



CIN – L25206DD1993PLC001470

Regd. Office: 98/4, Prima House, Daman Industrial Estate, Kadaiya,
Nani Daman, Daman (U.T), Pin - 396210

Corporate Office: 41, National House, Saki-Vihar Road, Powai, Andheri (East), Mumbai - 400072

Tel: 022- 28574768 / 28574769, **Fax:** 022 - 28572859

Website: www.primaplastics.com; **E-mail:** investor@primaplastics.com



POSTAL BALLOT NOTICE

[PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013, READ WITH THE COMPANIES
(MANAGEMENT AND ADMINISTRATION) RULES, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (the “**Act**”) and other applicable provisions, if any, of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), and Securities and Exchange Board of India (“SEBI”) Listing Obligation & Disclosure Requirements (“LODR”) Regulations, 2015 (including any statutory modifications and/or re-enactment thereof for the time being in force) to seek approval of the Members for resolution(s) proposed in attached notice by way of Postal Ballot Form including voting by electronic means (“remote e-voting”) hereinafter referred as “Postal Ballot”.

The Company is desirous of seeking your consent to the proposals contained in the Resolutions set out in the Postal Ballot Notice and explanatory statement stating the material facts and the reasons for the proposed resolution(s) is appended below and a Postal Ballot Form is enclosed for your consideration. The Company has engaged Central Depository Services (India) Limited (CDSL) to provide remote e-voting facility to members.

The Board of Directors, at its meeting held on Tuesday, 29th January, 2019 has appointed Mr. Sadashiv V. Shet (COP No. 2540) or failing him Ms. Rakhee R Malkarnekar (COP No. 21439), Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Notice and Form and record your assent (for) or dissent (against) in the Postal Ballot form and return the form duly completed in all respects in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than close of working hours i.e. 5.00 P.M., on Thursday, 14th March, 2019. The Company is also providing remote e-voting facility for voting on the Special Resolution(s) proposed in appended Notice. Shareholders desiring to opt for remote e-voting facility are requested to read the notes to the Postal Ballot Notice and instructions given thereunder for e-voting purpose. The Scrutinizer will submit its report to the Chairman/authorised person after completion of the scrutiny of the Postal Ballot(s) as well as e-voting and the result of Postal Ballot will be announced on or before 5.00 PM, on 16th March 2019 and will displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office, intimated to the stock exchanges and will hosted on the website of the Company and CDSL.

The Special Resolution(s) appended in this notice, if approved by the requisite majority, shall be passed on last date specified for receipt of duly completed Postal ballot form and e-voting i.e 14th March 2019.

Resolutions:

1. **Approval of continuance of Directorship of Mr. Mulchand S. Chheda (DIN: 00179932) for current term expiring on 12th August, 2019 notwithstanding that he has attained the age of 75 Years**

To consider and if thought fit, to pass following resolution with or without modification(s) as Special Resolution:

“**RESOLVED THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable act(s) / rule(s) / regulation(s) including the Companies Act, 2013 and rules made thereunder, (including any statutory modifications and/or re-enactment thereof for the time being in force) approval of the Members be and is hereby accorded for continuance of Directorship of Mulchand S. Chheda (DIN: 00179932), Non-Executive Independent Director who has already attained the age of 75 years, on and after 1st April, 2019 till the expiry of his existing term i.e. upto 12th August, 2019.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may considered necessary, proper or desirable in the said regard including filing of return with any authority”

2. **Approval of continuance of Directorship of Mr. Krishnakant V. Chitalia (DIN: 00355215) for current term expiring on 12th August, 2019 notwithstanding that he has attained the age of 75 Years**

To consider and if thought fit, to pass following resolution with or without modification(s) as Special Resolution:

“**RESOLVED THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable act(s) / rule(s) / regulation(s) including the Companies Act, 2013 and rules made thereunder, (including any statutory modifications and/or re-enactment thereof for the time being in force) approval of the Members be and is hereby accorded for continuance of Directorship of Krishnakant V. Chitalia (DIN: 00355215), Non-Executive Independent Director who has already attained the age of 75 years, on and after 1st April, 2019 till the expiry of his existing term i.e upto 12th August, 2019.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may considered necessary, proper or desirable in the said regard including filing of return with any authority”

3. **Approval of continuance of Directorship of Mr. Rasiklal M. Doshi (DIN 00239580) for current term expiring on 12th August, 2019 notwithstanding that he has attained the age of 75 Years**

To consider and if thought fit, to pass following resolution with or without modification(s) as Special Resolution:

“**RESOLVED THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable act(s) / rule(s) / regulation(s) including the Companies Act, 2013 and rules made thereunder, (including any statutory modifications and/or re-enactment thereof for the time being in force) approval of the Members be and is hereby accorded for continuance of Directorship of Rasiklal M. Doshi (DIN 00239580), Non-Executive Independent Director whose has already attained the age of 75 years, on and after 1st April, 2019 till the expiry of his existing term i.e upto 12th August, 2019.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may considered necessary, proper or desirable in the said regard including filing of return with any authority”

4. **Approval of remuneration of Mr. Bhaskar M. Parekh (DIN:00166520) Executive Chairman in terms of regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the remaining tenure of his appointment**

To consider and if thought fit, to pass following resolution with or without modification(s) as Special Resolution:

“**RESOLVED THAT** pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies

Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, consent of the members be and is hereby accorded for payment of remuneration to Mr. Bhaskar M. Parekh, (DIN 00166520) as Executive Chairman at such terms and conditions as approved by members in its Annual General Meeting held on 20th September, 2014, notwithstanding the aggregate annual remuneration paid to all Executive Directors exceeds 5 per cent of the net profits of the Company in year during the remaining tenure of his appointment.”

“**RESOLVED FURTHER THAT** the remuneration payable to Mr. Bhaskar M. Parekh, Executive Chairman shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 read with Schedule V and such other limits as may be prescribed from time to time.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may considered necessary, proper or desirable in the said regard including filing of return with any authority.”

5. **Approval of remuneration to Mr. Dilip M. Parekh (DIN:00166385) Managing Director in terms of regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the remaining tenure of his appointment**

To consider and if thought fit, to pass following resolution with or without modification(s) as Special Resolution:

“**RESOLVED THAT** pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, consent of the members be and is hereby accorded for payment of remuneration to Mr. Dilip M. Parekh, (DIN 00166385) as Managing Director at such terms and conditions as approved by members in its Annual General Meeting held on 20th September, 2014, notwithstanding the aggregate annual remuneration paid to all Executive Directors exceeds 5 per cent of the net profits of the Company in year during the remaining tenure of his appointment.”

“**RESOLVED FURTHER THAT** the remuneration payable to Mr. Dilip M. Parekh, Managing Director shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 read with Schedule V or such other limits as may be prescribed from time to time.”

“**RESOLVED FURTHER THAT** RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may considered necessary, proper or desirable in the said regard including filing of return with any authority.”

By Order of the Board
For **Prima Plastics Limited**

Sd/-
(Bhaskar M.Parekh)
Executive Chairman

Place: Mumbai

Date: 29th January, 2019

NOTES:

1. The explanatory statement pursuant to the provisions of Section 102 of the Act stating all material facts and reasons for the proposed resolution(s) is annexed hereto.
2. Pursuant to the provisions of Section 110 of the Companies Act read with the Rules, a company is mandatorily required to, in case of certain prescribed items of special business, and has an option to, in case of other items of special business, to seek the approval of the shareholders through Postal Ballot, instead of getting it passed at a General Meeting. Accordingly, member approval is sought for the resolution(s) contained in this Notice through Postal Ballot (“**Postal Ballot Notice**”). The said resolution(s) and the explanatory statement are being sent to members along with a Postal Ballot Form (“**Postal Ballot Form**”) for their consideration.
3. This Postal Ballot Notice is being sent to all the members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 8th February, 2019 (“**Cut-off date**”).
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on the cut-off date, will be considered for the purpose of voting. A person who is not a member as on the relevant date should treat this Postal Ballot Notice for informational purposes only.
5. Mr. Sadashiv V. Shet (COP No. 2540) or failing him Ms. Rakhee R Malkarnekar (COP No. 21439), Practicing Company Secretaries, has been appointed as Scrutinizer (the “Scrutinizer”) for conducting the Postal Ballot / electronic voting process in a fair and transparent manner in accordance with the Act and the Rules made thereunder.
6. The Postal Ballot Notice along with Postal Ballot form is being sent by electronic mode to those members, whose e-mail addresses are registered with the Company/Depository, unless any member has registered for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice also will be available on the Company’s website, www.primaplastics.com and on the website of CDSL, www.evotingindia.com.
7. A Postal Ballot Form and a postage prepaid self-addressed business reply envelope are attached to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form should be sent back.
8. The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them, which will be determined on the basis of the paid-up value of shares registered in the name of each member as on the cut-off date.
9. In compliance with the provisions of Section 108 and 110 of the Act and the rules thereunder read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer facility of voting by electronic means (“**remote e-voting**”) to its Members to enable them to cast their votes through remote e-voting instead of returning duly filled Postal Ballot Forms. The Company has engaged the services of Central Depository Services (India) Limited as its agency for providing remote e-voting facility to the Members. It may be noted that remote e-voting is optional. A Member may opt for only one mode of voting and in case the Member has voted through remote e-voting; he/she shall not use the Postal Ballot Form to cast his or her vote. If a Member casts vote through remote e-voting as well as Postal Ballot Form, the vote cast through valid remote e-voting would be considered and votes cast through Postal Ballot Form shall be treated as invalid.
10. The remote e-voting commences on Wednesday, 13th February, 2019 at 9:00 A.M. (IST) and ends on Thursday 14th March, 2019 at 5:00 P.M.(IST) (both days inclusive). The remote e-voting module shall also be disabled by CDSL for voting thereafter.
11. The shareholders who do not receive the Postal Ballot Form may download it from the Company’s website www.primaplastics.com or apply to the Company at investor@primaplastics.com. or write to Prima Plastics Limited, 41, National House, Saki – Vihar Road, Powai, Andheri (East) Mumbai - 400072 for receiving the duplicate thereof.
12. The Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and record their assent (For) or dissent (Against) to the items so listed, by returning the same duly completed and signed in the

attached postage pre-paid self-addressed envelope. Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder(s) will also be accepted.

13. The Return Postal Ballot form duly completed and signed, in the enclosed self-addressed Business Reply Envelope, so that it reaches the scrutinizer not later than close working hours (i.e 5.00 P.M. (IST)) on Thursday, 14th March, 2019. Any Postal Ballot Form received after 5.00 P.M.(IST) on Thursday, 14th March, 2019 will be considered invalid. Additionally, incomplete, unsigned or incorrect Postal Ballot forms will be rejected. The Scrutinizers decision on validity of Postal Ballot will be final & Binding
14. The Scrutinizer will submit his final report to the Chairman as soon as possible after the last date of receipt for Postal Ballot Forms but not later than the close of working hours of Saturday, 16th March, 2019.
15. The results of the voting by Postal Ballot will be declared on or before 5.00 PM on Saturday, 16th March, 2019. The results will also be posted on the website of the Company www.primaplastics.com, and intimated to the Stock Exchange(s) on which the shares of the Company are listed. The resolutions, if passed by the requisite majority shall be deemed to have been passed on Thursday, 14th March, 2019 i.e., the last date specified for receipt of duly completed Postal Ballot Forms or e-voting.
16. Members can contact Ms. Nidhi Shah (Company Secretary) at e-mail: investor@primaplastics.com; Telephone no– (022) 28574768 or the Registrar and Share Transfer agent of the Company (e-mail: investor@bigshareonline.com; Telephone no– (022) 62638200/204, to resolve any grievances with regard to voting by Postal Ballot.
17. All the material documents referred to in the Explanatory Statement are available for inspection by the Members of the Company at its Registered Office on any working day between 11.00 A.M. (IST) and 1.00 P.M. (IST), except Saturday and Sunday, up to the last date of receipt of Postal Ballot Form specified in this Notice.
18. A copy of the Notice is available on the website of the Company, at www.primaplastics.com, Website of BSE Limited at www.bseindia.com.
19. A Shareholder cannot exercise his vote by proxy on Postal Ballot.
20. The procedure and instructions to members for Voting of transaction of Business through electronic means are as under:

Remote e-voting Instructions:

- (i) Remote e-voting period will commence on Wednesday, 13th February, 2019 at 9:00 A.M. (IST) and ends on Thursday 14th March, 2019 at 5:00 P.M.(IST) (both days inclusive). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date for remote e-voting i.e. Friday, 8th February 2019 are entitled to vote on the Resolutions set forth in this Notice. The Remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders/Members.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company, please enter the Member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" Tab
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Prima Plastics Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and remote e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact official designated to address the grievances in this regard: Mr. Rakesh Dalvi, Manager at Phone no. 1800225533.
- (xxi) Any person, who acquires Shares of the Company and become Member of the Company after dispatch of the Notice and holding Shares as on the cut-off date for remote e-voting i.e. Friday 8th February, 2019 may follow the same instructions as mentioned above for e-voting.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

For Resolution 1, 2 & 3

Approval of continuance of Independent Directorships for current term expiring on 12th August, 2019 notwithstanding that they have attained the age of 75 Years.

In terms of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on 9th May, 2018 (“Amended Listing Regulations”), no Listed Entity shall appoint a person or continue the Directorship of a person as non-executive Director who has attained the age of 75 years unless special resolution is passed to that effect. The said amendment is effective from 1st April, 2019.

As per the aforesaid Regulation, approval from the Members by way of a Special Resolution is required to enable them to continue to remain in the office as Non-Executive Independent Director.

Mr. Mulchand S. Chheda, Mr. Krishnakant V Chitalia and Mr. Rasiklal M Doshi, who were appointed as Independent Directors on 12th August 2014 for a period of 5 years till 12th August, 2019, have attained the age-limit of 75 years, and their directorship can be continued only with approval of special resolution by the shareholders.

The Board of Directors of your Company consider that their continued association would be immense benefit to the Company and it is desirable to continue their directorship. They bring valuable judgments in the Board’s deliberations and decisions. They fulfill all condition specified by applicable laws for the position of an Independent Director of the Company and confirms that they are not disqualified from being continued as directors under Section 164 of the Companies Act, 2013.

Considering the contribution to the Board and the Company and the sound knowledge and skills of the directors, the Board recommend to the Members Special resolutions at Item no. 1, 2 & 3 for continuity of their Directorship on the Board.

Other than Mr. Mulchand S. Chheda, Mr. Krishnakant V Chitalia and Mr. Rasiklal M Doshi and their relatives, none of the other Directors and/or Key Managerial Personnel’s of the Company and their relatives are concerned or interested, except to the extent of their shareholding, in the passing of the above Resolutions.

For Resolution 4 & 5

Approval of remuneration in terms of regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment.

In terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on 9th May, 2018 (“Amended Listing Regulations”), the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by Special Resolution, if:

1. the annual remuneration payable to such Executive Director exceeds rupees 5 crore or 2.5 per cent of the net profits of the Listed Entity, whichever is higher; or
2. where there is more than one such Director, the aggregate annual remuneration to such Directors exceeds 5 per cent of the net profits of the Listed Entity;

Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such Director.

Mr. Bhaskar M Parekh Chairman and Mr. Dilip M Parekh, Managing Director of the Company were reappointed for a term of five years from September 1, 2014 to August 31, 2019 and their remuneration was also approved by the members of the Company in their Annual General Meeting held on 20th September, 2014 by way of Ordinary Resolution.

In order to comply with the requirement of Amended Listing regulations and on recommendation of Nomination and Remuneration Committee, Board of Directors is seeking to take members’ approval by way of Special Resolution for paying them remuneration exceeding the limits prescribed in Regulation 17(6)(e) of Amended Listing Regulations

Hence, resolution at Item No. 4 and 5 of the notice, is recommended by Board of Directors for members’ approval as special resolution.

Other Than Mr. Bhaskar M Parekh, Mr. Dilip M Parekh and their relatives, none of the other Directors and/or Key Managerial Personnel’s of the Company and their relatives are concerned or interested, except to the extent of their shareholding, in the passing of the above Resolutions.

By Order of the Board
For **Prima Plastics Limited**

Sd/-
(Bhaskar M.Parekh)
Executive Chairman

Place: Mumbai

Date: 29th January, 2019



CIN – L25206DD1993PLC001470

Regd. Office: 98/4, Prima House, Daman Industrial Estate, Kadaiya, Nani Daman, Daman (U.T), Pin - 396210

Corporate Office: 41, National House, Saki-Vihar Road, Powai, Andheri (East), Mumbai - 400072

Tel: 022- 28574768 / 28574769, Fax: 022 - 28572859

Website: www.primaplastics.com; E-mail: investor@primaplastics.com

The last date for receipt of
Postal Ballot is
14th March, 2019 at 5.00 P.M.

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

1. Name(s) of Member(s) :
2. Registered Address :
3. Sole/First named Member
4. DP ID No. / Client ID No./ :
5. Registered Folio No.
6. No. of Shares held :

I/We hereby exercise my /our vote in respect of the Special Resolution(s) to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/our assent (for) or dissent to the said Special Resolution by placing the tick mark (✓) at the appropriate column below:

Description of the Resolution	No. of Shares for which votes cast	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Continuation of Directorship of Mr. Mulchand S. Chheda (DIN:00179932) (Independent Director) for current term expiring on 12 th August, 2019 notwithstanding that he has attained the age of 75 Years			
Continuation of Directorship of Mr. Krishnakant V. Chitalia (DIN:00355215) (Independent Director) for current term expiring on 12 th August, 2019 notwithstanding that he has attained the age of 75 Years			
Continuation of Directorship of Mr. Rasiklal M. Doshi (DIN:00239580) (Independent Director), for current term expiring on 12 th August, 2019 notwithstanding that he has attained the age of 75 Years			
Approval of remuneration to Mr. Bhaskar M. Parekh (DIN:00166520) as Executive Chairman in terms of regulation 17(6)(e) of SEBI Amended Regulations for the remaining tenure of his appointment			
Approval of remuneration to Mr. Dilip M. Parekh (DIN:00166385) as Managing Director in terms of regulation 17(6)(e) of SEBI Amended Regulations for the remaining tenure of his appointment			

Place:

Date:

Signature of the Member or Authorised Signatory

Note: For e-voting, please refer the instructions under "E-Voting Facility" in the Notice attached herewith.

Last date for Receipt of Postal Ballot Form by the Scrutinizer: 14th March 2019, 5.00 P.M.

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid envelope. Envelope containing Postal Ballot, if deposited in person or sent by courier at the expense of the Member will also be accepted.
2. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
3. In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authorisation. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
4. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column.
5. Unsigned, incomplete or defective Postal Ballot Forms are liable to be rejected.
6. A Member need not use all the votes nor needs to cast all the votes in the same way.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e, 5.00 P.M., on 14th March 2019. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filed in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item No. 7 above.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed envelope.
10. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members on the cut-off date i.e. 8th February, 2019.
11. The Scrutinizer's decision on the validity of Postal Ballot Form(s) will be final.
12. The result of the voting by Postal Ballot will be announced on 16th March 2019 and displayed on the Notice Board of the Company at its Registered Office and the Corporate Office, intimated to the Stock Exchange(s), hosted on the website of the Company.
13. E-VOTING: in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with the Rules made thereto, the Company is pleased to provide e-voting facility (through e-voting platform of CDSL) as an alternate which would enable the Members to cast votes electronically, instead of sending Physical Ballot Form. Please note that e- voting is optional. In case a Member has voted through E-voting facility, he/she is not required to send the Physical Ballot Form. In case Member(s) cast their votes via both modes i.e., Physical Ballot as well as e-voting, then voting done through e-voting shall prevail and Physical Voting of that member shall be treated as invalid. Members are requested to refer to the Notice and notes there to, for detailed instructions with respect to e- voting.