



TIME TECHNOPLAST LIMITED

Regd Office: 213, Sabari, Kachigam, Daman (UT) 396210

Corporate Office: 55, Corporate Avenue, 2nd Floor, Saki Vihar Road, Andheri (E), Mumbai 400072

Tel: 91-22-7111 9999 Fax: 91-22-28575672

Website: timetechnoplast.com; Email: ttl@timetechnoplast.com

CIN NO : L27203DD1989PLC003240

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of the Members of TIME TECHNOPLAST LIMITED will be held on Monday 29th September, 2014 at 2.00 pm at Hotel Mirasol, Kadaiya Village, Daman – 396210 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements (both standalone and consolidated) of the Company for the financial year ended 31st March, 2014 including Balance Sheet as at 31st March, 2014 and the Profit and Loss Account of the Company for the year ended on that date and the Reports of Directors, and the Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Naveen Jain, who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.
4. To appoint the Statutory Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder M/s Raman S. Shah & Associates, Chartered Accountants, Mumbai (firm Registration No: FRN No 119891W) be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the AGM to be held in the year 2017 (subject to ratification at every AGM), at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

To pass with or without modification the following resolutions:

5. Ordinary Resolution for appointment of Ms. Monika Srivastava as Director of the Company:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Monika Srivastava (DIN No 02055547) who was appointed by the Board of Directors as Additional Director of the Company w.e.f 13.8.2014 and who holds office upto the conclusion of the forthcoming Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a member alongwith the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company, be appointed as director of the Company and that she shall be liable to retire by rotation."

6. Ordinary Resolution for appointment of Mr. K. N. Venkatasubramanian as Independent Director of the Company:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. K. N. Venkatasubramanian (holding DIN 00007392), Non- executive Independent Director of the Company who is eligible for re-appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of this AGM upto 28th September, 2019."

7. Ordinary Resolution for appointment of Mr. Sanjaya Kulkarni as Independent Director of the Company:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Sanjaya Kulkarni (holding DIN 00102575), Non- executive Independent Director of the Company who is eligible for

re-appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of this AGM upto 28th September, 2019."

8. Ordinary Resolution for appointment of Mr. Mahinder Kumar Wadhwa as Independent Director of the Company:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Mahinder Kumar Wadhwa (holding DIN 00064148), Non-executive Independent Director of the Company who is eligible for re-appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of this AGM upto 28th September, 2019."

9. Ordinary Resolution for appointment of Mr. Kartik Parija as Independent Director of the Company :

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Kartik Parija (holding DIN 00177115), Non-executive Independent Director of the Company who is eligible for re-appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of this AGM upto 28th September, 2019."

10. Ordinary Resolution for approval of remuneration payable to M/s. C. G. Pampat & Co., appointed as Cost Auditors of the Company for FY 2014-15:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, M/s C.G. Pampat & Co, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial year ended 31st March, 2015 be paid a remuneration as set out in the statement annexed to the Notice convening the Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

11. Special Resolution to authorize the Board of Directors under Section 180 (1)(c) of the Companies Act, 2013, to borrow funds, in excess of the aggregate of the paid-up capital of the Company and its free reserves:

"RESOLVED THAT in supersession of the earlier resolutions, if any, passed in this matter and pursuant to Section 180(1) (c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to approvals required, if any, the Company hereby accords its consent to the Board of Directors, including any Committee thereof, (hereinafter referred to as "the Board") for borrowing any sums of money from time to time, from any one or more persons, firms, bodies Corporate, or financial institutions whether by way of cash credit, advance or deposits, loans, debentures or bill discounting or otherwise and whether unsecured or secured, notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, so that, the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of ₹1500 crores.

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board (including committee thereof) be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments in writing as may be required, in its absolute discretion pursuant to the above resolution."

12. Special Resolution to authorize board of directors to sell, lease or dispose of the whole or substantially the whole of the undertaking of the company under Section 180 (1) (a) of Companies Act, 2013:

"RESOLVED THAT in supersession of earlier resolutions, if any, passed in this matter and pursuant to Section 180(1) (a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to approvals, if any, consent of the shareholders of the Company be and is hereby accorded for selling, leasing disposing of whole or substantially the whole of the undertaking of the Company or for creation by the Board of Directors, including any Committee thereof (hereinafter referred to as the "Board") on behalf of the Company, of such mortgages/ charges/ hypothecation/pledge and floating charges (in addition to the existing mortgages / charges / hypothecation created by the Company in favour of the lenders), in such form and in such manner as may be agreed to between the Board of Directors and the lenders, on all or any of the present and future immovable and / or movable properties/ assets of the Company wherever situated, of every nature and kind whatsoever to secure any Indian Rupee or foreign currency loans, debentures, advances and all other borrowings

availed / to be availed by the Company and / or any of the Company's holding / subsidiary/ affiliate / associate company, subject, however, upto an overall limit of ₹1500 crores of loans or advances already obtained or to be obtained, in any form, from any financial institution, bank, body corporate, company or any other person."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board (including Committee thereof), be and is hereby authorized to do all such acts, deeds and things and to give such directions as may be necessary or expedient and to settle any question, difficulty that may arise in this regard as the Board in its absolute discretion, may deem fit and its decision shall be final and binding."

13. Special Resolution for giving Loans/ Guarantees or providing securities under Section 186 of the Companies Act, 2013:

RESOLVED THAT subject to Section 186 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, as may be amended, from time to time and Articles of Association of the Company, approval of the shareholders of the Company be and is hereby given to the Board of Directors of the Company for giving any loan to any person or other body corporate, giving guarantee or providing any security in connection with the loan given to any person or body corporate and /or acquiring by way of subscription, purchase or other wise the securities of any other body corporate upto an amount, the aggregate outstanding of which should not exceed at any given time, an amount of ₹ 500 crores over and above the limits specified in Sec 186 (2) of the Companies Act 2013 and the aggregate outstanding amount of loans/guarantees/securities given/ provided to wholly owned subsidiary companies and /or joint venture companies and investment made in wholly owned subsidiaries from time to time.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to negotiate and decide from time to time, terms and conditions, execute necessary documents, papers, agreements etc for investments to be made, loans/guarantees to be given and securities to be provided to any person and /or any body corporate, to do all such acts, deeds and things and to give such directions as may be necessary or expedient as the Board in its absolute discretion, may deem fit and its decision shall be final and binding and to settle any question, difficulty that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or Director or officer of the Company or any other person.

14. Special Resolution for further issue of equity shares under Section 42 and 62 (1)(c) of the Companies Act, 2013:

- a) **RESOLVED THAT** in accordance with the provisions of Section 41, 42, 62 and other applicable provisions, if any of the Companies Act, 2013 (hereinafter referred both as the "Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into with the Stock Exchanges and subject to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR"), the provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, applicable rules, regulations, guidelines or laws and/or any approval, consent, permission or sanction of the Central Government, Reserve Bank of India and any other appropriate authorities, institutions or bodies (hereinafter collectively referred to as the "appropriate authorities"), and subject to such conditions as may be prescribed by any one of them while granting any such approval, consent, permission and/or sanction (hereinafter referred to as the "requisite approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), the Board be and is hereby authorized to issue, offer and allot equity shares/fully convertible debentures/partly convertible debentures/non convertible debentures with warrants/ any other securities (other than warrants), which are convertible into or exchangeable with equity shares on such date as may be determined by the Board but not later than 60 months from the date of allotment (collectively referred to as "**QIP Securities**"), to the Qualified Institutional Buyers (QIBs) as per the SEBI ICDR, whether or not such QIBs are Members of the Company, on the basis of placement document(s), at such time or times in one or more tranche or tranches, at par or at such price or prices, and on such terms and conditions and in such manner as the Board may, in its absolute discretion determine, in consultation with the Lead Managers, Advisors or other intermediaries, provided however that the aggregate amount raised by issue of QIP Securities as above shall not exceed ₹ 150.00 Crores.
- b) **RESOLVED FURTHER THAT** the relevant date for the determination of applicable price for the issue of the QIP Securities shall be the date on which the Board of the Company decide to open the proposed issue, or the date on which the holder of the securities which are convertible into or exchangeable with equity shares at a later date becomes entitled to apply for the said shares, as the case may be ("Relevant Date") and the Board be and is hereby authorised to offer a discount of not more than five per cent on the price calculated for the qualified institutions placement.

- c) RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any Securities referred to in paragraph (a) above or as may be necessary in accordance with the terms of the offering, all such shares shall rank pari passu with the then existing shares of the Company in all respects, as may be provided under the terms of the issue and in the offering document.
- d) RESOLVED FURTHER THAT such of these QIP Securities to be issued as are not subscribed may be disposed of by the Board to such person or persons and in such manner and on such terms as the Board may in its absolute discretion thinks fit in accordance with the provisions of law.
- e) RESOLVED FURTHER THAT the issue to the holders of the Securities with equity shares underlying such securities shall be inter alia, subject to suitable adjustment in the number of shares, the price and the time period etc., in the event of any change in the equity capital structure of the Company consequent upon any merger, de-merger, amalgamation, takeover or any other re-organisation or restructuring in the Company.
- f) RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of QIP Securities or instruments representing the same, as described in paragraph (a) above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may at its absolute discretion, deem necessary or desirable for such purpose, including without limitation the entering into of underwriting, marketing and institution/trustees/ agents and similar agreements/and to remunerate the Managers, underwriters and all other agencies/intermediaries by way of commission, brokerage, fees and the like as may be involved or connected in such offerings of Securities, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its absolute discretion deem fit.
- g) RESOLVED FURTHER THAT for the purpose aforesaid, the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of QIP Securities and utilisation of the issue proceeds including but without limitation to the creation of such mortgage/ hypothecation/charge on the Company's assets under the then relevant provisions of the Act in respect of the aforesaid QIP Securities either on pari passu basis or otherwise or in the borrowing of loans as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.
- h) RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s)/Authorized Representative(s) of the Company to give effect to the aforesaid resolution."

**For and on behalf of the Board
For Time Technoplast Limited**

**NIKLANK JAIN
VP Legal & Company Secretary**

Place : Mumbai
Date : 13th August 2014

NOTES :-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxy form duly completed and signed should be deposited at the Registered office of the Company not later than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of the members not exceeding 50 (fifty) and holding in aggregate not exceeding 10% of the total capital of the Company carrying voting rights.
2. The Ministry of Corporate Affairs has vide its General Circular no 2/2011 dtd 8.2.2011 granted general exemption to all companies under the provisions of Section 212 of the Companies Act 1956 (whereby the Companies have been granted general exemption from attaching the Balance Sheet of its subsidiaries to the Annual accounts), subject to the consent of the Board.

The Board of Directors of the Company have in their Board meeting held on 29.5.2014 given their consent for not attaching the balance sheet of the subsidiary companies to the Audited Annual Accounts 2013-14 of Time Technoplast Limited, being circulated to the members of the Company.

A statement containing brief financial details of the Company's subsidiaries is included in the Annual Report. The annual accounts of these subsidiaries and the related detailed information will be made available to any Member of the Company/ its subsidiaries seeking such information at any point of time.

3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote at the meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 22nd September 2014 to Monday, 29th September 2014 (both days inclusive) for the purpose of determining the eligibility of the Members entitled to Dividend.
5. Information in respect of unclaimed Dividend when due for transfer to the Investors Education & Protection Fund (IEPF) with reference to dividend for the financial year is given below:

Financial Year Ended	Date of Declaration of Dividend	Last date for claiming unpaid Dividend	Due date for transfer to IEPF
31.03.2008	29.09.2008	28.09.2015	27.10.2015
31.03.2009	19.09.2009	18.09.2016	17.10.2016
31.03.2010	25.09.2010	24.09.2017	23.10.2017
31.03.2011	24.09.2011	23.09.2018	22.10.2018
31.03.2012	29.09.2012	28.09.2019	27.10.2019
31.03.2013	25.09.2013	24.09.2020	23.10.2020

Shareholders who have not so far encashed the Dividend Warrant(s) are requested to seek issue of duplicate warrant(s) by writing to the Company. Also note that no claim shall lie against the said fund or the Company in respect of any amounts which were unclaimed and unpaid after a period of 7 (Seven) years from the date that they first become due for payment and no payment shall be made in respect of any such claim.

6. The payment of Dividend, upon declaration by the shareholder at the forth coming Annual General Meeting, will be made on or after September 29th 2014 to the eligible shareholder.
7. The Company has appointed Link Intime India Pvt Ltd. having their address at C-13 Pannalal Silk Mills Compound, LBS Road, Bhandup (West), Mumbai- 400 078 as the Company's Registrar and Share Transfer Agents. Members are requested to notify the registrar quoting their folio no. for any change in their registered address along with the pin code number, bank particulars, ECS details etc.
8. The Company's ISIN. No. is INE508G01029.
9. In order to avail the facility of Electronic Clearing System (ECS) for receiving direct credit of dividend to his / their respective account with Bank(s), the members holding shares in physical form are requested to provide their Bank Account details to the Company's Registrar and Transfer Agent - Link Intime India Pvt Ltd. In the absence of ECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend.
10. Members attending the meeting are requested to complete the enclosed attendance slip and to deliver the same at the entrance of the meeting hall.
11. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report at the time of attending the Meeting.
12. Members desirous of obtaining any information, concerning the accounts and operations of the Company are requested to address their queries to the Company Secretary so as to reach the Company, at least 10 days before the date of the Annual General Meeting, in order to enable the management to keep the information ready at the meeting.
13. All documents referred to in the accompanying Notice open for inspection at the Registered Office of the Company between 2 pm to 4 pm, on any working day.
14. Members holding shares in dematerialized form are requested to bring their Client ID and DP-ID nos. for easier identification of attendance at the meeting.
15. **As per the provisions of the Companies Act, 2013, the consent of the shareholders of the Company is required to be taken by way of postal ballot in respect of the agenda No.12 & 13. The Company is taking necessary steps to obtain the consent of the shareholders by way of postal ballot in respect of Agenda no. 11, 12 & 13 (11 & 12 being related agenda). The explanatory statement in respect thereof is attached herewith.**

A separate postal ballot form is being sent to all the shareholders. Shareholders are advised to read the instructions mentioned therein carefully and to return the form duly filled in and signed, so as to reach the Scrutinizer on or before

the close of working hours of October 6, 2014. The result of voting by postal ballot will be announced by Director/ Secretary on October 10, 2014.

16. Electronic copy of the Annual Report alongwith notice of AGM is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode. The same is also available on the website of the Company.

17. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

The instructions for members for voting electronically are as under:-

I. In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "TIME TECHNOPLAST LIMITED" from the drop down menu and click on "SUBMIT"
- (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 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:

For Members holding shares in Demat Form and Physical Form	
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"> • 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 last 8 digits of the demat account/folio number in the PAN field. • In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then reach directly 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- II. The e-voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 22nd August, 2014.
- III. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- IV. The evoting period commences on Wednesday, 24th September 2014 (10.am IST) and ends of Thursday, 25th September, 2014 (5 pm IST). During this period members of the Company holding the share either in physical form or dematerialized form, as on 22nd August 2014, may cast their vote electronically. Thereafter the evoting module shall be disabled by CDSL.
- V. Mrs. Hema Gaitonde, Practising Company Secretary (Membership No. F5938) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VI. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VII. Members who do not have access to e-voting facility may send duly completed Ballot Form, available on the website of the Company so as to reach the Scrutinizer appointed by the Board of Directors of the Company at the Corporate office of the Company at 55, Corporate Avenue, 2nd floor, Saki Vihar Road, Andheri (E), Mumbai 400072 not later than Thursday, 25th September 2014. Ballot forms received after this date will be treated as invalid.

VIII. The Results will be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the NSE/ BSE Limited.

18. Information on Directors seeking appointment / re-appointment as required under Clause 49 of the Listing Agreement entered into with the Stock Exchange is given below in the explanatory statement.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 5:

As per Section 149 of the Companies Act 2013, read with the rules formed there under and the Revised Clause 49 of the Listing Agreement, every listed company shall have a woman director on Board .

The Board of Directors have in their meeting held on 13th August, 2014 appointed Ms. Monika Srivastava as an additional director of the Company .

Ms. Monika Srivastava, 48, has completed her M.Sc from Mumbai University and also holds a Post Graduate Diploma in Public relations from New Delhi. She has 27 years of work experience spanning various sectors including development sector with Oxfam America and CRY; consulting with management consultancy group Global Synergies. She has over 15 years experience with Broadcast media houses like Zee television and Sahara Television and has headed their Sales and Marketing function.

She is a Director with the following companies

1. Avion Exim Pvt Ltd
2. Vemanya Design Worx Private Limited

Presently she does not hold any shares in TIME TECHNOPLAST LIMITED.

She holds office upto the conclusion of the forthcoming Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 .The Company has received a Notice in writing from a member alongwith the deposit of the requisite amount under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director of the Company.

She will liable to retire by rotation. She has given a declaration that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given her consent to act as Directors.

Ms.Monika Srivastava is interested in the resolutions set out at Item No. 5 with regard to her appointment.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this agenda.

Item Nos. 6, 7, 8 & 9

It is proposed to appoint Mr. K.N.Venkatasubramanian, Mr. Sanjaya Kulkarni, Mr. Mahinder Kumar Wadhwa and Mr. Kartik Parija as Independent Directors under Section 149 of the Act to hold office for 5 (five) consecutive years for a term up to the conclusion of the Annual General Meeting of the Company in the calendar year 2017.

a) Mr. K.N. Venkatasubramanian

Mr. K. N. Venkatasubramanian (76 years), is a chemical engineering graduate from University of Madras and a Post Graduate from IIT - Kharagpur. He has more than 52 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.

Details of his directorship in other companies:

Details of other Directorships held in other Public Companies (excluding Foreign Companies)	Membership of Committee	Status (Chairman/Member)
Essar Oil Limited	Audit Committee Remuneration Committee	Member Chairman
Gulf Carosseris India Limited		
Gulf Oil Corporation Limited	Audit Committee	Member
IDL Explosives Limited		
M & B Engineering Limited		
Orchid Chemicals & Pharmaceuticals Limited		

Mr. K.N. Venkatasubramanian holds 8250 shares in the Company (as own or on behalf of any other person on beneficial basis).

- b) **Mr. Sanjaya Kulkarni**, aged 65 years, is a B. Tech from IIT Mumbai, and MBA from IIM Ahmedabad. He is one of the original Promoter of 20th Century Finance Corporation Ltd., which turned itself into Centurion Bank. He has over three decades of experience in private equity, consumer finance, corporate finance, investment banking and was associated with Citibank.

He has been Director of the Company since 25.3.2003.

Details of his directorship in other companies

Details of Directorships held in public companies	Membership of Committee	Status (Chairman/Member)
Agro Tech Foods Ltd.	Audit Committee	Member
	Shareholders/Investor Grievance Committee	Member
	Remuneration Committee	Member
TPL Plastech Limited	Audit Committee	Chairman
	Nomination and Remuneration Committee	Chairman
Tree House Education & Accessories Limited	Audit Committee	Chairman
	Shareholders/Investor Grievance Committee	Member
	Remuneration Committee	Chairman
NED Energy Limited	Audit Committee	Chairman
Su-Kam Power Systems Ltd	-	-

Total Number of shares held in the Company by Mr. Sanjaya Kulkarni (as own or on behalf of other person on beneficial basis) is 95000.

- c) **Mr. Mahinder Kumar Wadhwa**, aged 62 years, is a noted Chartered Accountant with wide range of experience of over 31 years, in Accounts, Finance, Taxation, Personnel Management and other related areas. After successful practice, Mr. Wadhwa has served in some of the most reputed Companies in the top management team and Board.

He has been director of the Company since 1.6.1995.

Details of Directorships held	Membership of Committee	Status (Chairman/Member)
TPL PLASTECH LIMITED	Audit Committee	Member
	Stakeholders Relationship Committee	Chairman
	Nomination and Remuneration Committee	Member

Mr. Wadhwa does not hold any shares (as own or on behalf of other person on beneficial basis) in the Company.

- d) Mr. Kartik Parija** (38 years) is a graduate in Computer Science and Mathematics from Drake University and a Post graduate in Computer and Electrical Engineering from the University of Maryland. He has worked as a senior investment officer at an Indian Venture capital company – Venture east Fund Advisors which managed Ventureeast TeNet Fund, APIDC Venture Fund and the Biotechnology Fund. Prior to that, he was part of the investment team of a Washington based venture capital fund. He co-founded an e-commerce transaction processing company targeted at small businesses and began his career in technology as a member of NASA's Jet Propulsion Laboratory. He has experience in venture capital funding and management.

He has been director of the Company since 9.8.2010.

Mr. Kartik Prarija is a Director in Metro Wireless Engineering (India) Pvt Ltd (since amalgamated).

Mr. Kartik Parija does not hold any shares (as own or on behalf of other person on beneficial basis) in the Company.

Mr. K.N.Venkatasubramanian, Mr. Sanjaya Kulkarni, Mr. Mahinder Kumar Wadhwa and Mr. Kartik Parija are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from members alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Mr. K.N.Venkatasubramanian, Mr. Sanjaya Kulkarni, Mr Mahinder Kumar Wadhwa and Mr. Kartik Parija for the office of Directors of the Company.

The Company has also received declarations from Mr. K.N. Venkatasubramanian, Mr. Sanjaya Kulkarni, Mr. Mahinder Kumar Wadhwa and Mr. Kartik Parija that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Mr. K.N. Venkatasubramanian, Mr. Sanjaya Kulkarni, Mr Mahinder Kumar Wadhwa and Mr. Kartik Parija fulfil the conditions for appointment as Independent Directors as specified in the Act

Copy of the draft letters for respective appointments of Mr. K.N.Venkatasubramanian, Mr. Sanjaya Kulkarni, Mr. Mahinder Kumar Wadhwa and Mr. Kartik Parija as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

Mr. K.N.Venkatasubramanian, Mr. Sanjaya Kulkarni, Mr. Mahinder Kumar Wadhwa and Mr. Kartik Parija are interested in the resolutions set out respectively at Item Nos. 6, 7, 8 & 9 of the Notice with regard to their respective appointments.

Mr. K.N.Venkatasubramanian, Mr. Sanjaya Kulkarni, Mr. Mahinder Kumar Wadhwa and Mr. Kartik Parija are not liable to retire by rotation.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these articles.

Item No. 10

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. C. G. Pampat, Cost Accountants as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

It is proposed to pay a remuneration of ₹ 2,50,000/- p.a.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 10 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the shareholders.

Item Nos. 11 & 12

The members of the Company at their Annual General Meeting held on 29.9.2008 had approved by way of an Ordinary Resolution under Section 293(1)(d) read with Section 293 (1)(a) of the Companies Act, 1956 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹ 1000 crores and for creation of mortgages/charge/hypothecation on all present and future properties of the Company in favour of lenders upto a limit of ₹ 1000 crores.

Section 180 of the Companies Act, 2013 effective from September 12, 2013 requires that consent of the Company accorded by way of a special resolution is required to borrow money in excess of the company's paid up share capital and free reserves and for creating mortgage/ hypothecation on immoveable /movable property of the company. Further, as per the clarification issued by the Ministry of Corporate Affairs approval granted by the shareholders by way of an ordinary resolution shall be valid for one year from the date Section 180 became effective.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) read with Section 180 (1)(a) and other applicable provisions of the Companies Act, 2013, as set out in the resolution above. Considering the future plans of the Company, the proposed limit for borrowing and for creating charge on the property of the Company is ₹ 1500 crores. The Board recommends these resolution for approval by the members of the Company.

None of the Directors of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out above.

Item No. 13

Pursuant to Section 186 (2) of the Companies Act, 2013 (Act) and the Companies (Meetings of Board and its Powers) Rules, 2014 the Board of Directors is authorized to give loan, guarantee or provide security in connection with a loan to any other body corporate or person and/ or to acquire by way of subscription, purchase or otherwise, the securities including shares, debentures etc. or any other body corporate, up to amount aggregate of which should not exceed 60% of the paid up capital, free reserves and securities premium account or 100% of free reserves and securities premium account of the Company, whichever is higher. In case the Company exceeds the above mentioned limits then, prior approval of shareholders by way of a Special resolution is required to be obtained. However, Rule 11 of Rules provides that where a loan or guarantee is given or where a security is provided by a company to its wholly owned subsidiary company or a joint venture company or acquisition is made by a holding company, by way subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company, approval of shareholders is not required but such amounts will be taken into consideration for calculating the above limits.

The company is undertaking various business activities through its subsidiaries and joint ventures associate companies, other bodies corporate and would, therefore, be required to provide financial assistance / support by way of giving of loans / guarantees, providing of securities, making investment in securities in order to expand its business activities and also for optimum utilization of funds. Accordingly, Board of Directors, of the Company may be authorized to given loans, guarantees or provide securities or investment as mentioned above, up to an amount, the aggregate outstanding of which should not exceed, at any given time ₹ 500 crorers, which shall be over and above the said limit as specified in section 186 (2) of the Act and the aggregate outstanding amount of loans/guarantees/ securities provided/made to wholly owned subsidiary companies and joint venture companies and investment made in wholly owned subsidiary companies from time to time. The Board of Directors had, in its meeting held on August 13, 2014 considered and approved, subject to the approval of share holders, this proposal and recommend this resolution to the Shareholders for their approval by way of Special Resolution. Except the Directors and Key managerial Personnel or their relatives who may be concerned or interested, financial or otherwise, by way of Directorship/shareholding or in any other manner in one or more companies / bodies corporate / individuals as described in the said resolution, no other Director or Key managerial personnel or their relates is concerned in the said Resolution.

Item No. 14:

The Company wish to strengthen its financial position and net worth by augmenting its long term resources. For the above purposes and reduce bank borrowing & also for meeting the requirements for general corporate purposes, as may be decided by the Board from time to time, it is proposed to seek the enabling authorisation of the Members of the Company in favour of the Board of Directors ("Board" which expression for the purposes of this resolution shall include any committee of Directors constituted/ to be constituted by the Board), without the need for any further approval from the Members, to undertake the Qualified Institutional Placement ("QIP") with the Qualified Institutional Buyers ("QIB"), in accordance with the provisions of Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI ICDR"), as set out in this special resolution.

In view of the above, the Board may, in one or more tranches, issue and allot equity shares/fully convertible debentures/ partly convertible debentures/non convertible debentures with warrants/any other securities, which are convertible into or exchangeable with equity shares on such date(s) as may be determined by the Board but not later than 60 months from the date of allotment (collectively referred to as "QIP Securities").

The QIP Securities proposed to be issued by the Board shall be subject to the provisions of the SEBI ICDR including the pricing, which will not be less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchanges during the two weeks preceding the Relevant Date. The Board may offer a discount of not more than five per cent. on the price so calculated for the QIP.

The Relevant Date for the determination of applicable price for the issue of the QIP Securities shall be the date of the meeting in which the Board of the Company decides to open the proposed issue or in case of securities which are convertible into or exchangeable with equity shares at a later date, the date on which the holder of such securities becomes entitled to apply for the said shares, as the case may be.

For the reasons aforesaid, an enabling special resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalise the terms of the issue. The QIP Securities issued pursuant to the offering would be listed on the Indian stock exchange(s).

The proposed issue of QIP Securities as above may be made in one or more tranches such that the aggregate amount raised by the issue of QIP Securities shall not exceed ₹ 150 Crore. The proposed special resolution is only enabling in nature and the Board may from time to time consider the extent, if any, to which the proposed securities may be issued.

The QIP Securities issued pursuant to the offer, if necessary, may be secured by way of mortgage / hypothecation of the Company's assets as may be finalized by the Board in consultation with the Security Holders / Trustees in favour of Security Holders / Trustees for the holders of the said securities. Necessary consent of the shareholders is being sought by way of special resolution under Section 180 (1) (a) of the Companies Act, 2013 included under other items of the Notice of the AGM.

Section 62 (1) (c) of the Companies Act, 2013 and the Listing Agreement entered into with the Stock Exchanges, provide, inter alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares shall be offered to the persons, who on the date of the offer are holders of the equity shares of the Company, in proportion to the capital paid-up on those shares as of that date unless the Members decide otherwise. The Special Resolution seeks the consent and authorisation of the Members to the Board of Directors to offer, issue and allot the QIP Securities, in consultation with the Lead Managers, Legal Advisors and other intermediaries to any persons, whether or not they are Members of the Company.

The Board of Directors accordingly recommend this special resolution for the approval of the Members.

None of the Directors and/or Key Managerial personnel of the Company or their relatives is, in any way, deemed to be concerned or interested in the said resolution, except to the extent of their shareholding in the Company in which they are directors/ shareholders.



TIME TECHNOPLAST LIMITED

Registered Office : 213, Sabari, Kachigam, Daman UT, 396210

Corporate Office: 55, Corporate Avenue, 2nd Floor, Saki Vihar Road, Andheri (E), Mumbai 400072

Tel No: 022-7111-9999 **Fax:** 022-28575672

E-mail: ttl@timetechnoplast.com **Website:** www.timegroupglobal.com

CIN NO: L27203DD1989PLC003240

ATTENDANCE SLIP

(to be filled in and handed over at the entrance of the meeting hall)

I / We hereby record my/our presence at the 24th Annual General Meeting of the Company held at Hotel Mirasol, Kadaiya Village, Daman – 396210 at 2.00 p.m. on Monday 29th September, 2014.

Name and Address of the Shareholder(s)		
If Shareholder(s), please sign here	If Proxy, please mention name and sign here	
	Name of Proxy	Signature

Notes:

- (1) Shareholder / Proxyholder, as the case may be, is requested to produce the attendance slip duly signed at the entrance of the Meeting venue.
- (2) Members are requested to advise the change of their address, if any, to Link Intime India Pvt.Ltd., at the above address



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Tel No: 022-7111-9999 **Fax:** 022-28575672

E-mail: ttl@timetechnoplast.com **Website:** www.timegroupglobal.com

CIN NO: L27203DD1989PLC003240

PROXY FORM FORM NO. MGT-11

Folio / Client ID	
Name of the Members Registered address :	

I/We, being the members (s) of _____ shares of the above named company, hereby appoint:-

- Name : _____
Address : _____
E-mail Id : _____ Or failing him
- Name : _____
Address : _____
E-mail Id : _____ Or failing him
- Name : _____
Address : _____
E-mail Id : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on Monday, 29th September, 2014 at Hotel Mirasol, Kadaiya Village, Daman (U.T), - 396 210 at 2.00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	Vote		
		For	Against	Abstain
ORDINARY BUSINESS				
1.	Adoption of the financial statements and reports thereon for the year ended March 31, 2014			
2.	Declaration of the Dividend for the financial year 2013-14			
3.	To appoint a Director in place of Mr. Naveen Jain, who retires by rotation			
4.	Appointment of M/s. Raman S Shah & Associates as Statutory Auditor of the Company			

Sr. No.	Resolutions	Vote		
		For	Against	Abstain
SPECIAL BUSINESS				
5.	Appointment of Ms.Monika Srivastava as Woman Director on the Board			
6.	Appointment of Mr. K. N. Venkatasubramanian as Independent Director			
7.	Appointment of Mr. Sanjaya Kulkarni as Independent Director			
8.	Appointment of Mr.Mahinder Kumar Wadhwa as Independent Director			
9.	Appointment of Mr.Kartik Parija as Independent Director			
10.	Approval of remuneration payable to M/s C.G.Pampat & Co, Cost Auditors appointed by the Board for FY 2014-15.			
11.*	To authorize the Board of Directors under Section 180 (1)(c) of the Companies Act, 2013, to borrow funds, in excess of the aggregate of the paid-up capital of the Company and its free reserves.			
12.*	To authorize board of directors to sell, lease or dispose of the whole or substantially the whole of the undertaking of the company under Section 180 (1) (a) of Companies Act, 2013.			
13.*	To authorize Board of Directors for giving Loans / Guarantees or providing securities under Section 186 of the Companies Act, 2013.			
14.	Authorise Board of Directors to raise money not exceeding a sum of ₹ 150 crores.			

* Consent of the Shareholders is being obtained by way of postal ballot in respect of these agenda.

Signed this _____ day of _____ 2014

Signature of the Member: _____

Affix Revenue Stamp

Signature of the
First Proxy Holder(s)

Signature of the
Second Proxy holder(s)

Signature of the
Third Proxy Holder(s)

Note:

1. This form, in order to be effective, should be duly stamped, signed, completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference, if you leave the for, against or abstained column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.
3. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting right, than such proxy shall not act as a proxy for any other person or Member.