04.09.2017

To,

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

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

Sub: Notice of 27th Annual General Meeting

Dear Sir/Madam,

Please find enclosed notice of 27th Annual General Meeting of the Company scheduled to be held on Friday, 29th September, 2017 at 1.00 PM at Hotel Mirasol, Kadaiya Village, Daman (U.T.) - 396 210.

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

Benpos Date for Sending Notice	Friday, August 25, 2017
Cut off date for e-voting	Saturday, September 23, 2017
Remote e-voting start date	Tuesday, September 26, 2017
Remote e-voting start time	10.00 A.M.
Remote e-voting end date	Thursday, September 28, 2017
Remote e-voting end time	5.00 P.M.
Date of AGM	Friday, September 29, 2017
AGM Time	1.00 P.M.

Kindly consider the same on your records.

Thanking You,

Yours Faithfully,
For TIME TECHNOPLAST LIMITED

NIKLANK JAIN
COMPANY SECRETARY

Encl: As above

TIME TECHNOPLAST LIMITED

Registered Office: 101, 1st Floor, Centre Point, Somnath Daman Road,
Somnath, Dabhel, Nani Daman, Daman (U.T.) - 396210
Corporate Office: 55, Corporate Avenue, Saki Vihar Road, Andheri (East), Mumbai 400072
Tel No: 022-7111-9999 Fax: 022-28575672
E-mail: investors@timetechnoplast.com Website: www.timetechnoplast.com
CIN: L27203DD1989PLC003240

NOTICE

NOTICE is hereby given that the **27th Annual General Meeting** of the Members of **TIME TECHNOPLAST LIMITED** will be held on **Friday, 29th September, 2017 at 1.00 p.m.** at Hotel Mirasol, Kadaiya Village, Daman (U.T.) - 396210 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements (both standalone and consolidated) of the Company for the financial year ended 31st March 2017 including Balance Sheet as at 31st March, 2017 and the Profit and Loss Account of the Company for the year ended on that date and the Reports of Directors, and the Auditors thereon.

2. To declare a dividend on equity shares for the financial year ended March 31, 2017 and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT a dividend at the rate of ₹ 0.65 per equity share on the face value of Re. 1/- each be and is hereby declared for the financial year ended March 31, 2017 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2017."

3. To appoint Mr. Naveen Jain, who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Naveen Jain (DIN: 00183948), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. To appoint Statutory Auditors and fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 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(s) or reenactment(s) thereof, for the time being in force), M/s. Shah & Taparia (Registration No. 109463W) and M/s. Shah Khandelwal Jain & Associates (Registration No. 142740W), Chartered Accountants, as Joint Statutory Auditors of the Company be and are hereby appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting from this Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

5. To approve Time Technoplast Limited - Employees Stock Option Plan 2017 (ESOP 2017)

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) and all other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under, the Memorandum and Articles of Association of the Company, Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI SBEB Regulations"), issued by the Securities and Exchange Board of India ("SEBI") and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of the Company be and is hereby accorded respectively to the 'Time Technoplast Limited - Employees Stock Option Plan 2017' (hereinafter referred to as the "ESOP 2017") and to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Compensation Committee to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time such number of options, to the permanent employees including Directors (other than Promoters of the Company, Independent Directors and Directors holding either himself or through his relative or through Body corporate, directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or out of India, as may be decided solely by the Board under the Plan, exercisable into not more than 45,00,000 (Forty Five Lacs) Options, each Option giving the right but not the obligation to the holder to subscribe for cash to one fully paid-up Equity Share in the Company, of face value of Re 1/- each, directly by the Company and at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the ESOP 2017 and in due compliance with the applicable laws and regulations in force."

"RESOLVED FURTHER THAT the a Committee formed by the Board be designated as the Compensation Committee in accordance with Regulation 5(1) of the SEBI SBEB Regulations for the purposes of administration of ESOP 2017."

"RESOLVED FURTHER THAT the Scheme may also envisage provisions for providing financial assistance to the Eligible Employees to enable them to acquire, purchase or subscribe to the said Securities of the Company in accordance with the provisions of the Act/Regulations."

"RESOLVED FURTHER THAT the Board and any committee formed for this purpose be and is hereby authorised to issue and allot Equity Shares upon exercise of options by Employee from time to time in accordance with the ESOP 2017 and other applicable laws in force and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company."

"RESOLVED FURTHER THAT the number of options that may be granted to any employee including any Director of the Company (other than Promoters of the Company, Independent Directors and Directors holding either himself or through his relative or through Body corporate, directly or indirectly more than 10% of the outstanding Equity Shares of the Company), in any financial year and in aggregate under the ESOP 2017 shall be lesser than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company and the number of the options in the aggregate will not exceed 45,00,000 (Forty Five Lacs) Equity Shares in the Company of face value of Re 1/- each fully paid-up."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, if any additional Equity Shares are required to be issued by the Company to the Shareholders, the ceiling as aforesaid 45,00,000 (Forty Five Lacs) of Equity Shares shall be deemed to be increased in proportion of such additional Equity Shares issued to facilitate making a fair and reasonable adjustment."

"RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the options Grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Re 1/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the Board which includes the Compensation Committee is authorised to formulate, evolve, decide upon and implement the ESOP 2017, determine the detailed terms and conditions of the aforementioned ESOP 2017 including but not limited to the quantum of the Options to be granted per employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which the

said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Stock Options shall lapse and to grant such number of Options, to such employees of the Company, at such price, at such time and on such terms and conditions as set out in the ESOP 2017 and as the Board or the Compensation Committee may in its absolute discretion think fit."

"RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOP 2017 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems 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 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 and ancillary thereof."

"RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2017."

"RESOLVED FURTHER THAT any of the Directors of the Company or Company Secretary of the Company be and is hereby authorized to take necessary steps for listing of the securities allotted under the ESOP 2017 on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations."

"RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing the Compensation Committee to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP 2017 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

6. Grant of options to the employees of the Holding and / or Subsidiary Company(ies) of the Company under Employees Stock Option Plan 2017 (ESOP 2017)

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) and all other applicable provisions, if any, of the Companies Act, 2013, and rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI SBEB Regulations") issued by the Securities and Exchange Board of India ("SEBI") and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Compensation Committee to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time such number of options to the permanent employees of the Company's existing and / or future Holding and / or subsidiary company(ies) including the Directors (other than Promoters of the Company, Independent Directors and Directors holding either himself or through his relative or through Body corporate, directly or indirectly more than 10% of the outstanding Equity Shares of the Company) whether whole time or otherwise, whether working in India or out of India, as may be decided solely by the Board under the Time Technoplast Limited – Employees Stock Option Plan 2017 (hereinafter referred to as the "ESOP 2017"), exercisable into not more than the overall ceiling limit of 45,00,000 (Forty Five Lacs) Options, each Option giving the right but not the obligation to the

holder to subscribe for cash to one fully paid-up Equity Share in the Company, of face value of Re 1/- each, as mentioned in resolution 1 above, directly by the Company and at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations in force."

"RESOLVED FURTHER THAT the Board and any committee formed for this purpose be and is hereby authorised to issue and allot Equity shares upon exercise of options from time to time in accordance with the ESOP 2017 and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company."

"RESOLVED FURTHER THAT the number of options that may be granted to any employee including any Director of the Holding and / or Subsidiary Company(ies), in any financial year and in aggregate under the ESOP 2017 shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company and total number of the options in the aggregate will not exceed 45,00,000 (Forty Five Lacs) Equity Shares in the Company of face value of Re 1/- each fully paid-up."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, if any additional Equity Shares are required to be issued by the Company to the Shareholders, the ceiling as aforesaid 45,00,000 (Forty Five Lacs) of Equity Shares shall be deemed to increase in proportion of such additional Equity Shares issued to facilitate making a fair and reasonable adjustment."

"RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Re 1/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees."

"RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOP 2017 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems 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 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 and ancillary thereof."

"RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI (SBEB) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2017."

"RESOLVED FURTHER THAT any of the Directors of the Company, or Company Secretary of the Company be and is hereby authorized to take necessary steps for listing of the securities allotted under the ESOP 2017 on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations."

"RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing the Compensation Committee to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP 2017 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

7. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2018 and in this regard, pass the following resolution as an **Ordinary Resolution**.

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactments thereof for the time being in force), M/s. Darshan Vora & Co, Cost Accountants (Firm Registration No. 103886), appointed as Cost Auditors by the Board of Directors of the Company to conduct the Audit of the Cost records of the Company for the financial year ending on 31st March, 2018, be paid a remuneration of ₹ 2,50,000/- (Rupees Two Lac Fifty Thousand Only) per annum plus reimbursement of all out of pocket expenses as may be incurred in connection with the audit of the accounts of the Company."

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

NIKLANK JAIN
VP LEGAL & COMPANY SECRETARY

Place : Mumbai
Date : 11th August 2017

NOTES :-

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (''the Act''), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice.
2. A Member entitled to attend and vote at the Annual General Meeting (AGM or the Meeting) is entitled to appoint a proxy to attend and vote on a poll, instead of himself / herself and the proxy need not be a Member of the Company. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. The instrument appointing proxy should, however, be deposited at the Corporate Office of the Company not later than forty-eight hours before the commencement of the Meeting. The holder of proxy shall prove his identity at the time of attending the Meeting.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote at the meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members attending the meeting are requested to complete the enclosed attendance slip and to deliver the same at the entrance of the meeting hall.
6. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report at the time of attending the Meeting.
7. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 25th September 2017 to Friday, 29th September 2017 (both days inclusive) for the purpose of determining the eligibility of the Members entitled to Dividend.
9. The payment of Dividend, upon declaration by the shareholder at the forth coming Annual General Meeting, will be made on or after 29th September, 2017 to the eligible shareholder.

10. Information in respect of unclaimed Dividend when due for transfer to the Investors Education & Protection Fund (IEPF) with reference to dividend for the financial year is given below:

Financial Year Ended	Date of Declaration of Dividend	Last date for claiming unpaid Dividend	Due date for transfer to IEPF
31.03.2010	25.09.2010	24.09.2017	23.10.2017
31.03.2011	24.09.2011	23.09.2018	22.10.2018
31.03.2012	29.09.2012	28.09.2019	27.10.2019
31.03.2013	25.09.2013	24.09.2020	23.10.2020
31.03.2014	29.09.2014	28.09.2021	27.10.2021
31.03.2015	26.09.2015	25.09.2022	24.10.2022
31.03.2016	28.09.2016	27.09.2023	26.10.2023

Shareholders who have not so far encashed the Dividend Warrant(s) are requested to seek issue of duplicate warrant(s) by writing to the Company. Also note that no claim shall lie against the said fund or the Company in respect of any amounts which were unclaimed and unpaid after a period of 7 (Seven) years from the date that they first become due for payment and no payment shall be made in respect of any such claim.

11. The Company has appointed Link Intime India Pvt. Ltd. having their address at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083 as the Company's Registrar and Share Transfer Agents. Members are requested to notify the registrar quoting their folio no. for any change in their registered address along with the pin code number, bank particulars, ECS details etc.

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

13. In order to avail the facility of Electronic Clearing System (ECS) for receiving direct credit of dividend to his / their respective account with Bank(s), the members holding shares in physical form are requested to provide their Bank Account details to the Company's Registrar and Transfer Agent - Link Intime India Pvt Ltd. In the absence of ECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend.

14. Members desirous of obtaining any information, concerning the accounts and operations of the Company are requested to address their queries to the Company Secretary so as to reach the Company, at least 10 days before the date of the Annual General Meeting, in order to enable the management to keep the information ready at the meeting.

15. All documents referred to in the accompanying Notice open for inspection at the Corporate Office of the Company between 2 pm to 4 pm, on any working day.

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

17. **Voting through electronic means**

In terms of Sections 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, the Company is providing the e-voting facility to its Members holding shares in physical or dematerialized form, as on the cut-off date, being Saturday, September 23, 2017, to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice (the "Remote e-voting"). The Remote e-voting commences on Tuesday, September 26, 2017 (10:00 A.M.) and ends on Thursday, September 28, 2017 (5:00 P.M.).

In terms of the recent amendment to the Companies (Management and Administration) Rules, 2014 with respect to the Voting through electronic means, the Company is also offering the facility for voting by way of physical ballot at the AGM. The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to

vote by Remote e-voting, may vote at the AGM through ballot for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall not vote at the AGM. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cutoff date being Saturday, September 23, 2017.

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

i. The voting period begins on Tuesday, September 26, 2017 (10:00 A.M.) and ends on Thursday, September 28, 2017 (5:00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, September 23, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. The shareholders should log on to the e-voting website www.evotingindia.com

iii. Click on Shareholders.

iv. Now Enter your User ID

a) For CDSL: 16 digits beneficiary ID,

b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID

c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

v. Next enter the Image Verification as displayed and Click on Login.

vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vii. If you are a first time user follow the steps given below:

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

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi. Click on the EVSN for the relevant <Time Technoplast Limited> on which you choose to vote.

xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii. Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

19. Mr. Arun Dash, Practising Company Secretary (Membership No. A18701) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

20. The results declared along with the Scrutinizer's Report, shall be placed on the website of the Company www.timetechnoplast.com and on the website of the CDSL www.evotingindia.com immediately after the declaration of result by the Chairman or a person authorize by him. The results shall also be immediately forwarded to the stock exchanges where the Company's shares are listed viz. BSE Limited and National Stock Exchange of India Limited. The results shall also be displayed on the notice board at the registered office of the Company.

21. Members who do not have access to e-voting facility may send duly completed Ballot Form, available on the website of the Company so as to reach the Scrutinizer appointed by the Board of Directors of the Company at the Corporate office of the Company at 55, Corporate Avenue, 2nd floor, Saki Vihar Road, Andheri (E), Mumbai 400072 not later than Wednesday, 27th September 2017. Ballot forms received after this date will be treated as invalid.

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

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

Item Nos. 5 and 6

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share based compensation scheme/plan. Your Company believes in rewarding its employees including Directors of the Company as well as that of the Holding and / or Subsidiary Company (ies) for their continuous hard work, dedication and support, which has led the Company and the Holding and / or Subsidiary Company(ies) on the growth path. The Company intends to implement the Time Technoplast Limited – Employees Stock Option Plan 2017 (ESOP 2017), with a view to attract and retain key talents working with the Company and its Holding and / or Subsidiary Company(ies) by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

Pursuant to provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, (SEBI (SBEB) Regulations), the Company seeks members, approval in respect of ESOP 2017 and grant of options to the eligible employees/ Directors of the Company and that of its Holding and / or Subsidiary Company(ies) as decided by the Compensation Committee from time to time in due compliance of the SEBI (SBEB) Regulations.

The Scheme will be operated and administered under the superintendence of the Company's Compensation Committee and it will formulate the detailed terms and conditions of the Scheme including:

a. the quantum of options per employee and in aggregate under the scheme;

b. the conditions under which options may vest in employees and may lapse in case of termination of employment for misconduct;

c. the exercise period within which the employee can exercise the options and that options would lapse on failure to exercise the same within the exercise period;

d. the specified time period within which the employee shall exercise the vested options in the event of termination or resignation of an employee;

e. the right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;

f. the procedure for making a fair and reasonable adjustment to the entitlement including adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others.

   In this regard, the following shall, inter alia, be taken into consideration by the committee:

   i. the number and price of options shall be adjusted in a manner such that total value to the employee of the options remains the same after the corporate action;

   ii. the vesting period and the life of the options shall be left unaltered as far as possible to protect the rights of the employee(s) who is granted such options;

g. the grant, vesting and exercise of options in case of employees who are on long leave;

h. any other related or incidental matters.

The main features of the ESOP 2017 are as under:

1. Brief Description of the Scheme(s):

   This proposed Scheme called the Time Technoplast Limited – Employees Stock Option Plan 2017 (ESOP 2017) is intended to reward the Eligible Employees of the Company and its Holding and / or Subsidiary Company(ies) in India and abroad,

for their performance and to motivate them to contribute to the growth and profitability of the Company. Your Company also intends to use this Scheme to retain talent in the organization as it views options as instruments that would enable the Employees to share the value they create for the Company and align individual objectives of employees with objectives of the Company in the years to come.

2. Total number of options to be granted:

   Such number of options would be available for grant to the eligible employees of the Company and eligible employees of the Holding and / or Subsidiary Company(ies) under ESOP 2017, in one or more tranches exercisable into not exceeding more than 45,00,000 (Forty Five Lacs) Equity Shares in the Company of face value of Re 1/- each fully paid-up.

   Vested options lapsed due to non-exercise and/or unvested options that get cancelled due to resignation/ termination of the employees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled options as per the provisions of ESOP 2017, within overall ceiling.

   The SEBI (SBEB) Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the options granted. Accordingly, if any additional Equity Shares are required to be issued pursuant to any corporate action, the above ceiling of Equity Shares shall be deemed to increase in proportion of such additional Equity Shares issued subject to compliance of the SEBI (SBEB) Regulations.

3. Identification of classes of employees entitled to participate in ESOP 2017:

   Following classes of employees are entitled to participate in ESOP 2017:

   a) Permanent employees of the Company working in India or out of India;

   b) Directors of the Company; and

   c) Permanent employees and Directors of any existing and future Holding and / or Subsidiary Company(ies) whether in India or out of India.

   Following persons are not eligible:

   a) an employee who is a Promoter or belongs to the Promoter Group;

   b) Director who either by himself or through his relatives or through any Body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and

   c) an Independent Director within the meaning of the Companies Act, 2013.

   The class of Employees eligible for participating in the Scheme shall be determined on the basis of the grade, number of years' service, performance, role assigned to the employee and such other parameters as may be decided by the Compensation Committee in its sole discretion from time to time.

   The options granted to an Employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner.

4. Requirements of vesting and period of vesting:

   The options granted shall vest so long as an employee continues to be in the employment of the Company or the Holding and / or Subsidiary Company as the case may be. The Compensation Committee may, at its discretion, lay down certain performance metrics on the achievement of which such options would vest, the detailed terms and conditions relating to such vesting, and the proportion in which options granted would vest subject to the minimum vesting period of 1 (one) year.

   The vesting dates in respect of the options granted under the Scheme may vary from employee to employee or any class thereof and/or in respect of the number or percentage of options granted to an employee.

Options shall vest essentially based on continuation of employment and apart from that the Board or Committee may prescribe achievement of any performance condition(s) for vesting. Vesting/lock-in period and the vesting may occur in tranches or otherwise.

5. Maximum period within which the options shall be vested:

   Options granted under ESOP 2017 would vest subject to maximum period of 6 (Six) years from the date of grant of such options.

6. Exercise price or pricing formula:

   The Exercise Price shall be equal to Rs 93.58/- (Rupees Ninety Three and Paise Fifty Eight only) per option or any other price as may be decided by the Committee. In any case, the Exercise Price per Option shall not be less than the face value of shares and it may be different for different class/ classes of Employees falling in the same tranche of grant of Options issued under ESOP 2017.

7. Exercise period and the process of Exercise:

   a) While in employment:

   - The Exercise period shall not be more than 2 years from the date of respective vesting of Options. The options granted may be exercised by the Grantee at one time or at various points of time within the exercise period as determined by the Committee from time to time.
   - The Vested options shall be exercisable by the employees by a written application (which will include making applications online using any ESOP administration software) to the Company expressing his/ her desire to exercise such options in such manner and in such format as may be prescribed by the Compensation Committee from time to time. The options shall lapse if not exercised within the specified exercise period.

   b) Exercise Period in case of separations: Options can be exercised as per provisions outlined below:

Sr. No.	Separations	Vested Options	Unvested Options
1	**Resignation**	All Vested Options on the date of submission of resignation shall stand **cancelled** with effect from that date.	All Unvested Options on the date of submission of resignation shall stand **cancelled** with effect from that date.
2	**Termination (With or without cause)**	All Vested Options which were not allotted at the time of such termination shall stand cancelled with effect from the date of such termination.	All Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.
3	**Retirement or early Retirement approved by the Company**	All Vested Options as on date of retirement may be exercised by the Option Grantee within 6 months from his / her last day in the Company.	All Unvested Options shall vest immediately on the last date of working or 12 months from the date of grant, whichever is later and may be exercised by the Option Grantee within 6 months from his / her last day in the Company.
4	**Death**	All Vested Options may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than 6 months from the date of Death.	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.

Sr. No.	Separations	Vested Options	Unvested Options
5	**Permanent Disability**	All Vested Options may be exercised by the Option Grantee or, if the Option Grantee is himself, unable to exercise due to such disability, the nominee or legal heir, immediately after, but in no event later than 6 months from the date of such disability.	All the Unvested Options as on the date of such Permanent Disability shall vest immediately and can be exercised by the Option Grantee or, if the Option Grantee is himself unable to exercise due to such incapacity, the nominee or legal heir immediately after, but in no event later than 6 months from the date of such disability.
6	**Abandonment***	All the Vested Options shall stand cancelled.	All the Unvested Options shall stand cancelled.
7	**Other reasons apart from those mentioned above**	The Committee shall decide whether the Vested Options as on that date can be exercised by the Option Grantee or not, and such decision shall be final.	All Unvested Options on the date of separation shall stand cancelled with effect from that date.

*The Board/Committee, at its sole discretion shall decide the date of cancellation of Option's and such decision shall be binding on all concerned.

8. Appraisal process for determining the eligibility of employees under ESOP 2017:

   The appraisal process for determining the eligibility of the Employee will be specified by the Compensation Committee and will be based on criteria such as the grade of Employee, length of service, performance record, merit of the Employee, future potential contribution by the Employee and/or by any such criteria that may be determined by the Compensation Committee.

9. Maximum number of options to be issued per employee and in aggregate:

   The number of options that may be granted to any specific employee of the Company or of its Holding and / or Subsidiary Company under ESOP 2017, in any financial year and in aggregate under the ESOP 2017 shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company. Total number of the options in the aggregate will not exceed 45,00,000 (Forty Five Lacs) Equity Shares in the Company of face value of Re 1/- each fully paid-up.

10. Maximum Quantum of benefits to be provided per employee under the ESOP 2017:

    The Maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the Market Price of the shares as on the date of sale of shares arising out of Exercise of options.

11. Route of Scheme implementation:

    The Scheme shall be implemented and administered directly by the Company.

12. Source of Shares:

    The Scheme will involve only new Issue of Shares by the Company.

13. The amount of loan provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc.:

    Company is not providing any loan for ESOP 2017 purpose, as Company is directly implementing the plan.

14. Maximum percentage of Secondary Acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purchase under the scheme:

    This is not relevant under the present scheme.

15. Accounting and Disclosure Policies:

    The Company shall follow the laws/regulations applicable to accounting and disclosure related to Employee Stock Options, including but not limited to the Guidance Note on Accounting for Employee Share-based Payments and/ or any relevant Accounting Standards as may be prescribed by the Regulatory authorities from time to time, including the disclosure requirements prescribed therein.

    The Company shall make disclosures to the prospective Option Grantees containing statement of risks, information about the Company and salient features/Scheme document of the ESOP 2017 in a format as prescribed under SEBI (SBEB) Regulations.

    The Company shall disclose details of Grant, Vest, Exercise and lapse of the Employee Stock Options in the Directors' Report or in an annexure thereof as prescribed under SEBI (SBEB) Regulations or any other Applicable Laws as in force.

    The Board of Directors 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 prescribed regulations and in accordance with the resolution of the company in the Annual General Meeting.

16. Method of Valuation:

    The Company shall follow fair value method for computing the compensation cost, if any, for the options granted and it shall follow IFRS/ IND AS/ any other statutory requirements as applicable to it regarding the same.

17. Other terms:

    The Board or Compensation Committee shall have the absolute authority to vary, modify or alter the terms of the Scheme in accordance with the regulations and guidelines as prescribed by the Securities and Exchange Board of India or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is detrimental to the interest of the Option Grantees.

    The Board or Compensation Committee may, if it deems necessary, modify, change, vary, amend, suspend or terminate the ESOP 2017, at any time, subject to compliance with the Applicable Laws and Regulations.

    The shares may be allotted directly to the Option Grantees in accordance with the Scheme and such Scheme may also contain provisions for providing financial assistance to the Employees to enable the Employees to acquire or subscribe to the shares.

    The Shares issued upon exercise of Options shall be freely transferable and shall not be subject to any lock-in period restriction after such exercise. Provided that the transferability of the Shares shall be subject to the restriction for such period in terms of the Securities Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended from time to time or for such other period as may be stipulated from time to time in terms of Company's Code of Conduct for Prevention of Insider Trading.

    Consent of the members is being sought by way of Special Resolutions pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI (SBEB) Regulations.

    A draft copy of the ESOP 2017 is available for inspection at the Company's Corporate Office on all working days (excluding Saturday, Sunday and Holidays) till the date of the Annual General Meeting.

    The Directors and Key Managerial Personnel of the Company may be deemed to be concerned or interested in these Resolutions only to the extent of any Stock Options that may be granted to them and the resultant equity shares issued, as applicable.

    Your Directors recommend the Resolution set out in Item No. 5 & 6 of the Notice for adoption by the Shareholders as Special Resolution/s.

Item No. 7

The Board, on the recommendation of the Audit Committee, has approved the re-appointment and remuneration of M/s. Darshan Vora & Co., as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018.

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

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

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

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

Name of the Director	Mr. Naveen Jain
DIN	00183948
Date of Birth	19/01/1966
Date of First appointment	20/12/1989
Qualifications	Engineer
Expertise in specific functional Areas	Engineer having more than 20 years of experience in production, quality management and projects management. As Director – Technical Mr. Naveen Jain is responsible for operations of all the plants, technical developments and technology upgradation at the corporate level. Key technical functions such as machine building, product development and technology integration also falls within his area of responsibility. He is widely respected for his technical knowledge and understanding of polymer process and product design.
Terms and conditions of appointment or reappointment	Appointed for the period of 5 years w.e.f. 01.12.2015
Details of remuneration last drawn (FY 2016-17)	₹ 40,50,626/-
Directorships in other Public Limited Companies (excluding foreign companies, private companies & Section 8 companies)	1
Membership of Committees/ Chairmanship in other Public Limited Companies	NIL
No. of Board meetings attended during the year	5
No. of shares held: i. Own ii. For other persons on a beneficial basis	 4,563,750 -

TIME TECHNOPLAST LIMITED

Registered Office : 101, 1st Floor , Centre Point, Somnath Daman Road,
Somnath, Dabhel, Nani Daman, Daman UT - 396210
Corporate Office: 55, Corporate Avenue, Saki Vihar Road, Andheri (East), Mumbai 400072
Tel No: 022-7111-9999 **Fax:** 022-28575672
E-mail: investors@timetechnoplast.com **Website**: www.timetechnoplast.com
CIN NO: L27203DD1989PLC003240

PROXY FORM

FORM NO. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s): Registered address:	
Email id:	
Folio No. / DP ID - Client ID:	

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

1. Name : _____
   Address : _____
   E-mail Id : _____ Or failing him
2. Name : _____
   Address : _____
   E-mail Id : _____ Or failing him
3. Name : _____
   Address : _____
   E-mail Id : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on Friday, 29th September, 2017 at Hotel Mirasol Kadaiya Village, Daman (U.T.) - 396 210 at 1.00 PM and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	Vote		
	ORDINARY BUSINESS	**For**	**Against**	**Abstain**
1.	Adoption of the financial statements and reports thereon for the year ended March 31, 2017			
2.	Declaration of Dividend for the financial year 2016-17			
3.	To appoint a Director in place of Mr. Naveen Jain, who retires by rotation			
4.	Appointment of M/s. Shah & Taparia and M/s. Shah Khandelwal Jain & Associates as Joint Statutory Auditor of the Company			

Sr. No.	Resolutions	Vote		
SPECIAL BUSINESS		**For**	**Against**	**Abstain**
5.	To approve Time Technoplast Limited - Employees Stock Option Plan 2017 (ESOP 2017)			
6.	To approve Grant of options to the employees of the Holding and / or Subsidiary Company(ies) of the Company under Employees Stock Option Plan 2017 (ESOP 2017)			
7.	To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2018			

Signed this _____ day of _____ 2017

Affix Revenue Stamp

Signature of the Member:_____

Signature of the First Proxy Holder(s)	Signature of the Second Proxy holder(s)	Signature of the Third Proxy Holder(s)

Note:

1. This form, in order to be effective, should be duly stamped, signed, completed and deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting right, than such proxy shall not act as a proxy for any other person or Member.

TIME TECHNOPLAST LIMITED

Registered Office : 101, 1st Floor , Centre Point, Somnath Daman Road,
Somnath, Dabhel, Nani Daman, Daman UT - 396210
Corporate Office: 55, Corporate Avenue, Saki Vihar Road, Andheri (East), Mumbai 400072
Tel No: 022-7111-9999 **Fax:** 022-28575672
E-mail: investors@timetechnoplast.com **Website**: www.timetechnoplast.com
CIN NO: L27203DD1989PLC003240

ATTENDANCE SLIP

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

27th Annual General Meeting on Friday, 29th September, 2017

Name and Address of First Shareholder :

Name of Joint holder if any :

D. P. ID. & Client ID* :

No. of Shares held :

I/We hereby record my/our presence at the 27th Annual General Meeting of the Company held on Friday, 29th September, 2017 at Hotel Mirasol Kadaiya Village, Daman (U.T.) - 396 210 at 1.00 PM

Signature of Shareholder(s)	1.	2.	3.
Name of Proxyholder(s) (in Block Letters)	1.	2.	3.
Signature of Proxy holder	1.	2.	3.

* Applicable for investors holding shares in electronic form.

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

EVSN (Electronic Voting Sequence Number)	**Sequence Number
170816041	

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

Note: Please read the instructions printed under the Note No.18 to the Notice of 27th Annual General Meeting dated 11th August, 2017. The Voting period starts from 10.00 a.m. on Tuesday, 26th September , 2017 and ends at 5.00 p.m. on Thursday, 28th September, 2017. The voting module shall be disabled by CDSL for voting thereafter.

Route Map to the AGM Venue

