

**NOTICE**

Notice is hereby given that the 24th Annual General Meeting of the Shareholders of MPL PLASTICS LIMITED will be held on Thursday, 29<sup>th</sup> September, 2016, at 2, Ashish Warehouse Corporation, Punjab Foundry Industrial Estate, Near Classic Studio, Mira Bhayander Road, Kashimira, Mira Road (East), Dist. Thane – 401104 at 9.30 a.m. to transact the following business : -

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2016 and the Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Bansital I. Vaghani (DIN: 00067088), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Madhup B. Vaghani (DIN: 00067115), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors of the Company and to fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, the appointment of M/s. Mehta Chokshi and Shah, Chartered Accountants, (Firm Registration No. 106201W), holding office from the conclusion of Twenty Fourth Annual General Meeting until the conclusion of the Twenty Fifth Annual General Meeting of the Company to be held in the calendar year 2017 and that the Board of Directors of the company and the audit committee of the Company be authorized to fix their remuneration for the said period and reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties, as previously approved by the shareholders at the Twenty Second Annual General Meeting, be and is hereby ratified and confirmed."

BY ORDER OF THE BOARD  
For MPL PLASTICS LIMITED

B.I.VAGHANI  
CHAIRMAN  
(DIN: 00067088)

CIN: L25209MH1992PLC066635

Website : www.mplindia.in

E-mail : mplho@mplindia.in

Registered Office:

2, Ashish Warehouse Corporation,  
Punjab Foundry Industrial Estate,  
Near Classic Studio, Mira Bhayander Road,  
Kashimira, Mira Road (East), Dist. Thane – 401104

Date: 12<sup>th</sup> August, 2016

Place: Thane.

**NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A 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 48 hours before the commencement of the Meeting.

A person can act as a proxy on behalf of Members not exceeding fifty in number 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 a proxy and such person shall not act as proxy for any other person or shareholder.

2. Pursuant to Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Register of the Company will remain closed from 23<sup>rd</sup> September, 2016 to 29<sup>th</sup> September, 2016 (both days inclusive ).
3. Members holding shares in 'Electronic form' are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.

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Members holding shares in 'Physical form' are requested to advise any change in their address or bank mandates immediately to the Company or M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Road, Bhandup (West), Mumbai 400 078 (RTA) by a request letter quoting the Folio no. of the Member.

4. Documents referred to in any of the items in the Notice are available for inspection at the Registered Office of the Company on any working day during Business Hours of the Company between 9.30 a.m. to 5.00 p.m.
5. Queries on accounts and operations of the Company, if any, may please be sent to the Company at least seven days in advance of the meeting so that the answers may be made available at the meeting.
6. Members are requested to bring their copy of this Annual Report to the Meetings.
7. Members / Proxies should bring the 'Attendance Slip' duly filled in for attending the Meeting.
8. **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.

9. **Members holding shares in physical form can submit their PAN to the Company / Link Intime India Private Limited.**  
Members holding shares 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 by a letter communicated to the Company / Link Intime India Private Limited (RTA).

10. Non-Resident Indian Members are requested to inform RTA immediately of (in case of shares held in physical form)
  - (a) Change in their residential status on return to India for permanent settlement.
  - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

11. **Members who have not registered their email address so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, and other from the Company electronically.**

**12. Information and other instructions relating to e-voting are as under: -**

- (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- (ii) The Chairman shall, at the venue of Annual General Meeting, 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 venue but have not cast their votes by availing the remote e-voting facility.
- (iii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (iv) The Company has engaged the services of M/s. Central Depository Services Limited as the Agency to provide e-voting facility.
- (v) The Board of Directors of the Company has appointed Shri Shailesh Kachalia, a Practicing Company Secretary, Mumbai as Scrutinizer to scrutinise the Ballot Paper 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 same purpose.
- (vi) **Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 22nd September, 2016**
- (vii) **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, i.e. 22nd September, 2016 only shall be entitled to avail the facility of remote e-voting / Ballot Paper Voting.**
- (viii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 22nd September, 2016 may obtain the User ID and password in the manner as mentioned at point no 13 of the Notice or write an email to helpdesk.evoting@cdslindia.com : -

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- (ix) The remote e-voting facility will be available during the following period:  
The voting period begins on 25<sup>th</sup> September, 2016 at 9.00 a.m. and ends on 28<sup>th</sup> September, 2016 at 5.00 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 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (x) The Scrutinizer, after scrutinising the votes cast at the meeting through Ballot Paper Voting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company "www.mplindia.in" and on the website of M/s. Central Depository Services Limited "www.evotingindia.com". The results shall simultaneously be communicated to BSE Limited.
- (xi) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Annual General Meeting, i.e. 29th September, 2016.

13. The instructions for shareholders voting electronically are as under :-

- (i) The shareholders should log on to the e-voting website www.evotingindia.com
- (ii) Click on "SHAREHOLDERS" TAB.
- (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) Members 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 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:

For Members 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) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.  
For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.

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- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Shareholders can also cast their vote using CDSL's mobile app " m-Voting ". The m-Voting app can be downloaded from Google Play Store for android based mobile. Apple and Windows phone users can download the app from the App Store and Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

### (xvii) NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

~~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 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.

(xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to "helpdesk.evoting@cdslindia.com."

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**14. Details of Directors seeking re – appointment at the forthcoming Annual General Meeting**  
(In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of the Director	Shri Bansilal I. Vaghani	Shri Madhup B. Vaghani
DIN	00067088	00067115
Date of Birth	13 <sup>th</sup> January, 1937	3 <sup>rd</sup> November, 1961
Date of first appointment	1 <sup>st</sup> May, 1992	1 <sup>st</sup> May, 1992
Qualification	Graduate in Commerce	Graduate in Commerce
Expertise	Over 43 years of experience in the field of trading and manufacturing of plastic goods.	Over 28 years of experience in the field of marketing.
Number of meeting of board attended during the year	All 4 meetings held during the year had been attended by him	All 4 meetings held during the year had been attended by him
List of Directorship / Membership / Chairmanship of the Committees of other Board	---	---
Shareholding in MPL Plastics Limited	59,190 equity shares	7,56,985 equity shares
Relationship between directors inter-se	Father	Son

BY ORDER OF THE BOARD  
For MPL PLASTICS LIMITED

**B.I.VAGHANI**  
CHAIRMAN  
(DIN: 00067088)

CIN: L25209MH1992PLC066635  
Website : [www.mplindia.in](http://www.mplindia.in)  
E-mail : [mptho@mplindia.in](mailto:mptho@mplindia.in)

Registered Office:  
2, Ashish Warehouse Corporation,  
Punjab Foundry Industrial Estate,  
Near Classic Studio, Mira Bhayander Road,  
Kashimira, Mira Road (East), Dist. Thane – 401104

Date: 12<sup>th</sup> August, 2016  
Place: Thane.