

In this regard, the extract of the calendar of events for the said Postal Ballot is given below:

### CALENDAR OF EVENTS FOR CONDUCTING POSTAL BALLOT

| S. No. | Item                                                                                                                                                                                                                                             | Date                                                       |
|--------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|
| 1.     | Date on which consent was given by Scrutinizer                                                                                                                                                                                                   | 01.08.2014                                                 |
| 2.     | Date of Board resolution authorizing the process of postal ballot                                                                                                                                                                                | 13.08.2014                                                 |
| 3.     | Date of Board resolution authorizing Director and the Company Secretary to be responsible for the entire poll process and appointing the Scrutinizer, draft resolution(s) and Postal Ballot notice to be sent to the Members/ Beneficial Owners. | 13.08.2014                                                 |
| 4.     | Date for reckoning the voting rights or Cut off date for Evoting /Voting Facility to shareholders .                                                                                                                                              | 22.08.2014                                                 |
| 5.     | Date of completion of dispatch of Notice of Postal Ballot along with Postal Ballot Form and Postage pre-paid self-addressed envelope.                                                                                                            | 04.09.2014                                                 |
| 6.     | Date of Commencement of Voting (Physical and evoting both).                                                                                                                                                                                      | 06.09.2014                                                 |
| 7.     | Last date for receiving Postal Ballot papers (either physical/ evoting ) by Scrutinizer.                                                                                                                                                         | 06.10.2014                                                 |
| 8.     | Last date for submission of the Report to the chairman by the Scrutinizer.                                                                                                                                                                       | 09.10.2014                                                 |
| 9.     | Date of declaration of the Result by the Chairman.                                                                                                                                                                                               | 10.10.2014                                                 |
| 10.    | Result to be displayed on Notice Board/ release to the press/ Stock Exchanges.                                                                                                                                                                   | 10.10.2014                                                 |
| 11.    | Last date of signing of minutes by the Chairman                                                                                                                                                                                                  | Within 30 days of declaration of results by the Chairman . |
| 12.    | Date of handing over the postal ballot forms to the designated person                                                                                                                                                                            | After signing of the minutes by the Chairman.              |

Pursuant to the provisions of Clause 31(b) of the Listing Agreement, Notice of the Postal Ballot alongwith the Postal Ballot Form has been sent to all the Shareholders of the Company.

The Board of directors have appointed Mrs Hema Gaitonde, Practicing Company Secretary to act as Scrutinizer for conducting Voting Through Postal Ballot/E-voting in a fair and transparent manner. The Company has also engaged the services of Central Depository Services India Limited (CDSL) to provide electronic voting facility to the members of the Company.

Further the Board of Directors of the Company unanimously authorize Mr. Bharat Vageria, Whole Time Director of the Company and Mr. Niklank Jain , Company Secretary to conduct the above mentioned Postal Ballot and to under take any activity related to the poll.

Copies of the Notice of the Postal Ballot notice alongwith the Postal Ballot Form are attached herewith for display on your website. The same have already been displayed on the website of the Company.

Kindly take note of the above and display on the website

Thanking You,

Yours faithfully  
For TIME TECHNOPLAST LIMITED

A handwritten signature in blue ink, appearing to be "Niklank Jain", written over a circular stamp.

**Niklank Jain**  
**Company Secretary**

Encl:a/a



## TIME TECHNOPLAST LIMITED

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

Corporate Office: 55, Corporate Avenue, 2n floor, Saki Vihar Road, Andheri (E), Mumbai 400072

Tel: 91-22-7111 9999 Fax: 91-22-28575672

Website: [timetechnoplast.com](http://timetechnoplast.com); Email: [ttl@timetechnoplast.com](mailto:ttl@timetechnoplast.com)

CIN NO : L27203DD1989PLC003240

### POSTAL BALLOT NOTICE

Dear Member,

#### Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended is proposed to be passed as special resolutions by way of postal ballot / e-voting.

The Proposed Special Resolutions and Explanatory Statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a postal ballot form (the "Form") for your consideration. The Board of Directors of the Company (the "Board") has appointed Ms. Hema Gaitonde, Practising Company Secretary as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original, duly completed, in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5 p.m. on Monday, October 6, 2014. Please note that any postal ballot form(s) received after the said date will be strictly treated as if no reply has been received from the member. No other form or photocopy thereof is permitted.

In compliance with Clause 35B of the Listing Agreement and provisions of Section 110 of the Act read with the Rules, the Company is pleased to provide Electronic Voting ("e-voting") facility as an alternate, to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company agrees to engage the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to its Members. It may be noted that e-voting is optional. In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his/her vote through physical vote, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.

The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com). The Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman/Director. The result of the postal ballot would be announced by a Director or the Company Secretary of the Company on Friday, October 10, 2014 at the Registered office of the Company. The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer's report on the Company's website viz. [www.timetechnoplast.com](http://www.timetechnoplast.com). The date of declaration of the results of the Postal Ballot by the Director/ Secretary shall be the date on which the Special Resolution would be deemed to have been passed by the Members, if approved by requisite majority.

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

Place: Mumbai  
Date: August 13, 2014

**Niklank Jain**  
VP Legal & Company Secretary

## PROPOSED RESOLUTIONS:

To pass with or without modification the following resolutions as:

**1. SPECIAL RESOLUTION UNDER SEC 180 (1)(C) OF THE COMPANIES ACT 2013 - TO AUTHORISE THE BOARD OR A COMMITTEE THEREOF TO BORROW UPTO RS. 1500 CRORES:**

**RESOLVED THAT** in supersession of the earlier resolutions, if any, passed in this matter and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to approvals required, if any, the Company hereby accords its consent to the Board of Directors, including any Committee thereof, (hereinafter referred to as "the Board" ) for borrowing any sums of money from time to time, from any one or more persons, firms, bodies Corporate, or financial institutions whether by way of cash credit, advance or deposits, loans, debentures or bill discounting or otherwise and whether unsecured or secured, notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, so that, the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs.1500 crores.

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board (including committee thereof) be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments in writing as may be required, pursuant to the above resolution."

**2. SPECIAL RESOLUTION UNDER SEC 180 (1)(A) OF THE COMPANIES ACT 2013 - TO AUTHORISE THE BOARD OR A COMMITTEE THEREOF TO SELL, LEASE, DISPOSE OF OR CREATE CHARGE ON ASSETS OF THE COMPANY UPTO RS. 1500 CRORES:**

**"RESOLVED THAT** in supersession of earlier resolutions, if any, passed in this matter and pursuant to Section 180(1) (a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to approvals, if any, consent of the shareholders of the Company be and is hereby accorded for selling, leasing disposing of whole or substantially the whole of the undertaking of the Company or for creation by the Board of Directors, including any Committee thereof (hereinafter referred to as the "Board") on behalf of the Company, of such mortgages/ charges/ hypothecation/pledge and floating charges (in addition to the existing mortgages / charges / hypothecation created by the Company in favour of the lenders) in such form and in such manner as may be agreed to between the Board of Directors and the lenders, on all or any of the present and future immovable and / or movable properties/ assets of the Company wherever situated, of every nature and kind whatsoever to secure any Indian Rupee or foreign currency loans, debentures, advances and all other borrowings availed / to be availed by the Company and / or any of the Company's holding / subsidiary/ affiliate / associate company, subject, however, upto an overall limit of Rs.1500 crores of loans or advances already obtained or to be obtained , in any form, from any financial institution, bank, body corporate, company or any other person ."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board (including Committee thereof), be and is hereby authorized to do all such acts, deeds and things and to give such directions as may be necessary or expedient and to settle any question, difficulty that may arise in this regard as the Board in its absolute discretion, may deem fit and its decision shall be final and binding."

**3. SPECIAL RESOLUTION UNDER SEC 186 OF THE COMPANIES ACT 2013- GIVING OF LOANS /GUARANTEES, PROVIDING SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES:**

**"RESOLVED THAT** subject to Section 186 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, as may be amended, from time to time and Articles of Association of the Company, approval of the shareholders of the Company be and is hereby given to the Board of Directors of the Company for giving any loan to any person or other body corporate, giving guarantee or providing any security in

connection with the loan given to any person or body corporate and /or acquiring by way of subscription, purchase or otherwise the securities of any other body corporate upto an amount, the aggregate outstanding of which should not exceed at any given time, an amount of Rs. 500 crores over and above the limits specified in Sec 186 (2) of the Companies Act 2013 and the aggregate outstanding amount of loans/guarantees/securities given / provided to wholly owned subsidiary companies and /or joint venture companies and investment made in wholly owned subsidiaries from time to time.

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to negotiate and decide from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for investments to be made, loans/guarantees to be given and securities to be provided to any person and /or any body corporate, to do all such acts, deeds and things and to give such directions as may be necessary or expedient as the Board in its absolute discretion, may deem fit and its decision shall be final and binding and to settle any question, difficulty that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or Director or officer of the Company or any other person.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")**

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

#### **ITEM NOS. 1 & 2**

The members of the Company at their Annual General Meeting held on 29.9.2008 had approved by way of an Ordinary Resolution under Section 293(1)(d) read with Section 293 (1)(a) of the Companies Act, 1956 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs. 1000 crores and for creation of mortgages/charge/hypothecation on all present and future properties of the Company in favour of lenders upto a limit of Rs 1000 crores .

Section 180 of the Companies Act, 2013 effective from September 12, 2013 requires that consent of the Company accorded by way of a special resolution is required to borrow money in excess of the company's paid up share capital and free reserves and for creating mortgage/ hypothecation on immoveable /movable property of the company. Further, as per the clarification issued by the Ministry of Corporate Affairs approval granted by the shareholders by way of an ordinary resolution shall be valid for one year from the date Section 180 became effective.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) read with Section 180 (1)(a) and other applicable provisions of the Companies Act, 2013, as set out in the resolution above. Considering the future plans of the Company, the proposed limit for borrowing and for creating charge on the property of the Company is Rs. 1500 crores. The Board recommends these resolutions for approval by the members of the Company.

None of the Directors of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out above.

#### **ITEM NO. 3**

Pursuant to Section 186 (2) of the Companies Act, 2013 (Act) and the Companies (Meetings of Board and its Powers) Rules, 2014 the Board of Directors is authorized to give loan, guarantee or provide security in connection with a loan to any other body corporate or person and/ or to acquire by way of subscription, purchase or otherwise, the securities including shares, debentures etc. or any other body corporate, up to amount aggregate of which should not exceed 60% of the paid up capital, free reserves and securities premium account or 100% of free reserves and securities premium account of the Company, whichever is higher. In case the Company exceeds the above mentioned limits then, prior approval of shareholders by way of a Special resolution is required to be obtained. However, Rule 11 of Rules provides that where a loan or guarantee is given or where a security is provided by a company to its wholly owned subsidiary company or a joint venture company or acquisition is made by a holding company, by way subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company, approval of shareholders is not required but such amounts will be taken into consideration for calculating the above limits.

The company is undertaking various business activities through its subsidiaries and joint ventures associate companies, other bodies corporate and would, therefore, be required to provide financial assistance / support by way of giving of loans / guarantees, providing of securities, making investment in securities in order to expand its business activities and also for optimum utilization of funds. Accordingly, Board of Directors, of the Company may be authorized to given loans, guarantees or provide securities or investment as mentioned above, up to an amount, the aggregate outstanding of which should not exceed, at any given time Rs. 500 crores, which shall be over and above the said limit as specified in section 186 (2) of the Act

and the aggregate outstanding amount of loans/guarantees/ securities provided/made to wholly owned subsidiary companies and joint venture companies and investment made in wholly owned subsidiary companies from time to time. The Board of Directors had, in its meeting held on August 13, 2014 considered and approved, subject to the approval of share holders, this proposal and recommend this resolution to the Shareholders for their approval by way of Special Resolution. Except the Directors and Key managerial Personnel or their relatives who may be concerned or interested, financial or otherwise, by way of Directorship/shareholding or in any other manner in one or more companies / bodies corporate / individuals as described in the said resolution, no other Director or Key managerial personnel or their relatives is concerned in the said Resolution.

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

Place: Mumbai  
Date: August 13, 2014

**Niklank Jain  
VP Legal & Company Secretary**

**NOTES:**

1. The Explanatory Statement and reasons for the proposed Special Resolution pursuant to Section 102 of the Act setting out material facts is appended to the Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited as on 22<sup>nd</sup> August, 2014.
3. Voting Rights shall be reckoned in proportion to the paid up equity shares registered in the name of the Member as on 22<sup>nd</sup> August 2014,
4. Resolutions passed by the members through Postal Ballot are deemed to have been passed effectively at a general meeting of the members. The Special Resolution shall be declared as passed if the number of votes cast in favour of the Special Resolution is not less than three times the number of votes cast against the Special Resolution.
5. In compliance with provisions of Section 108 of the Companies Act read with the Rules and Clause 35B of the Equity Listing Agreement, the Company is pleased to offer e-voting facility for its members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the physical Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by physical Postal Ballot also and vice-versa. However, in case members cast their vote both via physical Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid. For this purpose, the Company agrees to engage Central Depository Services (India) Limited ("CDSL") for facilitating e-voting.
6. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical Form through post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may download the Form from the Company's website.
7. For e-voting : Please refer page no. 6 of AGM Notice 'Instructions for Member for voting electronically'.
8. The e-voting period commences on Saturday, September 6, 2014 at 10:00 a.m. and ends on Monday, October 6, 2014 at 5:00 p.m. The e-voting module will be disabled by CDSL for voting thereafter.
9. Ms. Hema Gaitonde, Practicing Company Secretary (Membership No. F5938) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
10. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
11. Shareholders holding shares either in physical form or in dematerialized form may cast their vote electronically.