
Regd. Office : National Highway No.8, Water Works Cross Road, Abrama-Valsad 396002, Gujarat.
CIN- L25200GJ1981PLC004375

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that 1st (2024-2025) Extra Ordinary General Meeting (“the EGM”) of the members of Ecoplast Limited (“the Company”) will be held on Friday, January 10, 2025 at 4.00 p.m. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following Special business:

SPECIAL BUSINESS:

- 1. To adopt a new set of Memorandum of Association of the Company in line with the provisions of the Companies Act, 2013.**

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

“RESOLVED THAT, pursuant to the provisions of section 13 and 15 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to the adoption of new set of Memorandum of Association (“MOA”) of the Company in place of the existing MOA with no change in existing ‘Clause III (A)’ containing the Main Objects sub-clause no. 1. to 2.

RESOLVED FURTHER THAT, the existing ‘Clause III (B)’ i.e. “Objects Incidental or Ancillary to the attainment of Main Objects” containing sub-clause no. 3 to 34 be and is hereby stands deleted and replaced by New ‘Clause III (B)’ i.e. “Matters which are necessary for furtherance of the Objects specified in ‘Clause III (A)’ containing the sub-clause no. 1 to 32.

RESOLVED FURTHER THAT, the existing ‘Clause III (C)’ containing the “Other Objects” sub clause No. 35 to 59 be and is hereby stands deleted in full.

RESOLVED FURTHER THAT, declaration containing the words “AND IT IS HEREBY DECLARED THAT: and sub clauses (i) to (iv) be and is hereby stands deleted in full.

RESOLVED FURTHER THAT, the existing ‘Clause IV’ i.e. ‘The Liability of the members is limited” be and is hereby stands deleted and replaced by New ‘Clause IV’ i.e. ‘The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

RESOLVED FURTHER THAT, the existing “Clause V” relating to Authorised Share Capital of the Company be deleted and replaced by new Clause V i.e. “The Authorised Share Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 Equity shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT, Mr. Jaymin B. Desai, Managing Director and Mr. Rakesh Kumar Kumawat, Company Secretary of the Company be and are hereby severally authorised to physically/ digitally sign and submit the necessary e-forms, documents and resolutions as maybe required with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

2. To adopt the new set of Articles of Association of the Company as per the Companies Act, 2013.

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

“**RESOLVED THAT** pursuant to the provision of Section 14 and any other applicable provision of Companies Act, 2013 read with Rules made thereunder (including and statutory modification or re-enactment thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded for adoption new set of Article of Association as per the Companies Act, 2013 by replacing the existing Article of Association of the Company.

RESOLVED FURTHER THAT Mr. Jaymin B. Desai, Managing Director and Mr. Rakesh Kumar Kumawat, Company Secretary of the Company, be and are hereby severally authorised to sign and file all the requisite e-forms and such other documents as may be required, with the registrar of Companies and to do all such acts, deeds and things as may be required in this regard.”

3. To issue of Equity Shares of the Company on Preferential Basis:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, the listing agreements entered into by the Company with BSE Limited (, the “Stock Exchange”) on which the Equity Shares of the Company having face value of Rs. 10 each are listed, and in accordance

with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended from time to time, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Securities and Exchange Board of India (“SEBI”), Ministry of Corporate Affairs (“MCA”), Reserve Bank of India (“RBI”), the Government of India (“GOI”) and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the GOI, RBI, SEBI, Stock Exchange, MCA and any other relevant statutory, government authorities or departments, institutions or bodies (collectively referred to as “Authorities”) and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may constitute, to exercise one or more of its powers, including the powers conferred hereunder) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the Members of the Company (“Members”) be and is hereby accorded to the Board to create, issue, offer, and allot up to 4,54,525 Equity Shares (“ Equity Shares”) of face value of Rs.10/- (Rupees Ten) each fully paid up at an issue price of Rs. 550/- per Equity Share including a premium of Rs. 540/- per Equity Share (as determined in accordance with the pricing guidelines prescribed under Regulation 164 of the Chapter V of SEBI ICDR Regulations and duly approved by the Board in its meeting held on December 14 2024 aggregating up to Rs. 24,99,88,750/- (Rupees Twenty Four Crores Ninety Nine Lacs Eighty Eight Thousand Seven Hundred and Fifty only), for cash consideration on a preferential basis (“Preferential Issue”), and on such terms and conditions, as are stipulated in the explanatory statement attached and as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws, provided however, that the price arrived as stated above is not less than the price arrived at as per the provisions of Chapter V of SEBI ICDR Regulations, to the following proposed allottee’s in the manner given below (collectively referred to as “Proposed Allottee’s”) on a preferential basis through private placement:

Sr. No	Details of the proposed allottees	Category	Number of Equity Shares	Investment Amount (in Rs.)
1.	Anil Kumar Goel	Public – Non Promoter	63,636	3,49,99,800
2.	Counter Cyclical Investments Private Ltd	Public – Non Promoter	40,909	2,24,99,950
3.	Sridhar Sundararajan	Public – Non Promoter	36,363	1,99,99,650
4.	Dinesh Gupta	Public – Non Promoter	9,090	49,99,500
5.	Kunal J Shah	Public – Non Promoter	6,818	37,49,900
6.	Parul Laxminandan Shah	Public – Non Promoter	9,090	49,99,500
7.	Rajesh Hansraj Gupta	Public – Non Promoter	9,090	49,99,500
8.	Reema Manyal	Public – Non Promoter	6,818	37,49,900
9.	Geeta Rajendra Thite	Public – Non Promoter	18,181	99,99,550
10.	Daya Sridhar	Public – Non Promoter	18,181	99,99,550
11.	Kala Sundarvedha	Public – Non Promoter	18,181	99,99,550
12.	Jayalakshmi Venkataraman	Public – Non Promoter	18,181	99,99,550
13.	Nashira Traders Private Limited	Public – Non Promoter	4,545	24,99,750
14.	Naval Seth	Public – Non Promoter	6,818	37,49,900
15.	Prasham Mayank Shah	Public – Non Promoter	9,090	49,99,500
16.	Manish Arvind Parikh HUF	Public – Non Promoter	4,545	24,99,750
17.	Karan Chopra	Public – Non Promoter	6,818	37,49,900
18.	Ketan Anil Shah	Public – Non Promoter	9,090	49,99,500
19.	Purvi Rajiv Shroff	Public – Non Promoter	9,090	49,99,500

20.	Fern Infrastructure Pvt Ltd	Public – Non Promoter	9,090	49,99,500
21.	Gaurav Garg	Public – Non Promoter	9,090	49,99,500
22.	Keshav Garg	Public – Non Promoter	9,090	49,99,500
23.	Rajiv Garg	Public – Non Promoter	25,454	1,39,99,700
24.	Ritu Garg	Public – Non Promoter	6,363	34,99,650
25.	Har Amrita Ahluwalia	Public – Non Promoter	9,090	49,99,500
26.	Kalavathi Natarajan	Public – Non Promoter	9,090	49,99,500
27.	Amita Jaymin Desai	Promoter	18,181	99,99,550
28.	Charulata Nitin Patel	Promoter	13,636	74,99,800
29.	Aditya Nitinkumar Patel	Promoter Group	4,545	24,99,750
30.	Jankee J Desai	Promoter Group	18,181	99,99,550
31.	Bankim Desai	Promoter Group	18,181	99,99,550
	Total		4,54,525	24,99,88,750

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares be and is hereby fixed as December 11, 2024 being the date 30 days prior to the date of Extra-Ordinary General Meeting i.e., January 10, 2025.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a) the Proposed Allottee’s of Equity Shares shall be required to bring in the entire 100 % of the consideration for the Equity Shares to be issued and allotted, on or prior to the date of allotment thereof.
- b) the consideration for allotment of Equity Shares shall be paid to the Company by the Proposed Allottee’s from their respective bank accounts.
- c) the pre-preferential shareholding of the Proposed Allottee’s, if any, except pre-preferential shareholding held by Mutual Fund (investing through its various schemes) and Equity Shares proposed to be allotted shall be under lock-in for such period as may be prescribed under Regulation 167 of Chapter V of the SEBI ICDR Regulations.
- d) The Equity Shares so allotted to the Proposed Allottee’s under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the

period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

- e) the Equity Shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and be issued in dematerialized form only.
- f) the Equity Shares so offered, issued and allotted will be listed on Stock Exchange where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- g) the Equity Shares to be offered, issued, and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the existing Equity Shares in all respects including as to dividend;
- h) no partly paid-up Equity Shares shall be issued / allotted.
- i) the Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing of resolution by the Shareholders of the Company approving the Preferential Issue. Where the allotment of the Equity Shares is pending on account of pendency of any approval by any regulatory/statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the Mr. Jaymin B. Desai, Managing Director and Mr. Rakesh Kumar Kumawat, Company Secretary of the Company be and are hereby severally authorized to make an offer to each of the Proposed Allottee's through a private placement offer letter in Form PAS – 4 as prescribed under the Act after passing of this resolution with a stipulation that the allotment of the said Equity Shares to the Proposed Allottee's would be made only upon receipt of the in-principle approval from the Stock Exchange i.e., BSE Limited, receipt of the consideration as aforesaid, receipt of permission from any regulatory or statutory authority and within the timelines prescribed under the applicable laws and to record the name and details of the Proposed Allottees in Form PAS-5;

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Board/Committee(s) of the Board, Director(s) or such authorized Officer(s) of the Company be and are severally hereby authorized to do all such acts, deeds, and things, in its absolute discretion, as it deems necessary or desirable in connection with offering, issuing, and allotting the Equity Shares, and to give effect to these resolutions, without being required to seek any further consent or approval of the Members, including, without limitation, the following:

- (a) offer, issue and allot the Equity Shares, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion;
- (b) determining the terms and conditions of the issuance of the Equity shares, including among other things, number of Equity Shares to be issued and allotted, size of the

- issue, terms and conditions in connection with premium, pricing and / or finalizing the objects of the issuance and monitoring of the same;
- (c) approve, finalize, and execute offer document(s) (including, among other things, private placement offer letter, letter of offer, and / or other letter or circular), and to approve and finalize the application form(s), notices, including any advertisements and other documents or any term sheets or any other ancillary documents in this regard;
 - (d) approve, finalize, execute, and amend agreements and documents, including, any number of powers of attorney, agreements in connection with the appointment of any intermediaries and / or advisors, (including for appointment of merchant banker(s), legal counsel, depository(ies), banker(s), advisor(s), registrar(s), and other intermediaries as required) and all such agencies as are or may be required to be appointed, involved or concerned in the issue and allotment of Equity Shares, and to remunerate them by way of fees, commission, charges and other expenses and also to reimburse them out of pocket expenses incurred by them in connection therewith;
 - (e) provide such declarations, affidavits, certificates, consents and / or authorities as required from time to time;
 - (f) seek any consents and approvals, including, among others, the consent(s) from the Company's lenders, customers, vendors, parties with whom the Company has entered into agreements, and from concerned statutory and regulatory authorities;
 - (g) file requisite documents/ forms/deeds/ declarations including filing of forms FC-GPR with the SEBI, Stock Exchanges, the GOI, the RBI, the MCA and any other statutory and / or regulatory authorities, and any amendments, supplements or additional documents in relation thereto, as may be required;
 - (h) seeking the listing of the Equity Shares on any stock exchange(s), submitting the listing application(s) to such stock exchange(s) and taking all actions that may be necessary in connection with obtaining such listing approvals (both in-principle and final listing and trading approvals);
 - (i) open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board;
 - (j) approving the issue price and finalize allocation and the basis of allotment(s) of the Equity Shares on the basis of the applications thereof as received, where applicable;
 - (k) acceptance and appropriation of the proceeds of the issue of the Equity Shares;
 - (l) affix the common seal of the Company, as required, on any agreement(s), undertaking(s), deed(s) or other document(s), in the presence of any one or more of the Directors of the Company or any one or more of the officers of the Company as may be authorized by the Board in accordance with the Memorandum of Association and Articles of Association of the Company;
 - (m) issue and publish newspaper notices and corrigendum if any required from time to time for the purpose of giving effect to the above resolution on behalf of the

company as per the applicable provisions of the various regulations mentioned above.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee(s) of the Board, Director(s) or Officer(s) of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as they may in their absolute discretion consider necessary, desirable or expedient including without limitation, application to Stock Exchanges, filing of requisite documents with the Registrar of Companies, Stock Exchange, Depositories, RBI, GOI and/ or such other Authorities as may be necessary for the purpose, issuing clarification on the offer, issue and allotment of the Equity Shares and listing of Equity Shares at the Stock Exchange as per the terms and conditions of Listing Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Preferential Issue), to resolve and settle any questions/difficulties that may arise with respect to the offer, issue and allotment of the said Equity Shares, including making an offer to the Proposed Allottee's, utilization of issue proceeds, signing of all deeds and documents as may be required, and to authorize all such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the shareholders of the Company and that the decision of the Board shall be final and conclusive and all actions taken by the Board in connection with any matter(s) referred to or contemplated in this resolution are hereby approved, ratified and confirmed in all respects;

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Article of Association of the Company and shall rank pari-passu with the existing Equity Shares in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorized to further delegate all or any of the power herein conferred and to authorize and empower any committee and / or director(s) and / or officer(s) of the Company, to execute and deliver, for and on behalf of the Company, any and all other documents or instruments or filings with any authorities and doing or causing to be done any and all acts or things as the committee / director(s) / officer(s) may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing, or in connection with the issuance of Equity Shares, and any documents or instruments so executed and delivered or acts and things done or caused to be done by the committee / director(s) / officer(s) shall be conclusive evidence of the authority of the committee / director(s) / officer(s) and the Company in doing so and to represent the Company before any Authorities, as they may deem fit and proper for the purposes of giving effect to above resolutions and settle any questions or difficulties that may arise;

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred 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 Ecoplast Limited

Sd/-
Rakesh Kumar Kumawat
Company Secretary & Compliance Officer
ICSI Mem. No.: A37556

Place: Valsad
Date: 14/12/2024

Regd. Office Address:
N H Road No 8 Water Works Cross Road
Abrama, Valsad 396002.
Tel: 9879554138
Email: investor@ecoplastindia.com
Website: www.ecoplastindia.com
CIN No.: L25200GJ1981PLC004375

Notes:

1. Pursuant to the General Circular numbers 09/2024 dated September 19, 2024, 09/2023 dated September 25, 2023, 10/2022 dated December 28, 2022, 02/2022 and 03/2022 dated May 5, 2022, 21/2021 dated December 14, 2021, 02/2021 dated January 13, 2021, 20/2020 dated May 5, 2020, 19/2021 dated December 8, 2021, 17/2020 dated April 13, 2020, 14/2020 dated April 8, 2020 issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/CMD1/CIR/ P/ 2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”), and in compliance with the provisions of the Companies Act, 2013 (“Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 (“Listing Regulations”) companies are allowed to hold EGM through video conferencing (VC) or OAVM (other Audio Video Means), without the physical presence of members at a common venue. In compliance with the Circulars, the EGM of the members of the Company is being held through VC or OAVM. Hence Members can attend and participate in the EGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM forms part of these notes. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Guidance/Clarification dated April 15, 2020, issued by ICSI, the proceedings of the EGM shall

be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EGM.

2. In terms of Section 102 of the Companies Act, 2013 (“the Act”) and Secretarial Standard on General Meetings, an explanatory statement setting out the material facts concerning special business under item nos. 1 to 3 to be transacted at the EGM is annexed and forms part of this Notice.
3. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and is holding shares as of the cut-off date, i.e. January 03, 2025 can cast their votes using remote e-voting by following the procedure as mentioned in the Notice.
4. All documents referred to in the notice of the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 A.M. and 1.00 P.M. except Saturdays, Sundays and public holidays, from the date hereof up to the date of the Extra Ordinary General Meeting.
5. All communications including Notice of the EGM and instructions for e-voting, are being sent by an electronic mode to those members whose email address are registered with the Company/Depository Participant (s).
6. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
7. The Board of Directors has appointed Mr. Devendra Deshpande (FCS: 6099, CP: 6515), proprietor of DVD and Associates, Practicing Company Secretaries, Pune and falling him Ms. Neha Marathe (FCS: 11767, CP: 17539) proprietor of NAM & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting and e-voting during the EGM process in a fair and transparent manner. The Scrutinizer shall submit his/her report, to the Chairman or any person authorized by him, on the votes cast in favor or against, if any, within 2 working days from the conclusion of Meeting.
8. The results declared along with the consolidated Scrutinizer’s Report and the recorded transcript of the meeting shall be uploaded at the website of the Company www.ecoplastindia.com and on the website of the CDSL’s at www.evotingindia.com and the results shall simultaneously be communicated to the Stock Exchange.

Process for e-voting and Joining the EGM through Audio Visual Means:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the Circulars. The forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this /EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the /EGM through VC/OAVM and cast their votes through e-voting.
6. In line with Circulars, the Notice calling the EGM has been uploaded on the website of the Company at www.ecoplastindia.com . The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e., www.evotingindia.com.
7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with Circulars.
8. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose EGMS are due in the Year 2024 or 2025, to conduct their EGMs through VC or OAVM on or before September

30, 2025 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Tuesday, January 07, 2025 at 9.00 a.m. and ends on Thursday, January 09, 2025 at 5.00 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 Friday, January 03, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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 in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is 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, 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 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, 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.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
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 21 09911
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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for Ecoplast Limited.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; devendracs@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the /EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@ecoplastindia.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@ecoplastindia.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM 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 system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

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

The following explanatory statement sets out all material facts in respect of Item no. 1 to 3 of the accompanying notice:

ITEM NO.1

To adopt a new set of Memorandum of Association of the Company in line with the provisions of the Companies Act, 2013.

The existing Memorandum of Association (“MOA”) was adopted by the Company at the time of its incorporation in 1981 and is based on the provisions of the erstwhile Companies Act, 1956. Subsequently, some of the clauses were amended/ inserted, from time to time, to cater to specific requirements. Consequent to the enactment of the Companies Act, 2013 (the “Act”), the structure/format of the MOA has undergone change, which requires alteration of several clauses of existing MOA of the Company. In order to align the Memorandum of Association with the provisions of the Companies Act, 2013 it is proposed to adopt a new set of Memorandum of Association

Therefore, the Board of Directors at its meeting held on December 14, 2024 decided to adopt new set of Memorandum of Association of the Company as set out in item no 1 and seek shareholders' approval for the same by way of Special Resolution. Hence your approval is sought by e-Voting in terms of the provisions of Section 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 as amended up to date.

A copy of the proposed set of new Memorandum of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 6.00 p.m.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

ITEM NO.2

To adopt the new set of Articles of Association of the Company as per the Companies Act, 2013.

The existing Articles of Association (AOA) of the Company were based on the provisions of the Companies Act, 1956 (the “erstwhile Act”) and several regulations in the existing AOA contained reference to specific sections of the erstwhile Act and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the “new Act”) and rule made there under. In order to bring the existing AOA of the Company in line with the provisions of the new Act, the Company made numerous changes in the existing AOA.

It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013.

Therefore, the Board of Directors at its meeting held on December 14, 2024 decided to adopt new set of Articles in place of existing Articles of Association of the Company as set out in item no 2 and seek shareholders' approval for the same by way of special resolution.

In terms of section 5 and 14 of the Companies Act, 2013 read with Rule made thereunder, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

Your approval is sought by e-Voting, in terms of the provisions of inter-alia Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 to adopt the new set of Articles of Association of the Company.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 6.00 p.m.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

ITEM NO. 3

To Issuance of equity shares of the Company on preferential basis:

The Company is in the business of manufacturing, processing and selling of Co-extruded Plastic Film for packaging and industrial applications. An equity infusion will also strengthen the Company's balance sheet and reduce the finance cost of the Company. Accordingly, subject to compliance with applicable law, the Company proposes to raise capital for the purposes of

expenditure for expansion, support growth plans of the Company, working capital requirement and general corporate purposes or any combination thereof and to pursue the main object of the Company as stated in its Memorandum of Association (MOA), as may be approved by the Board of Directors of the Company.

The proceeds from the issue of Securities shall be utilized for any of the aforesaid purposes to the extent permitted by law.

The Board of Directors of the Company (hereinafter referred to as “the Board”), has explored various options and the Board at their meeting held on December 14, 2024, has approved the proposal to raise funds by way of issue of up to 4,54,525 Equity Shares (“Equity Shares”) of face value of Rs.10/- (Rupees Ten) each fully paid up at an issue price of Rs. 550/- per Equity Share including a premium of Rs. 540/- per Equity Share (as determined in accordance with the pricing guidelines prescribed under Regulation 164 of the Chapter V of SEBI ICDR Regulations and duly approved by the Board in its meeting held on December 14, 2024 aggregating up to Rs. 24,99,88,750/- (Rupees Twenty-Four Crores Ninety Nine Lacs Eighty Eight Thousand Seven Hundred and Fifty only),

The floor price for the Preferential Issue (as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of the SEBI ICDR Regulations) is Rs. 549.09/- per Equity Share. The said Preferential Issue of Equity Shares is being made to the following Allottees (collectively referred to as the “Proposed Allottee’s”):

Sr. No	Details of the proposed allottees	Category	Number of Equity Shares	Investment Amount (in Rs.)
1.	Anil Kumar Goel	Public – Non Promoter	63,636	3,49,99,800
2.	Counter Cyclical Investments Private Ltd	Public – Non Promoter	40,909	2,24,99,950
3.	Sridhar Sundararajan	Public – Non Promoter	36,363	1,99,99,650
4.	Dinesh Gupta	Public – Non Promoter	9,090	49,99,500
5.	Kunal J Shah	Public – Non Promoter	6,818	37,49,900
6.	Parul Laxminandan Shah	Public – Non Promoter	9,090	49,99,500
7.	Rajesh Hansraj Gupta	Public – Non Promoter	9,090	49,99,500
8.	Reema Manyal	Public – Non Promoter	6,818	37,49,900

9.	Geeta Rajendra Thite	Public – Non Promoter	18,181	99,99,550
10.	Daya Sridhar	Public – Non Promoter	18,181	99,99,550
11.	Kala Sundarvedha	Public – Non Promoter	18,181	99,99,550
12.	Jayalakshmi Venkataraman	Public – Non Promoter	18,181	99,99,550
13.	Nashira Traders Private Limited	Public – Non Promoter	4,545	24,99,750
14.	Naval Seth	Public – Non Promoter	6,818	37,49,900
15.	Prasham Mayank Shah	Public – Non Promoter	9,090	49,99,500
16.	Manish Arvind Parikh HUF	Public – Non Promoter	4,545	24,99,750
17.	Karan Chopra	Public – Non Promoter	6,818	37,49,900
18.	Ketan Anil Shah	Public – Non Promoter	9,090	49,99,500
19.	Purvi Rajiv Shroff	Public – Non Promoter	9,090	49,99,500
20.	Fern Infrastructure Pvt Ltd	Public – Non Promoter	9,090	49,99,500
21.	Gaurav Garg	Public – Non Promoter	9,090	49,99,500
22.	Keshav Garg	Public – Non Promoter	9,090	49,99,500
23.	Rajiv Garg	Public – Non Promoter	25,454	1,39,99,700
24.	Ritu Garg	Public – Non Promoter	6,363	34,99,650
25.	Har Amrita Ahluwalia	Public – Non Promoter	9,090	49,99,500
26.	Kalavathi Natarajan	Public – Non Promoter	9,090	49,99,500
27.	Amita Jaymin Desai	Promoter	18,181	99,99,550
28.	Charulata Nitin Patel	Promoter	13,636	74,99,800
29.	Aditya Nitinkumar Patel	Promoter Group	4,545	24,99,750
30.	Jankee J Desai	Promoter Group	18,181	99,99,550
31.	Bankim Desai	Promoter Group	18,181	99,99,550
	Total		4,54,525	24,99,88,750

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act"), the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended from time to time, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the "Listing Regulations"), approval of members of the Company ("Members") by way of a special resolution ("Special Resolution") is required for the Preferential Issue.

Terms of Issue of Equity Shares: (i) All Equity Shares to be issued and allotted by the Company shall be subject to provisions of Memorandum of Association & Article of Association of the Company and shall rank paripassu in all respect including dividend with the existing equity shares of the Company (ii) the Equity Shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and be issued in dematerialized form only. Further, the same shall be subject to lock-in for such period as may be prescribed under Regulation 167 of the SEBI ICDR

Regulations (iii) The equity shares so offered, issued and allotted will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

The details in relation to the Preferential Issue as required under Chapter V of the SEBI ICDR Regulations, the provisions of Section 62(1) of the Companies Act, 2013 and Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014, are set forth below:

i. The objects of the preferential issue:

The issue and allotment of equity shares to the Proposed Allottees / Investors shall be subject to receipt of necessary approvals /permission of regulatory authorities as may be required. The proceeds of the preferential allotment shall be used by the Company for the purposes of expenditure for expansion, support growth plans of the Company, working capital requirement and general corporate purposes or any combination thereof and to pursue the main object of the Company as stated in its Memorandum of Association (MOA).

Utilization of Issue Proceeds and proposed schedule of implementation and deployment of Issue Proceeds:

We propose to deploy the Issue Proceeds towards the Objects in accordance with the proposed schedule of implementation and deployment of funds as set forth below:

Sr. no.	Objects of an issue	Estimated amount in Rs. Crores (Rounded off)	Utilisation timeline
1	Purchase of Land	2.50	31 st January, 2025
2	Construction of Building	5.50	30 th June, 2025
3	Purchase of Machinery	9.00	30 th September, 2025
4	Utilities	2.00	31 st August, 2025
5	General Corporate Purpose including Working Capital	6.00	31 st October, 2025
	Total	25.00	

Note: Not more than 25% of the consideration received for allotment of Equity Shares shall be utilised for general corporate purposes.

In terms of BSE notice no. 20221213-47 dated December 13, 2022, the amount specified for the above-mentioned Objects of issue may deviate +/- 10% depending upon future circumstances as all the amounts are based on internal management estimates and have not been appraised by any bank, financial institution or any other external agency.

They are based on current circumstances of our business. The Company may have to revise its estimates from time to time on account of various factors beyond its control, such as financial, market and sectoral conditions, competitive environment, business performance and strategy and interest or exchange rate fluctuations. Consequently, the funding requirements of our Company and deployment schedules are subject to revision in the future at the discretion of the management.

Pending utilization of the proceeds from the Preferential Issue, the Company shall invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other investment as permitted under applicable laws.

- i. Particulars of the Preferential Issue including date of passing of Board resolution, Maximum Number of Equity Shares to be offered, Amount which the Company intends to raise by way of such securities/ size of the issue:

The Board at its meeting held on December 14, 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the Preferential Issue, i.e., the issuance of up to 4,54,525 Equity Shares at a price of Rs. 550/- per Equity Share including premium of Rs. 540/- per Equity Share, aggregating to Rs. 24,99,88,750/- (Rupees Twenty Four Crores Ninety Nine Lacs Eighty Eight Thousand Seven Hundred and Fifty only), for cash consideration, on a preferential basis.

- ii. The price or price band at which the allotment is proposed:

Rs. 550/- per Equity Share including premium of Rs. 540/- per Equity Share which is not lower than the floor price i.e. Rs. 549.09/- calculated in accordance with Regulation 164 of Chapter V of the SEBI ICDR Regulations.

- iii. Basis on which the price has been arrived at:

The Equity shares of Company are listed on BSE Limited ("BSE") and are frequently traded in accordance with the SEBI (ICDR) Regulations. For the purpose of computation of the price per Equity Share, the BSE, being the only stock exchange where the shares are listed on the Relevant Date i.e., December 11, 2024, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

The SEBI (ICDR) Regulations provides that the issue of shares on a preferential basis can be made at a price not less than the higher of the following:

- a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- b. the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date

The allotment shall not be more than 5% of the post-issue fully diluted share capital of the Company, to the Proposed Allottee, the price of Rs. 550/- (Rupees Five Hundred and Fifty only) of the Equity Shares to be issued and allotted to the Proposed Allottee has been determined in accordance with the SEBI (ICDR) Regulations.

Accordingly, the floor price of the Equity Shares proposed to be allotted pursuant to the Preferential Issue which has been determined in accordance with Regulation 164 of the SEBI ICDR Regulations is Rs. 549.09/- per Equity Share. The price at which the Equity

Shares are proposed to be allotted to each of the Proposed Allottee's pursuant to the Preferential Issue is Rs. 550/- per Equity Share (including premium of Rs. 540/- per Equity Share) which is not less than the floor price determined in the manner set out above.

It is to be noted that nothing mentioned in the Articles of Association of the Company provides for a method of determination of floor price for Equity Shares to be allotted under the preferential issue.

iv. Monitoring of Utilization of Funds:

Not applicable as the size of issue is less than Rs. 100 crores/-.

v. The relevant date on the basis of which price has been arrived at:

In terms of Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the Preferential Issue of the Equity Shares is 11th December, 2024 ("Relevant Date"), being 30 days prior to the date of Extraordinary General Meeting i.e., January 10, 2025, at 4.00 p.m. to consider the Preferential Issue.

vi. The class or classes of persons to whom the allotment is proposed to be made:

The preferential issue of Equity Shares is proposed to be made to the Proposed Allottee, which belongs to the Non-Promoter Category group. The Company has obtained the PAN of all the Proposed Allottees.

Sr. No	Details of the proposed allottees	Category	Number of Equity Shares	Investment Amount (in Rs.)
1.	Anil Kumar Goel	Public – Non Promoter	63,636	3,49,99,800
2.	Counter Cyclical Investments Private Ltd	Public – Non Promoter	40,909	2,24,99,950
3.	Sridhar Sundararajan	Public – Non Promoter	36,363	1,99,99,650
4.	Dinesh Gupta	Public – Non Promoter	9,090	49,99,500
5.	Kunal J Shah	Public – Non Promoter	6,818	37,49,900
6.	Parul Laxminandan Shah	Public – Non Promoter	9,090	49,99,500
7.	Rajesh Hansraj Gupta	Public – Non Promoter	9,090	49,99,500

8.	Reema Manyal	Public – Non Promoter	6,818	37,49,900
9.	Geeta Rajendra Thite	Public – Non Promoter	18,181	99,99,550
10.	Daya Sridhar	Public – Non Promoter	18,181	99,99,550
11.	Kala Sundarvedha	Public – Non Promoter	18,181	99,99,550
12.	Jayalakshmi Venkataraman	Public – Non Promoter	18,181	99,99,550
13.	Nashira Traders Private Limited	Public – Non Promoter	4,545	24,99,750
14.	Naval Seth	Public – Non Promoter	6,818	37,49,900
15.	Prasham Mayank Shah	Public – Non Promoter	9,090	49,99,500
16.	Manish Arvind Parikh HUF	Public – Non Promoter	4,545	24,99,750
17.	Karan Chopra	Public – Non Promoter	6,818	37,49,900
18.	Ketan Anil Shah	Public – Non Promoter	9,090	49,99,500
19.	Purvi Rajiv Shroff	Public – Non Promoter	9,090	49,99,500
20.	Fern Infrastructure Pvt Ltd	Public – Non Promoter	9,090	49,99,500
21.	Gaurav Garg	Public – Non Promoter	9,090	49,99,500
22.	Keshav Garg	Public – Non Promoter	9,090	49,99,500
23.	Rajiv Garg	Public – Non Promoter	25,454	1,39,99,700
24.	Ritu Garg	Public – Non Promoter	6,363	34,99,650
25.	Har Amrita Ahluwalia	Public – Non Promoter	9,090	49,99,500
26.	Kalavathi Natarajan	Public – Non Promoter	9,090	49,99,500
27.	Amita Jaymin Desai	Promoter	18,181	99,99,550
28.	Charulata Nitin Patel	Promoter	13,636	74,99,800
29.	Aditya Nitinkumar Patel	Promoter Group	4,545	24,99,750

30.	Jankee J Desai	Promoter Group	18,181	99,99,550
31.	Bankim Desai	Promoter Group	18,181	99,99,550
	Total		4,54,525	24,99,88,750

vii. Identity of proposed allottee's (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), the percentage (%) of post preferential issue capital that may be held by them and change in control, if any, consequent to the Preferential Issue.:

Sr. No.	Name and Address of Proposed Allottee's	Category	Identity of Natural Person who are the Ultimate Beneficial Owner.	Pre- Preferential Issue Shareholding (As on 06 th December, 2024)		Post-Preferential Issue Shareholding	
				No. of Shares	%	No. of Shares	%
1.	Anil Kumar Goel	Public – Non Promoter	Not Applicable	0	0	63,636	1.84
2.	Counter Cyclical Investments Private Ltd	Public – Non Promoter	1. Keshav Garg, 2. Parminder Pal Bhatia 3. Rajiv Garg 4. Suninder Singh Bhatia 5. Rashmi Sharma	0	0	40,909	1.18
3.	Sridhar Sundararajan	Public – Non Promoter	Not Applicable	0	0	36,363	1.05
4.	Dinesh Gupta	Public – Non Promoter	Not Applicable	0	0	9,090	0.26
5.	Kunal J Shah	Public – Non Promoter	Not Applicable	0	0	6,818	0.20
6.	Parul Laxminandan Shah	Public – Non Promoter	Not Applicable	0	0	9,090	0.26
7.	Rajesh Hansraj Gupta	Public – Non Promoter	Not Applicable	0	0	9,090	0.26

8.	Reema Manyal	Public – Non Promoter	Not Applicable	0	0	6,818	0.20
9.	Geeta Rajendra Thite	Public – Non Promoter	Not Applicable	0	0	18,181	0.53
10.	Daya Sridhar	Public – Non Promoter	Not Applicable	0	0	18,181	0.53
11.	Kala Sundarvedha	Public – Non Promoter	Not Applicable	0	0	18,181	0.53
12.	Jayalakshmi Venkataraman	Public – Non Promoter	Not Applicable	0	0	18,181	0.53
13.	Nashira Traders Private Limited	Public – Non Promoter	1. Meeta Zaveri 2. Amol Mahadeo Chavan	0	0	4,545	0.13
14.	Naval Seth	Public – Non Promoter	Not Applicable	0	0	6,818	0.20
15.	Prasham Mayank Shah	Public – Non Promoter	Not Applicable	0	0	9,090	0.26
16.	Manish Arvind Parikh HUF	Public – Non Promoter	Manish Arvind Parikh	0	0	4,545	0.13
17.	Karan Chopra	Public – Non Promoter	Not Applicable	0	0	6,818	0.20
18.	Ketan Anil Shah	Public – Non Promoter	Not Applicable	0	0	9,090	0.26
19.	Purvi Rajiv Shroff	Public – Non Promoter	Not Applicable	0	0	9,090	0.26
20.	Fern Infrastructure Pvt Ltd	Public – Non Promoter	1. Pratiti Shah 2. Aishwarya Shah 3. Khilen V Shah 4. Kushal H Shah	0	0	9,090	0.26

21.	Gaurav Garg	Public – Non Promoter	Not Applicable	0	0	9,090	0.26
22.	Keshav Garg	Public – Non Promoter	Not Applicable	10,708	0.36	19,798	0.57
23.	Rajiv Garg	Public – Non Promoter	Not Applicable	0	0	25,454	0.74
24.	Ritu Garg	Public – Non Promoter	Not Applicable	14,000	0.47	20,363	0.59
25.	Har Amrita Ahluwalia	Public – Non Promoter	Not Applicable	0	0	9,090	0.26
26.	Kalavathi Natarajan	Public – Non Promoter	Not Applicable	0	0	9,090	0.26
27.	Amita Jaymin Desai	Promoter	Not Applicable	5,72,900	19.09	5,91,081	17.11
28.	Charulata Nitin Patel	Promoter	Not Applicable	4,42,025	14.73	4,55,661	13.19
29.	Aditya Nitinkumar Patel	Promoter Group	Not Applicable	31,962	1.06	36,507	1.06
30.	Jankee J Desai	Promoter Group	Not Applicable	1,84,207	6.14	2,02,388	5.86
31.	Bankim Desai	Promoter Group	Not Applicable	8,640	0.28	26,821	0.78

viii. Intention of Promoters, directors or key managerial personnel to subscribe to the offer:

The promoters, directors, and key managerial personnel intend to subscribe to the offer to demonstrate their confidence in the company's growth prospects and align their interests with those of the shareholders. Their participation underscores their commitment to the company's success and long-term value creation.

ix. The proposed time within which the allotment shall be completed:

As required under Chapter V of the SEBI ICDR Regulations, the Equity Shares to be allotted to each of the Proposed Allottee's pursuant to the Preferential Issue shall be allotted by the Company within a period of 15 days from the date of passing of the Special Resolution at the extraordinary general meeting, provided that where the allotment of the

proposed Equity Shares to any of the Proposed Allottee's is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

x. Certificate from Practicing Company Secretary:

The Certificate issued by DVD & Associates, Practicing Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations will be made available for inspection by the members during the Meeting and will also be made available on the Company's website and will be accessible at www.ecoplastindia.com

xi. Change in control, if any in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the Preferential Issue.

xii. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Nil

xiii. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable as the Company has not proposed to issue the shares for consideration other than cash.

xiv. Payment of Consideration:

In terms of the provisions of Regulation 169(1) of the SEBI (ICDR) Regulations, 100% consideration of Equity Shares shall be paid by the Proposed Allottee at the time of allotment of such Equity Shares. Accordingly, the entire consideration for Equity Shares is required to be paid to the Company at the time of allotment of Equity Shares to the Proposed Allottee. The consideration for the Equity Shares shall be payable in cash and must be paid by the Proposed Allottee from their respective bank accounts and in case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

xv. The Shareholding pattern of the Company before and after the allotment of securities under the preferential issue:

Sr no.	Category	Pre-issue				Post issue			
		Equity Share Capital		Preference Share Capital		Equity Share Capital		Preference Share Capital	
		No of Shares held	% of share holding	No of Shares held	% of Share holding	No of Shares held	% of share holding	No of Shares held	% of Share holding
A	Promoters holding			-	-			-	-
1	Indian:			-	-			-	-
	- Individual	16,81,641	56.06	-	-	17,36,184	50.26	-	-
	-Body corporate	4,76,827	15.89	-	-	4,76,827	13.80	-	-
	Sub total	21,58,468	71.95	-	-	22,13,011	64.06	-	-
2	Foreign promoters	8,640	0.29	-	-	26,821	0.78	-	-
	Subtotal (A)	2,167,108	72.24	-	-	22,39,832	64.84	-	-
B	Non-promoters holding			-	-			-	-
1	Institutional investor	-	-	-	-			-	-
2	Non-Institutional investor	-	-	-	-			-	-
	Private body corporate	24,753	0.82	-	-	79,297	2.30	-	-
	Directors and relatives	-	-	-	-			-	-
	Indian public	6,68,322	22.27	-	-	9,91,034	28.69	-	-
	Others [Non - Resident Indians (NRI's)/Foreign Body Corporates/Cooperative]	69,720	2.23	-	-	74,265	2.15	-	-
	Investor Education and Protection Fund Authority Ministry Of Corporate Affairs	70,097	2.33	-	-	70,097	2.03	-	-
	Sub Total (B)	8,32,892	27.76	-	-	12,14,693	35.16	-	-
	Grand Total	30,00,000	100	-	-	34,54,525	100	-	-

Note : The pre-issue shareholding pattern is as on 6th December 2024

xvi. Lock-In Period:

The Equity Shares to be issued and allotted to each of the Proposed Allottee's on a preferential basis under this Preferential Issue shall be locked in for a period of 6(six) months from the date of the trading approval for such Equity Shares, in accordance with Regulation 167 of the SEBI ICDR Regulations.

The entire pre-preferential shareholding of each the Proposed Allottee's (if any) except the pre-preferential shareholding of Mutual Fund (through its various schemes), shall be locked-in from the Relevant Date up to a period of 90 (ninety) trading days from the date of trading approval for the Equity Shares allotted pursuant to the Preferential Issue, in accordance with Regulation 167 of the SEBI ICDR Regulations.

Note: Pursuant to Regulation 158(5) read with Regulation 167 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the pre-preferential shareholding of Mutual Fund (through its various schemes) in the Company shall not be locked in.

xvii. Principle terms of assets charged as securities: Not Applicable

xviii. Requirements as to re-computation of price:

Since the Equity Shares of the Company have been listed on the stock exchange for a period of more than 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price of the equity shares nor to submit undertakings specified under relevant provisions of SEBI (ICDR) Regulations.

xix. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued on a preferential basis i.e., BSE Limited. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

xx. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

There will not be a change of status of promoters and non-promoters after the current allotment.

xxi. Other Disclosures/Undertaking:

- a) The Company is eligible to make preferential issue under Chapter V of the SEBI ICDR Regulations
- b) Neither the Company nor the Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) if the SEBI (ICDR) Regulations are not applicable. Neither the Company nor any of its directors or Promoters are a wilful defaulter or fraudulent borrower.

- c) None of its promoters or directors is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- d) The member of promoter and promoter group have not sold / transferred any equity shares during the 90 trading days preceding the Relevant Date.
- e) The Proposed Allottees has confirmed that it has not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.
- f) The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations. As the Equity Shares have been listed for a period of more than 90 trading days as on the Relevant Date, hence the provisions of Regulation 164(2) and Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- g) The Company shall re-compute the price of the Equity Shares issued in terms of the provisions of SEBI ICDR Regulations, where it is required to do so.
- h) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed allottees.
- i) The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval as per the SEBI ICDR Regulations. However, Mutual Fund (investing through its various schemes), who are the proposed allottee's registered with SEBI are exempt from Regulation 167(6) of SEBI ICDR Regulations.
- j) The Company is in compliance with the conditions of continuous listing of its Equity Shares as specified in the uniform listing agreement entered into with the Stock Exchange (the "Uniform Listing Agreement") where its Equity Shares are listed.
- k) There are no outstanding dues of the Company payable towards SEBI, Stock Exchanges or Depositories as on the date of this Notice.

In accordance with the provisions of Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares is being sought by way of a Special Resolution as set out in Item No. 3 of the notice. The issue of the Equity Shares pursuant to the Preferential Issue would be within the authorized share capital of the Company.

The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in Item No. 3 of the accompanying notice for your approval.

None of the directors, key managerial personnel of the Company or their relatives are, in any way, financially or otherwise, concerned or interested, in the said resolution, except to the extent of their respective shareholding and directorships and the proposed allotment, if any, in the Company.

By order of the Board
For Ecoplast Limited

Sd/-

Rakesh Kumar Kumawat
Company Secretary & Compliance Officer
ICSI M. No.: A37556

Place: Valsad

Date: 14th December, 2024

Regd. Office Address:

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Abrama, Valsad 396002.

Tel: 9879554138

Email: investor@ecoplastindia.com

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CIN No.: L25200GJ1981PLC004375