

# **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,websitewww.nationalplywood.net, email-id:info.npil.ho@nationalplywood.net

## **NOTICE**

NOTICE is hereby given that the 40<sup>th</sup> Annual General Meeting of the Members of NATIONAL PLYWOOD INDUSTRIES LTD, will be held on Tuesday, the 29<sup>th</sup> September, 2015, at 2.30 P.M. at the Registered Office of the Company at Makum Pathar, Margherita-786 187, Dist. Tinsukia, Assam, to transact the following business-

### **AS ORDINARY BUSINESS :**

1. To receive, Consider and Adopt the Audited Profit & Loss Statement for the Financial Year ended 31<sup>st</sup> March, 2015 and the Balance Sheet as on that date together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Sri **Vinod Kr. Sharma**, DIN: 05180005, who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.
3. To appoint the Statutory Auditors of the Company until the conclusion of 43<sup>rd</sup> Annual General Meeting to hold office from the conclusion of this Annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration and in this respect, to pass, with or without modification (s) the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section of 139, 142 of the Companies Act, 2013 and the Rules made there under and pursuant to the recommendations of the audit committee, M/s. Jhunjhunwala & Co., Chartered Accountants, Kolkata (Firm Registration No. 302169E), the retiring auditors be and they are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of 43<sup>rd</sup> Annual General Meeting (subject to ratification of the appointment by the members at every AGM held after this AGM) and the Board of Directors be and are hereby authorized to fix their remuneration.”

### **AS SPECIAL BUSINESS:**

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

**“RESOLVED THAT** in accordance with the provisions of Sections – 149, 150 and 152 read with Schedule – IV and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the rules made there under, Clause – 49 of the Listing Agreement, Sri Vinod Kr. Sharma, DIN 05180005, be and is hereby appointed as an Independent Director of the Company with effect from 31.10.2014 to hold office for 5 (five) consecutive years up to the conclusion of the 43<sup>rd</sup> Annual General Meeting of the company up to the Calendar Year ending 2019.

### **Registered Office :**

Makum Pathar – 786187  
Margherita  
Dist: Tinsukia (Assam)

By Order of the Board

P. PERIWAL  
Vice-Chairman & Managing Director  
DIN: 00698796

Dated: 30<sup>th</sup> July, 2015

NOTES :

1. A member entitled to attend and vote the 40<sup>th</sup> Annual General Meeting ( the "meeting ") is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member for the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of Members not exceeding fifty Members 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.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend & vote on their behalf at the Meeting.
3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
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. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
7. The Company has notified closure of Register of Members and Share Transfer Books from Tuesday, September 22, 2015 to Tuesday, September 29, 2015 (both days inclusive) for the purpose of Annual General Meeting.
8. Members holding Shares in electronic form may provide their bank particulars to their respective depository for records. The Company or its Registrars and Transfer Agents, M/s. Maheshwari Datamatics Private Limited having its office at 6, Mangoe Lane, 2nd Floor, Kolkata – 700 001, Phone : (033) 2243-5029 / 5809, 2248-2248, E-Mail : mdpl@cal.vsnl.net.in cannot act on any request received directly from the members holding shares in electronic form any change of bank particulars or mandates. Such changes are to be advised only to the Depository Participant by the members.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) BY the every participant in securities market ,Members holding share in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding share in physical form can submit their PAN to the Company / Share Transfer Registrar M/s. Maheshwari Datamatics Pvt Ltd., 6, Mangoe Lane, 2nd Floor, Kolkata – 700 001, Phone : 2243-5029/5809, 2248-2248. FAX: (033) 2248-4787.
10. Members holding share in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be obtained from Share Transfer Registrar M/s Maheshwari Datamatics Pvt Ltd. E-Mail : mdpl@cal.vsnl.net.in
11. Members who hold shares in physical form in multiple folio in identical names or joint holding in the same order of names are requested to send the share certificates to : M/s Maheshwari Datamatics Pvt. Ltd. Phone : (033) 2243-5029/5809, Fax : (033) 2248-4787 for consolidation into a single folio.

12. Members are requested to Register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
13. Any change of particulars including address, bank mandates and nomination for shares held in demat form, should be notified only to the respective Depository Participants where the Member has opened his/her demat account. The Company or its share transfer agent will not act on any direct request from these Members for change of such details. However requests for any change in particulars in respect of shares held in physical form should be sent to the Registrars & Shares Transfer Agent of the Company – M/s. MAHESHWARI DATAMATICS PVT, LTD., 6, MANGOE LANE, KOLKATA – 700001, FAX: (033) 2248-4787. E-MAIL: mdpl@cal.vsnl.net.in

**Please provide to the Share Registrars and Transfer Agent new Bank Account particulars along with a copy of the cheque duly cancelled by quoting your reference folio number in case of shares held by you in physical form. In case the Shares are in Dematerialized form, you may kindly provide the same to your Depository Participant, so that you future dividend can correctly be credited to your new account.**

14. The equity shares of the Company are compulsorily traded in demat form. Members desirous of trading in the shares of the company are requested to get their share dematerialized.
15. The Company's shares quoted at :
  - (i) BSE Limited, Mumbai, 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001.
  - (ii) The Calcutta Stock Exchange Ltd., 7, Lyons Range, Kolkata – 700 001.  
The Annual Listing Fees for these Exchanges have been paid for the financial year 2013-2014.
16. Members desiring any information as regards Accounts are requested to write to the Company, at least seven days before the date of the meeting so as to enable the Management to keep the information ready.
17. **E-voting:**

The Company is pleased to provide E-voting facility through National Securities Depository Limited (NSDL) as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 40<sup>th</sup> Annual General Meeting of the Company to be held on 29<sup>th</sup> September, 2015. The Company has appointed Mr. S.M. Gupta, a Practicing Company Secretary (CP 2053), as a Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional, the instructions for E-Voting are as under –

- I In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):
  - a. Open e-mail and open PDF file with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password .
  - b. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>.
  - c. Click on Shareholder- Login.
  - d. Put user ID and password as initial password noted in step (a) above. Click Login.
  - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - g. Select "EVEN" OF "**National Plywood Industries Limited**"
  - h. Now you are ready for remote e-voting as Cast Vote page opens.
  - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - k. Once you have voted on the resolution, you will not be allowed to modify your vote.

- l. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [smguptaandco@gmail.com](mailto:smguptaandco@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- II In case of Members receiving Physical copy of Notice of 40<sup>th</sup> Annual General Meeting (For members whose e-mail IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)
    - a. Initial password is provided in the box overleaf.
    - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- A. 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 downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
  - B. 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.
  - C. 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 communication(s).
  - D. Remote e-voting facility will open for members on and from: 26<sup>th</sup> September, 2015 (10.00 a.m.) till 28<sup>th</sup> September, 2015 (6.00 p.m.)
  - E. 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 of 22<sup>nd</sup> September, 2015.
  - F. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the record date i.e. 18<sup>th</sup> August, 2015, will be provided the notice through mail or by post after the cut-off date. Such members may also obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA, M/s. Maheshwari Datamatics Pvt Ltd.
- 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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- G. In addition to the remote e-voting facility as described above, the Company shall make a voting facility available at the venue of the annual general meeting through electronic voting system and members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting.
  - H. 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 ballot paper.
  - I. Mr. S.M. Gupta, a Practicing Company Secretary (CP 2053), 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
  - J. 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 "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  - K. 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 at least 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.

- L. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.nationalplywood.net](http://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 and communicated to the BSE Limited, Mumbai.
18. Brief resume of Director including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause – 49 of the Listing Agreement with the Stock Exchanges, is as under –

Name	Sri Vinod Kr. Sharma
Designation	Non-Executive Director
Date of Birth	12-08-1952
Appointed on	23-12-2011
Qualifications	B. Sc with Physics, Chemistry & Mathematics
Expertise in Specific Field	Experience of more than 32 years in production and technical in Plywood Manufacturing Company.
Directorship held in other Companies	None
Memberships / Chairmanships of Board / Committees of public companies.	<b>Audit Committee</b> National Plywood Industries Limited
Equity Shareholding in the company	200 Equity Shares

19. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by enabling paperless compliance by the Company and by its Circulars stated that service of notice / documents including Annual Reports can be sent by e-mail to its members. To support this initiative, Members are requested to register their e-mail addresses along with Client ID / Folio Number with “[mdpl@cal.vsnl.net.in](mailto:mdpl@cal.vsnl.net.in) OR [sk.jain@nationalplywood.net](mailto:sk.jain@nationalplywood.net). The E-mail address so registered would be deemed to be the registered e-mail address for serving notice / documents.

#### 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.4 :**

The Board, at its meeting held on October 31, 2014, appointed Sri Vinod Kumar Sharma (DIN: 05180005) as Independent Director of the Company, pursuant to Section 149 read with Schedule IV of the Act

Pursuant to the provisions Section 149 of the Companies Act, 2013, Sri Vinod Kumar Sharma will serve a maximum of two terms of five years each. The Company has received notice in writing from member for the candidature of Sri Vinod Kumar Sharma for the office of Independent Director.

The resolution seeks approval of members for the appointment of Sri Vinod Kumar Sharma as an Independent Director of the Company for a period of five (5) years up to the conclusion of the 43<sup>rd</sup> Annual General Meeting of the Company.

The Company has also received declaration from Sri Vinod Kumar Sharma that they meet the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Companies Act, 2013 and the Rules framed there under for appointment as Independent Director and he is independent of the management.

Brief Resume of Sri Vinod Kumar Sharma, nature of his expertise in specific functional areas and name of Companies in which he hold directorships and memberships / chairmanships of Board Committee, shareholding and relationships between directors inter – se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges are provided in the Notes forming part of the Notice.

The Board recommends the passing of the proposed resolution stated at Item NO. 4 as Ordinary Resolution and request your approval for the same.

Except Sri Vinod Kumar Sharma and his relatives, if any, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the said resolution.

By Order of the Board  
NATIONAL PLYWOOD INDUSTRIES LIMITED

**Registered Office :**  
Makum Pathar, Margherita  
Dist : Tinsukia (Assam)  
Pin: 786 187

P. PERIWAL  
Vice-Chairman & Managing Director  
DIN: 00698796

**Dated: 30<sup>th</sup> JULY, 2015**