

08.03.2019

To,

The BSE Ltd.  
1st Floor, New Trading Ring  
Rotunda Building  
P.J. Towers, Dalal Street  
Fort, Mumbai - 400 001  
Stock Code - 532856

National Stock Exchange of India Ltd.  
Exchange Plaza  
Bandra - Kurla Complex  
Bandra (East)  
Mumbai - 400 051  
Symbol -TIMETECHNO

Dear Sir / Madam,

**Sub: Pursuant to Regulation 30 other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of the Postal Ballot.**

Please find enclosed herewith Notice of the Postal Ballot circulated / dispatched to the members of the Time Technoplast Limited on 08<sup>th</sup> March, 2019 through permitted mode i.e. e-mail & courier for your reference and records.

The voting on the businesses as mentioned in the Postal Ballot Notice will be commenced on Saturday, 09<sup>th</sup> March, 2019 at 09.00 a.m. and end on Sunday, 07<sup>th</sup> April, 2019 at 05.00 p.m.

The Postal Ballot Notice along with Postal Ballot form are available on the website of the Company i.e. [www.timetechnoplast.com](http://www.timetechnoplast.com).

You are requested to take the above on your record & Obligated.

Thanking you,

Yours faithfully,

For TIME TECHNOPLAST LIMITED

  
Manoj Kumar Mewara

Sr. VP. Finance, Company Secretary & Compliance Officer

**TIME TECHNOPLAST LTD.**

Bringing Polymers To Life

CIN : L27203DD1989PLC003240

Regd. Office : 101, 1st Floor, Centre Point, Somnath Daman Road, Somnath, Dabhel, Nani Daman, Daman - 396210

Corp. Off. : 55, Corporate Avenue, 2nd Floor, Saki Vihar Road, Andheri (East), Mumbai - 400 072 INDIA Tel. : 91-22-7111 9999 / 4211 9999 Fax : 91-22-2857 5672 E-mail : [tl@timetechnoplast.com](mailto:tl@timetechnoplast.com) Website : [www.timetechnoplast.com](http://www.timetechnoplast.com)  
Bangalore : (080) 26608056/61 Baroda : (0265) 2320668 Chandigarh : (0172) 2646542 Chennai (044) 4501 0019 / 29 Delhi : (0120) 4393820/21 Hyderabad : (040) 23410003



## TIME TECHNOPLAST LTD.

Bringing Polymers To Life

CIN : L27203DD1989PLC003240

REGISTERED OFFICE : 101, 1<sup>st</sup> Floor, Centre Point, Somnath Daman Road, Somnath, Dabhel, Nani Daman UT - 396210

CORP. OFFICE : 2<sup>nd</sup> Floor, 55, Corporate Avenue, Saki Vihar Road, Andheri (E), Mumbai - 400072. Maharashtra, India.

Tel.: +91-22-7111 9999 / 9500 | Fax : +91-22-2857 5672 | Email : investors@timetechnoplast.com | Website : www.timetechnoplast.com

### NOTICE OF POSTAL BALLOT

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

Dear Member(s),

Notice is hereby given pursuant to provisions of Section 110 of the Companies Act, 2013, (the "Act") read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules"), and other applicable provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time) that the Special Resolutions appended below are proposed to be passed by the Shareholders by way of Postal Ballot / Voting by Electronic means ("e-Voting"). An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the said Resolutions setting out the material facts and the reasons thereof, along with the Postal Ballot Form is annexed herewith for your consideration. The Postal Ballot Notice, Explanatory Statement and the Postal Ballot Form are also available on the Website of the Company i.e. [www.timetechnoplast.com](http://www.timetechnoplast.com).

In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013, read with the Rules 20 and 22 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment thereof for the time being in force), the Company is also offering facility of e-Voting to all its Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes which form the part of the Notice.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL"), as an agency, to facilitate e-Voting for the Postal Ballot. Members have the options of voting either by e-Voting or through the physical Postal Ballot Form.

The Board of Directors at its meeting held on 14<sup>th</sup> February, 2019 has appointed Dr. S.K. Jain, Proprietor of M/s S. K. Jain & Company, (FCS No. 1473, C.P. No. 3076), a firm of Company Secretaries in Practice ("Scrutinizer"), pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, who is not in the employment of the Company and is in the opinion of the Board, capable of conducting the Postal Ballot process including e-Voting process and the Scrutinizer has communicated his willingness to be appointed as the Scrutinizer to conduct Postal Ballot Process in a fair and transparent manner.

Members are requested to read the instructions indicated in the Notice and printed overleaf of the Postal Ballot Form and record their assent ('FOR') or dissent ('AGAINST') therein and return the Postal Ballot Form duly completed in all respect in the enclosed self-addressed postpaid pre-paid envelope. Postal Ballot Form(s), if sent by courier or by registered post/speed post at the address mentioned on the self-addressed, postage pre-paid envelope, at the expense of the Members will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed envelope. The duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. on 07<sup>th</sup> April, 2019, to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

The Scrutinizer will submit his report to the Chairman or in his absence to a Whole Time Director of the Company, after completion of scrutiny of the Postal Ballot Forms and the votes cast by e-Voting. The Result of the Postal Ballot will be announced on or before 08<sup>th</sup> April, 2019, which will be available at the Registered Office of the Company and will be intimated to the Stock Exchanges, where the Equity Shares of the Company are listed. The Results of the Postal Ballot will also be displayed on the Company's website viz., [www.timetechnoplast.com](http://www.timetechnoplast.com) along with the Scrutinizer's report.

In the event the Resolutions if approved by requisite majority of Members, the date of passing of the said Resolutions shall be deemed to be 07<sup>th</sup> April, 2019, i.e. the last date stipulated for receipt of duly completed Ballot Form/e-Voting.

#### SPECIAL BUSINESS:

##### PROPOSED RESOLUTION:

#### 1. ISSUE OF NON- CONVERTIBLE DEBENTURES THROUGH PRIVATE PLACEMENT.

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

**"RESOLVED THAT** pursuant to the provisions of Section(s) 42 and 71 of the Companies Act, 2013 (the 'Act') read with the Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Act, if any, and the rules framed

thereunder, as may be applicable (including any statutory modifications or re-enactments thereof for the time being in force), and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable SEBI Regulations and Guidelines, if any, the Foreign Exchange Management Act, 1999, as amended, applicable Master Directions, the relevant guidelines, circulars and clarifications issued by the Reserve Bank of India as applicable to the Company, the provisions of Memorandum and Articles of Association of the Company, or any other laws, acts, rules, guidelines, regulations for the time being in force and any other circulars, notifications and/or clarifications issued by any regulatory authority (including any statutory modifications or re-enactments thereof for the time being in force), Consent of the Members, be and is hereby accorded to raise funds from time to time by way of issue, offer, invite for subscription and to allot rated/unrated, Secured/unsecured, listed/unlisted, Redeemable Non Convertible Debentures ('NCDs'), for Cash on a private placement basis, in one or more series / tranches, for an overall nominal value aggregating upto Rs. 300 Crores (Rupees Three Hundred Crores only) including any NCDs already issued by the Company, during the period of 1 (one) year from the date of passing of this Special Resolution, to bank(s), Financial Institution(s), International Lenders, Multilateral Financial Institutions, Non-Banking Finance Companies, Agencies, Qualified Institutional Buyers, Mutual Funds, Pension Funds, Provident Funds, Gratuity Funds, Alternative Investments Funds, Corporates, Insurance Companies, Investors and such other entities/ eligible persons, as the Board may in its absolute discretion decide, whether or not such issuance is within the limits specified in Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (as amended) provided that such NCDs along with all other relevant borrowings are within the overall borrowing limit of the Company as approved by the Members through Postal Ballot on 10th October, 2014;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, the Board/Committee of the Board or officers authorized by them in this regard be and are hereby authorized to do, from time to time, all such acts, deeds, matters and things as may be deemed necessary for pre and the post issue, in respect of issue of Non-Convertible Debentures including but not limited to number of issue/tranches, face value, issue price, timing, amount, tenor, method of issuance, security/charge creation, coupon/interest rates, yield, listing, allotment and other terms and conditions of issue of Non-Convertible Debentures as proper and most beneficial to the Company, including as to when the said Non-Convertible Debentures be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto and to select, appoint and finalize the remuneration of various agencies, including but not limited to Credit Rating Agencies, Trustee, Legal Counsels, Arrangers, Registrar and Transfer Agent, Lead Managers, and any other agency associated with the issue of secured/unsecured redeemable non-convertible debentures etc. as they may, in their absolute discretion, deemed necessary for this purpose, as the case may be”.

**2. TO CONTINUE DIRECTORSHIP OF SHRI. KUTHOORE NATARAJAN VENKATASUBRAMANIAN (DIN: 00007392) CHAIRMAN AND NON- EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY ON ATTAINING AGE OF EIGHTY YEARS (80).**

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

“**RESOLVED THAT** pursuant to Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended on 09<sup>th</sup> May, 2018 and the applicable provisions of the Companies Act, 2013, if any/rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Consent of the Members for continuation of Shri. Kuthoore Natarajan Venkatasubramanian (DIN: 00007392), aged 80 years, (Date of Birth: 14<sup>th</sup> April, 1938) as a Chairman and Non- Executive Independent Director of the Company, with effect from 01<sup>st</sup> April, 2019 for the remaining period of present term, be and is hereby accorded.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things to take all such steps as may be necessary proper or expedient to give effect to this Resolution”

**By order of the Board  
For Time Technoplast Limited  
Sd/-**

**Manoj Kumar Mewara  
Company Secretary**

**Date: 14th February, 2019.  
Registered Office:  
101, 1<sup>st</sup> Floor, Centre Point,  
Somnath Daman Road,  
Somnath, Dabhel, Nani Daman,  
Daman (U.T.) : 396210.**

**NOTES AND INSTRUCTIONS:**

1. The Board of Directors of the Company at its meeting held on 14<sup>th</sup> February, 2019 has approved the issuance of this Postal Ballot Notice. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, setting out all material facts pertaining to the above Resolution contained in Postal Ballot Notice is annexed hereto.
2. All material documents referred to in this Postal Ballot Notice and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 shall be open for inspection by the Members at the Registered Office of the Company on all working days until the last date for receipt of votes by Postal Ballot/e-Voting.
3. As per Rule(s) enumerated in Companies (Management and Administrative) Rules 2014, details of dispatch of Notice and Postal Ballot Paper to the Members will be published in one (1) English and Vernacular language newspapers circulating in the State in which the Registered Office of the Company is situated.
4. The Postal Ballot Notice along with Postal Ballot Form is being sent to all the Members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the close of business hours on 22<sup>nd</sup> February, 2019.
5. The Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants (“DP”) unless any Member has requested for a physical copy of the same. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form (the “Ballot Form”) through permitted mode.
6. The Postal Ballot Notice is uploaded on the website of the Company, i.e., [www.timetechnoplast.com](http://www.timetechnoplast.com), on the website of CDSL, i.e., [www.evotingindia.com](http://www.evotingindia.com), and on BSE Ltd/National Stock Exchange of India Ltd.
7. In terms of Section 108, 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to exercise votes on the item of business given in the Notice through electronic voting system, to shareholders through the e-Voting platform provided by the Central Depository Services (India) Limited (CDSL). The members may cast their votes on electronic voting system.
8. The e-Voting period will commence at 9.00 a.m. on 09<sup>th</sup> March, 2019 and will end at 5.00 p.m. on 07<sup>th</sup> April, 2019. The 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.
9. Kindly note that the Shareholders can opt only one mode of voting, i.e. either by Physical Postal Ballot Form or e-Voting. In case the Shareholders cast their vote by Physical Postal Ballot and e-Voting, then votes cast through e-Voting shall prevail and votes cast through valid Physical Ballot Form shall be considered as invalid.
10. In case a Member has not received the Ballot Form and is desirous of obtaining duplicate Postal Ballot Form or who has been sent Ballot Form electronically does not want to avail e-Voting facility provided by CDSL may write to the Company at the Registered Office of the Company or Email at: [investors@timetechnoplast.com](mailto:investors@timetechnoplast.com) mentioning their Folio No./DP ID and Client ID No. or download Postal Ballot Form from the website of the Company. However duly filled in and signed duplicate Ballot Form should reach the Company not later than the close of working hours is 5.00 p.m. on 07<sup>th</sup> April, 2019.  
No other Form or photocopy of the Ballot Form is permitted.
11. For any grievances / queries connected pertaining to: (a) Voting by Postal Ballot can be addressed to Mr. Manoj Kumar Mewara, Company Secretary and Compliance Officer, at the Registered Office of the Company or by sending an e-mail at [investors@timetechnoplast.com](mailto:investors@timetechnoplast.com) (b) The e-Voting process can be addressed to CDSL by sending an e-mail at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
12. The Scrutinizer will submit his report to the Chairman or Whole Time Director after the completion of scrutiny of the Postal Ballot Forms received in physical mode and the votes casted through electronic mode. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
13. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment / reappointment through Postal Ballot are furnished below. The Directors have furnished the requisite consents / declarations for their appointment/re-appointment.



**Shri. Kuthoore Natarajan Venkatasubramanian:**

Name & Designation	Shri. Kuthoore Natarajan Venkatasubramanian. Chairman and Non- Executive Independent Director.
Director Identification Number (DIN)	00007392
Date of Birth	14.04.1938
Qualifications	Chemical Engineering Graduate from Madras & Post Graduate from IIT – Kharagpur.
Expertise in specific functional area	He has more than 55 years of rich experience in the industry, having worked with major international oil companies like Standard Vacuum, Exxon, Philips Petroleum, IPCL. He was Executive Director of IPCL, State Trading Corporation of India Limited and was also the Chairman cum managing Director of Engineers India Limited & Indian Oil Corporation Limited.
Director of the Company since	14.12.2000
Number of Shares held in the Company	20,000 Equity shares
Disclosure of relationships between directors inter-se	No Relationships

**Directorships/Committee Membership of Shri. Kuthoore Natarajan Venkatasubramanian in other companies:**

Name of the Company (Directorship)	Committee Membership	Chairmanship
Gocl Corporation Limited	Member of the Audit Committee	-
Essar Oil And Gas Exploration And Production Limited	-	-
Idl Explosives Limited	Member of Audit Committee	Chairman of Audit Committee
Essar Oil UK Ltd	-	-

**14. Instructions for voting:**
**A. Voting through physical Ballot Form :**

- (1) A member desiring to exercise vote by Postal Ballot shall complete the enclosed Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the closed self-addressed prepaid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Ballot Form by courier or registered post or delivers it in person at his expense, such Ballot Form will also be accepted. Additionally, please note that the Postal Ballot Forms shall be considered invalid if (i) it is not possible to determine without any doubt the assent or dissent of the Member, and/or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member, and/or (iii) it is defaced or mutilated in such a way that its identity as a genuine Form cannot be established; and/or (iv) the Member has made any amendment to the Resolution set out herein or imposed any condition while exercising his vote.

**B. Voting through electronic means:**

- (1) The Company has entered into an arrangement with the Central Depository Services (India) Limited (CDSL) for facilitating e-Voting to enable the Shareholders to cast their votes electronically instead of physical mode. The instructions for e-Voting are as under:
- (i) The e-Voting period begins from 09<sup>th</sup> March, 2019, (09:00 a.m.) and ends on 07<sup>th</sup> April, 2019, (05.00 p.m.). During this period Shareholders' of the Company, holding shares either in Physical Form or in Dematerialized Form, as on the cut-off date i.e. 22<sup>nd</sup> February, 2019, may cast their vote electronically. The remote e-Voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Log on to the e-Voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iii) Now click on "Shareholders" tab.
  - (iv) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (v) Next enter the Image Verification as displayed and Click on Login.

- (vi) If you are holding shares in Demat Form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<ul style="list-style-type: none"> <li>· Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as Physical Shareholders).</li> <li>· Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the Sequence Number (which is printed on the Postal Ballot Form) in the PAN field.</li> <li>· In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<p>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.</p> <ul style="list-style-type: none"> <li>· 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 as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the "Company selection screen". However, Members holding shares in Demat Form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-Voting on the Resolutions contained in this Notice.
- (xi) Click on the EVSN for the "Time Technoplast Limited" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians:  
 Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## ANNEXURE TO THE NOTICE OF POSTAL BALLOT

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

The following statement sets out all material facts relating to the special business mentioned in the accompanying Notice of Postal Ballot ("Notice").

#### Item No. 1

The Members of the Company through Postal Ballot on 10<sup>th</sup> October, 2014, has accorded their approval to the Board of Directors of the Company/Committee authorized by the Board of Directors that the aggregate total amount of the borrowing does not exceed Rs. 1500 Crores.

As per Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, a Company shall not make a Private Placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the Members of the Company by a Special Resolution for each of the offers or invitations which are exceeding the limit specified under Section 42 of the Companies Act 2013 and read with Rules made thereunder. Further, in case of offer or invitation to subscribe Non-Convertible Debentures(NCDs) on private placement basis, where the amount proposed to be raised through such offer or invitation exceeds the limits specified in Section 42 of the Act, read with Rule 14 (2) (a) of Companies (Prospectus of Securities) Rules, 2014, it shall be sufficient if the Company passes a previous Special Resolution only once in a year for all the offers or invitations to subscribe NCDs, during the year.

Members are requested to note that considering the business plans and growth or general corporate purposes or refinancing of the existing debts of the Company. It is propose to raise fresh funds by issue of redeemable nonconvertible debentures, the Board of Directors of the Company at their meeting held on 14<sup>th</sup> February, 2019, subject to the approval of the Members of the Company, accorded their approval to create / invite / offer / issue / allot upto such number of NCDs, under private placement, in one or more series or tranches, such that the aggregate principal amount of such NCDs to be issued during a period of 1 year commencing from the date of passing of the Special Resolution set out at item 1 of the Postal Ballot Notice, authorized the Committee of Director to undertake all acts, deeds, matters and things as may in its absolute discretion deem necessary, expedient, proper or desirable, in respect of issuance of NCDs under private placement including but not limited to determine the terms and conditions of the NCDs to be issued, number of NCDs to be issued, issue price, face value, issue size, coupon, tenor, objects of the issue, etc.

The Non-Convertible Debentures (NCDs) issued on private placement basis is one of the most cost effective sources for long term borrowings.

In view of the above and to meet the requirements of Section 42 of the Companies Act, 2013, and Rules made thereunder, approval of the Members is sought for Private Placement of NCD's for an overall limit of upto Rs. 300 Crores (Rupees Three Hundred Crores only) including any NCDs already issued, within the overall borrowing limits of the Company of Rs. 1500 Crores at any point of time, as approved by the Members of the Company. The Members has also approved creation of security upto Rs. 1500 Crores at any point of time.

The Board recommends the Resolution set out at Item No. 1 of the Postal Ballot Notice to the Members for their consideration and approval, by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the Postal Ballot Notice, except to the extent of the NCDs that may be subscribed by any entity in which any of the Directors or Key Managerial Personnel of the Company or their relatives may be concerned or interested in any capacity.

#### Item No. 2

**The Board recommends the Resolution set out at Item No. 2 of the Postal Ballot Notice to the Members for their consideration and approval by way of Special Resolution.**

Shri. K. N. Venkatasubramanian, aged 80 years is the Chairman and Non- Executive Independent Director of the Company, his office is subject to retire by rotation and accordingly his continuation as Non-Executive Independent Director with effect from 01<sup>st</sup>April, 2019 shall require approval of shareholders by way of special resolution.

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, issued a notification No. SEBI/LAD-NRO/GN/2018/10 on 9<sup>th</sup> May, 2018, effective from 01<sup>st</sup>April, 2019.

Under the said Notification, SEBI inserted a new sub-regulation 17 (1A):

Pursuant to the Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, it has mandated to pass a Special Resolution to continue the directorship of any person as Non- Executive Director of the listed company, who has attained the age of seventy- five years (75 Years).

A brief justification for his continuation as Non-Executive Independent Director on the Board of the Company with effect from 01<sup>st</sup> April, 2019 is as under:

Shri K. N. Venkatasubramanian Chairman and Non Executive Independent Director has immensely contributed to the Company over the years and has actively participated and provided expertise knowledge in the Board and Committee Meetings. In this regard, the Board wishes to continue the term of their Directorship as the Chairman and Non Executive Independent Director of the Company. The Board of Directors at its meeting held on 14<sup>th</sup> February, 2019, on the recommendation of Nomination and Remuneration Committee, considered his background and experience and contributions made by him during his tenure, his association would be beneficial to the Company and it is desirable to continue his term of Directorship as Non Executive Independent Director of the Company.

Shri K. N. Venkatasubramanian (80 years), is a chemical engineering graduate from University of Madras and a Post Graduate from IIT – Kharagpur. He has more than 55 years of work experience in the industry, having worked with international oil companies like Standard Vacuum, EXXON, and Phillips Petroleum for over a decade and then in 1973 joined IPCL where he held several positions, including that of Director (Operations) handling Production, Engineering, Materials and Employee Relations and also as it's Executive Director. He was also a director on the Board of the State Trading Corporation of India Ltd. (STC) for 2 years from May 1982. He was also the Chairman cum Managing Director of Engineers India Ltd. (EIL). He was the Chairman of Indian Oil Corporation Ltd. from 1991 from where he retired in the year 1996.

During his career he was also on the board of Hindustan Organic Chemicals Ltd. and Hindustan Antibiotics Ltd. He has served as a Convener of the Plastics working group on Petrochemicals established by the Department of Petroleum, Government of India for formulating the policy frame work for petrochemicals during the 7th five year plan. He was also the Chairman of the Sub-Committee on "Petrochemicals" constituted by the Department of Chemicals and Petrochemicals for formulating the perspective plan for petrochemicals during the 8th and 9th plan periods. After retiring as Chairman from IOC, he worked as independent project consultant to many companies and currently holds several board positions. He is not related any of the Directors of our Company. He has been director of the Company since 14.12.2000.

Brief profile of Shri K. N. Venkatasubramanian is mentioned in the notes to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 2 of the Postal Ballot Notice, except to the extent of their shareholding in the Company, if any, in which any of the Directors or Key Managerial Personnel of the Company or their relatives may be concerned or interested in any capacity.

**By order of the Board  
For Time Technoplast Limited  
Sd/-**

**Manoj Kumar Mewara  
Company Secretary**

**Date: 14<sup>th</sup> February, 2019.  
Registered Office:  
101, 1st Floor, Centre Point,  
Somnath Daman Road,  
Somnath, Dabhel, Nani Daman,  
Daman (U.T.) : 396210.**



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**TIME TECHNOPLAST LTD.**

Bringing Polymers To Life

CIN : L27203DD1989PLC003240

REGISTERED OFFICE : 101, 1<sup>st</sup> Floor, Centre Point, Somnath Daman Road, Somnath, Dabhel, Nani Daman UT - 396210

CORP. OFFICE : 2<sup>nd</sup> Floor, 55, Corporate Avenue, Saki Vihar Road, Andheri (E), Mumbai - 400072. Maharashtra, India.

**POSTAL BALLOT FORM**

Please read the instructions printed overleaf carefully before completing this form

Sr. No.:

1. Name(s) and Registered Address of the sole/ first named Member (in block letters) :
  
2. Name(s) of Joint holder(s), if any :
  
3. Registered Folio No./DP ID No. / Client ID No..\* (\*Applicable to Members holding shares in dematerialized form) :
  
4. Number of shares held :

I/We hereby exercise my/our vote in respect of the following resolutions to be passed through Postal Ballot for the business stated in the Notice dated February 14<sup>th</sup>, 2019 of the Time Technoplast Limited (“Company”) by recording my/our assent/dissent to the said resolution by placing the tick mark (✓) in the appropriate boxes below:

Item No.	Particulars of Resolution	No. of Shares held	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Special Resolution u/s 42 and 71 of the Companies Act, 2013 for issue of Non- Convertible Debentures through private placement.			
2	Special Resolution for continuance of Directorship of Shri. Kuthoore Natarajan Venkatasubramanian (Din: 00007392) as a Chairman and Non-Executive Independent Director of the Company.			

Place: .....

Date: .....

\_\_\_\_\_  
(Signature of the Member)

**ELECTRONIC VOTING PARTICULARS**

Electronic Voting Sequence Number (EVSN)	e-Voting Sequence Number

In case PAN is not updated with Depository or Company kindly use Sequence Number for e-Voting.

### **Instructions for Ballot Voting**

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Resolution contained in the Postal Ballot Notice is being sought through Postal Ballot process.
2. A Member desiring to exercise his/her vote by Postal Ballot, may send duly completed form in the enclosed self-addressed Business Reply Envelope. The envelope bears the name of Dr. S. K. Jain, Practising Company Secretary appointed as the Scrutinizer by the Board of Directors of the Company.
3. Postage on the Business Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot, if sent by Courier or by Registered Post or by Hand Delivery at the expense of the Member will also be accepted. The Postal Ballot(s) should be sent to the Scrutinizer's address at Dr. S. K. Jain, Practising Company Secretary, 11, Friend's Union Premises Co-operative Society Ltd., 2<sup>nd</sup> Floor, 227, P. D'Mello Road, Beside Manama Hotel, Mumbai - 400 001.
4. The envelopes containing the Postal Ballot should reach the Scrutinizer not later than the close of business hours i.e. 5:00 p.m. on Sunday, the 7<sup>th</sup> April, 2019. A Postal Ballot Form received after this date and time will be strictly treated as the reply from the member has not been received.
5. A Member has to convey his/her assent or dissent in the Postal Ballot Form only. Assent or dissent to the proposed Resolutions may be recorded by placing a tick mark (✓) in the appropriate column. Postal Ballot Form bearing (✓) mark in both the columns will render the form invalid.
6. The Postal Ballot Form should be completed and signed by the Member. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Form will be rejected. The Postal Ballot shall not be exercised by a proxy. The Scrutinizer's decision on the validity of Postal Ballot Form will be final and binding.
7. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company/Depository) by the first named Member and in the absence of such Member, by the next named joint-holder. A Member may sign the Postal Ballot Form through an attorney; in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
8. In case of shares held by Companies, Trusts, Societies etc., a duly completed Postal Ballot Form should be signed by its Authorized Signatory. In such cases the duly completed Postal Ballot Form should also be accompanied by a certified copy of the Board Resolution/Authority together with the specimen signature(s) of the duly Authorized Signatory(ies).
9. A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
10. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on 22<sup>nd</sup> February, 2019.
11. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point no. 4 above.
12. No Member is entitled to vote on Postal Ballot unless all calls or other sums presently payable by him in respect of shares in the Company had been paid.
13. Members are requested not to send any other paper along with the Postal Ballot Form (except those authorized by the Company) in the enclosed self-addressed postage prepaid envelope as all Postal Ballot(s) will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
14. The Resolutions, if assented by requisite majority, shall be considered as passed on Sunday, the 7<sup>th</sup> April, 2019.
15. e-Voting: The Company is pleased to provide e-Voting facility as an alternate for all the Shareholders of the Company to enable them to cast their votes electronically instead of through physical Postal Ballot. e-Voting is optional. In case a member has voted through e-Voting facility, he does not need to send the physical Postal Ballot Form. In case a member casts his vote through e-Voting facility as well as sends his vote through physical vote, the vote cast through e-Voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer. Members are requested to refer to the Postal Ballot Notice and Notes thereto, for detailed instructions with respect to electronic e-Voting etc., for detailed instructions with respect to electronic voting.