28.08.2018

To,

The Bombay Stock Exchange Ltd.
1st Floor, New Trading Ring
Rotunda Building
P.J. Towers, Dalal Street
Fort, Mumbai - 400 001
Script Code: 526582

National Stock Exchange of India Ltd.
Exchange Plaza
Bandra – Kurla Complex
Bandra (East)
Mumbai – 400 051
Symbol: TPLPLASTEH

Sub: Notice of 25th Annual General Meeting

Dear Sir/Madam,

Please find enclosed notice of 25th Annual General Meeting of the Company scheduled to be held on **Saturday, 22nd September, 2018 at 12.00 Noon** at Hotel Mirasol, Kadaiya Village, Daman (U.T.) - 396 210.

The schedule of events for e-voting is as follows:

Benpos Date for Sending Notice	Friday, August 17, 2018
Cut off date for e-voting	Saturday, September 15, 2018
Remote e-voting start date	Wednesday, September 19, 2018
Remote e-voting start time	10.00 A.M.
Remote e-voting end date	Friday, September 21, 2018
Remote e-voting end time	5.00 P.M.
Date of AGM	Saturday, September 22, 2018
AGM Time	12.00 Noon

Kindly consider the same on your records.

Thanking You,

Yours Faithfully,
For TPL PLASTECH LIMITED

MANOJ KUMAR MEWARA
COMPANY SECRETARY
Encl: As above

NOTICE

NOTICE is hereby given that the **25th Annual General Meeting** of the Members of **TPL PLASTECH LIMITED** will be held on Saturday, 22nd September, 2018 at 12.00 noon at Hotel Mirasol Kadaiya Village, Daman (U.T.) - 396 210 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March 2018 including Balance Sheet as at 31st March, 2018 and the Profit and Loss Account of the Company for the year ended on that date and the Reports of Directors, and the Auditors thereon.

2. To declare a dividend on equity shares for the financial year ended March 31, 2018 and in this regard, pass the following resolution as an **Ordinary Resolution:**

   ‘‘**RESOLVED THAT** a dividend at the rate of ₹ 3.50 per equity share on the face value of ₹ 10/- each be and is hereby declared for the financial year ended March 31, 2018 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 March 31, 2018.”

3. To appoint a Director in place of Mr. Anil Jain (DIN-00183364), who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.

4. To ratify the appointment of Statutory Auditors and in this regard 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Raman S. Shah & Associates, Chartered Accountants, Mumbai (Firm Registration No: 119891W) the retiring Statutory Auditors of the Company, who hold office up to the date of this Annual General Meeting and have confirmed their eligibility to be appointed as Auditors in terms of the provisions of Section 141 of the Act and the relevant Rules and offered themselves for re-appointment, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

   “RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

5. **Ordinary Resolution for appointment of Mr. Suryapratap Maujiram Gupta (DIN 07280370) as an Independent Director of the Company:**

   “RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Suryapratap Maujiram Gupta (DIN 07280370), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 09th November, 2017, in terms of Section 161(1) of the Act and Articles of Association of the Company and whose term of office expires at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of this AGM upto 21st September, 2023”.

6. **Special Resolution for the Adoption of Articles of Association as per Companies Act, 2013.**

   “RESOLVED THAT pursuant to the provisions of section 5 and 14 of Companies Act, 2013 (‘the Act’), Schedule I made there under, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

   RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Mr. Mangesh Sarfare, Director, Mr. Murarilal Jangid, Chief Financial Officer, and Mr. Manoj Kumar Mewara, Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s)."

7. **Special Resolution to Increase the Limit of Borrowings under section 180(1)(c) of the Companies Act, 2013 :**

"RESOLVED THAT in accordance with the provisions of the Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the memorandum and articles of association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution), to borrow any sum(s) of money from time to time, at its discretion, by way of loans, bonds, issuance of debentures, working capital or in any other manner whatsoever, which together with the monies already borrowed and remaining outstanding (apart from temporary loans obtained from the Company's bankers in the ordinary course of the business), may exceed, at any point of time, the aggregate of the paid-up capital of the Company and its free reserves, provided that the total borrowings of the Company outstanding (apart from temporary loans obtained from the Company's bankers in the ordinary course of the business) at any point of time shall not exceed ₹ 250,00,00,000 (Rupees Two Hundred and Fifty Crores Only);

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred herein to any Director or any other principal officer of the Company as the Board may deem fit, to give effect to the this resolution;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to discuss, negotiate, modify and finalise terms and conditions of all such money borrowed / to be borrowed from time to time including the interest / coupon rate, security, repayment or otherwise, howsoever as it may deem fit and also to negotiate, finalise, settle, modify, amend and execute such documents / deeds / writings / papers / agreements as may be required for availing the borrowing and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem necessary, usual or expedient for this purpose."

8. **Special Resolution under Section 180(1)(a) of the Companies Act, 2013 :**

"RESOLVED THAT in accordance with the provisions of the Section 180(1)(a) of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the memorandum and articles of association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) to create any pledge, mortgage, charge and/or hypothecation on, or sell, lease, license, assign, transfer or otherwise dispose of, in such form and manner and with such ranking and at such time and on such terms and conditions as the Board may determine, all or any of the receivables and/or moveable and/or immoveable properties and/or other assets of the Company, both present and future (collectively referred to as **"Assets"**), comprising the whole or substantially the whole of the undertaking(s) of the Company or otherwise, in favour of the lender(s), agents(s), trustee(s) or other third parties, for securing the borrowings of the Company and/or of any other person/entity/company;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred herein to any Director or any other principal officer of the Company as the Board may deem fit, to give effect to the this resolution;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to discuss, negotiate, modify and finalise terms and conditions on which the Assets shall be pledged, mortgaged, charged, hypothecated sold, leased, licensed, assigned, transferred or otherwise disposed of, as it may deem fit and also discuss, negotiate, finalise, settle, modify, amend and execute such documents / deeds / writings/ papers / agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to pledge / mortgage / charge / hypothecation / sale/ lease/ license / assign / transfer / other disposal as aforesaid."

For and on behalf of the Board
For TPL Plastech Limited

Place: Mumbai
Date: 01.08.2018

MANOJ KUMAR MEWARA
Company Secretary

NOTES :-

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (''the Act''), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice.
2. A Member entitled to attend and vote at the Annual General Meeting (AGM or the Meeting) is entitled to appoint a proxy to attend and vote on a poll, instead of himself / herself and the proxy need not be a Member of the Company. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not later than forty-eight hours before the commencement of the Meeting. The holder of proxy shall prove his identity at the time of attending the Meeting.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote at the meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members attending the meeting are requested to complete the enclosed attendance slip and to deliver the same at the entrance of the meeting hall.
6. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report at the time of attending the Meeting.
7. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from 17th September, 2018 to 22nd September, 2018 (both days inclusive) for the purpose of determining the eligibility of the Members entitled to Dividend.
9. The payment of Dividend, upon declaration by the shareholder at the forth coming Annual General Meeting, will be made on or after 22nd September, 2018 to the eligible shareholder.
10. Information in respect of unclaimed Dividend when due for transfer to the Investors Education & Protection Fund (IEPF) with reference to dividend for the financial year is given below:

Financial Year Ended	Date of Declaration of Dividend	Last date for claiming unpaid Dividend	Due date for transfer to IEPF
31.03.2011	17.09.2011	16.09.2018	15.10.2018
31.03.2012	15.09.2012	14.09.2019	13.10.2019
31.03.2013	21.09.2013	20.09.2020	19.10.2020
31.03.2014	29.09.2014	28.09.2021	27.10.2021
31.03.2015	26.09.2015	25.09.2022	24.10.2022
31.03.2016	28.09.2016	27.09.2023	26.10.2023
31.03.2017	29.09.2017	28.09.2024	27.10.2024

Shareholders who have not so far encashed the Dividend Warrant(s) are requested to seek issue of duplicate warrant(s) by writing to the Company. Also note that no claim shall lie against the said fund or the Company in respect of any amounts which were unclaimed and unpaid after a period of 7 (Seven) years from the date that they first become due for payment and no payment shall be made in respect of any such claim.

11. Pursuant to Provisions of Section 124(6) and IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended by time to time, Company has transferred 159706 Nos of Equity Shares to IEPF Accounts. The shares are transferred to those shareholders who had not enchased dividends for a Continous period of 7 years from the date of Final Dividend 04th September, 2010.

12. The Company has appointed Link Intime India Pvt. Ltd. having their address at C-101,247 Park, LBS Marg, Vikhroli (West), Mumbai- 400 083 as the Company's Registrar and Share Transfer Agents. Members are requested to notify the registrar quoting their folio no. for any change in their registered address along with the pin code number, bank particulars, ECS details etc.
13. The Company's ISIN. No. is INE413G01014.
14. In order to avail the facility of Electronic Clearing System (ECS) for receiving direct credit of dividend to his / their respective account with Bank(s), the members holding shares in physical form are requested to provide their Bank Account details to the Company's Registrar and Transfer Agent - Link Intime India Pvt Ltd. In the absence of ECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend.
15. Members desirous of obtaining any information, concerning the accounts and operations of the Company are requested to address their queries to the Company Secretary so as to reach the Company, at least 10 days before the date of the Annual General Meeting, in order to enable the management to keep the information ready at the meeting.
16. All documents referred to in the accompanying Notice open for inspection at the Corporate Office of the Company between 2 pm to 4 pm, on any working day.
17. Electronic copy of the Annual Report alongwith notice of AGM is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode. The same is also available on the website of the Company.
18. SEBI Regulations has mandated Companies to credit the dividends electronically to the Members' bank account. Members who hold shares in dematerialized form should inform their Depository Participant's (DP) as well as to the Company and such Members holding shares in physical form should inform the Company, their Bank details viz. Bank Account Number, Name of the Bank and Branch details and MICR Code. Those Members who have earlier provided the above information should update the details if required.
19. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN card for all the above mentioned transactions.
20. Voting through electronic means

    In terms of Sections 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, the Company is providing the e-voting facility to its Members holding shares in physical or dematerialized form, as on the cut-off date, being 15th September, 2018 to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice (the "Remote e-voting"). The Remote e-voting commences on 19th September, 2018 at 10.00 A.M. and ends on 21st September, 2018 at 05.00 P.M.

    In terms of the amendment to the Companies (Management and Administration) Rules, 2014 with respect to the Voting through electronic means, the Company is also offering the facility for voting by way of physical ballot at the AGM. The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote at the AGM through ballot for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall not vote at the AGM. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cutoff date being 15th September, 2018.
21. The instructions for members for voting electronically are as under:-
    i. The voting period begins on 19th September, 2018 at 10.00 A.M. and ends on 21st September, 2018 at 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 (record date) of 15th September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
    ii. The shareholders should log on to the e-voting website www.evotingindia.com
    iii. Click on Shareholders.

iv. Now Enter your User ID

a) For CDSL: 16 digits beneficiary ID,

b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID

c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

v. Next enter the Image Verification as displayed and Click on Login.

vi. 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.

vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. 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 CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi. Click on the EVSN for the relevant <TPL Plastech Limited> on which you choose to vote.

xii. 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.

xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiv. 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.

xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvii. 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.

xviii Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xiv. Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xx. 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

22. Mr. Arun Dash, Practising Company Secretary (Membership No. F9765) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

23. The results declared along with the Scrutinizer's Report, shall be placed on the website of the Company www.tplplastech.in and on the website of the CDSL www.evotingindia.com immediately after the declaration of result by the Chairman or a person authorize by him. The results shall also be immediately forwarded to the stock exchanges where the Company's shares are listed viz. BSE Limited and National Stock Exchange of India Limited. The results shall also be displayed on the notice board at the registered office of the Company.

24. Members who do not have access to e-voting facility may send duly completed Ballot Form, available on the website of the Company so as to reach the Scrutinizer appointed by the Board of Directors of the Company at the Corporate office of the Company at Sangeet Plaza, Office No. 501 to 504, 5th Floor, Opp. Marol Fire Brigade, Marol Maroshi Road, Marol Naka, Andheri (East), Mumbai-400059 not later than Thursday, 20th September 2018. Ballot forms received after this date will be treated as invalid.

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

Item No. 5

The Board of Directors on the recommendation of Nomination and Remuneration Committee appointed Mr. Surya Pratap Gupta as an Additional Director of the Company with effect from 09th November, 2017.

Pursuant to Section 161(1) of the Act, Mr. Surya Pratap Gupta holds office upto the date of the forthcoming AGM and is eligible for appointment as a Director in the category of Non-executive Independent Director. A notice under the provision of Section 160(1) of the Act has been received from a member signifying his intention to propose the candidature of Mr. Surya Pratap Gupta as an Independent Director of the Company, not liable to retire by rotation.

Mr. S. P. Gupta did his B.Sc (Hon) and subsequently obtained degree of Diploma In Business Management, M.A. (Public Administration) and subsequently did his LLB. He was in service with Maharashtra Cadre Indian Police Service Officer with more than three and a half decades in leadership roles, strategizing law and order policies, controlling crime (including economic offences), leading fraud and misconduct investigations, collection and collation of intelligence, dispute advisory and resolution, advisory and resolution of anti-bribery and corruption cases, development of SOPs and guidelines for fraud prevention and excellence in ethics management, management of thousands of personnel, including verifications, training, performance and misconduct.

Having regard to the qualifications, experience and knowledge, his appointment as a Director on the Board will be in the interest of the Company. The Board commends the resolution set out at Item No. 5 of the accompanying Notice for the approval of the members of the Company by way of an Ordinary Resolution.

Mr. S. P. Gupta does not hold any share in the Company either directly or through any other person. He is not related to any other Director or KMP of the Company.

Except Mr. S. P. Gupta, none of the other Directors or KMP or relatives of Directors and KMP is concerned or interested in the Resolution at Item No. 5 of the accompanying Notice.

Item No. 6

On the recommendation of the Board of Directors the Company decided to adopt the new set of Articles of Association as per the Provisions of the Companies Act, 2013.

In accordance with the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made there under, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

Accordingly, consent of the members is sought for passing an Special Resolution as set out at Item No. 6 of the Notice for adoption of New set of Articles of Association as per the provisions of Companies Act, 2013.

A copy of the Proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day up to the date of the Annual General Meeting and during the Annual General Meeting. The proposed draft of the Articles of Association of the Company is available on the Company's website www.tplplastech.in

Item No. 7 & 8

The members of the Company at their Annual General Meeting held on 29.09.2014 approved by way of Special Resolution for borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs. 100 crores and for creation of mortgages/charge/hypothecation on all present and future properties of the Company in favour of lenders upto a limit of Rs 100 crores .

Section 180 (1) (c) of the Companies Act, 2013 requires that consent of the Company accorded by way of a special resolution to borrow money, whether the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid up share capital and free reserves and securities premium) apart from temporary loans obtained from the company's banker in the ordinary course of business.

Section 180 (1) (a)of the Companies Act, 2013 requires that consent of the Company accorded by way of a special resolution to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking or to creating mortgage/ hypothecation on immoveable /movable property of the company.

Considering the future plans of the Company, the proposed limit for borrowing of the Company is Rs. 250 crores and for creating charge on the property. It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1) (c) and Section 180 (1)(a) and other applicable provisions of the Companies Act, 2013, as set out in the resolutions above.

The Board recommends these resolutions for approval by the members of the Company.

None of the Directors of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out above.

For and on behalf of the Board
For TPL Plastech Limited

Place: Mumbai
Date: 01.08.2018

MANOJ KUMAR MEWARA
Company Secretary

DETAILS OF DIRECTORS SEEKING REAPPOINTMENT AT THE AGM PURSUANT TO REGULATIONS 26(4) AND 36(3) OF LISTING REGULATIONS AND SECRETARIAL STANDARDS – 2 ON GENERAL MEETINGS:

Name of the Director	Mr. Anil Jain	Mr. Surya Pratap Gupta
DIN	00183364	07280370
Date of Birth	03-01-1955	10-07-1956
Date of First appointment	19-04-2017	09-11-2017
Qualifications	B.Sc (Hon), Degree in Electrical Engineering from Punjab University and MBA from Delhi	B.Sc (Hon) and subsequently obtained degree of Diploma In Business Management, M.A. (Public Administration) and subsequently did his LLB
Expertise in specific functional areas	As Director – Founder of Time Technoplast Limited. Started his career with Bharat Heavy Electricals Ltd. (BHEL) and later took assignment with Voltas Ltd., as a part of Senior Management Team. Mr. Anil Jain has spent over 29 years in the field of polymer technology and products and is one of the pioneers in introducing some of the innovative products.	He was in service with Maharashtra Cadre Indian Police Service Officer with more than three and a half decades in leadership roles, strategizing law and order policies, controlling crime (including economic offences), leading fraud and misconduct investigations, collection and collation of intelligence, dispute advisory and resolution, advisory and resolution of anti-bribery and corruption cases, development of SOPs and guidelines for fraud prevention and excellence in ethics management, management of thousands of personnel, including verifications, training, performance and misconduct
Details of remuneration last drawn (FY 2017-18)	NIL	22,222
Directorships in other Public Limited Companies (excluding foreign companies, private companies & Section 8 companies)	4	NIL
Membership of Committees/ Chairmanship in other Public Limited Companies	NIL	NIL
No. of Board meetings attended during the year	4 (Four)	2 (Two)
No. of shares held: i. Own ii. For other persons on a beneficial basis	NIL	NIL

TPL PLASTECH LIMITED

Registered Office: 102, 1st Floor, Centre Point, Somnath Daman Road,
Somnath, Dabhel, Nani Daman, Daman UT - 396210
Corporate Office: Sangeet Plaza, Office No. 501 to 504, 5th Floor,
Opp. Marol Fire Brigade, Marol Maroshi Road, Marol Naka, Andheri (East), Mumbai-400059
Tel. 022-40624200 Fax : 022-4062 4299
Website : www.tplplastech.in; Email : investors@tnpl.net.in
CIN:L25209DD1992PLC004656

PROXY FORM
FORM NO. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):	
Registered address :	
E-mail ID :	
Folio No/ DP ID-Client ID	

I/We, being the members(s) of ______________________ shares of the above named company, hereby appoint:-

1. Name : ______________________
   Address : ______________________
   E-mail Id : ______________________ Or failing him ______________________
2. Name : ______________________
   Address : ______________________
   E-mail Id : ______________________ Or failing him ______________________
3. Name : ______________________
   Address : ______________________
   E-mail Id : ______________________ Or failing him ______________________

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on Saturday, 22nd September, 2018 at Hotel Mirasol Kadaiya Village, Daman (U.T.) - 396 210 at 12.00 noon and at any adjournment thereof in respect of such resolutions as are indicated below:

	Resolutions	Vote		
	ORIDNARY BUSINESS	**For**	**Against**	**Abstain**
1.	Adoption of the financial statements and reports thereon for the year ended March 31, 2018			
2.	Declaration of Dividend for the financial year 2017-18			
3.	Re-appointment of Mr. Anil Jain, who retires by rotation			
4.	Ratification of appointment of Raman S. Shah & Associates, as Statutory Auditor of the Company			
	SPECIAL BUSINESS			
5.	Ordinary Resolution for appointment of Mr. Surya Pratap Gupta (DIN 07280370) as an Independent Director of the Company			
6.	Special Resolution for the Adoption of Articles of Association as per Companies Act, 2013			
7.	Special Resolution to Increase the Limit of Borrowings under section 180(1)(c) and of the Companies Act, 2013			
8.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013			

Signed this ______________________ day of ______________ 2018

Signature of the Member ______________________

Signature of Proxy Holder(s) ______________________

Affix
Revenue
Stamp

Note:

1. This form, in order to be effective, should be duly stamped, signed, completed and deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting right, than such proxy shall not act as a proxy for any other person or Member.

TPL PLASTECH LIMITED

Registered Office: 102, 1st Floor, Centre Point, Somnath Daman Road,
Somnath, Dabhel, Nani Daman, Daman UT - 396210
Corporate Office: Sangeet Plaza, Office No. 501 to 504, 5th Floor,
Opp. Marol Fire Brigade, Marol Maroshi Road, Marol Naka, Andheri (East), Mumbai-400059
Tel. 022-40624200 Fax : 022-4062 4299
Website : www.tplplastech.in; Email : investors@tnpl.net.in
CIN:L25209DD1992PLC004656

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

25th Annual General Meeting on Saturday, 22nd September, 2018

D. P. ID*	
Client ID*	
L.F. No.	
No. of Shares held	

I/We hereby record my/our presence at the 25th Annual General Meeting of the Company held on Saturday, 22nd September, 2018 at Hotel Mirasol Kadaiya Village, Daman (U.T.) - 396 210 at 12.00 noon

Name of Shareholder(s)
(in Block Letters) 1. ______________ 2. ______________ 3. ______________

Signature of Shareholder(s) 1. ______________ 2. ______________ 3.______________

Name of Shareholder(s)
(in Block Letters) 1. ______________ 2. ______________ 3. ______________

Signature of Shareholder(s) 1. ______________ 2. ______________ 3.______________

* Applicable for investors holding shares in electronic form.

Note: Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

Route Map to the AGM Venue