



February 15, 2024

To,  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C-1, Block G,  
Bandra – Kurla Complex,  
Bandra (East), Mumbai – 400 051  
**Symbol: TPLPLASTECH**

**BSE Limited**  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building,  
P.J. Towers, Dalal Street,  
Fort, Mumbai – 400 001  
**Scrip Code: 526582**

Dear Sir/Madam,

**Sub: Notice of Postal Ballot**

**Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Please find enclosed herewith the Notice of Postal Ballot dated February 09, 2024 seeking approval of Members for:-

Sr. No.	Type of Resolution	Resolution
1.	Ordinary Resolution	Material modification in the approved limit of Related Party Transaction(s) with Time Technoplast Limited, the Holding Company for the Financial Year 2023 – 2024.
2.	Ordinary Resolution	Material Related Party Transaction(s) with Time Technoplast Limited, the Holding Company for the Financial Year 2024 – 2025.

In accordance with the relevant MCA circulars, the said Notice is being sent electronically to those Members whose names appear in the Register of Members/List of Beneficial Owners as of Friday, the 09<sup>th</sup> February, 2024 (“Cut-off date”) and whose e-mail IDs are registered with Link Intime India Private Limited, the Registrar & Share Transfer Agent of the Company or the Depository Participant(s).

The remote e-Voting period shall commence on Friday, the 16<sup>th</sup> February, 2024 at 09:00 a.m. (IST) and ends on Saturday, the 16<sup>th</sup> March, 2024 at 05:00 p.m. (IST).

The results of the remote e-Voting shall be declared within two working days of the conclusion of the remote e-Voting i.e. on or before Tuesday, the 19<sup>th</sup> March, 2024.

The Postal Ballot Notice along with explanatory statement is available on the website of the Company at [www.tplplastech.in](http://www.tplplastech.in) and also on the website of Link Intime India Private Limited, the Company’s Registrar and Share Transfer Agent at <https://instavote.linkintime.co.in>.

You are requested to kindly take the same on record.

Thanking You,

Yours faithfully,

**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](mailto:info@tplplastech.in) • **Website :** [www.tplplastech.in](http://www.tplplastech.in)



**TPL PLASTECH LIMITED**

**CIN:** L25209DD1992PLC004656

**Registered Office:** 102, 1<sup>st</sup> Floor, Centre Point, Somnath Daman Road,  
Somnath, Dabhel, Nani Daman, Dadra and Nagar Haveli and Daman and Diu, (U.T) – 396210  
**Tel.** 022 – 68524200 **Website:** [www.tplplastech.in](http://www.tplplastech.in); **Email:** [investors@tnpl.net.in](mailto:investors@tnpl.net.in)

**NOTICE OF POSTAL BALLOT**

**[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies  
(Management and Administration) Rules, 2014]**

<b>VOTING STARTS ON</b>	<b>VOTING ENDS ON</b>
<b>February 16, 2024 at 09:00 a.m. (IST)</b>	<b>March 16, 2024 at 05:00 p.m. (IST)</b>

Dear Members,

**NOTICE** is hereby given pursuant to the provisions of Section 110 read with Section 108 and all other applicable provisions of the Companies Act, 2013 (the “**Act**”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (“**ICSI**”) including any statutory modifications, amendments or re-enactments thereof for the time being in force and other applicable laws and regulations, if any, for seeking approval of the members by way of resolutions for the matter as considered in the resolutions appended below through postal ballot only by means of remote e-voting (“**Postal Ballot**”).

The Members may note that the Ministry of Corporate Affairs (the “**MCA**”) vide its General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 3/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023 and other applicable circulars (collectively referred to as the “**MCA Circulars**”), have allowed the Companies to take all decisions requiring members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and the Rules, without holding a general meeting that requires physical presence of members at a common venue.

The Board has appointed Mr. Arun Dash, Practicing Company Secretary, Mumbai, (Membership No. FCS 9765 and C. P. No. 9309) of Arun Dash & Associates as Scrutinizer for conducting the Postal Ballot through remote e-Voting process in a fair and transparent manner.

The Board of Directors of the Company proposes to obtain the consent of the members by way of Postal Ballot for the matters as considered in the resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said resolutions, setting out material facts and the reasons for the Resolutions is also annexed. You are requested to peruse the proposed Resolutions, along with the Explanatory Statement, and thereafter record your assent or dissent by means of

remote e-Voting facility provided by the Company.

In accordance with the said MCA Circulars and applicable provisions of the Act and Listing Regulations, this Postal Ballot Notice is being sent in electronic mode to Members whose e- mail address is registered with the Company or the Depository Participant(s) and the communication of assent/dissent of the members will only take place through the remote e-Voting facility being offered by the Company instead of physical Postal Ballot forms. Accordingly, physical copy of the Notice along with the Postal Ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. This Notice is accordingly being issued to the Members in compliance with the MCA Circulars.

**SPECIAL BUSINESS:**

**1. Material modification in the approved limit of Related Party Transaction(s) with Time Technoplast Limited, the Holding Company for the Financial Year 2023 – 2024**

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

**“RESOLVED THAT** pursuant to regulation(s) 23(4), 2(1)(zc) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), Section 188 and applicable provisions of the Companies Act, 2013 (‘Act’) read with rules made thereunder, as amended from time to time, and the Policy on Related Party Transaction(s) of the Company and in partial modification to the resolution passed by the Members of the Company in the Annual General Meeting held on September 21, 2023, approving the Related party transaction(s) of the Company aggregating to Rs. 50 Crores with Time Technoplast Limited, Holding Company and accordingly a Related Party in terms of the SEBI Listing Regulations, the approval of the Members be and is hereby accorded to the Board of Directors of Company (‘Board’, which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to amend/modify/ratify the terms of the said Related Party contract(s)/arrangement(s)/transaction(s) with Time Technoplast Limited and increase the transaction value by Rs. 100 Crores (for Purchase/Sale of Intermediate Bulk Containers (IBCs), Raw Material Components, Plastic Accessories, Inner Containers, etc. and other transactions of business which are proposed to be entered into between the Company and Time Technoplast Limited going forward), thereby now aggregating to Rs. 150 Crores, to be entered during Financial Year 2023-2024, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length basis and in the ordinary course of business of the Company and Time Technoplast Limited.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary or any other Officer(s), as Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

## **2. Material Related Party Transaction(s) with Time Technoplast Limited, the Holding Company for the Financial Year 2024 – 2025**

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

**“RESOLVED THAT** pursuant to regulation(s) 23(4), 2(1)(zc) and other applicable regulation, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), Section 188 and other applicable provisions of the Companies Act, 2013 (the 'Act'), 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, a Listed Holding 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 Time Technoplast Limited, for an aggregate value of up to Rs. 150 Crores, to be entered during Financial Year 2024-2025, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary or any other Officer(s), as Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

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

**Date: February 09, 2024**

**Hemant Soni**

**Place: Mumbai**

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

**Registered Office:**

102, 1<sup>st</sup> Floor, Centre Point, Somnath  
Daman Road, Somnath, Dabhel, Nani Daman,  
Dadra and Nagar Haveli and Daman and Diu, (U.T.) 396210  
CIN: L25209DD1992PLC004656  
E-mail: [investors@tnpl.net.in](mailto:investors@tnpl.net.in)  
Website: [www.tplplastech.in](http://www.tplplastech.in)

**Notes:**

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended, setting out the material facts concerning the said Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (“Notice”).
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the voting rights is Friday, February 09, 2024 (“Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only.
3. The Notice is being electronically sent to all the Members of the Company, whose name appear on the Register of Members/List of Beneficial Owners as received from National Security Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) and whose email addresses are registered with the Company or with the depository(ies)/depository participants as on the Cut-off date. It is however, clarified that all members of the Company as on the closure of Cut-off date (including those members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.
4. The Postal Ballot Notice is uploaded on the website of the Company, i.e. [www.tplplastech.in](http://www.tplplastech.in) and on the website of Link Intime India Pvt. Ltd. <https://instavote.linkintime.co.in>.

5. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
6. The e-Voting period commences on Friday, February 16, 2024 (09.00 a.m. IST) and ends on Saturday, March 16, 2024 (05.00 p.m. IST).
7. All documents referred in the Notice and the Explanatory Statement will be available for inspection by the members without payment of any fee from the date of circulation of Notice upto the date of announcement of results.
8. Mr. Arun Dash, Practicing Company Secretary, Mumbai, (Membership No. FCS 9765 and C. P. No. 9309) of Arun Dash & Associates has been appointed as the Scrutinizer for conducting the Postal Ballot, in accordance with law, through remote e-Voting process in a fair and transparent manner.
9. As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL
  1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  2. If you are 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>
  3. 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
  1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

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 the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
  3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
  4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://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, the 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.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants
- You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form/Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on **“Sign Up”** under **‘SHARE HOLDER’** tab and register with your following details: -
  - A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - B. PAN:**

Enter your 10-digit Permanent Account Number (PAN) (Shareholders 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.

*\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

*\*Shareholders holding shares in **NSDL form**, shall provide '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).

3. Click on 'Login' under '**SHARE HOLDER**' tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. 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).
4. 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.

**Guidelines for 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.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.



### Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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

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

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

### Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders 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".

## **EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”):**

The following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item No(s). 1 & 2 of the accompanying Notice.

### **Item No(s). 1 & 2**

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, any transactions 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 Rs. 1,000 Crores or 10% of Annual Consolidated Turnover of the Company as per the last Audited Financial Statements of the Company, whichever is lower, and shall require prior approval of shareholders 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 into an agreement for manufacturing of Intermediate Bulk Containers (IBCs) under Time Technoplast Limited's brand '**GNX**' at the commencement of its new State-of-the-Art Industrial Packaging manufacturing facility at Dahej, Gujarat. The Greenfield facility is manufacturing IBCs along with other existing industrial packaging products, which are used in various industries including Chemicals, Speciality Chemicals, Pharmaceuticals, FMCG, Food Products etc.

Time Technoplast Limited is a multinational Listed Company and Holding Company (75%) of TPL Plastech Limited, consequently a Related Party of the Company in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations and one of the leading manufacturers of technology-based polymer and composite products. Time Technoplast Limited is first to launch IBCs in India and 3<sup>rd</sup> Largest IBC manufacturer worldwide under the brand name of '**GNX**' and manufacturing IBCs for more than 15 years. The transaction therefore will not only help enhance business operations for the Company but also bring synergies by sharing & pooling common resources, saving costs and leading to strategic advantage for the Company.

On September 21, 2023, the shareholders of TPL Plastech Limited, at the Annual General Meeting, approved the Related Party Transaction(s) with Time Technoplast Limited on such terms and conditions as agreed between the Company and Time Technoplast Limited, for an aggregate value of up to Rs. 50 Crores for Purchase/Sale of Intermediate Bulk Containers (IBCs) Raw Material Components, Plastic Accessories, Inner Containers, etc. and other transactions of business to be entered during Financial Year 2023-2024, 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 and Time Technoplast Limited.

The proposed estimate of business for IBCs and other products between Time Technoplast Limited and the Company may increase the approved limit of Related Party Transaction(s), therefore, it is proposed to seek the approval of members to increase the existing limit from Rs. 50 Crores to Rs. 150 Crores for the Financial Year 2023-2024.

Further, the estimated value of Related Party Transaction(s) with Time Technoplast Limited is also expected to exceed the materiality threshold in the Financial Year 2024-2025 therefore, it is proposed to take approval for the limit of Rs. 150 Crores for the Financial Year 2024-2025.

These transactions will also ensure consistent flow of desired quality and quantity of materials without interruptions and help in generating revenue for the Company.

The Management has provided the Audit Committee with the relevant details, as required under law, of various proposed Related Party Transaction(s) including rationale, material terms and basis of pricing. The Audit Committee, after discussion and deliberation, has granted approval for modifying the terms of already approved Related Party Transaction(s) with Time Technoplast Limited for an aggregate value of up to Rs. 150 Crores for the Financial Year 2023-2024.

The Audit Committee, after reviewing all necessary information, has also granted approval for entering Related Party Transaction(s) with Time Technoplast Limited for an aggregate value of upto Rs. 150 Crores, to be entered during Financial Year 2024-2025.

The Audit Committee has noted that the said transactions to be entered into with Time Technoplast Limited in Financial Year 2023-2024 and Financial Year 2024-2025 will be on an arms' length basis and in the ordinary course of business of the Company.

**Details of the proposed transactions with Time Technoplast Limited, being a Related Party of the Company, including the information pursuant to SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is as follows:**

Sr. No.	Particulars	Details
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 Intermediate Bulk Containers (IBCs), Raw Material Components, Plastic Accessories, Inner Containers, etc. The aforesaid transactions are proposed to be entered during FY 2023-2024 and FY 2024-2025 for an aggregate amount of up to Rs. 150 Crores each year.
3	Relationship with the Listed Entity, including nature of its concern or interest financial or otherwise	Time Technoplast Limited is a Holding Company (75%) of TPL Plastech Limited.
4	Tenure of the proposed transaction	Financial Year 2023-2024 Financial Year 2024-2025
5	Value of the proposed transaction	Rs. 150 Crores in FY 2023–2024 Rs. 150 Crores in FY 2024–2025
6	Percentage of annual turnover of TPL Plastech Limited considering FY 2022-2023 as the immediately preceding Financial Year	55.43%

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
7	Justification for the transaction	The transaction will not only help enhance business operations for the Company but also bring synergies by sharing & pooling common resources, saving costs and leading to strategic advantage for the Company. These transactions will also ensure consistent flow of desired quality and quantity of material without interruptions and help in generating revenue for the Company.
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 in ordinary course of business and at arm's length basis.
9	Details of the valuation report or external party report relied upon	NA

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.

Members may note that pursuant to the provisions of the SEBI 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.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

Based on the consideration and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolutions forming part of Item No(s). 1 & 2 of the accompanying Notice to the shareholders for approval.

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

**Date: February 09, 2024**

**Hemant Soni**

**Place: Mumbai**

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

**Registered Office:**

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