

NATIONAL PLYWOOD INDUSTRIES LTD.

(CIN : L20211AS1973PLC001856)

Regd. Office : P.O. Makum Pathar – 786 187, Margherita, Dist. Tinsukia (Assam)

Head Office : 5, Fancy Lane, 7th Floor, Kolkata – 700 001

Tel.:(033)22480116/7,Fax:(033)22481246,website www.nationalplywood.net, email-id:info.npil.ho@nationalplywood.net

NOTICE

NOTICE is hereby given that the 43rd Annual General Meeting of the Members of NATIONAL PLYWOOD INDUSTRIES LTD, will be held at the Registered Office of the Company at Makum Pathar, Margherita-786 187, Dist. Tinsukia, Assam, on Thursday, the 27th September, 2018, at 11.30 A.M. to transact the following business-

AS ORDINARY BUSINESS :

1. To receive, consider and Adopt the Audited Balance Sheet of the Company as at 31st March, 2018 and the Statement of Profit & Loss for the Year ended on that date together with the Directors' Report and the Auditors' Report thereon.
2. To appoint a Director in place of Sri Piyush Periwal (DIN: 00698796), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint statutory auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies “(Audit and Auditors) Rules, 2014, as may be applicable (including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Audit Committee, M/s. L.N. Malik & Co., Chartered Accountants, New Delhi (Firm Registration No. 015992N), be appointed as Statutory Auditors of the Company, in place of retiring auditors M/s. Jhunjhunwala & Co., Chartered Accountants, Kolkata (Firm Registration No. 302169E), to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 48th Annual General Meeting, subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company(including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution.”

AS SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution –

“ RESOLVED that pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sri Laxmi Narain Baheti (DIN: 08160915), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 5(five) consecutive years from 30th May, 2018 up to 29th May, 2023, not liable to retire by rotation.”

By Order of the Board
NATIONAL PLYWOOD INDUSTRIES LIMITED

Kolkata, 13th August, 2018

Shruti Bothra
Company Secretary

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING 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.
2. Proxies in order to be effective must be received by the Company, duly filled, stamped and signed at its Registered Office 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.

3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send the Company a certified copy of the Board Resolution authorizing their representative to attend & vote on their behalf at the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 21, 2018 to Thursday, September 27, 2018 (both days inclusive).
5. Members are requested to bring their attendance slip along with their copy of Annual Report at the Annual General Meeting.
6. In case of joint holders attending the meeting, only such joint holders who is higher in the order of names will be entitled to vote.
7. Members who are holding shares in the demat form are requested to bring their Depository ID Number and Client ID Number to facilitate easier identification for attendance at the meeting.
8. Shareholders desiring any information as regards the Accounts are requested to write to the Company at least ten days before the date of Annual General Meeting so as to enable the Management to keep the information ready.
9. A copy of Balance Sheet as on 31st March, 2018, Statement of Profit and Loss for the year ended on that date, the Auditors' Report, the Directors' Report and all other documents required by law to be annexed or attached to the Balance Sheet shall be available for inspection at the Registered Office of the Company on all working days during business hours between 11.00 a.m. and 1.00 p.m. for a period of 21 days before the date of Annual General Meeting.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Reports, Notices, Circulars, etc. from the Company in electronic mode.
11. As per Regulation 40 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 submission of a copy of PAN card of the transferor and transferee is mandatory for transfer of shares held in physical form.

12. Voting through Electronic Means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015,(Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 43rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through polling paper shall be made available at the Annual General Meeting (AGM) and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
- III. The members who have cast their vote by remote e-voting prior to the Annual General Meeting (AGM) may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 24th September, 2018 (10:00 am) and ends on 26th September, 2018 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case of Members receiving e-mail from NSDL [For those members whose e-mail addresses are registered with Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
 - (iii) Click on Shareholder – Login.
 - (iv) Put User ID and Password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**
 - (vi) Home page of remote e-voting opens. Click on remote e-voting. Active Voting Cycles.
 - (vii) Select”EVEN” OF “**National Plywood Industries Limited**”
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to asit@aklabh.com/asit.labh1@gmail.com or info.npil.ho@nationalplywood.net. With a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of Annual General Meeting (AGM) [for members whose e-mail IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password /PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communications.
- IX. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date being Saturday, 20th September, 2018.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 20th September, 2018, may obtain the Login ID and password by sending a request at evoting@nsdl.co.in.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. 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 through polling paper.
- XIII. Mr. A.K. Labh, Practising Company Secretary, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- XIV. The 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 Polling paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.nationalplywood.net and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai and the Calcutta Stock Exchange Limited, Kolkata.

13. Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting (In pursuance of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015)

Name of the Director	Sri Piyush Periwal
Category	Chairman & Managing Director
Date of Birth	27 th June, 1963
Nationality	Indian
Date of Appointment on Board	26/10/1989
Qualification	B.Com
Experience	Over 35 years of experience in Finance & Administration
List of other Public Companies in which Directorship held as on March 31, 2018	1. National Boards Limited
Chairmanship/membership of any other Committees as on 31 st March, 2018	The National Plywood Industries Ltd. 1. Audit Committee 2. Stakeholder Relationship Committee
Shareholding in the Company	3,22,575
Relationships between Directors and Key Managerial Personnel	Father of Ms. Malvika Periwal

By Order of the Board
NATIONAL PLYWOOD INDUSTRIES LIMITED

Shruti Bothra
Company Secretary

Kolkata, 13th August, 2018

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 3:

Though not mandatory, this statement is provided for reference M/s. Jhunjhunwala & Co., Chartered Accountants, Statutory Auditors of the Company has been completed their tenure with pursuant to the provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014. In terms of their appointment, they are holding office of the Auditors up to the conclusion of the 42nd AGM and hence, would retire at the conclusion of the forthcoming 42nd AGM.

Accordingly, as per the said requirements of the Act, M/s. L.N. Malik & Co., Chartered Accountants, are proposed to be appointed as Auditors for a period of Five Years, commencing from the conclusion of 42nd AGM till the conclusion of the 48th AGM, subject to ratification by members every year, as may be applicable. M/s. L.N. Malik & Co., Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No.3 of the Notice.

The Board recommends the ordinary resolution set forth in Item No.3 of the Notice for approval of the Members.

Item No. 4 :

The Board of the Company has passed a resolution appointing Sri Laxmi Narain Baheti (DIN: 08160915) as an Independent Director of the Company on 30th May, 2018 subject to the approval of the members in the Annual General Meeting for a period of 5 years with effect from 30th May, 2018.

The resolution seeks the approval of members for the appointment of Sri Laxmi Narain Baheti as an Independent Director of the Company for a period of five years pursuant to Section 149 of the Companies Act, 2013 and the rules made thereunder. He is not liable to retire by rotation, however with an option to retire.

In the opinion of the Board of Directors, Sri Laxmi Narain Baheti, who is proposed to be appointed as an Independent Director, fulfills the conditions specified in the Act and the rules made thereunder and he is independent of the management. A copy of the draft letter for the appointment of Sri Laxmi Narain Baheti as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on working days upto the date of AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Sri Laxmi Narain Baheti as an Independent Director.

Accordingly, the Board recommends Resolution No. 4 of the Notice convening this Annual General Meeting for approval by the Members.

Except Sri Laxmi Narain Baheti, none of the Directors and Key Managerial Personnel of the Company is/are in any way concerned or interested in the said appointment.