

15.12.2016

To,
The Bombay Stock Exchange Ltd
1st Floor, New Trading Ring
Rotunda Building,
P.J. Towers, Dalal Street,
Fort, Mumbai - 400 001
Fax: 22723121/ 22722037/39/41
Security Code: 532856

The National Stock Exchange of India Ltd
Exchange Plaza
Bandra - Kurla Complex
Bandra (East)
Mumbai - 400 051
Fax: 26598237/38
Symbol: TIMETECHNO

Dear Sirs,

Sub: Notice of Extraordinary General Meeting to be held on 7th January, 2017

We are enclosing herewith Notice of Extraordinary General Meeting (EGM) to be held on Saturday, 7th January, 2017 at 12.30 p.m. at Hotel Mirasol, Kadaiya Village, Daman - 396210.

The said notice is being sent to all the shareholders of the Company by permitted mode. The Notice of EGM is also available on our website www.timetechnoplast.com

The disclosure is being made in compliance with Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

You are requested to take note of the same.

Thanking you,

Yours faithfully,
For TIME TECHNOPLAST LIMITED



NIKLANK JAIN
VP LEGAL & COMPANY SECRETARY

TIME TECHNOPLAST LTD.
Leading through Innovations and Technology

CIN : L27203DD1989PLC003240

Regd. Office : 213, Sabari Kachigam, Daman (U.T.) - 396210



Time Technoplast Limited

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

Corporate Office: 2nd Floor 55, Corporate Avenue, Saki Vihar Road, Andheri (E), Mumbai - 400 072

Phone: 91 22 7111 9999 / 7111 9000 / 4211 9999, **Website:** <http://www.timetechnoplast.com>

Email: investors@timetechnoplast.com, CIN: L27203DD1989PLC003240

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting of the members of Time Technoplast Limited ("Company") will be held on Saturday, the 7th day of January, 2017 on 12:30 p.m. at Hotel Mirasol, Kadaiya Village, Daman – 396210 to transact the following business:

SPECIAL BUSINESS:

1. To issue Equity Shares on preferential basis to Non-Promoter:

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

"RESOLVED THAT in accordance with:

- a) the provisions of sections 42, 62 and other relevant provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014,
- b) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("SEBI LODR Regulations") and Listing Agreement executed by the Company with the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (BSE and NSE together "Stock Exchanges") where the equity shares of the Company are listed and traded,
- c) the provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force),
- d) the relevant provisions of the Memorandum and Articles of Association of the Company,
- e) other applicable rules, regulations, statutes, notifications, clarifications and/or guidelines, if any, of SEBI , RBI, Government of India, Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce and Industry (Foreign Investment Promotion Board/ Secretariat for Industrial Assistance) and such other authorities as may be applicable; and subject to
- f) the requisite approvals, consents, permissions or sanctions (if any), as may be required to be obtained from any banks or financial institutions or any regulatory authority, wherever necessary,
- g) the provisions of Foreign Exchange Management Act, 1999, as amended including the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000 as amended from time to time,
- h) further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of the statutory or regulatory authorities including the BSE Limited & NSE Limited which 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 powers conferred by this resolution) be and is hereby authorised to accept,
- i) subject to such conditions and modifications as may be considered appropriate by the Board, consent and approval of the Company be and is hereby accorded to create, offer, issue and allot 16,029,000 Equity shares ("Issue Shares") of Re. 1 each, on a preferential basis for cash at a price of Rs. 93.58/- (Rupees Ninety Three and Fifty Eight Paise Only)/- per Issue Share aggregating upto Rs. 1,499,993,820/- (Rupees One Hundred Forty Nine Crore Ninety Nine Lakh Ninety Three Thousand Eight Hundred Twenty Only), including premium of Rs. 92.58/- (Rupees Ninety Two and Fifty Eight Paise Only) per Issue Share, to the below mentioned proposed non-promoters allottee ("Investor") in accordance with the provisions of the SEBI (ICDR) Regulations on such terms and conditions and in such manner, as the Board may, in its discretion, think fit ("Preferential Issue");

Sr. No	Name of the proposed allottee	Category	No of Equity Shares to be proposed	Consideration Payable (Rs.)
1	NTAsian Discovery India Fund	Non-Promoter - Foreign Bodies Corporate	16,029,000	1,499,993,820
Total			16,029,000	1,499,993,820

RESOLVED FURTHER THAT the allotment of the Issue Shares pursuant to this resolution shall be made within 15 days from the date of receipt of approval of the shareholders, provided that where the allotment of the said Issue Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of grant of such approval.

RESOLVED FURTHER THAT the price of the Issue Shares has been calculated in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations. 'Relevant Date' for the purpose of calculating the price of the Issue Shares is 8th December 2016 the date which is 30 days prior to the date of shareholders meeting for approving the Preferential Issue.

RESOLVED FURTHER THAT the allotment of the Issue Shares shall be made in dematerialized form.

RESOLVED FURTHER THAT the Issue Shares so issued and allotted as above shall be locked in as per the provisions of Chapter VII of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Issue Shares shall be listed on the Stock Exchanges, where the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT the Issue Shares so issued by the Company to the Investor on a preferential basis, shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects, including as to dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do and carry out all such acts, deeds, matters and things as it may in its sole discretion deem necessary for such purpose, including without limitation, appointment of consultants, solicitors, scrutinizers or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and agreements as may be necessary, with full powers to settle any question, difficulty or doubt that may arise at any time in relation to the issue or allotment of said Issue Shares and utilisation of issue proceeds thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to the Preferential Issue, any one of Mr. Anil Jain, Managing Director or Mr. Bharat Vageria, Whole Time Director or Mr. Niklank Jain, VP Legal & Company Secretary of the Company be and are hereby authorised severally on behalf of the Company, to sign all documents and settle all questions, difficulties, or doubts that may arise in regard to the issue, offer and allotment of the securities and utilization of the issue proceeds as they may in their absolute discretion deem fit, including but not limited to seeking listing of the Issue Shares on the relevant stock exchange(s) as appropriate, opening bank accounts on behalf of the Company, making, amending and finalizing all applications for any approvals, consents or permissions as may be considered necessary, proper and expedient, making disclosures to the Stock Exchanges where the securities of the Company are listed, including sub-delegating the above powers any committee of the Board, any other director or officer of the Company, to the extent deemed necessary and expedient, to form a Committee and /or delegate all or any of their powers to any committee of directors (including any officer(s) of the Company) and are authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary or desirable for such purpose in the best interest of the Company to give effect to the aforesaid resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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/herself and the proxy need not be a member of the Company. The proxy form in order to be effective must be deposited with the Company not less than 48 hours before the time fixed for commencement of the Meeting. The proxy form is enclosed herewith the Notice.**
2. Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extraordinary General Meeting.
3. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed) to the Meeting.
4. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of notice.
5. Members, who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of EGM by email and others are being sent by post.

6. In accordance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means (“e-voting”) to its members. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link www.evotingindia.com during the following voting period:

E-voting: 4th January 2017 to 6th January 2017

Timings: From 10.00 am To 5.00 pm

During the e-voting period, Shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the recorded date may cast their vote electronically. The record date for the purpose of e-voting is 30th December 2016.

7. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company along with physical copy of the notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail.
8. The Company has appointed Mr. Arun Das, Practicing Company Secretary (Membership No. A18701 & CP No. 9309), M/s Arun Dash & Associates, Company Secretaries, as ‘scrutinizer’ (the “Scrutinizer”), for conducting the e-voting process for the Extraordinary General Meeting in a fair and transparent manner.

ANNEXURE TO THE NOTICE

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

Item No. 1 : To issue Equity Shares on preferential basis to Non - promoters

Your Company’s business is growing and the funds are required by the Company for expansion of capacity of Composite Cylinders, buying the minority equity in subsidiaries, investment in joint venture company in India and general corporate purpose.

It is proposed to raise funds by issue of equity shares through preferential allotment subject to statutory approvals and compliances as may be required to be obtained and complied with under applicable laws in India.

The Board at its meeting held on 13th December, 2016 approved the proposed issue of 16,029,000 Equity shares (“Issue Shares”) of Re. 1 each, on a preferential basis for cash at a price of Rs. 93.58/- (Rupees Ninety Three and Fifty Eight Paise Only) per Issue Share aggregating upto Rs. 1,499,993,820/- (Rupees One Hundred Forty Nine Crore Ninety Nine Lakh Ninety Three Thousand Eight Hundred Twenty Only), including premium of Rs. 92.58/- (Rupees Ninety Two and Fifty Eight Paise Only) per Issue Share, to the below mentioned proposed non-promoters allottee (“Investor”) in accordance with the provisions of the SEBI (ICDR) Regulations on such terms and conditions and in such manner, as the Board may, in its discretion, think fit (“Preferential Issue”);

Sr. No	Name of the proposed allottee	Category	Pre-Holding (%)	No of Equity Shares to be proposed	Consideration Payable (Rs.)	Post-Holding (%)
1	NTAsian Discovery India Fund	Non-Promoter - Foreign Bodies Corporate	Nil	16,029,000	1,499,993,820	7.09%
Total			Nil	16,029,000	1,499,993,820	7.09%

The proposed issue and allotment of the Issue Shares will inter-alia be governed by the Companies Act, 2013 read with the rules framed there under (including any statutory modification or re-enactment thereof for the time being in force), the articles of association of the Company, the listing agreement entered into between the Company and Stock Exchanges where the equity shares of the Company are listed, the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 (“SEBI ICDR Regulations”) as amended from time to time.

The issuance of the Issue Shares to the Investor on a preferential basis will be subject to customary conditions including applicable governmental and regulatory approvals and other third party approvals. The satisfaction of these conditions is not necessarily within the control of the Company. The Issue Shares allotted to the Investor shall rank pari-passu with all other equity shares of the Company in respect of all rights including dividend.

The Company submits the following information for taking appropriate decision for approval of the proposed resolution set out in Item No. 1 of the Notice of the meeting by way of **Special Resolution**:

a	The objects of the above preferential issue	The funds are required by the Company for expansion of capacity of Composite Cylinders, buying the minority equity in subsidiaries, investment in joint venture company in India and general corporate purpose.				
b	The proposal of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer	The offer is only for the "Non-promoter category"				
c	The shareholding pattern of the issuer before and after the preferential issue	Category	Pre preferential issue		Post preferential issue	
			No of Shares	%	No of Shares	%
		Promoter (A)	118,939,097	56.61	118,939,097	52.59
		Public (B)	91,178,653	43.39	107,207,653	47.41
		Total (A) + (B)	210,117,750	100.00	226,146,750	100.00
		Non – Promoter Non Public (C)	0	-	0	-
	Grand Total (A) + (B) + (C)	210,117,750	100.00	226,146,750	100.00	
d	The time within which the preferential issue shall be completed	The issue and allotments under Preferential Issue process is to be completed within the statutory time limits prescribed by the regulatory authorities from the date of this meeting subject to all the necessary approvals being in place.				
e	The identity of (the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control) the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue	Name of the Proposed Allottee	Post Issue Holdings	Natural persons who are the ultimate beneficial owners / ultimately controlling the proposed allottee		
		NTAsian Discovery India Fund	7.09%	NTAsian Discovery India Fund is incorporated as an Exempted Company in Cayman Islands and held 100% by NTAsian Discovery Master Fund having SEBI erstwhile FII (Deemed FPI) registration number INCYFD301114. John Thompson and Marayart Teeratormorn are directors of the NTAsian Discovery India Fund. No natural person is entitled to more than 25% of shares or capital or profits of the NTAsian Discovery Master Fund or exercises control over the company through other means		
		The allotment would not result in any change in the control or management of the affairs of the Company				
f	An undertaking that the issuer shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so	As the shares of the Company are listed with the BSE Limited and National Stock Exchange of India Limited for more than six (6) months, the same is not applicable to the Company.				
g	An undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees	As the shares of the Company are listed with the BSE Limited and National Stock Exchange of India Limited for more than six (6) months, the same is not applicable to the Company.				
h	Relevant Date	The Relevant Date shall be 8 th December 2016 which is 30 days prior to the date of Shareholders Meeting for approval of the preferential allotment.				
i	Pricing of the issue	The equity shares shall be priced at Rs.93.58 /- per equity share as per the provisions of Chapter VII of the SEBI ICDR Regulations.				
j	Payment and conversion terms	Full consideration shall be paid by the allottee before the time of allotment of such shares.				

k	Auditor's Certificate	A copy of the Auditor's certificate certifying the compliance with SEBI (ICDR) Regulations, will be placed before the shareholders at the meeting and will also be open for inspection at the Registered Office of the Company from 10.00 a.m. to 1.00 p.m. on any working day upto the date of the meeting.
l	Lock In	The Issue shares to be allotted on preferential basis shall be locked-in as prescribed under the provisions of Chapter VII of the SEBI ICDR Regulations.
m	The total number of shares or other securities to be issued	16,029,000 Equity Shares of face value of Re.1/-each.
n	The class or classes of persons to whom the allotment is proposed to be made	Non Promoter & Non – QIBs
o	The change in control, if any, in the company that would occur consequent to the preferential offer	The allotment of Issue Shares would NOT result in any change in the control or management of the affairs of the Company.
p	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	Not Applicable
q	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable

The consent of the members is now being sought under Section 42 and 62 of the Companies Act, 2013 read with rules framed there under, Chapter VII of the SEBI ICDR Regulations, and provisions of the listing agreement executed by the Company with the Stock Exchanges where the equity shares of the Company are listed.

None of the Directors and Key Managerial Personnel along with their relatives may be deemed to be concerned or interested in the aforesaid resolution except to the extent of their shareholding, if any.

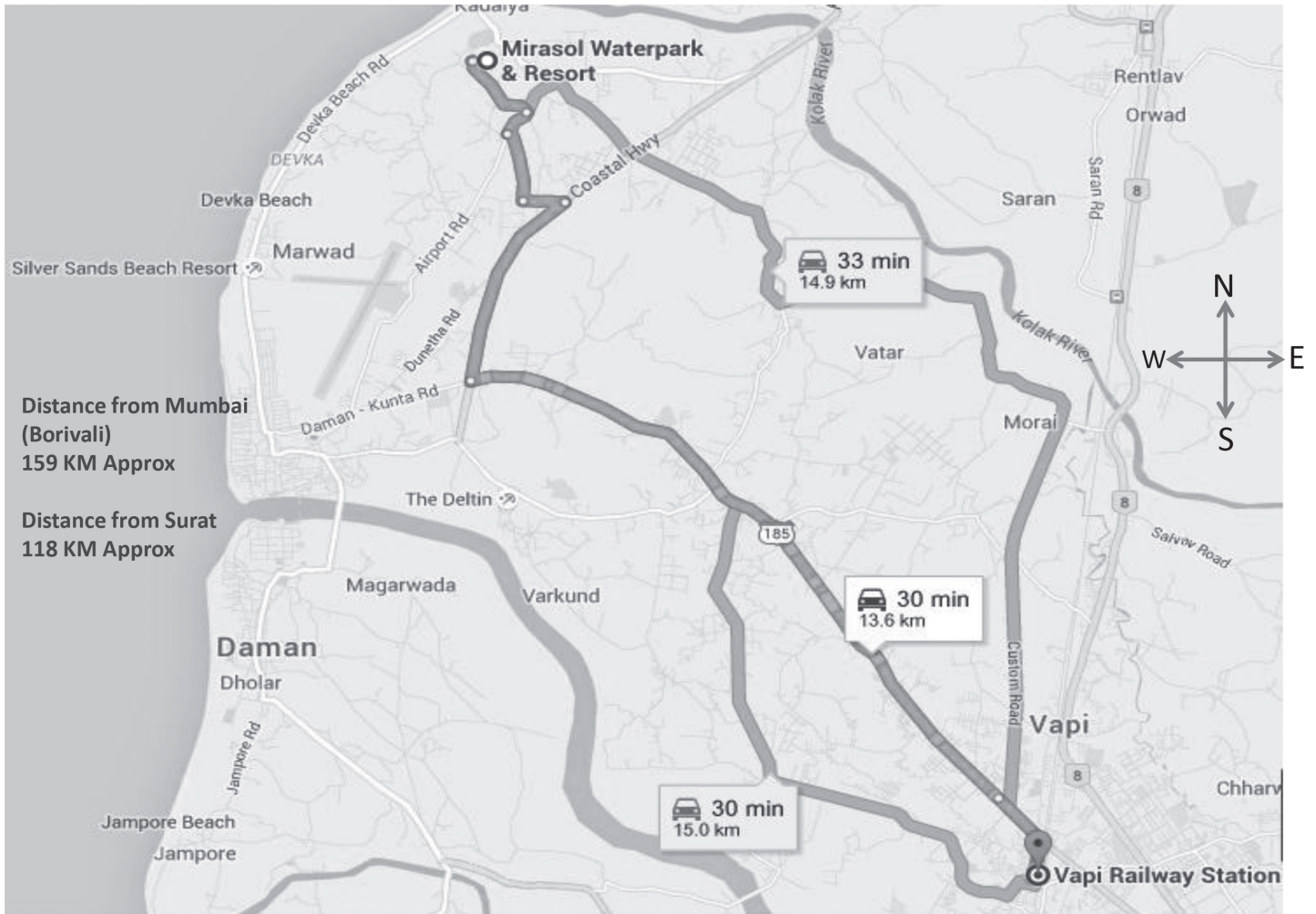
The Board of Directors of the Company believes that the aforesaid preferential issue is in the best interest of the Company and hence, recommends the special resolution for the approval of the shareholders.

By Order of the Board
For Time Technoplast Limited

Place: Mumbai
Date: 13th December, 2016

Niklank Jain
VP – Legal & Company Secretary

Route Map to the Extraordinary General Meeting Venue





TIME TECHNOPLAST LIMITED

Registered Office : 213, Sabari, Kachigam,Daman UT , 396210
Corporate Office: 55, Corporate Avenue, Saki Vihar Road, Andheri (East), Mumbai 400072
Tel No: 022-7111-9999 Fax: 022-28575672
E-mail: investors@timetechnoplast.com Website : www.timetechnoplast.com
CIN NO : L27203DD1989PLC003240

**PROXY FORM
FORM NO. MGT-11**

[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/ DP ID-Client ID	

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 : _____ Or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Saturday, 7th January, 2017 at Hotel Mirasol Kadaiya Village, Daman (U.T.) - 396 210 at 12.30 PM and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	Vote		
		For	Against	Abstain
SPECIAL BUSINESS				
1.	To issue Equity Shares on preferential basis to Non-Promoter (Special Resolution)			

Signed this _____ day of _____

Signature of the Member _____

Signature of Proxy Holder(s) _____

Note:

- 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.
- 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.

Affix Revenue Stamp



TIME TECHNOPLAST LIMITED

Registered Office : 213, Sabari, Kachigam, Daman UT , 396210
Corporate Office: 55, Corporate Avenue, Saki Vihar Road, Andheri (East), Mumbai 400072
Tel No: 022-7111-9999 Fax: 022-28575672
E-mail: investors@timetechnoplast.com Website : www.timetechnoplast.com
CIN NO : L27203DD1989PLC003240

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

EXTRAORDINARY GENERAL MEETING ON SATURDAY, JANUARY 7, 2017

1. Name and Registered address of :
the sole / first named Member

2. Registered Folio no./DP ID* :
L.F. No./ Client ID*

3. No. of share(s) held :

I/We hereby record my/our presence at the Extraordinary General Meeting of the Company held on Saturday, 7th January, 2017 at Hotel Mirasol Kadaiya Village, Daman (U.T.) - 396 210 at 12.30 PM

Name of Shareholder(s)
(in Block Letters) 1. _____ 2. _____ 3. _____

Signature of Shareholder(s) 1. _____ 2. _____ 3. _____

Name of Proxy holder(s)
(in Block Letters) 1. _____ 2. _____ 3. _____

Signature of Proxy holder 1. _____ 2. _____ 3. _____

* Applicable for investors holding shares in electronic form.

Note: Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

EVSN (Electronic Voting Sequence Number)	**Sequence Number
161214001	

** Only Members who have not updated their PAN with the Company / Depository Participant shall use the above Sequence Number in the PAN field.

Note: Please read the instructions printed in the Notice of Extraordinary General Meeting dated 13th December, 2016. The Voting period starts from 10.00 a.m. on Wednesday, 4th January, 2017 and ends at 5.00 p.m. on Friday, 6th January, 2017. The voting module shall be disabled by CDSL for voting thereafter.

Form No. MGT-12**POLLING PAPER**

Sr. No. _____

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]		
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

Sr. 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

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 (√)
	Special Resolution to issue Equity Shares on preferential basis to Non-Promoter			
Place: Hotel Mirasol, Kadaiya Village, Daman (U.T), - 396 210 Date:		Signature of the shareholder(s) / Proxy Holder		