

Regd. Office - 213, 214 & 215, Second Floor, Hub Town Solaries, N. S. Phadke Marg, Andheri (E), Mumbai - 400 069. Tel.: 91-22 6766 9999 | Fax: 022-6766 9998 | E-Mail: info@nationalplastic.com | Website: nationalplastic.com

NOTICE

Notice is hereby given that the Thirty Fifth Annual General Meeting (35th AGM) of the Members of National Plastic Industries Limited (CIN: L25200MH1987PLC044707), will be held on Friday, August 26, 2022 at 4:00 PM through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2022 the reports of the Board of Directors and Auditors thereon.
- 2. To appoint a Director in place of Mrs. Neeta Ketan Parekh (DIN: 00811690), who retires by rotation and being eligible, offers herself for re-appointment.
 - "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Neeta K. Parekh (DIN: 00811690) Non-Executive Director of the Company who retires by rotation at this meeting and being eligible has offered herself for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."
- 3. To re-appoint M/s. R S Prabhu & Associates, Chartered Accountants as statutory auditors of the Company and to fix their remuneration:
 - "RESOLVED THAT pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, R. S. Prabhu & Associates, Chartered Accountants (Firm Registration No. 127010W) be and are hereby re-appointed as the Statutory Auditors of the Company for a period of five years starting from the conclusion of this Annual General Meeting (AGM) until the conclusion of 40th Annual General Meeting of the Company to be held after this Annual General Meeting on such remuneration as may be mutually agreed upon between Board of Directors of the Company and the Auditors plus reimbursement of service tax, travelling and out-of pocket expenses."





Regd. Office - 213, 214 & 215, Second Floor, Hub Town Solaries, N. S. Phadke Marg, Andheri (E), Mumbai - 400 069. Tel.: 91-22 6766 9999 | Fax: 022-6766 9998 | E-Mail: info@nationalplastic.com | Website: nationalplastic.com CIN: L25200MH1987PLC044707

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

SPECIAL BUSINESS:

4. To re-appoint Mr. Paresh V. Parekh (DIN: 00432673) as Managing Director and in this regards, to pass, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 117, 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or re-enactments) thereof for the time being in force), the approval of the members/shareholders of the Company be and are hereby accorded to approve the terms of re-appointment and remuneration of Mr. Paresh Vinod Parekh (DIN: 00432673) as the Managing Director (Key Managerial Personnel) of the Company, for a period of five years from May 28, 2022 to May 27 2027 as recommended/ approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on May 28, 2022, on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/ or remuneration as it may deem fit and as may be accepted to Mr. Paresh Vinod Parekh, subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof."

"RESOLVED FURTHER THAT all Acts done by Managing Director, Mr. Paresh Vinod Parekh be and are hereby ratified, confirmed, approved and adopted from 13th February, 2021 onwards."

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







Regd. Office - 213, 214 & 215, Second Floor, Hub Town Solaries, N. S. Phadke Marg, Andheri (E), Mumbai - 400 069. Tel.: 91-22 6766 9999 | Fax: 022-6766 9998 | E-Mail: info@nationalplastic.com | Website: nationalplastic.com CIN: L25200MH1987PLC044707

5. To re-appoint Mr. Ketan V. Parekh (DIN: 00432734) as Joint Managing Director and in this regards, to pass, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 117, 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or re-enactments) thereof for the time being in force), the approval of the members/shareholders of the Company be and are hereby accorded to approve the terms of re-appointment and remuneration of Mr. Ketan Vinod Parekh (DIN: 00432734) as the Joint Managing Director (Key Managerial Personnel) of the Company, for a period of five years from May 28, 2022 to May 27 2027 as recommended/ approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on May 28 2022, on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/ or remuneration as it may deem fit and as may be accepted to Mr. Ketan Vinod Parekh, subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof."

"RESOLVED FURTHER THAT all Acts done by Managing Director, Mr. Ketan Vinod Parekh be and are hereby ratified, confirmed, approved and adopted from 13th February, 2021 onwards."

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

6. To re-appoint Mr. Harsh P. Parekh (DIN: 06854020) as Whole Time Director and in this regards, to pass, the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 117, 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies







Regd. Office - 213, 214 & 215, Second Floor, Hub Town Solaries, N. S. Phadke Marg, Andheri (E), Mumbai - 400 069. Tel.: 91-22 6766 9999 | Fax: 022-6766 9998 | E-Mail: info@nationalplastic.com | Website: nationalplastic.com CIN: L25200MH1987PLC044707

(Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or re-enactments) thereof for the time being in force) the approval of the members/shareholders of the Company be and are hereby accorded to approve the terms of re-appointment and remuneration of Mr. Harsh Paresh Parekh (DIN: 06854020) as the Whole Director (Key Managerial Personnel) of the Company, for a period of five years from May 30, 2022 to May 29 2027 as recommended/ approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on May 28 2022, on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/ or remuneration as it may deem fit and as may be accepted to Mr. Paresh Vinod Parekh, subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof."

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

7. TO APPROVE THE REMUNERATION PAYABLE TO THE COST AUDITOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. N. Ritesh & Associates, Cost Accountants (Firms Registration No. R100675) appointed by the Board of Directors as Cost Auditors of the Company to conduct audit of cost records of the Company for the financial year 2022-2023 be paid a remuneration of Rs. 75,000/- (Rupees Seventy-Five Thousand only)

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





Regd. Office - 213, 214 & 215, Second Floor, Hub Town Solaries, N. S. Phadke Marg, Andheri (E), Mumbai - 400 069. Tel.: 91-22 6766 9999 | Fax: 022-6766 9998 | E-Mail: info@nationalplastic.com | Website: nationalplastic.com CIN: L25200MH1987PLC044707

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

> PARESH VINOD PAREKH CHAIRMAN

> > (DIN: 00432673)

Date: May 28, 2022 Place: Mumbai

Registered Office:

Office No. 213, 214 & 215, 2nd Floor, Hubtown Solaris, N. S. Phadke Marg, Andheri (East), Mumbai – 400069.

Tel: +91 22 67669999, Fax: +91 22 67669998,

Email: <u>investor@nationalplastic.com</u> Website: www.nationalplastic.com



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

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

Item No. 4:

The Board of Directors of the Company ("the Board") at its meeting held on May 28, 2022 has, subject to approval of members, reappointed Mr. Paresh V. Paresh (DIN: 00432673) as a Managing Director, for a further period of 5 (five) years from the expiry of his present term, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek members' approval for the re-appointment of and remuneration payable to Mr. Paresh V. Parekh as a Managing Director of the Company, in terms of the applicable provisions of the Act.

Terms of reappointment are as follows:

- 1. Period of Appointment: 5 Years
- 2. Salary: Rs. 50,000/- per month.
- 3. Perquisites:
 - a) Housing: Free furnished accommodation or HRA of Rs. 25,000/- per month in lieu of company provided accommodation.
 - b) City Compensatory Allowance Rs. 15,000/- per month.
 - c) The reimbursement of the medical expenses of self and his family subject to ceiling of one-month salary in a year or three months salary over a period of five years.
 - d) Leave Travel Concession for self and family, once in a year as per the rules specified by the Company.
 - e) Fees of club other than admission and life membership fee of maximum two clubs.
 - f) Personal accident insurance Premium not to exceed Rs. 2,000/- per annum.
 - g) Reimbursement of travelling, entertainment expenses and all other expenses incurred for the business of the Company, as per the rules of the rules of the Company.

4. Benefits:

- a) Contributions to the Provident Fund, Superannuation Fund as per the rules of the Company.
- b) Gratuity not exceeding half a month salary for each completed year of service.
- c) A car with chauffeur shall be provided for the Company's business.
- d) Telephone facility shall be provided at residence, personal long distance on telephone and use of car for private purpose shall be borne by him.
- 5. The aggregate of the remuneration and perquisites as aforesaid in any Financial year shall not exceed the limit, from time to time, under Section 197, Section 198 and other

applicable provisions of the Act, read with Schedule V of the said Act or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.

- 6. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Paresh Parekh as minimum remuneration, subject to the applicable provisions prescribed under Section 197 read with Schedule V of the Act, and subject to the approval of the Central Government, if required.
- 7. So long as Mr. Paresh Parekh functions as the Managing Director of the Company he shall be subject to retirement by rotation.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Paresh Vinod Parekh under Section 190 of the Act.

Details of Mr. Paresh V. Parekh are provided in "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Paresh V. Parekh is interested in the resolution set out at Item No. 4 of the Notice. The relatives of Mr. Parekh V. Parekh may be deemed to be interested in the resolution set out at Item No. 4 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 / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5:

The Board of Directors of the Company ("the Board") at its meeting held on May 28, 2022 has, subject to approval of members, reappointed Mr. Ketan V. Parekh (DIN: 00432673) as a Managing Director for a further period of 5 (five) years from the expiry of his present term, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek members' approval for the re-appointment of and remuneration payable to Mr. Ketan V. Parekh as a Joint Managing Director of the Company, in terms of the applicable provisions of the Act.

Terms of reappointment are as follows:

- 1. Period of Appointment: 5 Years
- 2. Salary: Rs. 50,000/- per month.
- 3. Perquisites:
 - a) Housing: Free furnished accommodation or HRA of Rs. 25,000/- per month in lieu of company provided accommodation.
 - b) City Compensatory Allowance Rs. 15,000/- per month.
 - c) The reimbursement of the medical expenses of self and his family subject to ceiling of one-month salary in a year or three months salary over a period of five years.
 - d) Leave Travel Concession for self and family, once in a year as per the rules specified by the Company.
 - e) Fees of club other than admission and life membership fee of maximum two clubs.
 - f) Personal accident insurance Premium not to exceed Rs. 2,000/- per annum.
 - g) Reimbursement of travelling, entertainment expenses and all other expenses incurred for the business of the Company, as per the rules of the rules of the Company.

4. Benefits:

- a. Contributions to the Provident Fund, Superannuation Fund as per the rules of the Company.
- b. Gratuity not exceeding half a month salary for each completed year of service.
- c. A car with chauffeur shall be provided for the Company's business.
- d. Telephone facility shall be provided at residence, personal long distance on telephone and use of car for private purpose shall be borne by him.
- 5. The aggregate of the remuneration and perquisites as aforesaid in any Financial year shall not exceed the limit, from time to time, under Section 197, Section 198 and other applicable provisions of the Act, read with Schedule V of the said Act or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.
- 6. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Ketan Parekh as minimum remuneration, subject to the applicable provisions prescribed under Section 197 read with Schedule V of the Act, and subject to the approval of the Central Government, if required.
- 7. So long as Mr. Ketan Parekh functions as the Joint Managing Director of the Company he shall be subject to retirement by rotation.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Ketan Vinod Parekh under Section 190 of the Act.

Details of Mr. Ketan V. Parekh are provided in "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Ketan V. Parekh is interested in the resolution set out at Item No. 5 of the Notice. The relatives of Mr. Ketan V. Parekh may be deemed to be interested in the resolution set out at Item No. 5 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 / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6:

The Board of Directors of the Company ("the Board") at its meeting held on May 28, 2022 has, subject to approval of members, reappointed Mr. Harsh P. Parekh (DIN: 06854020) as a Whole Time Director for a further period of 5 (five) years from the expiry of his present term, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek members' approval for the re-appointment of and remuneration payable to Mr. Harsh P. Parekh as a Whole Time Director of the Company, in terms of the applicable provisions of the Act.

Terms of reappointment are as follows:

- PERIOD OF APPOINTMENT: 5 Years
- 2. SALARY: Rs. 50,000/- per month.
- 3. PERQUISITES:
 - a) Housing: Free furnished accommodation or HRA of Rs. 40,000/- per month in lieu of company provided accommodation.
 - b) Conveyance Allowance Rs. 40,000/- per month.
 - c) City Compensatory Allowance Rs. 40,000/- per month,
 - d) The expenditure incurred in Gas, Electricity, Water and furnishing may be paid by the Company, shall not be exceeding 10% of the Salary.
 - e) The reimbursement of the medical expenses of self and his family subject to ceiling of one-month salary in a year or three-month salary over a period of five years.
 - f) Entertainment Allowance not to exceed Rs. 16,000/- per month.
 - g) Leave Travel Concession for self and family, once in a year as per the rules specified by the Company.
 - h) Fees of club other than admission and life membership fee of maximum two clubs.
 - i) Personal accident insurance Premium not to exceed Rs. 2,000/- per annum.

4. BENEFITS:

- a) Contributions to the Provident Fund, Superannuation Fund as per the rules of the Company.
- b) Gratuity not exceeding half a month salary for each completed year of service.
- c) A car with chauffeur shall be provided for the Company's business.
- d) Telephone facility shall be provided at residence, personal long distance on telephone and use of car for private purpose shall be borne by him.
- 5. The aggregate of the remuneration and perquisites as aforesaid in any Financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act, read with Schedule V of the said Act or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.
- 6. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Harsh Parekh in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.
- 7. So long as Mr. Harsh Parekh functions as the Whole Time Director of the Company he shall be subject to retirement by rotation.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Harsh Paresh Parekh under Section 190 of the Act.

Details of Mr. Harsh P. Parekh are provided in "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Harsh P. Parekh is interested in the resolution set out at Item No. 6 of the Notice. The relatives of Mr. Harsh P. Parekh may be deemed to be interested in the resolution set out at Item No. 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 / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

Item No. 7:

The Board of Directors of the Company, on the recommendation of the Audit Committee, had approved the appointment and remuneration of M/s N. Ritesh & Associates, Cost Accountants (Firms Registration No R100675) to conduct the audit of the Cost Records of the Company for the financial year 2022-2023. In terms of provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor along with the reimbursement of expenses incurred towards the audit is required to be approve by the Members of the Company. Accordingly, consent of the Members is sought to approve the remuneration payable to the Cost Auditors.

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

The Board recommends the Resolution at Item No. 7 of the accompanying Notice for approval by the Members.

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

> PARESH VINOD PAREKH CHAIRMAN

> > (DIN: 00432673)

Date: May 28, 2022 Place: Mumbai

Registered Office:

Office No. 213,214 & 215, 2nd Floor, Hubtown Solaris, N. S. Phadke Marg, Andheri (East), Mumbai – 400069.

Tel: +91 22 67669999. fax: +91 22 67669998

Email: investor@nationalplastic.com Website: www.nationalplastic.com

Annexure to the Notice

Pursuant to Regulation 36 of the SEBI (LODR) Regulations 2015, and pursuant to clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) details of directors proposed to be appointed/re-appointed at the ensuing 34th Annual General Meeting are given below:

| Name of the Director | Mrs. Neeta Parekh | Mr. Paresh V. Parekh | Mr. Ketan V. Parekh | Mr. Harsh P. Parekh |
|--|--|---|---|---|
| DIN | 00811690 | 00432673 | 00432734 | 06854020 |
| Date of Appointment | November 11, 2015 | March 10, 1993 | May 10, 1993 | June 1, 2017 |
| Date of Birth | February 4, 1967 | April 15, 1965 | January 14, 1968 | August 10, 1988 |
| Age | 55 years | 57 years | 54 Years | 34 years |
| Qualification | Bachelor of Commerce and Designer | Business Management Graduate from U.S.A. | Business Management Graduate from U.S.A. | B.Sc., Masters in Global Management from Regents College, UK |
| Expertise in specific functional areas | She has rich expertise in management. Apart from this Crucial role in the organization, she plays a key role in the formation and implementation of strategies. | Expertise in Management & Production. He has over 34 years of experience in corporate management. As a Managing Director, he is responsible for the day to day operations and overseeing the production activity of the Company. | Expertise in Management & Production. He has over 29 years of experience in corporate management. As a Joint Managing Director, he is responsible for the day to day operations and overseeing the production activity of the Company. | Expertise in Business Administration, Marketing & Project development. He has over 10 years in various positions including Marketing Advisor and Chief Financial Officer of the Company along with the position of Director. He is handling the business operations of the Nellore unit of the Company since the past ten years. |
| Directorships held in other public companies (excluding foreign companies and Section 8 companies) | Nil | a) Concept Petroleum Limited b) Organization of Plastics Processors of India | Nil | Nil |
| Memberships/Chairman | Nil | Nil | Nii | Nil |
| ships of committees of other public companies | | | | |
| Number of shares held in the Company | 9,69,000 | 9,75,001 | 7,92,605 | 326264 |
| Relationship, if any, with other Directors, Managers and Key Managerial Personnel | Mrs. Neeta Parekh is wife of Mr. Ketan Parekh, Joint Managing Director and Promoter of the Company. | Mr. Paresh Parekh is brother of Mr. Ketan Parekh, JMD and Father of Mr. Harsh Parekh, WTD | Mr. Ketan Parekh is brother of Mr. Paresh Parekh, MD and Husband of Mrs. Neeta Parekh, Non-Executive Director | Mr. Harsh Parekh is a son of Mr. Paresh Parekh, Managing Director and Promoter of the Company |
| Details of last drawn remuneration | Nil | 10,80,000 | 10,80,000 | 9,00,000 |
| Number of Board Meetings held and attended during the year. | 2 | 3 | 4 | 3 |