



Exotech Plastics Private Limited

(Formerly Known as Exotech Zanini Industries Private Limited)
Plot No F-27 C, MIDC Ranjangaon, Village - Karegaon, Taluka - Shirur, District - Pune 412220
Phone: 02138-613300, email: hr@exotechplastics.com, CIN No: U25206MH1996PTC101162

NOTICE OF EXTRA-ORDINARY GENERAL MEETING AT SHORTER NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting ("EGM") of the members of the Exotech Plastics Private Limited will be held at 11.55 a.m. on 30th October, 2023 through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following businesses:

SPECIAL BUSINESS:

Item No. 1

TO RACTIFY THE LOANS, GUARANTEE OR SECURITY MADE BY THE COMPANY TO PERSON IN WHOM ANY OF THE DIRECTOR OF THE COMPANY IS INTERESTED UNDER SECTION 185 (2) OF 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 provisions of Section 185 (2) and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to ratify the advances of loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity, in which directors of the company are interested, up to an aggregate sum of Rs. 20 Crores, in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans, advances, securities and/or corporate guarantee, as the case may be, are utilized by the borrowing company for its principal business activities only".

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deeds, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.

"RESOLVED FURTHER THAT, any of the directors of the Company be and are hereby severally authorized to file necessary e-Forms with the Registrar of Companies and to do such things, deeds and acts as may be required to give effect to the above resolution."

"RESOLVED FURTHER THAT duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time."

By the Order of Board of Directors

Place: Pune
Date: 27th October, 2023

Thabraz Hushain. W



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Notes:-

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts in respect of the special business under Item No.1 is annexed herewith and forms part of this Notice.
2. Pursuant to Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their Shareholders/Members electronically.
3. In view of the global outbreak and continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA"), has vide its General Circular No. 14/ 2020 dated 8th April 2020, General Circular No. 17/ 2020 dated 13th April 2020, General Circular No. 20/ 2020 dated 5th May 2020, General Circular No. 02/2021 dated 13th January 2021, General Circular No. 2/2022 dated 05th May 2022 and General Circular No. 3/2022 dated 05th May 2022 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") has vide its Circular No. SEBI / HO / CFD / CMD1 / CIR / P / 2020 / 79 dated 12th May 2020, SEBI / HO / CFD / CMD2 / CIR / P / 2021 / 11 dated 15th January 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 (collectively referred to as "SEBI Circulars") permitted the holding of General Meetings including the Annual General Meeting by the Companies through VC/OAVM, without the physical presence of the Shareholders/Members at a common venue. In compliance with the provisions of the Companies Act, 2013, MCA Circulars and SEBI Circulars, the EGM of the Company is being held through VC/OAVM
4. The Shareholders/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 this Notice.
5. A Shareholders/Members entitled to attend and vote, is entitled to appoint a proxy to attend and vote instead of himself/ herself and the proxy need not be a Shareholders/Members. Since the EGM is being held through VC/OAVM, physical attendance of Shareholders/Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Shareholders/Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
8. All documents referred to in the accompanying Notice and Explanatory Statement, are available for inspection at the registered office of the Company on all working days between 09.00 a.m. to 10.00 a.m. up to the date of General Meeting.
9. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.



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

The Company is expected to render support for the business requirements of other companies in the group (i.e. entities in which directors of the Company are interested as per the provisions of section 185 of the Companies Act, 2013), from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the Group.

In the light of amendments notified, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested in respect of loans taken by such entities, for their principal business activities.

Accordingly, in order to meet the funding requirements and ensure necessary compliances of the provisions of the Companies Act, 2013, the Board of Directors, hereby proposes to grant loans or provide guarantee/security to these abovementioned entity upto an aggregate amount of Rs. 20 Crores to Walter Pack Automotive Products India Private Limited.

Hence, in order to enable the company to advance loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested to any entity of the group, in which Directors of the company are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

The Board recommends the Special Resolution set out at item no. 1 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution except to the extent of their directorship and shareholding in the body corporate(s) in which investment may be made or loan/guarantees may be given pursuant to this special resolution.

By order of the Board of Director

Place: Pune
Date: 27th October, 2023

Thabraz Hushain. W
