

TAINWALA

Date: 04/10/2022

To,
The Bombay Stock Exchange Limited,
1st Floor, New Trading Ring,
Rotunda Building
P. J. Towers, Dalal Street
Fort, Mumbai-400 001

The National Stock Exchange Limited,
Exchange Plaza,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051

Ref: BSE Scrip Code: 507785
NSE Symbol: TAINWALCHM

Sub: Notice of Extra-Ordinary General Meeting of Tainwala chemicals and Plastics (India) Limited to be held on 28th October, 2022 at 3.00 PM

Dear Sir / Madam,

Notice is hereby given that the Extra-Ordinary General Meeting of Tainwala chemicals and Plastics (India) Limited to be held on 28th October, 2022 at 3.00 P.M. through video conferencing ("VC") or other audio visual means ("OAVM"), to transact the following Business:

SPECIAL BUSINESS:

- 1. TO APPROVE THE APPOINTMENT OF MR. RAMESH DUNGARMAL TAINWALA (DIN: 00234109) AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY:**

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Act) and rules thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) or any statutory modification(s) or enactment(s) thereof, the consent of the members be and is hereby accorded to appoint Mr. Ramesh Dungarmal Tainwala (DIN: 00234109) as Chairman and Managing Director of the Company without any remuneration for a period of five years with effect from 9th August 2022 to 8th August, 2027, and he shall have the right to manage the day to day business affairs of the company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company;

S. Mansukhani



TAINWALA CHEMICALS AND PLASTICS (INDIA) LIMITED

Tainwala House, Road No. 18, M.I.D.C., Andheri (East), Mumbai-93. Tel : 6716 6100 To 199.
Works - Plot No.87, Govt, Indl. Estate, Khadoli Village, Silvassa, 396230. Tel : 9574073331 / 957407332

E - mail : simran@tainwala.in / cs@tainwala.in

SUBJECT TO SILVASSA JURISDICTION

CIN: L24100MH1985PLC037387

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RESOLVED FURTHER THAT in order to give effect to the above resolution, any Director of the Company be and are hereby severally authorized to do all such acts, deeds and things including filing of necessary forms with the Registrar of Companies to give effect to the above resolution."

2. TO APPROVE THE APPOINTMENT OF MR. AYUSH RAMESH TAINWALA (DIN: 06430346) AS AN EXECUTIVE DIRECTOR:

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ayush Ramesh Tainwala (DIN: 06430346) who was appointed as an Additional Executive Director w.e.f 8th August, 2022, in terms of section 161(1) of the Companies Act, 2013, and who has proposed his candidature for the office of Director pursuant to the provisions of Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT in order to give effect to the above resolution, any Director of the Company be and are hereby severally authorized to do all such acts, deeds and things including filing of necessary forms with the Registrar of Companies to give effect to the above resolution."

3. TO APPROVE APPOINTMENT OF MR. DEVENDRA SALIGRAM ANAND (DIN: 09686031) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR:

"RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Devendra Saligram Anand (DIN: 09686031) who was appointed as an Additional Independent Director of the Company by the Board of Directors at their meeting held on 8th August, 2022, in terms of section 161(1) of the Companies Act, 2013, and who has proposed his candidature for the office of Director pursuant to the provisions of Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years upto 7th August, 2027, not liable to retire by rotation;

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RESOLVED FURTHER THAT in order to give effect to the above resolution, any Director of the Company be and are hereby severally authorized to do all such acts, deeds and things including filing of necessary forms with the Registrar of Companies to give effect to the above resolution."

4. TO APPROVE APPOINTMENT OF MR. UDAY RAMNIKLAL MEHTA (DIN: 00569577) AS AN INDEPENDENT DIRECTOR:

"RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Uday Ramniklal Mehta (DIN: 00569577) who was appointed as an Additional Independent Director of the Company by the Board of Directors at their meeting held on 8th August, 2022, in terms of section 161(1) of the Companies Act, 2013, and who has proposed his candidature for the office of Director pursuant to the provisions of Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years upto 7th August, 2027, not liable to retire by rotation;

RESOLVED FURTHER THAT in order to give effect to the above resolution, any Director of the Company be and are hereby severally authorized to do all such acts, deeds and things including filing of necessary forms with the Registrar of Companies to give effect to the above resolution."

Thanking You,

FOR TAINWALA CHEMICALS & PLASTICS (INDIA) LIMITED

Simran R Mansukhani



SIMRAN R MANSUKHANI
DIRECTOR
DIN NO. 06500475

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NOTES:

1. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. Since the EGM is being held through VC / OAVM, physical attendance of Members is dispensed with and consequently, the facility for appointment of proxies is not applicable. Hence the route map, proxy forms and attendance slips are not annexed to this Notice.
2. The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/ 2020 dated April 8, 2020, and 17/ 2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, No.02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, and No. 21/2021 dated December 14, 2021, (collectively referred to as "MCA Circulars") has permitted the holding of the Extra Ordinary General Meeting through Video Conferencing ("VC") or through other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and MCA Circulars, the EGM is being held through VC / OAVM on **Friday, 28th October, 2022, at 3:00 p.m. (IST)**. The proceedings of EGM are deemed to be conducted at the Registered Office of the Company situated at Tainwala House, Road No. 18, M.I.D.C., Andheri (East), Mumbai - 400 093.

Notes relating to Attendance and Quorum at the Extra -Ordinary General Meeting:

3. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the EGM. Accordingly, the Proxy form and Attendance Slip are not annexed with this Notice. However, in pursuance of Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the EGM through VC/OAVM Facility and e-Voting during the EGM.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Company will provide the facility for voting through remote e-voting, for participating in the EGM through VC / OAVM and e-voting during the EGM.
6. In accordance with the provisions of the MCA and SEBI Circulars, the Notice of EGM is being sent through email only to Members whose email IDs are registered with Link Intime India Private Limited and the Depository Participant / Depository.

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7. Brief resume of Directors proposed to be appointed along with such other details as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Secretarial Standards on General Meetings (SS-2), are provided as Annexure I to this Notice.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from 22.10.2022 to 28.10.2022 (both days inclusive).
9. Corporate Members intending to send their authorised representative to attend the Extra Ordinary General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
10. Members are requested to immediately intimate change of address if any, to the Company/Registrar and Share transfer Agent quoting reference to their registered folio number.
11. Members are requested to send all share transfer lodgements (physical mode)/correspondence to the Registrar and Share Transfer Agent at the following address up to the date of book closure

M/s. Link Intime India Private Limited
C 101, 247 Park, L. B. S. Marg,
Vikhroli (West), Mumbai - 400 083
Tel No: 022 - 49186000
12. Members who have multiple accounts in identical names or joint accounts in same order are requested to send all the share certificates to Link Intime India Private. Limited for Consolidation of all such shareholdings into one account to facilitate better service.
13. Members can avail nomination facility by filling in and forwarding the nomination form to the RTA, pursuant to Section 72 of the Companies Act, 2013, form to the RTA, if not already done.
14. Members can address their queries to the Company at cs@tainwala.in / simran@tainwala.in.

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15. Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled in 'E-Communication Registration Form', available on the website of the Company www.tainwala.in.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Share Transfer Agent.
17. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the special businesses to be transacted at the meeting is annexed hereto.
18. Voting Instructions to all the shareholder who are desiring to vote through remote E-voting & are eligible to vote are as follows:
 - i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and sub clause (1) & (2) of Regulation 44 of SEBI regulations, the Company is pleased to provide members, facility to exercise their right to vote on resolutions proposed to be considered at the EGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-Voting") will be provided by Depository.
 - ii. The voting period begins on Tuesday, 25th October, 2022 at 09.00 am till Thursday, 27th October, 2022 at 05.00 pm. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday 21st October, 2022, may cast their vote electronically. The e-voting module shall be disabled thereafter.
 - iii. The members who have cast their vote by remote e-Voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again through e-Voting at the EGM.
 - iv. The process/manner for availing e-voting facility and the instructions for members voting electronically are as under:-

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How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below: Step 1: Access to NSDL e-Voting system:

- A) Login method for e-Voting for Individual shareholders holding securities in demat mode In terms of SEBI circular dated 9th December, 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none">• 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.• 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.• 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• 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

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	<p>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</p> <ul style="list-style-type: none"> • 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.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Existing user of who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi.</p> <p>After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration</p> <ul style="list-style-type: none"> • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. 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 provided links for the respective ESP where the E Voting is in progress
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul 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

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	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 Physical mode & evoting service Provider is LINKINTIME.	<p>1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in</p> <p>▶ Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -</p> <p>A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.</p> <p>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.</p> <p>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company</p> <p>Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</p> <p>▶ 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).</p> <p>▶ Click "confirm" (Your password is now generated).</p> <p>2. Click on 'Login' under 'SHARE HOLDER' tab.</p> <p>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.</p> <p>4. After successful login, you will be able to see the notification for e-voting Select 'View' icon.</p> <p>5. E-voting page will appear.</p> <p>6. 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).</p> <p>7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm</p>

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	your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
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- **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.

Individual Shareholders holding securities in Physical mode & e-Voting service Provider is LINKINTIME, have forgotten the password Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.

- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.

- Shareholders/ members 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.

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.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

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Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 22- 23058542-43.

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 evoting, 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.

InstaVote Support Desk
Link Intime India Private Limited

Process and manner for attending the Extra Ordinary General Meeting through InstaMeet:

1. 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.

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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).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Extra Ordinary General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
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 panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist 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.

Instructions for Shareholders/ Members to Vote during the Extra Ordinary General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members 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 your 16 digit 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.
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'.

TAINWALA CHEMICALS AND PLASTICS (INDIA) LIMITED

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Works - Plot No.87, Govt, Indl. Estate, Khadoli Village, Silvassa, 396230. Tel : 9574073331 / 957407332

E - mail : simran@tainwala.in / cs@tainwala.in

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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/ Members, who will be present in the Extra Ordinary 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/ Members who have voted through Remote e-Voting prior to the Extra Ordinary General Meeting will be eligible to attend/ participate in the Extra Ordinary General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting. Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

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

InstaMeet Support Desk
Link Intime India Private Limited

ANNEXURE

Guidelines to attend the EGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the EGM proceedings of Link Intime India Pvt. Ltd. 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:

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

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Registered Office:
Tainwala House,
Road No.18, M.I.D.C.,
Andheri (East), Mumbai - 400
093

Place: Mumbai
Date: 4th Oct,2022

For and on behalf of the Board of Directors
For Tainwala Chemicals and Plastic (India)
Limited

s/d
Simran Ram Mansukhani
DIN: 06500475
Director

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying notice.

Item No. 01:

Appointment of Mr. Ramesh Dungarmal Tainwala (DIN: 00234109) as Chairman and Managing Director of the Company:

Mr. Ramesh Dungarmal Tainwala (DIN: 00234109) was appointed as Chairman and Additional Managing Director of the Company for a period of five years with effect from 9th August 2022.

The Nomination and the Remuneration Committee and the Board of Directors (the "Board") are of the opinion that, with his knowledge & experience, the Company will benefit immensely by his appointment.

The Board of Directors and Nomination and remuneration committee in the meeting held on 8th August, 2022 approved the appointment of Mr. Ramesh Dungarmal Tainwala (DIN: 00234109) as Chairman and Additional Managing Director of the Company on no remuneration basis. However board of directors seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the appointment of Mr. Ramesh Dungarmal Tainwala (DIN: 00234109) as Chairman and Additional Managing Director of the Company for a period of five years with effect from 9th August 2022 by way of an Ordinary Resolution.

None of the Directors/Key Managerial Personnel of the company/their relatives except Mr. Ramesh Dungarmal Tainwala, and his relatives are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 1 of the accompanying Notice of the EGM.

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Item No. 02:

Appointment of Mr. Ayush Ramesh Tainwala (DIN: 06430346) as an Executive Director of the Company:

Mr. Ayush Ramesh Tainwala (DIN: 06430346) appointed as an Additional Executive Director of the Company with effect from 8th August, 2022. Your Board proposes to regularize his appointment and appoint him as an Executive Director of the Company under Section 149 and 161(1) of the Companies Act, 2013.

Mr. Ayush Ramesh Tainwala (DIN: 06430346) is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The company has received notice in writing from Mr. Ayush Ramesh Tainwala proposing his candidature for the office of Director of the Company.

In the opinion of the Board, Mr. Ayush Ramesh Tainwala (DIN: 06430346) fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as an Executive Director of the Company.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 2 with respect to his appointment for approval of the members.

Except Mr. Ayush Ramesh Tainwala and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice of the EGM.

Item No. 03:

Appointment Mr. Devendra Saligram Anand (DIN: 09686031) as an Independent Director:

Mr. Devendra Saligram Anand (DIN: 09686031) was appointed as an Additional Independent Director of the Company with effect from 8th August, 2022. Your Board proposes to regularize his appointment and appoint him as an Independent Director of the Company under Section 149 and 161(1) of the Act for a term of 5 (Five) Years, commencing from 8th August, 2022 upto 7th August, 2027, not liable to retire by rotation.

Mr. Devendra Saligram Anand is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The company has received notice in writing from Mr. Devendra Saligram Anand proposing his candidature for the office of Director of the Company. The company has also received declaration from Mr. Devendra Saligram Anand that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Devendra Saligram Anand fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as an Independent Director.

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Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 3 for approval of the members.

Except Mr. Devendra Saligram Anand and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the EGM.

Item No. 04:

Appointment of Mr. Uday Ramniklal Mehta (DIN: 00569577) as an Independent Director of the Company

Mr. Uday Ramniklal Mehta (DIN: 00569577) was appointed as an Additional Independent Director of the Company with effect from 8th August, 2022. Your Board proposes to regularize his appointment and appoint him as an Independent Director of the Company under Section 149 and 161(1) of the Act for a term of 5 (Five) Years, commencing from 8th August, 2022 upto 7th August, 2027, not liable to retire by rotation.

Mr. Uday Ramniklal Mehta is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The company has received notice in writing from Mr. Uday Ramniklal Mehta proposing his candidature for the office of Director of the Company. The company has also received declaration from Mr. Uday Ramniklal Mehta that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Uday Ramniklal Mehta fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as an Independent Director.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 4 for approval of the members.

Except Mr. Uday Ramniklal Mehta and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the EGM.

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ANNEXURE - I

The Statement of disclosures pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, is as under:

Name of the Director	Mr. Ramesh Tainwala	Mr. Ayush Tainwala	Mr. Devendra Saligram Anand
Date of Birth	08/09/1959	09/10/1989	22/05/1960
Qualification	BITS PILANI	MBA (Columbia University), BASC in economics (University of Illinois at Urbana campaign), Managing Retails (IIM Ahmadabad)	Graduates
Date of Appointment	09/08/2022	08/08/2022	08/08/2022
Brief Resume & Expertise	Mr Ramesh Tainwala aged 63 years is qualified from BITS PILANI and a businessman from 4 decades.	Mr Ayush Tainwala aged 33 years is MBA (Columbia University), BASC in economics (University of Illinois at Urbana campaign), Managing Retails (IIM Ahmadabad) and have experience in Retail Sales & Operations, Manufacturing, Design & Development, Ecommerce, and Marketing & Communication	Mr D S Anand aged 63 years is a Graduate and having 4 decades of experience in the field of Manufacturing
Relationship between the Directors	Related to: Ayush Tainwala- Son	Related to: Ramesh Tainwala-Father	Not related to any Director.
Directorship held in other Companies as on 31 st March, 2022	Eight (8)	Eight (8)	One- (1)

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Chairman/Member of the Committee of the Board of Directors in other Companies as on 31 st March, 2022	0	0	0
Number of Shares held in the Company as on 31 st March, 2022	37497	81309	0
Number of Meetings of the Board attended	0	0	0
Details of remuneration last drawn	Not Applicable	Not Applicable	Not Applicable

Name of the Director	Mr. Uday Mehta
Date of Birth	02/07/1959
Qualification	B.COM
Date of Appointment	08/08/2022
Brief Resume & Expertise	Mr Uday Mehta aged 63 years is a businessman from 4 decades
Relationship between the Directors	Not related to any Director.
Directorship held in other Companies as on 31 st March, 2022	Three (3)
Chairman/Member of the Committee of the Board of Directors in other Companies as on 31 st March, 2022	0
Number of Shares held in the Company as on 31 st March, 2022	0
Number of Meetings of the Board attended	0
Details of remuneration last drawn	Not Applicable

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