TAiNWALA

TAINWALA CHEMICALS AND PLASTICS (INDIA) LIMITED
Corporate Identification No. (CIN): L24100MH1985PLC037387
Registered Office: "Tainwala House", Road No. 18, M.I.D.C.,
Andheri (East), Mumbai- 400093
Tel: +91 022 6716 6100 to 199**; E-mail:** cs@tainwala.in
Website: www.tainwala.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended.]

VOTING STARTS ON	VOTING ENDS ON
MONDAY, 27TH FEBRUARY, 2023 AT 9:00 A.M. (IST)	TUESDAY, 28TH MARCH, 2023, AT 5:00 P.M. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Sections 110, 108 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-voting vide General Circular No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022 and 11/2022 dated December 28, 2022 (collectively the 'MCA Circulars'), that the Resolution as set out hereunder is proposed for approval by the Members of **Tainwala Chemicals and Plastics (India) Limited** by means of Postal Ballot by voting through electronic means ('remote e-voting'). Communication of assent or dissent of the Members would take place only through the remote e-voting system In compliance with the aforesaid MCA Circulars and SEBI Circular SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated 05 January 2023, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

Members who have not registered their e-mail address with the Company can also register the same by submitting a duly filled in 'E-Communication Registration Form', available on the website of the Company www.tainwala.in.

There will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted.

An explanatory statement pursuant to Sections 102, 110, rules made thereunder and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on January 31, 2023, has appointed Mr. Malay M. Shah (FCS 10867) of M/s. Malay Shah & Associates, Practising Company Secretary (CP No. 12820) as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder.

The Company is providing the remote e-voting facility to enable the members to cast their vote in electronic mode provided by Link Intime India Private Limited (Linkintime) through their voting platform InstaVote (InstaVote). Further, pursuant to SEBI Circular No. SEBI/ HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on "e-Voting facility provided by Listed Companies", all the individual shareholders holding shares in demat mode, may cast their vote through remote e-voting by way of single login credential through their demat accounts/ websites of Depositories/ Depository Participants (DPs).

The remote e-voting period commences **FROM 9.00 A.M. (IST) ON MONDAY, FEBRUARY 27, 2023 AND ENDS AT 5.00 P.M. (IST) ON TUESDAY, MARCH 28, 2023.**

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period. Members desiring to exercise their votes are requested to refer Note No. 12 of Notice of Postal Ballot.

The Scrutinizer will submit his report to the Chairman or in his absence, any other person authorised by him, upon completion of scrutiny of the votes cast through remote e-voting. The results of the voting by Postal Ballot (through e-voting process) along with the Scrutinizer's report will be announced by the Chairman of the Company or any other person authorized by him, on or before 5.00 p.m. (IST) on **Thursday, March 30, 2023**.

The results of the Postal Ballot along with the Scrutinizer's Report will be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of

the Company are listed. Additionally, the results will also be uploaded on the Company's website www.tainwala.in and on the website of InstaVote plateform of Linkintime www.instavote.linkintime.co.in.

SPECIAL BUSINESS:

1. AMENDMENT TO MEMORANDUM OF ASSOCIATION OF COMPANY & ADOPTION OF MEMORANDUM OF ASSOCIATION AS PER PROVISIONS OF THE COMPANIES ACT, 2013:

To consider, and if thought fit, to pass, with or without modification(s), the following as a **Special Resolution**:

A. Amendment in Main object clause of Memorandum of Association of the Company:

"RESOLVED THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, including any amendment thereto or re-enactment thereof, subject to necessary approval(s) if any, from the competent authorities, consent of the members of the Company be and is hereby accorded for amending the Clause III(A). of Memorandum of Association of the Company by inserting Clause III(A)2. after the existing Clause III(A)1. as follows:

III. (A) 2. "To carry on all or any of the business of merchants, traders, commission agents, buying agents, selling agents, brokers, adatias, importers, exporters, collectors, traders and dealers of commodities including but not limited to Gold, Silver, Gems, Jewellery, Bullion, their components and accessories, Diamonds, Precious Stones, Precious Metals."

B. Adoption of Memorandum of Association of the Company as per provisions of the Companies Act, 2013:

"RESOLVED THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, including any amendment thereto or re-enactment thereof, subject to necessary approval(s) if any, from the competent authorities, consent of the members of the Company be and is hereby accorded to alter the Memorandum of Association of Company by adopting Table A of Schedule I of the Companies Act, 2013

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do

all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto 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 the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board of Directors
For Tainwala Chemicals and Plastics (I) Limited

Sd/-
Aarti Parmar
Company Secretary & Compliance Officer
(M. No. A51702)

Place: Mumbai
Date: 20.02.2023

Registered Office:
"Tainwala House", Road No. 18, M.I.D.C.,
Andheri (East), Mumbai – 400 093,
Maharashtra, India
CIN: L24100MH1985PLC037387
Website: www.tainwala.in
Email: cs@tainwala.in
Tel: 022-6716 6100 to 199.

EXPLANATORY STATEMENT

As required by Section 102(1) and 110 of the Act, the following Explanatory Statement sets out material facts relating to the business under item 1 of this Notice.

1A. Amendment in Main object clause of Memorandum of Association of the Company:

Your Board has to consider from time to time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans. For this purpose, the object Clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

The amendment in the Objects Clause of the Memorandum of Association (MOA) as set out in the Resolution is to facilitate diversification. This will enable the company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company.

The "Main Object" clause of the Memorandum of Association of the Company is being amended by insertion Clause III(A)2. after the existing Clause III(A)1.

The Board at its meeting held on January 31, 2023 has approved amendment of the MOA of the Company and the Board now seek Members' approval for the same.

Further, in keeping with the amendments as introduced by the Companies Act, 2013 the Main Objects clause of the Memorandum of Association of the Company, Clause III(A) is accordingly to be titled as 'THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION'.

The draft copy of the Memorandum of Association of the Company is available for inspection at the Registered Office of the Company on all working day during Business Hours until the last date of remote e-voting. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed amendment of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No. 1A. of the notice for approval of the Members.

1B. Adoption of Memorandum of Association as per provisions of the Companies Act, 2013:

The Companies Act, 2013, has prescribed a new format of Memorandum of Association ("MOA") for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act.

It is proposed to alter the MOA of the Company including but not limited to merging appropriate and relevant Objects under Clause III (C) with Clause III (B), renaming of clauses, re-numbering of clauses appropriately & deletion of extra declaration if any which is not required as per Table A of the Schedule I of the Act.

The Board at its meeting held on January 31, 2023 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

The draft copy of the Memorandum of Association of the Company is available for inspection at the Registered Office of the Company on all working day during Business Hours until the last date of remote e-voting. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed adoption of MOA as per the Companies Act, 2013 requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No. 1B. of the notice for approval of the Members.

By Order of the Board of Directors
For Tainwala Chemicals and Plastics (I) Limited

Sd/-
Aarti Parmar
Company Secretary & Compliance Officer
(M. No. A51702)

Place: Mumbai
Date: 20.02.2023

NOTES:

1. The explanatory statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 (**'Act'**) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (**'Rules'**), each as amended, setting out the material facts relating to the proposed Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.

2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent via email only to the members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as received from NSDL and Central Depository Services (India) Limited ("CDSL") on Friday, February 10, 2023 ("cut-off date") and whose e-mail addresses are registered with the Company/ Depositories/ Depository Participants/ Registrar and Transfer Agent ("RTA") – Link Intime India Private Limited. ("Linkintime").

3. Physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope are not being sent to the members for this Postal Ballot. Any person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only.

4. After dispatch of the postal ballot notice through email, advertisement shall be published in 1 (one) English daily newspaper and in 1 (one) Marathi Newspaper, each having wide circulation in the district where the registered office of the Company is situated.

5. A copy of this Postal Ballot Notice will also be available on the Company's website at www.tainwala.in, websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, at www.bseindia.com and National Stock Exchange of India Limited, www.nseindia.com and on the website of Linkintime's InstaVote Plateform at www.instavote.linkintime.co.in.

6. The communication of assent/ dissent of the Members will only take place through the remote e-voting system.

7. Relevant documents referred to in this Postal Ballot Notice and the explanatory statement are open for inspection by the Members at the registered office of the Company during business hours on all working days, until the last date of remote e-voting.

8. The voting period **BEGINS ON MONDAY, FEBRUARY 27, 2023 FROM 9.00 A.M (IST)** and **ENDS ON TUESDAY, MARCH 28, 2023 ON 5:00 P.M. (IST).** During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, February 10, 2023 may cast their vote electronically. The e-voting module shall be disabled on InstaVote Plateform for voting thereafter.

9. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e., Tuesday, March 28, 2023. Pursuant to Section 110(2) of the Act, in the event the resolution as set out in the Notice of Postal Ballot are assented to by the members with requisite majority, they shall have deemed to been passed as Special Business at an Extraordinary General Meeting. Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.

10. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Monday, February 10, 2023.

11. Members may note that as per SEBI Circular No. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, it is mandatory to update PAN, Address, Email ID, Bank account details (KYC details) and Nomination details of shareholders, who have not updated the same with the RTA i.e. Linkintime in case of physical shareholding and with Depository Participants (DPs) in case of Demat shareholding. Henceforth, Linkintime will attend to all service requests of the shareholders with respect to transmission, dividend, etc., only after updating the above details in the records. Non-updation of KYC details in Folios, wherein any one of the cited details/documents (i.e. PAN, Bank Details, Nomination) are not available on or after April 01, 2023, shall be frozen by the RTA as per above SEBI Circular

12. INFORMATION AND OTHER INSTRUCTIONS RELATING TO REMOTE E-VOTING ARE AS UNDER:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

- **LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT/ PHYSICAL MODE IS GIVEN BELOW:**

Sr. No.	Type of Share-holders	Login Method
1.	**Individual Share-holders holding securities in demat mode with NSDL**	1. Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2	**Individual Share-holders holding securities in demat mode with CDSL**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3	**Individual Share-holders (holding securities in demat mode) login through their**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be

	depository participants	redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
4	**Login method for Individual share-holders holding securities in physical form is given below**	Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under: 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in ➢ Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: - **A. User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company. **B. 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. **C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) **D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company. **Shareholders/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above* ➢ 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). ➢ Click "confirm" (Your password is now generated). 2. Click on 'Login' under **'SHARE HOLDER'** tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'.** 4. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon**.** 5. E-voting page will appear.

		6. 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). 7. After selecting the desired option i.e. Favour / Against, click on **'Submit'.** 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.

- **GUIDELINES FOR INSTITUTIONAL SHAREHOLDERS:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at https://instavote.linkintime.co.in and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian/Mutual Fund/Corporate Body'** login for the Scrutinizer to verify the same.

- **HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE/ INSTITUTIONAL SHAREHOLDERS:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

- **HELPDESK FOR 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 toll free no.: 1800 1020 990 and 1800 22 44 30

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 022-23058738 or 22- 23058542-43.

- **INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE HAS FORGOTTEN THE PASSWORD:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in

- Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

- **INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL/ CDSL HAS FORGOTTEN THE PASSWORD:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- 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".