



August 17, 2021

To,

BSE Limited 1 st Floor, New Trading Ring Rotunda Building P.J. Towers, Dalal Street Fort, Mumbai -400 001 Scrip Code: 526582	National Stock Exchange of India Limited Exchange Plaza, C- 1, Block G, Bandra – Kurla Complex Bandra (East) Mumbai – 400 051 Symbol: TPLPLASTEH
---	--

Dear Sir/Madam,

Sub: Notice of 28th Annual General Meeting of TPL Plastech Ltd.

This is further to our letter dated August 11, 2021, wherein the Company had informed that the 28th AGM of the Company is scheduled to be held on September 09, 2021 at 12:30 p.m.

Please find attached herewith Notice of 28th Annual General Meeting of the Company scheduled to be held on **Thursday, 09th September, 2021 at 12:30 p.m.** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) deemed to be held at the registered office of the Company.

Brief details of the 28th AGM of the Company are as under:

Benpos Date for Sending Notice	Friday, August 06, 2021
Cut off date for e-voting	Thursday, September 02, 2021
E-voting website:	https://instavote.linkintime.co.in
Remote e-voting start date	Saturday, September 04, 2021
Remote e-voting start time	09.00 A.M.
Remote e-voting end date	Wednesday, September 08, 2021
Remote e-voting end time	05.00 P.M.
Date of AGM	Thursday, September 09, 2021
AGM Time	12:30 p.m.

The said Notice is also placed on the Company's website www.tplplastech.in.

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

Thanking You,

For **TPL Plastech Limited**

Hemant Soni
Head Legal & Company Secretary

Encl: As above

TPL Plastech Ltd.

Registered Office : 102, 1st Floor, Centre Point, Somnath Daman Road, Somnath, Dabhel, Nani Daman, Daman - 396210. • **CIN :** L25209DD1992PLC004656

Corporate Office : 5th Floor, Sangeet Plaza, Marol Maroshi Road, Opp Marol Fire Brigade, Andheri (East), Mumbai – 400059
Tel. : 022 - 4062 4200 • Fax : 022 - 4062 4299 • E-mail : info@tplplastech.in • Website : www.tplplastech.in



NOTICE

NOTICE is hereby given that the **Twenty Eighth Annual General Meeting** of the Members of **TPL PLASTECH LIMITED** will be held on Thursday, 09th September, 2021 at 12:30 p.m., through Video Conferencing (VC)/Other Audio Visual Means (OAVM). The venue of the meeting shall be deemed to be the registered office of the Company at 102, 1st floor, Centre Point, Somnath Daman Road, Somnath, Dabhel, Nani Daman, Daman (U.T.) - 396210 to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements (both - Standalone and Consolidated) of the Company for the financial year ended 31st March 2021, including the Audited Balance Sheet as at 31st March, 2021, the Statement of Profit & loss and Cash Flow Statement for the year ended 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, 2021 and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT a dividend at the rate of ₹ 3.50 per equity share on the face value of ₹ 10/- each be and is hereby declared for the financial year ended 31st March, 2021 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, 2021.”

3. Appointment of Director retiring by rotation

To appoint Mr. Anil Jain (DIN: 00183364), who retires by rotation and being eligible, offers himself 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, Mr. Anil Jain (DIN: 00183364), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

4. Increase in Authorized Share Capital of the Company and consequential amendment to Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force) the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from ₹13,00,00,000/- (Rupees Thirteen Crores only) to ₹20,00,00,000/- (Rupees Twenty Crores only) by creation of additional 70,00,000 (Seventy Lakhs) equity shares of ₹ 10/- (Rupee Ten only) each, ranking *pari – passu* with the existing shares.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and rules framed thereunder, the consent of the members of the Company be and is hereby accorded for alteration of Clause 'V' of the Memorandum of Association of the Company by substituting in its place and stead the following:-

V. The Authorised Share Capital of the Company is ₹ 20,00,00,000 (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) Equity Shares of ₹ 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board ('the Board', which term shall include Committee of Directors authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

5. Issue of Bonus Shares

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

“RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of

TPL PLASTECH LIMITED

India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, consent of the members be and is hereby accorded to the Board of Directors of the Company ('the Board', which term shall include Committee of Directors authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalisation of a sum not exceeding ₹ 7,80,03,000 (Rupees Seven Crores Eighty Lakhs Three Thousand only) from and out of the free reserves/ securities premium account for the purpose of issue of bonus equity shares of ₹10/- (Rupees Ten only) each, credited as fully paid to eligible members of the Company holding equity shares of ₹10/- (Rupees Ten only) each of the Company whose names appear in the Register of Members on a 'Record Date' to be determined by the Board for this purpose, in the proportion of 1 (One) new fully paid-up equity share of ₹10/- (Rupees Ten only) each for every 1 (One) existing fully paid-up equity share of ₹10/- (Rupees Ten only) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member;

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank *pari passu* in all respects with the fully paid-up equity shares of the Company as existing on the Record Date;

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT in the case of members who hold shares or opt to receive the shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in certificate form, the share certificate(s) in respect of the bonus equity shares shall be despatched, within such time as prescribed by law and the relevant authorities;

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

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

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

Registered Office:

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

Date: 11th August, 2021

Place: Mumbai



Notes

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has allowed the Companies to conduct Annual General Meeting through video conferencing (“VC”) or other audio-visual means (“OAVM”). In this regard, MCA issued Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No.20/2020 dated May 5, 2020 and Circular No.02/2021 dated January 13, 2021 (“MCA Circulars”), prescribing the procedure and manner of conducting the Annual General Meeting through VC/ OAVM. Further, the Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (“SEBI Circulars”) has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) due to the COVID-19 pandemic. In compliance with the applicable provisions of the Companies Act 2013 (“Act”), MCA Circulars and SEBI Circulars/Listing Regulations and keeping in view with Government advisories on COVID-19, the Board of Directors has approved conducting of the 28th Annual General Meeting (AGM) of the Company through VC/ OAVM.
2. As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. 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.
5. The Register of Members of the Company will remain closed from September 03, 2021 to September 09, 2021 (both the days inclusive) for the purpose of payment of dividend.
6. 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 10, 2021 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.
7. 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, except in case of request received for transmission or transposition of securities. 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.
8. 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.
9. 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.
10. 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.

TPL PLASTECH LIMITED

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.

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, 2014 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

11. 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.

12. 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 09, 2021.

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.

13. 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.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated January 15, 2021, Notice of the AGM along with Annual Report 2020–21 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 2020–21 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.

15. 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 01, 2021. 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 01, 2021. 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.

16. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
17. Any person who is not a Member on the cut-off date should treat this notice for information purposes only.
18. 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.
19. **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.nsd.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.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. Existing user 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.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> 2. 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 INTIME, CDSL. Click on e-Voting service provider name to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. 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>	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. 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"> 1. 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 ➤ 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). 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. 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). 7. 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 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 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 Saturday, September 04, 2021 (09:00 a.m.) to Wednesday, September 08, 2021 (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 02, 2021 may cast their vote electronically. The e-voting module shall be disabled by Link Intime for voting thereafter.

TPL PLASTECH LIMITED

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 02, 2021, 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 TWENTY-EIGHT AGM THROUGH INSTAMEET

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

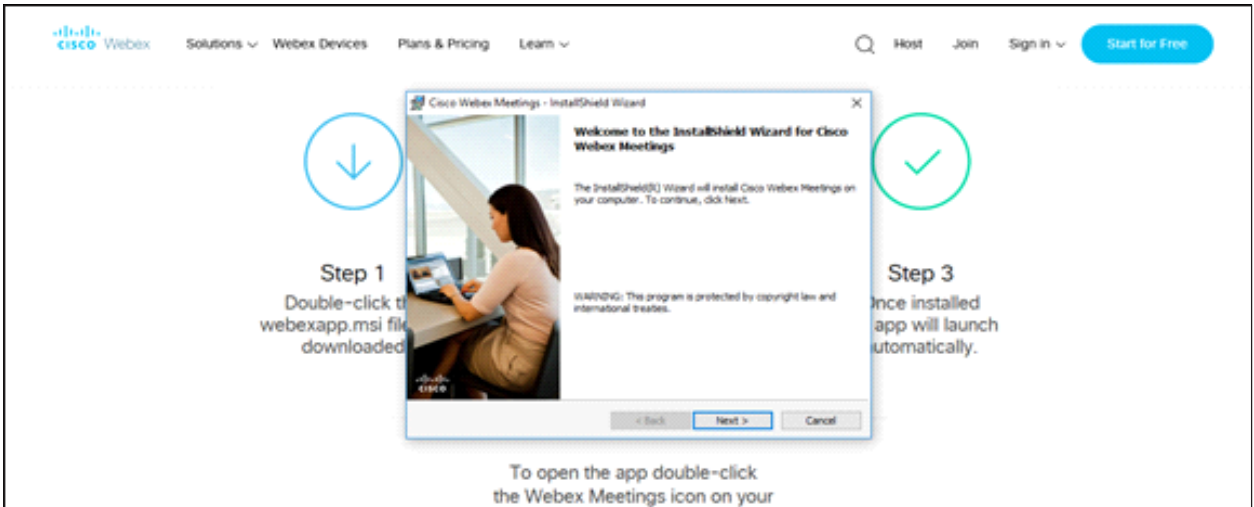
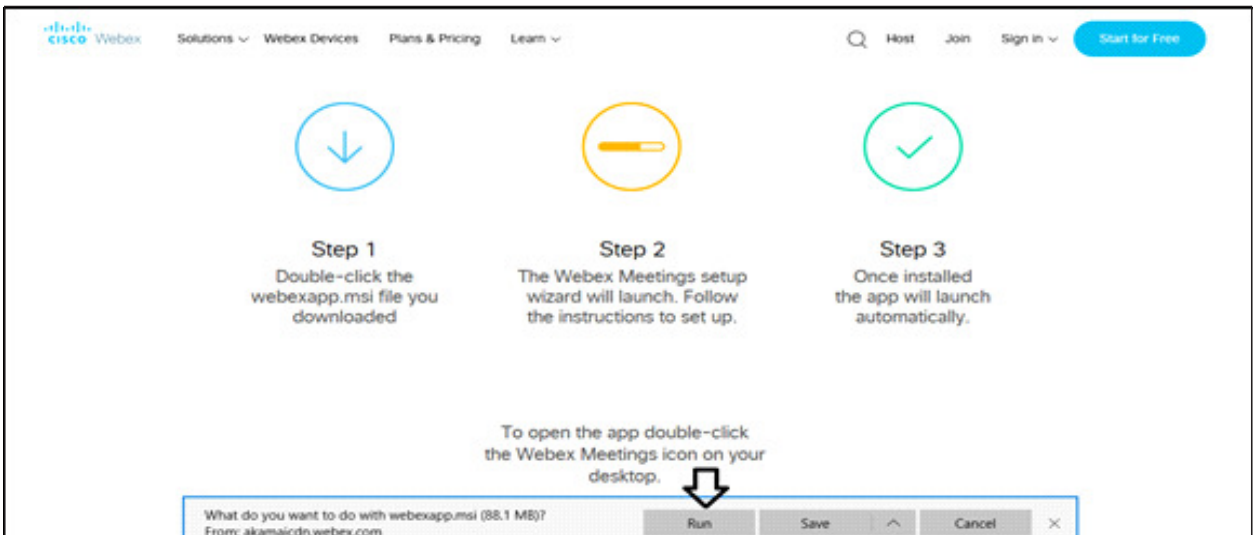
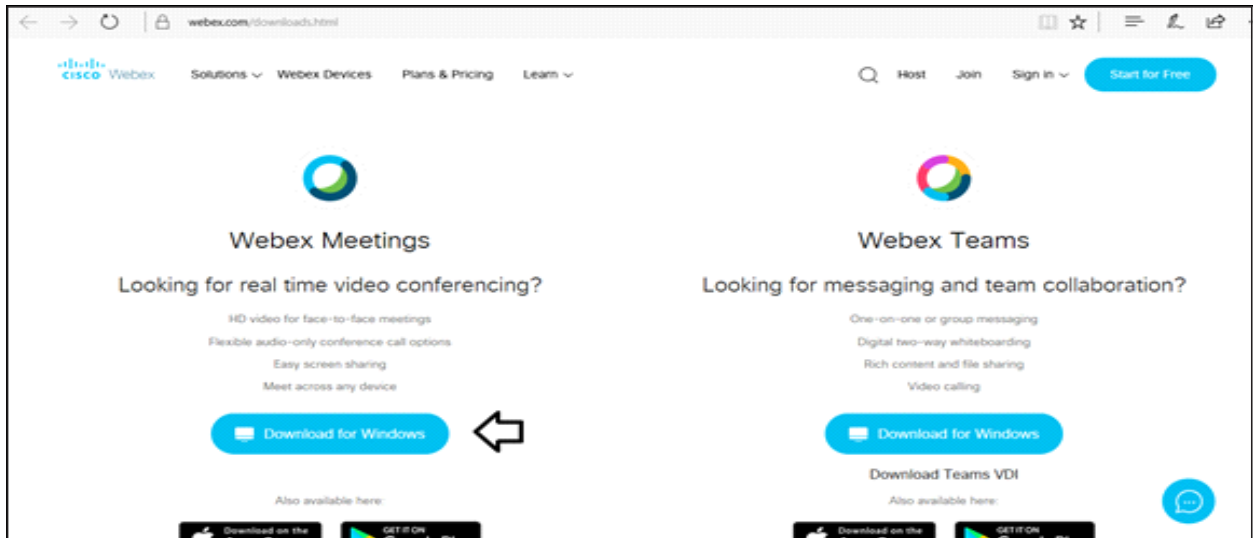
- Select the “**Company**” and ‘**Event Date**’ and register with your following details: -
- A. Demat Account No. or Folio No.:** Enter your 16-digit Demat Account No. or Folio No.
 - Shareholders/Members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/Members 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).

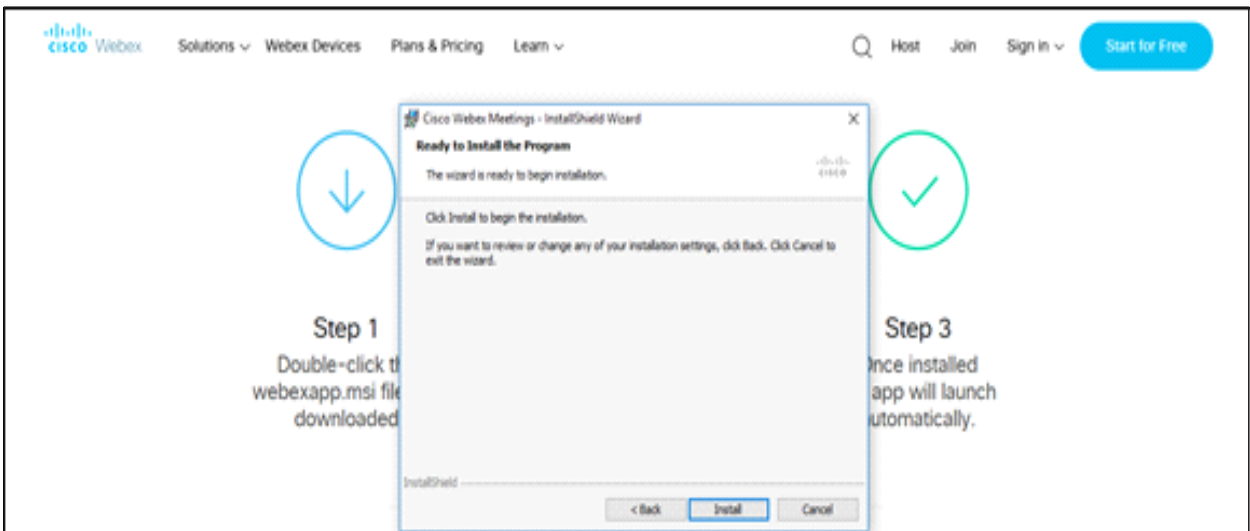
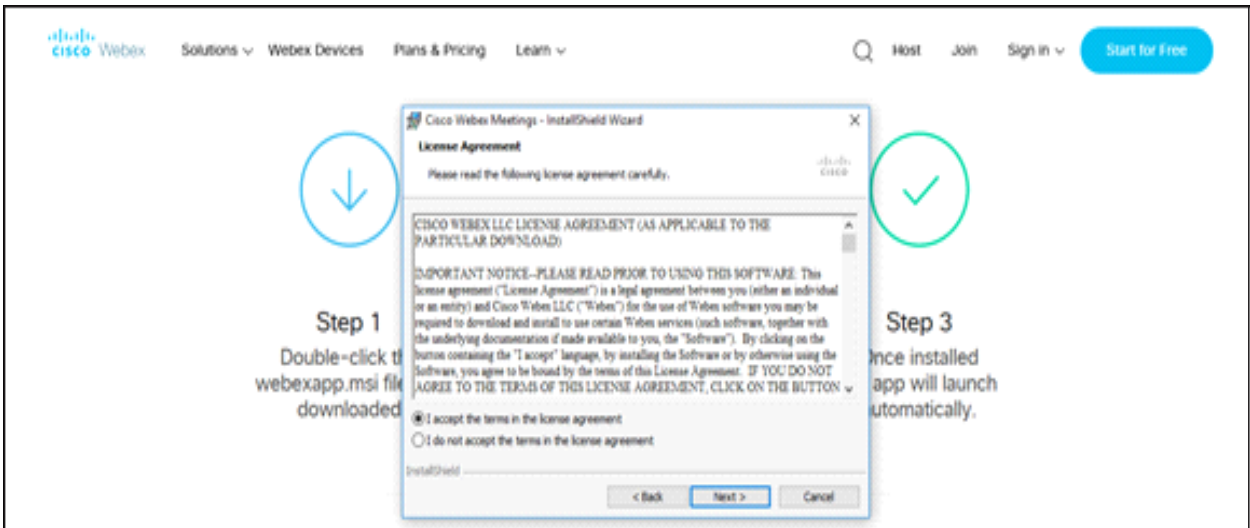
Members can log in and join 30 minutes prior to the schedule time of the AGM and window for joining the Meeting shall be kept open till the expiry of 15 minutes after the scheduled time. The Company shall provide VC/OAVM facility to Members to attend the AGM. The said facility will be available for 1000 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/>





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'**.



Event Information:

Event status: Join Event Now

Date and time: You cannot join the event now because it has not started.

Duration: First name:

Description: Last name:

Email address:

Event password:

By joining this event, you are accepting the Cisco Webex [Terms of Service](#) and [Privacy Statement](#).

Join by browser **NEW**

If you are the host, [start your event!](#)

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 Wednesday, 1st September, 2021.
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 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.
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.

TPL PLASTECH LIMITED

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.

20. 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 to 6 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 28th Annual General Meeting (Pursuant to Regulations 26 and 36 of the Listing Regulations and Secretarial Standards – 2 on General Meetings)

Name of Director	Mr. Anil Jain
Type	Non – Executive Director
DIN	00183364
Date of Birth	03-01-1955
Age	66 Years
Date of First Appointment	19-04-2017
Qualification	Electrical Engineering from Punjab University and Master's Degree in Business Administration from Delhi University.
Expertise in Specific Functional area	Over 40 years in the field of polymer technology and products and founder of Time Technoplast Limited (Holding Company).
Directorships in other Public Limited Companies (excluding foreign companies, private companies & Section 8 companies)	Time Technoplast Limited Schoeller Allibert Time Materials Handling Solutions Limited ACE Mouldings Limited
Membership of Committees/Chairmanship in other Public Limited Companies	Nil
No. of Board Meetings attended during the year	4
No. of Equity Shares held	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	None

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



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS

The following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item Nos. 4 and 5 of the accompanying Notice.

Item No. 4

At present the Authorized share capital of the company is ₹13,00,00,000 (Rupees Thirteen Crores only) divided into 1,30,00,000 (One Crore Thirty Lakhs) Equity Shares of ₹10/- each out of which paid up share capital of the company is ₹ 7,80,03,000 (Rupees Seven Crores Eighty Lakhs Three Thousand Only) divided into 78,00,300 equity shares of ₹10/- each.

The Board of Directors of the company in its meeting held on Wednesday, August 11, 2021 have recommended the issuance of bonus shares in the ratio of 1:1 i.e. 1 (One) fully Paid-up equity shares for every 1 (One) equity shares held if the resolution for issuance of bonus shares as recommended by the Board is approved by the members of the company then additional 78,00,300 paid up equity shares shall be allotted to the members post completion of process of bonus issue. So, the total paid up equity share capital post bonus issue shall be ₹15,60,06,000/- which shall exceed the present Authorised share capital of the company. So, in view of the proposed issuance of bonus shares, the present Authorised Share capital of the company need to be increased from ₹13,00,00,000 (Rupees Thirteen Crores only) to ₹20,00,00,000 (Rupees Twenty Crores) by creation of additional ₹ 7,00,00,000 (Rupees Seven Crores) divided into 70,00,000 (Seventy Lakhs) equity shares of ₹ 10/- each.

Further, in view of increase in Authorised share capital it is also necessary to amend clause V of the Memorandum of Association to increase the Authorised Share Capital from ₹13,00,00,000 (Rupees Thirteen Crores only) to ₹20,00,00,000 (Rupees Twenty Crores) As per the provisions of sections 13 & 61 of the companies Act, 2013, approval of the shareholders is required for alteration in the Memorandum of Association by way of passing an Ordinary Resolution.

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

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 4 of the Notice.

Item No. 5

The equity shares of the Company are listed and actively traded on the BSE Limited and National Stock Exchange of India Limited. The members are aware that the operations and performance of the Company has grown significantly over the past few years, which has generated considerable interest in the Company's equity shares in the market. In appreciation of continuing support from shareholders of the Company and to improve the liquidity of the Company's shares in the stock market, The Board of Directors at its meeting held on August 11, 2021, subject to consent of the members of the Company, approved and recommended issue of bonus equity shares of ₹10/- (Rupees Ten only) each credited as fully paid-up to eligible members of the Company in the proportion of 1 (one) new fully paid-up equity share of ₹10/- (Rupees Ten only) each for every 1 (one) existing fully paid-up equity share of ₹10/- (Rupees Ten only) each by capitalising a sum not exceeding ₹ 7,80,03,000 (Rupees Seven Crores Eighty Lakhs Three Thousand only) out of free reserves/ securities premium account, as may be considered appropriate.

Article 142 of the Articles of Association of the Company permits capitalization of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the Members as fully paid bonus shares.

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

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is, 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
Head-Legal, Company Secretary & Compliance Officer**

Registered Office:

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

Date: 11th August, 2021

Place: Mumbai