



June 26, 2025

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: TPLPLASTE**

**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 May 23, 2025 seeking approval of Members for:-

Sr. No.	Type of Resolution	Resolution
1.	Ordinary Resolution	Material Related Party Transaction(s) with Time Technoplast Limited, the Holding Company for the Financial Year 2025 – 2026
2.	Ordinary Resolution	Material Related Party Transaction(s) with Avion Exim Private Limited, the Related Party for the Financial Year 2025 – 2026

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 20<sup>th</sup> June 2025 ("Cut-off date") and whose e-mail IDs are registered with MUFG 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 27<sup>th</sup> June 2025 at 09:00 a.m. (IST) and ends on Saturday, the 26<sup>th</sup> July 2025 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 29<sup>th</sup> July, 2025.

The Postal Ballot Notice along with explanatory statement is available on the website of the Company at <https://www.tplplastech.in/> and also on the website of MUFG 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]**

VOTING STARTS ON	VOTING ENDS ON
June, 27 2025 at 09:00 a.m. (IST)	July 26, 2025 at 05:00 p.m. (IST)

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 (“**MCA**”) vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 (hereinafter collectively referred to as (“**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 the 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 Related Party Transaction(s) with Time Technoplast Limited, the Holding Company for the Financial Year 2025 - 2026**

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 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. 325 Crores, to be entered during Financial Year 2025-2026, 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.”

**2. Material Related Party Transaction(s) with Avion Exim Private Limited, the Related Party for the Financial Year 2025 – 2026**

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 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 Avion Exim Private Limited, 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 Avion Exim Private Limited, for an aggregate value of up to Rs. 85 Crores, to be entered during Financial Year 2025-2026, 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: May 23, 2025**  
**Place: Mumbai**

**Hemant Soni**  
**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, June 20, 2025 ("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 MUFG 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, June 27, 2025 (09.00 a.m. IST) and ends on Saturday, July 26, 2025 (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. In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access e-Voting facility*

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

**Individual Shareholders holding securities in demat mode with NSDL**

**METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility**

**Shareholders who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) 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.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Shareholders who have not registered for NSDL IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL**

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.

- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **Individual Shareholders holding securities in demat mode with CDSL**

#### **METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility**

##### **Shareholders who have registered/opted for CDSL Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

##### **Shareholders who have not registered for CDSL Easi/ Easiest facility:**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> or <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### **METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL**

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.



- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### **Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### **Login method for shareholders holding securities in physical mode /Non-Individual Shareholders holding securities in demat mode**

Shareholders holding shares in physical mode/Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

#### **Shareholders who have not registered for INSTAVOTE facility:**

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

##### **A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

##### **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 NSDL form, shall provide 'D' above

\*\*Shareholders 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).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click "Submit" (You have now registered on InstaVote).

**Shareholders who have registered for INSTAVOTE facility:**

c) Click on "**Login**" under 'SHARE HOLDER' tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click "Submit"

d) Cast your vote electronically:

- A. After successful login, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon.
- C. E-voting page will appear.
- D. 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).
- E. 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 ("Custodian / Corporate Body/ Mutual Fund")

### STEP 1 – Custodian/ Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on “**Sign Up**” under “Custodian / Corporate Body/ Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

### STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Investor Mapping**” tab under the Menu Section
- c) Map the Investor with the following details:
  - A. ‘Investor ID’ –
    - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
    - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
  - B. ‘Investor’s Name’ - Enter Investor’s Name as updated with DP.
  - C. ‘Investor PAN’ - Enter your 10-digit PAN.
  - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

*\*File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/Mutual Fund Entity). The same can be viewed under the “Report Section”.

### STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

- b) Click on **“Votes Entry”** tab under the Menu section.
- c) Enter the **“Event No.”** for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under **“On-going Events”**.
- d) Enter **“16-digit Demat Account No.”** for which you want to cast vote.
- e) 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).
- f) 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.

**OR**

## **METHOD 2 - VOTES UPLOAD**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the **“Notification for e-voting”**.
- c) Select **“View”** icon for **“Company’s Name / Event number”**.
- d) E-voting page will appear.
- e) Download sample vote file from **“Download Sample Vote File”** tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under **“Upload Vote File”** option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

### **Helpdesk:**

#### **Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 - 4918 6000.

#### **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
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

### **Forgot Password:**

#### **Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

#### **User ID:**

*NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.*

*CDSL demat account – User ID is 16 Digit Beneficiary ID.*

*Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.*

**In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>**

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 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 has forgotten the password:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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**

In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), any transaction(s) with a Related Party shall be considered material if the value—either individually or taken together with previous transactions during a financial year—exceeds ₹ 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower. Such transactions require prior approval of shareholders through an ordinary resolution, regardless of whether they are conducted in the ordinary course of business or on an arm's length basis.

In line with its ongoing strategy to strengthen and expand its Industrial Packaging product portfolio, the Company continues to operate its state-of-the-art manufacturing facility at Dahej, Gujarat. This facility, which has been operational in full swing, plays a key role in the production of Intermediate Bulk Containers (IBCs) under the well-established brand name 'GNX', along with a range of other industrial packaging products. These products are supplied to a broad spectrum of industries, including Chemicals, Specialty Chemicals, Pharmaceuticals, FMCG, and Food Products, among others.

To support the growing operations of this facility and meet the increasing market demand for IBCs, the Company has an ongoing arrangement with its holding company, Time Technoplast Limited, for the manufacturing and sale of IBCs and inner containers. This arrangement also covers the procurement and sale of raw material components, plastic accessories, and other related items necessary for the production process. These transactions are fully aligned with the Company's operational and strategic priorities, especially in the context of expanding volumes and heightened product demand.

In the previous financial year, the Company had obtained approval for a Related Party Transaction limit of Rs. 150 Crores with Time Technoplast Limited. However, due to the substantial increase in demand and corresponding rise in production volumes, the proposed limit for the Financial Year 2025-2026 has been increased to Rs. 325 Crores.

Time Technoplast Limited, a multinational, publicly listed entity holding a 75% equity stake in the Company, is classified as a Related Party under Regulation 2(1)(zb) of the SEBI Listing Regulations. With over 20 years of experience in the IBC segment and recognized as one of the top three global manufacturers, Time Technoplast was also the first to introduce IBCs in the Indian market under the 'GNX' brand. Leveraging its technological leadership, manufacturing excellence, and industry know-how continues to provide the Company with

significant advantages in terms of cost efficiency, resource optimization, and operational scalability.

Given the expected transaction volume, the estimated value of Related Party Transactions with Time Technoplast Limited is anticipated to exceed the prescribed materiality threshold in the Financial Year 2025-2026. As such, the Company seeks approval for a limit of Rs. 325 Crores for the said financial year.

These transactions will not only ensure an uninterrupted and consistent supply of raw materials and components of the requisite quality and quantity but will also support the Company's revenue generation and long-term growth trajectory.

The Audit Committee, after reviewing all necessary information, has also granted omnibus approval for entering Related Party Transaction(s) with Time Technoplast Limited for an aggregate value of upto Rs. 325 Crores, to be entered during Financial Year 2025-2026.

The Audit Committee has noted that the said proposed transactions to be entered into with Time Technoplast Limited in Financial Year 2025-2026 will be in the ordinary course of business of the Company and at an arms' length basis. The transactions with Related Parties will be reviewed and approved by the Audit Committee and the Board on a quarterly basis, subject to the overall limits approved by the shareholders.

**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 2025-2026 for an aggregate amount of up to Rs. 325 Crores in one or more tranches.
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.

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
4	Tenure of the proposed transaction	Financial Year 2025-2026
5	Value of the proposed transaction	Rs. 325 Crores in FY 2025-2026
6	Percentage of annual turnover of TPL Plastech Limited considering FY 2024-2025 as the immediately preceding Financial Year	93.03%
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 of the accompanying Notice to the shareholders for approval.

**Item No(s). 2**

In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), any transaction(s) with a Related Party shall be considered material if the value—either individually or taken together with previous transactions during a financial year—exceeds ₹ 1,000 crores or 10% of the annual consolidated turnover of the company as per the last audited financial statements, whichever is lower. Such transactions require prior approval of shareholders through an ordinary resolution, regardless of whether they are conducted in the ordinary course of business or on an arm's length basis.

In response to the increasing market demand for Intermediate Bulk Containers (IBCs), the Company has witnessed a significant rise in production volumes. To support this growth and ensure uninterrupted supply of essential components, the Company proposes to enter into a Related Party Transaction with Avion Exim Private Limited, a group company within the Time Group structure.

This arrangement is intended to facilitate the purchase and sale of raw materials, metal accessories and other related items necessary for the manufacture of IBCs. These transactions are expected to play a vital role in maintaining seamless operations, securing timely procurement, and achieving greater operational efficiency. The collaboration with Avion Exim aligns with the Company's strategic focus on strengthening its supply chain, optimizing procurement processes, and responding effectively to the scaling demand in both domestic and international markets.

Given the anticipated increase in transaction volume, the estimated value of Related Party Transactions with Avion Exim Private Limited is expected to exceed the materiality threshold as defined under applicable SEBI Listing Regulations. Accordingly, the Company proposes to seek approval for a transaction limit of Rs. 85 Crores for the Financial Year 2025-2026.

These transactions will help ensure a consistent and uninterrupted supply of high-quality materials in the required quantities, supporting the Company's revenue generation capabilities and long-term growth objectives.

The Audit Committee, after reviewing all necessary information, has also granted omnibus approval for entering Related Party Transaction(s) with Avion Exim Private Limited for an aggregate value of upto Rs. 85 Crores, to be entered during Financial Year 2025-2026.

The Audit Committee has noted that the said proposed transactions to be entered into with Avion Exim Private Limited in Financial Year 2025-2026 will be in the ordinary course of business of the Company and at an arms' length basis. The transactions with Related Parties will be reviewed and approved by the Audit Committee and the Board on a quarterly basis, subject to the overall limits approved by the shareholders.

**Details of the proposed transactions with Avion Exim Private 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:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1	Name of the Related Party	Avion Exim Private Limited
2	Type, material terms and particulars of the transaction	The Company has an arrangement with Avion Exim Private Limited for the purchase and sale of raw material, metal accessories, and other related items required for the manufacture of IBCs. The proposed transactions are to be entered during FY 2025-2026 for an aggregate value of up to Rs. 85 Crores.
3	Relationship with the Listed Entity, including nature of its concern or interest financial or otherwise	Avion Exim Private Limited is a Related Party of the Company under Regulation 2(1)(zb) of the SEBI Listing Regulations.
4	Tenure of the proposed transaction	Financial Year 2025-2026
5	Value of the proposed transaction	Rs. 85 Crores in FY 2025-2026
6	Percentage of annual turnover of TPL Plastech Limited considering FY 2024-2025 as the immediately preceding Financial Year	24.33%
7	Justification for the transaction	The transaction is essential to support uninterrupted manufacturing operations by securing critical raw materials and components. It also contributes to cost optimization, operational efficiency, and ensures quality and timely supply, all of which support the Company's strategic growth in the IBC segment.
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.

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
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). 2 of the accompanying Notice to the shareholders for approval.

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

**Date: May 23, 2025**

**Place: Mumbai**

**Hemant Soni**

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

**Registered Office:**

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