

## NOTICE

Notice is hereby given that the **TWENTY FIFTH ANNUAL GENERAL MEETING** of the Members of **PRIMA PLASTICS LIMITED** will be held on **Saturday, August 03, 2019 at 12.30 p.m.** at Hotel Princess Park, Devka Beach, Nani Daman, Daman (U.T.), Pin - 396210 to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt
  - (a) the Audited financial statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon and;
  - (b) the Audited Consolidated financial statements of the Company for the financial year ended March 31, 2019 together with the Report of Auditors thereon.
2. To declare the final dividend on equity shares for the financial year ended March 31, 2019.
3. To appoint a Director in place of Shri. Bhaskar M. Parekh (DIN: 00166520) who retires by rotation and being eligible, offers himself for reappointment.

### SPECIAL BUSINESS:

4. Appointment of Shri. Snehal N. Muzoomdar, as an Independent Director

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

**“RESOLVED THAT** pursuant to provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Regulations and schedules and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“SEBI Listing Regulations”), (including any statutory modification(s) or re-enactment for the time being in force) Shri. Snehal N. Muzoomdar (DIN: 00729992) who was appointed by the Board of directors as an additional Independent director with effect from 29<sup>th</sup> January, 2019 and who hold office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and who meets the criteria for independence as provided in the Act and SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, and who is eligible for appointment be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 29<sup>th</sup> January 2019, to 28<sup>th</sup> January 2024 and whose office shall not henceforth, be liable to retire by rotation.”

5. Re-appointment of Shri. Mulchand S. Chheda as an Independent Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force), Shri. Mulchand S. Chheda (DIN: 00179932) who was appointed as an Independent Director in 2014 and hold office upto August 12, 2019, and who meets the criteria prescribed for Independent Directors under the Act and SEBI listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, and who is eligible for reappointment, as an Non-Executive Independent Director for a second term, be and is hereby appointed as Independent Director of the Company not liable to retire by rotation and to hold office for second term of five years from the conclusion of this AGM till the conclusion of 30<sup>th</sup> AGM on the Board of the Company;

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of listing Regulations and any other applicable act(s)/ rule(s)/ regulation(s) including the Act and rules made thereunder, approval of the Members be and is hereby accorded for re-appointment of Shri. Mulchand S. Chheda (DIN: 00179932), Independent Director for its second term from the conclusion of this AGM till the conclusion of 30<sup>th</sup> AGM notwithstanding that he has attained the age of 75 years.”

6. Re-appointment of Shri. Krishnakant V. Chitalia as an Independent Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any

statutory modification(s) or re-enactment (s) thereof, for the time being in force), Shri. Krishnakant V. Chitalia (DIN: 00355215) who was appointed as an Independent Director in 2014 and hold office up to August 12, 2019, and who meets the criteria prescribed for Independent Directors under the Act and SEBI listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, and who is eligible for reappointment, as an Independent Director for a second term, be and is hereby appointed as Non-executive Independent Director of the Company not liable to retire by rotation and to hold office for second term of five years from the conclusion of this AGM till the conclusion of 30<sup>th</sup> AGM on the Board of the Company;

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of SEBI listing Regulations and any other applicable act(s)/ rule(s)/ regulation(s) including the Act and rules made thereunder, approval of the Members be and is hereby accorded for re-appointment of Shri. Krishnakant V. Chitalia (DIN: 00355215), Independent Director for its second term from the conclusion of this AGM till the conclusion of 30<sup>th</sup> AGM notwithstanding that he has attained the age of 75 years."

7. Re-appointment of Shri. Rasiklal M. Doshi as an Independent Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force), Shri. Rasiklal M. Doshi (DIN: 00239580) who was appointed as an Independent Director in 2014 and hold office up to August 12, 2019, and who meets the criteria prescribed for Independent Directors under the Act and SEBI listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, and who is eligible for reappointment, as an Independent Director for a second term, be and is hereby appointed as Non-executive Independent Director of the Company not liable to retire by rotation and to hold office for second term of five years from the conclusion of this AGM till the conclusion of 30<sup>th</sup> AGM on the Board of the Company;

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of SEBI listing Regulations and any other applicable act(s)/ rule(s)/ regulation(s) including the Act and rules made thereunder, approval of the Members be and is hereby accorded for re-appointment of Shri. Rasiklal M. Doshi (DIN: 00239580), Independent Director for its second term from the conclusion of this AGM till the conclusion of 30<sup>th</sup> AGM notwithstanding that he has attained the age of 75 years."

8. Re-appointment of Shri. Bhaskar M. Parekh as Executive Chairman of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri. Bhaskar M. Parekh (DIN: 00166520) Whole time Director of the Company, who's current term is expiring on August 31, 2019, be and is hereby reappointed as Whole time Director for a further period of 3 years from September 1, 2019 to August 31, 2022, at a remuneration, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year on the terms and conditions including remuneration as set out in the statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) 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 acceptable to Shri. Bhaskar M. Parekh., subject to the same not exceeding the limits specified section 197 of the Act read with schedule V of the Act or any other statutory modification or re-enactment thereof;

**RESOLVED THAT** Shri. Bhaskar M. Parekh shall be designated as the Executive Chairman or such other designation as may be approved by the Board of Directors from time to time, the same not being inconsistent with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (as amended from time to time);

**RESOLVED FURTHER THAT** pursuant to regulation 17(6)(e) of the SEBI Listing Regulations along with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act and the rules made thereunder read with Schedule- V of the Companies Act, 2013, consent of the members be and is hereby accorded for payment of remuneration to Shri. Bhaskar M Parekh 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 tenure of his appointment subject to the same not exceeding the limits specified under section 197 of the Act read with schedule V of the Act or any statutory modification or re-enactment thereof."

9. Re-appointment of Shri. Dilip M. Parekh as Managing Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri. Dilip M. Parekh (DIN: 00166385) Managing Director of the Company, who’s current term is expiring on August 31, 2019, be and is hereby reappointed for a further period of 3 years from September 1, 2019 to August 31, 2022, at a remuneration including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) 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 acceptable to Shri. Dilip M. Parekh. subject to the same not exceeding the limits specified under section 197 of the Act read with schedule V of the Act or any other statutory modification or re-enactment thereof;

**RESOLVED FURTHER THAT** pursuant to regulation 17(6)(e) of the (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act and the rules made thereunder read with Schedule- V of the Companies Act, 2013, consent of the members be and is hereby accorded for payment of remuneration to Shri. Dilip M. Parekh 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 tenure of his appointment subject to the same not exceeding the limits specified under section 197 of the Act read with schedule V of the Act or any statutory modification or re-enactment thereof.”

10. Increase in Borrowings Powers of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), consent of the members be and is hereby accorded to the Board of Directors of the Company (the ‘Board’, which term shall include its Committee(s) constituted / to be constituted by it for this purpose) to borrow any sum(s) of monies and/or to receive/avail of financial assistance or to undertake financial obligation in any form, from time to time, from any one or more financial institutions, banks, funds and/or from other persons, firms, bodies corporate, mutual funds or entities, whether by way of loans, advances, deposits or bills discounting, issue of debentures, bonds, financial arrangement or obligations or otherwise, and whether unsecured or secured by mortgage, charge, hypothecation, lien or pledge of the Company’s assets and properties, whether immovable or movable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) or work in progress and all or any of the undertakings of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the Company’s paid-up share capital and free reserves, provided that the total amounts so borrowed and outstanding at any point of time shall not exceed ₹ 50 Crores (Rupees Fifty Crores), over and above the aggregate of the paid-up share capital of the Company and its free reserves as prevailing from time to time, exclusive of interest and other charges, and the Board be and is hereby authorized to execute / cause to execute such agreements, debenture trust deeds, indentures of mortgage, deeds of hypothecation / charge, lien, promissory notes and other deeds and instruments or writings containing such conditions and covenants as the Board may think fit and proper;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient for or in connection with this resolution and to settle any question or difficulty that may arise in this regard in the best interests of the Company.”

11. To approve the remuneration payable to the Cost Auditor of the Company

To consider and, if thought fit, to pass the following resolution as a **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. D. C. Dave & Co., Cost Accountants (Firms Registration No. 000611) 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 2019-2020 be paid a remuneration of ₹ 2.00 Lakhs (Rupees Two Lakhs Only) plus taxes and reimbursement of out of pocket expenses at actual;

**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.”

12. To approve Material Related Party Transaction

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

**“RESOLVED THAT** pursuant to the provisions of section 185, 188 and other applicable provision of the Companies Act 2013, if any, read with rules thereunder and Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to such other approvals as may be necessary, the consent of Members of the Company be and is hereby accorded to the Related Party Transactions that have been entered into or are proposed to be undertaken between the Company and its overseas Subsidiary Company Prima Union Plasticos SA for granting loan/ guarantee and/or making investment upto ₹ 25 crores (rupees 25 crores) being in ordinary course of business, on the terms and conditions as may be agreed upon between the Board of Directors of both Company and as specified in explanatory statement and in the Loan agreement executed with Related Party;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things including any amendments/ modifications in terms from time to time as may be necessary in this regard.”

**NOTES:**

1. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. A Person can act as proxy on behalf of members not exceeding Fifty (50) and holding in the aggregate not more than (10%) ten percent of the total share capital of the company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.  
The instrument appointing a proxy should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting. A proxy form is attached and sent herewith. Proxies submitted on behalf of the Companies, Societies etc. must be supported with appropriate resolution / authority as applicable;
2. Attendance Slip, proxy form and route map of the venue of the AGM are annexed hereto.
3. An explanatory Statement pursuant to section 102(1) of the Companies Act, 2013(the Act), relating to the Item of Special businesses of the notice is annexed hereto.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, July 27, 2019 to Saturday, August 03, 2019 (both days inclusive) for the purpose of payment of the Dividend for the financial year ended March 31, 2019, if declared and determining the eligibility of the members to vote at the 25<sup>th</sup> Annual General Meeting.
5. The Dividend on equity shares as recommended by the Board of Directors, if declared at the AGM, will be paid to those Shareholders whose names appear on the Register of Members of the Company on July 26, 2019. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as per the details furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd. for this purpose. The members are advised to consider utilising the National Electronic Clearing Systems (NECS) for receiving dividends.
6. Relevant documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays and holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the AGM as well as at the AGM.
7. Members, who wish to obtain any information on the Company or view the accounts for the Financial Year ended March 31, 2019 may visit the Company's website [www.primaplastics.com](http://www.primaplastics.com) or send their queries at least 10 days before the Annual General Meeting at the Registered Office of the Company.
8. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, “Listing Regulations” in respect of Directors' seeking re-appointment / continuation at the Annual General Meeting, forms part of the Notice. The Directors has furnished requisite declarations for the re-appointment.
9. In compliance of section 124 of the Companies act and other applicable provision, your Company has transferred unpaid & unclaimed Dividend upto FY 2010-11 to Investor Education and Protection Fund (IEPF) established by Central Government. In addition, the Company has also transferred all shares in respect of which dividend has remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer November 14, 2018. However, shareholders can claim their dividend money & shares by making application to IEPF. The process of claiming such shares & dividend is provided on our website. **Shareholders who have not encashed any dividend warrant far for the financial year ended March 31, 2012 or any subsequent financial years are requested to make their claims. Please note that the unpaid dividend and shares of FY 2011-12 are liable to be transferred to the IEPF on expiry of seven years. The due dates for transfer of unclaimed /unpaid dividend to IEPF for FY 2011-12 and thereafter are reported in Corporate Governance Report.**
10. SEBI Listing Regulations has mandated Companies to credit the dividends electronically to the members' bank account. Members who hold shares in electronic form as requested to intimate any change in their address or bank mandates to their

Depository Participant(s) (DP) and Members holding shares in physical form are requested to advise any change in their address or bank mandates to the Company/ Registrar and Transfer Agents (RTA) – Bigshare Services Pvt. Ltd.

11. 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, also have to submit their self-attested copy of PAN card to the Company / RTA – Bigshare Services Pvt. Ltd.

Member are also requested to register/update their email address for receiving all communication from Company electronically. Members can avail nomination facility in terms of extant legal provisions in this regard. On request, the necessary Form SH-13 can be obtained from the RTA.

12. A route **map** showing direction to reach the venue of 25<sup>th</sup> AGM is annexed as per the requirement of Secretarial Standards-2 on General Meeting.
13. Members may also note that Notice of the 25<sup>th</sup> Annual General Meeting and Annual Report 2018-19 will also be available on the Company's website [www.primaplastics.com](http://www.primaplastics.com) for being downloaded. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days till the date of the AGM. Even after registering e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [investor@primaplastics.com](mailto:investor@primaplastics.com)

#### 14. **Voting Through Electronic Means**

- In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their votes through remote e-voting for all the resolutions detailed in the Notice of the 25<sup>th</sup> Annual General Meeting scheduled to be held on Saturday, August 03, 2019 at **12.30 p.m.** The Company has engaged the services of CDSL as the authorized agency to provide the e-voting as per instructions below.
- The facility for voting through ballot paper (poll) shall be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper.
- The voting right of shareholders shall be in proportion to their share in the paid up equity capital of the Company as on Friday, July 26, 2019 (cut-off date).
- The members who have casted 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.
- However, in case of members casting their vote both by ballot form and remote e-voting, then voting done through remote e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
- The Company has appointed Shri. Sadashiv V. Shet (COP. No. 2540) failing him Mrs. Rakhee R. Malkarnekar (COP No. 24139), Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM (including voting through ballot form) in fair and transparent manner.
- The Executive 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 remote e-voting facility.
- The Scrutinizer shall after the conclusion of voting at AGM will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting, in the present of at least two witnesses not in the employment of the Company and shall submit, not later than 48 hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of total votes cast in favour or against if any, to the Executive Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The result declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.primaplastics.com](http://www.primaplastics.com) as well as on the website of CDSL immediately after the declaration of result by the Executive Chairman or a person authorized by him in writing. The result shall also be immediately forwarded to the Stock Exchange.

#### **The instructions for members for voting electronically are as under: -**

##### **In case of members receiving e-mail:**

- i. The voting period begins on July 31, 2019 at 9:00 a.m. and ends on August 02, 2019 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date

(record date) Friday, July 26, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- iii. Click on Shareholders
- 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](http://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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of O's before the number after the first two characters of the name in CAPITAL letters, e.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly 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 for the relevant "**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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed 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](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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 e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact CDSL at 022-23023333.
- 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 26<sup>th</sup> July, 2019 may follow the same instructions as mentioned above for E-voting.

**In case of members receiving the physical copy:**

- a) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
  - b) The voting period begins on July 31, 2019 at 9:00 a.m. and ends on August 02, 2019 at 5:00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Friday, July 26, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - c) The Notice of AGM is placed on website of the Company viz. [www.primaplastics.com](http://www.primaplastics.com) and also on the website of CDSL viz. [www.cdslindia.com](http://www.cdslindia.com)
15. A statement giving the relevant details of the Director seeking appointment / re-appointment, as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and pursuant to Section 102 (1) of the Companies Act, 2013 is given as Annexure to Notice.

**Registered Office**

98/4, Prima House, Daman Industrial Estate,  
Kadaiya, Nani Daman, Daman (U.T.), Pin - 396 210  
Tele : 0260-2220445  
Tele Fax : 0260-2221845  
Email : [investor@primaplastics.com](mailto:investor@primaplastics.com)  
Website : [www.primaplastics.com](http://www.primaplastics.com)

For and on behalf of the Board of Directors

**Bhaskar M. Parekh**  
(DIN – 00166520)  
Executive Chairman

Date: **June 27, 2019**  
Place: Mumbai

## Annexure to the Notice

Details of Directors seeking appointment/re-appointment at the Annual General Meeting

Name of Director	Krishnakant V. Chitalia (Age 79 years)	Mulchand S. Chheda (Age 80 years)	Rasiklal M Doshi (Age 89 years)	Dilip M. Parekh (Age 51 years)	Bhaskar M. Parekh (Age 63 years)	Snehal N Muzoomdar (Age 63 years)
Director Identification No.	00355215	00179932	00239580	00166385	00166520	00729992
Date of Joining the Board	18/6/1996	05/12/1994	18/06/1996	17/11/1993	17/11/1993	29/01/2019
Qualification & Experience	Provided under Explanatory Statement forming part of the Notice.					
Term & Condition of appointment & reappointment						
Directorship in other public Companies	1	Nil	Nil	Nil	Nil	2
Memberships/ Chairmanships of Committees in other public Companies.	1	Nil	Nil	Nil	Nil	Nil
Number of Shares held	5500	Nil	3500	2615420	2551610	Nil
Disclosure of relationship between Directors inter-se-	Nil	Nil	Nil	He is the promoter of the company and Brother of Shri. Bhaskar M. Parekh, and Hina V Mehta, Directors of Company	He is the promoter of the company and Brother of Shri. Dilip M. Parekh, Hina V Mehta, Directors of Company	Nil
Details of last drawn remuneration (₹)	Only Sitting Fees paid	Only Sitting Fees paid	Only Sitting Fees paid	<b>6,319,874</b>	<b>6,319,874</b>	Only Sitting Fees paid
Number of Board Meetings held and attended during the year.	4	3	2	4	4	1



## 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:

Pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 (the Act) and the Articles of Association of the Company, the Board of Directors (the Board) has appointed, Shri. Snehal N. Muzoomdar as an Additional Director of the Company with effect from January 29, 2019 who would hold office upto the date of the ensuing Annual General Meeting. Further he was also appointed as Independent Director for a period of five years subject to approval of Members of the Company. The Company has received a notice from a member proposing Shri. Snehal N. Muzoomdar as a candidate for the office of Director of the Company.

Shri. Snehal N. Muzoomdar is a Practicing Chartered Accountant qualified with B. Com, LLB, FCA, CWA of India and have a wide knowledge in the field of accounting and taxation. He is also a proprietor of Snehal Muzoomdar & Associates. Brief profile of Shri. Snehal N. Muzoomdar as stipulated under Regulation 36(3) of the SEBI Listing Regulations is given as an annexure to this Notice.

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

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

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

Except Shri. Snehal N. Muzoomdar, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested (financially or otherwise), in this resolution.

**The Board recommends the Resolution at Item No. 4 of the accompanying Notice for approval by the Members.**

### Item no. 5, 6 and 7

Shri. Mulchand S. Chheda, Shri. Rasiklal M. Doshi and Shri. Krishnakant V. Chitalia, were appointed as an Independent Directors of the Company in 2014 and holds its office as an Independent Directors up to August 12, 2019 ("first term").

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

In terms of recently notified SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018, consent of the Members by way of Special Resolution is also required for appointment/continuation of a Non Executive Director beyond age of 75 years. Shri. Mulchand S. Chheda, Shri. Rasikalal M. Doshi and Shri. Krishnakant V. Chitalia have already attained age of 75 years and their reappointment will require the approval of Members by way of Special Resolution.

The Nomination & Remuneration Committee and the Board of Directors, on the basis of the report of performance evaluation, has recommended to the members for re-appointment of Shri. Mulchand S. Chheda, Shri. Rasikalal M. Doshi and Shri. Krishnakant V. Chitalia as an Independent Directors for a second term of 5 (five) years on the Board of the Company. The Company has also received separate notices from members proposing Shri. Mulchand S. Chheda, Shri. Rasikalal M. Doshi and Shri. Krishnakant V. Chitalia as a candidate for the office of Director of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination & Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Shri. Mulchand S. Chheda, Shri. Rasikalal M. Doshi and Shri. Krishnakant V. Chitalia, would be beneficial to the Company and it is desirable to continue to avail their services as an Independent Directors. Accordingly, it is proposed to re-appoint Shri. Mulchand S. Chheda, Shri. Rasikalal M. Doshi and Shri. Krishnakant V. Chitalia as an Independent Directors of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company from conclusion of this AGM till conclusion of 30<sup>th</sup> AGM of the Company.

Shri Krishnakant V. Chitalia is an Independent Director on the Board since 1996. He has done his graduation and has expanded his family business in the year 1962 into then non-traditional areas like Plastics, Electrical and Dairy products. In his mission to enlarge family business, he achieves newer peak and bagged 29 export awards for his Electrical & Plastics businesses.

Shri. Mulchand S. Chheda is an Independent Director on the Board since 1994. At a young age, he ventured into business of plastic moulded articles especially household, storage, crates and other industrial items. With his business vision and acumen-ship, he established well-known brand name of "PRINCE" in all segment of plastic articles which crossed international territory too. He is a managing member of Organisation of Plastic Processors of India.

Shri. Rasikalal M. Doshi is also having Vast experience in Finance & Manufacturing Industry with international exposures. Presently he is directors in many Companies. Brief profile of directors as stipulated under Regulation 36(3) of the SEBI Listing Regulations is also given as an annexure to this Notice.

Shri. Mulchand S. Chheda, Shri. Rasikalal M. Doshi and Shri. Krishnakant V. Chitalia are not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given their consent to act as a Director. The Company has also received declaration from Shri. Mulchand S. Chheda, Shri. Rasikalal M. Doshi and Shri. Krishnakant V. Chitalia that they meet the criteria of independence as prescribed both under Section 149(6) of the Act and under the SEBI Listing Regulations and are not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

In the opinion of the Board, Shri. Mulchand S. Chheda, Shri. Rasikalal M. Doshi and Shri. Krishnakant V. Chitalia fulfils the conditions for appointment as an Independent Directors as specified in the Act and the SEBI Listing Regulations. They shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Copy of draft letter of appointment of Shri. Mulchand S. Chheda, Shri. Rasikalal M. Doshi and Shri. Krishnakant V. Chitalia setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Shri. Mulchand S. Chheda, Shri. Krishnakant V. Chitalia and Shri. Rasikalal M. Doshi and their relative are interested to the extent of their shareholding interest, if any, in the Company in their respective reappointment resolution no. 5, 6 and 7 resolution

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 resolution. This statement may also be regarded as an appropriate disclosure under the Act and the SEBI Listing Regulations.

**The Board recommends the Resolution at Item No. 5, 6 and 7 of the accompanying Notice for approval by the Members.**

#### **Item No. 8 and 9**

The present term of Shri. Bhaskar M. Parekh, Whole time Director, designated as Executive Chairman and Shri. Dilip M. Parekh, Managing Director is valid upto August 31, 2019. The Board of Directors (the Board) at their meeting held on May 22, 2019, passed a resolution, subject to approval of shareholders to re-appoint Shri. Bhaskar M. Parekh, Executive Chairman and Shri. Dilip M. Parekh, Managing Director for a further period of 3 years on the following terms, conditions and remuneration, based on the recommendation of Nomination and Remuneration Committee:

1. Shri. Bhaskar M. Parekh, Executive Chairman and Shri. Dilip M. Parekh, Managing Director will be reappointed for a period of 3 years from conclusion of this AGM till Conclusion of 28<sup>th</sup> AGM of the Company, liable to retire by rotation.
2. Shri. Bhaskar M. Parekh, Executive Chairman and Shri. Dilip M. Parekh, Managing Director shall, subject to the supervision and control of the Board of Directors and shall manage the business and affairs of the Company. They shall devote their whole time and attention to the business of the Company, perform their duties truly and faithfully and comply with the directives given to them from time to time by the Board and further not to disclose to any person, firm or company any confidential information.
3. **The remuneration payable to the above mentioned Directors** is as given below:
  - a) Fixed Compensation shall include Basic Salary and the Company's Contribution to Provident Fund and Gratuity Fund. The Basic Salary shall be in the range of ₹ 24 lakhs to 42 lakhs per annum. The Annual Basic Salary and increments will be decided by the Nomination and Remuneration Committee/Board of Directors depending on the performance of the Directors, the profitability of the Company and other relevant factors.
  - b) They shall be entitled to perquisites & allowances including accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, conveyance & other allowances, medical reimbursement and leave travel concession for self and family, club fees, medical and personal accident insurance and such other perquisites and / or allowances in accordance with the rules of the Company. The aforesaid perquisites may be in the form of reimbursement or allowance. For the purpose of calculating the above, perquisites shall be evaluated as per Income Tax Rules wherever applicable

- c) They shall be entitled to Company's contribution to Provident Fund up to the tax exemption limit, benefits of Gratuity and Pension Scheme, as per the rules of the Company. Reimbursement of expenses incurred for traveling, boarding and lodging including for spouse and attendant(s) during business trip, Car for use on Company's business, telephone/cellular phones and other communication facilities at residence will not be considered as perquisites.

The aggregate of salary and perquisites as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion pay to the above mentioned Directors from time to time, shall not exceed the limits prescribed from time to time under Sections 197 read with Schedule V and all 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), unless approved by the Central Government.

The details of remuneration drawn by the Directors last year are as follows: (In ₹)

Name	Salary	Perquisites & Allowances
Shri. Bhaskar M. Parekh	6,280,274	39,600
Shri. Dilip M. Parekh	6,280,274	39,600

#### 4. Brief Profile:

Shri. Dilip M. Parekh, qualified with B. Com joined the Company's Board since inception as a Director and thereafter looking after marketing and administration of the Company. His strong management skill, marketing ability and experience in Plastic industry has benefited the Company. He is the person behind putting Prima on global chart by setting up a Joint Venture Company at Cameroon (West Africa) and a Subsidiary Company at Guatemala, Central America.

Shri. Bhaskar M. Parekh, qualified with B. Com joined the Company's Board since incorporation and is presently holding the position of the Executive Chairman. He has experience of more than 40 years in plastic injection moulding, blow moulding and extrusion industry. He introduced numbers of innovative furniture items in attractive colors. He is in charge of production and general administration and is committed to explore new profitable business avenues and diversified activities to add shareholders value.

In accordance with the provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, a brief profile of Shri. Bhaskar M. Parekh and Shri. Dilip M. Parekh along with other relevant details is also given as an annexure to this Notice and forms part of this explanatory statement.

#### 5. Other Conditions:

- They shall not during their tenure as Executive Director and Managing Director, become interested or otherwise concerned directly or through any of their family members, in any selling agency of the Company without the prior approval of such authorities, if any, as may be required under the Companies Act, 2013.
- **Termination can be served by giving 6 months' notice** in writing by either party.
- **Arbitration:** Disputes to be settled by arbitration.
- A copy of the Agreement will be available for inspection by the Members at the Registered Office of the Company on any working day from Monday to Friday and will be available at the Meeting.

#### 6. Other Information as prescribed under Schedule V of the Companies Act, 2013

##### I. General Information:

- Nature of Industry : The Company is engaged in the business of manufacture and marketing of Plastics moulded articles.
- Date or expected date of commencement of commercial production: November 1993
- Standalone Financial Performance based on given indicators: (₹ in Lakhs)

	FY 2018-19	FY 2017-18
Total Income	11,618.45	10,028.38
Expenditure other than Interest and Depreciation	10,482.37	8,689.19
Profit before Interest, Depreciation & Tax	1,136.08	1,339.19
Interest (net)	247.88	145.77
Profit before Depreciation and Tax	888.20	1,193.42

	FY 2018-19	FY 2017-18
Depreciation	201.04	147.30
Profit before Tax	<b>687.16</b>	<b>1,046.12</b>
Exceptional Items	-	-
Provision for Current Tax	147.36	234.20
Provision for Deferred Tax	(6.79)	58.22
Net Profit	<b>546.59</b>	<b>753.70</b>

- Foreign Investments and Collaborations: The company has made outbound investment in Overseas Subsidiary & Joint Venture Company, viz. Prima Union Plasticos SA (Guatemala) and Prima Dee-Lite SARL (Cameroon).

## II. Information about the Appointees:

- Background details: Shri. Bhaskar M. Parekh and Shri. Dilip M. Parekh both belong to Promoter Group of the Company. They are associated with the Company since inception. Shri. Bhaskar M. Parekh is appointed as Whole Time Director designated as Chairman of the Company and Shri. Dilip M. Parekh is appointed as Managing Director of the Company.
- Recognition or awards: Shri. Dilip M. Parekh is affiliate being members of Organization of Plastics Processors of India
- Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Shri. Bhaskar M. Parekh and Shri. Dilip M. Parekh, the remuneration paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.
- Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. – Besides the remuneration, they do not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors except that Mrs. Hina V. Mehta, sister of Shri. Bhaskar M. Parekh and Shri. Dilip M. Parekh.

## III. Other information:

- Reasons of loss or inadequate profits: Company has made overseas investment in form of Subsidiary & Joint Venture Company. However, the remuneration is calculated on the basis of Standalone Results which do not reflect overall profit. Further the standalone net profit is also impacted in any one of the year due to expansion in projects and in Raw material price and stiff competition.
- Steps taken or proposed to be taken for improvement: The Company has taken steps to set up two plants within India, which is expected to perform in coming years.
- Expected increase in productivity and profits in measurable terms: As mention above, the above actions will increase the productivity and will improve the bottom line of the Company.

Shri. Bhaskar M. Parekh, Shri. Dilip M. Parekh and their relatives are interested in this resolution. Smt. Hina V Mehta sister of Shri. Dilip M Parekh and Bhaskar M Parekh is also interested in this resolution. Save and except above, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested (financially or otherwise), in any way, in this resolution.

These resolutions, though related, do not constitute related party transactions under the provisions of Section 188 of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014.

A special resolution is proposed as per the provisions of Section 196(3) of the Act and **The Board recommends the Resolution at Item No. 8 and 9 of the accompanying Notice for approval by the Members.**

### Item no. 10

Section 180(1)(c) of the Companies Act, 2013 provides that where a company's borrowings (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceed the aggregate of its paid-up share capital and free reserves, approval of members by special resolution is required.

Keeping in view the Company's future plans and to support its business operations, the Company may need additional funds. For this purpose, the Company may need to raise finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons / individuals as may be considered fit. Hence approval of the shareholders is being sought for availing of borrowings (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) upto an amount not exceeding ₹ 50 Crores (Rupees Fifty Crores), outstanding at any point of time, over and above the aggregate of the paid-up share capital of the Company and its free reserves, as prevailing from time to time.

No Director or any of the Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the Resolution.

**The Board recommends the Resolution at Item No. 10 of the accompanying Notice for approval by the Members.**

**Item no. 11**

The Board of Directors of the Company, on the recommendation of the Audit Committee, had approved the appointment and remuneration of M/s. D. C. Dave & Co., Cost Accountants (Firms Registration No. 000611) to conduct the audit of the Cost Records of the Company for the financial year 2019-2020. 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 alongwith 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. 11 of the accompanying Notice for approval by the Members.**

**Item no. 12**

As per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 and further amended thereof all material related party transactions, that is to say transaction by listed company with related party if entered of taken together with previous transaction during a financial year exceeds 10% of Consolidated turnover of listed entity as per last audited financial statement, shall require approval of members by ordinary Resolution

Prima Plastics Limited have granted loan to its subsidiary Company by entering into a loan agreement upto ₹ for 1366.58 lakhs upto March 2019. However due to fluctuation in foreign currency – USD the loan amount has increased to falling under material Related party transaction.

Accordingly consent of the Members is sought to grant the loan to Subsidiary Company, Prima Union Plasticos SA.

Shri. Bhaskar M. Parekh and Dilip M. Parekh are representative directors of Prima Plastics on the Board of Prima Union, So No Director, Key Managerial Personnel and their relatives are interested or concerned in the resolution. **The Board recommends the Resolution at Item No. 12 of the accompanying Notice for approval by the Members.**

**Registered Office**

98/4, Prima House, Daman Industrial Estate,  
Kadaiya, Nani Daman, Daman (U.T.), Pin - 396 210  
Tele : 0260-2220445  
Tele Fax : 0260-2221845  
Email : investor@primaplastics.com  
Website : www.primaplastics.com

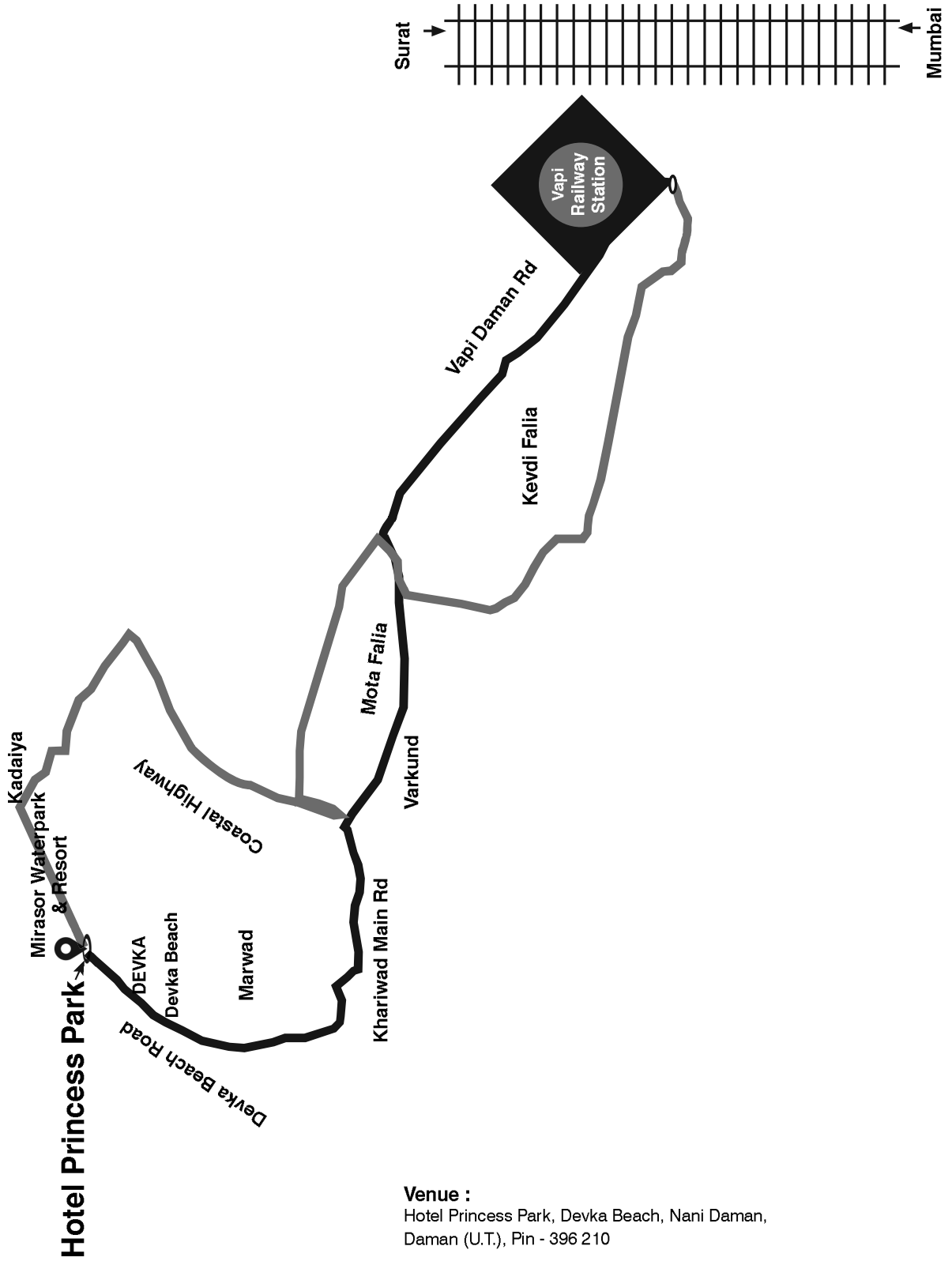
For and on behalf of the Board of Directors

**Bhaskar M. Parekh**  
(DIN – 00166520)  
Executive Chairman

Date: **June 27, 2019**

Place: Mumbai

# Route Map



**Prima Plastics Limited**  
**CIN – L25206DD1993PLC001470**  
**Registered Office – 98/4, Prima House, Daman Industrial Estate, Kadaiya, Daman – 396 210 (U.T.)**

**ATTENDANCE SLIP**  
(To be presented at the entrance)

**DP ID:** \_\_\_\_\_

**Folio No./Client ID:** \_\_\_\_\_

I / We hereby record my/our presence at the 25<sup>th</sup> ANNUAL GENERAL MEETING of the Company at Hotel Princess Park, Devka Beach, Nani Daman, Daman (U.T.), Pin - 396 210 Saturday, August 03, 2019 at 12.30 p.m.

\_\_\_\_\_  
Signature of the Member/ Proxy

**Prima Plastics Limited**  
**CIN – L25206DD1993PLC001470**  
**Registered Office – 98/4, Prima House, Daman Industrial Estate, Kadaiya, Daman – 396 210 (U.T.)**

**FORM NO MGT - 11**  
**PROXY FORM**

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : \_\_\_\_\_

Registered Office : \_\_\_\_\_

Email Id : \_\_\_\_\_

Folio No./\*Client ID : \_\_\_\_\_ DP ID: \_\_\_\_\_

I / We being the member(s) of shares of the above named Company hereby appoint:

(1) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ or failing him;

(2) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ or failing him;

(3) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me / us and on my / behalf at the 25<sup>th</sup> ANNUAL GENERAL MEETING of the Company at Hotel Princess Park, Devka Beach, Nani Daman, Daman (U.T), Pin - 396 210 Saturday, August 03, 2019 at 12.30 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS
	<b>Ordinary Business</b>
1	Consider and Adopt the (a) Audited financial statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon and (b) The Audited Consolidated financial statements of the Company for the financial year ended March 31, 2019 together with the report of Auditors thereon.
2	To declare the payment of final dividend on equity shares for the financial year ended March 31, 2019.
3	To appoint a Director in place of Shri. Bhaskar M. Parekh (DIN: 00166520) who retires by rotation and being eligible, offers himself for reappointment.
4.	Appointment of Shri. Snehal N. Muzoomdar, as an Independent Director
	<b>Special Business</b>
5.	Re-appointment of Shri. Mulchand S. Chheda as an Independent Director.
6.	Re-appointment of Shri. Krishnakant V. Chitalia as an Independent Director.
7.	Re-appointment of Shri. Rasiklal M. Doshi as an Independent Director.
8.	Re-appointment of Shri. Bhaskar M. Parekh as Executive Chairman of the Company.
9.	Re-appointment of Shri. Dilip M. Parekh as Managing Director of the Company.
10.	Increase in Borrowings Powers of the Company.
11.	To approve the remuneration payable to the Cost Auditor of the Company.
12.	To approve Material Related Party Transaction.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

Signature of Shareholder :



\_\_\_\_\_

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

\_\_\_\_\_  
Signature of third proxy holder

**NOTES:**

A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend & vote on poll instead of himself and the proxy need not be a member of the company. The proxy form, in order to be effective 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 and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent 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 a proxy for any other person or shareholder.