

NOTICE

Notice is hereby given that the TWENTY SIXTH ANNUAL GENERAL MEETING of the Members of PRIMA PLASTICS LIMITED will be held on Monday September 28, 2020 at 04.00. p.m. through two way Video Conferencing (VC)/ Other Audio Visual Means(OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 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, 2020 together with the Report of Auditors thereon.
2. To confirm the payment of Interim Dividend of ₹ 1.00 per Equity Share (10%) as final dividend for the financial year ended March 31, 2020.
3. To appoint a Director in place of Shri Dilip M Parekh (DIN: 00166385) who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

4. Appointment of Shri Shailesh S Shah, as an Independent Director

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

“RESOLVED THAT pursuant to provisions of Section 149, 150 and 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder, read with Schedule IV of the Act and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), (including any statutory modification(s) or re-enactment (s) there of, for the time being in force) Shri Shailesh S. Shah (DIN: 01172073) who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from November 13, 2019 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and who has submitted the declaration of Independence as provided in the Act and SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from November 13, 2019, to November 12, 2024 and whose office shall not henceforth, be liable to retire by rotation.”

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
Executive Chairman
(DIN – 00166520)

Date: August 20, 2020

Place: Mumbai

NOTES:

1. An explanatory statement pursuant to section 102 of the Companies Act, 2013 (the Act) relating to the special business to be transacted at the Annual General Meeting (AGM) is annexed hereto. The Board of Directors have considered and decided to include Item no. 4 given above as special business in the forthcoming AGM, as it is unavoidable in nature.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its circular dated May 05, 2020 read with circulars dated April 08, 2020 and April 13, 2020 (collectively referred to as the MCA circulars) permitted the holding of the Annual General Meeting (AGM) through VC/OAVM, without the presence of the physical members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the Act), SEBI (LODR) Regulations, 2015 (SEBI Listing Regulations) and MCA circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Corporate Office of the Company. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 17 below and is also available on the website of the Company www.primaplastics.com
3. As the AGM shall be conducted through VC/OAVM, the facility for appointment of proxy by the members is not available for this AGM and hence the Proxy form and Attendance slip including route map are not annexed to this notice.

4. Institutional/Corporate Members are requested to send a scanned copy (.pdf or .jpeg format) of the Board Resolution authorising its representatives to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting, at investor@primoplastics.com. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, September 22, 2020 to Monday, September 28, 2020 (both days inclusive) for the purpose of AGM.
5. In accordance with, the General Circular dated May 05, 2020, and SEBI circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that Notice and the Annual Report 2019-20 will also be available on the Company's website www.primoplastics.com, website of the Stock Exchange at www.bseindia.com and on the website of CDSL www.evotingindia.com.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of quorum under section 103 of the Act.
7. Members holding shares in physical form and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at investor@primoplastics.com.
8. Members holding shares in dematerialised form are requested to intimate changes, if any, with their relevant Depository Participants.
9. The relevant details under Regulation 26(4) and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, ("Listing Regulations") and Secretarial Standard 2 on General Meetings, is annexed.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under section 189 of the Act and all other documents referred to in the accompanying Notice shall be available for inspection through electronic mode on CDSL portal.
11. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company through email on investor@primoplastics.com.
12. Members of the Company had approved the appointment of M/s. Khimji Kunverji & Co.LLP, Chartered Accountants as the Statutory Auditors at the 23rd AGM which is valid till 28th AGM of the Company. In accordance with the Act, the appointment of Statutory Auditors is not required to be ratified at every AGM.
13. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The share in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. However, shareholders can claim their dividend money & shares by making application to IEPF Authority in web form No. IEPF-5 available on www.iepf.gov.in. The process of claiming such shares & dividend is also provided on our website.
14. 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.

Members 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.

15. Voting Through Electronic Means

- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The voting right of shareholders shall be in proportion to their share in the paid up equity capital of the Company as on Monday, September 21, 2020 (cut-off date).

- The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- The Company has appointed Shri Sadashiv V. Shet (COP. No. 2540) failing him Mrs. Rakhee R. Malkarnekar (COP No. 24139), Practicing Company Secretaries as the Scrutinizer to scrutinise the voting during the AGM and remote e-voting process in a fair and transparent manner.
- 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 presence 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 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 voting electronically are as under:

- i. The voting period begins on September 25, 2020 at 09.00 a.m. and ends on September 27, 2020 at 05.00 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) of September 21, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Log on to the e-voting website www.evotingindia.com
- iv. Click on Shareholders
- v. 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; or Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from Login-Myeasi using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on e-Voting option and proceed directly to cast your vote electronically
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. 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.
- viii. If you are a first time user follow the steps given below:

For Shareholders 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"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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 (v).

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. 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.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- xii. Click on the EVSN for the relevant "PRIMA PLASTICS LIMITED" on which you choose to vote.
- xiii. 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.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii. 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.
- xix. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

16. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- 1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- 2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

17. INSTRUCTION FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- 1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- 2. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- 3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@primaplastics.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@primaplastics.com. These queries will be replied to by the company suitably by email.
- 6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

18. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

- 1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- 2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM

(i) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor@primaplastics.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

Registered Office

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For and on behalf of the Board of Directors

Bhaskar M. Parekh
Executive Chairman
(DIN – 00166520)

Date: August 20, 2020
Place: Mumbai

Annexure to the Notice

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

Name of Director	Shri Dilip M. Parekh (Age 52 years)	Shri Shailesh S. Shah (Age 63 years)
Director Identification No.	00166385	01172073
Date of Birth	April 25, 1968	April 15, 1958
Date of Joining the Board	November 17, 1993	November 13, 2019
Qualification	B.Com	Chartered Accountant, B.Sc
Brief Resume/ Experience	<p>Shri. Dilip M. Parekh joined the Company's Board since inception as a Director and looking after marketing and administration of the Company. His strong management skill, marketing ability and previous experience in moulded furniture industry for more than twenty-seven years has benefited the Company. He is the person behind putting Prima on global chart by setting up a Joint Venture at Cameroon and Subsidiary Company at Guatemala. He is putting efforts to tap more regions. He is actively involved in forum for Plastic Industries and is member of PLEX Council Of India and Organisation for Plastic Processors of India.</p>	<p>Shri. Shailesh S. Shah is a Practicing Chartered Accountant qualified with B. Sc, FCA, of India and has a wide knowledge in the field of accounting and taxation. He is a senior partner in Khandelwal Jain & Co., Chartered Accountants since 1998.</p>
Directorship in other public Companies	Nil	Nil
Memberships/ Chairmanship of Committees in other public Companies	Nil	Nil
Number of Shares held	2651420 shares	Nil
Disclosure of relationship between Directors inter-se	He belongs to the promoter group and is brother of Shri. Bhaskar M. Parekh, Executive Chairman and Smt. Hina V. Mehta, Non-Executive Woman Director on the Board of the company.	Nil
Details of last drawn remuneration	₹ 450,000/- per month	Only Sitting Fees Paid
Number of Board Meetings held and attended during the year	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 Shailesh S. Shah as an Additional Director of the Company with effect from November 13, 2019 who would hold office upto the date of the ensuing Annual General Meeting.

As required under section 160 of the Act, a notice has been received from a member signifying its intention to propose the appointment of Shri Shailesh S. Shah as a Director of the Company.

Shri Shailesh S. Shah is a Practicing Chartered Accountant qualified with B. Sc, FCA, of India and has a wide knowledge in the field of accounting and taxation. He is a partner in M/s. Khandelwal Jain & Co., Chartered Accountants since 1998. Brief profile of Shri Shailesh S. Shah as stipulated under Regulation 36(3) of the SEBI Listing Regulations is given as an annexure to this Notice.

Shri Shailesh S. Shah 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 Shailesh S. Shah 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 Shailesh S. Shah 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 Shailesh S. Shah 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 Shailesh S. Shah 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 Shailesh S. Shah, 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.

Registered Office

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For and on behalf of the Board of Directors

Bhaskar M. Parekh
Executive Chairman
(DIN – 00166520)

Date: August 20, 2020
Place: Mumbai