-
VI	Actuarial assumptions		
	Mortality	IALM (1994-96) published table of mortality rates.	IALM (1994-96) published table of mortality rates.
	Discount Rate	7.80%	9.10%
	Salary Growth	7%	7%
	Expected rate of return	N.A	N.A
	Withdrawal rates	5% at younger ages reducing to 1% at older ages	5% at younger ages reducing to 1% at older ages
	Retirement age	60 years	60 years

In terms of our report attached.

**For Sheth Doctor & Associates**  
Chartered Accountants  
Firm Regn. No 124822W

**Paresh S. Doctor**  
Membership No 36056

Place : Mumbai  
Date : 30<sup>th</sup> May, 2015

**For and on behalf of the Board of Directors**

**Paresh V. Parekh**  
Managing Director

**Umesh L. Shenoy**  
Vice President - Finance

**Ketan V. Parekh**  
Director

**Swati J. Zawar**  
Company Secretary

**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.  
 Email: info@nationalplastic.com, Website: www.nationalplastic.com  
 Phone No.: 022 - 67669999 Fax: 022 - 28360422

**ATTENDANCE SLIP  
 (28<sup>th</sup> Annual General Meeting)**

DP ID No. & Client ID No. / Folio No.	
Name and Address of the Shareholder in Block Letters	
Name of Joint Holder(s), if any	
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 Twenty Eighth Annual General Meeting of the Members of National Plastic Industries Limited held on Tuesday, 29<sup>th</sup> 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/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.  
 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

- 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 28<sup>th</sup> Annual General Meeting of the Company, to be held on Tuesday, 29<sup>th</sup> 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
<b>Ordinary Business</b>			
1	Adoption of Financial Statements for the year ended 31 <sup>st</sup> 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		
<b>Special Business</b>			
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) \_\_\_\_\_

₹ 1/-  
Revenue  
Stamp

**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.







## FINANCIALS OF THE COMPANY AT A GLANCE

(₹ in Crs)

<b>OPERATING RESULTS</b>	<b>2014-15</b>	2013-14	2012-13	2011-12	2010-11
Sales and Other Income	<b>96.39</b>	89.52	72.98	64.86	62.40
Gross Profit before Depreciation, Interest & Tax	<b>7.74</b>	8.46	3.07	4.64	5.54
Profit Before Tax/(Loss)	<b>1.88</b>	1.55	(3.34)	00.87	2.97
Net Profit after Tax/(Loss)	<b>1.27</b>	00.97	(2.26)	00.64	2.05
Retained Earnings	<b>2.76</b>	3.86	(1.17)	1.99	3.42
Equity Dividend (in %) (*Proposed Dividend)	<b>00.91</b>	-	-	00.46	00.91
Earnings per share (EPS) Rs.	<b>1.40</b>	1.07	-2.47	00.71	2.24
Face Value per share Rs	<b>10</b>	10	10	10	10
Equity Share Capital	<b>9.13</b>	9.13	9.13	9.13	9.13
Reserves & Surplus	<b>13.88</b>	14.34	23.47	15.58	14.72
Net Worth	<b>19.56</b>	19.70	28.39	21.59	20.49
Book Value Per Share Rs	<b>21.42</b>	21.57	31.09	23.64	22.45

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