



August 29, 2023

To,

National Stock Exchange of India Ltd.

Exchange Plaza, 5th Floor,
Plot No. C-1, Block G,
Bandra – Kurla Complex,
Bandra (East), Mumbai – 400 051

Symbol: TPLPLASTECH

BSE Limited

1st Floor, New Trading Ring,
Rotunda Building,
P.J. Towers, Dalal Street,
Fort, Mumbai – 400 001

Scrip Code: 526582

Dear Sir/Madam,

Sub: Notice of 30th Annual General Meeting

This is further to our letter dated August 08, 2023, wherein the Company had informed that the 30th Annual General Meeting of the Company is scheduled to be held on Thursday, September 21, 2023 at 12:00 Noon.

Please find attached herewith Notice of 30th Annual General Meeting of the Company scheduled to be held on **Thursday, September 21, 2023 at 12:00 Noon** through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

Brief details of the 30th Annual General Meeting of the Company are as under:

Benpos Date for Sending Notice	Friday, August 25, 2023
Cut-off date for e-voting	Thursday, September 14, 2023
E-voting service provider	Link Intime India Private Limited (InstaVote)
Remote e-voting start date	Monday, September 18, 2023
Remote e-voting start time	09:00 a.m.
Remote e-voting end date	Wednesday, September 20, 2023
Remote e-voting end time	05:00 p.m.
Date of AGM	Thursday, September 21, 2023
AGM Time	12:00 Noon

The said Notice is also placed on the Company's website and can be accessed at <http://www.tplplastech.in/tpl-plastech.htm>.

You are requested to kindly take the above information on your record.

Thanking You,

For TPL Plastech Limited

Hemant Soni

VP-Legal, Company Secretary & Compliance Officer

TPL Plastech Ltd.

Registered Office : 102, 1st Floor, Centre Point, Somnath Daman Road, Somnath, Dabhel, Nani Daman,
Daman - 396 210 • **CIN :** L25209DD1992PLC004656

Corporate Office : 203, Centre Point, J. B. Nagar, Andheri - Kurla Road, Near J. B. Nagar Chakala Metro Station, Andheri East,
Mumbai - 400 059 • Tel : 022- 6852 4200 • E-mail : info@tplplastech.in • Website : www.tplplastech.in



NOTICE

NOTICE is hereby given that the **Thirtieth Annual General Meeting** of the Members of **TPL PLASTECH LIMITED** will be held on Thursday, 21st September, 2023 at 12:00 Noon, through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023, including the Audited Balance Sheet as at 31st March, 2023, the Statement of Profit & loss and Cash Flow Statement for the year ended as on that date and the Report of the Board of Directors and Auditors thereon.

2. Declaration of Dividend

To declare a dividend on the Equity Shares of the Company for the financial year ended 31st March, 2023 and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT a dividend at the rate of ₹ 0.60/- per equity share on the face value of ₹ 2/- each be and is hereby declared for the financial year ended 31st March, 2023 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended 31st March, 2023.”

3. Appointment of Director retiring by rotation

To appoint Mrs. Monika Srivastava (DIN: 02055547), who retires by rotation and being eligible, offers herself for re-appointment as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Monika Srivastava (DIN: 02055547), who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

4. Material Related Party Transaction(s) with Time Technoplast Limited, the Holding Company of TPL Plastech Limited.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and Section 188 of the Companies Act, 2013 (the 'Act') and other applicable provisions, if any read with relevant rules made thereunder (including any amendments, statutory modifications and/or re-enactments thereof for the time being in force) read with the Company's Policy on Related Party Transaction(s), and on the basis of the approval of the Audit Committee and recommendation of the Board of Directors of the Company, the approval of the Members be and is hereby accorded to enter into and / or continue the related party transaction(s)/contract(s)/arrangement(s)/agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), with Time Technoplast Limited (TTL), a listed Holding Company of TPL Plastech Limited ('Company') and accordingly a related party of the Company under Regulation 2(1)(zb) of SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and TTL, for an aggregate value of up to ₹ 50 crores, to be entered during FY2023-24, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents as applicable, in this regard and take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution.”

5. Re-appointment of Mr. Surya Pratap Gupta (DIN: 07280370) as an Independent Director of the Company for the Second Term of Five Years:

To consider and if thought fit, to pass the following Resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable

TPL PLASTECH LIMITED

provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and any other applicable provisions/regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company, be and is hereby accorded for re-appointment of Mr. Surya Pratap Gupta (DIN: 07280370), whose current period of office is expiring on September 21, 2023 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 read with rules made thereunder and Listing Regulations as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company from September 22, 2023 to September 21, 2028.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things and to execute all such documents as may be required to give effect to this Resolution."

**By Order of the Board
For TPL Plastech Limited**

**Hemant Soni
VP-Legal, Company Secretary & Compliance Officer**

Registered Office:

102, 1st Floor, Centre Point,
Somnath Daman Road,
Somnath, Dabhel, Nani Daman,
Dadra and Nagar Haveli and Daman and Diu,
(U.T.) – 396210
CIN: L25209DD1992PLC004656

Place: Mumbai

Date: August 8, 2023

Notes

1. The Ministry of Corporate Affairs (MCA) vide its General Circular dated December 28, 2022 read with Circulars dated May 05, 2022, December 14, 2021, January 13, 2021, May 5, 2020, April 13, 2020 and April 8, 2020 (collectively referred to as MCA Circulars) has permitted the Companies whose Annual General Meeting ("AGM") are due in the year 2023, to hold their AGMs through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") till 30th September, 2023, without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India (SEBI) vide its circulars dated January 5, 2023, May 13, 2022, January 15, 2021 and May 12, 2020 (SEBI Circulars) has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 (SEBI Listing Regulations)).
2. In compliance with the applicable provisions of the Companies Act, 2013 (the Act), the SEBI Listing Regulations and the MCA Circulars, the 30th AGM of the Company is being held through VC/OAVM. The deemed venue of the AGM shall be the Registered Office of the Company.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/her behalf and the Proxy need not be a Member of the Company. Since the AGM shall be conducted through VC/OAVM physical attendance of Members has been dispensed with. Accordingly the facility for appointment of Proxies by the Members will not available for this AGM and hence the Proxy Form, Attendance Slip and Route Map for the AGM are not annexed to this Notice.
4. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.



5. Members under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the Meeting are requested to mail to investors@tnpl.net.in, a scanned copy (PDF/JPEG format) of the Board Resolution authorizing their representatives to attend and vote at the AGM, pursuant to Section 113 of the Act.
6. The Register of Members of the Company will remain closed from September 15, 2023 to September 21, 2023 (both days inclusive for the purpose of payment of dividend).
7. If dividend on Equity Shares, as recommended by the Board, is approved at the Annual General Meeting, the payment of such dividend will be made on or after September 22, 2023 to the Members whose names appear on the Company's Register of Members as on the Cut-off Date, and in respect of the shares held in dematerialised mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
8. As per Regulation 40 of LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019.
9. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the weblink at <http://www.tplplastech.in/>. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agents – Link Intime India Private Limited for assistance in this regard.
10. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/electronic mode, respectively.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form or to Link Intime India Private Limited, in case the shares are held in physical form.
12. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD1/P/CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/655 & SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. The folios wherein anyone of the cited documents/details is not available on or after October 1, 2023, such folios shall be frozen by the RTA. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination in Form ISR-1. The Form ISR-1 is also available on the website of the Company at <http://www.tplplastech.in>. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1.
13. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended to date, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The Members/Claimants whose shares, unclaimed dividend amount have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in). The Member/Claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

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It is in the Members' interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members' account on time.

Members who have not yet encashed the dividend warrants, from the Financial Year ended 31st March, 2016 onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agents. Members are requested to contact the Company's Registrar and Share Transfer Agent to claim the unclaimed/ unpaid dividends at the following address:

Link Intime India Private Limited
Unit: TPL Plastech Limited
C -101, 247 Park, L.B.S Marg,
Vikhroli (West), Mumbai – 400083

14. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be.

15. Register of Directors and Key Managerial Personnel and their shareholdings and Register of Contracts or Arrangements in which Directors are interested, maintained under Sections 170 and 189 of the Act will be available electronically for inspection by the Members.

All documents referred to in the Notice will also be available for electronic inspection by the Members without payment of any fee from the date of circulation of this Notice up to the date of AGM, i.e. September 21, 2023.

Members seeking to inspect such documents are requested to send an email to investors@tnpl.net.in. Inspection shall be provided at a mutually convenient time.

16. Members are requested to register their E-mail address with the Company/Registrar & Transfer Agents so as to receive Annual Report and other communication electronically.

17. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with Annual Report 2022–23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depository Participants. Members may note that the Notice and Annual Report 2022–23 will also be available on the Company's website www.tplplastech.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

The Company will also be publishing an advertisement in newspaper containing the details about the AGM i.e. the conduct of AGM through VC/OAVM, date and time of AGM, availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/ RTA, manner of providing mandate for dividends, and other matters as may be required.

18. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates, if the amount of dividend exceeds ₹ 5,000. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ Link Intime (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H or Lower Withholding Certificate (if obtained from the Tax department), to avail the benefit of non-deduction/lower deduction of tax at source by writing an email to tpldivtax@linkintime.co.in on or before 11:59 p.m. IST on September 13, 2023. The shareholders are requested to note that in case their PAN is not registered/updated, the tax will be deducted at a higher rate of 20% (plus Surcharge and Cess as applicable).

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment (PE) and Beneficial Ownership Declaration, Tax Residency Certificate (TRC), Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to tpldivtax@linkintime.co.in. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on September 13, 2023. The formats of No PE Declaration (including beneficial ownership)



and Form 10F are available on Link Intime's website at <https://www.linkintime.co.in/client-downloads.html>. TRC needs to be obtained by the shareholder from the Tax Department of their country of residence. Non-resident shareholders shall also furnish the lower/nil withholding certificate, if obtained from the Tax Department.

19. Any person who is not a Member on the cut-off date should treat this notice for information purposes only.
20. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their communications to investors@tnpl.net.in at least seven days before the date of the Meeting. The same will be suitably replied to by the Company.
21. Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:
 - a. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.
 - b. Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. 2) After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining

Type of shareholders	Login Method
	<p>virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> ➤ Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders/members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format). D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. E. Shareholders/members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above <ul style="list-style-type: none"> ➤ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). ➤ Click "confirm" (Your password is now generated). Click on 'Login' under 'SHARE HOLDER' tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. After successful login, you will be able to see the notification for e-voting. Select 'View' icon. E-voting page will appear. Refer the Resolution description and cast your vote by selecting your desired option 'Favour/Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour/Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.



c. Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/ power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

d. Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘**Submit**’.
- In case shareholder/ member is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholder/ member can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

e. Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- f.** For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- g.** During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- h.** Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-4886 7000 and 022-2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 225533

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

GENERAL INSTRUCTIONS

1. The voting period begins on Monday, September 18, 2023 (09:00 a.m.) to Wednesday, September 20, 2023 (05:00 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 Thursday, September 14, 2023 may cast their vote electronically. The e-voting module shall be disabled by Link Intime for voting thereafter.
2. The facility for e-voting shall also be available at the AGM. Members who have already 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 at the AGM. Only those Members who attend the AGM and have not cast their votes through remote e-voting and are otherwise not barred from doing so will be allowed to vote through the e-voting facility available at the AGM.
3. Any person, who acquires shares of the Company and becomes its Member after the sending of Notice of the AGM and holds shares as on the cutoff date for voting i.e. Thursday, September 14, 2023, may obtain the login ID and password by sending a request to enotices@linkintime.co.in. However, if he/she is already registered with Link Intime for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
4. Mr. Arun Dash, Practicing Company Secretary (FCS No. 9765 CP No. 9309) has been appointed as the Scrutinizer to scrutinize the remote e-voting and ensure that the voting process at the AGM is conducted in a fair and transparent manner.
5. The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor/against, if any, to the Chairperson or a person authorized in writing, who shall countersign the same and declare the result of the voting forthwith.
6. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.tplplastech.in and on the Link Intime website and shall also be forwarded to BSE Limited (BSE) and National Stock Exchange of India Ltd (NSE).

PROCESS AND MANNER FOR ATTENDING THE THIRTIETH AGM THROUGH INSTAMEET

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

➤ Select the "Company" and 'Event Date' and register with your following details: -

- A. Demat Account No. or Folio No.:** Enter your 16-digit Demat Account No. or Folio No
 - * Shareholders/Members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - * Shareholders/Members holding shares in **NSDL demat account shall provide 8 character DP ID followed by 8 Digit Client ID**
 - * Shareholders/Members holding shares in **physical form shall provide** Folio Number registered with the Company
- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. Mobile No.:** Enter your mobile number.
- D. Email ID:** Enter your email id, as recorded with your DP/Company.

Click 'Go to Meeting' (You are now registered for InstaMeet and your attendance is marked for the meeting).

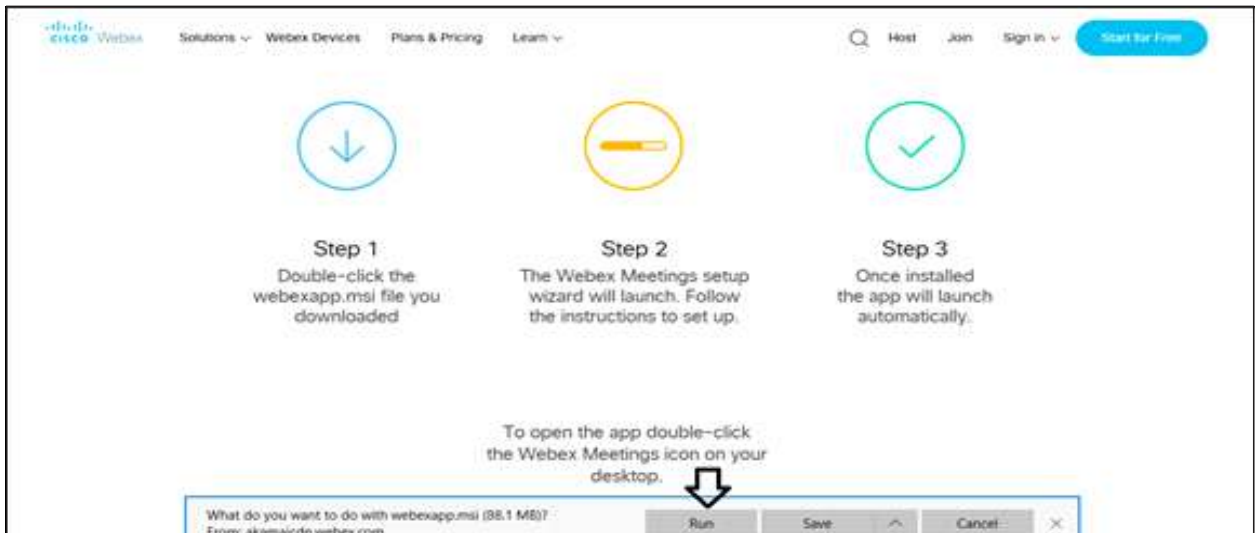
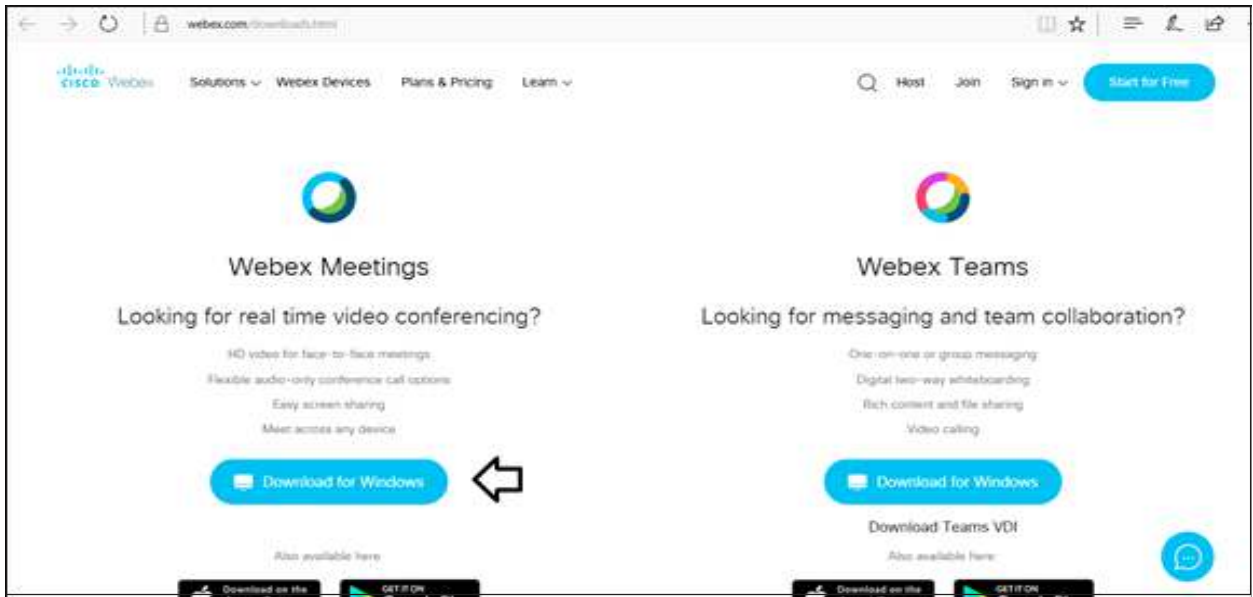
Members can log in and join 30 minutes prior to the schedule time of the AGM and window for joining the Meeting shall be kept open till the expiry of 15 minutes after the scheduled time. The Company shall provide VC/OAVM facility to Members to attend the AGM. The said facility will be available for 1000 Members on first come first served basis. This will not include large Members (i.e. Members with 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, chairpersons of the audit committee, nomination & remuneration committee and stakeholders' relationship committee, auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.



A. Guidelines to attend the AGM through InstaMeet

For a smooth experience of viewing the AGM through InstaMeet, shareholders/members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

1. Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>



Step 1
Double-click the webexapp.msi file downloaded

Step 3
Once installed app will launch automatically.

To open the app double-click the Webex Meetings icon on your

Step 1
Double-click the webexapp.msi file downloaded

Step 3
Once installed app will launch automatically.

Step 1
Double-click the webexapp.msi file downloaded

Step 3
Once installed app will launch automatically.



Or

2. If you do not want to download and install the Webex application, you may join the Meeting by following the process mentioned as under:
 - Enter your First Name, Last Name and Email ID and click on Join Now
 - If you have already installed the Webex application on your device, join the Meeting by clicking on Join Now
 - If Webex application is not installed, a new page will appear giving you an option to either **Add Webex to chrome or Run a temporary application**. Click on **'Run a temporary application'**, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on **'Join Now'**.



B. Instructions for Shareholders/Members to Speak during the AGM through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request mentioning their name, demat account number/folio number, email id, mobile number at investors@tnpl.net.in latest by September 13, 2023.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

C. Instructions for Shareholders to Vote during the AGM through InstaMeet:

Once the electronic voting is activated by the Scrutinizer/Moderator during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under: -

1. On the shareholders VC page, click on the link for e-Voting 'Cast your vote'.
2. Enter Demat Account No./Folio No. and OTP (received on the registered mobile number/ registered Email ID) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see 'Resolution Description' and against the same the option **'Favour/Against'** for voting.

TPL PLASTECH LIMITED

4. Cast your vote by selecting appropriate option i.e. **'Favour/Against'** as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under **'Favour/Against'**.
5. After selecting the appropriate option i.e. **'Favour/Against'** as desired and you have decided to vote, click on 'Save'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Confirm', else to change your vote, click on 'Back' and accordingly modify your vote.
6. Once you confirm your vote on the Resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.

Shareholders are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders have any queries regarding login/e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

22. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (hereinafter referred to as the "Act"), in respect of businesses to be transacted at the Annual General Meeting (hereinafter referred to as "AGM"), as set out under Item No(s). 4 and 5 above and the relevant details of the Directors seeking appointment/re-appointment as required by Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (hereinafter referred to as "Listing Regulations") and as required under Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto.

Details of Directors seeking Appointment/Re-appointment at the 30th Annual General Meeting (Pursuant to Regulations 26 and 36 of the Listing Regulations and Secretarial Standards – 2 on General Meetings)

Name of Director	Mrs. Monika Srivastava	Mr. Surya Pratap Gupta
Type	Non-Executive Director	Non - Executive - Independent Director
DIN	02055547	07280370
Date of Birth	24/09/1965	10/07/1956
Age	57 Years	67 Years
Date of First Appointment	08/08/2014	09/11/2017
Qualification	B.Sc(University of New Delhi), M.Sc (Mumbai University) and PG Diploma in Public Relations (New Delhi).	B.Sc(Hon),Diploma in Business Management, M.A. (Public Administration) and LLB.
Brief Resume and Expertise in Specific Functional area	She has an experience of 30 years spanning various sectors including development sector where she has worked with Oxfam America and CRY, Consulting with management consultancy group Global Synergies. She also has an experience of over 15 years with well known Broadcasting	He is a retired Addl. Director General of Police, 1984–batch Maharashtra Cadre Indian Police Service Officer, with more than three and a half decades in various leadership roles, strategizing law and order policies, controlling crime (including economic offences),



Name of Director	Mrs. Monika Srivastava	Mr. Surya Pratap Gupta
	media houses like Zee television and Sahara Television where she was the Head of the Sales and Marketing function. Last 14 years she has been heading a logistic management company specializing in manufacturing total warehousing solutions.	leading fraud and misconduct investigations, collection and collation of intelligence, dispute advisory and resolution, advisory and resolution of anti-bribery and corruption cases, development of SOPs and guidelines for fraud prevention and excellence in ethics management, management of thousands of personnel, including monitoring their verifications, training, performance and misconduct.
Directorships in other Public Limited Companies (excluding foreign companies, private companies & Section 8 companies)	Nil	Nil
Membership of Committees/ Chairmanship in other Public Limited Companies	Nil	Nil
Listed entities from which the director has resigned in the past three years.	None	None
No. of Board Meetings attended during the year	4	4
No. of Equity Shares held	Nil	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	None	None
Skills and capabilities required for the role of Independent Director	NA	Details mentioned in the Corporate Governance Report.

Note: Pursuant to Regulation 26 of the Listing Regulations, only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered.

TPL PLASTECH LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item No(s). 4 and 5 of the accompanying Notice.

Item No. 4

Material Related Party Transaction(s) with Time Technoplast Limited, the Holding Company of TPL Plastech Limited.

The provisions of regulation 23 of the SEBI LODR, stipulate that a transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year, exceeds ₹ 1,000 crores or 10% of annual turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and will require prior approval of Members by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned Company and at an arm's length basis.

The Company is expanding its Industrial Packaging product portfolio and entered manufacturing of Intermediate Bulk Containers (IBCs) with the commencement of its new State-of-the-Art Industrial Packaging manufacturing facility at Dahej, Gujarat. The Greenfield facility will manufacture IBCs along with other existing industrial packaging products, which are used in various industries including Chemicals, Speciality Chemicals, Pharmaceuticals, FMCG, Food Products etc. The facility will cater to existing as well as new customers in the region as demand for industrial packaging increases rapidly. Located in Dahej, Gujarat which is a major Industrial hub for chemical companies, the new facility is equipped with a fully automated line for manufacturing IBCs. IBCs which form a part of value-added products, are already manufactured by the parent company i.e. Time Technoplast Limited (TTL).

TTL is a multinational company and one of the leading manufacturer of technology-based polymer and composite products, TTL is first to launch IBCs in India and 3rd Largest IBC manufacturer worldwide, therefore the transaction will not only help smoothen business operations of the companies, inter-se but also bring synergies by sharing the pool of resources leading to strategic advantage for the Company.

TTL is a listed holding Company (75%) and Promoter of TPL Plastech Limited, consequently a related party of the Company in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations.

The estimated value of transaction with TTL for the financial year 2023-24 is expected to exceed the materiality threshold as stated above.

The Management has provided the Audit Committee with the details of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering RPTs with TTL for an aggregate value of upto ₹ 50 Crores, to be entered during FY 2023-24. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

Accordingly, the Board of Directors of the Company ('the Board') on the recommendation of the Audit Committee, recommended for the approval of the Members, entering material related party contracts / arrangements / transactions in the ordinary course of business and on arm's length basis with TTL during the financial year 2023-24, as set out in the Resolution.

The details of the transactions with above-mentioned related party as required pursuant to SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 is as follows:-

Sr. No	Particulars	Details of contracts / arrangements / transactions
1.	Name of the related party	Time Technoplast Limited
2.	Type, material terms and particulars of the transaction	The Company has an arrangement with Time Technoplast Limited for Purchase/Sale of Raw Material Components, Plastic Accessories, Inner Containers, etc. The aforementioned transactions are proposed to be entered during FY2023-24 for an aggregate amount of up to ₹ 50 crores.
3.	Relationship with the listed entity, including nature of its concern or interest financial or otherwise	Holding Company of TPL Plastech Limited



Sr.no	Particulars	Details of contracts / arrangements / transactions
4.	Tenure of the proposed transaction	Financial year 2023-24
5.	Value of the proposed transaction	₹ 50 crores.
6.	Percentage of annual turnover of TPL Plastech Limited considering FY2022-23 as the immediately preceding financial year	18.52%
7.	Justification for the transaction	The proposed related party transactions will not only help smoothen business operations but also ensure a consistent flow of desired quality and quantity of goods and services without interruptions, optimum capacity utilization and generation of revenue and business of the Company. The proposed transactions will also assist in furthering business opportunities and synergy(ies) for TPL Plastech and Time Technoplast Limited and aid the growth of the Company's business.
8.	Nature of the proposed contract/ arrangement	The transaction is in normal course of business with terms and conditions that are generally prevalent in the industry segment in which the Company operates. The proposed transactions are also at arm's length.
9.	Details of the valuation report or external party report relied upon	N.A.

The proposed transaction does not involve any loans, inter-corporate deposits, advances or investments and hence disclosure of details pertaining to the same does not arise.

The Board of Directors recommends this Resolution set out at Item No. 4 of the accompanying Notice for approval by the members

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution. Members may note that pursuant to the provisions of the Listing Regulations, all related parties of the Company (whether such related party is a party to the above-mentioned transaction or not) shall not vote to approve this Resolution.

Item No. 5

Re-appointment of Mr. Surya Pratap Gupta (DIN: 07280370) as an Independent Director of the Company for the Second Term of Five Years:

Pursuant to Section 149 read with the Schedule IV to the Companies Act, 2013 (hereinafter referred to as "Act") and Regulation 25 read with the Schedule II of the SEBI (Listing Obligation and Disclosure Requirement), Regulations 2015 (hereinafter referred to as "Listing Regulations"), an independent director can hold office for a term of upto five (5) consecutive years on the Board of a company, and he/she shall be eligible for re-appointment on passing of a special resolution by the Company. Also, no independent director shall hold office for more than 2 (two) consecutive terms.

Accordingly, the approval of the Members is sought for the re-appointment of Mr. Surya Pratap Gupta (DIN: 07280370) as an Independent Director on the Board of the Company pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Listing Regulations and he shall not be subject to retirement by rotation.

Mr. Surya Pratap Gupta holds the office as an Independent Director of the Company upto September 21, 2023 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act). The Nomination and Remuneration Committee (the

TPL PLASTECH LIMITED

“NRC Committee”) of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, have recommended the re-appointment of Mr. Surya Pratap Gupta as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee considers that, given their background and experience and contributions made by Mr. Surya Pratap Gupta during his tenure, the continued association of Mr. Surya Pratap Gupta would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Mr. Surya Pratap Gupta is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director. The Company has received declaration from Mr. Surya Pratap Gupta that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

A Brief profile of the Independent Director to be re-appointed is given below:

Mr. Surya Pratap Gupta is aged 67 years, has done his B.Sc (Hon), obtained Diploma in Business Management, M.A. (Public Administration) and subsequently has also done his LLB. He is a retired Addl. Director General of Police, 1984-batch Maharashtra Cadre Indian Police Service Officer with more than three and a half decades in various leadership roles, strategizing law and order policies, controlling crime (including economic offences), leading fraud and misconduct investigations, collection and collation of intelligence, dispute advisory and resolution, advisory and resolution of anti-bribery and corruption cases, development of SOPs and guidelines for fraud prevention and excellence in ethics management, management of thousands of personnel, including monitoring their verifications, training, performance and misconduct.

In the opinion of the Board, Mr. Surya Pratap Gupta, fulfills the conditions for his re-appointment as an Independent Director as specified in the Act, the Rules made thereunder and the Listing Regulations. He is independent of the management. A copy of their draft letter of appointment as Independent Director setting out the terms and conditions are available for inspection by the Members at the corporate office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 01:00 pm to 04:00 pm up to the date of AGM.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives other than Mr. Surya Pratap Gupta, are in any way concerned or interested, in the Resolution set out at Item No. 5 of the Notice.

**By Order of the Board
For TPL Plastech Limited**

**Hemant Soni
VP-Legal, Company Secretary & Compliance Officer**

Registered Office:

102, 1st Floor, Centre Point,
Somnath Daman Road, Somnath,
Dabhel, Nani Daman,
Dadra and Nagar Haveli and Daman and Diu,
(U.T) – 396210
CIN: L25209DD1992PLC004656

Place: Mumbai

Date: August 8, 2023