



## 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:** www.timegroupglobal.com; **Email:** investors@timetechnoplast.com

**CIN NO :** L27203DD1989PLC003240

### NOTICE

**NOTICE** is hereby given that the 25th Annual General Meeting of the Members of **TIME TECHNOPLAST LIMITED** will be held on Saturday, 26th September, 2015 at 1.30 pm at Hotel Mirasol Kadaiya Village, Daman (U.T.) - 396 210 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 2015 including Balance Sheet as at 31st March, 2015 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 a dividend on equity shares.
3. To appoint a Director in place of Mr. Bharat Vageria (DIN- 00183629), who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.
4. To ratify the appointment of Statutory Auditors and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution:**"

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), 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 Raman S. Shah & Associates, Chartered Accountants, Mumbai (Firm Registration No: 119891W) the retiring Statutory Auditors of the Company, who hold office up to the date of this Annual General Meeting and have confirmed their eligibility to be appointed as Auditors in terms of the provisions of Section 141 of the Act and the relevant Rules and offered themselves for re-appointment, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

**"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."

#### SPECIAL BUSINESS

To pass with or without modification the following resolutions:

5. To Reappoint Mr. Anil Jain (DIN- 00183364) as Managing Director:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Anil Jain, Managing Director (MD) of the Company for a period of Five years with effect from 1st December, 2015 on such terms and conditions including remuneration as are set out

in Explanatory Statement annexed to this notice convening the meeting and is hereby specifically sanctioned with liberty to the Board of Directors ( which shall include the committee of the Board constituted to exercise its powers, including powers conferred by this resolution ) to alter and vary the terms and conditions of the said appointment in such manner, so as not to exceed the limit specified under Schedule V or any amendments thereto.”

“**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year of the Company during his term of office as MD, he will be entitle to remuneration by way of salary and perquisites not exceeding the limits specified under Schedule V of the Companies Act, 2013, by way of minimum remuneration.”

“**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.”

6. To Reappoint Mr. Bharat Vageria (DIN- 00183629) as Wholetime Director:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Bharat Vageria, Wholetime Director of the Company for a period of Five years with effect from 1st December, 2015 on such terms and conditions including remuneration as are set out in Explanatory Statement annexed to this notice convening the meeting and is hereby specifically sanctioned with liberty to the Board of Directors (which shall include the committee of the Board constituted to exercise its powers, including powers conferred by this resolution) to alter and vary the terms and conditions of the said appointment in such manner, so as not to exceed the limit specified under Schedule V or any amendments thereto.”

“**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year of the Company during his term of office as Wholetime Director, he will be entitle to remuneration by way of salary and perquisites not exceeding the limits specified under Schedule V of the Companies Act, 2013, by way of minimum remuneration.”

“**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.”

7. To Reappoint Mr. Raghupathy Thyagarajan (DIN- 00183305) as Wholetime Director:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Raghupathy Thyagarajan, Wholetime Director of the Company for a period of Five years with effect from 1st December, 2015 on such terms and conditions including remuneration as are set out in Explanatory Statement annexed to this notice convening the meeting and is hereby specifically sanctioned with liberty to the Board of Directors (which shall include the committee of the Board constituted to exercise its powers, including powers conferred by this resolution) to alter and vary the terms and conditions of the said appointment in such manner, so as not to exceed the limit specified under Schedule V or any amendments thereto.”

“**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year of the Company during his term of office as Wholetime Director, he will be entitle to remuneration by way of salary and perquisites not exceeding the limits specified under Schedule V of the Companies Act, 2013, by way of minimum remuneration.”

“**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.”

8. To Reappoint Mr. Naveen Jain (DIN- 00183948) as Wholetime Director:

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Naveen Jain, Wholetime Director of the Company for a period of Five years with effect from 1st December, 2015 on such terms and conditions including remuneration as are set out in Explanatory Statement annexed to this notice convening the meeting and is hereby specifically sanctioned with liberty to the Board of Directors (which shall include the committee of the Board constituted to exercise its powers, including powers conferred by this resolution) to alter and vary the terms and conditions of the said appointment in such manner, so as not to exceed the limit specified under Schedule V or any amendments thereto.”

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year of the Company during his term of office as Wholetime Director, he will be entitle to remuneration by way of salary and perquisites not exceeding the limits specified under Schedule V of the Companies Act, 2013, by way of minimum remuneration.”

**“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.”

9. To Reappoint M/s. C. G. Pampat & Co., as Cost Auditors of the Company for FY 2015-16:

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

**“RESOLVED THAT** pursuant to the provisions of Sec 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 2016 be paid the remuneration apart from service tax including cess as applicable and reimbursement of actual travel and out of pocket expenses as may be fixed by the Board of Directors.”

**“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.”

10. To Keep the Registers and Returns at a place other than Registered Office:

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

**“RESOLVED THAT** pursuant to Section 94 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder, the Registers and Returns required to be maintained by the Company under Section 88 and 92 of the Companies Act, 2013, shall be maintained at the Company’s Corporate Office situated at 55, Corporate Avenue, Saki Vihar Road, Andheri (East), Mumbai 400072 with immediate effect.”

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

**NIKLANK JAIN  
VP LEGAL & COMPANY SECRETARY**

**Place : Mumbai  
Date : 12th August 2015**

**NOTES :-**

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ('the Act'), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice.
2. **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.
3. A person can act as Proxy for only 50 members and holding in aggregate not more than 10 percent of the total share capital of the Company carrying Voting Rights. Member holding more than 10 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 proxy for any other member.
4. 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.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members attending the meeting are requested to complete the enclosed attendance slip and to deliver the same at the entrance of the meeting hall.
7. 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.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 21st September 2015 to Saturday, 26th September 2015 (both days inclusive) for the purpose of determining the eligibility of the Members entitled to Dividend.
9. The payment of Dividend, upon declaration by the shareholder at the forth coming Annual General Meeting, will be made on or after 26th September, 2015 to the eligible shareholder.
10. 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                    |
| 31.03.2014           | 29.09.2014                      | 28.09.2021                             | 27.10.2021                    |

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.

11. 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.
12. The Company's ISIN. No. is INE508G01029.
13. 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.

14. 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.
15. 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.
16. 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.
17. 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.

18. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 read with the Companies (Management and Administration) Rules, 2015 and Clause 35B of the Listing Agreement with the Stock Exchanges, the Company is pleased to provide the facility to exercise members’ right to vote at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

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

- i. The voting period begins on 23rd September, 2015 at 9.00 A.M. and ends on 25th September, 2015 at 5.00 P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- iii. Click on Shareholders.
- iv. Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

|  | <b>For Members holding shares in Demat Form and Physical Form</b>  |
|--|--|
| PAN*   | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br><br>- Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated 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 OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.<br><br>If both the details are not recorded with the Depository or Company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).   |

- 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 Electronic Voting Sequence Number (EVSN) for the relevant company name viz. "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.
- xviii. Note for Non – Individual Shareholders and Custodians:
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk. [evoting@cdslindia.com](mailto:evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- xx. Mr. Arun Dash, Practising Company Secretary (Membership No. A18701) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- xxi. 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.
- xxii. 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 Friday, 25th September 2015. Ballot forms received after this date will be treated as invalid.
- xxiii. 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.
- xxiv. 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

At the Annual General Meeting held on 25.09.2010, the Members had approved reappointment of Mr. Anil Jain as Managing Director of the Company, for a period of five years w.e.f. 01.12.2010 upto 30.11.2015.

On the recommendation of Nomination and Remuneration Committee, based on qualifications, experience and contribution of Mr. Anil Jain, the Board of Directors at its meeting held on 12th August, 2015 have re-appointed Mr. Anil Jain as the Managing Director for a period of Five years effective from 1st December, 2015 subject to the approval of members vide Ordinary Resolution at the Annual General Meeting, at the remuneration including salary, perquisites, allowances etc. and on the terms and conditions as laid down hereinafter.

### SALARY:

Consolidated Salary and Perquisites ₹ 150 Lac per annum as may be determined from time to time by the Board of Directors or such authority as may be delegated by the Board of Directors of the Company.

### COMMISSION:

Commission based on the net profits of the Company, subject to the ceiling prescribed in that behalf under the Companies Act, 2013.

### PERQUISITES:

Mr. Anil Jain shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishing, repairs, servants' salaries, society charges and property tax; medical reimbursement, medical/accident insurance, leave travel concession for himself and his family; club fees and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors.

Provision for use of the Company's car for official duties and telephone at residence shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

Loan and Other Schemes: Benefits under loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time subject to applicable laws.

Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund, to the extent these either singly or together are not taxable under the Income-tax Act, Gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

If the Company has made no profits or its profits are inadequate in any financial year, he will be entitled to remuneration by way of salary and perquisites not exceeding the limits specified in Schedule V to the Companies Act, 2013, by way of minimum remuneration.

Mr. Anil Jain as Managing Director of the Company will not be entitled to sitting fees for attending meetings of the Board of Directors or Committee thereof.

None of the Directors / Key Managerial Personnel of the Company / their relatives (except Mr. Anil Jain) are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

### Item No. 6

At the Annual General Meeting held on 25.09.2010, the Members had approved reappointment of Mr. Bharat Vageria, as a Wholetime Director of the Company, pursuant to the Articles of Association of the Company and also pursuant to various applicable provisions of the Companies Act, 1956, for a period of five years w.e.f. 01.12.2010 and upto 30.11.2015.

It is proposed to reappoint Mr. Bharat Vageria as a Wholetime Director, pursuant to the Articles of Association of the Company and also pursuant to various applicable provisions of the Companies Act, 2013, on the following terms and conditions, for a period of five years w.e.f. 01.12.2015.

The Terms and Conditions are given below:-

**SALARY:**

Consolidated Salary & Perquisites ₹ 120 Lac per annum as may be determined from time to time by the Board of Directors or such authority as may be delegated by the Board of Directors of the Company.

**COMMISSION :**

Commission is based on the net profits of the Company, subject to the ceiling prescribed in that behalf under the companies Act, 2013.

**PERQUISITES :**

Mr. Vageria shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishing, repairs, servants' salaries, society charges and property tax; medical reimbursement, medical/accident insurance, leave travel concession for himself and his family; club fees and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors.

Provision for use of the Company's car for official duties and telephone at residence shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

Loan and Other Schemes: Benefits under loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time subject to applicable laws.

Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund, to the extent these either singly or together are not taxable under the Income-Tax Act, Gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

If the Company has made no profits or its profits are inadequate in any financial year, he will be entitled to remuneration by way of salary and perquisites not exceeding the limits specified in Schedule V to the Companies Act, 2013, by way of minimum remuneration.

Mr. Bharat Vageria will not be entitled to sitting fees for attending meetings of the Board of Directors or Committee thereof.

None of the Directors / Key Managerial Personnel of the Company / their relatives (except Mr. Bharat Vageria) are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

**Item No. 7**

At the Annual General Meeting held on 25.09.2010, the Members had approved reappointment of Mr. Raghupathy Thyagarajan, as a Wholetime Director of the Company, pursuant to the Articles of Association of the Company and also pursuant to various applicable provisions of the Companies Act, 1956, for a period of five years w.e.f. 01.12.2010 and upto 30.11.2015.

It is proposed to reappoint Mr. Raghupathy Thyagarajan as a Wholetime Director, pursuant to the Articles of Association of the Company and also pursuant to various applicable provisions of the Companies Act, 2013, on the following terms and conditions, for a period of five years w.e.f. 01.12.2015.

The Terms and Conditions are given below:-

**SALARY:**

Consolidated Salary & Perquisites ₹ 120 Lac Lac per annum as may be determined from time to time by the Board of Directors or such authority as may be delegated by the Board of Directors of the Company.



**COMMISSION :**

Commission is based on the net profits of the Company, subject to the ceiling prescribed in that behalf under the companies Act, 2013.

**PERQUISITES :**

Mr. Raghupathy Thyagarajan shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishing, repairs, servants' salaries, society charges and property tax; medical reimbursement, medical/accident insurance, leave travel concession for himself and his family; club fees and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors.

Provision for use of the Company's car for official duties and telephone at residence shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund, to the extent these either singly or together are not taxable under the Income-Tax Act, Gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

If the Company has made no profits or its profits are inadequate in any financial year, he will be entitled to remuneration by way of salary and perquisites not exceeding the limits specified in Schedule V to the Companies Act, 2013, by way of minimum remuneration.

Mr. Raghupathy Thyagarajan will not be entitled to sitting fees for attending meetings of the Board of Directors or Committee thereof.

Loan and Other Schemes: Benefits under loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time subject to applicable laws.

None of the Directors / Key Managerial Personnel of the Company / their relatives (except Mr. Raghupathy Thyagarajan) are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

**Item No. 8**

At the Annual General Meeting held on 25.09.2010, the Members had approved reappointment of Mr. Naveen Jain, as a Wholetime Director of the Company, pursuant to the Articles of Association of the Company and also pursuant to various applicable provisions of the Companies Act, 1956, for a period of five years w.e.f. 01.12.2010 and upto 30.11.2015.

It is proposed to reappoint Mr. Naveen Jain as a Wholetime Director, pursuant to the Articles of Association of the Company and also pursuant to various applicable provisions of the Companies Act, 2013, on the following terms and conditions, for a period of five years w.e.f. 01.12.2015.

The Terms and Conditions are given below:-

**SALARY:**

Consolidated Salary & Perquisites ₹120 Lac per annum as may be determined from time to time by the Board of Directors or such authority as may be delegated by the Board of Directors of the Company.

**COMMISSION :**

Commission is based on the net profits of the Company, subject to the ceiling prescribed in that behalf under the companies Act, 2013.

**PERQUISITES :**

Mr. Naveen Jain shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with reimbursement of expenses or allowances for utilities

such as gas, electricity, water, furnishing, repairs, servants' salaries, society charges and property tax; medical reimbursement, medical/accident insurance, leave travel concession for himself and his family; club fees and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors.

Provision for use of the Company's car for official duties and telephone at residence shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

Loan and Other Schemes: Benefits under loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time subject to applicable laws.

Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund, to the extent these either singly or together are not taxable under the Income-Tax Act, Gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

If the Company has made no profits or its profits are inadequate in any financial year, he will be entitled to remuneration by way of salary and perquisites not exceeding the limits specified in Schedule V to the Companies Act, 2013, by way of minimum remuneration.

Mr. Naveen Jain will not be entitled to sitting fees for attending meetings of the Board of Directors or Committee thereof.

None of the Directors / Key Managerial Personnel of the Company / their relatives (except Mr. Naveen Jain) are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

Brief Resume of the Directors to be appointed at the forthcoming annual general meeting in pursuance of clause 49 (VIII)(E) of the listing agreement:

| <b>Particulars</b>                                   | <b>Mr. Anil Jain</b>   | <b>Mr. Bharat Vageria</b>   | <b>Mr. Raghupathy Thyagarajan</b>  | <b>Mr. Naveen Jain</b>  |
|--|--|---|--|---|
| A brief resume of the director                       | Founder of the Company. Mr. Jain is an Electrical Engineering from Punjab University followed by MBA from Delhi University in India and has attended several management courses in India and abroad. He has worked for more than 20 years with some of the best Indian companies in government and private sector. | Mr. Vageria is Chartered Accountant by profession and has around 24 years of experience in the Polymer Product Industry. He has ably led his team of fellow professionals and has established controls and systems for multi location, multi product operations of the company. | Mr. Raghupathy Thyagarajan has a degree in Science and Business Administration with over 15 years of industrial experience.                            | Mr. Naveen Jain has a degree in Engineering with 20 years experience in production, quality management and projects management.   |
| Nature of his expertise in specific functional areas | Managing Director founder of the company looking after overall performance of the Company  | Whole time Director- Finance, responsible for Accounts, Finance, Corporate Affairs, Taxation and Legal functions of the company   | Whole time Director- Marketing responsible for the marketing and sales functions, regional operations, systems and commercial functions of the company | Wholetime Director- Technical responsible for operations of all the plants, technical developments, technology up gradation, product development and quality management |

| Particulars   | Mr. Anil Jain   | Mr. Bharat Vageria   | Mr. Raghupathy Thyagarajan  | Mr. Naveen Jain  |
|---|---|--|---|--|
| Names of Companies in which the person holds the Directorship | <ul style="list-style-type: none"> <li>· NED Energy Limited</li> <li>· Ace Mouldings Limited</li> <li>· Avion Exim Pvt. Ltd.</li> <li>· GENEX Science &amp; Technologies Pvt. Ltd.</li> <li>· Schoeller Allibert Time Materials Handling Solutions Limited (SAT)</li> <li>· Time Mauser Industries Private Limited</li> <li>· Time Securities Services Private Limited</li> <li>· VFM Logisupport Services Limited</li> </ul> | <ul style="list-style-type: none"> <li>· NED Energy Limited</li> <li>· ACE Mouldings Limited</li> <li>· Avion Exim Pvt. Ltd.</li> <li>· Bharat Infrastructures Private Limited</li> <li>· Power Build Batteries Pvt. Ltd.</li> <li>· Schoeller Allibert Time Materials Handling Solutions Limited (SAT)</li> <li>· Time Securities Services Private Limited</li> <li>· VFM Logisupport Services Limited</li> </ul> | <ul style="list-style-type: none"> <li>· Avion Exim Pvt. Ltd.</li> <li>· Vishwalaxmi Trading &amp; Finance Private Limited</li> <li>· Schoeller Allibert Time Materials Handling Solutions Limited (SAT)</li> <li>· Time Mauser Industries Private Limited</li> <li>· VFM Logisupport Services Limited</li> <li>· Time Exports Private Limited</li> </ul> | <ul style="list-style-type: none"> <li>· Avion Exim Pvt. Ltd.</li> <li>· Vishwalaxmi Trading &amp; Finance Private Limited</li> <li>· GENEX Science &amp; Technologies Pvt. Ltd.</li> <li>· ACE Mouldings Limited</li> <li>· Time Securities Services Private Limited</li> </ul> |
| The membership of Committees of the Board                     | NED Energy Limited  | 1) Time Technoplast Limited <ul style="list-style-type: none"> <li>· Audit Committee</li> <li>· CSR Committee</li> <li>· Stakeholders Grievances Committee</li> </ul> 2) NED Energy Limited <ul style="list-style-type: none"> <li>· Audit Committee</li> <li>· Nomination &amp; Remuneration Committee</li> </ul>   | 1) Time Technoplast Limited <ul style="list-style-type: none"> <li>· CSR Committee</li> <li>· Stakeholders Grievances Committee</li> </ul>  | -----  |

**Item No. 9**

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, 2016.

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice.

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. 9 of the Notice.

Your Directors recommend the resolution for your approval.

**Item No. 10**

The Register of Members and other Registers/ Returns under Section 94 of the Companies Act, 2013 is presently required to be maintained in the Registered Office. In terms of proviso to Section 94(1) read with Rules of Companies (Management and Administration) Rules, 2014, the Register of Members and other Registers/ Returns required to be maintained at the registered office can be maintained at any other place in India, in which more than one-tenth of total Members reside, if so authorized by way of a Special Resolution.

In view of the above, since more than One-tenth of the members of the Company are residing in Mumbai, the management found it prudent to shift the said registers and returns from its Registered Office to its Corporate Office situated at 55, Corporate Avenue, Saki Vihar Road, Andheri (East), Mumbai 400072 in order to make it easily accessible to the members. This needs the approval of Members by way of Special Resolution and your Directors recommend this resolution for your approval.

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.