

NOTICE

Notice is hereby given that the THIRTY FIRST ANNUAL GENERAL MEETING of the Members of TAINWALA CHEMICALS AND PLASTICS (INDIA) LIMITED will be held at Indian Institute of Packaging (IIP) E – 2, Road No. 8, MIDC Area, near Reliance Energy office, MIDC, Andheri (East), Mumbai – 400 093 on Tuesday 20th September, 2016 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet, Profit & Loss Account and the Reports of Directors and Auditors as on 31st March, 2016.
2. To appoint a Director in place of Mr. Rajkumar Tainwala (DIN: 00294029), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. GMJ & Co., Chartered Accountants (FRN 103429W), as Statutory Auditor of the Company in place of M/s. Rungta & Associates, Chartered Accounts the retiring Statutory Auditors, to hold the office from the conclusion of this Annual General meeting until the conclusion of the Thirty Sixth Annual General Meeting, subject to ratification at every Annual General Meeting and to fix their remuneration as per the following Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other relevant provisions of the Companies Act, 2013 and the rules made there under, (including any statutory modification (s) or re-enactment (s) thereof for the time being in force) M/s. GMJ & Co., Chartered Accountants (FRN 103429W), be and are hereby appointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting and to fix their remuneration."

"RESOLVED FURTHER THAT any Director be and is hereby authorized to file the necessary forms, if required, in connection with the appointment of the statutory auditor with the Registrar of Companies, within the stipulated time."

SPECIAL BUSINESS:

1. 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 188 and other applicable provisions of the Companies Act, 2013, read with applicable Rules under Companies (Meeting of Board and its Power) Rules, 2014 and in terms of applicable provisions of new Listing agreement executed with the Stock Exchanges (including any amendment, modification or re-enactment thereof) if any, consent of the members of the Company be and is hereby accorded for entering into related party transactions with M/s. Abhishri Packaging Private Limited for the financial year 2016-17 and every year thereafter, upto the maximum per annum limit of Rs. 7 Crores* (Rupees Seven Crores) only.

*Expected maximum annual value of transaction over the next three to four years.

"RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors of the company be and are hereby authorized to do all such acts, deeds, things, as may be necessary to company be and are hereby authorized to do all such acts, deeds, things, as may be necessary to settle any question, difficulty or doubt that may arise with regard to give effect to and to finalize any documents and writings related thereto."

By Order of the Board of Directors
For TAINWALA CHEMICALS AND PLASTICS (INDIA) LIMITED

(POOJA KHEDKAR)
(ACS No: 32110)
Company Secretary

Registered Office:
"Tainwala House",
Road No. 18, M.I.D.C., Marol,
Andheri (East),
Mumbai - 400 093
Place: Mumbai.
Date: 20th May, 2016

NOTES:

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 relating to the special Businesses to be transacted at the Annual General Meeting (AGM) in annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL, SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 14.09.2016 to 20.09.2016 (both days inclusive).
4. Corporate Members intending to send their authorised representative to attend the Annual General Meeting, pursuant to section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
5. Members are requested to immediately intimate change of address if any, to the Company/Registrar and share transfer agent quoting reference to their registered folio number.
6. Members are requested to send all share transfer lodgments (physical mode)/correspondence to the Registrar and Share Transfer Agent at the following address up to the date of book closure :

M/S. LINK INTIME INDIA PRIVATE LIMITED

C-13, Pannalal Silk Mills Compound,

LBS Road, Bhandup (West),

Mumbai – 400 078 Tel:25963838

7. Members who have multiple accounts in identical names or joint accounts in same order are requested to send all the share certificates to Link In time India Pvt. Ltd. for Consolidation of all such shareholdings into one account to facilitate better service.
8. Members can avail nomination facility by filling in and forwarding the nomination form to the RTA, pursuant to Section 72 of the Companies Act, 2013, form to the RTA, if not already done.
9. Members can address their queries to the Company at cs@tainwala.in / simran@tainwala.in.
10. Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled in 'E-Communication Registration Form', available on the website of the Company www.tainwala.in.
11. Members are requested to bring their attendance slip duly filled in details like DP Id and Client Id along with their copy of annual reports to the meeting.
12. Members having any questions on accounts are requested to send their queries At least 15 days in advance to the Company at its Registered office to enable the Company to collect the relevant information.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Transfer Agent.

14. Pursuant to the provisions of Section 107 and 108, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the option of E-Voting facility to all members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting. The Members who wish to attend Annual General Meeting can vote at the Meeting. The Company has appointed Mr. Malay Shah, from Malay Shah & Associates, Practicing Company Secretary as a Scrutinizer.
15. Voting Instructions to all the shareholders who are desiring to vote through remote E-voting & are eligible to vote are as follows:
- (I) The voting period begins on 17th September, 2016 at 09.00 am till 19th September, 2016 05.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 14th September, 2016, may cast their vote electronically. The e-voting module shall be disabling by CDSL for voting thereafter.

COMPANY NAME: TAINWALACHEMICALS & PLASTICS (INDIA) LIMITED
EVSN: 160709005

16. E-Voting Facility:

For availing e-Voting facility, the following procedure is to be followed by the members:

- Log on to the e-voting website www.evotingindia.com
- Click on "Shareholders" tab.
- Select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login).
- If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as Physical shareholders).</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the Demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	DD/MM/YYYY
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote,

provided that company opts for e-voting through Central Depository Services (India) Limited (CDSL) platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- l) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - j) Click on the EVSN for the relevant TAINWALA CHEMICALS & PLASTICS (INDIA) LIMITED on which you choose to vote.
 - k) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - m) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - o) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - p) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

IN CASE OF MEMBERS RECEIVING THE PHYSICAL COPY:

- (A) Please follow all steps from serial no. (a) To serial no. (p) above to cast vote.
 - (B) The voting period begins on Saturday, 17th September, 2016 at 09.00 a.m. and ends on 19th September, 2016 till 05.00 p.m. The voting rights shall be as per the number of equity share held by the Member (s) as on Wednesday, 14th September, 2016. Members are eligible to cast vote electronically only if they are holding shares as on that date. The e-voting module shall be disabled by Central Depository Services (India) Limited (CDSL) for voting thereafter.
 - (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
15. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company between 10.00 a.m. and 12.00 p.m. on any working day up to the date of AGM.
 16. In order to support the Green Initiative of the Government and to save paper, Members are requested to please register email ID with their depositories and RTA with a copy to the Company to enable the Company to send documents like Report, Accounts, Notices etc. through electronic mode for convenience of members.

**By Order of the Board of Directors
For TAINWALA CHEMICALS AND PLASTICS (INDIA) LIMITED**

Place: Mumbai
Date: 20th May, 2016

**(POOJA KHEDKAR)
(ACS No: 32110)
Company Secretary**

Annexure to the Notice**Item No. 3**

The Company had received Special Notice dated 05th July, 2016 under section 140 (4) read with section 115 of the Companies Act, 2015 from Mrs. Leela Devi Tainwala, in its capacity as a Member of the Company recommending appointment of M/s. GMJ & Co., Chartered Accountants, as Statutory Auditor in place of M/s. Rungta & Associates, Chartered Accountants, the retiring Statutory Auditor. The change in the Statutory Auditor is proposed in order to remain at the forefront of good governance and in recognition of regulatory changes under the Companies Act, 2013.

Item No. 4

The Provisions of Section 188 (1) and rule 15 of the Companies Act, 2013 that govern that Related Party Transactions required a Company to obtain prior approval of the Board of Directors and in case a company shall not enter into a transaction or transactions where the transaction or transactions to be entered into sale, purchase or supply of any goods or materials, directly or through appointment of agent, exceeding ten percent of the turnover of the company or rupee one hundred crore, whichever is lower, as mentioned in clause (a) and clause (e) respectively of Sub-section (1) of Section 188 the prior approval of shareholders required by way of a special resolution.

Further, third proviso to section 188 (1) provides that nothing shall apply to any transaction entered into by the company in its ordinary course of business other than transaction which are not on arm's length basis.

The proviso if section 188 (3) also provide that any contract or arrangement entered into u/s 188 (1) may be ratified by the Board or, as the case may be, by the shareholders at a meeting within three months from the date on which such contract or arrangement was entered into.

In the light of proviso of the Companies act, 2013, the Board of Directors of the Company has approved the proposed transaction along with annual limits that your Company may entered into with its Related Parties (as defined under the 2013 act) for the financial year 2016-17 and beyond.

All prescribed disclosures as required to be given under the provision of the Companies Act, 2013 and the Companies (Meetings and Board and its Power) rules, 2014 are given here in the notice of the general meeting.

The Board of Directors of the Company has approved this in the Board Meeting held on 20th May, 2016 and recommends the Resolution as set out in the accompanying notice for the approval of members of the Company as a special resolution.

Except Promoter, directors and Key Managerial Personnel of the Company and their relatives, no other Director is concerned or interested in the Resolution.

By Order of the Board of Directors

For TAINWALA CHEMICALS AND PLASTICS (INDIA) LIMITED

Place: Mumbai
Date: 20th May, 2016

(POOJA KHEDKAR)
(ACS No: 32110)
Company Secretary

Details of Directors seeking appointment/ re-appointment at the forthcoming Annual General Meeting (Pursuant to Regulation 36 (3) of the Listing Regulation)

MR. RAJKUMAR DUNGARMAL TAINWALA (DIN: 00294029)

Mr. Rajkumar Tainwala, aged 53 years is qualified B.A. (Economics). He is the Managing Director of Tainwala Personal Care Private Limited and also the Director in Tainwala Healthcare Products Private Limited. Mr. Tainwala is an expert having extensive Knowledge in the field of Marketing & Finance.

Keeping in view his experience and knowledge, it will be in the interest of the Company that Mr. Rajkumar Tainwala shall be appointed as an Executive Director of the Company.

Mr. Rajkumar Tainwala is the elder brother of Mr. Rakesh Tainwala (Managing Director).

DIRECTORS' INTEREST

The Director may be deemed to be concerned or interested to the extent of Shares held by him in the Company as given in the table below.

Name of the Director	No. of Shares	% Holding
Mr. Rajkumar Tainwala	515434	5.50%