



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF TPL PLASTECH LIMITED AT THEIR MEETING HELD ON TUESDAY, 11TH FEBRUARY, 2020 AT 55 CORPORATE AVENUE, SAKI VIHAR ROAD, ANDHERI (EAST), MUMBAI 400 072 AT 03:30 P.M.

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and all other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), the rules and regulations made thereunder and all applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to necessary approvals/consents/sanctions and permissions of the shareholders and/or creditors of the Company, as may be required and sanction of the National Company Law Tribunal ("Tribunal/NCLT") constituted under the provisions of the Act or any other appropriate authority under the applicable provisions of the Act, as may be applicable, approvals if required of the Securities and Exchange Board of India ("SEBI") and concerned Stock Exchange(s) where securities of the Company are listed, Registrar of Companies, Regional Director or such other competent statutory and regulatory authorities having jurisdiction in India, as may be applicable for the time being in force and subject to such conditions and modifications as may be prescribed or imposed by such Authorities while granting such consent, sanction and approval, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution) and in accordance with the recommendation of the Audit Committee, the consent of the Board be and is hereby accorded to the proposed Scheme of Amalgamation (Merger by Absorption) of Ecotech Green Lifecycle Limited ("EGLL") ("Transferor Company") with TPL Plastech Limited ("TPL") ("Transferee Company/the Company") and their respective shareholders (the "Scheme") with effect from Appointed Date of April 01, 2019, a draft Scheme whereof as placed before the meeting which be and is hereby approved."

"RESOLVED FURTHER THAT as a part of the proposed Scheme of Amalgamation (Merger by Absorption) of EGLL, a wholly owned subsidiary with TPL, holding Company, no consideration would be paid by the Company for the proposed Scheme as the entire 100% shareholding of EGLL held by the Company shall stand cancelled."

"RESOLVED FURTHER THAT the report of the Board dated 11th February, 2020 in terms of Section 232(2)(c) of the Act is placed before the Board, be and is hereby accepted and taken on record and that the same be signed on behalf of the Board by any of the Directors of the Company. "

TPL Plastech Ltd.

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Corporate Office : 5th Floor, Sangeet Plaza, Marol Maroshi Road, Opp Marol Fire Brigade, Andheri (East), Mumbai – 400059
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"RESOLVED FURTHER THAT the consent of the Board of the Company be and is also hereby accorded to convey no objection to EGLL for seeking dispensation from holding of the meeting of the sole Equity Shareholder for approval of the Scheme and also hereby waive the right to receive notices of any meeting of the sole Equity Shareholder proceedings before the NCLT or such other competent authority, as may be applicable"

"RESOLVED FURTHER THAT any of the Director of the Company, Mr. Pawan Agarwal, Chief Financial Officer, Mr Hemant Soni, Company Secretary of the Company, be and are hereby severally authorized to take all the necessary steps relating to:-

- a) Finalize and settle the Scheme including carrying out of any alteration(s) or modification(s) thereof;
- b) Make an intimation of the draft Scheme to Stock Exchange(s) in compliance with the Listing Regulations.
- c) File the Scheme and/or any other document/ application / information / details/submissions with the concerned Stock Exchange(s), SEBI, Government, Judicial, quasi-judicial and other statutory authorities or regulatory authorities or any other body or agency to obtain their approval(s) or sanction(s) or no objection (s) to the provisions of the Scheme or for giving effect thereto;
- d) Filing of application(s) with the Tribunal or any other appropriate authority under the applicable provisions of the Act, as may be applicable, seeking directions as to convening /dispensing with the meeting of the shareholders and/or creditors of the Company and where necessary to take steps to convene and hold such meetings as per such directions;
- e) Obtaining consent of all Shareholders and Creditors of the Company for the said Scheme along with consent to dispense the holding of their meeting;
- f) Finalize and settle the draft of the notices for convening the shareholders' and/or creditors' meetings as directed by the Tribunal or otherwise and the draft of the explanatory statement with any modifications as they may deem fit;
- g) Conducting the meetings of the shareholders and/or the creditors, signing and sending the notices and carry all such other activities in relation to the meeting, if the Tribunal does not dispense with the meetings;
- h) Sign and file Petition(s) for sanction of the Scheme as directed by the Tribunal or any other appropriate authority under the applicable provisions of the Act, as may be

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applicable

- i) Prepare, sign and file applications, petitions, documents, affidavits, vakalatnama and other documents relating to the Scheme or delegate such authority to another person by a valid Power of Attorney including but not limited to the Tribunal, Registrar of Companies, Regional Director, Superintendent /Collector of Stamps and other concerned statutory and regulatory authorities;
- j) File affidavits, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary and sign and issue public advertisements and notices;
- k) To apply and obtaining approval from Central Government and /or such other regulatory or statutory authorities or other authorities and parties including the shareholders, lenders, financial institutions, creditors, as may be considered necessary, to the Scheme;
- l) Appear and represent in connection with obtaining approvals from SEBI, Stock Exchanges, Tribunal, Regional Director, Registrar of Companies or such other competent courts or the Government or any other statutory or regulatory Authorities, which may be necessary by law for the implementation of the Scheme;
- m) To make any alterations / changes to the Scheme as may be expedient or necessary, which does not materially change the substance of the Scheme, particularly for satisfying the requirements or conditions imposed by the Central Government or the Tribunal or any other appropriate authority under the applicable provisions of the Act, as may be applicable;
- n) To approve such actions as may be considered necessary for approval / sanction of the Scheme and the implementation of the Scheme after the same is sanctioned by the Tribunal or any other appropriate authority under the applicable provisions of the Act as may be applicable including but not limited to making filing with the concerned Registrar of Companies, Regional Directors and other authorities as may be required and to approve all other actions required for full and effective implementation of the sanctioned Scheme and to remove and resolve all doubts and difficulties and to do all such acts, deeds, matters and things as they may deem necessary and desirable in connection therewith and incidental thereto;
- o) To evolve, decide upon and bring into effect the Scheme and make and give effect to any modifications, changes, variations, alterations or revision in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be

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specified by any statutory authority or as may suo- moto be decided by the Board in its absolute discretion and to do all such acts, deeds, matters and thing whatsoever, including settling any question, doubt or difficulty that may arise with regard to or in relation to the Scheme as it may in its absolute discretion consider necessary, expedient, fit and proper;

- p) Settle any question or difficulty that may arise with regard to the implementation of the Scheme, and to give effect to the above Resolution;
- q) pay/authorize payments of stamp duties, taxes, charges, fees and such other payments as may be necessary;
- r) For issuing notices of the Meeting (s), newspaper advertisements, recording of the proceedings, signing and receiving or obtaining any documents related to the Scheme, to appear and represent the Company before the SEBI, Stock Exchanges, Tribunal, Regional Director, Registrar of Companies, or such other competent courts or the Government or any other statutory or regulatory Authorities, as may be necessary or required for the purpose of giving effect to the Scheme;
- s) To issue/ convey "No Objection" to the Scheme as may be required by EGLL for and on behalf of the Company and also to do such acts, thing and deeds as may be required in this connection;
- t) To provide consent to the Scheme on behalf of the Company as a shareholder of EGLL, if required, through a letter or affidavit or deeds or any other prescribed document, as the case may be;
- u) To vote on behalf of the Company at the NCLT convened meeting of shareholders of EGLL, if required, in respect of approval of Scheme including any adjournment thereof;
- v) To attend and exercise all the rights and powers, including the right to vote by proxy, to waive notice or to consent to consent to a shorter notice than required by law to call NCLT Convened meeting;
- w) To do all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto."

'RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed to the relevant documents, in the presence of any one Director or the Company Secretary of the Company in accordance with the provisions contained in the Articles of Association of the Company.'

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"RESOLVED FURTHER THAT any of the Directors of the Company or Company Secretary, be and are hereby severally authorised to file a certified copy of this Resolution with the Registrar of Companies, Goa, under Section 117 (3) read with Section 179 of the Act."

"RESOLVED FURTHER THAT the certified copy of this Resolution be issued under the signature of any one of Directors or Company Secretary of the Company to the Concerned appropriate authorities or entities wherever it may be required."

For TPL Plastech Limited

A handwritten signature in blue ink, appearing to read 'Hemant Soni', is written over the printed name.

Hemant Soni
Company Secretary

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