



August 16, 2025

To,

National Stock Exchange of India Ltd.

Exchange Plaza, 5th Floor,
Plot No. C-1, Block G,
Bandra – Kurla Complex,
Bandra (East), Mumbai – 400 051

Symbol: TPLPLASTEH

BSE Limited

1st Floor, New Trading Ring,
Rotunda Building,
P.J. Towers, Dalal Street,
Fort, Mumbai – 400 001

Scrip Code: 526582

Dear Sir/Madam,

Sub: Notice of the Thirty Second Annual General Meeting

Further to our letter dated August 08, 2025, please find enclosed herewith Notice of the Thirty Second Annual General Meeting of the Company scheduled to be held on **Tuesday, September 09, 2025 at 12:00 Noon** through Video Conferencing (VC)/Other Audio Visual Means (OAVM), which is being dispatched to the shareholders of the Company.

Brief details of the Thirty Second Annual General Meeting of the Company are as under:

Benpos date for Sending Notice	Friday, August 08, 2025
Cut-off date for e-voting	Tuesday, September 02, 2025
Record date for Dividend	Tuesday, September 02, 2025
E-voting service provider	MUFG Intime India Private Limited (InstaVote)
Remote e-voting start date	Friday, September 05, 2025
Remote e-voting start time	09:00 a.m.
Remote e-voting end date	Monday, September 08, 2025
Remote e-voting end time	05:00 p.m.
Date of AGM	Tuesday, September 09, 2025
AGM Time	12:00 Noon

The Notice of the AGM is also available on the Company's website and can be accessed at <https://www.tplplastech.in/annual-general-meeting.html>

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

Thanking You,

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 • Website : www.tplplastech.in



NOTICE

NOTICE is hereby given that the **Thirty-Second Annual General Meeting of the Members of TPL PLASTECH LIMITED** will be held on Tuesday, 09th September, 2025 at 12:00 Noon, through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements

To receive, consider and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the financial year ended 31st March 2025, including the Audited Balance Sheet as at 31st March, 2025, the Statement of Profit & loss and Cash Flow Statement for the year ended as on that date and the Report of the Board of Directors and Auditors thereon.

2. Declaration of Dividend

To declare a dividend on the Equity Shares of the Company for the financial year ended 31st March, 2025 and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT a dividend at the rate of ₹ 1/- per equity share on the face value of ₹ 2/- each be and is hereby declared for the financial year ended 31st March, 2025 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended 31st March, 2025.”

3. Appointment of Director retiring by rotation

To appoint a Director in place of Mrs. Monika Srivastava (DIN: 02055547), who retires by rotation and being eligible, offers herself for re-appointment and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, Mrs. Monika Srivastava (DIN: 02055547), who retires by rotation at this meeting and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS:

4. Appointment of Secretarial Auditor

To appoint M/s. Dash Dwivedi & Associates LLP, a firm of Practicing Company Secretaries as Secretarial Auditor and in this regard, to consider and, if thought fit, to pass with or without modifications(s), the following Resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of Companies Act, 2013, if any and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 24A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), based on the recommendations of Audit Committee and approval of Board, consent of the members of the Company be and is hereby accorded to appoint M/s. Dash Dwivedi & Associates LLP, Company Secretaries (Firm Registration No. L2025MH018300) as the Secretarial Auditors of the Company for a first term of 5 (Five) consecutive Financial Years commencing from April 1, 2025 to March 31, 2030 at such remuneration including terms of appointment as may be determined by the Board of Directors of the Company in consultation with the Secretarial Auditors, from time to time.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

5. Material Related Party Transaction(s) with Time Technoplast Limited, the Holding Company for the Financial Year 2026 – 2027

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 consent 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 ₹ 425 Crores, to be entered during Financial Year 2026-2027, 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."

6. Material Related Party Transaction(s) with Avion Exim Private Limited, the Related Party for the Financial Year 2026 – 2027

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 ₹ 110 Crores, to be entered during Financial Year 2026-2027, 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**

**Hemant Soni
VP-Legal & Company Secretary & Compliance Officer**

Registered Office:

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

Place: Mumbai

Date: August 08, 2025

Notes

1. The Ministry of Corporate Affairs (MCA), Government of India vide its various circulars including the latest General Circular No. 09/2024 dated September 19, 2024, and other circulars issued in this respect (“MCA Circulars”) has permitted, inter alia, holding of the AGM through Video Conferencing/ Other Audio-Visual Means (“VC/ OAVM”) facility on or before September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India (“SEBI”) also vide its various circulars including the latest Circular No SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 any applicable circulars issued by SEBI (collectively referred as ‘SEBI Circulars’) has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 (“Listing Regulations”). In compliance with these Circulars, provisions of the Act and the Listing Regulations, the 32nd AGM of the Company shall be conducted through VC/ OAVM facility, which does not require the physical presence of members at a common venue.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/her behalf and the Proxy need not be a Member of the Company. Since the AGM shall be conducted through VC/OAVM physical attendance of Members has been dispensed with. Accordingly the facility for appointment of Proxies by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map for the AGM are not annexed to this Notice.
3. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Members under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the Meeting are requested to mail to investors@tnpl.net.in, a scanned copy (PDF/JPEG format) of the Board Resolution authorizing their representatives to attend and vote at the AGM, pursuant to Section 113 of the Act.
5. The Board of Directors has recommended a dividend on the equity shares for the financial year ended 31st March, 2025. If the dividend is approved by the Members at the ensuing 32nd Annual General Meeting (AGM), it will be paid or dispatched by the Company through the permitted modes on or after Wednesday, 10th September, 2025.

The final dividend, if declared at the AGM, will be paid to those shareholders whose eligibility is determined as per the Record Date, fixed as Tuesday, 2nd September, 2025, as detailed below:

- (a) In respect of shares held in dematerialised form – To all Beneficial Owners whose names appear in the list furnished by National Securities Depository Limited and Central Depository Services (India) Limited, as at the close of business hours on Tuesday, 2nd September, 2025.

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(b) In respect of shares held in physical form – To all Members whose names appear in the Register of Members of the Company as at the close of business hours on Tuesday, 2nd September, 2025, after giving effect to any valid transmission or transposition requests lodged with the Company or its Registrar and Transfer Agent on or before the said date.

6. As per Regulation 40 of LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019.
7. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 read with SEBI Master Circular No. SEBI/ HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, as applicable has mandated the listed companies to issue securities in demat form only, while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/ Exchange of securities certificate, Endorsement, Sub-division/Splitting of securities certificate, Consolidation of securities certificates/ folios, Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC compliant. Members can contact the Company's Registrar and Transfer Agents – MUFG Intime India Private Limited for assistance in this regard.
8. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/electronic mode, respectively.
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form or to MUFG Intime India Private Limited, in case the shares are held in physical form.
10. Pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/37 dated May 7, 2024 issued to the Registrar and Transfer Agents read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, SEBI Circular No. SEBI/ HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, and other related SEBI Circulars, SEBI has mandated that, with effect from April 1, 2024, dividend to the security holders holding shares in physical mode shall be paid only through electronic mode. Such payment to the eligible shareholders holding physical shares shall be made only after they have furnished their PAN, Contact Details (Postal Address with PIN and Mobile Number), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company or its RTA.

To receive the dividend on time, Members holding shares in physical form should be KYC compliant and receive the dividends directly in their bank accounts through Electronic Clearing Service or any other means. Members are requested to refer to detailed process by accessing the link on <https://in.mpms.mufg.com/home-KYC.html> and proceed accordingly. The Investor Service Request Forms (ISR) are available at RTA's website at <https://in.mpms.mufg.com/> → Resources → Downloads → KYC Formats for KYC

Communication in this regard has been sent to all physical holders whose folios are not KYC compliant at the latest available address. Members are once again requested to update their KYC details by submitting the Investor Service Request (ISR) Forms, viz. ISR-1, ISR-2, ISR-3/SH-13, as applicable, duly complete and signed by the registered holder(s) to the Company's RTA, on or before 18th August, 2025 so that the KYC details can be updated in the folios before the cut-off date of 2nd September, 2025. ISR Forms can be accessed from our website at <http://www.tplplastech.in>.

11. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended to date, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The Members/Claimants whose shares, unclaimed dividend amount have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in). The Member/Claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.



It is in the Members' interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members' account on time.

Members who have not yet encashed the dividend warrants, from the Financial Year ended 31st March, 2018 onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agents. Members are requested to contact the Company's Registrar and Share Transfer Agent to claim the unclaimed/ unpaid dividends at the following address:

MUFG Intime India Private Limited
Unit: TPL Plastech Limited
C-101, 247 Park, L.B.S Marg,
Vikhroli (West), Mumbai – 400083

12. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be.

13. Register of Directors and Key Managerial Personnel and their shareholdings and Register of Contracts or Arrangements in which Directors are interested, maintained under Sections 170 and 189 of the Act will be available electronically for inspection by the Members.

All documents referred to in the Notice will also be available for electronic inspection by the Members without payment of any fee from the date of circulation of this Notice up to the date of AGM, i.e. September 09, 2025.

Members seeking to inspect such documents are requested to send an email to investors@tnpl.net.in. Inspection shall be provided at a mutually convenient time.

14. Members are requested to register their e-mail address with the Company/Registrar & Transfer Agents so as to receive Annual Report and other communication electronically.

15. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with Annual Report 2024–25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participants. Members may note that the Notice and Annual Report 2024–25 will also be available on the Company's website www.tplplastech.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

The Company will also be publishing an advertisement in newspaper containing the details about the AGM i.e. the conduct of AGM through VC/OAVM, date and time of AGM, availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/RTA, manner of providing mandate for dividends, and other matters as may be required.

16. Pursuant to Finance Act 2025, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2025 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates, if the amount of dividend exceeds ₹ 10,000. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2025 and amendments thereof. The shareholders are requested to update their PAN with the Company/MUFG Intime (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H or Lower Withholding Certificate (if obtained from the Tax department), to avail the benefit of non-deduction / lower deduction of tax at source. The required documents can be uploaded via the link: <https://web.in.mpms.mufig.com/formsreg/submission-of-form-15g-15h.html>. Submissions must be completed on or before 11:59 p.m. IST on September 01, 2025. The shareholders are requested to note that in case their PAN is not registered/updated, the tax will be deducted at a higher rate of 20% (plus Surcharge and Cess as applicable).

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to

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providing necessary documents i.e. No Permanent Establishment (PE) and Beneficial Ownership Declaration, Tax Residency Certificate (TRC), Form 10F, any other document which may be required to avail the tax treaty benefits. All relevant documents can be uploaded through the following link: <https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html>. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on September 01, 2025.

17. Any person who is not a Member on the cut-off date should treat this notice for information purposes only.
18. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their communications to investors@tnpl.net.in at least seven days before the date of the Meeting. The same will be suitably replied to by the Company.

19. REMOTE EVOTING INSTRUCTIONS:

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 remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- b) Click on "Beneficial Owner" icon under "IDeAS Login Section".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUG 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.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsd.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- c) Enter the last 4 digits of your bank account / generate 'OTP'
- d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

METHOD 2 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsd.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your 16-digit demat account no. 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.

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



- 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 3 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- 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 registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: [https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration /](https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/)
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit 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) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service

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providers i.e., MUFG InTime. 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 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) Post successful authentication, 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.

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 and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
 1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code
 4. Click “Submit”.

(Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”)

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID
2. 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.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No. + Folio no., registered with the Company



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

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event.No. + Folio.no. registered with the Company

5. 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).

6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on "**Login**" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. 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).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. 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.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

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.
- 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

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C. Map the Investor with the following details:

- 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
- 2) 'Investor's Name - Enter Investor's Name as updated with DP.
- 3) 'Investor PAN' - Enter your 10-digit PAN.
- 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: 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.

D. 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 – Steps to cast vote for Resolutions through InstaVote

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.".
- 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). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) 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.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "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 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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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 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.

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General Instructions - Shareholders

- ❖ 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".

GENERAL INSTRUCTIONS

1. The voting period begins on Friday, September 05, 2025 (09:00 a.m.) and ends on Monday, September 08, 2025 (05:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Tuesday, September 02, 2025 may cast their vote electronically. The e-Voting module shall be disabled by MUFG Intime for voting thereafter.
2. The facility for e-Voting shall also be available at the AGM. Members who have already cast their vote by remote e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote at the AGM. Only those Members who attend the AGM and have not cast their votes through remote e-Voting and are otherwise not barred from doing so will be allowed to vote through the e-Voting facility available at the AGM.
3. Any person, who acquires shares of the Company and becomes its Member after the sending of Notice of the AGM and holds shares as on the cutoff date for voting i.e. Tuesday, September 02, 2025, may obtain the login ID and password by sending a request to enotices@in.mpms.mufg.com However, if he/she is already registered with MUFG Intime for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
4. Mr. Arun Dash, Practicing Company Secretary (FCS No. 9765 CP No. 9309) has been appointed as the Scrutinizer to scrutinize the remote e-Voting and ensure that the voting process at the AGM is conducted in a fair and transparent manner.
5. The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, within 2 working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor/against, if any, to the Chairperson or a person authorized in writing, who shall countersign the same and declare the result of the voting forthwith.
6. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.tplplastech.in and on the MUFG Intime India Private Limited website and shall also be forwarded to **BSE Limited (BSE)** and **National Stock Exchange of India Ltd (NSE)**.

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before September 30, 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on "Login".
- b) Select the "Company Name" and register with your following details:
- c) **Select Check Box - Demat Account No. / Folio No. / PAN**
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.



- Shareholders shall select check box – PAN and enter 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 by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

d) Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on ‘Submit’.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

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Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

20. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (hereinafter referred to as the “Act”), in respect of businesses to be transacted at the Annual General Meeting (hereinafter referred to as “AGM”), as set out under Item No (s). 4, 5 and 6 above and the relevant details of the Directors seeking appointment/re-appointment as required by Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and as required under Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto.



Details of Director seeking Appointment/Re-appointment at the 32nd Annual General Meeting (Pursuant to Regulations 26 and 36 of the Listing Regulations and Secretarial Standards – 2 on General Meetings)

Name of Director	Mrs. Monika Srivastava
Type	Non - Executive Director
DIN	02055547
Date of Birth	24/09/1965
Age	59 Years
Date of First Appointment	08/08/2014
Qualification	Master's degree in science from Mumbai University and holds a Post Graduate Diploma in Public Relations from New Delhi specializing in communication and media strategies.
Brief Resume and Expertise in Specific Functional area	<p>Ms. Srivastava has more than 30 years of work experience spanning various sectors including development sector with Oxfam America and CRY; consulting with management consultancy group Global Synergies.</p> <p>Ms. Srivastava also brings a wealth of experience from the broadcast media industry, having spent over 15 years in leadership roles at prominent organizations such as Zee Television and Sahara Television. As a key figure in the Sales and Marketing divisions of both companies, she played an instrumental role in shaping their commercial strategies, driving revenue growth, and enhancing brand visibility.</p>
Directorships in other Public Limited Companies (excluding foreign companies, private companies & Section 8 companies)	Nil
Membership of Committees / Chairmanship in other Public Limited Companies	Nil
Listed entities from which the director has resigned in the past three years.	None
No. of Board Meetings attended during the year	5
No. of Equity Shares held	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	None
Skills and capabilities required for the role of Independent Director	NA

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item No. 4, 5 and 6 of the accompanying Notice.

Item No. 4: Appointment of M/s. Dash Dwivedi & Associates LLP, a firm of Practicing Company Secretaries as the Secretarial Auditors of the Company

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

SEBI vide its notification dated December 12, 2024, amended the SEBI Listing Regulations, 2015. The amended regulations require companies to obtain shareholders' approval for appointment of Secretarial Auditors, in addition to recommendation and approval by the Audit Committee and Board of Directors. Further, such a Secretarial Auditor must be a peer reviewed Practicing Company Secretary firm and should not have incurred any of the disqualifications as specified by SEBI. An individual can serve as a Secretarial Auditor for a maximum of one consecutive term of five years, while a Secretarial Audit firm may be appointed for up to two consecutive terms of five years each.

In light of the aforesaid, the Board of Directors of the Company, pursuant to the recommendations of the Audit Committee, has further recommended the appointment of M/s. Dash Dwivedi & Associates LLP (LLPIN: ACM-9451), a firm of Practicing Company Secretaries, as the Secretarial Auditors of the Company to the shareholders of the Company for their approval for a first term of five consecutive Financial Years commencing from April 1, 2025 till March 31, 2030.

While recommending M/s. Dash Dwivedi & Associates LLP for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. M/s. Dash Dwivedi & Associates LLP is found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

M/s. Dash Dwivedi & Associates LLP is a peer reviewed and a well-established firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India, Mumbai. The firm is led by experienced secretarial audit partners, all of whom are distinguished professionals in the field of corporate governance and compliance. Their collective expertise spans corporate advisory, transactional services, litigation, advocacy, and legal due diligence. The firm has associate partners with strong professional credentials who align with its core values of character, competence, and commitment. M/s. Dash Dwivedi & Associates LLP specializes in compliance audit and assurance services, advisory and representation services, and transactional services.

The terms and conditions of M/s. Dash Dwivedi & Associates LLP appointment include tenure of five years, from April 1, 2025, to March 31, 2030. The fixed remuneration for the Secretarial Audit for the year 2025-2026 is set at ₹ 1,00,000/- (Rupees One Lakh only), plus applicable taxes and other out-of-pocket costs incurred in connection with the audit. The proposed fees are determined based on the scope of work, team size, industry experience, and the time and expertise required by M/s. Dash Dwivedi & Associates LLP to conduct the audit effectively.

Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with M/s. Dash Dwivedi & Associates LLP, and will be subject to approval by the Board of Directors and/or the Audit Committee. The remuneration for the subsequent years will also be approved by the Board and/or the Audit Committee.

The requirement for a Secretarial Audit became applicable to the Company from the financial year 2025, during which M/s. Dash Dwivedi & Associates LLP was appointed as the Secretarial Auditor. This appointment took place before the implementation of the five-year term requirement, as described above. The fee paid to M/s. Dash Dwivedi & Associates LLP for the year 2024 is same as that proposed for 2025. Accordingly, there is no material change in the fee payable to M/s. Dash Dwivedi & Associates LLP compared to that of the outgoing auditor, making the requirement to disclose such a change not applicable.



M/s. Dash Dwivedi & Associates LLP has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of M/s. Dash Dwivedi & Associates LLP as the Secretarial Auditors of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested financially or otherwise, in the proposed Ordinary Resolution.

The Board recommends the appointment of Secretarial Auditor by passing of the proposed resolution set out at Item No. 4 as an Ordinary Resolution.

Item No. 5 : Material Related Party Transaction(s) with Time Technoplast Limited, the Holding Company for the Financial Year 2026 – 2027

The Company remains strongly committed to advancing its strategic growth within the Industrial Packaging segment, recognizing the significant potential this sector holds for long-term success. In line with this vision, the Company continues to operate its cutting-edge manufacturing facility at Dahej, Gujarat, which serves as the backbone for the production of Intermediate Bulk Containers (IBCs) under the renowned 'GNX' brand. This facility also manufactures a variety of other industrial packaging solutions that are crucial for transporting and storing a wide range of goods. The products produced here cater to an extensive portfolio of industries, including Chemicals, Pharmaceuticals, FMCG, Specialty Chemicals, and Food Products, making the plant a key player in fulfilling the diverse packaging needs of various sectors.

In order to meet the surging demand for IBCs and further enhance the operations at this highly efficient plant, the Company has previously entered into a strategic collaboration with its holding company, Time Technoplast Limited. This partnership facilitates the manufacturing and sale of IBCs and inner containers, along with the procurement and sale of essential raw materials, plastic accessories, and other components crucial to the production process. The synergy between the Company and Time Technoplast allows for seamless scaling of production volumes to meet growing market demand, ensuring timely delivery of high-quality products. This collaboration not only supports the operational goals of the Company but also reinforces its position in the competitive industrial packaging market.

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.

This transaction with Time Technoplast Limited, is expected to exceed the materiality threshold defined by the SEBI Listing Regulations.

For the financial year 2025-2026, the Company successfully obtained approval for a Related Party Transaction limit of ₹ 325 Crores with Time Technoplast Limited, as authorized by a postal ballot on July 26, 2025. However, due to a substantial increase in demand and a corresponding rise in production volumes, the Company now expects that the total Related Party Transactions with Time Technoplast Limited for the financial year 2026-2027 will be upto ₹ 425 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.

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 ₹ 425 Crores, to be entered during Financial Year 2026-2027.

The Audit Committee has noted that the said proposed transactions to be entered into with Time Technoplast Limited in Financial Year 2026-2027 will be in the ordinary course of business 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.

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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 2026-2027 for an aggregate amount of up to ₹ 425 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.
4	Tenure of the proposed transaction	Financial Year 2026-2027
5	Value of the proposed transaction	₹ 425 Crores in FY 2026–2027
6	Percentage of annual turnover of TPL Plastech Limited considering FY 2024-2025 as the immediately preceding Financial Year	121.66%
7	Justification for the transaction	This transaction will help streamline our operations and create valuable synergies by pooling resources, which will not only reduce costs but also give the Company a competitive advantage. By ensuring a reliable supply of materials in the right quantities and quality, we can avoid disruptions and keep the business running smoothly. Ultimately, this will support our revenue growth and help us stay on track with our long-term goals.
8	Nature of the proposed contract/arrangement	The transaction is in the 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 an 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 the disclosure of details pertaining to the same does not arise.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested financially or otherwise, in the proposed Ordinary Resolution.

Based on the consideration and approval of the Audit Committee, the Board recommends the Ordinary Resolution forming part of Item No. 5 of the accompanying Notice to the shareholders for approval.

Item No. 6 : Material Related Party Transaction(s) with Avion Exim Private Limited, the Related Party for the Financial Year 2026 – 2027

In response to the growing market demand for Intermediate Bulk Containers (IBCs), the Company has experienced a notable increase in production volumes. To sustain this expansion and ensure a continuous flow of critical components, the Company intends to engage in a Related Party Transaction with Avion Exim Private Limited, a group entity within the Time Group.

This proposed arrangement is aimed at facilitating the purchase and sale of essential raw materials, metal accessories, and other key items required for IBC production. These transactions are expected to be pivotal in maintaining seamless operations, ensuring timely procurement, and enhancing overall operational efficiency. The collaboration with Avion Exim Private Limited is in line with the Company's broader strategy to strengthen its supply chain, optimize procurement practices, and effectively address the rising demand.



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.

For the financial year 2025-2026, the Company successfully obtained approval for a Related Party Transaction limit of ₹ 85 Crores with Avion Exim Private Limited, as authorized by a postal ballot on July 26, 2025. However, due to a substantial increase in demand and a corresponding rise in production volumes, the Company now expects that the total Related Party Transactions with Avion Exim Private Limited for the financial year 2026-2027 will be upto ₹ 110 Crores.

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 ₹ 110 Crores, to be entered during Financial Year 2026-2027.

The Audit Committee has noted that the said proposed transactions to be entered into with Avion Exim Private Limited in Financial Year 2026-2027 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:

Sr.No.	Particulars	Details
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 2026–2027 for an aggregate value of up to ₹ 110 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 2026-2027
5	Value of the proposed transaction	₹ 110 Crores in FY 2026–2027
6	Percentage of annual turnover of TPL Plastech Limited considering FY 2024-2025 as the immediately preceding Financial Year	31.49%
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 the 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 an ordinary course of business and at arm's length basis.
9	Details of the valuation report or external party report relied upon	NA

TPL PLASTECH LIMITED

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.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested financially or otherwise, in the proposed Ordinary Resolution.

Based on the consideration and approval of the Audit Committee, the Board recommends the Ordinary Resolution forming part of Item No . 6 of the accompanying Notice to the shareholders for approval.

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

**Hemant Soni
VP-Legal & Company Secretary & Compliance Officer**

Registered Office:

102, 1st Floor, Centre Point,
Somnath Daman Road, Somnath,
Dabhel, Nani Daman,
Dadra and Nagar Haveli and Daman and Diu,
(U.T) – 396210

CIN: L25209DD1992PLC004656

Place: Mumbai

Date: August 08, 2025