

September 05, 2024

To,  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C-1, Block G,  
Bandra – Kurla Complex,  
Bandra (East), Mumbai – 400 051  
**Symbol: TIMETECHNO**

**BSE Limited**  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building,  
P.J. Towers, Dalal Street,  
Fort, Mumbai – 400 001  
**Scrip Code: 532856**

Dear Sir/Madam,

**Sub: Notice of 34<sup>th</sup> Annual General Meeting**

This is further to our letter dated August 12, 2024 wherein the Company had informed that the 34<sup>th</sup> Annual General Meeting of the Company is scheduled to be held on Friday, September 27, 2024 at 04:00 p.m.

Please find attached herewith Notice of 34<sup>th</sup> Annual General Meeting of the Company scheduled to be held on **Friday, September 27, 2024** at **04:00 p.m.** through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

Brief details of the 34<sup>th</sup> Annual General Meeting of the Company are as under:

Benpos Date for Sending Notice	Friday, August 30, 2024
Cut off date for e-voting	Friday, September 20, 2024
E-voting service provider	Link Intime India Private Limited (InstaVote)
Remote e-voting start date	Tuesday, September 24, 2024
Remote e-voting start time	09:00 a.m.
Remote e-voting end date	Thursday, September 26, 2024
Remote e-voting end time	05:00 p.m.
Date of AGM	Friday, September 27, 2024
AGM Time	04:00 p.m.

The said Notice is also placed on the Company's website at [www.timetechnoplast.com](http://www.timetechnoplast.com).

You are requested to kindly take the above information on your record.

Thanking You,

**For Time Technoplast Limited**

MANOJ KUMAR MOHANLAL  
MEWARA  
2024.09.05 13:34:08 +05'30'

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

**TIME TECHNOPLAST LTD.**

**Bringing Polymers To Life**

CIN : L27203DD1989PLC003240

Regd. Office : 101, 1st Floor, Centre Point, Somnath Daman Road, Somnath, Dabhel, Nani Daman, Daman - 396210

Corp. Off. : 55, Corporate Avenue, 2nd Floor, Saki Vihar Road, Andheri (East), Mumbai - 400 072 INDIA Tel. : 91-22-7111 9999 Fax : 91-22-2857 5672 E-mail : [tl@timetechnoplast.com](mailto:tl@timetechnoplast.com) Website : [www.timetechnoplast.com](http://www.timetechnoplast.com)  
Bangalore : (080) 26608056/61 Baddi : 9816720202/9816700202/9816820202 Chennai (044) 4501 0019/29 Delhi : (0120) 4326144/4284946 Hyderabad : 9849019428 Kolkata : (033) 46037097/98



## TIME TECHNOPLAST LIMITED

**Registered Office:** 101, 1<sup>st</sup> Floor, Centre Point, Somnath Daman Road, Somnath, Dabhel,  
Nani Daman, Dadra and Nagar Haveli and Daman and Diu (U.T.) – 396 210  
**Corporate Office:** 55, Corporate Avenue, Saki Vihar Road, Andheri (East), Mumbai – 400 072  
**Tel No:** +91 22-7111-9999 **Fax:** +91 22-28575672  
**E-mail:** investors@timetechnoplast.com **Website:** www.timetechnoplast.com  
**CIN:** L27203DD1989PLC003240

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### NOTICE

**NOTICE** is hereby given that the **34<sup>th</sup> Annual General Meeting** of the Members of **TIME TECHNOPLAST LIMITED** will be held on Friday, 27<sup>th</sup> September, 2024 at 04:00 p.m. (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following businesses:

#### ORDINARY BUSINESS:

##### 1. Adoption of Audited Financial Statements

- (a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2024, including the Audited Balance Sheet as at 31<sup>st</sup> March 2024, 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 and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2024, including the Audited Balance Sheet as at 31<sup>st</sup> March 2024, 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, as circulated to the Members, be and are hereby considered and adopted.”

- (b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2024, including the Audited Balance Sheet as at 31<sup>st</sup> March 2024, 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 and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2024, including the Audited Balance Sheet as at 31<sup>st</sup> March 2024, 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, as circulated to the Members, be and are hereby considered and adopted.”

##### 2. Declaration of Dividend

To declare dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2024 and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** dividend at the rate of ₹ 2/- (Rupees Two only) per equity share having face value of ₹ 1/- (Rupee one only) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended 31<sup>st</sup> March, 2024 and the same be paid out of the profits of the Company.”

##### 3. Re-appointment of Director

To re-appoint Mr. Naveen Kumar Jain (DIN: 00183948), who retires by rotation as a Director and being eligible, offers himself for re-appointment, and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Section 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, Mr. Naveen Kumar Jain (DIN: 00183948), who

retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation .”

**4. Appointment of Statutory Auditor**

To appoint M/s. Khandelwal Jain & Co. and M/s. K P M R & Co. Chartered Accountants, as Joint Statutory Auditors of the Company to hold office for a period of 5 (five) consecutive years, commencing from the conclusion of the 34<sup>th</sup> Annual General Meeting until the conclusion of the 39<sup>th</sup> Annual General Meeting of the Company to be held in the year 2029 on such remuneration as may be mutually agreed between the Board of Directors of the Company and the 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 Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. Khandelwal Jain & Co. (FRN: 105049W) and M/s. K P M R & Co. (FRN: 104497W) Chartered Accountants be and are hereby appointed as the Joint Statutory Auditors of the Company in place of the retiring Joint Statutory Auditors M/s. Shah & Taparia (FRN: 109463W) and M/s. Shah Khandelwal Jain & Associates (FRN: 142740W), Chartered Accounts, to hold the office from the conclusion of 34<sup>th</sup> Annual General Meeting until the conclusion of the 39<sup>th</sup> Annual General Meeting of the Company to be held in the year 2029, at such remuneration as may be mutually agreed between the Board of Directors and the Statutory Auditors, as may be recommended by the Audit Committee.

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

**SPECIAL BUSINESS:**

**5. Ratification of Remuneration of Cost Auditors**

To ratify the remuneration of Cost Auditors for the financial year 2024-2025 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration of ₹ 2,50,000 (Rupees Two Lakhs Fifty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses payable to M/s. Darshan Vora & Co, Cost Accountant (Firm Registration No. 103886), who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditor of the Company, to conduct the audit of the cost records maintained by the Company for the Financial Year ending 31<sup>st</sup> March, 2025.

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

**6. Appointment of Mr. Deepak Bakhshi (DIN: 07344217) as an Independent Director of the Company**

To consider, and, if thought fit, approve the appointment of Mr. Deepak Bakhshi (DIN: 07344217) as an Independent Director of the Company to hold office for a first term of five (5) consecutive years and to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) including any statutory modification(s) or re-enactment thereof for the time being in force and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, the appointment of Mr. Deepak Bakhshi (DIN: 07344217), who was appointed as an Additional Director designated as Independent Director of the Company w.e.f. 12<sup>th</sup> August, 2024, by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee, pursuant to Section 161(1) of the Companies Act, 2013 and being eligible for appointment has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act read with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of

Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from 12<sup>th</sup> August, 2024 to 11<sup>th</sup> August, 2029, be and is hereby approved.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to take all such steps as may be necessary and to do all such acts, deeds, matters and things and to execute all such documents as may be required to give effect to this Resolution.”

**7. Appointment of Mr. Sanjaya Kulkarni (DIN: 00102575) as a Non-Executive Non-Independent Director of the Company**

To approve the appointment of Mr. Sanjaya Kulkarni (DIN: 00102575) as a Non-Executive Non-Independent Director and, in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”), read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17, 17(1A) and 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with all circulars and notifications issued thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Sanjaya Kulkarni (DIN: 00102575) who has attained the age of 75 years, in respect of whom the Company has received notice in writing under Section 160 (1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from September 29, 2024.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to take all such steps as may be necessary and to do all such acts, deeds, matters and things and to execute all such documents as may be required to give effect to this Resolution.”

**8. Appointment of Mr. Mahinder Kumar Wadhwa (DIN: 00064148) as a Non-Executive Non-Independent Director of the Company**

To approve the appointment of Mr. Mahinder Kumar Wadhwa (DIN: 00064148) as a Non-Executive Non-Independent Director and, in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”), read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17, 17(1A) and 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with all circulars and notifications issued thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Mahinder Kumar Wadhwa (DIN: 00064148) aged about 71 years, in respect of whom the Company has received notice in writing under Section 160 (1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Non Independent Director, of the Company, liable to retire by rotation, with effect from September 29, 2024.

**RESOLVED FURTHER THAT** Board of Directors of the Company, be and are hereby authorized to take all such steps as may be necessary and to do all such acts, deeds, matters and things and to execute all such documents as may be required to give effect to this Resolution.”

**9. Amendments to Time Technoplast Limited Employee – Stock Option Plan 2017 (“ESOP 2017”)**

To approve amendments to Time Technoplast Limited Employee – Stock Option Plan (“ESOP 2017”) and, in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in furtherance of and supplement to the special resolution passed by the shareholders of the Company in their Annual General Meeting held on Friday, 29<sup>th</sup> September, 2017 and pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (“the Act”) and the Companies (Share Capital and Debentures) Rules, 2014 (“the Companies SCD Rules”) and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment of the Act for the time being in force and in accordance with the provisions of the Memorandum and Articles of Association of the Company and Regulation 7(2) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 including any modifications thereof or supplements thereto (“the SEBI (SBEB and SE) Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), the Listing Agreement entered into with the Stock Exchange

where the securities of the Company are listed and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals as may be necessary and which may be agreed by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee(s) including the Nomination and Remuneration Committee) consent of Members be and is hereby accorded to amend/modify the provisions of 'Time Technoplast Limited - Employees Stock Option Plan 2017' ("ESOP 2017") in accordance with the SEBI (SBEB and SE) Regulations, 2021, as amended, as set out in the Explanatory Statement annexed hereto.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to bring into effect the ESOP 2017 as per the amendments approved in this resolution and at any time to modify, change, vary, alter, amend, suspend or terminate the ESOP 2017 subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2017 and do all other things incidental to and ancillary thereof.

**RESOLVED FURTHER THAT** the Board is hereby authorized, to finalise, execute and make the necessary filings, writings and documents with the SEBI and the stock exchanges and other authorities in connection with the above amendments and to appoint such advisors and intermediaries, on such terms and conditions including fees, as may be deemed expedient from time to time, to give effect to the above and to take all such steps and do all such acts as may be incidental or ancillary thereto, including delegating the aforesaid power and authority to any other person, in its absolute discretion."

**10. Extension of 'Time Technoplast Limited - Employees Stock Option Plan 2017' ("ESOP 2017") to the employees of Holding Company, its Subsidiary Company(ies)/Step down Subsidiary Company(ies) and/or Associate Company(ies)/Joint Venture Company, Group Company(ies) [present and future/India and Overseas].**

To extend approval of 'Time Technoplast Limited - Employees Stock Option Plan 2017' ("ESOP 2017") to the employees of Holding Company, its Subsidiary Company(ies)/Step down Subsidiary Company(ies) and/or Associate Company(ies)/Joint Venture Company, Group Company(ies) [present and future/India and Overseas] and, in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 ("the Act") and the Companies (Share Capital and Debentures) Rules, 2014 (the "Companies SCD Rules") and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment of the Act for the time being in force and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity ) Regulations, 2021 including any modifications thereof or supplements thereto ("the SEBI (SBEB and SE) Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals which may be agreed by the board of directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include the Compensation/Nomination and Remuneration Committee), the consent of the members be and is hereby accorded to extend the benefits of 'Time Technoplast Limited - Employees Stock Option Plan 2017' ("ESOP 2017") to the eligible Employees and Directors of the Company and/or its subsidiary company(ies)/step down subsidiary company(ies), group company(ies), associate company(ies)/joint venture company (present or future/India and overseas) and to such other persons as may from time to time be allowed, under prevailing laws, rules and regulations, and/or amendments thereto from time to time, on such terms and conditions as may be decided by the Board and selected on the basis of criteria prescribed by the Board, at such price or prices in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the ESOP 2017.

**RESOLVED FURTHER THAT** for the purpose of creating, offering, issuing, allotting and listing of the equity shares, the Board be authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions in the ESOP 2017 from time to time or to suspend, withdraw or revive ESOP 2017 from time to time, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be authorized to determine terms and conditions of issue of the equity shares and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem



necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Shareholders of the Company.”

**By Order of the Board  
For Time Technoplast Limited**

**Date: 12<sup>th</sup> August, 2024  
Place: Mumbai**

**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, Dadra and Nagar Haveli and Daman and Diu (U.T.) – 396210  
CIN: L27203DD1989PLC003240  
E-mail: [investors@timetechnoplast.com](mailto:investors@timetechnoplast.com)  
Website: [www.timetechnoplast.com](http://www.timetechnoplast.com)

**NOTES:-**

1. Ministry of Corporate Affairs (“MCA”) vide its General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 (“MCA Circulars”) has permitted the Companies whose Annual General Meeting (“AGM”) are due in the year 2024, to hold their AGMs through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) till 30<sup>th</sup> September, 2024, without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India (SEBI) vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023 and October 07, 2023 (“SEBI Circulars”) has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 (“SEBI Listing Regulations”).
2. In compliance with the applicable provisions of the Companies Act, 2013 (the Act), the SEBI Listing Regulations and the MCA Circulars, the 34<sup>th</sup> AGM of the Company is being held through VC/OAVM. The deemed venue of the AGM shall be the Registered Office of the Company.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/her behalf and the Proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map for the AGM are not annexed to this Notice.
4. Corporate Members and Institutional Investors intending to appoint their authorised representatives pursuant to Section 113 of the Act to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send certified copy of the Board Resolution by e-mail at [investors@timetechnoplast.com](mailto:investors@timetechnoplast.com)
5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (“Act”).
7. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) setting out material facts concerning the business under Item No(s) 4 to 10 of the Notice is annexed hereto. The relevant details pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.
8. The Register of Members and Transfer Books of the Company will be closed from 21<sup>st</sup> September, 2024 to 27<sup>th</sup> September, 2024 (both days inclusive) for the purpose of Dividend and AGM.

9. As per Regulation 40 of LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019.

10. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Subdivision/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the weblink at <https://www.timetechnoplast.com>

It may be noted that any service request can be processed only after the folio is KYC compliant.

SEBI vide its notification dated 24<sup>th</sup> January, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form.

In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agents – Link Intime India Private Limited for assistance in this regard.

11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form or to Link Intime India Private Limited, in case the shares are held in physical form.

12. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD1/P/CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/655 & SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities.

Further, with effect from April 01, 2024, Shareholders holding physical securities shall be eligible for dividend payment only in electronic mode. Such payment shall be made only if the folio is KYC complaint i.e. the details of PAN, choice of nomination, contact details, mobile no. complete bank details and specimen signatures are registered. In case of non-updation of PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend / interest etc. shall be paid upon furnishing all the aforesaid details in entirety.

To receive the dividend on time, Members holding shares in physical form should be KYC complaint and receive the dividends directly in their bank accounts through Electronic Clearing Service or any other means. Members are requested to send the following documents to our RTA – Link Intime India Private Limited, so as to reach the RTA before the record date i.e. 20<sup>th</sup> September, 2024.

- a) Form No. ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with pincode, and the following details relating to the bank account in which the dividend is to be received:
  - i. Name of Bank and Bank Branch;
  - ii. Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions;
  - iii. 11-digit IFSC Code; and
  - iv. 9-digit MICR Code.
- b) Original copy of cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c) Self-attested copy of the PAN Card of all holders; and
- d) Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.
- e) Form ISR2 duly filled signed. The signature of holders should be attested by the Bank Manager
- f) Form SH 13 – Nomination form or ISR3 – to opt out from Nomination

The above Investor Service Request Forms (ISR) are available at RTA's website at <https://www.linkintime.co.in> → Resources → Downloads → KYC Formats for KYC

13. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to the above circulars in Form ISR-1. The Form ISR-1 is also available on the website of the Company at [www.timetechnoplast.com](http://www.timetechnoplast.com)
14. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be.
15. Register of Directors and Key Managerial Personnel and their shareholdings and Register of Contracts or Arrangements in which Directors are interested, maintained under Sections 170 and 189 of the Act will be available electronically for inspection by the Members.

All documents referred to in the Notice will also be available for electronic inspection by the Members without payment of any fee from the date of circulation of this Notice up to the date of AGM, i.e. 27<sup>th</sup> September, 2024.

Members seeking to inspect such documents are requested to send an email to [investors@timetechnoplast.com](mailto:investors@timetechnoplast.com) shall be provided at a mutually convenient time.

16. Members are requested to register their E-mail address with the Company/Registrar & Transfer Agents so as to receive Annual Report and other communication electronically.
17. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with Annual Report 2023 – 24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participants. Members may note that the Notice and Annual Report 2023 – 24 will also be available on the Company's website [www.timetechnoplast.com](http://www.timetechnoplast.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
18. The Company will also be publishing an advertisement in newspaper containing the details about the AGM i.e. the conduct of AGM through VC/OAVM, date and time of AGM, availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company / RTA, manner of providing mandate for dividends, and other matters as may be required.
19. The dividend on equity shares for the year ended 31<sup>st</sup> March, 2024, as recommended by the Board of Directors and if declared at the AGM, will be paid by the Company, through permitted modes, on or after Saturday, 28<sup>th</sup> September, 2024 to those shareholders or their mandates:
  - (a) whose names appear as Beneficial Owners as at the end of the business hours on Friday, 20<sup>th</sup> September, 2024 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in dematerialised form; and
  - (b) whose names appear as Members in the Register of Members of the Company as at the end of the business hours on Friday, 20<sup>th</sup> September, 2024 in respect of the shares held in physical form, after giving effect to valid request(s) received for transmission/transposition of shares and lodged with the Company or Registrar and Transfer Agent on or before Friday, 20<sup>th</sup> September, 2024. Please refer Note No. 12 for additional details.
20. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended to date, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The Members/Claimants whose shares, unclaimed dividend amount have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)). The Member/Claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

It is in the Members' interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members' account on time.

Members who have not yet encashed the dividend warrants, from the Financial Year ended 31<sup>st</sup> March, 2017 onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agents. Members are requested to contact the Company's Registrar and Share Transfer Agent to claim the unclaimed/ unpaid dividends at the following address:

Link Intime India Private Limited  
Unit: Time Technoplast Limited  
C-101, 247 Park, L.B.S Marg,  
Vikhroli (West), Mumbai – 400083

21. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates, if the amount of dividend exceeds ₹ 5,000. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Link Intime (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H or Lower Withholding Certificate (if obtained from the Tax department), to avail the benefit of non deduction/lower deduction of tax at source by writing an email to [timetechnodivtax@linkintime.co.in](mailto:timetechnodivtax@linkintime.co.in) on or before 11:59 p.m. IST Friday, 20<sup>th</sup> September, 2024. The shareholders are requested to note that in case their PAN is not registered/updated, the tax will be deducted at a higher rate of 20% (plus Surcharge and Cess as applicable).

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment (PE) and Beneficial Ownership Declaration, Tax Residency Certificate (TRC), Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [timetechnodivtax@linkintime.co.in](mailto:timetechnodivtax@linkintime.co.in). The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on Friday, 20<sup>th</sup> September, 2024. The formats of No PE Declaration (including beneficial ownership) and Form 10F are available on Link Intime's website at <https://www.linkintime.co.in/clientdownloads.html>. TRC needs to be obtained by the shareholder from the Tax Department of their country of residence. Non-resident shareholders shall also furnish the lower/nil withholding certificate, if obtained from the Tax Department.

22. Any person who is not a Member on the cut-off date should treat this notice for information purposes only.
23. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their communications to [investors@timetechnoplast.com](mailto:investors@timetechnoplast.com) at least seven days before the date of the Meeting. The same will be suitably replied to by the Company.
24. As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

**METHOD 1 - If registered with NSDL IDeAS facility**

**i. Users who have registered for NSDL IDeAS facility:**

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- Enter user id and password. Post successful authentication, click on "Access to e-voting".
- Click on "LINKINTIME" or "e-voting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

**ii. User not registered for IDeAS facility:**

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Proceed with updating the required fields.

- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “e-voting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “e-voting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL**

**METHOD 1 – From Easi/Easiest**

**i. Users who have registered/ opted for Easi/Easiest**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “e-voting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**ii. Users not registered for Easi/Easiest**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “e-voting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.

- e) After successful authentication, click on “LINKINTIME” or “e-voting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website.
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “e-voting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:-
  - A. **User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format).
  - D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above

➔ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

➔ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

**Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):**

**STEP 1 – Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorized Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

**STEP 2 –Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
  - a. ‘Investor ID’ -
    - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
    - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - b. ‘Investor’s Name - Enter full name of the entity.
  - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
  - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

**STEP 3 – Voting through remote e-voting.**

The corporate shareholder can vote by two methods, once remote e-voting is activated:

**METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f) After selecting the desired option i.e., Favour / Against, click on ‘Submit’.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and

accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

**VOTES UPLOAD:**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select 'View' icon for 'Company's Name / Event number'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**Helpdesk:**

**Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Forgot Password:**

**Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>.

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders are having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID.

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.



**Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) have forgotten the password:**

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’.
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders are having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**GENERAL INSTRUCTIONS**

1. The voting period begins on Tuesday, 24<sup>th</sup> September, 2024 (09:00 a.m.) and ends on Thursday, 26<sup>th</sup> September, 2024 (05:00 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) Friday, 20<sup>th</sup> September, 2024 may cast their vote electronically. The e-voting module shall be disabled by Link Intime for voting thereafter.
2. The facility for e-voting shall also be available at the AGM. Members who have already cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote at the AGM. Only those Members who attend the AGM and have not cast their votes through remote e-voting and are otherwise not barred from doing so will be allowed to vote through the e-voting facility available at the AGM.
3. Any person, who acquires shares of the Company and becomes its Member after the sending of Notice of the AGM and holds shares as on the cutoff date for voting i.e. Friday, 20<sup>th</sup> September, 2024, may obtain the login ID and password by sending a request to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in). However, if he/she is already registered with Link Intime for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
4. Mr. Arun Dash, Practicing Company Secretary (FCS No. 9765 CP No. 9309) has been appointed as the Scrutinizer to scrutinize the remote e-voting and ensure that the voting process at the AGM is conducted in a fair and transparent manner.
5. The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within two working days of the conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favor/against, if any, to the Chairperson or a person authorized in writing, who shall countersign the same and declare the result of the voting forthwith.
6. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company [www.timetechnoplast.com](http://www.timetechnoplast.com) and on the Link Intime website and shall also be forwarded to BSE Limited (BSE) and National Stock Exchange of India Ltd (NSE).

## PROCESS AND MANNER FOR ATTENDING THE THIRTY-FOURTH AGM THROUGH INSTAMEET

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

➤ Select the “Company” and ‘Event Date’ and register with your following details: -

**A. Demat Account No. or Folio No.:** Enter your 16-digit Demat Account No. or Folio No

- Shareholders/Members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/Members holding shares in **NSDL demat account shall provide 8 character DP ID followed by 8 Digit Client ID**
- Shareholders/Members holding shares in physical form shall provide Folio Number registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

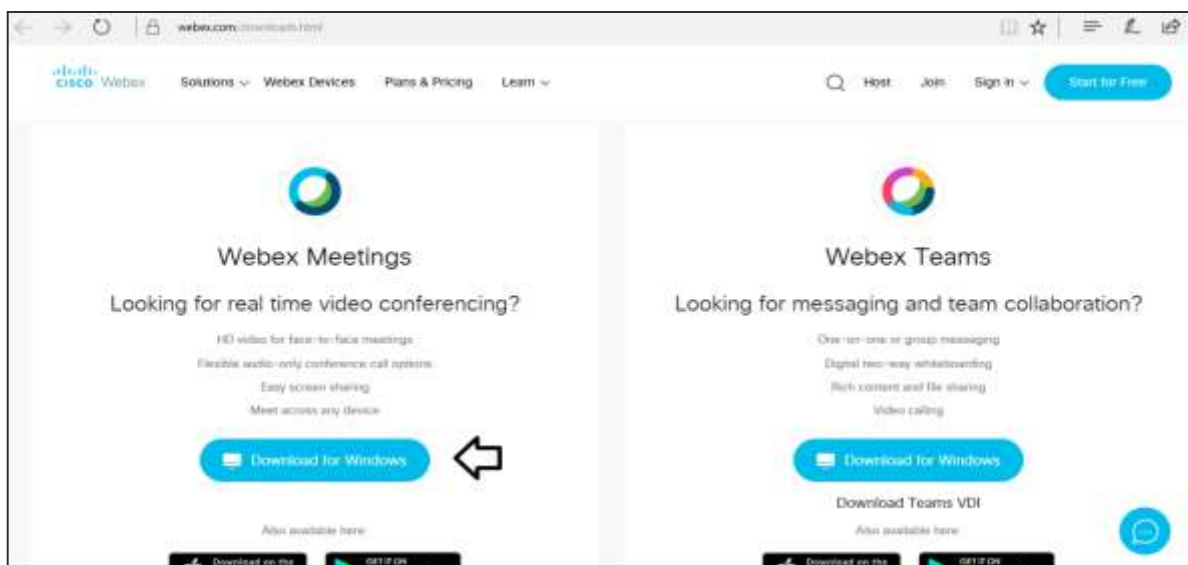
Click ‘Go to Meeting’ (You are now registered for InstaMeet and your attendance is marked for the meeting).

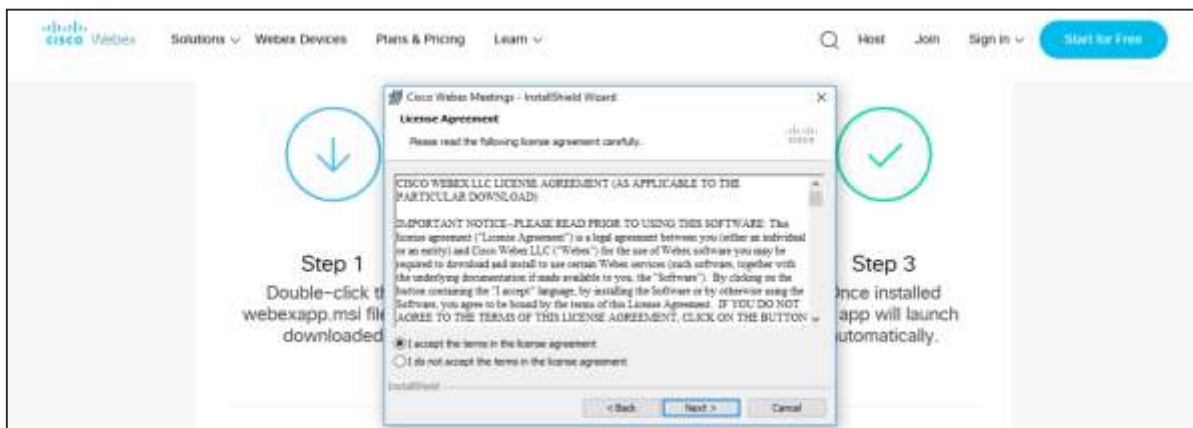
Members can log in and join 30 minutes prior to the schedule time of the AGM and window for joining the Meeting shall be kept open till the expiry of 15 minutes after the scheduled time. The Company shall provide VC/OAVM facility to Members to attend the AGM. The said facility will be available for 1000 Members on first come first served basis. This will not include large Members (i.e. Members with 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, chairpersons of the audit committee, nomination & remuneration committee and stakeholders’ relationship committee, auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

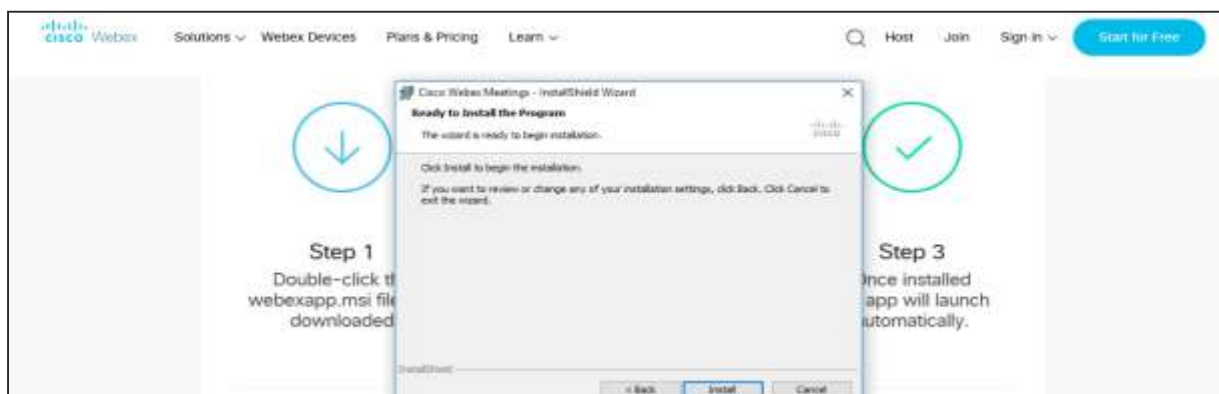
### A. Guidelines to attend the AGM through InstaMeet

For a smooth experience of viewing the AGM through InstaMeet, shareholders/members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

1. Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>







Or

1. If you do not want to download and install the Webex application, you may join the Meeting by following the process mentioned as under:
  - Enter your First Name, Last Name and Email ID and click on Join Now
  - If you have already installed the Webex application on your device, join the Meeting by clicking on Join Now
  - If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application. Click on 'Run a temporary application', an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on 'Join Now'.



#### B. Instructions for Shareholders/Members to Speak during the AGM through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request mentioning their name, demat account number/folio number, email id, mobile number at [investors@timetechnoplast.com](mailto:investors@timetechnoplast.com) latest by Friday, 20<sup>th</sup> September, 2024.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**C. Instructions for Shareholders to Vote during the AGM through InstaMeet:**

Once the electronic voting is activated by the Scrutinizer/Moderator during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under: -

1. On the shareholders VC page, click on the link for e-Voting 'Cast your vote'.
2. Enter Demat Account No./Folio No. and OTP (received on the registered mobile number/ registered Email ID) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see 'Resolution Description' and against the same the option 'Favour/Against' for voting.
4. Cast your vote by selecting appropriate option i.e. 'Favour/Against' as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. 'Favour/Against' as desired and you have decided to vote, click on 'Save'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Confirm', else to change your vote, click on 'Back' and accordingly modify your vote.
6. Once you confirm your vote on the Resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders, who will be present in the Annual General Meeting through InstaMeet facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.

Shareholders are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders have any queries regarding login/e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-4918 6175.

**EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT"):**

The following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item No(s). 4 to 10 of the accompanying Notice.

**Item No. 4**

M/s. Shah & Taparia and M/s. Shah Khandelwal Jain & Associates, Chartered Accountants, who have served as the Joint Statutory Auditors of the Company, have completed their maximum allowable two terms. As a result, they are ineligible for re-appointment as Statutory Auditors at the ensuing Annual General Meeting, scheduled on Friday, September 27, 2024.

The Board of Directors at their meeting held on 12<sup>th</sup> August, 2024 have recommended the appointment of M/s. Khandelwal Jain & Co. (FRN: 105049W) and M/s. K P M R & Co., (FRN: 104497W) Chartered Accountants as Joint Statutory Auditors of the Company, in place of retiring Joint Statutory Auditors M/s. Shah & Taparia and M/s. Shah Khandelwal Jain & Associates, Chartered Accountants, to hold office from the conclusion of 34<sup>th</sup> Annual General Meeting until the conclusion of 39<sup>th</sup> Annual General Meeting on remuneration as may be mutually agreed between the Board of Directors and the Statutory Auditors, as per recommendation by the Audit Committee.

**Brief Profile of Joint Statutory Auditors**

**i) M/s. Khandelwal Jain & Co.**

M/s. Khandelwal Jain & Co. was established by the Founder Partner Mr. I.C. Jain, who has served as a Central Council member of the Institute of Chartered Accountants of India - (1979 - 1991), Member of the Audit Committee of the RBI - (1983 to 1991), Director on the Western Area Local Board of the RBI and Chairman of Association of Merchant Bankers of India [AMBI] - (1997 - 1998). The firm is managed by Mr. Pankaj Jain as the Managing Partner.

With fifty-six years of experience in auditing, the firm has conducted audits of large size entities, including listed and non-listed companies, banks, financial institutions, insurance companies, and various government, public, and private sector undertakings. It has a highly experienced team and with modern infrastructure facilities, enabling it to undertake various assignments such as statutory and tax audits, internal and management audits, forensic and fraud investigations, SoX compliance, international GAAP compliance, certifications, process and MIS reviews, system reviews, and due diligence exercises. Additionally, the firm offers consultancy services relating to international taxation and advisory services.

M/s. Khandelwal Jain & Co. has conducted audits of reputed organizations, it includes Government/Semi Government/Private Sector organizations such as (i) Reserve Bank of India (RBI), (ii) State Bank of India (SBI), (iii) Bank of Baroda (BOB), (iv) ICICI Ltd., (v) Shapoorji Pallonji Finance Pvt. Ltd., (vi) Bajaj Housing Finance Ltd., (vii) National Stock Exchange of India Ltd. (NSE Ltd.), (viii) Power Exchange India Limited, (ix) ICICI Foundation, (x) Air India Ltd., (xi) Indian Oil Corporation Ltd (IOCL), (xii) Life Insurance Corporation of India (LIC), (xiii) Gujarat Themis Biosyn Ltd., (xiv) Himachal Futuristics Communication Ltd. (HFCL Group), (xv) Exicom Tele-System Ltd and many more prestigious organizations.

Their expertise, coupled with a proven track record of success and associations with prestigious clients makes them a most desired choice for appointing them as Auditor of our Company.

**ii) M/s. K P M R & Co.**

It was established by Late Shri Murlinarayan Kabra in 1968, began as a modest proprietary concern serving small clients in South Mumbai. The firm evolved significantly with Shri Mukesh Kabra joining in 1996, and subsequent partners bringing innovative ideas and a solution-based approach. Today, it stands as a highly reputed firm of Chartered Accountants located in the heart of Mumbai, offering comprehensive services such as Statutory and Tax Audits, Taxation Management (direct and indirect) and Advisory Services on matters like Acquisition & Takeover, Company formation and incorporation, Feasibility Studies, and Corporate Restructuring.

Their association with esteemed organizations like SBI Payment Services Pvt. Ltd., Supreme Housing Pvt. Ltd., Abhay Ispat Group, Galaxy Office Automations Pvt. Ltd., Beekaylon Synthetics Pvt. Ltd., Samira Group, and Satec Envir Engineering Pvt. Ltd. attests to their excellence and credibility.

The firm's commitment to providing high-quality services and its track record of successful client partnerships underscore its esteemed position in the industry.

Information pursuant to Regulation 36(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR)

Proposed fees payable to the statutory auditor(s).	Proposed fee: ₹ 60 Lakhs for FY 2024-25 plus out of pocket expenses. The fee paid to retiring Joint Statutory Auditors M/s. Shah & Taparia and M/s. Shah Khandelwal Jain & Associates for FY 2023-24 was ₹ 44 Lakhs plus out of pocket expenses.
Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed.	Based on the recommendations of the Audit Committee, the Board of Directors of the Company has recommended the appointment of M/s. Khandelwal Jain & Co. and M/s. K P M R & Co., Chartered Accountants as the Joint Statutory Auditors of the Company, to hold office for a first term of five years commencing from the conclusion of 34 <sup>th</sup> Annual General Meeting till the conclusion of 39 <sup>th</sup> Annual General Meeting of the Company. The Audit Committee while proposing the appointment, have taken into consideration the credentials of the firm and partners, track record and eligibility criteria prescribed under the Act.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is in any way concerned or interested financially or otherwise, in the proposed Ordinary Resolution.

The Board recommends the appointment of Joint Statutory Auditors by passing of the proposed resolution set out at Item No. 4 as an Ordinary Resolution.

**Item No. 5**

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of M/s. Darshan Vora & Co., Cost Accountants, as Cost Auditors to conduct the audit of the cost accounts maintained by the Company for the financial year 2024-2025.

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 must be ratified by the members of the Company. Accordingly, consent of the members is sought for approval of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2025.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is in any way concerned or interested financially or otherwise, in the proposed Ordinary Resolution.

The Board recommends the approval of remuneration payable to M/s. Darshan Vora & Co., Cost Accountant for conducting the cost audit by passing of the proposed resolution set out at Item No. 5 as an Ordinary Resolution.

**Item No. 6**

Mr. Deepak Bakhshi (DIN: 07344217) has been appointed as an Additional Director (in the category of Independent Director) of the Company w.e.f. 12<sup>th</sup> August, 2024 pursuant to Section 161 of the Companies Act, 2013 based on the recommendation by the Nomination and Remuneration Committee. The Board noted that Mr. Deepak Bakhshi's skills, knowledge, and experience are aligned to the role and capabilities and that he is eligible for appointment as an Independent Director.

Mr. Deepak Bakhshi has confirmed: (a) his eligibility and criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"); (b) he is not disqualified or debarred from holding the office of director by virtue of any SEBI order or any other such authority; (c) he has undertaken registration in the Independent Director's data bank; and (d) he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. Further, he has given his consent to be appointed as an Independent Director of the Company.

**Brief profile of Mr. Deepak Bakhshi**

Mr. Deepak Bakhshi, aged 68 years, holds a Bachelor's Degree in Electrical Engineering from PEC Chandigarh and Post Graduate Diploma in Management from AIMA. He has more than 40 years of experience at various positions with Oil and Natural Gas Corporation Limited (ONGC).

In one of his previous assignments at ONGC, Mr. Deepak Bakhshi was designated as Executive Director – Chief of Engineering Services Onshore and headed a team of around 600 officials. Mr. Deepak Bakhshi has exceptional leadership qualities, strategic acumen and deep expertise in his field. His involvement shall enhance the corporate governance, strengthen the organization's strategic direction. His expanded professional network shall immensely benefit the Company.

Mr. Deepak Bakhshi can also provide the board with valuable technical insights, ensuring informed decision-making on complex projects. His expertise can drive innovation and optimize processes, contributing to the company's efficiency and growth.

The Board is of the opinion that Mr. Deepak Bakhshi's rich and diverse experience is a valuable asset to the Company which adds value and enriched point of view during Board discussions and decision making.

In terms of Sections 149 and 152 read with Schedule IV and any other applicable provisions, if any, of the Act and rules made thereunder and SEBI Listing Regulations, it is proposed that Mr. Deepak Bakhshi be appointed as an Independent Director to hold office for a term of five (5) consecutive years i.e., upto 11<sup>th</sup> August, 2029.

Mr. Deepak Bakhshi will not be entitled to any stock option. He will be paid sitting fees for attending meetings of Board and Committees and will not be subject to retirement by rotation.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives except Mr. Deepak Bakhshi is in any way concerned or interested financially or otherwise, in the proposed Special Resolution.

The Board recommends the appointment of Mr. Deepak Bakhshi as an Independent Director by passing of the proposed resolution set out at Item No. 6 as a Special Resolution.

**Item No. 7**

Mr. Sanjaya Kulkarni was initially appointed as an Independent Director on the Board of the Company for a first term of 5 years, as approved by the members at the AGM held on September 29, 2014. The members re-appointed Mr. Sanjaya Kulkarni (DIN: 00102575) as an Independent Director for a second term of five years at the AGM held on September 28, 2019, with his term spanning from September 29, 2019 to September 28, 2024.

As per Section 149, an Independent Director can serve for a maximum of two consecutive terms of five years each. Therefore, Mr. Sanjaya Kulkarni's tenure as an Independent Director will conclude on September 28, 2024.

Mr. Sanjaya Kulkarni has been a part of the Board of Directors of the Company since 2003 and was appointed as the Chairman of the Company from 2021.

Given Mr. Sanjaya Kulkarni's exceptional leadership and mentoring capabilities, along with his thorough understanding of the Company and its future plans, the Board recommends to the Members the continuation of his association with the Company as a Non-Executive, Non-Independent Director.

**Brief Profile of Mr. Sanjaya Kulkarni**

Mr. Sanjaya Kulkarni aged 75 years holds a B.Tech from IIT Mumbai and an MBA from IIM Ahmedabad. He has a diverse experience in private equity, consumer finance, corporate finance, and investment banking, including time at Citibank, his expertise is indispensable. With a deep understanding of both complex engineering concepts and strategic management, Mr. Sanjaya Kulkarni is uniquely positioned to offer innovative solutions that address the company's challenges. His ability to analyze problems from multiple perspectives and guide the company towards achieving measurable results has been invaluable. His academic excellence, combined with his extensive industry experience, equips him to foresee potential pitfalls and steer the company towards sustained growth.

Moreover, Mr. Sanjaya Kulkarni's seasoned experience and proven track record make him an irreplaceable asset to the company. His ability to offer sound advice, backed by years of practical knowledge, has garnered the respect and trust of both the board and the company's stakeholders. He not only guides the company in the right direction but also inspires confidence in the decision-making process, ensuring that the company's strategic goals are met with precision and foresight. Replacing such an individual would be a significant loss, as his unique insights and leadership qualities are crucial to the company's continued success.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of a Non-Executive Director who has reached the age of 75 years requires prior approval from shareholders through a Special Resolution. Since Mr. Sanjaya Kulkarni attained the age of 75 years a Special Resolution for his appointment as a Non-Executive Non-Independent Director is being presented to the shareholders for their approval.

Mr. Sanjaya Kulkarni would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committee(s) thereof or any other benefit as may extended by the Board.

The Company has also received a Notice in writing under Section 160(1) of the Act from a member proposing the candidature of Mr. Sanjaya Kulkarni for the office of Director.

Further, Company has received consent from Mr. Sanjaya Kulkarni for his appointment as a Non-Executive Non-Independent Director of the Company who will be liable to retire by rotation.

Mr. Sanjaya Kulkarni is also proposed to be appointed as a Chairman of the Board of Directors of the Company.

To ensure the Company remains on a path of growth and innovation, the Board of Directors strongly recommends the appointment of Mr. Sanjaya Kulkarni as a Non-Executive Non-Independent Director, with effect from September 29, 2024, liable to retire by rotation, to the members for their approval, as set out at Item No. 7 of the accompanying Notice of the 34<sup>th</sup> AGM.

Mr. Sanjaya Kulkarni is not disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of Director by any such authority and has given his consent for the said appointment.

Additional Information, as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is provided in the notes to this notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives other than Mr. Sanjaya Kulkarni is in any way concerned or interested, in the Resolution set out at Item No. 7 of the Notice.

**Item No. 8**

Mr. Mahinder Kumar Wadhwa was initially appointed as an Independent Director on the Board of the Company for a first term of 5 years,

as approved by the members at the AGM held on September 29, 2014. The members reappointed Mr. M. K. Wadhwa (DIN: 00064148) as an Independent Director for a second term of 5 years at the AGM held on September 28, 2019, with his term spanning from September 29, 2019 to September 28, 2024.

As per Section 149, an Independent Director can serve for a maximum of two consecutive terms of five years each. Therefore, Mr. M. K. Wadhwa's tenure as an Independent Director will conclude on September 28, 2024.

Mr. Mahinder Kumar Wadhwa has been a part of the Board of Directors of the Company since 1995.

Given Mr. Mahinder Kumar Wadhwa's rich experience in financial management and strategic planning, it is recommended to the Members to continue his association as a Non-Executive Non Independent Director in the Company.

#### **Brief Profile of Mr. Mahinder Kumar Wadhwa**

Mr. Mahinder Kumar Wadhwa, aged 71 years, is a Chartered Accountant with wide range of experience in Accounts, Finance, Taxation, Personnel Management and other related areas. Mr. Mahinder Kumar Wadhwa has served in some of the most reputed Companies as Member of the top Management Team and Board.

Mr. Mahinder Kumar Wadhwa provides the board with crucial financial expertise, ensuring accurate financial reporting and compliance. He contributes to strategic financial planning, helps identify cost efficiencies, manages risks, and optimizes the company's financial performance. His insights are invaluable for sound decision making and sustainable growth, making his retention essential for the company's continued success.

Company has benefited significantly from Mr. Mahinder Kumar Wadhwa's expertise and experience across multiple disciplines from financial, legal and regulatory, risk management, corporate governance and human capital management. Furthermore, Mr. Mahinder Kumar Wadhwa has played a pivotal role in seeing the strategic direction and growth plan while overseeing the Group's businesses policies and ensuring high governance standards.

Mr. Mahinder Kumar Wadhwa would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committee(s) thereof or any other benefit as may extended by the Board.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of a Non-Executive Director who has reached the age of 75 years requires prior approval from shareholders through a Special Resolution. Since Mr. Mahinder Kumar Wadhwa will attain the age of 75 years on October 13, 2027, a Special Resolution for his continued appointment as a Non-Executive Non-Independent Director is being presented to the shareholders for their approval.

The Company has also received a Notice in writing under Section 160(1) of the Act from a member proposing the candidature of Mr. Mahinder Kumar Wadhwa for the office of Director.

Further, Company has received consent from Mr. Mahinder Kumar Wadhwa for his appointment as a Non-Executive Non-Independent Director of the Company who will be liable to retire by rotation.

As the long term fruitful association with Mr. Mahinder Kumar Wadhwa needs to be preserved and cherished, your Board of Directors recommends his appointment as a Non-Executive Non Independent Director, with effect from September 29, 2024, liable to retire by rotation, to the members for their approval by way of an Special Resolution as set out at Item No. 8 of the accompanying Notice of the 34<sup>th</sup> AGM.

Mr. Mahinder Kumar Wadhwa is not disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of Director by any such authority and has given his consent for the said appointment.

Additional Information, as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is provided in the notes to this notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives other than Mr. Mahinder Kumar Wadhwa is in any way concerned or interested, in the Resolution set out at Item No. 8 of the Notice.

#### **Item No. 9 & 10**

Stock Options represent a reward system based on performance. They help companies to attract, retain and motivate the best available talent. Options also provide a company with an opportunity to optimise its personnel costs. This also provides an opportunity to the employees to participate in the growth of the company, besides creating long term wealth in their hands.

The shareholders of your Company on Friday, 29<sup>th</sup> September, 2017 had approved the Time Technoplast Limited - Employees Stock Option Plan 2017' ("ESOP 2017/Scheme") formulated under the erstwhile Securities and Exchange Board of India (Share Based Employee

Benefits) Regulations, 2014. Further, with effect from 13<sup>th</sup> August, 2021 the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 were amended to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the "SEBI (SBEB and SE) Regulations, 2021). The Board of Directors on 12<sup>th</sup> August, 2024 approved the amendment of ESOP 2017 in order to align the Scheme with the SEBI (SBEB and SE) Regulations, 2021 subject to the approval of members.

Accordingly, pursuant to the provisions of regulation 7(2) of the SEBI (SBEB and SE) Regulations, 2021, Board of Directors are entitled to vary the terms of the schemes to meet any regulatory requirement, the Company proposes to make the following changes under the ESOP 2017, subject to approval of members by way of Special Resolution(s):

1. Substitution of definition of Employee with below :-

**“Employee”** means

- (i) an employee as designated by the company, who is exclusively working in India or outside India; or
- (ii) a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- (iii) an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the company, but

does not include—

- (a) an employee who is a promoter or a person belonging to the promoter group; or
- (b) a director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company;

- 2. Insertion of some of the definitions like Group company, Independent Director, Insider, Relative, Associate company, Secretarial Auditor, etc and subsequent re-numbering of the existing definitions..
- 3. Addition of words “Secretarial” before the words “Auditor” in clause 15 of the ESOP 2017.
- 4. Provision for buyback of specified securities covered under the SEBI (SBEB and SE) Regulations, 2021, in clause 4.2(j) of ESOP 2017.
- 5. Existing clause 7.2 (b) (4) of ESOP 2017 for treatment of Unvested options in case of death is amended as below:-

*All Unvested Options shall vest immediately on the date of death and may be exercised by the Option Grantee’s nominee or legal heir within 6 months from the date of vesting.*

Further, a detailed table highlighting the amendments of the Scheme as per new SEBI (SBEB and SE) Regulations, 2021 is as mentioned below:

No.	Existing Clause	Proposed Clause	Rationale
1	2.1(ix) “Employee” means: i. a permanent employee of the Company working in India or out of India; or ii. Director of the Company, whether a whole-time or not, and iii. an employee defined in Sub-clauses (i) and (ii) hereof of one or more Holding and/or Subsidiary Company(ies) whether in or outside India, but does not include: a. an employee who is a Promoter or a person belonging to the Promoter Group; b. Director who either by himself /herself or through his/her relatives or through any body corporate, directly or indirectly, holds more	2.1(xii) “Employee” means: 1. an employee as designated by the company, who is exclusively working in India or outside India; or 2. a director of the company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or 3. an employee as defined in sub-clauses(i) or (ii), of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the company, but does not include—	Currently, the definition of term 'employees' under the Scheme is restrictive in nature as it includes only the ‘permanent employees’ in line with the provisions of the SEBI (SBEB) Regulations, 2014.  The proposed modification will introduce flexibility by including all individuals who are exclusively working for the Company and are designated as employees (whether temporary or permanent) under the SEBI (SBEB and SE) Regulations, 2021, as updated from time to time.

No.	Existing Clause	Proposed Clause	Rationale
	<p>than 10% of the issued and subscribed Shares of the Company; and</p> <p>c. An Independent Director within the meaning of the Companies Act and under Securities Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>	<ol style="list-style-type: none"> <li>1. an employee who is a promoter or a person belonging to the promoter group; or</li> <li>2. a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company;</li> </ol>	
2	-	<p><b>2.1 Definitions:-</b> Insertion of some of the definitions like Associate Company, Company Policies/Terms of Employment, Control, Grant Date, Group Company, Independent Director, Insider, Relative, Secretarial Auditor etc and subsequent re-numbering of the existing definitions.</p>	<p>The introduction of new definitions in the ESOP scheme, aligned with amended regulation - SEBI (SBEB and SE) Regulations, 2021, ensures compliance with updated regulatory standards.</p>
3	-	<p><b>4.2(j) Administration:-</b> The procedure for buy-back of specified securities issued under SEBI SBEB and SE Regulations, if to be undertaken at any time by the Company and the applicable terms and conditions, including:</p> <ol style="list-style-type: none"> <li>1 permissible sources of financing for buy-back;</li> <li>2 any minimum financial thresholds to be maintained by the Company as per its last financial statements; and</li> <li>3 limits upon quantum of specified securities that the Company may buy-back in financial year.</li> </ol> <p>For the purpose of this Clause 4.2, specified securities means as defined under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;</p>	<p>The SEBI (SBEB and SE) Regulations, 2021 include enabling provision for buyback, allowing companies to repurchase shares from employees who hold stock options. This offers a flexible exit route for employees, providing liquidity and an opportunity to realize the value of their options. It also benefits company by managing share capital more effectively and retaining talent.</p>
4	<p>7.2(b)(4) – Treatment of Unvested options in case of death</p> <p>All Unvested Options shall vest immediately on the date of death or 12 months from the date of grant, whichever is later and may be exercised by the Option Grantee’s nominee or legal heir within 6 months from the date of vesting.</p>	<p>All Unvested Options shall vest immediately on the date of death and may be exercised by the Option Grantee’s nominee or legal heir within 6 months from the date of vesting.</p>	<p>The rationale for changing vesting options under the ESOP scheme as per amended regulations includes aligning with new compliance requirements, providing clear treatment for vested options in case of an employee's death, enhancing retention by offering flexible vesting schedules.</p>
5	<p>15 – Certificate from Auditors</p> <p>The Board shall at each annual general meeting place before the Shareholders a certificate from the Auditors of the Company that the Scheme has been implemented in accordance with the SEBI (SBEB) Regulations and in accordance with the resolution of the Company in the general meeting.</p>	<p>15 – Certificate from Secretarial Auditors</p> <p>The Board shall at each annual general meeting place before the Shareholders a certificate from the secretarial auditors of the Company that the Scheme(s) has been implemented in accordance with the prescribed regulations and in accordance with the resolution of the Company in the general meeting.</p>	<p>The amendment aligns with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, which emphasize enhanced governance and compliance measures. By requiring a certificate from a secretarial auditor, the amendment ensures specialized oversight in line with these updated regulatory standards.</p>

Also, the Committee and the Board of Directors are of the considered view that the above amendments are not prejudicial to the interest of the employees.

Meanwhile, as the business environment is becoming increasingly competitive, it is important to attract and retain qualified, talented and competent personnel in the company. Your Company believes in rewarding its Employees including Employees of Holding Company, its Subsidiary Company(ies)/Step down Subsidiary Company(ies) and/or Associate Company(ies)/Joint Venture Company, Group Company(ies) [present and future/India and Overseas] for their continuous hard work, dedication and support, which has led and will lead the Company on the growth path.

The reasons why the Company may be extending its scheme to the Employee(s) of its Holding Company, its Subsidiary Company(ies)/Step down Subsidiary Company(ies) and/or Associate Company(ies)/Joint Venture Company, Group Company(ies) [present and future /India and Overseas] (“entities”) are as below:

- The said entities maybe operating entities and are critical to the operations of the Company.
- The said entities may not have any other similar schemes of their own.
- The said entities maybe unlisted, Hence, from a liquidity perspective it is logical to give stock options of the Company to the employees of such entities.

Extending the benefit of ESOP 2017 to the Employee(s) of its Holding Company, its Subsidiary Company(ies)/Step down Subsidiary Company(ies) and/ or Associate Company(ies)/Joint Venture Company, Group Company(ies) [present and future/India and Overseas] (“entities”) requires a separate resolution from the Shareholders of the Company and hence the above resolution is proposed.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution No. 9 and 10, except to the extent of their entitlements, if any, under the ESOP Scheme.

Your Directors recommend the Resolutions set out in Item No. 9 and 10 of the Notice for adoption by the Shareholders as special resolution.

**By Order of the Board  
For Time Technoplast Limited**

**Date: 12<sup>th</sup> August, 2024  
Place: Mumbai**

**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, Dadra and Nagar Haveli and Daman and Diu (U.T.) – 396210  
CIN: L27203DD1989PLC003240  
E-mail: investors@timetechnoplast.com  
Website: www.timetechnoplast.com

**TIME TECHNOPLAST LIMITED**

Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting [Pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India]

Particulars	Mr. Deepak Bakhshi	Mr. Sanjaya Kulkarni	Mr. Mahinder Kumar Wadhwa
DIN	07344217	00102575	00064148
Age	68 years	75 Years	71 Years
No. of share held	-	65,000	-
Qualification	Bachelor's Degree in Electrical Engineering from PEC Chandigarh and Post Graduate Diploma in Management from AIMA	B. Tech from IIT Mumbai and MBA from IIM Ahmedabad	Chartered Accountant
Brief profile and nature of expertise in specific functional areas	More than 40 years of experience at various positions with Oil and Natural Gas Corporation Limited (ONGC). He has exceptional leadership qualities, strategic acumen. Please refer explanatory statement for more details.	Extensive experience in Private Equity, Consumer Finance, Corporate Finance, Investment Banking. Please refer explanatory statement for more details.	Varied experience over in Corporate, Business Finance, Accounts, Taxation, Personnel Management and other related areas. Please refer explanatory statement for more details.
Date of first appointment on the Board	12/08/2024	25/03/2003	01/06/1995
Terms and conditions of appointment	Appointment as an Independent Director	Appointment as a Non-Executive and Non-Independent Director	Appointment as a Non-Executive and Non-Independent Director
Remuneration last drawn (per annum)	NIL	Sitting Fees for attending the Board and Committee Meetings.	Sitting Fees for attending the Board and Committee Meetings.
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None	None
Other Directorship (excludes private, foreign companies and Section 8 Companies)	<ul style="list-style-type: none"> <li>TPL Plastech Limited</li> <li>NED Energy Limited</li> </ul>	<ul style="list-style-type: none"> <li>Motilal Oswal Finvest Limited</li> <li>Agro Tech Foods Limited</li> <li>TPL Plastech Limited</li> <li>NED Energy Limited</li> </ul>	<ul style="list-style-type: none"> <li>TPL Plastech Limited</li> <li>NED Energy Limited</li> </ul>
Chairmanship/Membership of the Committees of Companies in which position of Director is held	<b>Audit Committee</b> <ul style="list-style-type: none"> <li>TPL Plastech Limited - Member</li> </ul> <b>Stakeholder Relationship Committee</b> <ul style="list-style-type: none"> <li>TPL Plastech Limited - Member</li> </ul>	<b>Audit Committee</b> <ul style="list-style-type: none"> <li>Motilal Oswal Finvest Limited – Chairman</li> <li>TPL Plastech Limited – Chairman</li> <li>NED Energy Limited – Chairman</li> <li>Agro Tech Foods Limited – Member</li> </ul> <b>Stakeholder Relationship Committee</b> <ul style="list-style-type: none"> <li>TPL Plastech Limited – Member</li> <li>Agro Tech Foods Limited – Member</li> </ul>	<b>Audit Committee</b> <ul style="list-style-type: none"> <li>TPL Plastech Limited -Member</li> <li>NED Energy Limited-Member</li> </ul> <b>Stakeholder Relationship Committee</b> <ul style="list-style-type: none"> <li>TPL Plastech Limited-Chairman</li> </ul>
Resignations, if any, from listed entities (in India) in past three years	None	None	None
Details of Board Meetings attended during the year	NA	4	4
Skills and capabilities required for the role of Independent Director	Please refer to the item no 6 of the explanatory statement forming part of this Notice.	Not Applicable	Not Applicable

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