

July 2, 2016

To,
Department of Corporate Services
BSE Limited
Floor 25, Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400 001

Re. : **Scrip Code : 523648**

To,
Corporate Relation Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G- Block, Bandra Kurla Complex,
Bandra (East), Mumbai- 400 051

Re. : **Stock Code : PLASTIBLEN**

Sub. : **Intimation under Regulation 30 of SEBI (LODR) Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the copy of the Notice of 25th Annual General Meeting of the Company scheduled to be held on Thursday, the 21st day of July, 2016 at 4:15 p.m. at Hotel Karl Residency, 36, Lallubhai Park Road, Next to Lallubhai Park, Andheri (West), Mumbai – 400 058 to transact the Ordinary and Special business as specified in the notice.

Please take the same on record.

Thanking you,

Yours truly,
For **Plastiblends India Limited**


Himanshu Mhatre
Company Secretary

Encl. : as above

Merging Ideas

Notice

NOTICE is hereby given that the TWENTY FIFTH ANNUAL GENERAL MEETING of the Members of PLASTIBLENDS INDIA LIMITED will be held on Thursday, the 21st day of July, 2016 at 4:15 p.m. at Hotel Karl Residency, 36, Lallubhai Park Road, Next to Lallubhai Park, Andheri (West), Mumbai – 400 058 to transact the following business :

Ordinary Business :

1. To consider and adopt the audited Financial Statements for the year ended 31st March, 2016, the Reports of the Board of Directors and Auditors thereon;
2. To confirm the payment of interim dividend of ₹ 5.75 per share (@115%) and special silver jubilee dividend of ₹ 1.25 per share (@ 25%), aggregating to ₹ 7.00 per share (@140%) on equity share of face value of ₹ 5.00 each, as dividend for the Financial Year 2015-16;
3. To appoint a Director in place of Shri Satyanarayan G. Kabra (DIN: 00015930), a Director, liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment;
4. To appoint a Director in place of Shri Anand S. Kabra (DIN: 00016010), a Director, liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment;
5. 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, and pursuant to the resolution of the members passed at the 23rd Annual General Meeting (AGM) held on 9th September, 2014, the appointment of M/s. A. G. Ogale & Co., (Firm Registration No. 114115W), Chartered Accountants, to hold office from the conclusion of 23rd AGM until the conclusion of the 28th AGM of the Company, be and is hereby ratified by the members on a remuneration as may be agreed by the Board of Directors and Auditors plus applicable service tax, reimbursement of travelling and out-of-pocket expenses incurred by them for the purpose of audit.”

Special Business :

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution** :
“RESOLVED THAT in accordance with the provisions of Sections 196, 197, Schedule V of the Companies Act, 2013 (Act) and other applicable provisions of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company hereby accords its approval and consent to the re-appointment of Shri Shreevallabh G. Kabra (DIN:00015415) as a Chairman & Managing Director of the

Company, for a period of 5 (five) years w.e.f. 1st January, 2017 to 31st December, 2021 on the terms, conditions and stipulations including remuneration as approved by the Nomination and Remuneration Committee and the Board which have been detailed in the Explanatory Statement annexed hereto (which shall form part hereof), with a liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which terms shall be deemed to include any Committee of the Board as and when constituted) to fix, increase, alter or vary from time to time, the terms and conditions of the said appointment and remuneration and/or monetary value of the perquisites as may be agreed upon by the Board of Directors and Shri Shreevallabh G. Kabra, subject to the same not exceeding at any point of time, the ceiling specified in Schedule V to the said Act, (including any Statutory Modifications or re-enactment thereof for the time being in force) or any amendment and/or modifications that may hereinafter from time to time be made thereto by the Central Government.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of said appointee, the company has no profit or its profits are inadequate, the company shall pay salary & perquisites as provided under Schedule V to the Companies Act, 2013 as minimum remuneration.

RESOLVED FURTHER THAT the aforesaid consent of the Company is accorded without prejudice to his right of holding managerial position of whatsoever nature in any other company and draw remuneration therefrom, subject to the regulatory guidelines and ceiling stipulated in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters or things as may be necessary, expedient or desirable in the best interest of the Company."

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution** :

"RESOLVED THAT in accordance with the provisions of Sections 188, 196, 197, Schedule V of the Companies Act, 2013 (Act) and other applicable provisions of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company hereby accords its approval and consent to the re-appointment of Shri Anand S. Kabra (DIN:00016010) as Managing Director of the Company, for a period of 5

(five) years w.e.f. 1st August, 2016 to 31st July, 2021 on the terms, conditions and stipulations including remuneration as approved by the Nomination and Remuneration Committee and the Board which have been detailed in the Explanatory Statement annexed hereto (which shall form part hereof), with a liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which terms shall be deemed to include any Committee of the Board as and when constituted) to fix, increase, alter or vary from time to time, the terms and conditions of the said appointment and remuneration and/or monetary value of the perquisites as may be agreed upon by the Board of Directors and Shri Anand S. Kabra, subject to the same not exceeding at any point of time, the ceiling specified in Schedule V to the said Act, (including any Statutory Modifications or re-enactment thereof for the time being in force) or any amendment and/or modifications that may hereinafter from time to time be made thereto by the Central Government.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of said appointee, the company has no profit or its profits are inadequate, the company shall pay salary & perquisites as provided under Schedule V to the Companies Act, 2013 as minimum remuneration.

RESOLVED FURTHER THAT the aforesaid consent of the Company is accorded without prejudice to his right of holding managerial position of whatsoever nature in any other company and draw remuneration therefrom, subject to the regulatory guidelines and ceiling stipulated in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters or things as may be necessary, expedient or desirable in the best interest of the Company."

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution** :

"RESOLVED THAT in accordance with the provisions of Sections 188, 196, 197, Schedule V of the Companies Act, 2013 (Act) and other applicable provisions of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company hereby accords its approval and consent to the appointment of Shri Varun Satyanarayan Kabra (DIN : 03376617) as Director – Business Development a

relative of Shri Satyanarayan G. Kabra, Vice-Chairman & Managing Director for a period of 5 (five) years with effect from 1st August, 2016 to 31st July, 2021 on the terms, conditions and stipulations including remuneration as approved by the Nomination and Remuneration Committee and the Board which have been detailed in the Explanatory Statement annexed hereto (which shall form part hereof), with a liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which terms shall be deemed to include any Committee of the Board as and when constituted) to fix, increase, alter or vary from time to time, the terms and conditions of the said appointment and remuneration and/or monetary value of the perquisites as may be agreed upon by the Board of Directors and Shri Varun Satyanarayan Kabra, subject to the same not exceeding at any point of time, the ceiling specified in Schedule V to the said Act, (including any Statutory Modifications or re-enactment thereof for the time being in force) or any amendment and/or modifications that may hereinafter from time to time be made thereto by the Central Government.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of said appointee, the company has no profit or its profits are inadequate, the company shall pay salary & perquisites as provided under Schedule V to the Companies Act, 2013 as minimum remuneration.

RESOLVED FURTHER THAT the aforesaid consent of the Company is accorded without prejudice to his right of holding managerial position of whatsoever nature in any other company and draw remuneration there from, subject to the regulatory guidelines and ceiling stipulated in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters or things as may be necessary, expedient or desirable in the best interest of the Company."

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution** :

"RESOLVED THAT in accordance with the provisions of Sections 188, 196, 197, Schedule V of the Companies Act, 2013 (Act) and other applicable provisions of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company hereby accords its approval and consent to the

appointment of Smt Ekta Anand Kabra (DIN : 07088898) as Director – Materials a relative of Shri Shreevallabh G. Kabra, Chairman & Managing Director and Shri Anand S. Kabra, Managing Director of the Company, for a period of 5 (five) years with effect from 1st August, 2016 to 31st July, 2021 on the terms, conditions and stipulations including remuneration as approved by the Nomination and Remuneration Committee and the Board which have been detailed in the Explanatory Statement annexed hereto (which shall form part hereof), with a liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which terms shall be deemed to include any Committee of the Board as and when constituted) to fix, increase, alter or vary from time to time, the terms and conditions of the said appointment and remuneration and/or monetary value of the perquisites as may be agreed upon by the Board of Directors and Smt Ekta Anand Kabra, subject to the same not exceeding at any point of time, the ceiling specified in Schedule V to the said Act, (including any Statutory Modifications or re-enactment thereof for the time being in force) or any amendment and/or modifications that may hereinafter from time to time be made thereto by the Central Government.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of said appointee, the company has no profit or its profits are inadequate, the company shall pay salary & perquisites as provided under Schedule V to the Companies Act, 2013 as minimum remuneration.

RESOLVED FURTHER THAT the aforesaid consent of the Company is accorded without prejudice to her right of holding managerial position of whatsoever nature in any other company and draw remuneration there from, subject to the regulatory guidelines and ceiling stipulated in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters or things as may be necessary, expedient or desirable in the best interest of the Company."

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution** :

"RESOLVED THAT in partial modification of the Special Resolution No. 6 passed by the Members at the 22nd Annual General Meeting held on August 27, 2013 approving appointment and terms of remuneration of Shri Satyanarayan G. Kabra, as Vice-Chairman and Managing

Director in accordance with the provisions of Sections 196, 197, Schedule V of the Companies Act, 2013 (Act) and other applicable provisions of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company hereby approves the revision in the remuneration of Shri Satyanarayan G. Kabra, Vice-Chairman and Managing Director for the remaining period of tenure of his office, as recommended by the Nomination and Remuneration Committee and the Board which have been set out in the explanatory statement annexed hereto, with effect from August 1, 2016.

RESOLVED FURTHER THAT all other terms and conditions of appointment of Shri Satyanarayan G. Kabra as approved earlier by the members, shall remain unchanged.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board which term shall be deemed to include any duly authorized committee thereof for the time being exercising powers conferred on the Board by this resolution, be and is hereby authorized to do all such acts, deeds, matters or things as may be necessary, expedient or desirable in the best interest of the Company."

11. 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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) M/s. Dhara Shah & Associates, Cost Accountants (Firm Regn. No. : 34932), appointed by the Board of Directors of the Company to conduct the audit of the Cost Records of the Company for the financial year ending 31st March, 2017 on a remuneration of ₹ 1,20,000/- (Rupees One Lacs Twenty Thousand Only) plus service tax as may be applicable and reimbursement of actual travel and out of pocket expenses incurred by them be and is hereby ratified and confirmed."

By order of the Board

Place : Mumbai
Date : 24th May, 2016

Himanshu S. Mhatre
Company Secretary

Notes :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING MAY APPOINT PROXY TO ATTEND AND ON A POLL VOTE, INSTEAD OF HIMSELF/ HERSELF. [A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES INORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING].**

A Person shall not act as a Proxy for more than 50 Members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However a single person may act as a Proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a Proxy for any other person.

2. The Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013 are annexed hereto.
3. Corporate Members are requested to send to the Company, at its Registered Office a duly certified copy of the Board Resolution authorising their representative to attend and vote at the Annual General Meeting.
4. Register of Members and the Share Transfer Books of the Company will remain closed from Friday, the 15th July, 2016 to Thursday, the 21st July, 2016 (both days inclusive).
5. (i) Those members who have not encashed their dividend warrants for the financial year 2008-09 or any subsequent financial years are requested to return the time barred dividend warrants or forward their claims to the Company for issue of Bankers' Cheque/ Demand Draft in lieu thereof.
(ii) Pursuant to the provisions of Section 205A & 205C (2) (a) of the Companies Act, 1956, as amended, dividend for the financial year 2008-09 and thereafter which shall remain unclaimed/unpaid for a period of 7 (Seven) years from the date of transfer to the unpaid dividend account is required to be transferred to the Investors Education & Protection Fund (IEPF). Accordingly, during September, 2016, the Company would be transferring such unclaimed or unpaid dividend for the financial year ended 31st March, 2009. Members are therefore requested to make claim thereof, before August, 2016 otherwise no claim shall lie in respect of such amount.

- (iii) Pursuant to the said provisions unclaimed/unpaid dividend for the financial year upto 2007-08 have been transferred to the Investor Education and Protection Fund.
6. Pursuant to the provisions of Investor Education and Protection Fund (uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, (IEPF Rules) the Company has uploaded the information in respect of the unclaimed dividends of the financial years from 2008, as on date of the 24th Annual General Meeting held on 27th August, 2015 on the website of the IEPF viz. www.iepf.gov.in
 7. SEBI Regulations has mandated Companies to credit Dividend electronically to the Members' bank account. Shareholders holding shares, whether in Physical or Demat form should inform to the Company and the Depository Participant's (DP), as the case may be their Bank Name, A/c No., A/c Type, Branch name, MICR Code along with their Name and Folio Number (DP-ID/Client ID). Those Members who have earlier provided the above information should update the details, as soon as changes take place.
 8. 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.
 9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Service (NECS), Electronic Clearing Service (ECS), Mandates, Nomination, Power of Attorney, Change of Address, Change of Name, Email Address, Contact Numbers etc. to their respective Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and its Transfer Agents to provide efficient and better services. Members holding shares in Physical Form are requested to intimate such changes to Transfer Agents M/s. Sharex Dynamic (India) Pvt. Ltd.
 10. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
 11. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website www.plastiblends.com for their download. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11:00 a.m. and 1:00 p.m. on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the Annual General Meeting.
 12. Notice of the AGM along with Annual Report 2015-16 is being sent by electronic mode to those members whose email addresses are registered with the Company/ Depository Participants unless any member has requested for the physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by permitted mode. To support the Green Initiative, members (holding shares in electronic form) who have not registered their email addresses, are requested to register the same with their Depository Participants. Members holding shares in physical mode are requested to register their email ID with the Registrar and Share Transfer Agent of the Company.
 13. Brief profile of the Directors retiring by rotation and being eligible for re-appointment and the Directors proposed to be appointed/re-appointed at this Annual General Meeting has been furnished in this Annual Report.
 14. Members desirous of obtaining any information with regard to accounts are requested to write to the Company Secretary at the Registered Office of the Company, at least 10 days in advance, so as to compile the same.
 15. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 are requested to fill up the Form SH-13 and send to the office of the Company's Transfer Agent.
 16. 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 the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Transfer Agent.
 17. Attendance slip, Proxy form and the route map of the venue of the meeting is annexed hereto. The prominent landmark for the venue of the meeting is Lallubhai Park, near to Andheri railway station, west in Mumbai.

18. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulation, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically on the resolutions mentioned in the notice of 25th Annual General Meeting of the Company.

The facility for voting through ballot paper shall be made available at the 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 ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again

The instructions for shareholders voting electronically are as under :

- i The voting period begins on Monday, 18th Day of July, 2016 at 9:00 a.m. and ends on Wednesday, 20th Day of July, 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 of Thursday, 14th Day of July, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii The shareholders should log on to the e-voting website www.evotingindia.com.
- iv Click on Shareholders.
- v 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.
- vi Next enter the Image Verification as displayed and Click on Login.
- vii 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.

viii 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 first two letters of their name and the 8 digits of the sequences number in the PAN field.
	In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank details Or 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 as mentioned in instruction (iv).

- ix After entering these details appropriately, click on "SUBMIT" tab.
- x Members holding shares in physical form will then directly reach 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.
- xi For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii Click on the EVSN for the relevant <Plastiblends India Limited> on which you choose to vote.

- xiii 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.
- xiv Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv 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.
- xvi Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii 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.
- xix Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx 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 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 linked in the login 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.

- xxi 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, under help or write an email to helpdesk.evoting@cdslindia.com.

General Instructions :

- a. 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 of Thursday, 14th Day of July, 2016.
- b. A copy of this notice has been placed on the website of the Company and the website of CDSL.
- c. In case of any other queries/grievances connected with voting by electronic means, you may also contact Company Secretary at telephone no. 022-67205200.
- d. Mr. S. N. Bhandari, Practising Company Secretary (CP No. 366) or failing him Ms. Manisha Maheshwari, Practising Company Secretary (CP No. 11031) have been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- e. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated Scrutiniser'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.
- f. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.plastiblends.com and on the website of CDSL within 48 hrs of conclusion of the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited.

By order of the Board

Place : Mumbai
Date : 24th May, 2016

Himanshu S. Mhatre
Company Secretary

ANNEXURE TO NOTICE

Explanatory Statement under Sec. 102 of the Companies Act, 2013

Item No. 6, 7, 8 & 9

1) Item No. 6

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 24th May, 2016, subject to the approval of the members in General Meeting, approved re-appointment and terms of remuneration of Shri Shreevallabh G. Kabra aged 78 years w.e.f. 1st January, 2017 for a term of 5 years as Chairman and Managing Director of the Company.

He is also holding similar positions in M/s. Kabra Extrusiontechnik Ltd., a company in the same group and paid remuneration therefrom as approved by the Members of that company.

The Basic Salary is fixed at ₹ 5,00,000/- (Rupees Five Lacs Only) per month, with an annual increment to be decided by the Board at such percentage not exceeding 20% of the basic salary, subject to the same not exceeding at any point of time, the ceiling laid down under the provisions of the Companies Act, 2013 and Schedule thereto.

In addition to the above, he shall be entitled to perquisites restricted to an amount equal to his annual salary as given herein below as the common perquisite terms under point No.5.

Shri Shreevallabh G. Kabra is individually concerned or interested in the above matters, since it relates to his own re-appointment and remuneration. Shri Satyanarayan G. Kabra, Shri Anand S. Kabra and Smt. Ekta A. Kabra are deemed to be concerned or interested being relative of said appointees.

Save and except the above, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in these items of businesses, except to the extent of their respective shareholding interest, if any, held in the Company.

2) Item No. 7

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 24th May, 2016, subject to the approval of the members in General Meeting, approved

re-appointment and terms of remuneration of Shri Anand S. Kabra aged 40 years w.e.f. 1st August, 2016 for a term of 5 years as Managing Director of the Company.

He is holding position of Technical Director in M/s. Kabra Extrusiontechnik Ltd., a company in the same group and paid remuneration therefrom as approved by the Members of that company.

The Basic Salary is fixed at ₹ 3,35,000/- (Rupees Three Lacs Thirty Five Thousand Only) per month, with an annual increment to be decided by the Board at such percentage not exceeding 20% of the basic salary, subject to the same not exceeding at any point of time, the ceiling laid down under the provisions of the Companies Act, 2013 and Schedule thereto.

In addition to the above, he shall be entitled to perquisites restricted to an amount equal to his annual salary as given herein below as the common perquisite terms under point No.5.

Shri Anand S. Kabra is individually concerned or interested in the above matters, since it relates to his own re-appointment and remuneration. Shri Shreevallabh G. Kabra, Smt. Ekta A. Kabra are deemed to be concerned or interested being relatives of said appointees.

Save and except the above, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in these items of businesses, except to the extent of their respective shareholding interest, if any, held in the Company.

3) Item No. 8

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 24th May, 2016, appointed Shri Varun Satyanarayan Kabra, as Director – Business Development w.e. f. 1st August, 2016.

Shri Varun Satyanarayan Kabra aged 30 years holds degree as B.E. – Production Engineering, Mumbai University and M. Sc. – Industrial & Operations Engineering, University of Michigan, Ann Arbor (USA).

Shri Varun S. Kabra is also Director in M/s. Kabra Extrusiontechnik Ltd. He holds 1305204 (i.e. 10.04 %) Equity Shares of ₹ 5/- each in the Company in Promoter Category.

Shri Varun S. Kabra is the son of Shri Satyanarayan G. Kabra, Vice-Chairman & Managing Director of the Company.

He has over 6 years of Post-qualification experience and is overseeing manufacturing operations and expansion at Palsana unit. He is also involved in the Business development activities of the Company.

The Board is of view that Shri Varun S. Kabra's qualification, knowledge and experience will be of immense benefit and value to the Company and therefore recommends his appointment to the Members.

His brief resume form part of this Annual Report. This statement, be regarded as disclosure under 36 (3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Pursuant to Section 188, 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the appointment of and remuneration payable to Shri Varun S. Kabra is placed before the Members at this Annual General Meeting for their approval.

The Basic Salary is fixed at ₹ 2,00,000/- (Rupees Two Lacs Only) per month, with an annual increment to be decided by the Board at such percentage not exceeding 20% of the basic salary, subject to the same not exceeding at any point of time, the ceiling laid down under the provisions of the Companies Act, 2013 and Schedule thereto.

In addition to the above, he shall be entitled to perquisites restricted to an amount equal to his annual salary as given herein below as the common perquisite terms under point No.5.

The above may be treated as a written memorandum setting out the terms of appointment of Shri Varun S. Kabra under Section 190 of the Act and subject to the relevant provision of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Your Directors recommend passing of the resolution at Item No. 8 of the Notice as a Special Resolutions

Shri Varun S. Kabra is concerned or interested in the resolution as set out in the Notice at Item No. 8 since it pertains to his appointment and remuneration. His relatives also be deemed to be interested in aforesaid resolutions, to the extent of their respective shareholding interest, if any, held in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in these items of businesses, except

to the extent of their respective shareholding interest, if any, held in the Company.

4) Item No. 9

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 24th May, 2016, appointed Smt Ekta Anand Kabra, as Director – Materials w.e.f. 1st August, 2016.

Smt Ekta Anand Kabra aged 39 years holds degree as B. A. – Economics, Delhi University and MBA – Family Business from S.P Jain Institute of Management and Research.

Smt Ekta Anand Kabra holds 50800 (i.e. 0.39%) Equity Shares of ₹ 5/- each in the Company in Promoter Category.

Smt Ekta Anand Kabra is wife of Shri Anand S. Kabra, Managing Director and Daughter in law of Shri Shreevallabh G. Kabra, Chairman & Managing Director of the Company.

She has over 10 years of experience the management of group companies and is heading the operations of Maharashtra Plastic & Industries. She is also actively involved in materials planning, procurement and Business development activities of the Company.

The Board is of view that Smt Ekta A. Kabra's qualification, knowledge and experience will be of immense benefit and value to the Company and therefore recommends her appointment to the Members.

Her brief resume forms part of this Annual Report. This statement, be regarded as disclosure under 36 (3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Pursuant to Section 188, 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the appointment of and remuneration payable to Smt Ekta Anand Kabra is placed before the Members at this Annual General Meeting for their approval.

The Basic Salary is fixed at ₹ 1,30,000/- (Rupees One Lacs Thirty Thousand Only) per month, with an annual increment to be decided by the Board at such percentage not exceeding 20% of the basic salary, subject to the same not exceeding at any point of time, the ceiling laid down under the provisions of the Companies Act, 2013 and Schedule thereto.

In addition to the above, she shall be entitled to perquisites restricted to an amount equal to her annual salary as given herein below as the common perquisite terms under point No.5.

The above may be treated as a written memorandum setting out the terms of appointment of Smt Ekta Anand Kabra under Section 190 of the Act and subject to the relevant provision of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Smt Ekta Anand Kabra is concerned or interested in the resolution since it pertains to her appointment and remuneration. Her relatives are also deemed to be interested in aforesaid resolutions, to the extent of their respective shareholding interest, if any, held in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in these items of businesses, except to the extent of their respective shareholding interest, if any, held in the Company.

5) The common perquisite terms for the appointees at item no. 6, 7, 8 & 9

The common perquisites to which the aforesaid appointees at item no. 6, 7, 8 & 9 shall be entitled to are :-

- (i) **Accommodation (Furnished or otherwise) or House Rent Allowance** in lieu thereof subject to a ceiling of 50 % of basic Salary.
- (ii) **Medical Reimbursement** : For self, spouse and family subject to a ceiling of one (1) month salary in a year or three (3) months salary in a block of three (3) years.
- (iii) **Leave Travel Reimbursement** : For self, spouse and family once in a year incurred in accordance with the rules specified by Company.
- (iv) **Club Fees** : Subject to a maximum of two clubs. This will not include admission and life membership fees.
- (v) **Personal Accident Insurance & Medi-Claim Policy** : For self, spouse and family as per the rules of the Company.
Explanation: 'Family' means spouse, dependent children and dependent parents of the said appointee.
- (vi) **Provident Fund, Superannuation Fund or Annuity Fund:** Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund as per the Schemes of the Company will not be included in the

computation of the ceiling on perquisites to the extent these, either singly or put together are not taxable under the Income-Tax Act, 1961. Superannuation fund will not be applicable in case of Shri Shreevallabh G. Kabra.

(vii) **Gratuity** : As per rules of the Company.

(viii) **Encashment of leave** : As per rules of the Company.

For the purpose of gratuity & encashment of leave, the period of service of said appointee shall be considered as service with the company without any break in service & on a continuous basis.

(ix) Provision of car and telephone at residence for use of Company's business will not be considered as perquisites. However, personal long distance telephone calls and use of car for private purpose shall be billed by the Company to them.

General:

- (x) The office of said appointees may be terminated by the company or the concerned Directors by giving the other three (3) months' prior notice in writing.
- (xi) They shall be liable to retire by rotation.
- (xii) The terms & conditions set out for appointment/re-appointment as above & payment of remuneration herein may be altered & varied by the Board as it may, from time to time, deem fit.

Item No. 10

Shri Satyanarayan G. Kabra was appointed as Vice-Chairman & Managing Director of the Company by the Members at their Annual General Meeting held on 27th August, 2013 for a period of five years w.e.f. 1st July, 2013 till 30th June, 2018.

The Board of Directors in its meeting held on 24th May, 2016, on recommendation of the Nomination and Remuneration Committee, subject to the approval of members in General Meeting approved revision in the remuneration drawn by him to be effective from 1st August, 2016 for the remaining tenure as given below:-

The Basic Salary is fixed at ₹ 5,00,000/- (Rupees Five lacs Only) per month, with an annual increment to be decided by the Board at such percentage not exceeding 20% of the basic salary, subject to the same not exceeding at any point of time, the ceiling laid down under the provisions of the Companies Act, 2013 and Schedule thereto.

Amount of other benefits such as HRA, Medical, Gratuity, etc. shall also vary in proportion to variation in the basic salary.

All other terms and conditions of his appointment as approved earlier by the members shall remain unchanged.

Shri Satyanarayan G. Kabra is concerned or interested in the resolution, since it relates to his own remuneration. Shri S. V. Kabra, Shri Varun S. Kabra are concerned or interested being relative.

Save and except the above, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in these items of businesses, except to the extent of their respective shareholding interest, if any, held in the Company.

The Board recommends above Special Resolution for your approval.

Item No. 11

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014 the Board shall appoint an individual who is a Cost Accountant in Practice or a firm of Cost Accountants in Practice as Cost Auditor on the recommendations of the Audit Committee, which shall also recommend remuneration for such Cost Auditor.

The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the Shareholders.

Pursuant to the recommendation of the Audit Committee, the Board of Directors had at its meeting held on May 24, 2016 considered and approved the appointment of the Cost Auditors M/s. Dhara Shah & Associates, Cost Accountants (Firm Registration No. : 34932) and remuneration payable to them, as set out in the Resolution.

The resolution at Item No. 11 of the Notice is set out as an Ordinary Resolution for approval and ratification by the Members in terms of above referred statutory provisions.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in aforesaid resolutions.

The Board commends the Ordinary Resolution for approval by the Members.

By order of the Board

Place : Mumbai
Date : 24th May, 2016

Himanshu S. Mhatre
Company Secretary

Brief Resume of Directors proposed to be appointed/re-appointed :

Name	Shri Shreevallabh G. Kabra	Shri Satyanarayan G. Kabra	Shri Anand S. Kabra	Shri Varun S. Kabra	Smt Ekta A. Kabra
DIN	00015415	00015930	00016010	03376617	07088898
Age	78 Years	71 Years	40 Years	30 years	39 years
Date of First Appointment	22/01/1991	22/01/1991	19/06/2003	13/02/2015	13/02/2015
Position held	Chairman & Managing Director	Vice -Chairman & Managing Director	Managing Director	Director	Director
Educational Qualification	B A (Hons)	B.E. (Mechanical)	B.E. (Mechanical) MBA - FMB	B.E. (Production) & M.Sc. (Industrial & Operations Engineering)	B. A. (Economics) & MBA – FMB
Expertise in specific functional areas	- Extensive experience of plastic industry and promoters of Kolsite Group of Industries. - Management and control of industry and business.	Management and control of industry and business.	Extensive experience in Business, Strategy, Technology and Projects.	- Experienced in Management of materials planning and procurement. - Implementing lean manufacturing system in Kabra Extrusiontechnik Ltd	More than 10 years experience in management of group companies.
Directorship held in other public Companies	- Kabra Extrusiontechnik Ltd. - Kabra Gloucester Engineering Ltd. - Smartech Global Solutions Ltd.	- Kabra Extrusiontechnik Ltd. - Kabra Gloucester Engineering Ltd. - Penta Auto Feeding India Ltd	- Kabra Extrusiontechnik Ltd. - Kabra Gloucester Engineering Ltd. - Penta Auto Feeding India Ltd. - Gloucester Engineering Co. Inc. (USA)	Kabra Extrusiontechnik Ltd	None
Chairmanship / Membership of Committee across	Kabra Extrusiontechnik Ltd.	Kabra Extrusiontechnik Ltd.	None	None	None
Number of Shares held in the Company as on 24.05.2016	679836	598928	1263924	1305204	50800
Relationship between Directors inter-se	Related to Shri S. N. Kabra (Brother), Shri Anand S. Kabra (Son) & Smt Ekta A. Kabra (Daughter in Law)	Related to Shri S. V. Kabra (Brother) and Shri Varun S. Kabra (Son)	Related to Shri S. V. Kabra (Father) & Smt Ekta A. Kabra (Wife)	Related to Shri S. N. Kabra (Father)	Related to Shri Anand S. Kabra(Husband) & Shri S. V. Kabra (Father in Law)