

## Notice of Annual General Meeting

NOTICE is hereby given that the Thirtieth Annual General Meeting ("AGM") of the members of Prima Plastics Limited ("Company") will be held on Saturday, September 21, 2024 at 12 Noon (IST) at The Gold Beach Resort, Plot No 2/1B, 2/1-C, Devka Beach Road, Marwad, Nani Daman, Daman and Diu 396210 to transact the following business:

### ORDINARY BUSINESS:

#### Item No. 1 - Adoption of financial statements

To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, the Statement of Profit & Loss and Cash Flow Statement, for the year ended on that date and reports of the Board of Directors ("Board") and Auditors thereon.

#### Item No. 2 - Appointment of Smt. Hina Vijay Mehta as a Director, liable to retire by rotation

To appoint a Director in place of Smt. Hina Vijay Mehta (DIN: 07201194) who retires by rotation and being eligible, offers herself for re-appointment.

**Explanation:** Based on the terms of appointment, executive directors and the non-executive non-independent directors are subject to retirement by rotation. Smt. Hina Vijay Mehta, Non-Executive Director, whose office of directorship is liable to retire at the ensuing AGM, being eligible, seeks reappointment as a director. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends her reappointment as a director.

#### To consider and if thought fit, to pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to reappoint Smt. Hina Vijay Mehta (DIN: 07201194) as a director, who is liable to retire by rotation."

### SPECIAL BUSINESS:

#### Item No. 3 – Re-appointment of Shri Shailesh S. Shah as an Independent Director 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 Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and Articles of Association of the Company, and on recommendations of the Nomination and Remuneration Committee, and that of the Board, Shri Shailesh S. Shah (DIN: 01172073), who holds office as an Independent Director up to November 12, 2024, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, for a further second term of 5 (Five) years with effect from November 13, 2024 up to November 12, 2029.

RESOLVED FURTHER THAT any Director and Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to above resolution."

By Order of the Board of Directors  
For Prima Plastics Limited

**Dilip M. Parekh**  
Managing Director  
DIN: 00166385

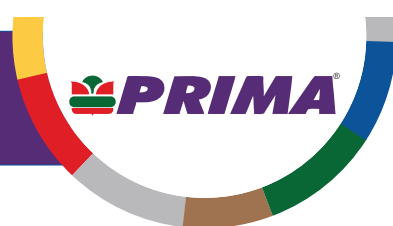
Mumbai  
Date: August 07, 2024

#### Registered Office:

98/4 Prima House, Daman Industrial Estate,  
Kadaiya, Nani Daman, Daman (U.T.), Pin - 396210  
Tel No.: +91 0260-2220445  
Email id: investor@primaplastics.com  
Website: www.primaplastics.com

**IMPORTANT NOTES:**

1. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE 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, carrying voting rights. Provided that 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.
2. In accordance with the aforesaid MCA Circulars and the Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Company is sending this AGM Notice along with the Annual Report-2023-24 in electronic form only to those Members whose e-mail addresses are registered with the Company/ Depositories/RTA. The Notice convening the AGM and the Annual Report-2023-24 has been uploaded on the website of the Company at [www.primaplastics.com/annual-report.php](http://www.primaplastics.com/annual-report.php) and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited ("BSE") at [www.bseindia.com](http://www.bseindia.com).
3. Pursuant to the provisions of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") and Secretarial Standards issued by the Institute of Company Secretaries of India, a brief note on the background and the functional expertise of the Directors of the Company seeking appointment/re-appointment along with the details of other Directorships, memberships, chairmanships of Board Committees, shareholding and relationships amongst directors inter-se is set out in the Brief Resume appended to this Notice as "Annexure –A."
4. Institutional / Corporate Shareholders (i.e., other than Individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of its respective Board or governing body's Resolution / Authorization letter/ Power of Attorney etc., authorizing its representative to attend the AGM and/or to vote through remote e-voting /Voting at AGM. The said Resolution / Authorization shall be sent to the Company at [investor@primaplastics.com](mailto:investor@primaplastics.com).
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members, Proxies and Authorised Representatives are requested to bring to the AGM, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
7. The Register of Directors and Key Managerial Personnel ("KMP") and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available for inspection by the Members during the AGM. Members seeking to inspect such documents may send their request in writing to Company at [investor@primaplastics.com](mailto:investor@primaplastics.com).
8. The Register of Members and the Share Transfer Books of the Company will remain closed from Sunday, September 15, 2024 to Saturday, September 21, 2024, both days inclusive for the purpose of AGM.
9. Any persons, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., Saturday, September 14, 2024, may obtain the login ID and password by sending a request at Issuer/RTA.



10. Members are requested to address all correspondence to RTA, Bigshare Services Private Limited, Unit: Prima Plastics Limited, Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India.
11. Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to investor@primaplastics.com up to the date of the AGM.
12. In terms of Regulation 40 of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019. Accordingly, Members holding shares in physical form are advised to dematerialize their shares.
13. Members are requested to intimate changes, if any, pertaining to their name, address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DP if the shares are held by them in dematerialized form and to RTA if the shares are held by them in physical form.
14. The Securities and Exchange Board of India (SEBI) vide its circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account details to company or its RTA by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in Demat form are requested to submit the aforesaid information to their respective Depository Participant. The shareholders holding shares in physical form can register their nomination by sending request to the RTA of the Company.
15. Queries, if any, on accounts and operations may please be sent to the Company 7 days in advance of the meeting from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, so as to reach the Company's e-mail address at investor@primaplastics.com before 05.00 P.M. on or before September 15, 2024. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.
16. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the [www.primaplastics.com/information-for-shareholder.php](http://www.primaplastics.com/information-for-shareholder.php). Members are requested to submit the said details to their DP in case the shares are held by them in demat form and to RTA in case the shares are held in physical form.
17. The route map showing directions to reach the venue of the 30th AGM is annexed as "Annexure-B".

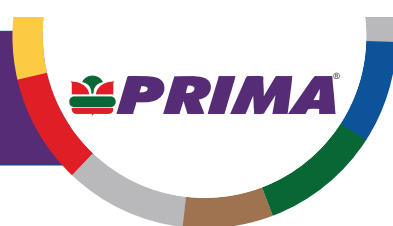
**PROCESS FOR DISPATCH OF ANNUAL REPORT AND REGISTRATION OF E-MAIL ID FOR OBTAINING COPY OF ANNUAL REPORT OF THE COMPANY:**

18. The aforesaid Circulars have granted exemption to the companies from printing and dispatching physical copies of Annual Reports for events till September 30, 2024, thereby allowing the companies to send Annual Reports by e-mail. Accordingly, the Annual Report of the Company for the financial year 2023-24 is being sent only through e-mail to those Members whose e-mail addresses are registered with the Company / DPs.
19. Members may also note that the Notice of the 30th AGM and the Integrated Annual Report 2023-24 will also be available on the Company's website at [www.primaplastics.com](http://www.primaplastics.com), website of the Stock Exchange, i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
20. Members who have not yet registered their e-mail address with the Company / RTA or with their respective DP are requested to register the same with their DPs in case the shares are held by them in demat form and with RTA in case the shares are held by them in physical form.

**INSTRUCTIONS FOR REMOTE E-VOTING:**

21. Members of the Company holding shares either in physical form or in electronic form as of the cut-off date of Saturday, September 14, 2024, may cast their vote by remote e-voting.
22. The remote e-voting period commences on Wednesday, September 18, 2024 (9:00 a.m. IST) and ends on Friday, September 20, 2024 (5:00 p.m. IST). The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
23. The voting rights of the Members (for voting through remote e-voting before the AGM and voting during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as of the cut-off date of Saturday, September 14, 2024.
24. In order to increase the efficiency of the voting process and in pursuance of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, e-voting facility is being provided to all the demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participants. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.
25. Login method for e-voting for Individual shareholders holding securities in demat mode:

Type of Members	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>



Type of Members	Login Method
<p><b>Individual Shareholders holding securities in demat mode with NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for I D e A S " P o r t a l o r c l i c k a t <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
<p><b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" and "Forgot Password" options available on the above-mentioned website.

26. Helpdesk for Individual Shareholders/Members holding securities in Demat mode in case of any technical issues related to Log-in through Depository i.e. NSDL and CDSL.

Login Method	Helpdesk details
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000.

27. **Login Method For E-Voting For Shareholders Other Than Individual Shareholders Holding Securities In Demat Mode And Shareholders Holding Securities In Physical Mode**

- (i) Click on the e-voting website of CDSL. Open web browser by typing the URL: www.evotingindia.com
- (ii) Click on "Shareholders" module
- (iii) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first-time user follow the steps given below:

PAN	For Physical shareholders and other than individual shareholders holding shares in Demat.
Dividend Bank Details OR Date of Birth (DOB)	<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>• 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.</li> </ul> <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.</li> </ul>

- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (ix) If you are a first-time user follow the steps given below:



### For Physical shareholders and other than individual shareholders holding shares in Demat

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company / DP 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. 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.

- (x) After entering these details appropriately, click on "SUBMIT" tab.
  - (xi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
  - (xii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (xiii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
  - (xiv) 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.
  - (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (xvi) 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.
  - (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xviii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
  - (xix) If a demat account holder has forgotten the 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.
  - (xx) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
28. Additional Facility For Non – Individual Shareholders And Custodians –For Remote Voting Only
- (i) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - (ii) 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).

- (iii) 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.
- (iv) The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- (v) It is Mandatory that, 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.
- (vi) Alternatively Non Individual shareholders are required mandatory 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@primoplastics.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **OTHER INSTRUCTIONS FOR SHAREHOLDERS FOR VOTING DURING THE MEETING**

- 29. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, which is September 14, 2014. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- 30. Any person who is not a member as on the cut-off- date should treat this Notice for information only.
- 31. The facility to vote at the AGM will be provided by Ballot paper to the shareholders who will be attending the AGM and have not cast their vote through remote e-voting.
- 32. Members 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.
- 33. A Member can vote either by remote e-voting or at the AGM. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.
- 34. The Company has appointed Shri Prashant Diwan, Practicing Company Secretary (Membership No. FCS : 1403 / COP No.: 1979) as the Scrutinizer to scrutinize the e-voting process as well as voting through ballot paper in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company
- 35. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing within the time stipulated under the applicable laws. The Chairperson or the person authorised shall declare the result of the voting forthwith.
- 36. The result declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.primoplastics.com](http://www.primoplastics.com) and on the website of CDSL immediately. The Company shall simultaneously forward the result to BSE Limited, where the shares of the Company are listed.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

- 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 update your email id & mobile no. with your respective Depository Participant (DP) .
- 3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.



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

As required by Section 102(1) of the Companies Act, 2013 ("Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3 of the accompanying Notice dated August 07, 2024.

**Item No. 3: Re-appointment of Shri Shailesh S. Shah (DIN: 01172073), as an Independent Director of the Company**

Shri Shailesh S. Shah (DIN: 01172073) was appointed as an Independent Director of the Company by the Members of the Company at their 26th Annual General Meeting held on September 28, 2020, for a period of five years from November 13, 2019, to November 12, 2024.

In terms of Sections 149(10) and 149(11) of the Act, an Independent Director can hold office for a maximum two terms of up to five years each on the Board of Company, and is eligible for re-appointment on passing of a special resolution by the Company after the first term.

Board is of the opinion his continuance will bring a great contribution to company, notwithstanding his age. Based on an evaluation of the balance of skills, knowledge and experience on the Board and further, on the report of performance evaluation, the external business environment, business knowledge, skills, experience and the substantial contribution made by him during his tenure and considering that the continued association of Shri Shailesh S. Shah as an Independent Director of the Company would be beneficial to the Company, NRC and the Board at their meetings held on May 27, 2024 has approved the re-appointment and recommended the same for further approval to the Members of the Company.

He has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to the registration with the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Shri Shailesh S. Shah has given his declaration to the Board, inter alia, that,

- (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations,
- (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority,
- (iii) is eligible to re-appointed as a Director in terms of Section 164 of the Act and
- (iv) he has also given his consent to act as a Director.

A brief profile of Shri Shailesh S. Shah is given below:

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.

In the opinion of the Board, Shri Shailesh S. Shah is a person of integrity, fulfills the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the management of the Company. A copy of the draft letter of re-appointment as Independent Director setting out the terms and conditions is available for inspection without any fee payable by the members.

Members who wish to inspect the same can send a request to [investor@primaplastics.com](mailto:investor@primaplastics.com).

Other than Shri Shailesh S. Shah, who is concerned or interested in the resolution relating to his re-appointment, none of the Directors or Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the resolution set out at Item No.3 of the accompanying Notice. The Board recommends the Resolution at Item No.3 of the accompanying Notice for approval by the Members of the Company.

## ANNEXURE – A

Particulars of Directors seeking Appointment / Re-appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Secretarial Standards-2 prescribed for General Meetings:



**Smt. Hina V. Mehta**  
**Non-Executive Director**

Smt. Hina V. Mehta was appointed as Non-Executive Director on Board in 2015. She holds a Graduate Degree in Commerce from Mumbai University, India. She is running her own business of dealing and manufacture of Modular Kitchen and accessories since 2003. She has experience in sales, marketing and finance. She is widely recognized for her role in shaping the retail outlet of Modular Kitchen.

**Age:** 65 years

**Nature of expertise in specific functional area:** Her experience in Sales, Marketing and Finance.

**Disclosure of inter-se relationships between Directors and KMP :** She is sister of Shri Bhaskar M. Parekh and Shri. Dilip M. Parekh, Directors of the Company.

**Listed entities (other than the Prima) in which Smt. Hina V. Mehta holds directorship and committee membership:** NA

**Listed entities from which Smt. Hina V. Mehta has resigned in the past three years:** NA

**Shareholding in the Company as on the date of her appointment:** 101 Shares

**Remuneration proposed to be paid:** Sitting Fees

**Key terms and conditions of re-appointment:** Re-appointment as Non-Executive Director and Non-Independent Director, liable to retire by rotation.

**Date of first appointment to the Board, last drawn remuneration and number of Board meetings attended:** Smt. Hina V. Mehta was first appointed to the Board on May 29, 2015 as Non-Executive Director and Non-Independent Director, liable to retire by rotation. The details pertaining to his remuneration, and number of meetings attended are provided in the Corporate Governance Report which forms part of the Integrated Annual Report 2023-24.



**Shri Shailesh S. Shah**  
**Independent Director**

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.

**Age:** 66 years

**Nature of expertise in specific functional area:** His major experience is in the field of accounting and taxation.

**Disclosure of inter-se relationships between Directors and KMP :** NA

**Listed entities (other than the Prima) in which Shri Shailesh S. Shah holds directorship and committee membership:** NA

**Listed entities from which Shri Shailesh S. Shah has resigned in the past three years:** NA

**Shareholding in the Company as on the date of her appointment:** Nil



**Remuneration proposed to be paid: Sitting Fees**

**Key terms and conditions of re-appointment:** For the Second term for consecutive period of Five years commencing from November 13, 2024 to November 12, 2029.

**Date of first appointment to the Board, last drawn remuneration and number of Board meetings attended:** Shri. Shailesh S Shah was first appointed to the Board on November 13, 2019 as Non- Independent Director for a period of 5 years. The details pertaining to his remuneration, and number of meetings attended are provided in the Corporate Governance Report which forms part of the Integrated Annual Report 2023-24.

By Order of the Board of Directors  
For Prima Plastics Limited

**Dilip M. Parekh**  
Managing Director  
DIN: 00166385

Mumbai  
Date: August 07, 2024

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