



## TIME TECHNOPLAST LIMITED

**Registered Office:** 101, 1<sup>st</sup> Floor, Centre Point, Somnath Daman Road,  
Somnath, Dabhel, Nani Daman, Daman (U.T.) - 396210  
Tel No: +91 260 - 2243362

**Corporate Office:** 55, Corporate Avenue, Saki Vihar Road, Andheri (East), Mumbai 400072  
Tel No: +91 22-7111-9999 Fax: +91 22-28575672

E-mail: investors@timetechnoplast.com Website: www.timetechnoplast.com  
CIN: L27203DD1989PLC003240

### NOTICE

NOTICE is hereby given that the **29<sup>th</sup> Annual General Meeting** of the Members of **TIME TECHNOPLAST LIMITED** will be held on **Saturday, 28<sup>th</sup> September, 2019 at 1.00 p.m.** at Hotel Mirasol, Kadaiya Village, Daman (U.T.) - 396210 to transact the following businesses:

#### ORDINARY BUSINESS:

##### 1. Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements (both - Standalone and Consolidated) of the Company for the financial year ended 31<sup>st</sup> March 2019, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2019, the Statement of Profit & loss and Cash Flow Statement for the year ended on that date and the Report of the Board of Directors and Auditors thereon.

##### 2. Declaration of Dividend

To declare a dividend on the Equity Shares of the Company for the financial year ended March 31, 2019 and in this regard, pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** a dividend at the rate of ₹ 0.90 per equity share on the face value of ₹ 1/- each be and is hereby declared for the financial year ended March 31, 2019 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2019.”

##### 3. To appoint Mr. Bharat Vageria (DIN: 00183629), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Bharat Vageria (DIN: 00183629), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby reappointed as a Director of the Company, liable to retire by rotation.”

#### SPECIAL BUSINESS:

##### 4. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2020 and in this regard, pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014. (including any statutory modification(s) or amendment(s) or re-enactments thereof for the time being in force), M/s. Darshan Vora & Co, Cost Accountants (Firm Registration No. 103886), appointed as Cost Auditors by the Board of Directors of the Company to conduct the Audit of the Cost records of the Company for the financial year ending on 31<sup>st</sup> March, 2020, be paid a remuneration of ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) per annum plus reimbursement of all out of pocket expenses as may be incurred in connection with the audit of the accounts of the Company.

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

**5. Re-appointment of Mr. K. N. Venkatasubramanian (DIN 00007392) as Chairman and Independent Director of the Company for the second term:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. K. N. Venkatasubramanian (DIN 00007392) aged about 81 years (Date of Birth: 14<sup>th</sup> April, 1938), whose current period of office is expiring on September 28, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 read with rules made thereunder and Listing Regulations, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years on the Board of the Company from September 29, 2019 to September 28, 2024.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution.”

**6. Re-appointment of Mr. Sanjaya Kulkarni (DIN 00102575) as an Independent Director of the Company for the second term:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Sanjaya Kulkarni (DIN 00102575) aged about 70 years, (Date of Birth: 30<sup>th</sup> May, 1949), whose current period of office is expiring on September 28, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 read with rules made thereunder and Listing Regulations, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years on the Board of the Company from September 29, 2019 to September 28, 2024.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution.”

**7. Re-appointment of Mr. M. K. Wadhwa (DIN 00064148) as an Independent Director of the Company for the second term:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. M. K. Wadhwa (DIN 00064148), whose current period of office is expiring on September 28, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act,

2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 read with rules made thereunder and Listing Regulations, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years on the Board of the Company from September 29, 2019 to September 28, 2024.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution.”

**By Order of the Board  
For TIME TECHNOPLAST LIMITED**

**Manoj Kumar Mewara  
Sr. VP Finance & Company Secretary**

**Registered Office:**

101, 1<sup>st</sup> Floor, Centre Point,  
Somnath Daman Road,  
Somnath, Dabhel,  
Nani Daman,  
Daman (U.T.) – 396210

**Date: August 13, 2019**

**Place : Mumbai**

**NOTES :-**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL 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. A person can act as proxy on behalf of Members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent (10.00%) of the total share capital of the Company carrying voting rights. A Member holding more than ten percent (10.00%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or Shareholder. Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than forty eight hours before the commencement of the Meeting. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable. The holder of proxy shall prove his identity at the time of attending the Meeting. A Proxy Form is annexed to this Notice.
2. Corporate Members are required to send a certified true copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote on their behalf at the Meeting.
3. Members, Proxies and Authorized Representatives are requested to bring to the Meeting, the attendance slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
4. The Company's Statutory Auditors, M/s. Shah & Taparia, Chartered Accountants, Mumbai (Firm Registration No. 109463W) and M/s. Shah Khandelwal Jain & Associates, Chartered Accountants, Mumbai (Firm Registration No. 142740W), were appointed as Joint Statutory Auditors of the Company for a period of five consecutive years at the 27<sup>th</sup> Annual General Meeting ("AGM") of the Members held on September 29, 2017 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors.

Their appointment was subject to ratification by the Members at every subsequent AGM held thereafter. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the Members every year for continuation of appointment of the Statutory Auditors has been withdrawn from the Statute.

In view of the above, ratification by the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors.

5. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Business under Item Nos. 4 to 7 of the accompanying Notice is annexed hereto.
6. Electronic copy of the Annual Report for FY 2018- 19 is uploaded on the Company's website [www.timetechnoplast.com](http://www.timetechnoplast.com) and 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 physical copy of the same. Members are requested to support Green initiative by registering/ updating their e-mail addresses with the Depository Participant (in case of shares in dematerialized form) or with Link Intime India Private Limited, the Registrar and Transfer Agent ("RTA") of the Company (in case of shares held in physical form). Electronic copy of this Notice of the 29<sup>th</sup> AGM is uploaded on the Company's website [www.timetechnoplast.com](http://www.timetechnoplast.com) and also on the website of Central Depository Services (India) Limited viz. [www.evotingindia.com](http://www.evotingindia.com) of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form and the same 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 physical copy of the same. For Members who have not registered their email address, physical copies of this Notice and the Annual Report for FY 2018-19 are being sent through permitted mode. For any communication, the Members may also send requests to the Company's email ID: [investors@timetechnoplast.com](mailto:investors@timetechnoplast.com).
7. All documents referred to in the accompanying Notice are open for inspection at the Corporate Office of the Company between 2 pm to 4 pm, on any working day.
8. Shareholders holding shares in physical form are requested to advise any change of correspondence address, email address, bank details immediately to the Company's Registrar and Share Transfer Agents, M/s Link Intime India Private Limited. Shareholders holding shares in electronic form must advise their respective depository participants about any change in correspondence address, email address and bank details and not to the Company or the Registrars.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in physical form are requested to submit their PAN details to the RTA of the Company.

9. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
10. SEBI Regulations has mandated Companies to credit the dividends electronically to the Members' bank account. Shareholders who have not provided the information regarding bank particulars, are requested to immediately notify the name of the bank and the branch, 9 digits MICR number, 11 digit IFS Code, the nature of account and their Core Banking Solutions account number (CBS A/c No.) to the RTA, in respect of shares held in physical form and to their Depository Participant in case of shares held in electronic form. Please note that disbursement of payment without bank details is disallowed.
11. The Register of Members and Share Transfer Books of the Company will remain closed from September 21, 2019 to September 28, 2019 (both days inclusive), for determining the names of Members eligible for dividend on Equity Shares, if declared at the AGM.
12. The payment of Dividend, upon declaration by the shareholder at the forth coming Annual General Meeting, will be made on or after 28<sup>th</sup> September, 2019 to the eligible shareholder.
13. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, the Company has transferred on due dates, all unclaimed dividends up to the Financial Year 2010-11 to Investor Education and Protection Fund ('said Fund') established by Central Government. Pursuant to the provisions of the Investor Education and Protection Fund Authority

(Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the Company has uploaded the details of the unpaid and unclaimed amounts lying with the Company on the website of the Company ([www.timetechnoplast.com](http://www.timetechnoplast.com)), and also on the website of the Ministry of Corporate Affairs ([www.mca.gov.in](http://www.mca.gov.in)). Unclaimed dividend for the FY 2011-12 will fall due for transfer to the said Fund in October 2019. Those Members, who have not encashed their dividends for the FY 2011-12, are requested to claim it from the RTA of the Company immediately. Those Members who have not so far claimed their dividend for the subsequent financial years are also advised to claim it from the Company or the RTA of the Company.

<b>Financial year ended</b>	<b>Date of Declaration of Dividend</b>	<b>Last date for claiming Unpaid dividend</b>	<b>Due date for transfer to IEPF</b>
31 <sup>st</sup> March, 2012	29.09.2012	28.09.2019	27.10.2019
31 <sup>st</sup> March, 2013	25.09.2013	24.09.2020	23.10.2020
31 <sup>st</sup> March, 2014	29.09.2014	28.09.2021	27.10.2021
31 <sup>st</sup> March, 2015	26.09.2015	25.09.2022	24.10.2022
31 <sup>st</sup> March, 2016	28.09.2016	27.09.2023	26.10.2023
31 <sup>st</sup> March, 2017	29.09.2017	28.09.2024	27.10.2024
31 <sup>st</sup> March, 2018	22.09.2018	21.09.2025	20.10.2025

14. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, all equity shares of the Company on which dividend has not been paid or claimed for seven consecutive years or more are required to be transferred by the Company to Investor Education and Protection Fund ("IEPF"). The Company has also written to the concerned Shareholders intimating them their particulars of the equity shares due for transfer. These details are also available on the Company's website [www.timetechnoplast.com](http://www.timetechnoplast.com). No claim shall lie against the Company in respect of these equity shares post their transfer to IEPF. Upon transfer, the Shareholders will be able to claim these equity shares only from the IEPF Authority by making an online application, the details of which are available at [www.iepf.gov.in](http://www.iepf.gov.in). All correspondence should be addressed to the RTA of the Company viz. Link Intime India Private Limited (UNIT: Time Technoplast Limited), C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400083, Tel: +91 22-49186000, e-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
15. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM is September 21, 2019. Please note that Members can opt for only one mode of voting i.e., either by voting at the meeting or remote e-voting. If Members opt for remote e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
16. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice, holds shares as of the cut-off date i.e. September 21, 2019, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if the Member is already registered with CDSL for remote e-voting, then he/she can use his/her existing User-ID and password for casting the vote. Only a Member who is entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on the Cut-off Date should treat the same as intimation only.
17. In case of joint holders attending the Meeting, the joint holder who is highest in the order of names will be entitled to vote at the Meeting.
18. 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.

19. 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.
20. A route map showing directions to the venue of the 29<sup>th</sup> AGM is given at the end of this Notice as per the requirement of the Secretarial Standard-2 on "General Meetings".
21. Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide its Members the facility of remote e-voting to exercise their right to vote at the 29<sup>th</sup> AGM. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

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 Saturday, September 21, 2019.

The Board has appointed Mr. Arun Dash, Practicing Company Secretary (Membership No. F9765) sole proprietor of M/s. Arun Dash & Associates, as the Scrutinizer to scrutinize the remote e-voting and the voting process at the AGM in a fair and transparent manner.

**The instructions for shareholders voting electronically are as under:**

- (i) The remote e-voting period begins on Tuesday, September 24, 2019 at 9.00 a.m. and ends on Friday, September 27, 2019 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 September 21, 2019 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 / Members
- (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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>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).</li> </ul>

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

(ix) Members holding shares in physical form will then directly reach 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvii) If a 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) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

**(xix) 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 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.



- 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 linked in the login 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.

(xx) 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)

**Other Instructions:**

- i) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, which is Saturday, September 21, 2019. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
  - ii) Any person who is not a member as on the cut-off- date should treat this Notice for information only.
  - iii) The facility to vote at the AGM will be provided by any electronic means/ Poll paper to the shareholders who will be attending the AGM and have not cast their vote through remote e-voting.
  - iv) The Members who have cast their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again.
  - v) A Member can vote either by remote e-voting or at the AGM. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.
  - vi) Mr. Arun Dash, Practising Company Secretary (Membership No. F9765) has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as voting through Poll at the AGM in a fair and transparent manner.
  - vii) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who will countersign the same.
  - viii) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice, holds shares as of the cut-off date i.e. September 21, 2019, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if the Member is already registered with CDSL for remote e-voting, then he/ she can use his/her existing User-ID and password for casting the vote.
  - ix) The Results will be declared within 48 hours of conclusion of the Annual General Meeting. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.timetechnoplast.com](http://www.timetechnoplast.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) where the shares of the Company are listed.
22. A brief resume of each of the Directors proposed to be appointed/ re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership/ chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings, are provided as under:



**Details of Directors seeking Appointment/Reappointment At the 29<sup>th</sup> Annual General Meeting (Pursuant to Regulations 26 and 36 of the Listing Regulations and Secretarial Standards – 2 On General Meetings)**

<b>Name of the Director</b>	<b>Mr. Bharat Vageria</b>	<b>Mr. K. N. Venkatasubramaian</b>	<b>Mr. Sanjaya Kulkarni</b>	<b>Mr. M. K. Wadhwa</b>
DIN	00183629	00007392	00102575	00064148
Date of Birth	10/12/1959	14/04/1938	30/05/1949	13/10/1952
Age	59 years	81 years	70 years	66 years
Date of First appointment	21/03/1990	14/12/2000	25/03/2003	01/06/1995
Qualifications	Chartered Accountant	B.E (Instrumentation) and MBA(Marketing) from Mumbai University	B. Tech from IIT Mumbai and MBA from IIM Ahmedabad	Chartered Accountant
Expertise in specific functional Areas	Whole time Director - Finance, responsible for Accounts, Finance, Corporate Affairs, Taxation and Legal functions of the company.	More than 56 years of work experience in Plastics, Chemical and Oil industry in various positions.	More than three decades of experience in Private Equity, Consumer Finance, Corporate Finance, Investment Banking.	Wide range of experience over 35 years in Accounts, Finance, Taxation, Personnel Management and other related areas.
Directorships in other Public Limited Companies (excluding foreign companies, private companies & Section 8 companies)	<ul style="list-style-type: none"> <li>Schoeller Allibert Time Materials Handling Solutions Ltd. (Nominee Director)</li> <li>Ace Mouldings Ltd</li> <li>NED Energy Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>Essar Oil and Gas Exploration and Production Ltd.</li> <li>M &amp; B Engineering Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>Agro Tech Foods Ltd</li> <li>TPL Plastech Ltd</li> <li>NED Energy Ltd</li> <li>Motilal Oswal Home Finance Ltd</li> </ul>	<ul style="list-style-type: none"> <li>TPL Plastech Ltd</li> <li>Viaan Industries Ltd</li> <li>NED Energy Ltd</li> </ul>
Membership of Committees/ Chairmanship in other Public Limited Companies	<p><b>Audit Committee</b></p> <ul style="list-style-type: none"> <li>NED Energy Ltd.- Member</li> </ul> <p><b>Stakeholders Relationship Committee</b></p> <p>Nil</p>	<p><b>Audit Committee</b></p> <ul style="list-style-type: none"> <li>Essar Oil and Gas Exploration and Production Ltd – Chairman</li> </ul> <p><b>Stakeholders Relationship Committee</b></p> <p>Nil</p>	<p><b>Audit Committee</b></p> <ul style="list-style-type: none"> <li>TPL Plastech Ltd – Chairman</li> <li>NED Energy Ltd – Chairman</li> <li>Agro Tech Foods Ltd – Member</li> </ul> <p><b>Stakeholders Relationship Committee</b></p> <ul style="list-style-type: none"> <li>TPL Plastech Ltd – Member</li> <li>Agro Tech Foods Ltd – Member</li> </ul>	<p><b>Audit Committee</b></p> <ul style="list-style-type: none"> <li>TPL Plastech Ltd - Member</li> <li>Viaan Industries Ltd - Member</li> </ul> <p><b>Stakeholders Relationship Committee</b></p> <ul style="list-style-type: none"> <li>TPL Plastech Ltd - Chairman</li> <li>Viaan Industries Ltd - Member</li> </ul>
No. of Board meetings attended during the year	4	4	2	4
No. of shares held:				
i. Own	45,63,750	20,000	70,000	-
ii. For other persons on a beneficial basis	-	-	-	-
Inter-se relationship with other Directors and Key Managerial Personnel	Nil	Nil	Nil	Nil

Note: Pursuant to Regulation 26 of the Listing Regulations, only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS**

The following Explanatory Statement sets out all material facts relating to the special businesses mentioned under Item Nos. 4 to 7 of the accompanying Notice.

##### **Item No. 4**

The Company is required under the provisions of Section 148(3) of the Act, read with the Companies (Cost Records and Audit) Rules, 2014 ('the Rules'), as amended from time to time, to have the audit of its cost records conducted by a cost accountant in practice.

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Darshan Vora & Co, Cost Accountants (Firm Registration No. 103886), as the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2020.

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 as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for approval of the remuneration payable to the Cost Auditors, for the financial year ending March 31, 2020.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 4 of the Notice.

##### **Item No. 5, 6 & 7**

Mr. K. N. Venkatasubramanian (DIN 00007392), Mr. Sanjaya Kulkarni (DIN 00102575) and Mr. M. K. Wadhwa (DIN 00064148) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. They hold office as Independent Directors of the Company upto September 28, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee (the "NRC Committee") of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, have recommended the re-appointment of Mr. K. N. Venkatasubramanian, Mr. Sanjaya Kulkarni and Mr. M. K. Wadhwa as an Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company in accordance with the provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee considers that, given their background and experience and contributions made by them during their tenure, the continued association of Mr. K. N. Venkatasubramanian, Mr. Sanjaya Kulkarni and Mr. M. K. Wadhwa would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. K. N. Venkatasubramanian, Mr. Sanjaya Kulkarni and Mr. M. K. Wadhwa as an Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

The above mentioned Directors are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received declarations from each of them that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Mr. K. N. Venkatasubramanian, Mr. Sanjaya Kulkarni and Mr. M. K. Wadhwa fulfil the conditions for their re-appointment as Independent Directors as specified in the Act, the Rules made thereunder and the Listing Regulations. All of them are independent of the management.

A copy of their draft letters of appointment as Independent Directors setting out the terms and conditions are available for inspection by the Members at the corporate office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 01:00 pm to 04:00 pm up to the date of AGM.

**A Brief profile of the Independent Directors to be re-appointed is given below:**

- A) Shri K. N. Venkatasubramanian has more than 50 years of rich experience in the industry, having worked with major international oil companies like Standard Vacuum, Exxon, Philips Petroleum, IPCL. He was Executive Director with IPCL, State Trading Corporation of India Limited and was also the Chairman cum managing Director of Engineers India Limited & Indian Oil Corporation Limited, a leading PSU and oil giant. He was on the Board of Hindustan Organic Chemicals Ltd, Hindustan Anti Biotics Limited and was also on various committees and sub committees constituted by various departments of Government of India.
- B) Mr. Sanjaya Kulkarni, aged 70 years, is a B. Tech from IIT Mumbai, and MBA from IIM Ahmedabad. He is one of the Promoters of 20<sup>th</sup> Century Finance Corporation Ltd. which turned itself into Centurion Bank. He has over three decades of experience in private equity, consumer finance, corporate finance, investment banking and was associated with Citibank.
- C) Mr. Mahinder Kumar Wadhwa, aged 66 years, is a Chartered Accountant with wide range of experience in Accounts, Finance, Taxation, Personnel Management and other related areas. Mr. Wadhwa has served in some of the most reputed Companies as Member of the top Management Team and Board.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. K. N. Venkatasubramanian, Mr. Sanjaya Kulkarni and Mr. M. K. Wadhwa and their relatives are concerned or interested in the respective resolutions for their appointment.

The Board accordingly recommends the resolutions as set out at item nos. 5, 6 and 7 of this Notice for your approval.

**By Order of the Board**

**Manoj Kumar Mewara  
Sr. VP Finance & Company Secretary**

**Registered Office:**

101, 1<sup>st</sup> Floor, Centre Point,  
Somnath Daman Road,  
Somnath, Dabhel,  
Nani Daman,  
Daman (U.T.) – 396210

**Date: August 13, 2019**

**Place: Mumbai**

