

## **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](http://www.nationalplywood.net), email-id:info.npil.ho@nationalplywood.net

### **NOTICE**

NOTICE is hereby given that the 41<sup>st</sup> Annual General Meeting of the Members of NATIONAL PLYWOOD INDUSTRIES LTD, will be held on Thursday, the 29<sup>th</sup> September, 2016, 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, 2016 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 Vijay Kumar Periwal, DIN: 00705848, who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. Jhunjhunwala & Co., Chartered Accountants, as Statutory Auditors of the Company and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED** that the shareholders do hereby ratify the appointment made by them in the Annual General Meeting held on 29<sup>th</sup> September, 2014 of M/s. Jhunjhunwala & Co., Chartered Accountants, Kolkata (Firm Registration No. 302169E), as the statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting 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 pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013, and the Rules made thereunder (including any statutory modification or re-enactment thereof), approval of the Members be and is hereby accorded for the appointment of Sri Nani Gopal Paul, as a Whole-time Director of the Company, for a period of 3 (three) years with effect from 30<sup>th</sup> May, 2016 to 29<sup>th</sup> May, 2019, on the terms and conditions including remuneration as set out in the Explanatory Statement with liberty to the Board of Directors (hereinafter referred to as " the Board" which term shall be deemed to include the Remuneration Committee, constituted by the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration, subject to the limits specified in Schedule- V to the Companies Act, 2013, or otherwise, as permissible by law for the time being in force".

**"FURTHER RESOLVED** that in the event of loss or inadequacy of profits in any financial year during the tenure of his service as Whole-time Director, Sri Nani Gopal Paul, shall be paid the remuneration as set out in the Explanatory Statement as minimum remuneration.

**"FURTHER RESOLVED** that any one Director or the Company Secretary be and is hereby authorized severally to do all such acts, deeds, matters and things and to file necessary Forms as may be considered necessary, desirable or expedient to give effect to this resolution".

By Order of the Board  
NATIONAL PLYWOOD INDUSTRIES LIMITED

Shruti Bothra  
Company Secretary

Kolkata, 29<sup>th</sup> July, 2016

NOTES :

1. A member entitled to attend and vote the 41<sup>st</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 of 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 Annual General 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 Annual General Meeting.
3. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business to be transacted at the Meeting is annexed hereto.
4. Details as required in Regulation 36(3) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting is annexed hereto and forms integral part of the Notice. Requisite declarations have been received from the Directors for their appointment/re-appointment.
5. 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 & Sundays, during business hours up to the date of the Annual General Meeting.
6. The Company has notified closure of Register of Members and Share Transfer Books from Friday, September 23, 2016 to Thursday, September 29, 2016 (both days inclusive) for the purpose of Annual General Meeting
7. Members are requested to address all correspondences including dividend matters, if any, to the Registrar 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 : [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com).
8. Members whose shareholding is in the electronic mode are requested to notify immediately the change in their address, bank mandates and e-mail IDs to their respective depository participants. Members holding shares in physical form are requested to intimate any change in address, bank mandates and e-mail IDs immediately to the Company and/or Maheshwari Datamatics Pvt Ltd.

Members who have not registered their email addresses so far, are requested to register their email address for receiving all communication including Annual Reports, Notices, etc. from the Company electronically.

9. Electronic copy of the Annual Report for the Financial Year 2015-16 and Notice of the 41<sup>st</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of Annual Report for the financial year 2015-16 and the Notice of the 41<sup>st</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
10. 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 can submit their PAN to the Company and/or Share Transfer Registrar.
11. 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 : mdpldc@yahoo.com
12. 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.
13. 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.
14. Voting through Electronic Mode (Detailed instructions along with User ID and Password are enclosed separately and forms the part of Notice).
  - (i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering to its members facility to exercise their right to vote on resolutions proposed to be passed at the Annual General Meeting by electronic means. The member may cast their votes using an electronic voting system from a place other than the venue of the voting ( remote e-voting).
  - (ii) The Notice of e-voting indicating the detailed procedure and manner of e-voting along with the user ID and Password are being enclosed separately and forms the integral part of the Notice. The notice for the Annual General Meeting along with detailed instructions is also available on the website of the Company i.e. [www.nationalplywood.net](http://www.nationalplywood.net)
  - (iii) The Company has engaged the services of National Securities Depository Limited as the Authorized Agency to provide remote e-voting facilities.
  - (iv) The remote e-voting facility will be available from 10.00 a.m.(IST) on 26<sup>th</sup> September, 2016 upto 5.00 p.m. (IST) on 28<sup>th</sup> September, 2016.
  - (v) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of aforesaid period.
  - (vi) The facility for voting through polling paper shall also be made available at the Meeting 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.
  - (vii) The members who have cast their vote by remote e-voting prior to the meeting shall not be entitled to cast their vote again.

- (viii) The cut-off date for the purpose of remote e-voting and voting at the Annual General Meeting is 22<sup>nd</sup> September, 2016. 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 shall only be entitled to avail the facility of remote e- voting and vote at the Annual General Meeting through ballot paper.
- (ix) In case a person has become the Member of the Company after the dispatch of AGM Notice and holding shares as on the cut-off date i.e. 22<sup>nd</sup> September, 2016, may write to Registrar & Share Transfer agent on the email-id: [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) for issuance of the User ID and Password for exercising their right to vote by electronic means.
- (x) The Board of Directors has appointed Mr. K.C. Dhanuka & Co., Company Secretaries as a Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
- (xi) The Scrutinizer shall, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutiniser's report and submit the same to the Chairman of the Meeting or a person authorised by him who shall countersign the same. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.nationalplywood.net](http://www.nationalplywood.net) and on the website of the NSDL <http://nsdlcas.nsdl.com>. The results shall simultaneously be communicated to the Stock Exchanges.
- (xii) Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the Meeting i.e. 29<sup>th</sup> September, 2016.
- (xiii) In case of any query pertaining to e-voting, please visit Help & FAQ's section available at NSDL website: <http://nsdlcas.nsdl.com>.

**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 of Directors ("the Board") of your Company by its resolution passed on 30<sup>th</sup> May, 2016, appointed Sri Nani Gopal Paul (DIN: 01576982) as the Whole-time Director of the Company subject to the approval of the members at the general meeting for a period of 3 years with effect 30<sup>th</sup> May, 2016, on the following principal terms and conditions:

Period:	Three years with effect from 30 <sup>th</sup> May, 2016
Remuneration:	Salary: Rs. 28,000 per month with such revision as the Board may approve from time to time.
Leave Encashment:	As per applicable Rules of the Company.
Retiral Benefits:	Contribution to the Provident Fund in accordance with the Rules and Regulations governing the said funds. Gratuity will be payable in accordance with the Rules of the Company and such Gratuity shall not exceed half a month's salary for each completed year of service.
Minimum Remuneration	In the event of loss or inadequacy of profits in any year during the tenure of his office, he shall be paid the remuneration as above as minimum remuneration subject to compliance with the legal provisions as may be applicable.
Leave	He will be entitled to leave on full pay, perquisites and allowances as per applicable Rules of the Company.
Nature of Duties	He shall have substantial power of management subject to the superintendence, control and direction of the Board.
Other Conditions:	1. He shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof. 2. Each party has the right of terminating the agreement by giving three months' notice.

The aforesaid terms and conditions have been set out in the Company's letter dated 30<sup>th</sup> May, 2016, addressed to Sri Nani Gopal Paul.

Pursuant to the provisions of Section 196 and 197 and any other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013, the appointment of Sri Nani Gopal Paul as the Whole-time Director and the terms as to remuneration require the approval of the Members in General Meeting. The above terms as to remuneration have been approved by the Remuneration Committee of the Board at its Meeting held on 30<sup>th</sup> May, 2016.

A copy of the Company's letter dated 30<sup>th</sup> May, 2016 to Sri Nani Gopal Paul, appointing him as Whole-time Director is available for inspection by the Members at the Registered Office of the Company on any working day prior to the date of the Meeting between 3.00 p.m. and 5.00 p.m. and also will be available at the Meeting.

The Board of Directors recommends the resolution in relation to the appointment of Whole-time Director, for the approval of the members of the Company.

Brief Resume of Sri Nani Gopal Paul, 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 Nani Gopal Paul and his relatives, if any, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the said resolution.

**Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting with respect to Item No. 2 of the Notice.**

**(Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015)**

	<b>Item No. 2</b>	<b>Item No. 4</b>
Name of the Director	Sri Vijay Kumar Periwal	Sri Nani Gopal Paul
Category	Non-Executive Director	Whole-time Director
Date of Birth	07 <sup>th</sup> June, 1951	19 <sup>th</sup> July, 1950
Nationality	Indian	Indian
Date of Appointment on Board	03/12/1980	30/05/2016
Qualification	B.Com (Honours)	B.A.
Experience	Over 40 years of experience in Marketing, purchasing & Finance	Over 38 years of experience in Plywood Manufacturing.
List of other Public Companies in which Directorship held as on March 31, 2016	Nil	Nil
Chairmanship/membership of any other Committees as on 31 <sup>st</sup> March, 2016	Nil	Nil
Shareholding in the Company	1,78,925	200
Relationships between Directors and Key Managerial Personnel	Nil	Nil