



TIME TECHNOPLAST LIMITED

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

Corporate Office: 55, Corporate Avenue, 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 an Extra Ordinary General Meeting of the Members of TIME TECHNOPLAST LIMITED will be held at 12.30 p.m. on Saturday, 14th February, 2015 at Survey No. 377/1, Plot No. 3-6, Kachigam, Daman – 396 210 to transact the following business:

ORDINARY BUSINESS:

To consider and if thought fit, to pass with or without modification, the following resolutions as:-

1. SPECIAL RESOLUTION FOR FURTHER ISSUE OF SECURITIES UNDER SECTION 42 AND 62 (1)(C) OF THE COMPANIES ACT, 2013 :

- a. **RESOLVED THAT** in supercession of the previous resolution relating to a qualified institutions placement and allied matters, as passed by the shareholders in the meeting of the Company held on 29.09.2014, and in accordance with the provisions of Section 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, as amended from time to time ("SEBI ICDR Regulations"), 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, all applicable statutes, rules, regulations, guidelines, notifications, or laws and/or any approval, consent, permission or sanction of the Central Government, Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), Stock Exchanges, 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 referred to as 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 together with warrants/ other convertible 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 Regulations, 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 in accordance with the provisions of the SEBI ICDR Regulations, provided however that the aggregate amount raised by issue of QIP Securities as above shall not exceed a maximum limit of ₹ 200.00 Crore, with or without a green shoe option, inclusive of such premium, as may be finalized by the Board.
- 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 decides to open the proposed issue subsequent to receipt of the relevant approval from the shareholders, or the date on which the holder of the applicable QIP 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 applicable QIP 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 QIP Securities with equity shares underlying such QIP Securities shall be inter alia, subject to the following terms and conditions:
 - (a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the equity shares, the number of equity shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;

- (b) in the event of the Company making a rights offer by issue of equity shares prior to the allotment of the equity shares, the entitlement to the equity shares will stand increased in the same proportion as that of the rights offer and such additional equity shares shall be offered to the holders of the securities at the same price at which they are offered to the existing shareholders;
 - (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of equity shares, the price and the time period as aforesaid shall be suitably adjusted; and
 - (d) in the event of consolidation and/or division of outstanding equity shares into smaller number of equity shares (including by way of stock split) or re-classification of the securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.
- 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 Lead 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 the QIP 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 (to the extent permissible) 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** without prejudice to the generality of the above, subject to applicable laws, approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed/ stipulated in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid QIP Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional QIP Securities;
- i. **RESOLVED FURTHER THAT** subject to applicable law, the Board and/or any committee of the Directors of the Board so formed by the Board at its discretion for this purpose, be and are hereby authorised to give effect to the aforesaid resolutions and are authorised to take such steps and to perform all such acts, deeds, matters and things and accept any alterations or modification(s) including signing and executing letters, deeds, agreements and documents of such nature as may be required as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of equity shares including but not limited to:
- a) Approving the offer document and filing the same with any authority or persons as may be required;
 - b) Approving the issue price, the number of equity shares to be allotted, the basis of allocation and allotment of equity shares;
 - c) Affixing the Common Seal of the Company on any agreement(s) documents as may be required to be executed in connection with the above, in the presence of any Director of the Company and persons authorised who shall sign the same in token thereof;
 - d) Arranging the delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of equity shares by the Company;
 - e) Taking decisions to open the issue, decide bid opening and closing date;
 - f) Opening such bank accounts and demat accounts as may be required for the transaction;
 - g) To do all such acts, deeds, matters and things and execute all such other documents and pay all such fees, as it may, in its absolute discretion, deem necessary or desirable for the purpose of the transactions;
 - h) To make all such necessary applications with the appropriate authorities and make the necessary regulatory filings in this regard;
 - i) Making applications for listing of the equity shares of the Company on one or more stock exchange(s) and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation to the concerned stock exchange(s); and
 - j) To authorize or delegate all or any of the powers herein above conferred to any or more persons, if need be.
- j. **RESOLVED FURTHER THAT** the allotment of the QIP Securities shall be completed within 12 (twelve) months from the date of this resolution.
- k. **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."

2. **ORDINARY RESOLUTION FOR INCREASE IN AUTHORIZED SHARE CAPITAL:**

"RESOLVED THAT, the Authorised Share Capital of the Company be increased from ₹ 27,50,00,000/- (Rupees Twenty Seven Crore Fifty Lacs only) to ₹ 32,50,00,000/- (Rupees Thirty Two Crore Fifty Lacs only) by creation of 5,00,00,000 (Five Crore only) Equity shares of ₹ 1/- (Rupee One only) each ranking pari – passu with the existing shares AND THAT clause V of the Memorandum of Association be altered as follows:-

- V. The Authorised Share Capital of the Company is ₹ 32,50,00,000 (Rupees Thirty Two Crore Fifty Lacs only) divided into 30,00,00,000 (Thirty Crore) Equity Shares of ₹ 1/- each and 25,00,000 (Twenty Five lacs) Redeemable Preference Shares of ₹ 10.00 each with power to increase or reduce the capital and to divide and sub-divide shares into several classes and to attach thereto respectively such preferential, qualified or deferred or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or as provided by the Articles of Association of the Company for the time being."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all acts, deeds matters and things including of e-filing of necessary forms with the Registrar of Companies and to give such directors as may be necessary or expedient and to settle any question, difficulty or doubt, that may arise in this regard, as the Board or the Committee in its absolute discretion may deem necessary , desirable and its decision shall be final and binding."

3. **SPECIAL RESOLUTION FOR INCREASE IN FOREIGN INSTITUTIONAL INVESTORS (FIIS) REGISTERED FOREIGN PORTFOLIO INVESTORS ("RFPIS") INVESTMENT LIMIT:**

"RESOLVED THAT pursuant to the provisions of Foreign Exchange Management Act, 1999, and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, particularly, Clause 1(4) of Schedule 2 thereof, and all other applicable rules & regulations, guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any the concerned authorities while granting such approvals, permissions, sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include a duly authorized committee of Directors for the time being exercising the powers conferred by the Board of Directors), consent of the Company be and is hereby accorded to the Board of Directors of the Company to increase the investment limit in for Foreign Institutional Investors ("FIIs") / Registered Foreign Portfolio Investors ("RFPis") registered with the SEBI in order to enable such FIIs and RFPis to acquire and hold on their own account and on behalf of each of their sub-accounts registered with SEBI (if applicable), equity shares up to an aggregate limit of 49% (Forty Nine Percent) of the paid up equity share capital for the time being, provided, however, that the equity shareholding of each FIIs/RFPis shall not exceed such limits as are or as may be prescribed, from time to time, under applicable laws, rules and regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith on incidental thereto including delegating all or any of the powers conferred.

For and on behalf of the Board

For **Time Technoplast Limited**

NIKLANK JAIN

VP LEGAL & COMPANY SECRETARY

Place : Mumbai

Date : 16.01.2015

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 ten percent of the total capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. 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.
3. The Explanatory Statement pursuant to Sec 102 (1) of the Companies Act 2013 in respect of the above agenda is attached herewith.
4. Members attending the meeting are requested to complete the enclosed attendance slip and to deliver the same at the entrance of the meeting hall.
5. 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.
6. 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.

7. The Notice of EOGM and instructions of e-voting along with the attendance slip and proxy form is being sent by electronic mode 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 copy is being sent in the permitted mode. The same is also available on the website of the Company.

8. **Voting through electronic means**

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 Extra Ordinary General Meeting 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) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME – Time Technoplast Limited" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. 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 8 digits of the sequence number in the PAN Field
	<ul style="list-style-type: none"> 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 sequence number 1 then enter RA00000001 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 relevant <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.
9. 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 of 16th January, 2015.
10. 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
11. The evoting period commences on Monday, 9th February, 2015 (10.00 am IST) and ends of Tuesday, 10th February, 2015 (5 pm IST). During this period members of the Company holding the share either in physical form or dematerialized form, as on 16th January 2015 (record date), may cast their vote electronically. Thereafter the evoting module shall be disabled by CDSL.
12. 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.
13. 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.
14. 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 Tuesday, 10th February 2015. Ballot forms received after this date will be treated as invalid.
15. 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.

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

Item No 1:

The shareholders of the Company had in the 24th Annual General Meeting (AGM) of the Company held on 29th September 2014, in Daman gave their consent to raise up to ₹ 150 Crore by way of issue of QIP Securities to Qualified Institutional Buyers ("QIBs") by way of a Qualified Institutions Placement ("QIP").

However in order to invest in growth opportunities and fund the expansion plans of the Company and other approved general corporate purposes, from time to time, it is thought prudent to increase the amount of the proposed fund raise from ₹ 150 crore to ₹ 200 crore and accordingly it is proposed to seek the 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 QIP by placing securities with QIBs up to a sum not exceeding ₹ 200.00 crore, with or without a green shoe option, 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 Regulations"), as set out in this special resolution, which resolution shall be in supercession of the previous resolution of the shareholders passed in the meeting held on September 29, 2014.

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 together with warrants/ other securities other than warrants, 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 Regulations 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, or such other pricing determination mechanism as may be stipulated by applicable law from time to time. 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 convertible securities, either the date of the meeting in which the board of directors of the issuer or the committee of directors duly authorised by the board of directors of the issuer decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares.

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 BSE Limited and National Stock Exchange of India Limited (hereinafter, collectively the "Stock Exchanges").

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 ₹ 200 Crore, with or without a green shoe option, as may be determined by the Board. 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 and to the extent permitted, may be secured by way of mortgage / hypothecation of the Company's assets as may be finalized by the Board in consultation with the holders of the QIP Securities / trustees appointed to act for an on behalf of the holders of the QIP Securities in favour of such holders / trustees, as applicable. Necessary consent of the shareholders has already been taken by way of special resolution under Section 180 (1) (a) of the Companies Act, 2013 in the 24th AGM.

Section 62 (1) (a) 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 of the shareholders pursuant to the provisions of Section 62(1)(c) of the Companies Act, 2013 and their authorisation to the Board 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 are, 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.

Item No 2:

The Authorised Share Capital of the Company presently stands at ₹ 27,50,00,000/- (Rupees Twenty Seven Crore Fifty lacs only) divided into 25,00,00,000 (Twenty Five Crore) Equity Shares of ₹ 1/- each and 25,00,000 (Twenty Five lacs) Redeemable Preference Shares of ₹ 10.00 each.

As mentioned in the Item No 1 above, the Board of Directors have proposed to undertake a QIP upto ₹ 200 crore. Upon the approval of this proposal by the Members the post QIP paid up equity share capital might exceed the present authorized share capital .

Hence it is proposed to increase the Authorized Share Capital of the Company from ₹ 2750 Lacs to ₹ 3250 Lacs (Rupees Thirty Two Crore Fifty Lacs only) by addition of 5,00,00,000 (Five Crore) equity shares of ₹ 1/- (Rupee One only) each which shall rank pari – passu with the existing Equity Shares of the Company.

The Board recommends to pass the necessary resolution.

None of the Directors of the Company and/or Key Managerial personnel of the Company or their relatives are in any way concerned or interested in the aforesaid resolution except to the extent of dilution of their stated shareholding in the Company.

Item No 3:

In terms of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time and applicable master circulars, Foreign Institutional Investors ("FIIs") /Registered Foreign Portfolio Investors ("RFPIs") can, as on date, in aggregate, hold up to 24% of paid-up capital of the Company.

As per the regulation the limit of FIIs and RFPIs may be increased up to the sectoral cap/statutory ceiling, as applicable, by the Company pursuant to a resolution passed by its Board of Directors followed by a Special resolution to that effect by the members.

FIIs and RFPIs have assumed a crucial role in the Indian capital market. It is proposed to facilitate greater FIIs/RFPIs investment in the Company, which would not only provide depth and liquidity to the Company's shares but will also reflect the Company's commitment to the highest standards of disclosures, transparency, corporate governance, its operational efficiencies, global competitiveness and proven management track record. With an intent to enhance the participation by FIIs/RFPIs in the Company, the Board considers it desirable to increase the FIIs/RFPIs investment limit up to 49% for investment in the capital of the Company.

The Board believes that it is prudent to seek the approval of the shareholders of the Company to increase the limit for investment by FIIs/RFPIs in the Company to 49% of the paid up equity share capital, of the Company.

The Board recommends the passing of the resolution set out in Item No. 3 as a Special Resolution.

None of the Directors of the Company and/or Key Managerial personnel of the Company or their relatives are in any way concerned or interested in the aforesaid resolution except to the extent of dilution of their stated shareholding in the Company.

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

NIKLANK JAIN
VP LEGAL & COMPANY SECRETARY

Place : Mumbai

Date : 16.01.2015



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Website : timetechnoplast.com; **Email :**ttl@timetechnoplast.com
CIN NO :L27203DD1989PLC003240

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP ID*	Client ID*	Folio No.	No. of Share(s) held

NAME AND ADDRESS OF EQUITY SHAREHOLDER (IN BLOCK LETTERS)

NAME AND ADDRESS OF PROXY HOLDER * (IN BLOCK LETTERS, to be filled in by the Proxy attending instead of the Equity Shareholder)

Signature of the Equity Shareholder or Proxy : _____

* Applicable for shareholders holding share(s) in dematerialised form.



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CIN NO :L27203DD1989PLC003240

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) :

Registered address :

E-mail ID :

Folio No./Client ID No. : DP ID No.

I/We, being the member(s) of Shares of **TIME TECHNOPLAST LIMITED**, hereby appoint

1. Name : E-mail ID :

Address :

..... Signature :

or failing him

2. Name : E-mail ID :
 Address :
 Signature :
 or failing him

3. Name : E-mail ID :
 Address :
 Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Extra Ordinary General Meeting** of the Members of **TIME TECHNOPLAST LIMITED** will be held at 12.30 p.m. on Saturday, 14th February, 2015 at Survey No. 377/1, Plot No. 3-6, Kachigam, Daman – 396 210, and at any adjournment thereof in respect of such resolutions as are indicated below :

No.	Item No.	No. of shares held by me	I assent to the resolution (✓)	I dissent from the resolution (✓)
1.	Special Resolution for further issue of securities under section 42 and 62 (1)(c) of the Companies Act, 2013.			
2.	Ordinary resolution for increase in Authorized Share Capital			
3.	Special Resolution For Increase In Foreign Institutional Investors (FIIs)/ Registered Foreign Portfolio Investors Investment Limit			

Signed this day of 2015

Affix
 Re.1/-
 Revenue
 Stamp

Signature of Shareholder Signature of Proxyholder(s)

Notes : 1. This Proxy Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at 213, Sabari, Kachigam, Daman (UT) 396210, not less than 48 hours before the commencement of the Meeting.

2. Please complete all details, including details of member(s) in above box before submission.

Form No. MGT-12

POLLING PAPER

Serial No.

<i>[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]</i>	
Name of the Company	TIME TECHNOPLAST LIMITED CIN NO: L27203DD1989PLC003240
Registered Office & Corporate Office:	213, Sabari, Kachigam, Daman (UT) 396210 55, Corporate Avenue, Saki Vihar Road, Andheri (E), Mumbai

BALLOT PAPER

S. No.	Particulars	Details
1.	Name of the First named Shareholder (IN BLOCK LETTERS)	
2.	Postal Address	
3.	Registered Folio No. / *Client ID No. (*Applicable to Investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary / Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Item No.	No. of shares held by me	I assent to the resolution (✓)	I dissent from the resolution (✓)
1.	Special Resolution for further issue of securities under section 42 and 62 (1)(c) of the Companies Act, 2013.			
2.	Ordinary resolution for increase in Authorized Share Capital			
3.	Special Resolution For Increase In Foreign Institutional Investors (FIIs)/ Registered Foreign Portfolio Investors Investment Limit:			

Place :

Date :

(Signature of the Shareholder(s) / Proxy Holder)

ELECTRONIC VOTING PARTICULARS
(Applicable for Individual Members only)

EVSN (Electronic Voting Sequence Number)	*Default Number
150116005	

*Only Members who have not updated their PAN with the Company / Depository participants shall use default Number in the PAN Field.