



TIRTH PLASTIC LIMITED

CIN: L25209GJ1986PLC009021

Date: February 08, 2025

To,
BSE Limited,
P J Towers,
Dalal Street, Fort,
Mumbai-400001

Dear Sir/Madam,

Script Code: 526675

Sub: Revised Outcome of Board Meeting

This is in continuation to outcome of board meeting held on November 11, 2024, In accordance with the provisions of Regulation 30 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the meeting of the Board of Directors of the Company held on today, has inter alia, considered and approved following business:

1. the unaudited Financial Results along with Statement of Assets & Liabilities, Cash Flow Statement and Limited Review Report issued by the Statutory Auditor of the Company for the quarter ended on 30th September, 2024;
2. the appointment of Mr. Aadesh Sunil Gadhave (DIN: 10782976) as Additional Non-Executive Independent Director of the Company;

The details as required under Regulation 30 of the Listing Regulations read with SEBI Circular No.CIR/CFD/CMD/4/2015 dated September 9, 2015 are enclosed herewith as *Annexure-A*.

3. accepted and took note of resignation of Mr. Gunjan Mahendra Doshi, (DIN: 02933336) from the post of Non-Executive Non-Independent Director and CFO of the Company;

The details as required under Regulation 30 of the Listing Regulations read with SEBI Circular No.CIR/CFD/CMD/4/2015 dated September 9, 2015 are enclosed herewith as *Annexure-B*.

4. the appointment of Mr. Abhishek Hagwane as Chief Financial Officer of the Company.



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The details as required under Regulation 30 of the Listing Regulations read with SEBI Circular No.CIR/CFD/CMD/4/2015 dated September 9, 2015 are enclosed herewith as *Annexure-C*.

5. accepted and took note of resignation of Mr. Naresh Kanchanbhai Rana, (DIN: 03291976) the post of Non-Executive Independent Director of the Company;

The details as required under Regulation 30 of the Listing Regulations read with SEBI Circular No.CIR/CFD/CMD/4/2015 dated September 9, 2015 are enclosed herewith as *Annexure-D*.

6. Acceptance of resignation of Ms. Nisha Kumari Vijay from the post of Company Secretary cum compliance officer of the Company;

The details as required under Regulation 30 of the Listing Regulations read with SEBI Circular No.CIR/CFD/CMD/4/2015 dated September 9, 2015 are enclosed herewith as *Annexure-E*.

7. Increase in Authorised Share Capital of the Company from Rs. 6,00,00,000/- (Rupees Six Crore Only) divided into 60,00,000 (Sixty Lakh only) Equity Shares of Rs.10/- each to Rs. 21,00,00,000/- (Rupees Twenty One Crore) divided into 2,10,00,000 (Two Crore Ten Lakhs only) Equity Shares of Rs.10 each, and subsequent to change in Memorandum of Association of the Company and subject to the approval of members in ensuing general meeting;
8. recommend the proposal to make investment, loan/guarantee & advances in excess of limits specified under section 186 of companies Act, 2013 upto Rs. 500/- Crores, subject to approval of members in ensuing general meeting;
9. recommended the proposal of increase in borrowing power in excess of limits specified under section 180 (1) (c) of companies Act, 2013 up to Rs. 500/- Crores, subject to approval of members in ensuing general meeting;
10. recommended the limit for Related Party Transaction of up to Rs. 500/- Crores, subject to approval of members in ensuing general meeting;
11. the Acquisition of 36,78,452 equity shares i.e. 100% equity shareholding of M/s. Evokenexa Advertising Private Limited ("EAPL") for a total purchase consideration of Rs. 66,21,21,360/- (Rupees Sixty-Six Crore Twenty-One Lakhs Twenty-One Thousand



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Three Hundred Sixty Only) at a price of Rs. 180/- (Rupees One Hundred Eighty Only) per equity share by issuance and allotment of up to 1,47,13,808 fully paid-up equity shares of the Company having face value of Rs. 10/- (Rupee Ten Only) each at a price of Rs. 45/- (Rupees Forty-Five Only) per equity share (including a premium of Rs. 35/- (Rupees Thirty-Five only) per share as determined in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), for a consideration other than cash (share swap) (for discharge of purchase consideration) to the shareholders of EAPL. Pursuant to this acquisition EAPL will become the subsidiary of M/s. Tirth Plastic Limited.

The details as required to be disclosed under Regulation 30 of the Listing Regulations read with SEBI Circular, is enclosed herewith as *Annexure-F*.

12. Approved offer, Issue and allot 1,47,13,808 Equity Shares of face value Rs. 10/- at a price of Rs. 45/- (Rupees Forty-Five only) per share (including premium of Rs. 35/- (Rupees Thirty-Five Only) per share on Preferential Basis for consideration other than cash (share swap) to the shareholders of "EAPL".

The details as required to be disclosed under Regulation 30 of the Listing Regulations read with SEBI Circular, is enclosed herewith as *Annexure-G*.

13. took on records the Valuation Report of Equity shares, Certificate issued by Practicing Chartered Accountant/Practicing Company Secretary in this regard.
14. Appointed Mr. Brajesh Gupta, Practicing Company Secretary (Membership No. ACS - 33070), proprietor of M/s. Brajesh Gupta & Co. as Scrutinizer for conducting poll process for the Extra Ordinary General Meeting of the Company.
15. Approved the Notice of Extra Ordinary General Meeting (EOGM) of the Company.
16. Authorized to Managing Director, Executive Director or Company Secretary of the Company to be responsible for conducting EOGM and the entire poll process
17. Authorized to Managing Director and/or Executive Director and/or KMPs of the Company to make necessary application for In-principle application for Preferential allotment, and also authorised to Sign and submit the documentations on behalf of the company.



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18. Consideration regarding change in the name of the company will be discussed and deferred to a future date.

19. Consideration regarding change in the object of the company will be discussed and deferred to a future date.

The Board meeting commenced at 04:00 p.m. and concluded at 06:30 p.m.

You are requested to take the same on record.

Thanking you.

Yours sincerely,

Jigar Mukeshbhai Shah
For Tirth Plastic Limited

Jigar Shah
Managing Director
DIN: 06605922

Encl. as above



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Annexure - A

Disclosures as per the Listing Regulations and SEBI Circular no. CIR/CFD/CMD/4/2015 dated September 9 2015:

Particulars	Details
Name of the Director/ KMPs	Mr. Aadesh Sunil Gadhave (DIN: 10782976)
Reasons for Change	Additional Non - Executive Independent Director
Date of Appointment	11/11/2024
Brief Profile	Mr. Aadesh Sunil Gadhave (DIN: 10782976) having expertise in the field of Marketing
Relationship Inter-se Director/ Key Managerial Personnel	Not related to any Directors/ Key Managerial Personnel of the Company.



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Annexure - B

Disclosures as per the Listing Regulations and SEBI Circular no. CIR/CFD/CMD/4/2015 dated September 9, 2015:

Particulars	Details
Name of the Director/KMPs	Mr. Gunjan Mahendra Doshi, (DIN: 02933336)
Reasons for Change	Due to pre -occupation
Date of Resignation	11/11/2024
Brief Profile	NA
Relationship Inter-se Director/ Key Managerial Personnel	Not related to any Directors/ Key Managerial Personnel of the Company.
Names of listed entities in which the resigning director holds directorships	NA
confirmation that there is no other material reasons other than those provided	NA



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Annexure - C

Disclosures as per the Listing Regulations and SEBI Circular no. CIR/CFD/CMD/4/2015 dated September 9 2015:

Particulars	Details
Name of the Director /KMPs	Mr. Abhishek Hagwane
Reasons for Change	Appointment as Chief Financial Officer (CFO)
Date of Appointment	11/11/2024
Brief Profile	Mr. Abhishek Hagwane having expertise in the field of Accounting and Finance.
Relationship Inter-se Director/ Key Managerial Personnel	Not related to any Directors/ Key Managerial Personnel of the Company.



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Annexure - D

Disclosures as per the Listing Regulations and SEBI Circular no. CIR/CFD/CMD/4/2015 dated September 9 2015:

Particulars	Details
Name of the Director/ KMPs	Mr. Naresh Kanchanbhai Rana, (DIN: 03291976)
Reasons for Change	Resignation from the post of Non-Executive Independent Director
Date of Resignation	11/11/2024
Brief Profile	NA
Relationship Inter-se Director/ Key Managerial Personnel	Not related to any Directors/ Key Managerial Personnel of the Company.
Names of listed entities in which the resigning director holds directorships	NA
confirmation that there is no other material reasons other than those provided	NA



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Annexure - E

Disclosures as per the Listing Regulations and SEBI Circular no. CIR/CFD/CMD/4/2015 dated September 9, 2015:

Particulars	Details
Name of the Director/KMPs	Ms. Nisha Kumari Vijay
Reasons for Change	Resignation from the post of Company Secretary cum compliance officer
Date of Resignation	11/11/2024
Brief Profile	NA
Relationship Inter-se Director/ Key Managerial Personnel	Not related to any Directors/ Key Managerial Personnel of the Company.
Names of listed entities in which the resigning director holds directorships	NA
confirmation that there is no other material reasons other than those provided	NA



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Annexure - "F"

Sr. No.	Particulars	Details									
1.	Name of the target entity, details in brief such as size, turnover etc.	M/s. Evokenexa Advertising Private Limited ("EAPL") CIN: U73100MH2024PTC416778 Authorised Capital (As on date): Rs. 4,00,00,000 Paid-up Capital (As on date): Rs. 3,67,84,520 Turnover : (As on 30/09/2024): 7,66,12,902									
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms- length".	The acquisition of shares of EAPL by the Company fall under related party transactions with Company, as the Mr. Jigar Shah, Managing Director and Ms. Himadri Jigar Shah, wife of Managing Director also holds equity shares of target Company (EAPL). Details of their shareholding are as follows: <table border="1"><thead><tr><th>Name of promoter</th><th>Pre-holding share</th><th>Post holding</th></tr></thead><tbody><tr><td>Mr. Jigar Shah</td><td>-</td><td>8,80,000</td></tr><tr><td>Ms. Himadri Jigar Shah</td><td>-</td><td>8,00,000</td></tr></tbody></table>	Name of promoter	Pre-holding share	Post holding	Mr. Jigar Shah	-	8,80,000	Ms. Himadri Jigar Shah	-	8,00,000
Name of promoter	Pre-holding share	Post holding									
Mr. Jigar Shah	-	8,80,000									
Ms. Himadri Jigar Shah	-	8,00,000									
3.	Industry to which the entity being acquired belongs.	Advertising Services									
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity).	Entering into new segment of business, this acquisition will help to diversify the established business.									
5.	Brief details of any governmental or regulatory approvals required for the acquisition.	No governmental or regulatory approvals required for the acquisition.									
6.	Indicative time period for completion of the acquisition.	The Acquisition will be completed within a period of 15 (fifteen) days from the later of: (i) date of the approval of special resolution for preferential issue of equity shares; or (ii) receipt of date of the approval/ permission required for allotment under the preferential issue from									



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		any regulatory authority or the Central Government (including but not limited to the in-principle approval of the stock exchanges) for issuance of the equity shares to the proposed allottees.
7.	Nature of consideration -whether cash consideration or share swap and details of the same.	Issue of shares for consideration other than cash (Share Swap)
8.	Cost of acquisition or the price at which the shares are acquired.	The Company will issue and allot 1,47,13,808 fully paid-up equity shares having face value of Rs. 10/- (Rupee Ten Only) each at a price of Rs. 45/- (Rupees Forty Five Only) per share (including premium of Rs. 35/- per share) which is the price determined in accordance with chapter V of the SEBI ICDR Regulations per equity share for consideration other than cash (share swap), being discharge of total purchase consideration of Rs. 66,21,21,360/- (Rupees Sixty Six Crore Twenty One Lakhs Twenty One Thousand Three Hundred Sixty Only) for the acquisition of up to 36,78,452 equity shares of EAPL at a price of Rs. 180/- (Rupees One Hundred Eighty Only) per equity share from EAPL's shareholders.
9.	Percentage of shareholding / control acquired and / or number of shares acquired.	100% of the shareholding in EAPL thus making it the subsidiary of the Company.



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Annexure - "G"

Sr. No.	Particulars	Issue of Equity Shares of the Company for Consideration Other than Cash (Share Swap)
1.	Type of Securities proposed to be issued (viz. Equity Shares, Convertibles etc.)	Equity Shares of face value Re. 10/- per share.
2.	Type of Issuance (further public Preferential Allotment offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential Allotment
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 1,47,13,808 Equity Shares of face value Re. 10/- per share.
4.	Issue Price	Issue at price of Rs. 45/- (including premium of Rs. 35/-) as determined under Chapter V of SEBI ICDR Regulations.
5.	Names of the Investors	As per the shareholding Pattern of M/s. Evokenexa Advertising Private Limited ("EAPL")
6.	Tenure/ Conversion	Not Applicable

From:

MS. NISHA KUMARI VIJAY
NARENA ROAD, DUDU, JALPUR,
Rajasthan-RJ, 303008

Date: 11th November, 2024

To,

BOARD OF DIRECTORS OF TIRTH PLASTIC LIMITED
REGISTERED OFFICE: 602, ONE WORLD WEST, S.NO. 396, F.P.119,
VILLAGE, VEJALPUR, JIVRAJ PARK,
AHMEDABAD GUJARAT 380051 INDIA.

Dear Sir,

Sub.: RESIGNATION FROM THE POST OF COMPANY SECRETARY OF THE COMPANY :


This is to inform you that on account of preoccupation and my involvement in other personal commitments, I am not in a position to continue as Company Secretary of "TIRTH PLASTIC LIMITED" and hence I tender my resignation with Effect from 11th November, 2024. I request the company to relieve me from the duties of Company Secretary as early as possible.

During the period of my association with the company, I gained useful experience and challenging opportunities also contributed more to it.


Kindly acknowledge the receipt and arrange to submit necessary forms with the office of the registrar of companies accordingly.

Thanking you,

Yours faithfully,


MS. NISHA KUMARI VIJAY
Company Secretary

Accepted w.e.f 11/11/2024



From:

MR. NARESH KANCHANBHAI RANA
RANAWAS,SADAR BAZAR,
FATEHGUNJ, VODODARA,
VADODARA,GUJARAT-390002.

Date: 11th November,2024

To,
BOARD OF DIRECTORS OF TIRTH PLASTIC LIMITED
REGISTERED OFFICE: 602, ONE WORLD WEST, S.NO. 396, F.P.119,
VILLAGE, VEJALPUR, JIVRAJ PARK,
AHMEDABAD GUJARAT 380051 INDIA.

Dear Sir,

Sub.: RESIGNATION FROM THE POST OF NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

This is to inform you that on account of preoccupation and my involvement in other personal commitments, I am not in a position to continue as Non-executive Independent Director of **TIRTH PLASTIC LIMITED** and hence I tender my resignation with Effect from 11th November, 2024. I request the company to relieve me from the duties of Director as early as possible.

During the period of my association with the company, I gained useful experience and challenging opportunities also contributed more to it.

Kindly acknowledge the receipt and arrange to submit necessary forms with the office of the registrar of companies accordingly.

Thanking you,

Yours faithfully,

Naresh Kanchanbhai Rana

MR. NARESH KANCHANBHAI RANA
(DIN: 03291976)

Accepted W.E.B.
[Signature]

From:

MR. GUNJAN MAHENDRA DOSHI

B 502, SUN CITY SECTOR 3,
S P RING RD, BOPAL, DASCROI,
AHMEDABAD - 380058

Date: 11th November, 2024

To,
BOARD OF DIRECTORS OF TIRTH PLASTIC LIMITED
REGISTERED OFFICE: 602, ONE WORLD WEST, S.NO. 396, F.P.119,
VILLAGE, VEJALPUR, JIVRAJ PARK,
AHMEDABAD GUJARAT 380051 INDIA.

Dear Sir,


Sub.: RESIGNATION FROM THE POST OF NON EXECUTIVE NON INDEPENDENT DIRECTOR AND CFO OF THE COMPANY:

This is to inform you that on account of preoccupation and my involvement in other personal commitments, I am not in a position to continue as Non-executive Non Independent Director and CFO of **TIRTH PLASTIC LIMITED** and hence I tender my resignation with Effect from 11th Novmber, 2024. I request the company to relieve me from the duties of Director as early as possible.

During the period of my association with the company, I gained useful experience and challenging opportunities also contributed more to it.

Kindly acknowledge the receipt and arrange to submit necessary forms with the office of the registrar of companies accordingly.

**Thanking you,
Yours faithfully,**



MR. GUNJAN MAHENDRA DOSHI
(DIN: 02933336)

Accepted w.e.f 11/11/24
