



Empire Mills Complex
414, Senapati Bapat Marg,
Lower Parel
Mumbai 400013, India.
Tel : +91 22 61646000
Fax : +91 22 24935893
Email : tcpl@tcpl.in
Website : www.tcpl.in
CIN: L22210MH1987PLC044505

26th May 2023

The Bombay Stock Exchange Ltd
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
Security Code:-523301

The National Stock Exchange of India Ltd
Exchange Plaza, Plot No. C/1, G Block
Bandra Kurla Complex,
Bandra East, Mumbai 400 051
Trading Symbol:- TCPLPACK

Dear Sir(s),

Re:- Intimation of Scheme of Amalgamation under Regulation 30 LODR Regulations

The Board of Directors of the Company in its meeting held today have considered and approved the Scheme of Amalgamation for Amalgamation of TCPL Innofilms Private Limited ("TIPL"), wholly owned subsidiary with TCPL Packaging Limited and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 ("Scheme").

The Scheme is subject to necessary statutory and regulatory approval including the approvals of National Company Law Tribunal, the shareholders and creditors of each of the companies.

TIPL is not a material subsidiary of the Company. Since TIPL is wholly owned Subsidiary Company, pursuant to Regulation 37(6) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 there is no requirement of obtaining any 'No-Objection Letter' or 'Observation Letter' to the Scheme from the Stock Exchanges on which the securities of the Company are listed i.e. from the BSE Limited and the National Stock Exchange of India Limited

The disclosures required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR / CFD / CMD /4/2015 dated 9th September 2015 is enclosed as Annexure to this intimation.

Kindly take the same on your records and disseminate the same on your website.

Thanking You

For **TCPL Packaging Limited**

Compliance Officer



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Annexure

Disclosure of information pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015

AMALGAMATION OF TCPL INNOFILMS PRIVATE LIMITED WITH TCPL PACKAGING LIMITED

1.Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.

1.1 Details of Amalgamated (Transferee) Company

“**TCPL Packaging Limited**” (hereinafter referred to as “Amalgamated Company”) having CIN L22210MH1987PLC044505, is a company incorporated under the Companies Act 1956 vide Certificate of Incorporation dated 27th August 1987 and has its Registered Office situated at Empire Mills Complex, 414 Senapati Bapat Marg, Lower Parel, Mumbai 400 013. The equity shares of the Transferee Company are listed on the BSE Limited and the National Stock Exchange of India Limited

1.2 Details of Amalgamating (Transferor) Company

“**TCPL Innofilms Private Limited**” (hereinafter referred to as “Amalgamating Company”) having CIN U25209MH2020PTC338202, is a company incorporated under the Companies Act, 2013 vide Certificate of Incorporation dated 25th February 2020 and having its Registered Office situated at Empire Mills Complex, 414 Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

TCPL Innofilms Private Limited (TIPL) is a wholly owned subsidiary Company of TCPL Packaging Limited (TCPL) and is not listed on any stock exchange in India or abroad and TIPL is not a material subsidiary of TCPL.

1.3 Details of net worth and revenue of the Transferee Company and the Transferor Companies

Name of the Companies	(Rs. In Crores)	
	Net worth	Total Revenue
	As at 31 st March 2023	
TCPL Packaging Limited	452.43	1441.84
TCPL Innofilms Private Limited	9.99	16.33

2. Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”

The Amalgamating Company is a wholly owned subsidiary of the Amalgamated Company. The proposed merger does not fall within the purview of related party transactions in view of General Circular No. 30/2014 dated 17th July 2014 issued by the Ministry of Corporate Affairs and since the same is subject to the sanction of Regional Director/National Company Law Tribunal. Further, pursuant to Regulation 23(5)(b) of the SEBI (Listing



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Obligations and Disclosure Requirements) Regulations, 2015, the related party transaction provisions are not applicable to the Proposed Scheme of Amalgamation.

3. Area of business of the entity(ies)

- a. Amalgamated Company manufactures paper board-based packaging materials, printed blanks & outers, folding cartons, litho lamination, plastic cartons, printed blister cards, shelf ready packaging, rigid boxes, inserts and assemblies for electronics, pharmaceutical products and flexible packaging products.
- b. Amalgamating Company is a wholly owned subsidiary of Amalgamated Company and in the business of manufacturing of blown polyethylene films, poly granules, cellulose films, polyethylene, plastic films, metal films etc which are the raw materials used in the manufacturing the products of amalgamated company.

4. Rationale for amalgamation

Simplification of the group structure by consolidation of entity with similar functions within the group, would result in, operational and administrative efficiencies, optimum utilization of infrastructure facilities and resources, reduction in costs through focused operational efforts, rationalization, standardization and simplification of business processes and elimination of duplication.

5. In case of cash consideration – amount or otherwise share exchange ratio

Amalgamating Company is the wholly owned subsidiary of Amalgamated Company. Since Amalgamated Company cannot issue shares to itself, upon the scheme become effective, no shares of the Amalgamated Company shall be allotted to the shareholder of the Amalgamating Company (i.e., Amalgamated Company) in lieu or exchange of its holding in the Amalgamating Company and the entire issued, subscribed and paid-up capital of the Amalgamating Company shall stand cancelled without any further act or deed.

6. Brief details of change in shareholding pattern (if any) of listed entity

There will not be any change in the shareholding pattern of the Amalgamated Company pursuant to the Scheme of Amalgamation as the Amalgamating Company is a wholly owned subsidiary of the Amalgamated Company.

For **TCPL Packaging Limited**

Compliance Officer