

06.09.2016

To,  
The Bombay Stock Exchange Ltd  
1<sup>st</sup> 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

**Sub: Notice of 26<sup>th</sup> Annual General Meeting**

Dear Sir/Madam,

Please find enclosed notice of 26<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Wednesday, 28<sup>th</sup> September, 2016 at 1.00 PM at Hotel Mirasol, Kadaiya Village, Daman (U.T.) - 396 210.

The schedule of events for e-voting is as follows:

Benpos Date for Sending Notice	Friday, August 26, 2016
Cut off date for e-voting	Thursday, September 22, 2016
Remote e-voting start date	Saturday, September 24, 2016
Remote e-voting start time	10.00 A.M.
Remote e-voting end date	Tuesday, September 27, 2016
Remote e-voting end time	5.00 P.M.
Date of AGM	Wednesday, September 28, 2016
AGM Time	1.00 P.M.

Kindly consider the same on your records.

Thanking You,

Yours Faithfully,  
For TIME TECHNOPLAST LIMITED



NIKLANK JAIN  
COMPANY SECRETARY

Encl: As above

**TIME TECHNOPLAST LTD.**  
Leading through Innovations and Technology  
CIN : L27203DD1989PLC003240

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



## TIME TECHNOPLAST LIMITED

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

**Corporate Office:** 55, Corporate Avenue, Saki Vihar Road, Andheri (East), Mumbai 400072

**Tel:** 022-7111-9999 **Fax:** 022-28575672

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

**CIN NO :** L27203DD1989PLC003240

### NOTICE

**NOTICE** is hereby given that the 26<sup>th</sup> Annual General Meeting of the Members of **TIME TECHNOPLAST LIMITED** will be held on **Wednesday, 28<sup>th</sup> September, 2016 at 1.00 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 31<sup>st</sup> March 2016 including Balance Sheet as at 31<sup>st</sup> March, 2016 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. Raghupathy Thyagarajan (DIN- 00183305), 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 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

5. **Ordinary Resolution for appointment of Mr. Praveen Kumar Agarwal (DIN 07294581) as an Independent Director of the Company:**

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Praveen Kumar Agarwal (DIN 07294581), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13<sup>th</sup> February, 2016, in terms of Section 161(1) of the Act and Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a Notice in writing from a member alongwith the deposit of the requisite amount under Sec 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of this AGM upto 27<sup>th</sup> September, 2021."

**6. Ordinary Resolution for appointment of Ms. Triveni Makhijani (DIN 07284192) as an Independent Director of the Company:**

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Triveni Makhijani (DIN 07284192), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13<sup>th</sup> February, 2016, in terms of Section 161(1) of the Act and Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a Notice in writing from a member alongwith the deposit of the requisite amount under Sec 160 of the Companies Act, 2013, proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of this AGM upto 27<sup>th</sup> September, 2021”.

**7. Ordinary Resolution for appointment of M/s. Darshan Vora & Co., as Cost Auditors of the Company for FY 2016-17:**

To consider and if thought fit, to pass 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 Darshan Vora & 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 31<sup>st</sup> March 2017 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.”

**8. Special Resolution for Further Issue of Securities Under Section 42 and 62 (1)(C) of the Companies Act, 2013:**

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

**a) RESOLVED THAT** 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/ Regulations 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 called the **“Board”** which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), the Board be and is hereby authorized to issue, offer and allot equity shares/ fully convertible debentures/ partly convertible debentures/ non-convertible debentures 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 Crores, 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:
- 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*;
  - 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;
  - 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
  - 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:
- i. Approving the offer document and filing the same with any authority or persons as may be required;
  - ii. Approving the issue price, the number of equity shares to be allotted, the basis of allocation and allotment of equity shares;
  - iii. 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;
  - iv. 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;
  - v. Taking decisions to open the issue, decide bid opening and closing date;
  - vi. Opening such bank accounts and demat accounts as may be required for the transaction;
  - vii. 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;
  - viii. To make all such necessary applications with the appropriate authorities and make the necessary regulatory filings in this regard;
  - ix. 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
  - x. 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.”

**9. Special Resolution for Reclassification of Promoter & Promoter Group:**

To consider and if thought fit, to pass the following resolution as the **Special Resolution:**

“**RESOLVED THAT** pursuant to regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, request of Mr. Arun Kumar Jain, person constituting the promoter group holding 0.51% of the paid up capital of the company to be removed from the list of promoters/ promoter group in the shareholding pattern being filed by the Company be and is hereby accepted and the same shall be communicated to the Bombay Stock Exchange Limited (BSE) & National Stock Exchange Limited (NSE) for their approval.”

“**RESOLVED FURTHER THAT** Mr. Niklank Jain, Company Secretary be and is hereby severally authorized to file the necessary applications before the BSE & NSE and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution and thereby execute all such documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time for the aforesaid matter.”

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

**NIKLANK JAIN  
VP LEGAL & COMPANY SECRETARY**

**Place : Mumbai  
Date : 11<sup>th</sup> August 2016**

**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 Annual General Meeting (AGM or the Meeting) is entitled to appoint a proxy to attend and vote on a poll, instead of himself / herself and the proxy need not be a Member of the Company. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, 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 proxy for any other person or Member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not later than forty-eight hours before the commencement of the Meeting. The holder of proxy shall prove his identity at the time of attending the Meeting.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote at the meeting.
4. 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.
5. Members attending the meeting are requested to complete the enclosed attendance slip and to deliver the same at the entrance of the meeting hall.
6. 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.
7. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 23<sup>rd</sup> September 2016 to Wednesday, 28<sup>th</sup> September 2016 (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 forthcoming Annual General Meeting, will be made on or after 28<sup>th</sup> September, 2016 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
31.03.2009	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
31.03.2015	26.09.2015	25.09.2022	24.09.2022

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 Corporate Office of the Company between 2 pm to 4 pm, on any working day.
16. Electronic copy of the Annual Report alongwith notice of AGM is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode. The same is also available on the website of the Company.

**17. Voting through electronic means**

In terms of Sections 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, the Company is providing the e-voting facility to its Members holding shares in physical or dematerialized form, as on the cut-off date, being Thursday, September 22, 2016, to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice (the "Remote e-voting"). The Remote e-voting commences on Saturday, September 24, 2016 (10:00 A.M.) and ends on Tuesday, September 27, 2016 (5:00 P.M.).

In terms of the recent amendment to the Companies (Management and Administration) Rules, 2014 with respect to the Voting through electronic means, the Company is also offering the facility for voting by way of physical ballot at the AGM. The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote at the AGM through ballot for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall not vote at the AGM. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cutoff date being Thursday, September 22, 2016.

**18. The instructions for members for voting electronically are as under:-**

- i. The voting period begins on Saturday, September 24, 2016 (10:00 A.M.) and ends on Tuesday, September 27, 2016 (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 22<sup>nd</sup> September, 2016, 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
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / 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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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 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 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.
  - 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:helpdesk.evoting@cdslindia.com).
    - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
    - The list of accounts 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).
19. 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.
  20. The results declared alongwith the Scrutinizer's Report, shall be placed on the website of the Company [www.timetechnoplast.com](http://www.timetechnoplast.com) and on the website of the CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of result by the Chairman or a person authorize by him. The results shall also be immediately forwarded to the stock exchanges where the Company's shares are listed viz. BSE Limited and National Stock Exchange of India Limited. The results shall also be displayed on the notice board at the registered office of the Company.
  21. 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, 2<sup>nd</sup> floor, Saki Vihar Road, Andheri (E), Mumbai 400072 not later than Saturday, 24<sup>th</sup> September 2016. Ballot forms received after this date will be treated as invalid.



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

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

### **Item No. 5**

The Board of Directors on the recommendation of Nomination and Remuneration Committee appointed Mr. Praveen Kumar Agarwal as an Additional Director of the Company with effect from 13<sup>th</sup> February, 2016.

Pursuant to Section 161(1) of the Act, Mr. Praveen Kumar Agarwal holds office upto the date of the forthcoming AGM and is eligible for appointment as a Director in the category of Non-executive Independent Director. A notice under the provision of Section 160(1) of the Act, along with the requisite deposit has been received from a member signifying his intention to propose the candidature of Mr. Praveen Kumar Agarwal as an Independent Director of the Company, not liable to retire by rotation.

Mr. Agarwal is a Science graduate from Meerut University, B.E (Hons) from NIIT, Allahabad and Post Graduate in Business Administration from Delhi University with over 40 years of industrial experience in Power Sector with country's largest manufacturing organization Bharat Heavy Electrical Ltd and Jaiprakash Power Ventures Ltd.

Having regard to the qualifications, experience and knowledge, his appointment as a Director on the Board will be in the interest of the Company. The Board commends the resolution set out at Item No. 5 of the accompanying Notice for the approval of the members of the Company by way of an Ordinary Resolution.

Mr. Agarwal does not hold any share in the Company either directly or through any other person. He is not related to any other Director or KMP of the Company.

Except Mr. Agarwal, none of the other Directors or KMP or relatives of Directors and KMP is concerned or interested in the Resolution at Item No. 5 of the accompanying Notice.

### **Item No. 6**

The Board of Directors on the recommendation of Nomination and Remuneration Committee appointed Ms. Triveni Makhijani as an Additional Director of the Company with effect from 13<sup>th</sup> February, 2016.

Pursuant to Section 161(1) of the Act, Ms. Triveni Makhijani holds office upto the date of the forthcoming AGM and is eligible for appointment as a Director in the category of Non-executive Independent Director. A notice under the provision of Section 160(1) of the Act, along with the requisite deposit has been received from a member signifying her intention to propose the candidature of Ms. Triveni Makhijani as an Independent Director of the Company, not liable to retire by rotation.

Ms. Triveni Makhijani is a Bachelor of Arts in English Literature graduate from Ramnarayan Ruia College, Mumbai and also the media marketing and sales professional for over 20 years. She worked with Bennett Coleman and Co. Ltd (Times Group), Plus channel India, Zee TV and HT Media (Hindustan Times). Presently she is working with Wizcraft and looks after sales and marketing of their IPR brands.

Having regard to the qualifications, experience and knowledge, her appointment as a Director on the Board will be in the interest of the Company. The Board commends the resolution set out at Item No. 6 of the accompanying Notice for the approval of the members of the Company by way of an Ordinary Resolution.

Ms. Triveni Makhijani does not hold any share in the Company either directly or through any other person. She is not related to any other Director or KMP of the Company.

Except Ms. Triveni Makhijani, none of the other Directors or KMP or relatives of Directors and KMP is concerned or interested in the Resolution at Item No. 6 of the accompanying Notice.

### **Item No. 7**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Darshan Vora & Co., as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017.

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

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

None of the Directors or KMP or relatives of Directors and KMP is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice

**Item No. 8**

The shareholders of the Company had in the Extra Ordinary General Meeting (EOGM) of the Company held on 14.02.2015, gave their consent to raise up to Rs. 200 Crores 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 raise up to Rs. 200 Crores 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 14.02.2015.

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 percent. 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 Rs. 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.

Section 62 (1) (a) of the Companies Act, 2013 and the Listing Agreement/ Regulations 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. 9**

In the light Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, persons who are no longer desirous of being classified as Promoters of the Company, must submit a request to the Company stating the same, which has to be accepted by the Board of Directors and their request will then be acceded subject to the approval of the shareholders of the Company. The acceptance of the Board and the approval of the shareholders shall thereafter be sent to the Stock Exchange for their clearance in order to reclassify the shareholding pattern of the Company.

The Board at their meeting on 11<sup>th</sup> August 2016, deliberated on the aforesaid matter and it was therefore noted that these shareholders have merely included in the "promoter Category" because they are relative of Mr. Anil Jain, Promoter and Managing Director of the Company at the time the company has made its IPO in 2007. They were never participated in the day to day management of the Company. Further they did not hold any position as a director or a KMP in the company. Therefore, considering the aforementioned grounds, the Board decided to accept the request of the shareholders in order to declassify Mr. Arun Jain, his immediate relative and associate companies from the promoter and promoter group.

At present, Mr. Arun Kumar Jain holds 486,500 Shares and Arun Kumar Jain (HUF) holds 575,000 Shares are part of the Promoter Group 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 except Mr. Anil Jain to the extent of their shareholding are, in any way, deemed to be concerned or interested in the said resolution.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE AGM PURSUANT TO REGULATIONS 26(4) AND 36(3) OF LISTING REGULATIONS AND SECRETARIAL STANDARDS – 2 ON GENERAL MEETINGS:**

<b>Name of the Director</b>	<b>Mr. Raghupathy Thyagarajan</b>	<b>Mr. Praveen Kumar Agarwal</b>	<b>Ms. Triveni Makhijani</b>
DIN	00183305	07294581	07284192
Date of Birth	07/11/1964	05/07/1951	12/11/1966
Date of First appointment	21/03/1990	13/02/2016	13/02/2016
Qualifications	Science graduate from Mumbai University and Post Graduate in Business administration from Mumbai University.	Science graduate from Meerut University, B.E (Hons) from NIIT, Allahabad and Post Graduate in Business Administration from Delhi University.	Bachelor of Arts in English Literature graduate from Ramnarayan Ruia College, Mumbai
<b>Expertise in specific functional Areas</b>	Began his career as Manager - Marketing at Prestige HM-Polycontainers Ltd. and was responsible for Sales and Marketing activities of the company. He left Prestige together with members of Promoter group in 1991 to participate in the start of Time Technoplast Ltd.	Over 40 years of industrial experience in Power Sector with country's largest manufacturing organisation Bharat Heavy Electrical Ltd and Jaiprakash Power Ventures Ltd.	Media marketing and sales professional for over 20 years. Also worked with Bennett Coleman and Co. Ltd (Times Group), Plus channel India. Zee TV and HT Media (Hindustan Times). Presently working with Wizcraft and looks after sales and marketing of their IPR brands.
<b>Terms and conditions of appointment or reappointment</b>	Appointed for a period of 5 years w.e.f. 01.12.2015	Refer Resolution No. 5 and its explanatory statement	Refer Resolution No. 6 and its explanatory statement
<b>Details of remuneration last drawn (FY 2015-16)</b>	₹ 27,83,913/-	NA	NA
<b>Directorships in other Public Limited Companies (excluding foreign companies, private companies &amp; Section 8 companies)</b>	NA	NA	NA
<b>Membership of Committees/ Chairmanship in other Public Limited Companies</b>	NA	NA	NA
<b>No. of Board meetings attended during the year</b>	4	1	1
<b>No. of shares held:</b>			
i. Own	45,63,750	-	-
ii. For other persons on a beneficial basis	-	-	-



## 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.timegroupglobal.com  
**CIN NO:** L27203DD1989PLC003240

### ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)  
**26th Annual General Meeting on Wednesday 28th September, 2016**

Name and Address of First Shareholder :

Name of Joint holder if any :

D. P. ID. & Client ID\* :

No. of Shares held :

I/We hereby record my/our presence at the 26<sup>th</sup> Annual General Meeting of the Company held on Wednesday, 28<sup>th</sup> September, 2016 at Hotel Mirasol Kadaiya Village, Daman (U.T.) - 396 210 at 1.00 PM

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

Name of Proxyholder(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
160826071	

\*\* 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 under the Note No.18 to the Notice of 26th Annual General Meeting dated 11th August, 2016. The Voting period starts from 10.00 a.m. on Saturday, 24th September, 2016 and ends at 5.00 p.m. on Tuesday, 27th September, 2016. The voting module shall be disabled by CDSL for voting thereafter.



## TIME TECHNOPLAST LIMITED

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

**Corporate Office:** 55, Corporate Avenue, 2<sup>nd</sup> Floor, Saki Vihar Road, Andheri (E), Mumbai 400072

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

**E-mail:** investors@timetechnoplast.com **Website:** www.timegroupglobal.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:	
Email id:	
Folio No. / DP ID - Client ID:	

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint:-

- Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_ Or failing him
- Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_ Or failing him
- Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_

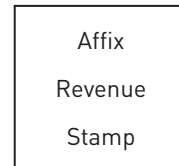
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on Wednesday, 28th September, 2016 at Hotel Mirasol Kadaiya Village, Daman (U.T.) - 396 210 at 1.00 PM and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	Vote		
		For	Against	Abstain
<b>ORDINARY BUSINESS</b>				
1.	Adoption of the financial statements and reports thereon for the year ended March 31, 2016			
2.	Declaration of Dividend for the financial year 2015-16			
3.	To appoint a Director in place of Mr. Raghupathy Thyagarajan, who retires by rotation			
4.	Appointment of M/s Raman S. Shah & Associates as Statutory Auditor of the Company			

Sr. No.	Resolutions	Vote		
		For	Against	Abstain
<b>SPECIAL BUSINESS</b>				
5.	Appointment of Mr. Praveen Kumar Agarwal (DIN 07294581) as an Independent Director of the Company			
6.	Appointment of Ms. Triveni Makhijani (DIN 07284192) as an Independent Director of the Company			
7.	Approval of remuneration payable to M/s. Darshan Vora & Co., as Cost Auditors appointed by the Board for FY 2016-17			
8.	Special Resolution for Further Issue of Securities Under Section 42 and 62 (1)(C) of the Companies Act, 2013			
9.	Special Resolution for Reclassification of Promoter & Promoter Group			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature of the Member: \_\_\_\_\_



\_\_\_\_\_  
Signature of the  
First Proxy Holder(s)

\_\_\_\_\_  
Signature of the  
Second Proxy holder(s)

\_\_\_\_\_  
Signature of the  
Third Proxy Holder(s)

Note:

1. This form, in order to be effective, should be duly stamped, signed, completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. 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.

## Route Map to the AGM Venue

