



TIRTH PLASTIC LIMITED

CIN: L25209GJ1986PLC009021

December 06, 2024

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

Dear Sir/Madam,

Script Code: 526675

Subject: Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Ref.: Submission of corrigendum/errata to the notice of EOGM Notice dated November 11, 2024

Dear Sir/Madam,

We hereby inform you that meeting of the Board of Directors of the **Tirth Plastic Limited** held on today i.e. December 06, 2024 at 04:00 P.M. at its Registered office of the Company, transacted and approved the following matters: 1) Noted the change of allottees and necessary correction in the Resolution and Explanatory Statement of Resolution No. 05 of Notice of Extra Ordinary General Meeting dated November 11, 2024 which was circulated to shareholders dated November 16, 2024, and approved the corrigendum/errata to the notice of EGM dated November 11, 2024, for EGM scheduled to be held on Wednesday, December 11, 2024 at 03:00 P.M due to inadvertently typographical error in list of allottees of Resolution No.05 (i.e Premal Vaishnav & Mohammed Arshad Rais Ahmed Shaikh are unconcerned and consequently, the proposed number of shares to be allotted is increased from 18,59,000 to 18,64,000) and other necessary changes in Resolution No. 05 and explanatory statement of the said notice. 2) Authorised to Managing Director/Directors to issue corrigendum/errata Notice of Extra Ordinary General Meeting of the Company.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Tirth Plastic Limited

Jigar Mukeshbhai Shah
Managing Director
DIN: 06605922

Encl. as above



TIRTH PLASTIC LIMITED

CIN: L25209GJ1986PLC009021

CORRIGENDUM/ERRATA TO THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING

CORRIGENDUM/ERRATA TO THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING OF TIRTH PLASTIC LIMITED WILL BE HELD ON WEDNESDAY, DECEMBER 11, 2024 AT 03:00 P.M. THROUGH VIDEO CONFERENCE/OTHER AUDIO-VISUAL MEANS, to transact the business matters stated in the Original Notice of Extra-Ordinary General Meeting dated 11th November, 2024 and this corrigendum/errata to the Notice of Extra-Ordinary General Meeting issued by the Company to the Shareholders.

The Company is issuing this corrigendum/erratum in respect of forming part of Resolution no. 05 and its Explanatory Statement annexed hence the Notice of EOGM dated 11th November, 2024, shall be read along with this to the notice of EOGM.

This corrigendum/errata to the notice of EOGM is with respect to provide details of correction of list of due to inadvertently typographical error in list of allottees of Resolution No.05 of EGM Notice dated November 11,2024 (i.e Premal Vaishnav & Mohammed Arshad Rais Ahmed Shaikh are unconcerned and consequently, the proposed number of shares to be allotted is increased from 18,59,000 to 18,64,000) and necessary changes in explanatory statement of Resolution No.05, therefore the board of Directors in its meeting has approved this corrigendum/errata to the notice of EGM, Subsequent to the issuance of EGM Notice, the Company has observed and deem it appropriate to bring the following further disclosure to the notice of members and other stakeholders. Therefore, the Board of directors approved the corrections/addition in the notice of EGM and proposed to the Shareholder considering this information in the EGM for passing the Resolution No. 05.

SPECIAL BUSINESS:

ITEM No. 05

TO APPROVE ISSUE OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH (SHARE SWAP):

To consider and if thought fit to pass, with or without modifications, if any, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “CA 2013”); and in accordance with the provisions of the Memorandum and Articles of Association of the Company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (“SEBI ICDR Regulations”); iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015 (“SEBI LODR Regulations”), (iv) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), stock exchange and/or any other statutory/ regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot 1,47,13,808 equity shares of the Company of face value of Rs. 10/-each (“Equity Shares”), in dematerialized form, on Preferential allotment basis, to the shareholders at a price of Rs. 45/- (including



TIRTH PLASTIC LIMITED

CIN: L25209GJ1986PLC009021

premium of Rs. 35/-) as determined in accordance with Regulation 164 read with 166A of SEBI ICDR Regulations, to the following persons, 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) ("Purchase Consideration") for the acquisition of 36,78,452 equity shares ("Sale Shares") of M/s. Evokenexa Advertising Private Limited ("EAPL") from the Proposed Allottees at a price of Rs. 180/- (Rupees One Hundred Eighty Only) per equity share of EAPL, on such terms and conditions as agreed and set forth in the agreements, deeds and other documents:

S. No.	Name of the proposed Allottees	Nature of persons who are the ultimate beneficial owner	Equity Shares proposed to be allotted	Category	Allottee is QIB/ME/FI/Trust/Banks
1	Anil Surendra Bhardwaj	Not Applicable	18,64,000	Non - Promoter	Not applicable
2	Amol Gulabrao Rokade	Not Applicable	18,64,000	Non - Promoter	Not applicable
3	Jay Atul Parekh	Not Applicable	18,64,000	Non - Promoter	Not applicable
4	Prashanti Mahadev Bhovar	Not Applicable	18,64,000	Non - Promoter	Not applicable
5	Digitalpulse Marketing Consultancy Private Limited	(i) Vilas Dattatray Dabhane (ii) Anita Pravin Bhalerao	18,65,808	Non - Promoter	Not applicable
6	Mangesh Kashinath Kamble	Not Applicable	18,56,000	Non - Promoter	Not applicable
7	Ravindra Dhondu Dhuri	Not Applicable	18,56,000	Non - Promoter	Not applicable
8	Jigar Mukeshbhai Shah	Not Applicable	8,80,000	Non - Promoter	Not applicable
9	Himadri Jigar Shah	Not Applicable	8,00,000	Non - Promoter	Not applicable

"RESOLVED FURTHER THAT in accordance with the provisions of SEBI ICDR Regulations, the "Relevant Date" for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be 11th November, 2024, being the working day immediately preceding the date 30 (thirty) days prior to the date of General Meeting to approve this offer."

"RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted to the Proposed Allottees shall inter-alia be subject to the following:

- The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-



TIRTH PLASTIC LIMITED

CIN: L25209GJ1986PLC009021

principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);

- (b) The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations or for such longer period provided under the terms of the share purchase agreement executed amongst the Company, EAPL and Proposed Allottees, subject to approval by the board of directors of the Company;
- (c) No partly paid-up Equity Shares shall be issued and allotted;
- (d) Allotment of the Equity Shares shall only be made in dematerialised form;
- (e) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on BSE Limited subject to the receipt of necessary regulatory permissions and approvals;
- (f) The Equity Shares shall be allotted to the Proposed Allottees subject to the receipt of Sale Shares from the Proposed Allottees i.e. for consideration other than cash; and
- (g) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.

RESOLVED FURTHER THAT the equity shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from Mr. Brajesh Gupta, Practicing Company Secretary certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the equity shares of the Company, Mr. Jigar Mukeshbhai Shah, Managing Director and /or Mr. Ashish Hasmukhlal Shah, Director of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise."

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any



TIRTH PLASTIC LIMITED

CIN: L25209GJ1986PLC009021

committee of directors, any other director(s), and/or officer(s) of the Company.”

Place: Ahmedabad
Date: 06/12/2024

Registered Office:
602, One World West, S.NO. 396, F.P.119,
Village Vejalpur, Jivraj Park,
Ahmedabad - 380051
CIN: L25209GJ1986PLC009021
Website: www.tirthlimited.in
Email: tithplastic@gmail.com

By Order of the Board of Directors
Sd/-
Jigar Mukeshbhai Shah
Managing Director
DIN: 06605922



TIRTH PLASTIC LIMITED

CIN: L25209GJ1986PLC009021

ANNEXURE TO NOTICE
EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

ITEM: 05

TO APPROVE ISSUE OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH (SHARE SWAP):

As per Section 42, 62, and 108 of the Companies Act, 2013, approval of shareholders passed through Voting is required for Issue of Equity Shares on preferential basis and hence the resolution is placed before the shareholders.

In terms of the provisions of the Companies Act, 2013 and as per Regulation 163 and other applicable regulation of Chapter V - Preferential Issue of SEBI ICDR Regulations, the required disclosures regarding proposed issue are as under:

- **Objects of this issue:**
To acquire 36,78,452 equity shares of M/s. Evokenexa Advertising Private Limited ("EAPL") equivalent to 100% of paid-up share capital of EAPL.
- **Intent of Promoters ,Directors / Key Management Persons to subscribe to the preferential issue:**
Mr. Jigar Mukeshbhai Shah, Managing Director of the Company and Ms. Himadri Jigar Shah, wife of Managing Director of the Company intends to subscribe in the proposed issue of Equity Shares, as the said allottees are the shareholders of M/s. Evokenexa Advertising Private Limited ("EAPL").
- **Maximum number of specified securities to be issued:**
The Company intends to issue a maximum of 1,47,13,808 equity shares of face value Re. 10/- per share at a price of Rs.45/- (including premium of Rs. 35/- per share) as determined under Regulation 164 read with Regulation 166A of SEBI (ICDR) Regulations, 2018.
- **The shareholding pattern before and after completion of the proposed preferential issue would be as under:**

S.No	Category	Pre-issue*		Post-Issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters' holding:				
	Individual	10,47,160	23.53%	10,47,160	5.46%
	Body-Corporate	-	-	-	-
	Sub total (A)	10,47,160	23.53%	10,47,160	5.46%
B	Non Promoters' holding:				
	Individual	33,42,354	75.10%	1,61,90,354	84.48%
	Body-Corporate	54,327	1.22%	19,20,135	10.02%
	Others (including HUF, NRI)	6,839	0.15%	6,839	0.04%
	Sub Total (B)	34,03,520	76.47%	1,81,17,328	94.54%
	Grand Total (A+B)	44,50,680	100.00%	1,91,64,488	100.00%



TIRTH PLASTIC LIMITED

CIN: L25209GJ1986PLC009021

- Proposed time within which the preferential issue shall be completed:

The Company shall complete the allotment of the Equity Shares within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution; or (ii) receipt of last of the approval/permission required for such allotment from 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 Proposed Allottees).

- The Identity of the proposed Allottee and the percentage of post preferential issue capital That may be held by them:

Sr. No.	Name of the proposed allottee	The name of natural persons who are ultimate beneficial owner	Pre-Issue			Number of Equity Shares proposed to be allotted	Post-Issue (Refer Note 1below)		
			Category (Promoter /Non-Promoter)	No. of Shares	Percentage holding (%)		Category (Promoter /Non-Promoter)	No. of Shares	Percentage holding (%)
1	Anil Surendra Bhardwaj	Not Applicable	Non-Promoter	-	-	18,64,000	Non-Promoter	18,64,000	9.73
2	Amol Gulabrao Rokade	Not Applicable	Non-Promoter	-	-	18,64,000	Non-Promoter	18,64,000	9.73
3	Jay Atul Parekh	Not Applicable	Non-Promoter	-	-	18,64,000	Non-Promoter	18,64,000	9.73
4	Prashanti Mahadev Bhovar	Not Applicable	Non-Promoter	-	-	18,64,000	Non-Promoter	18,64,000	9.73
5	Digitalpulse Marketing Consultancy Private Limited	(i) Vilas Dattatray Dabhane (ii) Anita Pravin Bhalerao	Non-Promoter	-	-	18,65,808	Non-Promoter	18,65,808	9.74
6	Mangesh Kashinath Kamble	Not Applicable	Non-Promoter	-	-	18,56,000	Non-Promoter	18,56,000	9.68
7	Ravindra Dhondu Dhuri	Not Applicable	Non - Promoter	-	-	18,56,000	Non - Promoter	18,56,000	9.68
8	Jigar Mukeshbhai Shah	Not Applicable	Non - Promoter	-	-	8,80,000	Non-Promoter	8,80,000	4.59
9	Himadri Jigar Shah	Not Applicable	Non - Promoter	-	-	8,00,000	Non-Promoter	8,00,000	4.17



TIRTH PLASTIC LIMITED

CIN: L25209GJ1986PLC009021

- **Lock in period:**

The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations or for such longer period provided under the terms of the Definitive Agreement (if any) subject to approval by the board of directors of the Company.

- **Change in the control, if any:**

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted on preferential allotment.

- **Price of the issue: -**

The offer price of equity shares of face value Rs. 10/- (Rupees Ten only) per equity share is Rs. 45/- (Rupees Forty Five Only) per share (including premium of Rs.35/- per share) as determined under Regulation 164 read with Regulation 166A of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018. The Pricing Certificate so obtained from the IBBI Registered Valuer is available at the registered office of the Company for your review and is placed on the website of the Company at www.tirthlimited.in.

- **Relevant Date:**

The Relevant Date on the basis of which the price of the proposed issue of equity shares on preferential basis is determined is 11th November, 2024.

- **Compliance Certificate from Practicing Company Secretary:**

A copy of the Compliance Certificate as issued by the Practicing Company Secretary, Mr. Brajesh Gupta (ACS: 33070, CP 21306) of M/s. Brajesh Gupta & Associates, Practicing Company Secretaries certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days till the date of declaration of voting results. Further, a copy of the Compliance Certificate is also available in the "Investors" tab on the website of the Company at the following link: www.tirthlimited.in.

- **Undertakings**

- a. The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provisions of SEBI (ICDR) Regulations, 2018, as amended, where it is required to do so.
- b. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the equity shares issued shall continue to be locked-in till the time such amount is paid by the allottees.
- c. The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

- **Willful Defaulter or Fraudulent Borrower**

Neither the issuer nor any of its promoters or directors are willful defaulters or fraudulent borrowers.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Promoters, Directors, Key Managerial personnel of the Company are in any way, directly or indirectly concerned or interested in the resolution, other than Mr. Jigar Mukeshbhai Shah, Managing Director and Ms. Himadri Jigar Shah, wife of Managing Director also holds equity shares of target Company (EAPL).



TIRTH PLASTIC LIMITED

CIN: L25209GJ1986PLC009021

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company at the Registered Office of the Company on all working days, during business hours up to date of EGM.

The Board recommends the Special Resolution set out at Item No.5 of the Notice for approval of Members.

Place: Ahmedabad

Date: 06/12/2024

Registered Office:

602, One World West, S.NO. 396, F.P.119,

Village Vejalpur, Jivraj Park,

Ahmedabad - 380051

CIN: L25209GJ1986PLC009021

Website: www.tirthlimited.in

Email: tithplastic@gmail.com

By Order of the Board of Directors

Sd/-

Jigar Mukeshbhai Shah

Managing Director

DIN: 06605922