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DRAFT RED HERRING PROSPECTUS
Dated [●]
Please read Section 60B of the Companies Act, 1956
(The Draft Red Herring Prospectus will be updated upon RoC filing)
100% Book Building Issue

TIME TECHNOPLAST LIMITED

Our Company was incorporated on December 20, 1989 as Time Packaging Private Limited under the Companies Act, 1956. The status of our Company was subsequently changed to a public limited company and the fresh certificate of incorporation consequent to change of name to Time Packaging Limited was granted to our Company on May 27, 1992 by the Registrar of Companies, Bombay, Maharashtra. The name of our Company was further changed from Time Packaging Limited to Time Technoplast Limited and the fresh certificate of incorporation consequent to change of name was granted to our Company on May 01, 2006 by the Registrar of Companies, Goa, Daman & Diu.

Registered Office: 213, Sabari Kachigam, Daman (U.T.) - 396210. India Tel.: +91-260-2240156; Fax: +91-260-2240256 (For changes in the registered office, see the section titled "History and certain Corporate Matters" on page 87 of this DRHP)

Corporate Office: 102, Todi Complex, 35, Saki Vihar Road, Andheri (East) Mumbai 400072. Tel: +91-22-2857 0302 / 2803 9999. Fax: 91-22-2857 5672. E-mail: investors@timemauser.com **Contact Person & Compliance Officer**: Mr. K. Venkataraman, Company Secretary & Chief of Legal. Tel: +91-22-2803 9999 Fax: 91-22-2857 5672 E-mail: investors@timemauser.com. Website: www.timemauser.com

PUBLIC ISSUE OF 5,221,500* EQUITY SHARES OF FACE VALUE OF Rs. 10 EACH FOR CASH AT A PRICE OF RS. [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF [●] PER EQUITY SHARE) AGGREGATING TO RS. [●] MILLION ("THE ISSUE") BY TIME TECHNOPLAST LIMITED ("TTL", "OUR COMPANY" OR "THE ISSUER") THE ISSUE COMPRISES NET ISSUE TO THE PUBLIC OF 4,960,400 EQUITY SHARES AT A PRICE OF Rs. [●] PER EQUITY SHARE ("THE NET ISSUE") AND A RESERVATION OF UPTO 261,100 EQUITY SHARES AT A PRICE OF Rs. [●] PER EQUITY SHARE FOR THE PERMANENT EMPLOYEES OF THE COMPANY (INCLUDING A SHARE PREMIUM OF Rs. [●] PER EQUITY SHARE) ('THE EMPLOYEE RESERVATION PORTION") THE ISSUE WILL CONSTITUTE 24.95% OF THE FULLY DILUTED POST ISSUE PAID UP CAPITAL OF OUR COMPANY.

*Our Company is considering a pre-Issue placement of upto 1,400,000 Equity Shares with certain investors ("Pre-Issue Placement"). If our Company decides to issue such shares, it will complete the issuance of such Equity Shares prior to filing the Red Herring Prospectus with ROC. Once the Pre-Issue Placement is completed, the Net Issue offered to the public accordingly would be reduced to the extent of such Pre-Issue Placement, subject to a minimum Issue Size of 10% of the Post-Issue capital being offered to the public.

PRICE BAND: RS. [●] TO RS. [●] PER EQUITY SHARE OF FACE VALUE OF RS. 10 EACH

THE FACE VALUE OF EQUITY SHARES IS RS. 10 AND THE FLOOR PRICE IS [●] TIMES OF THE FACE VALUE AND THE CAP PRICE IS [●] TIMES OF THE FACE VALUE

In case of revision in the Price Band, the Bidding/Issue Period will be extended for three additional working days after revision of the Price Band subject to the Bidding/Issue Period not exceeding ten working days. Any revision in the Price Band and the revised Bidding/Issue Period, if applicable, will be widely disseminated by notification to the Bombay Stock Exchange Limited ("BSE") and the National Stock Exchange of India Limited ("NSE"), by issuing a press release, and also by indicating the change on the website of the Book Running Lead Managers and at the terminals of the Syndicate.In terms of Rule 19 (2) (b) of the SCRR, as being an issue for less than 25% of the post-Issue equity share capital, the Issue is being made through the 100% Book Building Process wherein at least 60% of the Net Issue shall be allocated on a proportionate basis to QIB Bidders out of which 5% of the QIB Portion shall be available for allocation on a proportionate basis to the Mutual Funds only and the remainder of the QIB portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. If at least 60% of the Issue cannot be allotted to QIBs, then the entire application money will be refunded forthwith. Further, upto 30% of the Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders and upto 10% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Issue Price.

RISK IN RELATION TO FIRST ISSUE

This being the first issue of the Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is Rs. 10 and the Issue Price is [●] times of the face value. The Issue Price (as determined by our Company in consultation with the Book Running Lead Managers, on the basis of assessment of market demand for the Equity Shares by way of Book Building) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing. Our Company has not opted for the grading of this Issue.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in this Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page ix of this Draft Red Herring Prospectus.

COMPANY'S ABSOLUTE RESPONSIBILITY

Our Company having made all reasonable inquiries, accept responsibility for and confirm that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares offered through this Draft Red Herring Prospectus are proposed to be listed on the BSE and the NSE. We have received in-principle approval from the BSE and the NSE for the listing of our Equity Shares pursuant to letters dated [●] and [●] respectively. [●] shall be the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGER ("BRLM")	REGISTRAR TO THE ISSUE
IL&FS INVESTSMART INDIA'S FINANCIAL MULTIPLEX **IL&FS Investsmart Limited** The IL&FS Financial Centre, Plot No. C-22 G Block, Bandra Kurla Complex Bandra (East), Mumbai 400051. Tel.: +91-22-2653 3333 Fax +91-22-5693 1862/ 2653 3075 Email:time.ipo@investsmartindia.com Website: www.investsmartindia.com Contact Person: Mr. Bhavin Ranawat	INTIME SPECTRUM REGISTRY LIMITED Crisp. Clear. Connected **Intime Spectrum Registry Limited** C-13, Pannalal Silk Mills Compound LBS Marg, Bhandup (W), Mumbai – 400 078 Tel: +91-22-2596 0320 (9 Lines) Fax: +91-22-2596 0329 Email:timetechno.ipo@intimespectrum.com Website: www.intimespectrum.com Contact Person: Mr. Salim Shaikh

BID / ISSUE PROGRAMME

BID / ISSUE OPENS ON : [●]	BID / ISSUE CLOSES ON : [●]

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SECTION I - GENERAL

DEFINITIONS AND ABBREVIATIONS

Term	Description
"the Company" or "TIME TECHNOPLAST Ltd." or "TTL" or "our Company" or "Issuer" or "Issuer Company"	Time Technoplast Limited, a public limited Company incorporated under the Companies Act, 1956.
"we" or "us" or "our"	Refers to Time Technoplast Limited and where the context requires its subsidiaries
Promoters	Individual Promoters 1. Mr. Anil Jain 2. Mr. Bharat Vageria 3. Mr. Raghupathy Thyagarajan 4. Mr. Naveen Jain Corporate Promoters 1. Time Securities Services Private Limited (TSSPL) 2. Time Exports Private Limited (TEPL) 3. Vishwalaxmi Trading & Finance Private Limited (VTFPL)
Subsidiaries	1. Elan Incorporated FZE, Sharjah ("Elan") 2. Novo Tech SP Z.o.o., Poland ("Novotech") 3. TPL Plastech Limited ("TPL")
Mauser Group / Mauser	Mauser Group comprises of Mauser-Werke GmbH, Mauser Holding International GmbH and Mauser Holding Netherlands B. V.

CONVENTIONAL/GENERAL TERMS

Term	Description
Companies Act/ the Act	The Companies Act, 1956 as amended from time to time
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed thereunder by RBI
Financial year/fiscal/FY	The twelve months ended March 31 of a particular year
Indian GAAP	Generally Accepted Accounting Principles in India
I.T. Act	The Income Tax Act, 1961, as amended from time to time
I.T. Rules	The Income Tax Rules, 1962, as amended from time to time
NI Act/ Negotiable Instruments Act	The Negotiable Instruments Act, 1881
RBI	Reserve Bank of India
RoC	Registrar of Companies
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time
SEBI DIP Guidelines/SEBI Guidelines	SEBI (Disclosure and Investor Protection) Guidelines, 2000 as amended, including instructions and clarifications issued by SEBI from time to time
SEBI Takeover Regulations	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, as amended from time to time

ISSUE RELATED TERMS

Term	Description
Allotment	Unless the context otherwise requires, the allotment of Equity Shares pursuant to the Issue
Allottee	The successful Bidder to whom the Equity Shares have been allotted.
Banker(s) to the Issue	[●]
Bid	An indication to make an offer during the Bidding Period by a Bidder to subscribe to or purchase our Equity Shares pursuant to this Issue at a price within the Price Band, including all revisions and modifications thereto.
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder on submission of the Bid in the Issue.
Bid cum Application Form	The form in terms of which the Bidder shall make an indication to make an offer to subscribe or to purchase the Equity Share pursuant to this Issue and which will be considered as the application for the Allotment of the Equity Shares pursuant to the terms of this Draft Red

Term	Description
	Herring Prospectus.
\Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form.
Bidding/ Issue Period	The period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date inclusive of both days and during which prospective Bidders can submit their Bids, including any revisions thereof.
Bid/ Issue Opening Date	The date on which the Syndicate shall start accepting Bids for the Issue, which shall be the date notified in an English national newspaper and a Hindi national newspaper and a news paper in Gujarati language, all with wide circulation.
Bid/Issue Closing Date	The date after which the Syndicate shall not accept any Bids for the Issue, which shall be the date notified in an English national newspaper, a Hindi national newspaper and a news paper in Gujarati language, all with wide circulation.
Book Building Process	Book building route as provided in Chapter XI of the SEBI Guidelines, in terms of which this Issue is being made.
BRLMs/ Book Running Lead Managers	Book Running Lead Managers to the Issue, in this case being IL&FS Investsmart Limited and Enam Financial Consultants Private Limited.
CAN/ Confirmation of Allocation Note	The note or advice or intimation of allocation of Equity Shares sent to the Bidders who have been allocated Equity Shares after discovery of the Issue Price in accordance with the Book Building Process.
Cap Price	The higher end of the Price Band, above which the Issue Price will not be finalised and above which no Bids will be accepted.
Cut-off Price	Any price within the Price Band finalised by the Company in consultation with the BRLMs. A Bid submitted at Cut-off Price by Retail Individual Bidders is a valid Bid at all price levels within the Price Band.
Depository	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 1996, as amended from time to time.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Depository Participant	A depository participant as defined under the Depositories Act.
Designated Date	The date on which the Escrow Collection Banks transfer the funds from the Escrow Account to the Issue Account, which in no event shall be earlier than the date on which the Prospectus is filed with the RoC.
Designated Stock Exchange	[•] for the purpose of this Issue.
Draft Red Herring Prospectus	This Draft Red Herring Prospectus dated [•] issued in accordance with Section 60B of the Companies Act and SEBI Guidelines, which does not have complete particulars of the price at which the Equity Shares are offered and the size of the Issue. Upon filing with RoC at least three days before the Bid/Issue Opening Date, it will become a Red Herring Prospectus. It will become a Prospectus upon filing with RoC after determination of the Issue Price.
Eligible Employee	A permanent employee of the Company including the Director of the Company, whether a whole time Director, part time Director or otherwise, except any Promoters or members of the Promoter Group, as of [•] and based and present in India as on the date of submission of the Bid cum Application Form.
Employee Reservation Portion	The portion of the Issue being up to 261,100 Equity Shares available for allocation on a proportionate basis to Eligible Employees. Our Company is considering a pre-Issue placement of upto 1,400,000 Equity Shares with certain investors ("Pre-Issue Placement"). If the Pre-Issue Placement is completed, the Net Issue offered to the public accordingly would be reduced to the extent of such Pre-Issue Placement, subject to a minimum Issue size of 10% of the Post-Issue capital being offered to the public.
Enam	Enam Financial Consultants Private Limited
Equity Shares	Equity Shares of our Company of face value of Rs. 10 each.
Escrow Account	Accounts opened with the Escrow Collection Bank(s) and in whose favour the Bidder will issue cheques or drafts in respect of the Bid Amount when submitting a Bid.
Escrow Agreement	Agreement dated [•] to be entered into among the Company, the Registrar, the Escrow Collection Bank(s), the BRLMs and the Syndicate Members for collection of the Bid Amounts and for remitting refunds, if any, of the amounts collected, to the Bidders.
Escrow Collection Bank(s)	The banks, which are clearing members and registered with SEBI as Banker to the Issue where the Escrow Account will be opened, in this case being [•].
FII	Foreign Institutional Investor (as defined under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995) registered with SEBI under applicable laws in India.
First Bidder	The Bidder whose name appears first in the Bid cum Application Form or Revision Form.
Floor Price	The lower end of the Price Band, below which the Issue Price will not be finalised and below which no Bids will be accepted.

Term	Description
IIL	IL&FS Investsmart Limited
Issue	Public issue of up to 5,221,500 Equity Shares at a price of Rs. [•] each for cash aggregating upto Rs. [•] million by our Company. The Issue comprises a Net Issue to the Public of 4,960,400 Equity Shares and the Employee Reservation Portion of up to 261,100 of the Public Issue offering Equity Shares. Our Company is considering a pre-Issue placement of upto 1,400,000 Equity Shares with certain investors ("Pre-Issue Placement"). If our Company decides to issue such shares, it will complete the issuance of such Equity Shares prior to filing Red Herring Prospectus with ROC. If the Pre-Issue Placement is completed, the Net Issue offered to the public accordingly would be reduced to the extent of such Pre-Issue Placement, subject to a minimum Issue size of 10% of the Post-Issue capital being offered to the public.
Issue Size	5,221,500 Equity Shares of our Company
Issue Price	The final price at which Equity Shares will be Allotted in terms of the Prospectus, as determined by our Company in consultation with the BRLMs, on the Pricing Date.
Issue Account	Account opened with the Banker(s) to the Issue to receive monies from the Escrow Account for the Issue on the Designated Date.
Margin Amount	The amount paid by the Bidder at the time of submission of his/her/its Bid, being 10% to 100% of the Bid Amount, as applicable.
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996.
Mutual Fund Portion	5% of the QIB Portion or 148800 Equity Shares (assuming the QIB Portion is 60% of the Issue) shall be available for allocation on a proportionate basis to Mutual Funds only.
Net Issue	The Issue Less the Employee Reservation Portion
Non-Institutional Bidders	Bidders that are neither Qualified Institutional Buyers nor Retail Individual Bidders and who have Bid for a Bid Amount more than Rs. 100,000.
Non-Institutional Portion	The portion of the Issue being up to 496,040 Equity Shares available for allocation to Non-Institutional Bidders.
Non Residents	A person resident outside India, as defined under FEMA.
Non Resident Indian	A person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Pay-in Date	Bid/Issue Closing Date or the last date specified in the CAN sent to the Bidders, as applicable.
Pay-in-Period	(i) With respect to Bidders whose Margin Amount is 100% of the Bid Amount, the period commencing on the Bid/Issue Opening Date and extending until the Bid/Issue Closing Date, and (ii) With respect to Bidders whose Margin Amount is less than 100% of the Bid Amount, the period commencing on the Bid/Issue Opening Date and extending until the closure of the Pay-in Date
Pre-Issue Placement	The pre-Issue placement of upto 1,400,000 Equity Shares with certain investors. If our Company decides to issue such shares, it will complete the issuance of such Equity Shares prior to filing Red Herring Prospectus with ROC. If the Pre-Issue Placement is completed, the Issue size offered to the public would be reduced to the extent of such Pre-Issue Placement, subject to a minimum 10% of the post-Issue capital being offered to the public.
Price Band	The price band with a minimum price (Floor Price) of Rs. [•] and the maximum price (Cap Price) of Rs. [•], including any revisions thereof.
Pricing Date	The date on which the Company in consultation with the BRLMs finalises the Issue Price.
Public Issue Account	Account opened with the Bankers to the Issue to receive monies from the Escrow Account on the Designated date
Qualified Institutional Buyers or QIBs	Public financial institutions as specified in Section 4A of the Companies Act, scheduled commercial banks, Mutual Funds, FIIs, FVCIs, multilateral and bilateral development financial institutions, venture capital funds registered with SEBI, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds with minimum corpus of Rs. 250 million and pension funds with minimum corpus of Rs. 250 million.
QIB Margin Amount	An amount representing 10% of the Bid Amount.
QIB Portion	The portion of the Issue being at least 2,976,240 Equity Shares constituting 60% of the Net Issue (of which 5% of the QIB Portion or 148,812 Equity Shares shall be available to Mutual Funds) available for allocation to QIBs.

Term	Description
Registrar/ Registrar to the Issue	Registrar to the Issue, in this case being Intime Spectrum Registry Limited
Refund Account	Account opened with an Escrow Collection Bank, from which refunds of the whole or part of the Bid Amount, if any, shall be made.
Retail Individual Bidders	Individual Bidders (including HUFs applying through their *karta*) who have bid for Equity Shares for a bid amount less than or equal to Rs. 100,000 in any of the bidding options in the Issue.
Refunds through electronic transfer of funds	Refunds through electronic transfer of funds means refunds through ECS, Direct Credit or RTGS as applicable
Retail Portion	The portion of the Issue being up to 1,488,120 Equity Shares available for allocation to Retail Individual Bidder(s).
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Price in their Bid cum Application Form(s) or any previous Revision Form(s).
Red Herring Prospectus	The Red Herring Prospectus dated [•] to be issued in accordance with Section 60B of the Companies Act, which will not have complete particulars of the price at which the Equity Shares are offered and the size of the Issue. The Red Herring Prospectus will be filed with the Registrar of Companies at least three days before the Bid/Issue Opening Date and will become a Prospectus after filing with the Registrar of Companies after determination of the Issue Price.
RTGS	Real Time Gross Settlement
Stock Exchanges	BSE and NSE.
Syndicate or members of the Syndicate	The BRLMs and the Syndicate Members.
Syndicate Agreement	The agreement dated [•] to be entered into among the Company and the members of the Syndicate, in relation to the collection of Bids in this Issue.
Syndicate Members	Enam Securities Private Limited
TRS/ Transaction Registration Slip	The slip or document issued by any of the members of the Syndicate to a Bidder as proof of registration of the Bid.
Underwriters	The BRLMs and the Syndicate Members.
Underwriting Agreement	The agreement among the members of the Syndicate and the Company to be entered into on or after the Pricing Date.

COMPANY RELATED TERMS

Term	Description
Articles / Articles of Association	Articles of Association of Time Technoplast Limited
Auditors	The Statutory Auditors of our Company M/s. Raman S. Shah & Co., Chartered Accountants.
Banker(s) to the Company	Bank of Baroda (**“BOB”**) State Bank of Saurashtra (**“SBS”**) ING Vysya Bank Limited (“ **ING Vysya**”) ABN Amro Bank N. V. (“**ABN Amro**”) UTI Bank Limited (“**UTI**”)
Board/Board of Directors	Board of Directors of Time Technoplast Limited
Corporate Office	102, Todi Complex, 35, Saki Vihar Road, Andheri (East) Mumbai 400072
Director(s)	Director(s) of Time Technoplast Limited
ESOP Scheme	Employee stock option scheme of the Company approved by the shareholders resolution dated October 20, 2006
Memorandum/ Memorandum of Association / MoA	Memorandum of Association of Time Technoplast Limited
Preference Shares	Redeemable Preference Shares of the Company of Rs. 10 each
Promoter Directors	1. Mr. Anil Jain 2. Mr. Bharat Vageria 3. Mr. Raghupathy Thyagarajan 4. Mr. Naveen Jain
Registered Office	213, Sabari Kachigam, Daman (U.T.) – 396210, India

Scheme of Amalgamation/Amalgamation	The scheme of amalgamation of Oxford Mouldings Private Limited (**OMPL**) and Shalimar Packaging Private Limited (**SPPL**) with Time Technoplast approved by the High Court of Bombay vide its order dated June 30, 2006, effective from April 01, 2005.
TPL	TPL Plastech Limited. (Formerly known as Tainwala Polycontainers Ltd.)

INDUSTRY RELATED TERMS

HDPE	High Density Polyethelene
HMHDPE	High Molecular High Density Polyethelene
IBC	Intermediate Bulk Containers
IBEF	Indian Brand Equity Foundation
LDPE	Low Density Polyethelene
LLDPE	Linear Low Density Polyethelene
PC	Poly Carbonate
PE	Polyethelene
PET	Polyethylene Terepthalate
PP	Poly Propolene
PS	Polysterene
PVC	Polyvinyl Chloride

ABBREVIATIONS

Abbreviation	**Full Form**
A/c(s)	Account(s)
AGM	Annual General Meeting
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
BIFR	Board for Industrial and Financial Reconstruction
Bn	Billion
BSE	Bombay Stock Exchange Limited.
Capex	Capital Expenditure
CAGR	Compounded Annual Growth Rate
CC	Cash Credit
CDSL	Central Depository Services (India) Limited.
CIF	Cost Insurance Freight
CENVAT	Central Excise Value Added Tax
CST	Central Sales Tax
Cr. Pc	The Code of Criminal Procedure, 1973
CVD	Counter Vailing Duties
CY	Current Year
DIPP	Department of Industrial Policy & Promotion, Ministry of Commerce & Industry, Government of India.
DM	Deutsche Mark
DP	Depository Participant.
DRHP	Draft Red Herring Prospectus
EGM	Extraordinary General Meeting
EPS	Earnings Per Share.
EBITDA	Earning before interest, tax, depreciation and amortisation
FD	Fixed Deposit
EPCG	Export Promotion of Capital Goods Scheme
FCNR	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI under applicable laws in India.
HC	High Court
HR	Human Resources
HUF	Hindu Undivided Family.
IEC	Importer – Exported Code
IPC	Indian Penal Code (45 of 1860)
IPO	Initial Public Offering
INR	Indian Rupee

ISO	International Standards Organization
JV	Joint Venture
LC, L/C	Letter of Credit
Mn	Million
MODVAT	Modified Value Added Tax under Central Excise Rules, 1944
MF(s)	Mutual Fund(s).
MT	Metric Tonne
MoU	Memorandum of Understanding
N.A.	Not Applicable
NAV	Net Asset Value.
NOC	No Objection Certificate
NSC	National Saving Certificate
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Limited.
OCB	Overseas Corporate Bodies.
OTC	Over the Counter.
PAN	The permanent account number allotted under the Income Tax Act, 1961.
PAT	Profit after tax
P/E Ratio	Price/Earning Ratio.
RHP	Red Herring Prospectus.
RBI	Reserve Bank of India.
RoC	Registrar of Companies. Goa, Daman & Diu
SEBI	Securities and Exchange Board of India, constituted under the SEBI Act, 1992
SCRR	Securities Contract Regulation Rules 1957.
SGD or S$	Singapore Dollar
SIA	Secretariat of Industrial Assistance
SICA	Sick (Special Provisions) Act, 1995 as amended from time to time.
VAT	Value added tax
USD	United States Dollar

PRESENTATION OF FINANCIAL AND MARKET DATA

Financial Data

Unless indicated otherwise, the financial data in this Draft Red Herring Prospectus is derived from our restated financial statements prepared in accordance with Indian GAAP and included in this Draft Red Herring Prospectus. Our fiscal year commences on April 1 and ends on March 31, so all references to a particular fiscal year are to the twelve-month period ended March 31 of that year. In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off

Currency of Presentation

All references to "Rupees" or "Rs." or “INR” are to Indian Rupees, the official currency of the Republic of India. All references to "US$", "U.S. Dollar" or "US Dollars" are to United States Dollars, the official currency of the United States of America. All references to “Euro” are the official currency European Union. All references to “DMs” are official currency of Germany prior to adoption of Euro. All references to “UAE Dirham or Dhs” are the official currency adopted by United Arab Emirates. All reference to “PLN or Zloty” is the official currency of Poland. All references to “SGD” or “S$” is the official currency of Singapore. All reference to “Thailand Baht or Baht or THB” is the official currency of Thailand. All references to “million” or “Million” or “mn” refer to one million, which is equivalent to “ten lakhs” or “ten lacs”.

Market Data

Market data used throughout this Draft Red Herring Prospectus was obtained from industry data and publications. Industry publications database generally state that the information contained in those publications has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Although, we believe market data used in this Draft Red Herring Prospectus is reliable, it has not been independently verified. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source.

FORWARD-LOOKING STATEMENTS

We have included statements in this Draft Red Herring Prospectus which contain words or phrases such as “will”, ”may”, “aim”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions, that are “forward-looking statements”.. All statements regarding our expected financial condition and result of operations, business, plans and prospects are forward looking statements. These forward-looking statements include statements as to our business strategy, our revenue and profitability, planned projects and other matters discussed in this Draft Red Herring Prospectus regarding matters that are not historical facts. Such forward looking statements include statements that describe the Company’s objectives, plans or goals and other statements that are not matters of historical facts.

Important factors that could cause actual results to differ materially from our expectations include, but are not limited to the following:

- The performance of the plastic and packaging market
- Regulatory changes relating to the plastic industry
- Our ability to successfully implement our strategy
- Our growth and expansion technological changes
- Our exposure to market risks; general risks and political conditions in India which have an impact on our business activities
- Inflation, deflation, volatility in interest rates
- Fluctutaions in foreign exchange rates
- Our ability to compete effectively, particularly in new markets and business lines

For further discussion of factors that could cause our actual results to differ, see the section entitled “Risk Factors” beginning on page ix of this Draft Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither we, our Directors, the BRLMs nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company, the BRLMs will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchanges.

SECTION II - RISK FACTORS

An investment in equity shares involves a degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain, a complete understanding of our Company, you should read this section in conjunction with the sections titled "Our Business" and "Management's Discussion and Analysis of Financial Condition" on pages 61 and154 of this Draft Red Herring Prospectus as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. If any of the following risks occur, our results of operations and financial condition could suffer, and the price of the Equity Shares and the value of your investment in the Equity Shares could decline and you may lose all or part of your investment.

These risks are not the only ones that we face. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations. Unless otherwise mentioned in the relevant risk factors discussed below, we are not in a position to quantify the extent of the Risks specified herein.

Internal Risk Factors:

Object /Project Related risk

1. ***Some of the funds requirements has not been appraised by Banks or Financial Institutions and are based on our management estimates***

   Unless mentioned specifically, our assessment of funds requirement and deployment (including in respect of plant and machinery) is based on internal management estimates and has not been appraised by any Bank or any Financial Institutions or any independent organization. Our capital expenditure plans are subject to a number of variables, including possible cost overruns; construction/development delays or defects; including availability of working capital finance on acceptable terms; and changes in management's views of the desirability of current plans, among others. In case of any variations in the actual utilization of funds earmarked for the above activities or increased fund deployment for a particular activity our Company may not be able to arrange for finances to meet any such shortfall. The same may adversely affect our Company's ability to effectively implement its business plans.

2. ***Takeover of Tainwala Polycontainers Limited now known as TPL Plastech Limited ("TPL") may not yield desired benefits***

   Our Company has recently acquired 75% equity shares of a listed company, namely, TPL. For details of the investments made in TPL, please refer to the section titled "History and Certain Corporate Matters" on page 87 of this draft Red Herring Prospectus. TPL is engaged in manufacture of HM-HDPE drums / barrels – products similar to the Company's products. Although the acquisition was done with a view to further consolidate the Company's market leadership in packaging which is its largest business segment, there can be no assurance that the investments by the Company in this subsidiary will yield the desired results or whether the same will be profitable for the Company.

3. ***We have not entered into final conveyances and sale deeds for acquiring land for which the Issue Proceeds are inter alia being raised***
   Our Company proposes to acquire certain land from out of the Issue Proceeds. Although we have entered into an agreement to acquire the land and have earmarked funds for this purpose from out of the Issue Proceeds, we are yet to execute the conveyance / sale deed. Any delay in the same may affect the implementation of the business plans of our Company.

4. ***Our Company's investment in Mauser Holding Asia Pte Limited maybe subject to certain regulatory approval and may not yield financial benefits***

   Our Company has agreed to buy out 49% stake of Mauser Holding Asia Pte Ltd. from one of our Promoters, Time Securities Services Pvt. Ltd., vide a MoU dated December 11, 2006. The transfer of 49% shareholding in MHA by TSSPL to our Company could be subject to RBI approval under FEMA. Any delay in or inability to obtain such approval could impact our investment income. Also, our investment in Mauser Holding Asia Pte Limited may not yield financial benefits to our Company in the event that Mauser Holding Asia Pte Limited does not make adequate profits for distribution to its shareholders in the form of dividends. For details refer to the section titled "Objects of Issue" on page 24 of this Draft Red Herring Prospectus.

5. ***We have planned capital expenditure which may not yield benefits***

   Our operations require capital expenditure to increase capacity. We have planned a capital expenditure aimed at meeting the growing demand for our products. Please refer to the section titled "Objects of the Issue" beginning on page 24 and "Our Business" beginning on page 61 of this Draft Red Herring Prospectus for details of proposed capital expenditure. Our capital expenditure plans are subject to a number of variables, including possible cost overruns and non-availability of financing on favourable terms, among others. In view of the reasons stated above, we cannot assure that we will be able to execute our capital expenditure plans as contemplated. Further, the capital expenditure is on the basis of certain assumptions. In the event that our assumptions are not accurate, the investments made in respect of such capital expenditure may not yield benefits to our Company.

6. ***We have not made definite arrangements for procurement of any plant or machinery***

Our Company requires certain plant and machinery for implementing its business plans. Our Company has however not made any definite arrangements for procurement of any plant and machinery nor has our Company presently placed any orders for any plant and machinery. Any delay in placing the orders or delay at the suppliers' end in delivering the plant and machinery may result in time overrun, which may affect our ability to meet the growing demand for our products and in turn our profitability. Further, all amounts inserted for the determination of the amounts that may become payable for the acquisition of plant and machinery are estimates based on existing quotes, past experience or otherwise. There can be no guarantee that the acquisition of the plant and machinery would occur at the estimated price only.

7. ***We are expanding capacities without any firm commitments from customers***

Our Company is proposing to expand capacities at various levels including in the form of capital expenditure which will require a larger customer base. The same is on certain assumptions as to potential for growth in the sectors in which we operate, including identified customers with a demand for the increased production. In the event that our assumptions are not accurate or there is any material change in the various external factors on which our assumptions are made, there can be no assurance that we will be successful in selling our increased production leading to high inventory. This may also result in lower capacity utilization and adversely affect our operations and financial results.

8. ***We are yet to receive certain Government approvals for our proposed expansion***

Some of our Company's units are under construction and are dependent on obtaining of various governmental approvals. We are yet to apply for or obtain some of these approvals as required for our expansion project using the proceeds of the Issue. A summary of the same is described in section "Government and Other Approvals" beginning on page 197 of this Draft Red Herring Prospectus. Any delay in or inability to obtain such approvals could impact our commencement of business in such units.

Business related risk

9. ***Any loss of or breakdown of operations at any of our manufacturing facilities may have an adverse effect on our business, financial condition and results of operations.***

Our manufacturing facilities are subject to operating risks, such as the breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, obsolescence, labour disputes, natural disasters, industrial accidents and the need to comply with the directives of relevant government authorities. The occurrence of any of these risks could significantly affect our operating results. Although precautions are taken to minimize the risk of any significant operational issues at our manufacturing facilities, our business, financial condition and results of operations may be adversely affected by any disruption of operations at our facilities, including due to any of the factors mentioned above.

10. ***Our success depends largely upon the services of our Independent Individual Promoters.***

Our Company is highly dependent upon the services of our Independent Individual Promoters Mr. Anil Jain, Mr. Bharat Vageria, Mr. Raghupathy Thyagarajan and Mr. Naveen Jain. Our future performance will depend upon the continued services of these persons. There is no guarantee of continuance of the services of our Independent Individual Promoters and in the event they cease to participate in the management of the Company, our future performance may be affected.

11. ***Certain legal and other proceedings have been filed against us, which if not decided in our favour, may expose us to certain liabilities.***

We are involved, either directly or indirectly, in certain legal proceedings and claims filed in various courts and tribunals. These proceedings are currently at different stages of adjudication before the respective forums. The legal proceedings pending against us are as follows:

Category	Number		
Cases/ Appeals/ Litigations against our Company/ our Directors/ our Group Companies	**Our Company**	**Our Directors**	**Our Group Companies**
Income Tax Litigation	2	-	-
Excise/Service Tax Litigation	6	-	-
Summary Suit	1	-	-
Civil Suits	2	-	-
Suits for Rendition of Accounts	2	-	-
Criminal complaints	1	2	-
Complaints under Section 420 of the IPC	1	-	-
Complaints under section 138 of Negotiable Instrument Act, 1881	-	5	-
Litigations Under Workmen's Compensation Act, 1923	1	-	-
Complaint filed under the Consumer Protection Act, 1986	1	-	-
Motor Accident Litigations	3	-	-
Potential litigations	5	1	-

The legal proceedings pending by us are as follows:

Category	Number		
Cases/ Appeals/ Litigations by our Company/ our Directors/ our Group Companies	**Our Company**	**Our Directors**	**Our Group Companies**
Income Tax Litigation	11	NIL	3
Sale Tax Litigation	2	NIL	
Excise/Service Tax Litigation	3	NIL	
Civil Suit for recovery of Dues	1	NIL	
Suit for mandatory injunction	1	NIL	
Writ Petitions	1	NIL	
Litigations relating to Intellectual Property Rights	3	NIL	
Complaints filed under section 138 Negotiable Instruments Act/ under Section 420 of the IPC	192	NIL	
Winding up Petitions	3	NIL	
BIFR cases	3	NIL	
Potential litigations	1	NIL	

There are no ascertainable potential liabilities including interest, costs and penalties amounts in respect of the above cases as on date of the filing of this Draft Red Herring Prospectus. However, if one or more of these legal proceedings are determined against us it could have an effect on our business and results of operations.

12. *Criminal* cases against our Directors:

There are two criminal case filed against our Director/s.

a. In a case filed against one of the distributors of SPPL and OMPL (now merged with our company) after the dishonour of a cheque issued by a distributor , criminal prceedings under section 138 of NI Act were initiated by our Company and the matter is pending trial in Mumbai. Subsequently, the said distributor filed a criminal complaint against our Company, three of its directors namely Mr. Anil Jain, Mr. Bharat Vageria and Mr. Raghupathy Thyagarajan and other officials of our Company, in which some of the processes have been issued by the Court, inter alia, against our Directors, are claimed to have not been received . Our Company has filed petitions before the Hon'ble High Court of Jharkhand at Ranchi, for quashing the entire criminal proceedings in connection with the said Complaint and interim order was passed restraining the lower court from initiating any action till the matter is finally heard.

b. Some Trade Union members had entered in the factory of our Company at Tarapur on 3 August, 1995 and started disturbing the operations of our Company, to which the officers and workers of our Company objected. The matter went to police and FIR was registered by the officers and workers of the Company against the Trade Union members in the Boisar Police station. In response, Trade Union Members had also filled the FIR against Mr. Bharat Vageria, our Director, officers and workers of our Company. However, subsequent to filing complaints, the Court has granted exemption to Mr. Bharat Vageria, our Director from personal appearance.

For further details of the proceedings mentioned above, see the section titled "Outstanding Litigation and Material Developments" beginning on page 172 of this Draft Red Herring Prospectus.

13. Two of our Group Companies has incurred losses.

Two of our Group Companies has incurred losses during the past three years as set forth in the sections titled "Group Companies" on page 146 of this Draft Red Herring Prospectus.

(Rs. in million)

Company	**Profit/(Loss) after Tax**		
	2004	**2005**	**2006**
Avion Exim Pvt. Ltd.	(0.41)	(0.15)	(0.25)
Royal Supermarkets Pvt. Ltd.	(0.07)	(0.04)	0.65

14. We have made applications for renewal of some of Governmental approval and/or Licencess

We have made applications to various statutory authorities for renewal of our exisiting licenses, which are pending. Inability to obtain these renewals may impact the business operations of our Company. For more details please refer to the section titled "Government and Other Approvals" on page 197 Draft Red Herring Prospectus.

15. Upon completion of the Issue, our Promoters will continue to retain significant control over our Company, which will allow them to influence the out come of matters submitted to the shareholders for approval.

Upon completion of this Issue, our Promoters will continue to own 60.83% of our Equity Shares. As a result, our Promoters will have the ability to exercise significant influence over all matters requiring shareholders' approval. Our Promoters will also be in a position to influence any shareholder action or approval requiring a majority vote, except where they may be required by applicable law to abstain from voting. Such a concentration of ownership may also have the effect of delaying or deterring a change in control.

16. Our Industry is Labour intensive and our results of operations could be adversely affected by strikes, work stoppages or increased wage demands by our employees.

As of September 30, 2006, we have total of 1,128 full-time workers, who are working at our existing manufacturing units. The number of our workers is likely to increase with our proposed expansion plans. While we consider our current labour relations at all our facilities to be good, there can be no assurance that we will not experience interruptions to our operations due to disputes or other problems with our work force, which may adversely affect our business and results of operations.

17. Some of our loan agreements have certain restrictive covenants which could affect the rights of equity shareholders.

There are restrictive covenants in the agreements that our Company has entered into with our lenders for our borrowings. Some of these restrictive covenants require the prior consent of the lenders, for example, restrictions pertaining to the declaration of dividends, alteration of the capital structure, change in management, entrance into any merger/amalgamation, expenditure in new projects, change in the constitutional documents and the right to appoint a nominee director on the Board of Directors of our Company till the borrowing facilities are subsisting. For further details refer to the section titled "Financial Indebtedness" on page 166 of this Draft Red Herring Prospectus.

18. Pending transfer of properties in our Company's name

Pursuant to the Scheme of Amalgamation, two of our group companies viz. Oxford Mouldings Pvt. Ltd.and Shalimar Packaging Pvt. Ltd. have been merged with our Company. Applications have been filed to record the consequent change of name and ownership in relation to certain of the properties held by the said companies. It is possible that certain fees and charges may become payable for recording such change in name and ownership, if the relevant authorities so require. For further details please refer to Section "Business" on page 61 of this Draft Red Herring Prospectus.

19. We have not applied for trademark registration of our Logo and for some of our brands

Our Company has not made any application for registering the logo "Time" and for some of our brands which are used by our Company. In the event any third party disputes the right of our Company to use the said logo & brands and in the event our Company is unable to successfully defend any such dispute, our Company may not be able to use the said logo or brands in respect of its business. This may have an adversely impact on the business of our Company.

20. Price volatility of raw materials (including plastic polymer) used for manufacturing our products may materially affect our business.

Our Company is dependent on third-party vendors for the supply of raw materials required for our various products. Any volatile fluctuations in the demand and/or supply of any and/or all such raw materials may impact the purchase price of the raw materials. Continuous increase in the cost of the raw materials may have an adverse effect on our business and results of operations, if we are not able to factor such increase in our selling price and pass it on to our customers.

21. Any failure to keep abreast with the latest trends in technology may adversely affect our cost competitiveness and ability to develop new products.

Technology by its very nature is dynamic and our Company may not be able to keep pace with the changing technological environment. The materials used for our business have changed over time consequent to technological changes. Government regulations from time to time may also impact the use of certain raw materials in preparation of polymer products. Any such failure on our part could have a bearing on our ability to compete efficiently, our cost competitiveness, ability to develop new products and the consequential quality of our products, and could also impact our sales and profitability.

22. Our business operations may be adversely affected due to delays in deliveries or inadequate quantities of raw materials.

Our business operations are dependent upon the timely and adequate supply of raw materials required for our various products. Any inability of our suppliers to supply the required quantity of high-quality raw materials in time may cause delay in our production and delivery schedules, which may result in the loss of our customers and revenues.

23. Foreign currency risk

The volatility in global financial markets may have an adverse impact on our business, as we have to make payments in foreign exchange for our import of machinery for our Projects and also for other items, including import of raw materials. In future, we expect an increase in our dealings in foreign exchange thus increasing our exposure to foreign exchange markets. In the event we are unable to hedge this foreign exchange exposure, it may result in an adverse impact on our financial condition.

24. Dependence on third party transport providers

Our Company is dependent on third-party transporters for the supply of raw materials to our manufacturing units and delivery of our products to our customers. Transport strikes by members of various Indian truckers' unions have taken place in the past, and could take place in future, thereby causing an adverse effect on our timely receipt of supplies of raw materials and our ability to deliver our finished products to our customers on time, thereby adversely impacting our business. Further, spiralling increases in oil prices, may lead to the increase in the transportation cost resulting in an impact on our profitability.

25. Risk of competition from other domestic producers / unorganized sector

We face competition from other existing domestic producers and potential entrants to the industry in which we operate that may adversely affect our competitive position and our profitability. Loss of market share and competition may adversely affect our profitability. We also face competition for customers from other players in the organized and unorganized markets. We expect competition could increase with new entrants coming into this industry and existing players consolidating their positions. Some of our competitors may have access to significantly greater resources and hence the ability to compete more effectively. The end-users for our products are price conscious. Pricing is one of the factors that play an important role in selecting these products. As a result of competition, we may have to price our products at levels that reduce our margins and/or increase our capital expenditures in order to differentiate ourselves from other players and/or increase our advertising and distribution expenditures, all of which may adversely affect our profitability.

26. Dependence on* Mauser-Werke GmbH, Germany *("Mauser") for licensing of IPR's for some our products

We have obtained right to use certain IPR's owned by Mauser-Werke GmbH which are used for manufacturing some of our products pursuant to an agreement dated April 24, 1992 entered into with Mauser. Although the term of the licence is extended upto December 31, 2010, but under certain circumstances, Mauser is entitled to terminate the said agreement. In the event Mauser chooses to terminate the said agreement in such events, we may not be able to use those IPR's for manufacturing certain of our products which may adversely affect our business operations and profitability.

27. Our Company has recently entered into the plastic products for medical healthcare and infrastructure & construction and has no prior experience in these areas

Our Company has recently entered into the segment of medical healthcare and infrastructure and construction products and has no prior experience in these areas. Our Company is unable to state with certainty as to how the Company's products in these areas will perform and as to whether the Company will be able to generate profits from these segments of business.

28. Mishaps or accidents at the Company's facilities may lead to property damages, property loss and accident claims

Our Company has insured itself against certain eventualities including against property damages, loss of assets, theft, natural calamities. While we believe that we have adequate and appropriate insurance coverage to take care of certain contingencies, no assurance can be given that the various insurance policies taken by us will be sufficient to cover the claims made in respect of such insurance policies.

29. We have not obtained any third party product liability insurance in respect of any of our products

Our Company has not obtained any third party product liability insurance in respect of any of our products. While there have been no liabilities in the past on this account, any claims that may arise and be made against our Company in respect of any of our products in future will not be covered by any insurance cover and consequently if there is any accrued liability, it may adversely affect the profitability of our Company.

30. While attrition is low, we may not be able to attract and retain talent in future

Our ability to sustain our growth depends, in large part, on our ability to attract, train, motivate and retain skilled and unskilled personnel. Our Company presently does not face any material threat in the form of attrition. However, our Company may not be able to hire and retain quality people for meeting its existing and/or future expansion or business plans. As the economy grows rapidly, there will be further pressure on existing players as new entrants to look for trained manpower at various levels. Our inability to hire and retain quality people for meeting our existing and/or future expansion or business plans may adversely affect our business operations.

31. One of our units at Hosur has a trade union

Our Company's manufacturing unit at Hosur has a trade union. The Company presently has entered into Memorandum of Settlement with the trade union which settlement is valid upto July, 2009. Any strained relationships with the members of the trade union may result in unrest amongst the workers of that unit. In the event that there is any slow down in the manufacturing activity or any strike at such unit, the same may adversely affect our ability to honour our commitments to our customers and the same may adversely affect our business.

32. Our Company benefits from certain income tax benefits which are time bound and after the expiry of the period, the impact of ceasure of such benefits is not ascertainable at present

Some of the existing units of our Company as well as our proposed units are located in places which are entitled to certain Income tax benefits. However, the same are time bound and are available only for a certain limited period as mentioned in the table below. After the expiry of the stated periods, the exemptions would cease. The impact of the same on the profitability of our Company is at present unascertainable.

Unit	% of Profit exempt from Income tax	Exempted For Remaining Financial Year
Unit II - Daman	30%	2006-07 to 2008-09
Unit III - Daman	30%	2006-07 to 2007-08
Unit IV - Daman	30%	2006-07 to 2008-09
Unit II - Baddi-Thane	100%	2006-07

	30%	2007-08 to 2011-12
Unit III - Baddi–Thane	100% 30%	2006-07 to 2010-11 2011-12 to 2015-16
Unit V - Baddi-Thane	100% 30%	2006-07 to 2010-11 2011-12 to 2015-16
Unit VI - Baddi-Thane	100% 30%	2006-07 to 2010-11 2011-12 to 2015-16
Unit I Pant Nagar	100% 30%	2006-07 to 2010-11 2011-12 to 2015-16

33. *Some of the leases / license of the warehousing, sales and distribuition properties occupied by our Company have expired and there has been no formal renewal of the same*

Some of the leases and licenses of the warehousing, sales and distribuition properties occupied by our Company have expired and there have been no formal renewals of the same. Consequently it may be deemed that the leases and license continue on a month to month basis and may be terminable with a prior notice of fifteen days in accordance with the provisions of applicable law. In the event the said leases and licenses are terminated by the landlords, it may affect our business operations.

34. *Certain procedural formalities in relation to documents pertaining to some of our immovable properties possessed by us are not complete.*

Certain procedural formalities in relation to documents relating to some of the properties acquired and possessed by us are not complete. The non completion of such formalities could have the potential consequence that the said documents may not be admissible as evidence in a court of law and we may not be in a position to claim a clear title to the said properties. Any claim or adverse order / finding in connection with these properties may adversely affect our ability to continue to retain possession of such premises and thereby may affect the operations of our Company. For further details please refer to “Our Business” on Page 61 of this Draft Red Herring Prospectus.

35. *We have an outstanding export obligation of Rs. 261.88 million as on October 31, 2006*

We have an outstanding total export obligation of Rs. 261.88 million as on October 31, 2006 which our Company needs to fulfil by not later than July 31, 2014. In case we are not able to meet our export obligation, we may be subject to certain monetary liabilities that may have an adverse effect on our Company’s cash flow.

36. *We may not be able to sustain effective implementation of our business and growth strategy*

The success of our business will depend greatly on our ability to effectively implement our business and growth strategy. Whilst we have successfully implemented our business strategy in the past, there can be no assurance that we will be able to implement our strategy on time and within the estimated budget, or that we will meet the expectations of targeted customers. Any potential and unusual factor affecting our business and growth strategy may have an effect on our business, financial condition and results of operations.

37. *We may be subject to certain intellectual property infringement and/or unauthorized parties may infringe upon or misappropriate our intellectual property*

We rely on a combination of confidentiality procedures and contractual provisions to protect intellectual property used by us, including our brand identity. Although we believe that the intellectual property rights used by us does not infringe on the intellectual property rights of any other person, infringement claims may be asserted against us in future. There are currently no pending or threatened intellectual property claims against us. However, if we become liable to third parties for infringing their intellectual property rights, we could be required to pay substantial damages and be forced to develop non-infringing technology or obtain a license. In addition, our efforts to protect our intellectual property (whether formally registered or otherwise, including proprietary information) from being infringed upon or misappropriated may be inadequate.

38. *Potential conflict / conflict with one of our group companies/ firms*

Some of our group companies & firms namely “Time Containers Ltd.”, “Oxford Mouldings” and “Apex Plastics” are entitled to undertake business activities which are similar to the activities of our Company under their Memorandum of Association/Partnership deeds. “Oxford Mouldings” is already engaged in the manufacturing of frames that are moulded in plastic. Although presently such companies and firms are not engaged in similar line of business activities which are directly competing with the business of our Company, however, in the event that such company / firm undertake activities in future which compete with our business of the Company, there may be a potential conflict of interest, which may have implications on our operations and profits.

39. ***There has been a shortfall in promise v/s performance of one of our subsidiary company***

TPL Plastech Limited had accessed the capital market in June, 1994. There has been shortfall in the promises made by this company at the time of raising capital. We have recently taken over the company as our subsidiary with effect from July 14, 2006. For details see section titled "Subsidiaries" covered under the chapter titled "History and Certain Corporate Matters" on page 87 of this Draft Red Herring Prospectus.

40. ***Any future equity offerings by our Company or the issue of Equity Shares pursuant to exercise of stock options under the ESOP may lead to dilution of investor shareholding in our Company or affect the market price of our Equity Shares***

Our Company has adopted an ESOP as a means to reward and motivate its employees. Investors may experience dilution of their percentage of shareholding to the extent that our Company makes future equity offerings or issues equity shares to its employees pursuant to the exercise of stock options under the ESOP.

41. ***As of June 30, 2006, our Company had contingent liabilities***

We have contingent liabilities aggregating to Rs.308.09 millions as on June 30, 2006 out of which Rs. 7.59 million was for Guarantee given by Banks, Rs. 289.34 million on account of L/Cs issued by the Banks and Rs. 11.16 million for Bills drawn on Customers & Discounted with Bank. On Deecember 17, 2005 our company has executed a Guarantee in favour of State Bank of India having its Industrial Finance Branch at Andheri East for the credit facilities of Rs.100 million to our Promoter viz. Vishwalaxmi Trading & Finance Pvt. Ltd

42. ***We may not be able to manage ventures set up by the Company outside India***

Our Company has incorporated wholly owned subsidiaries in Poland and in Sharjah. Certain investments have already been made and further investments are intended to be made by the Company in these entities from out of the Issue Proceeds. For details of the investments proposed to be made from out of the Issue Proceeds, please refer to the section titled "Objects of Issue" on page 24 of this draft Red Herring Prospectus. It is proposed that these subsidiaries carry on manufacturing activities from out of these locations. It is for the first time that the Company is exploring markets outside India in this manner and therefore the Company lacks foreign experience and expertise. While the Company sees a lot of potential in these foreign markets, there can be no assurance that the subsidiaries will be able to exploit the foreign markets or that the investments by the Company in these subsidiaries will be profitable for the Company.

43. ***If we fail to comply with environmental laws and regulations or face environmental litigation, our results of operation may be adversely affected.***

Environmental laws and regulations in India have been increasing in stringency and it is possible that they may become significantly more stringent in future, including on the use of certain raw materials, manufacturing processes and the like. Consequently the cost of compliance with environmental laws may also increase. Further, if, as a result of implementation of compliance related measures or non-compliance with any environmental regulations, any of our units or the operations of such units are suspended, it could have an impact on our operations and profits.

External Risk Factors:

1. ***Changes in Government Policies and political situation in India may have an adverse impact on the business and operations of our Company***

Since 1991, the Government of India has pursued policies of economic liberalization, including relaxing restrictions on the private sector. We cannot provide any assurance that the process of liberalization will be sustained in future. There could be a slowdown in the pace of economic development. The rate of economic liberalization could change specific laws and policies, foreign investment, currency exchange rates and other matters affecting investing in our securities could change as well. Any adverse change in Government policies relating to our products may have an impact on our profitability.

2. ***Conditions in the Indian securities market may affect the price or liquidity of the Equity Shares.***

The Indian securities markets are smaller and are perceived as more uncertain markets than securities markets in more developed economies. Indian Stock Exchanges have in the past experienced substantial fluctuations in the prices of listed securities. Indian stock exchanges have also experienced problems that have affected the market price and liquidity of the securities of Indian companies. These problems include temporary exchange closures, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time to time restricted securities from trading, limited price movements and restricted margin requirements. Further, from time to time, disputes have occurred between listed companies and the Indian stock exchanges and other regulatory bodies that, in some cases, have had a negative effect on market sentiment. Similar problems could occur in the future and, if they do, they could harm the market price and liquidity of the Equity Shares.

3. ***Our Company is subject to risk arising from changes in interest rates and banking policy.***

We are dependent on various banks for arranging our working capital requirements, term loans, etc. Accordingly, any change in the existing banking policy or increase in interest rates may have an adverse impact on our Company's profitability.

4. ***Increasing employee compensation in India may erode some of our competitive advantage and may reduce our profit margins.***

Wage costs in India have historically been significantly lower than the wage costs in the developed countries for comparably skilled professionals in the industry, which has been one of our competitive strengths. However, wage increases in India may prevent us from sustaining this competitive advantage and may negatively affect our profit margins. The buoyancy in the Indian plastic/packaging industry with the opening up of global trade may lead to an increase in wage costs, which could result in increased cost for packaging professionals. This could impact our performance and margins and may result in a material adverse effect on our business.

5. ***Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.***

External factors such as potential terrorist attacks, acts of war or geopolitical and social turmoil in many parts of the world could constrain our ability to do business, increase our costs and negatively affect our stock price. These geopolitical social and economic conditions could result in increased volatility in India and worldwide financial markets and economy, and such volatility could constrain our ability to do business, increase our costs and negatively affect our stock price.

6. ***The Issue price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue.***

The Book Building Process will determine the Issue Price of our Equity Shares. This price will be based on numerous factors (discussed in the section "Basis of Issue Price" on page 39 of this Draft Red Herring Prospectus) and may not be indicative of the market price for our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to resell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price are:

- Quarterly and other variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- Changes in revenue or earnings estimates or publication of research reports by analysts;
- Speculation in the press or investment community;
- General market conditions; and
- Domestic and international economic, legal and regulatory factors unrelated to our performance.

7. ***Force majeure events, terrorist attacks and other acts of violence or war involving India, or other countries could adversely affect the financial markets, result in a loss of client confidence and adversely affect our business, results of operations, financial conditions and cash flows.***

South Asia has, from time to time, experienced instances of civil unrest and hostilities among neighbouring countries, such as between India and Pakistan. In recent years, there have been military confrontations along the India-Pakistan border. Military activity or terrorist attacks in the future could influence the Indian economy. These acts may also result in a loss of business confidence and have other consequences that could adversely affect our business, results of operations and financial condition. Any such event could adversely affect our financial performance or the market price of the Equity Shares.

8. ***The price of our Equity Shares may be highly volatile, or an active trading market for its equity shares may not develop.***

The price of our Equity Shares on the Indian Stock Exchanges may fluctuate as a result of several factors including:

- Volatility in Indian and global securities market;
- Our results of operations and performance;
- Performance of our competitors and perception in the Indian market about investment in the packaging sector;
- Adverse media reports, if any, on our Company or the Indian packaging industry;

- Changes in the estimates of our performance or recommendations by financial analysts;
- Significant development in India's economic liberalization and de-regulation policies; and
- Significant development in India's Fiscal and environmental regulations.

There can be no assurance that an active trading market for Company's Equity shares will develop or be sustained after this Issue or the price at which our Equity Shares are initially traded will correspond to the prices at which our Equity Shares will trade in the market subsequent to this Issue.

Notes

- Public Issue of 5,221,500 Equity Shares of face value of Rs. 10 each ("Equity Shares") for cash at a price of Rs. [•] per Equity Share aggregating to Rs. [•] million by our Company. The Issue would constitute 24.95% of the fully diluted post issue paid up capital of our Company. The Issue comprises a Net Issue to the public of 4,960,400 Equity Shares at a price of Rs. [•] each and Employee Reservation Portion of up to 261,100 Equity Shares at a price of Rs. [•] each. Our Company is considering a pre-Issue placement of upto 1,400,000 Equity Shares with certain investors ("Pre-Issue Placement"). If our Company decides to issue such shares, it will complete the issuance of such Equity Shares prior to filing of Red Herring Prospectus with RoC. If the Pre-Issue Placement is completed, the Net Issue offered to the public accordingly would be reduced to the extent of such Pre-Issue Placement, subject to a minimum Issue size of 10% of the Post-Issue capital being offered to the public.

- The net worth of our Company as on March 31, 2006 and June 30, 2006 was Rs. 1,339.80 million and Rs. 1,408.36 million, based on audited, restated stand alone financial statements of our Company.

- The net asset value per Equity Share of Rs. 10 each as on March 31, 2006 and June 30, 2006 was Rs. 85.31 and Rs. 89.68 respectively as per restated financial statements of our Company included in this Draft Red Herring Prospectus.

- The average cost of acquisition of Equity Shares (including Bonus Shares) of our Promoters is as follows:

Sr. No.	Name of the Promoter	No. of Equity Shares held	Average cost of acquisition per Equity share (in Rs.)
1.	Mr. Anil Jain	402,000	7.43
2.	Mr. Bharat Vageria	402,000	7.58
3.	Mr. Ragupathy Thyagarajan	402,000	5.57
4.	Mr. Naveen Jain	402,000	7.53
5.	Vishwalaxmi Trading and Finance Pvt. Ltd.	4,167,500	14.32
6.	Time Securities Services Pvt. Ltd.	4,245,350	21.70
7.	Time Exports Pvt. Ltd.	2,709,300	8.35

- Our Company was incorporated on December 20, 1989 as Time Packaging Private Limited under the Companies Act. The name of our Company was changed to Time Packaging Limited. Further the name of our Company has been changed to Time Technoplast Limited.

- Except as disclosed in the section titled "Capital Structure" beginning on page 15 of this Draft Red Herring Prospectus, we have not issued any shares for consideration other than cash.

- None of our Promoters, our Directors and our Key Managerial Employees have any interest in the Company except to the extent of remuneration and reimbursement of expenses and to the extent of the Equity Shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as directors, member, partner and/or trustee and to the extent of the benefits arising out of such shareholding and the stock option granted pursuant to the ESOP Scheme. See sections titled as "Capital Structure", "Our Management" and "Our Promoters and their Background" and "Group companies" on page 15,98, 109 and 146 respectively.

- Refer to the notes to our financial statements relating to related party transactions in the section titled "Financial Statements" beginning on page 116 of this Draft Red Herring Prospectus for related party transactions.

- Investors are advised to see the section titled "Basis for Issue Price" beginning on page 39 of this Draft Red Herring Prospectus.

- Trading in Equity Shares of our Company for all the investors shall be in dematerialized form only.

- Any clarification or information relating to the Issue shall be made available by the BRLMs and our Company to the investors at large and no selective or additional information would be available for a section of investors in any manner whatsoever. Investors may contact the BRLMs and the Syndicate Members for any complaints/queries pertaining to the Issue.

- Investors may note that in case of oversubscription in the Issue, allotment shall be on proportionate basis to Qualified Institutional Buyers, Retail Individual Bidders and Non-Institutional Bidders in consultation with the Designated Stock Exchange.

- Under subscription, if any, in the Non-Institutional Portion and Retail Individual Portion would be met with spill over from other categories at the sole discretion of our Company in consultation with the BRLMs. If at least 60% of the Issue cannot be allotted to QIB Bidders, then the entire application money will be refunded. However, if the aggregate demand by Mutual Funds is less than 148,812 Equity Shares, the balance Equity Shares available for allocation in the Mutual Funds Portion will be added to the QIB Portion and be allocated proportionately to the QIB Bidders.

- In terms of Rule 19 (2) (b) of the SCRR, this being an issue for less than 25% of the post-Issue equity share capital, the Issue is being made through the 100% Book Building Process wherein at least 60% of the Net Issue shall be allocated on a proportionate basis to QIB Bidders out of which 5% of the QIB Portion shall be available for allocation on a proportionate basis to the Mutual Funds only and the remainder of the QIB portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. If at least 60% of the Issue cannot be allotted to QIBs, then the entire application money will be refunded forthwith. Further, up to 10% of the Net Issue will be available for allocation on a proportionate basis to Non- Institutional Bidders and up to 30% of the Net Issue will be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid bids being received at or above the Issue Price. Further upto 261,100 shares shall be available for allocation on a proportionate basis to Eligible Employees, subject to valid Bids being received at or above the Issue Price. Our Company is considering a pre-Issue placement of upto 1,400,000 Equity Shares with certain investors ("Pre-Issue Placement"). If our Company decides to issue such shares, it will complete the issuance of such Equity Shares prior to filing of Red Herring Prospectus with RoC. If the Pre-Issue Placement is completed, the Net Issue offered to the public accordingly would be reduced to the extent of such Pre-Issue Placement, subject to a minimum Issue size of 10% of the Post-Issue capital being offered to the public.

SECTION III - INTRODUCTION

SUMMARY

This is only a summary and does not contain all information that you should consider before investing in our Equity Shares. You should read the entire Draft Red Herring Prospectus, including the information on "Risk Factors" and our "Financial Statements" and related notes beginning on page ix and page 116 of this Draft Red Herring Prospectus, before deciding to invest in our Equity Shares.

We are engaged in manufacture and sale of technology based polymer products serving growing sectors of Indian economy viz., Industrial and Consumer Packaging Solutions, Lifestyle Products, Auto Components, Healthcare Products and Construction and Infrastructure related products.

We started our operations in 1991 as a SSI unit in single product segment Industrial Packaging with technology partner Mauser, Germany joining in 1993. We had a vision to grow and establish as one of the leading polymer product company. In the years that followed, we set up our production facilities at six different locations and thus established a national presence.

We merged our group companies Shalimar Packaging Private Limited and Oxford Moulding Private Limited catering to Lifestyle Products and Healthcare Products. We believe this merger will bring in further efficiency in the operation by integration of all polymer based businesses and create a diversified product portfolio and create consolidated technology platform for all our products. We manufacture products under three designs & three patents of which one patent application is pending grant before patent authorities.

To further consolidate our market share and to serve user industry more efficiently and cost effectively in the Industrial Packaging, we acquired 75% stake in our competitor TPL Plastech Limited formerly known as Tainwala Polycontainers Ltd., a company listed on Bombay Stock Exchange.

We have over the years developed a nationwide marketing and distribution infrastructure for sale and distribution of our products to institutional and retail customers. Our product portfolio has several products sold under brands recognised by our institutional and retail customers.

Brand	**Business Segment**
'Time Mauser'	Packaging Product – Drums / Containers,
'Conipails',	Packaging – Pails
'Ecopet',	Packaging – PET Sheet
'Meadowz'	Lifestyle – Turf,
'DuroTurf' , 'Duro Soft'	Lifestyle – Entrance Mattings
'Regal',	Lifestyle – Garden Furniture
'3S'	Auto Components – Anti Spray Device
'Genex'	Healthcare – Medical Devices.

We are now setting up projects overseas to replicate our business model. A 100% subsidiary Elan Incorporated FZE in Sharjah Airport Free Trade Zone – U.A.E. for production of Packaging products and Life Style products (Garden Furniture) and a 100% subsidiary Novo Tech Sp Z O.O. in Kostryzn Slubice Special Economic Zone, Poland for manufacturing Auto Components (Anti Spray Device) and Life Style Products (Mattings and Turfs).

Our technology partner Mauser in industrial packaging joined hands with us to form a joint venture in 2004 under the name of Time Mauser Industries Pvt. Ltd. (TMIPL) in India where Mauser Group holds 51% and we hold 49 % for manufacture of Intermediate Bulk Containers (IBC) of 1000 ltr capacity. We are now setting up manufacturing facility for high quality Mild Steel drums of 200 ltr capacity in the same joint venture company. Our understanding with Mauser is now extended to set up and acquire businesses in the Asian Region. Our promoter company "Time Securities Services Pvt. Ltd"(TSSPL) and Mauser Holding, Netherelands B.V. formed a joint venture company styled as Mauser Holding Asia Pte. Ltd. Singapore (MHA). MHA has acquired 91.88% of Pack Delta Public Company Limited (PDPL) an existing industrial packaging company based at Bangkok, Thailand. PDPL is listed on Market For Alternative Investments.

Competitive Strengths

We believe that our strength lies in our product portfolio which are innovative and cater to growing segments of Indian economy with growth potential allowing us to improve and maintain our presence in the markets in which we are well established. On the consolidated technology platform, it allows us to develop and produce such products cost efficiently and support them through strong marketing and distribution network, thus improving profitability and financial strength.

Our polymer focus

Our focus on polymer products and processes enabled us to develop new products aimed at growth sectors. Our focus on polymers has given us opportunity to expand our technology platform and the product portfolio. In this process we have been able to build economy of scales and the cost efficiencies that come along with it.

We believe that we are well positioned to avail of new growth opportunities in polymers products, with polymer finding more and more use in new applications and value added products.

Diversified product portfolio

Over the years we have developed and rolled out a broad range of products. Our product portfolio comprises of industrial and consumer packaging solutions, lifestyle products, automotive components, healthcare products and construction related products. We believe that our broad range of products allows our customers to source most of their product requirement from a single vendor and enables us to expand our business from existing customers, as well as address a larger base of potential new customers.

National Presence

Over the years, we have made investments in our processes, infrastructure and systems to become a national player. We have manufacturing facility spread over six strategic locations and eleven regional/ area marketing office to with ability to offer our product range across the country. We believe that our multi-location operations allow us to leverage the competitive advantages of just-in-time delivery to our institutional customers and requisite logistic capabilities to feed distribution and dealer network efficiently and cost effectively.

Recognised brands

In each of our major business segments, we have been able to build recognized brands for our products : Time Mauser for packaging products, Ecopet for PET sheets, Meadowz for Turf, DuroTurf & Durosoft for mattings, Regal for garden furniture, 3S for Anti Spray Devices (Automotive component) and Genex for healthcare products. We believe that our brands command respect and credibility and offer us competitive advantages when we bring in new products or enter new markets.

Consolidated technology platform

While remaining focused on products made out of polymers, we have built a consolidated technology platform of three technologies in polymer processing viz blow moulding, injection moulding and extrusion. Our knowledge of these technologies enables us in developing innovative products and produces them at in cost efficient manner.

Strong Marketing & Distribution Network

We have developed our marketing and distribution network to reach our institutional clients and retail consumers. We have qualified and trained team of Marketing & Sales professionals servicing over 500 institutional clients and our distribution / dealer network spread over 345 cities and towns. Our established marketing and distribution network enables us in in launching new products within a short time at less cost.

Our sourcing ability

Polymers comprise the major part of our product costs and polymers experience volatility in pricing. We believe we are one of the leading users of polymers as input and have built relationships with polymer suppliers in India and overseas. Over the years we have developed good understanding of polymer price and market trends. Our size of operation and experience in polymer business enables us in sourcing our inputs at appropriate times and at competitive prices.

Research & Development Capabilities

Our emphasis on research and development has enabled us to evolve our own process technologies and products. We believe that continued focus on R&D will enable us to further develop new processes and products, re-engineer and improve existing products and possibly enter into new lines of business. Also, while developing our own process technologies and products we may be able to emphasise on cost advantages.

Customers confidence

We focus on maintaining and establishing long-term relationships with our customers. Our customers include some of the India's leading players in the chemical industry and the automotive industry. We believe that we have an ability to address the varied and expanding requirements of our customers over long periods. This also has in the past resulted in us introducing new products and thereby obtaining additional business from existing customers and also marketing such products to other potential customers and consequently expanding in new markets.

Professional Promoters and management

Our Promoters are qualified professionals with almost two decades of experience in the polymer process and products. Emphasis on systems, rather than individuals has enabled us to build capabilities to operate at different locations. Empowerment of management by delegation of authority have in the past assisted in meeting management expectations and have helped the Company in building a large team of qualified professionals with multi tasking abilities. We believe that our qualified and experienced management and technical teams have contributed to growth of our operations and the development of in-house processes and new products.

Our Strategy

We believe in increasing our focus on the Indian market while expanding our presence in international markets. While we will endeavour to expand our capacities and capabilities in our existing businesses, we will also endeavour to grow our business through strategic acquisitions and alliances on merit. We do believe that our technology platform and ability to innovate newer products and processes would continuously provide us opportunities to grow in India and overseas.

Strategic focus on Indian market

We believe the Indian market would continue to provide opportunities to grow and expand and the segments that we service have potential and appetite to accept and absorb new products falling within our area of competence. We believe that the existing network and distribution chain across India would provide us with an opportunity to market and distribute innovative products to the users.

Technology based innovative products

Encouraged by our past performance, we believe that remaining focused on technology based innovative products would be a productive strategy to adopt. We will endeavour to absorb and assimilate technologies available and adapt them to bring products which may have utility in the Indian environment. We also believe that where there are no existing markets for certain products, markets for such products may be developed. We also aim to emphasis on our own internal R&D initiative which we believe would help us develop products where time tested technologies and products are not readily available.

End to end capabilities

We do believe that, on one hand, we have the capabilities to design, develop and innovate products and processes made out of polymers and on the other we have marketing and distribution networks to convert such products into successful businesses. To translate concepts into products, we are focusing on machine building programme to enable us shorten the product development period and reduce development cost.

Presence in international growth markets

We will endeavour to launch our products in overseas growth markets as and when the products are time tested and matured. Our initiative for setting up subsidiaries in UAE and Poland and initiative to participate in a joint venture in Thailand may assist in meeting this object. We consider Asia and Africa as potential international markets that may provide such growth opportunities.

Growing business through strategic acquisitions and alliances

We intend to evaluate from time to time potential acquisition targets and alliance partners that offer opportunity to grow our businesses and expand our capabilities. Guided by this principle, we have recently completed the acquisition of our nearest competitor in packaging space in India (namely TPL) and have forged alliances with our technology partner Mauser.

Integrating manufacturing facilities

Recent merger gives us opportunity to integrate our production facilities to bring operating efficiency and unlock unutilized production capacities.We belive that it will help us utilize our resources more productively and reduce manufacturing costs and overheads.

Expanding product portfolio

We will endeavour to expand our product portfolio to encompass newer technology based products. For each of our verticals, we have identified products aimed at existing users through our present distribution channel. We will also endeavour continuously upgrade our product portfolio to include such products which may have business potential.

Our user base and continuous interface with it would help us launch specific products to suit users' requirement.

THE ISSUE

Equity Shares Offered

Issue	*5,221,500 Equity Shares, constituting 24.95% of the post Issue paid up Capital of our Company
Of which	
(I) Net Issue of	*4,960,400 out of which
(a) Qualified Institutional Buyers Portion	At least *2,976,240 Equity Shares, constituting 60% of the Net Issue to the Public of which 5% of the QIB Portion or *148,812 Equity Shares (assuming the QIB Portion is 60% of the Net Issue) shall be available for allocation on a proportionate basis to Mutual Funds only (Mutual Funds Portion), and *2,827500 Equity Shares (assuming the QIB Portion is 60% of the Issue) shall be available for allocation to all QIBs, including Mutual Funds.
(b) Non Institutional Portion	Upto *496,040 Equity Shares, constituting 10% of the Net Issue available for allocation on proportionate basis.
(c) Retail portion	Upto *1,488,120 Equity Shares, constituting 30% of the Net Issue available for allocation on proportionate basis.
(II) Employees Reservation Portion	Upto *261,100 available for allocation on a proportionate basis to Eligible Employees
Equity shares Outstanding prior to the Issue	15,705,000 Equity Shares
Equity shares outstanding after the Issue**	20,926,500 Equity Shares
Objects of the Issue	Please refer to the section titled "Objects of the Issue" on page 24 of this Draft Red Herring Prospectus

*Our Company is considering a pre-Issue placement of upto 1,400,000 Equity Shares with certain investors ("Pre-Issue Placement"). If our Company decides to issue such shares, it will complete the issuance of such Equity Shares prior to filing of Red Herring Prospectus with RoC. If the Pre-Issue Placement is completed, the Net Issue offered to the public accordingly would be reduced to the extent of such Pre-Issue Placement, subject to a minimum Issue size of 10% of the Post-Issue capital being offered to the public.

.** *Subject to valid Bids being received at or above the Issue Price. Under subscription, if any, in the Non-Institutional Portion and Retail Individual Portion and Employee Reservation Portion would be met with spill over from other categories at the sole discretion of our Company in consultation with the BRLMs. If at least 60% of the Net Issue cannot be allotted to QIB Bidders, then the entire application money will be refunded. However, if the aggregate demand by Mutual Funds is less than 148,812 Equity Shares (QIB Portion is 60% of the Net Issue , i.e.2, 976,300 Equity Shares), the balance Equity Shares available for allocation in the Mutual Funds Portion will be added to the QIB Portion and be allocated proportionately to the QIB Bidders.*

SELECTED FINANCIAL AND OPERATING DATA OF OUR COMPANY

SUMMARY STATEMENT OF ASSETS AND LIABLITIES

(Rs. In Million)

As At	30.6.2006	31.03.2006	31.03.2005	31.03.2004	31.03.2003	31.03.2002
A) Fixed Assets						
Gross Block	1,761.50	1,557.19	1,100.80	994.88	940.19	843.00
Less: Depreciation	745.48	713.82	504.10	427.24	355.13	289.02
Net Block	**1,016.02**	**843.38**	**596.70**	**567.64**	**585.06**	**553.98**
Capital Work-in-progress	238.90	333.88	60.88	67.63	60.39	35.38
Total	**1,254.92**	**1,177.25**	**657.58**	**635.27**	**645.45**	**589.36**
B) Investments	**62.29**	**41.19**	**34.30**	**34.30**	**-**	**0.54**
C) Current Assets, Loans and Advances						
Inventories	745.70	732.64	459.83	411.62	403.30	369.01
Sundry Debtors	762.44	709.06	427.16	392.35	356.01	321.11
Cash and Bank Balances	320.73	382.11	50.10	39.27	41.80	44.17
Loans and Advances	168.34	120.16	77.31	59.79	60.52	79.50
Total	**1,997.21**	**1,943.97**	**1,014.40**	**903.03**	**861.63**	**813.78**
D) Liabilities and Provisions						
Secured Loans	1,096.53	1,014.81	647.27	648.49	645.06	625.36
Unsecured Loans	434.69	433.75	28.09	22.26	17.42	13.79
Current Liabilities	223.87	234.74	132.29	99.40	110.61	81.42
Provisions	55.06	45.80	36.88	20.49	24.34	23.44
Total	**1,810.15**	**1,729.11**	**844.52**	**790.65**	**797.44**	**744.01**
E) Deferred Tax Liability	**(95.93)**	**(93.52)**	**(67.65)**	**(58.56)**	**(43.56)**	**-**
F) Net Worth (A+B+C-D-E)	**1,408.36**	**1,339.80**	**794.11**	**723.39**	**666.09**	**659.67**
Net Worth Represented by						
G) Share Capital	78.53	78.53	58.62	58.62	58.62	58.62
H) Reserves & Surplus	1,333.16	1,265.28	743.38	677.67	625.46	619.78
I) Misc. Expenditure not Yet written off	(3.33)	(4.01)	(7.89)	(12.90)	(17.99)	(18.73)
K) Net Worth (G+H-I)	**1,408.36**	**1,339.80**	**794.11**	**723.39**	**666.09**	**659.67**

Note: The above statement should be read with the notes on adjustments and significant accounting policies & notes to accounts for restated statements as appearing in Annexure III to the report.

SUMMARY STATEMENT OF PROFIT AND LOSS ACCOUNT

(Rs. In Million)

Year Ended Period	30.6.2006 Q1	31.03.2006	31.03.2005	31.03.2004	31.03.2003	31.03.2002
Income						
Sales less Returns	864.64	3045.63	1667.89	1421.27	1241.49	1122.27
Less : Excise Duty	117.00	421.97	211.87	177.19	153.51	135.70
Net Sales	747.64	2623.66	1456.03	1244.08	1087.99	986.58
Other Income	2.63	4.59	2.71	0.00	0.00	1.75
Total Income (A)	750.27	2628.24	1458.74	1244.08	1087.99	988.33
Expenditure						
Material Cost	483.26	1693.92	976.77	805.69	685.40	613.97
Manufacturing & Other Expenses	88.66	329.05	177.37	167.64	155.80	133.91
Salaries & wages	20.45	68.57	35.71	35.23	26.60	25.62
Finance Cost	31.45	110.78	82.35	84.88	79.76	79.37
Provision for payment of Sales tax Deferred Liability & Sales Tax	7.62	26.83	8.28	6.63	6.05	5.00
Depreciation	31.66	101.04	76.86	72.11	66.23	63.90
Total Expenditure (B)	663.10	2330.19	1357.34	1172.18	1019.84	921.78
Net profit before tax	87.17	298.05	101.40	71.90	68.15	66.55
Provision for Taxation						
Current Tax	(11.50)	(41.50)	(12.50)	(5.50)	(5.30)	(5.00)
Deferred Tax	(2.41)	(10.06)	(9.09)	(15.00)	(21.14)	0.00
Fringe Benefit Tax	(0.30)	(1.25)	0.00	0.00	0.00	0.00
Net Profit after tax but before Prior Period Items	72.96	245.25	79.81	51.40	41.70	61.55
Income Tax for Earlier Years	0.00	(0.14)	(0.77)	(2.06)	(0.30)	0.25
Accumulated Deferred Tax Liability	0.00	0.00	0.00	0.00	22.42	0.00
Amalgamation Profit	0.00	207.39	0.00	0.00	0.00	0.00
Net Profit as per Audited Statement Of Accounts	72.96	452.50	79.04	49.34	18.99	61.80
Profit C/D from last Year	1071.57	667.25	609.18	566.46	556.42	500.48
Provision for Gratuity	0.00	0.00	0.00	0.00	(2.34)	0.00
Transfer to General Reserve	0.00	(24.60)	(7.61)	0.00	0.00	0.00
Proposed Dividend	0.00	(20.68)	(11.72)	(5.86)	(5.86)	(5.86)
Tax On Dividend	0.00	(2.90)	(1.65)	(0.75)	(0.75)	0.00
	1144.53	1071.57	667.25	609.18	566.46	556.42

Note: The above statement should be read with the notes on adjustments and significant accounting policies & notes to accounts for restated statements as appearing in Annexure III to the report.

ADJUSTED PROFIT AND LOSS ACCOUNT

(Rs. In Million)

Year Ended Period	30.6.2006 Q1	31.03.2006	31.03.2005	31.03.2004	31.03.2003	31.03.2002
Net Profit / (Loss) before adjustments As per audited accounts as above)	72.96	245.11	79.04	49.34	41.41	61.80
Adjustment for :						
a) Impact of Auditor's Qualification Inventory valuation	-	7.52	1.94	(0.24)	(9.23)	-
b) Impact of changes in Accounting Policies Gratuity Provision	-	-	-	-	0.46	(0.46)
c) Income Tax for earlier years	-	0.14	0.77	2.06	0.30	(3.27)
Total Impact of Adjustments	-	7.66	2.71	1.82	(8.47)	(3.73)
Current Tax Impact of Adjustment on (a), (b) & (c) above	-	2.58	0.99	0.14	(0.67)	(0.29)
Total Adjustments after Tax Impact	-	5.08	1.72	1.68	(7.80)	(3.44)
Adjusted Net Profit / (Loss) for the year	72.96	250.19	80.76	51.02	33.61	58.36

Note: The above statement should be read with the notes on adjustments and significant accounting policies & notes to accounts for restated statements as appearing in Annexure III to the report.

GENERAL INFORMATION

Registered Office of our Company:

The Registered Office of our Company was shifted from the State of Maharashtra to Union Territory of Daman with effect from June 09, 2003.

Registered Office

213, Sabari Kachigam,
Daman (U.T.) – 396210.
India
Tel: +91-260 – 2240156;
Fax : +91-260-2240256

Corporate Office

102, Todi Complex,
35, Saki Vihar Road,
Andheri (East)
Mumbai 400072
Tel: +91-22-2857 0302
Fax: 91-22-2857 5672
Website: www.timetechnoplast .com

Address of the RoC

Our Company is registered under the Corporate Identity No. U27203DD1989PLC003240, at the office of the Registrar of Companies, Goa, Daman & Diu, Company Law Bhawan, EDC Complex, Plot No. 21, Patto, Panaji, Goa – 403 001. Tel./Fax No.: +91 832 2438 617/ 2438 618

Board of Directors:

Sr. No.	Name of the Director	Designation
1.	Mr. K. N. Venkatasubramanian	Chairman – Independent
2.	Mr. Anil Jain	Managing Director
3.	Mr. Bharat Vageria	Whole-time Director
4.	Mr. Ragupathy Thyagarajan	Whole-time Director
5.	Mr. Naveen Jain	Whole-time Director
6.	Mr. Sanjaya Kulkarni	Independent Director
7.	Mr. Mahinder Kumar Wadhwa	Independent Director

For further details of our Chairman, Managing Director and other Directors, see the section titled "Our Management" beginning on page 98 of this Draft Red Herring Prospectus.

Company Secretary & Chief of Legal and Compliance Officer:

Mr. K. Venkataraman
Company Secretary and Chief of Legal
102, Todi Complex, 35, Saki Vihar Road,
Andheri (East), Mumbai 400 072
Tel No: +91 22 2803 9999
Fax: +91 22 2857 5672
E Mail: investors@timemauser.com

Investors can contact the Compliance Officer in case of any pre-Issue or post-Issue related problems such as non-receipt of the letters of allotment, credit of allotted shares in the respective beneficiary account or refund orders etc.

Book Running Lead Managers:

IL&FS Investsmart Limited
The IL&FS Financial Centre,
Plot No. C-22, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai 400051.
Tel: +91-22-2653 3333
Fax +91-22-5693 1862
Email ID: time.ipo@investsmartindia.com
Website: www.investsmartindia.com
Contact Person: Mr. Bhavin Ranawat

Enam Financial Consultants Private Limited
801, Dalamal Tower
Nariman Point,
Mumbai 400 021.
Tel: +91 22 6638 1800
Fax: +91 22 2284 6824
Email ID:timeipo@enam.com
Website:www.enam.com
Contact Person: Mr. Pranav Mahajani

Legal Advisors to the Issue

Wadia Ghandy & Co.
N. M. Wadia Buildings,
123, Mahatma Gandhi Road,
Mumbai - 400 001.
Tel : +91 22 2267 0669
Fax: +91 22 2267 6784
Email Id: contact@wadiaghandy.com

Syndicate Members

Enam Securities Private Limited
2nd Floor, Khatau Building,
44, Bank Street,
Off Shahid Bhagat Singh Road, Fort,
Mumbai – 400 001
Tel.: 91-22-2267 7901
Fax.: 91-22-2266 5613
Email: timeipo@enam.com
Website: www.enam.com
Contact Person: Mr. M. Natarajan

Registrar to the Issue:

Intime Spectrum Registry Limited
C-13, Pannalal Silk Mills Compound,
L. B. S. Marg, Bhandup (W),
Mumbai – 400 078.
Tel: +91-22-2596 0320
Fax: +91-22-2596 0329
Email: timetechno.ipo@intimespectrum.com
Website: www.intimespectrum.com
Contact Person: Mr. Salim Shaikh

Statutory Auditors to the Company:

M/s. Raman S. Shah & Co.
Chartered Accountants
102, Indra Darshan, A wing,
Borivali (West),
Mumbai – 400 092.
Telephone: +91-22-2833 7792
Fax: +91-22-28338854
Email id: ramansshah@gmail.com
Contact Person: Mr. Raman Shah

Bankers to our Company

Bank of Baroda
Chakala Branch, Sattam Industrial Estate,
Cardinal Gracious Road,
Andheri (East), Mumbai 400099.
Tel: +91 22 2835 3472
Fax: +91 22 2821 3379
Email Id: chakal@bankofbaroda.com

State Bank of Saurashtra
Vardhman, JVPD Scheme, Vaikunthlal Mehta Road, Vile Parle (East),
Mumbai 400 056.
Tel: +91 22 2611 4033
Fax: +91 22 2612 3252
Email Id:.Not Available

UTI Bank Limited
Royal Accord IV, Lokandwala Complex,
Mumbai- 400 053
Tel: +91 22 2635 9716
Fax: +91 22 2632 8008
Email Id: vinod.khandelwal@utibank.co.in

ING Vysya Bank Limited
Poonam Chambers, A Wing, Ground Floor,
Dr. A. B. Road, Worli,
Mumbai 400018.
Tel: +91 22 5666 5437
Fax: +91 22 5666 6446
Email Id: aminp@ingvysyabank.com
henam@ingvysyabank.com

ABN Amro Bank. N. V.
71-72, Sakhar Bhavan, 7th floor,
Nariman Point,
Mumbai 400 021
Tel: +91 22 5637 2506
Fax: +91 22 5637 2519
Email Id: srikanth.viswatmula@in.abnamro.com
Saurabh.bhatiani@in.abnamro.com

Advisor to the Company:

IndusInd Bank Limited
Merchant Banking Division
Hinduja House,
171, Dr. Annie Besant Road, Worli,
Mumbai 400 018.
Tel: +91 22 2496 0707,
Fax: +91 22 2497 4208
E-mail: kuntal.goel@indusind.com
Contact Person: Mr. Kuntal Goel

Banker(s) to the Issue and Escrow Collection Bank(s):

[•]

Statement of Inter-se Allocation of Responsibilities for the Issue

The following table sets forth the distribution of responsibility and coordination for various activities by the BRLMs:

Sr. No.	ACTIVITIES	RESPONSIBILITY	CO-ORDINATOR
1.	Capital structuring with the relative components and formalities such as type of instruments, etc.	IIL	IIL
2.	Due diligence of the Company's operations / management / business plans/legal etc.	IIL	IIL
3.	Drafting & Design of Red Herring Prospectus and of statutory advertisement including memorandum containing salient features of the Prospectus. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, Registrar of Companies and SEBI.	IIL	IIL
4.	Selection of various agencies connected with the Issue including Registrar, Printers, Advertising Agency, Bankers to the Issue etc.	IIL, Enam	IIL
5.	Company positioning and pre-marketing exercise, finalize media & public relation strategy, drafting and approval of all publicity material other than statutory advertisement as mentioned in (3) above including corporate advertisement, brochure, etc.	Enam, IIL	Enam
6.	Qualified Institutional Buyers (QIBs) Category: Finalising the list and division of investors for one-to-one meetings, Co-ordinating institutional investor meetings, institutional allocation and finalizing price band.	Enam, IIL	Enam
7.	Non Institutional and Retail Marketing of the Issue, which will cover inter alia: • Formulating marketing strategy • Preparation of publicity budget • Finalise Media and Public Relation strategy	IIL, Enam	IIL

Sr. No.	ACTIVITIES	RESPONSIBILITY	CO-ORDINATOR
	• Finalising centers for holding conferences for brokers, press, etc. • Follow-up on distribution of publicity and issue material including Bid cum application form, prospectus and deciding on the quantum of the issue material		
9.	Managing the Book and interaction & co-ordination with Stock Exchanges for book-building software, bidding terminals and mock trading	IIL, Enam	IIL
10.	Finalisation of Price, in consultation with our Company	IIL, Enam	IIL
11.	Finalisation of Prospectus and RoC Filing etc.	IIL	IIL
12.	The post bidding activities including, management of escrow accounts, co-ordinate non-institutional allocation, intimation of allocation, dispatch of refund orders to Bidders etc.	Enam, IIL	Enam
13.	The post issue activities for the Issue will involve essential follow up steps, which include the finalisation of basis of allotment / weeding out of multiple applications, listing of Equity Shares and dispatch of allotment advice and refund orders, co-ordination with the various agencies connected with the work such as the Registrars to the Issue, Bankers to the Issue and the bank handling refund business.	Enam, IIL	Enam

Credit Rating
As this is an Issue of Equity Shares, credit rating is not required.

Grading
We have not opted for the grading of this Issue.

Trustees
As this is an Issue of Equity Shares, the appointment of trustees is not required.

Monitoring Agency

There is no requirement for a monitoring agency in terms of Clause 8.17 of the SEBI DIP Guidelines as the issue size is less than Rs. 5000 million. The Audit Committee appointed by our Board of Directors will monitor the utilization of the Issue proceeds.

Book Building Process

Book Building Process refers to the process of collection of Bids, on the basis of the Red Herring Prospectus within the Price Band. The Issue Price is fixed after the Bid/ Issue Closing Date.

The principal parties involved in the Book Building Process are:

1. The Company;
2. Book Running Lead Managers;
3. Syndicate Members who are intermediaries registered with SEBI or registered as brokers with BSE/NSE and eligible to act as underwriters. Syndicate Members are appointed by the BRLMs;
4. Escrow Collection Banks; and
5. Registrar to the Issue.

In terms of Rule 19 (2)(b) of the SCRR, this being an Issue for less than 25% of the post–Issue capital, the Issue is being made through the 100% Book Building Process wherein at least 60 % of the Net Issue will be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs"), out of which 5% shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder shall be available for allocation on a proportionate basis to QIBs and Mutual Funds, subject to valid bids being received from them at or above the Issue Price. If at least 60% of the Net Issue cannot be allocated to QIBs, then the entire application money will be refunded forthwith. Further, up to 10% of the Net Issue will be available for allocation on a proportionate basis to Non- Institutional Bidders and up to 30% of the Net Issue will be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid bids being received at or above the Issue Price. Further, up to 261,100 Equity Shares shall be available for allocation on a proportionate basis to the Eligible Employees, subject to valid Bids being received at or above the Issue Price.

Our Company is considering a pre-Issue placement of upto 1,400,000 Equity Shares with certain investors ("Pre-Issue Placement"). If our Company decides to issue such shares, it will complete the issuance of such Equity Shares prior to filing of Red Herring Prospectus with RoC. If the Pre-Issue Placement is completed, the Net Issue offered to the public accordingly would be reduced to the extent of such Pre-Issue Placement, subject to a minimum Issue size of 10% of the Post-Issue capital being offered to the public.

QIBs are not allowed to withdraw their Bid(s) after the Bid/Issue Closing Date. For further details please refer to the section titled "Terms of the Issue" on page 218 of this Draft Red Herring Prospectus.

Our Company shall comply with guidelines issued by SEBI for this Issue. In this regard, our Company has appointed IL&FS Investsmart Limited and Enam Financial Consultants Private Limited, as the BRLMs to manage the Issue and to procure subscription to the Issue.

While the process of Book Building under the SEBI Guidelines is not new, investors are advised to make their own judgment about investment through this process prior to making a Bid or Application in the Issue.

Illustration of Book Building and Price Discovery Process *(Investors may note that this illustration is solely for the purpose of easy understanding and is not specific to the Issue)*

Bidders can bid at any price within the price band. For instance, assuming a price band of Rs. 40 to Rs. 48 per share, issue size of 6,000 equity shares and receipt of nine bids from bidders, details of which are shown in the table below. A graphical representation of the consolidated demand and price would be made available at the website of the BSE (www.bseindia.com) and NSE (www.nseindia.com). The illustrative table as shown below shows the demand for the shares of the company at various prices and is collated from bids from various investors.

Number of equity shares bid for	Bid Price (Rs.)	Cumulative equity shares bid	Subscription
500	48	500	8.33%
700	47	1,200	20.00%
1,000	46	2,200	36.67%
400	45	2,600	43.33%
500	44	3,100	51.67%
200	43	3,300	55.00%
2,800	42	6,100	101.67%
800	41	6,900	115.00%
1,200	40	8,100	135.00%

The price discovery is a function of demand at various prices. The highest price at which the issuer is able to issue the desired quantum of shares is the price at which the book cuts off i.e. Rs. 42 in the above example. The issuer, in consultation with the BRLM will finalise the issue price at or below such cut off price i.e. at or below Rs. 42. All bids at or above this issue price and cut-off bids are valid bids and are considered for allocation in respective category.

Steps to be taken for bidding:

1. Check eligibility for making a Bid (see section titled "Issue Procedure - Who Can Bid" on page 220 of this Draft Red Herring Prospectus);
2. Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form.
3. If your Bid is for Rs.50,000 or more, ensure that you have mentioned your PAN and attached copies of your PAN cards or PAN allotment letter to the Bid cum Application Form (see section titled "Issue Procedure —'PAN' on page 242 of this Draft Red Herring Prospectus).
4. Ensure that the Bid cum Application Form is duly completed as per instructions given in the Red Herring Prospectus and in the Bid cum Application Form.

Withdrawal of the Issue

Our Company in consultation with the BRLMs, reserves the right not to proceed with the Issue any time after the Bid/Issue Opening Date without assigning any reason therefore.

Bid/Issue Programme

Bidding Period/Issue Period

BID/ISSUE OPENS ON	[•]
BID/ISSUE CLOSES ON	[•]

Bids and any revision in Bids shall be accepted **only between 10 a.m. and 3 p.m**. (Indian Standard Time) during the Bidding Period as mentioned above at the bidding centres mentioned on the Bid cum Application Form and uploaded till such time as permitted by the NSE and the BSE on the Bid/Issue Closing Date.

The Company reserves the right to revise the Price Band during the Bidding Period in accordance with SEBI Guidelines. The cap on the Price Band should not be more than 20% of the floor of the Price Band. Subject to compliance with the immediately preceding sentence, the floor of the Price Band can move up or down to the extent of 20% of the floor of the price band advertised at least one day prior to the Bid/Issue Opening Date.

In case of revision in the Price Band, the Bidding/ Issue Period will be extended for three additional working days after revision of Price Band subject to the Bidding/ Issue Period not exceeding 10 working days. Any revision in the Price Band and the revised Bidding/ Issue Period, if applicable, will be widely disseminated by notification to the NSE and the BSE, by issuing a press release, and also by indicating the change on the web site of the Book Runners and at the terminals of the Syndicate.

Underwriting Agreement

After the determination of the Issue Price and allocation of our Equity Shares but prior to filing of the Prospectus with RoC, our Company will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be issued through this Issue. It is proposed that pursuant to the terms of the Underwriting Agreement, the BRLMs shall be responsible for bringing in the amount devolved in the event that the Syndicate Members do not fulfill their underwriting obligations. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are subject to certain conditions to closing, as specified therein.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(This portion has been intentionally left blank and will be filled in before filing of the Prospectus with RoC)

Name and Address of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (Rs. In million)
IL&FS Investsmart Limited The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051.	[•]	[•]
Enam Financial Consultants Private Limited 801, Dalamal Tower Nariman Point, Mumbai 400 021.	[•]	[•]
Enam Securities Private Limited 2nd Floor, Khatau Building, 44, Bank Street, Off Shaheed Bhagat Singh Road, Fort, Mumbai – 400 001.	[•]	[•]

The above-mentioned amount is indicative and this would be finalized after determination of Issue Price and actual allocation of the Equity Shares. The Underwriting Agreement is dated [•].

In the opinion of our Board of Directors (based on a certificates given to them by BRLMs and the Syndicate Members), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. All the above-mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges. Our IPO Committee at their meeting held on [•] have accepted and entered into the Underwriting Agreement, as mentioned above on behalf of our Company.

Allocation among Underwriters may not necessarily be in proportion to their underwriting commitments. Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors procured by them. In the event of any default, the respective Underwriter in addition to other obligations to be defined in the Underwriting Agreement, will also be required to procure/ subscribe to the extent of the defaulted amount.

CAPITAL STRUCTURE

Our Share Capital as on the date of filing of this Draft Red Herring Prospectus is as follows:

(Rs. in Million)

	Aggregate nominal value	Aggregate value at issue Price
A) Authorised Capital The Authorised Share Capital of the Company is divided as follows:	**275**	
i) 25,000,000 Equity Shares of Rs. 10 each.	250	
ii) 2500000 million Redeemable Preference Shares of Rs. 10 each.	25	
B) Issue Subscribed and Paid up capital prior to the Issue:		
i) 15,705,000 Equity Shares of Rs. 10 each.	157.05	
ii) Redeemable Preference Shares of Rs. 10 each.	Nil	
C) Public Issue in terms of this Draft Red Herring Prospectus#	52.21	[•]
Of which		
(i) Net Issue to Public	49.60	
(ii) Employee Reservation	2.61	
D) Post Issue Paid up Equity Share Capital		
20,926,500 Equity Shares of Rs. 10 each	209.26	[•]
E) Share Premium Account		
Prior to the issue (as on date)	42.48	
After the issue*	[•]	

*The share premium account shall be determined after the Book Building Process

Our Company is considering a pre-Issue placement of upto 1,400,000 Equity Shares with certain investors ("Pre-Issue Placement"). If our Company decides to issue such shares, it will complete the issuance of such Equity Shares prior filing of Red Herring Prospectus with RoC. If the Pre-Issue Placement is completed, the Net Issue offered to the public and Employee Reservation Portion accordingly would be reduced proportionately to the extent of such Pre-Issue Placement, subject to a minimum Issue size of 10% of the Post-Issue capital being offered to the public.

Details of Increase/Changes in Authorised Share Capital

Date	No. of Shares		Face Value (Rs.)		Authorised Capital (Rs.)	Particulars
	Equity	Preference	Equity	Preference		
December 20, 1989	1,000	-	100	-	100,000	On Incorporation
March 01, 1991	15,000	-	100	-	1,500,000	Increase
April 28, 1992	150,000	-	10	-	1,500,000	Sub-Division of Equity Shares from face Value of Rs. 100 each to Rs. 10 each
April 28, 1992	2,000,000	-	10	-	20,000,000	Increase
March 01, 1993	8,000,000	-	10	-	80,000,000	Increase
December 29, 1995	10,000,000	2,500,000	10	10	125,000,000	Increase & Classification
November 30, 2000	20,000,000	2,500,000	5	10	125,000,000	Sub-Division of Equity Shares from face value of Rs. 10 each to Rs. 5 each
November 30, 2000	30,000,000	2,500,000	5	10	175,000,000	Increase
March 31. 2001	15,000,000	2,500,000	10	10	175,000,000	Consolidation of Equity Shares from face value of Rs. 5 each to Rs. 10 each
August 12, 2006	25,000,000	2,500,000	10	10	275,000,000	Increase

Notes to the Capital Structure

1. **Share Capital History of Our Company**

a) Following is the history of the equity share capital of the Company

Date of Allotment	Number of Equity Shares	Issue Price per Equity Share in Rs.	Face Value per Equity Share	Consideration (cash or other than cash)	Remarks	Cumulative number of Equity Shares	Cumulative Share Capital (in Rs)
December 20, 1989.	200	100	100	Cash	Subscription to the Articles and Memorandum of Association	200	20,000
March 30, 1992	14,800	100	100	Cash	Allotment of shares to promoters and others	15,000*	1,500,000
September 30, 1992	400,000	10	10	Cash	Allotment of shares to promoters and others	550,000	5,500,000/-
March 30, 1993	1,450,000	10	10	Cash	Allotment of shares to promoters and others	2,000,000	20,000,000/-
February 28, 1994	384,450	14.50	10	Cash	Allotment of shares to promoters and others	2,384,450	23,844,500
February 28, 1994	700,000	14.50	10	Cash	Private placement	3,084,450/-	30,844,500
March 31, 1994	708,550	14.50	10	Cash	Allotment of shares to promoters and others	3,793,000	37,930,000
March 31, 1994	1,650,000	14.50	10	Cash	Private Placement.	5,443,000	54,430,000
May 15, 1994	219,000	14.50	10	Cash	Private Placement	5,662,000	56,620,000
September 30, 1994	35,000	14.50	10	Cash	Private Placement	5,697,000	56,970,000
November 30, 1994	165,000	14.50	10	Cash	Allotment of shares to NRIs.	5,862,000	58,620,000
July, 19, 2006	1,990,500	N.A.#	10	Other than cash	**Shares were issued under Scheme of Amalgamation	7,852,500	78,525,000
August 29, 2006	7,852,500	NIL	10	Other than cash	Bonus shares issued in the ratio of 1 Equity Share for every 1 Equity Share held.	15,705,000	157,050,000/-

- Equity Shares were issued in the ratio 1 Equity Share of our Company for every 5 equity shares held in OMPL and 1 Equity Shares of our Company for every 4 equity shares held in SPPL

* The 15,000 equity shares of Rs. 100/- each were divided in to 150,000 equity shares of Rs. 10/- each with effect from April 28, 1992.

** For more information on the Scheme of Amalgamation please see the chapter titled "History and Certain Corporate Matters" on page 87 of this Draft Red Herring Prospectus.

2. **The Bonus shares have been issued by way of capitalisation of general reserve**

Date of Allotment of Bonus Shares	Date of Shareholders approval to the Bonus Issue	Ratio of Bonus Issue	No. of Equity Shares issued as Bonus Shares	Face Value of Equity Shares (Rs.)	Amount of Reserves Capitalised (Rs. in Million)
August 29, 2006	August 12, 2006	1:1	7,852,500	10	78.52

3. The details of Equity Shares pledged by Promoters of our Company are as given below:

Sr. No.	Name of Shareholders	Pledged to	Loan Facility Terms	No. of Shares
1	TSSPL VTFPL TEPL	IL&FS	Term Loan of Rs. 400 mn availed by TTL vide sanction letter dated 27/02/2006 as collateral security.	900,000 2,183,750 2,413,000
2	TSSPL	UTI	Term Loan of Rs. 175 mn availed by TSSPL vide sanction letter dated 16/09/2006 as collateral security.	1,200,000
3	VTFPL TEPL	UTI	For Loan facility availed by OMPL (now merged with our Company), vide sanction letter dated 11/07/2006 as collateral security.	60,000 60,000
4	VTFPL	SBI	For Loan facility availed by VTFPL vide sanction letter dated 29/11/2005 as collateral security.	1,000,000
5	TSSPL	SBS	For Loan facility availed by SPPL (now merged with our Company) vide sanction letter dated 01/11/2004 as collateral security.	200,000
6	TSSPL	IDBI	For Term Loan availed by TTL, vide sanction letter dated 14/07/2000 as collateral security.	302,000
		Total		**8,318,750**

4. **Promoters Contribution and Lock in**

(a) Share Capital Locked-In For Three Years:

The equity shares, which are being locked in for three years from the date of allotment, are as follows:

Name of the Promoter	Date of Allotment	Nature of Allotment	No. of Equity Shares locked-in	Face Value (in Rs.)	Issue Price (in Rs.)	% of Post-Issue paid-up capital#
Vishwalaxmi Trading & Finance Pvt. Ltd.	August 29, 2006	Bonus	2,080,000	10	-	9.60%
Time Exports Pvt. Ltd.	August 29, 2006	Bonus	1,353,000	10	-	6.25%
Time Securities Services Pvt. Ltd.	August 29, 2006	Bonus	900,000	10	-	4.15%
Total			4,333,000			20.00%

Assuming that all 737,200 options granted have been exercised

*The equity shares being locked-in for a period of three years from the date of Allotment have been issued for consideration other than cash which have been issued through a bonus issue, which bonus issue is not out of revaluation reserves or reserves without accrual of cash resources.

All equity shares, which are being locked-in, are not ineligible for computation of Promoters' Contribution and lock-in under Clause 4.6 of the SEBI Guidelines.

(b) Share capital locked-in for one year:

In addition to the lock-in of the Promoters' contribution specified above, the entire balance Pre-Issue Equity Share capital of our Company will be locked-in for a period of one year from the date of Allotment of this Issue. The total numbers of Equity Shares, which are locked-in for one year, are 11,372,000 Equity Shares. The Company is considering a pre-Issue placement of upto 1,400,000 Equity Shares with certain investors ("Pre-Issue Placement"). If our Company decides to issue such shares, it will complete the issuance of such Equity Shares prior to filing of Red Herring Prospectus with RoC. If the Pre-Issue Placement is completed such Equity shares shall also be locked in for a period one year from the date of allotment of Equity Shares comprised in this Issue.

(c) Other requirements in respect of lock-in:

In terms of Clause 4.15 of the SEBI Guidelines, the locked-in Equity Shares held by the Promoters can be pledged only with banks or financial institutions as collateral security for loans granted by such banks or financial institutions, provided the pledge of shares is one of the terms of sanction of loan.

In terms of Clause 4.16.1 (a) of the SEBI Guidelines, the Equity Shares held by persons other than Promoters, prior to the Issue may be transferred to any other person holding the Equity Shares which are locked-in as per Clause 4.14 of the SEBI Guidelines, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, as applicable.

Further, in terms of Clause 4.16.1(b) of the SEBI Guidelines, the equity shares held by the Promoter may be transferred to and amongst the Promoter group or to new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, as applicable.

5. **Shareholding Pattern of ourCompany**

The table below represents the shareholding pattern of the Company before the proposed issue and adjusted for this issue* as on December 15, 2006.

Name of Shareholder	Number of Equity shares held prior to the Issue	Pre-Issue percentage of Equity Share Capital (%)	Number of Equity Shares held post Issue	Post-Issue percentage of Equity Share Capital (%)
(A) Promoters				
Mr. Anil Jain	402,000	2.56	402,000	1.92
Mr. Bharat Vageria	402,000	2.56	402,000	1.92
Mr. Raghupathy Thyagarajan	402,000	2.56	402,000	1.92
Mr. Naveen Jain	402,000	2.56	402,000	1.92
Vishwalaxmi Trading & Finance Pvt. Ltd.	4,167,500	26.54	4,167,500	19.91
Time Securities Services Pvt. Ltd.	4,245,350	27.03	4,245,350	20.29
Time Exports Pvt. Ltd.	2,709,300	17.25	2,709,300	12.95
Sub-Total (A)	**12,730,150**	**81.06**	**12,730,150**	**60.83**
(B) Promoter Group				
Time Capital Ltd.	167,500	1.07	167,500	0.80
Arun Jain HUF	57,500	0.37	57,500	0.27
Mr. Arun Jain	50,000	0.32	50,000	0.24
Kalinga Technologies Pvt. Ltd.	32,500	0.21	32,500	0.16
Time Securities & Guarantees Ltd.	17,500	0.11	17,500	0.08
Ms. Sushila Jain	11,250	0.07	11,250	0.05
Sub-Total (B)	**336250**	**2.14**	**336,250**	**1.61**
Total Promoter & Promoter Group (A+B)	**13,066,400**	**83.20**	**13,066,400**	**62.44**
(C) Others	**2,638,600**	**16.80**	2,638,600	12.61
(D) Employees			**261,100#**	**1.25**
(E) Public	**-**	**-**	**4,960,400***	**23.70**
Total (A+B+C+D+E)	**15,705,000**	**100.00**	**20,926,500**	**100.00**

Assuming Employee Reservation Portion is fully subscribed by the Eligible Employees of the Company

* Our Company is considering a pre-Issue placement of upto 1,400,000 Equity Shares with certain investors ("Pre-Issue Placement"). If our Company decides to issue such shares, it will complete the issuance of such Equity Shares prior to filing of Red Herring Prospectus with RoC. If the Pre-Issue Placement is completed, the Net Issue offered to the public accordingly would be reduced to the extent of such Pre-Issue Placement, subject to a minimum Issue size of 10% of the Post-Issue capital being offered to the public.

6. Our Company, our Directors and the BRLMs have not entered into any buy-back and/or standby arrangements for purchase of Equity Shares from any person.

7. **Top Ten Shareholders**

The list of top ten shareholders of our Company and the number of equity shares held by them is as under:

(a) As on the date of filing of this Draft Red Herring Prospectus.

Sr. No.	Name of Shareholders	Number of Equity Shares
1.	Time Securities Services Pvt. Ltd.	4,245,350
2.	Vishwalaxmi Trading & Finance Pvt. Ltd.	4,167,500
3.	Time Exports Pvt. Ltd.	2,709,300
4.	Core International FZC	2,120,000
5.	Mr. Anil Jain	402,000
6.	Mr. Bharat Vageria	402,000
7.	Mr. Raghupathy Thyagarajan.	402,000
8.	Mr. Naveen Jain	402,000
9.	Mr. Tushar Bhuta	170,000
10.	Time Capital Ltd.	167,500

(b) As on ten days prior to the filing of this Draft Red Herring Prospectus:

Sr. No.	Name of Shareholders	Number of Equity Shares
1.	Time Securities Services Pvt. Ltd.	4,245,350
2.	Vishwalaxmi Trading & Finance Pvt. Ltd.	4,167,500
3.	Time Exports Pvt. Ltd.	2,709,300
4.	Core International FZC	2,120,000
5.	Mr. Anil Jain	402,000
6.	Mr. Bharat Vageria	402,000
7.	Mr. Raghupathy Thyagarajan.	402,000
8.	Mr. Naveen Jain	402,000
9.	Mr. Tushar Bhuta	170,000
10.	Time Capital Ltd.	167,500

(c) As on two years before the date of filing this Draft Red Herring Prospectus:

Sr. No.	Name of Shareholders	Number of Equity Shares
1.	Core International FZC	1,060,000
2.	NJI No.(II) Investment Fund (Mauritius) Ltd.	1,000,000
3.	Vishwalaxmi Trading & Finance Pvt. Ltd.	821,000
4.	Time Exports Pvt. Ltd.	661900
5.	Mr. Anil Jain	353350
6.	Shalimar Packaging Pvt. Ltd	325000
7.	Mr. Raghupathy Thyagarajan	272500
8.	Mr. Bharat Vageria	271000
9.	Mr.Naveen Jain	265000
10.	Anil Jain HUF	147500

8. Other than the, issue of bonus shares and issue of equity shares pursuant Scheme of Amalgamation as mentioned in Note 1 of the "Capital Structure", on page 15, our Promoters, Promoter group, our Directors or the Directors of our Promoter Companies have not acquired, purchased or sold any Equity Shares, during a period of six months preceding the date on which this Draft Red Herring Prospectus was filed with SEBI.

9. At least 60% of Equity Shares of the Net Issue shall be available for allocation on a proportionate basis to QIBs, out of which 5% shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder shall be available for allotment on a proportionate basis to QIBs and Mutual Funds, subject to valid bids being received from them at or above the Issue Price. Up to 10% of Equity Shares of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and up to 30% of the Equity Shares of Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid Bids being received at or above the Issue Price. Further upto 261,100 Equity Shares shall be available for allocation on a proportionate basis to Eligible Employees subject to valid Bids being received at or above the Issue Price. Under subscription in the Employee Reservation Portion shall be allowed to be met through oversubscription in the Retail Portion, Non-Institutional Portion and QIB Portion at the

discretion of the Company and the BRLMs Under-subscription, if any, in any category, except the QIB Portion, would be met with spill over from other categories at our sole discretion of our Company in consultation with the BRLMs.

10. A total of 5% of the Issue Size, i.e. up to 261,100 Equity Shares, has been reserved for allocation to the Eligible Employees on a proportionate basis, subject to valid Bids being received at or above the Issue Price. Only Eligible Employees, as defined, would be eligible to apply in this issue under the Employee Reservation Portion. If the aggregate demand in the Employee Reservation Portion is greater than 261100 Equity Shares at or above the Issue Price, allocation shall be made on a proportionate basis. Eligible Employees may bid in the Net Issue to the Public portion as well and such Bids shall not be treated as multiple Bids. Any under subscription in the Equity Shares under the Employee Reservation Portion would be treated as part of the Net Issue.

11. Our Board of Directors has adopted the Time Technoplast Employee Stock Option Plan 2006, which is in accordance with the SEBI ESOP Guidelines, vide a Board Resolution dated November 08, 2006, pursuant to an enabling authority granted by the members of our Company at the EGM held on October 20, 2006. The said EGM resolution authorises the Board to grant upto 1,050,000 Options. Of these the first grant of 737,200 options, equivalent to 737,200 Equity Shares of Rs. 10 each, was made by the Compensation Committee to 362 employees of our company on November 15, 2006. As on date of filing the Draft Red Herring Prospectus, we have granted the following options under the ESOP Plan.

<table>
<tr><th>Sr No</th><th>Particulars</th><th colspan="3"></th></tr>
<tr><td>1</td><td>Gross options granted</td><td colspan="3">737,200</td></tr>
<tr><td></td><td>Options Cancelled till date</td><td colspan="3">NIL</td></tr>
<tr><td></td><td>Options granted (net of options cancelled)</td><td colspan="3">737,200</td></tr>
<tr><td>2</td><td>Exercise price/ Pricing Formula</td><td colspan="3">175 /- per Equity share</td></tr>
<tr><td>3</td><td>Options vested</td><td colspan="3">NIL</td></tr>
<tr><td>4</td><td>Options exercised</td><td colspan="3">NIL</td></tr>
<tr><td>5</td><td>The total number of Equity Shares arising as a result of full exercise of options granted (including unvested)</td><td colspan="3">737,200</td></tr>
<tr><td>6</td><td>Options lapsed / expired</td><td colspan="3">NIL</td></tr>
<tr><td>7</td><td>Variation of terms of options</td><td colspan="3">NONE</td></tr>
<tr><td>8</td><td>Money realized by exercise of options</td><td colspan="3">NONE</td></tr>
<tr><td>9</td><td>Total Number of options in force (unvested)</td><td colspan="3">737,200</td></tr>
<tr><td>10</td><td>Point-wise details of potions granted to</td><td colspan="3"></td></tr>
<tr><td></td><td>(i) Directors● and Key Management Personnel</td><td colspan="3">As per table below</td></tr>
<tr><td></td><td>(ii) Any other employee who received a grant in any one year of options amounting to 5% or more of options granted during that year</td><td colspan="3">NONE</td></tr>
<tr><td></td><td>(iii) Identified Employees who are granted options, during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversion) of the company at the time of grant</td><td colspan="3">NONE</td></tr>
<tr><td>11</td><td>Diluted Earning Per Share (EPS) pursuant to issue of shares on exercise of options</td><td colspan="3">N/A since no options have been exercised</td></tr>
<tr><td rowspan="5">12</td><td rowspan="5">Vesting Schedule</td><td>Month from Grant date</td><td>Group A* 370,700 options*</td><td>Group B* 366,500 options</td></tr>
<tr><td>12 month</td><td>25%</td><td>10%</td></tr>
<tr><td>24 month</td><td>25%</td><td>20%</td></tr>
<tr><td>36 month</td><td>25%</td><td>30%</td></tr>
<tr><td>48 month</td><td>25%</td><td>40%</td></tr>
<tr><td>13</td><td>Exercise Period</td><td colspan="3">3 years from the date of vesting or 6 years from grant date whichever is less.</td></tr>
<tr><td>14</td><td>Lock-in</td><td colspan="3">NONE</td></tr>
<tr><td>15</td><td>Weighted Average Exercise Price</td><td colspan="3">Rs. 175 /-</td></tr>
<tr><td>16</td><td>Weighted Average Fair Value of Options</td><td colspan="3">Rs. 175 /-</td></tr>
</table>

● We have not granted any options to Directors of our company under the ESOP Plan,

* Group A: Employees who have completed 5 years of service on date of Grant
* Group B: Employees with less than 5 years of service on date of Grant

Details regarding options granted to Key Management Personnel are set forth below:

Sr No	Name of Key Management Personnel	Number of options granted	Number of Equity Shares Issuable upon exercise of Options
1	Mr Anil Agni	8800	8800
2.	Mr Jacob Abraham	6300	6300
3.	Mr Jayesh Asher	6300	6300
4.	Mr Nitin Dhawan	8800	8800
5.	Mr S R Gavankar	8800	8800
6.	Mr Prabhakar Huddar	8800	8800
7.	Mr Sandeep Jain	8800	8800
8.	Mr Prashant Joshi	15600	15600
9.	Mr Tushar Mishra	8800	8800
10.	Mr Sandeep Modi	15600	15600
11.	Mr J A Patwe	15600	15600
12.	Mr Ashish Rohatgi	8800	8800
13.	Mr Uday Sahgal	3800	3800
14.	Mr Sanjeev Sharma	8800	8800
15	Mr K K Singh	8800	8800
16.	Mr Shiva Subramanian	10000	10000
17.	Mr K Venkataraman	8800	8800

Our Company has granted options under the ESOP Scheme only on November 15, 2006 and hence there is no impact on Profit & Loss and the EPS during the preceeding 3 years.

The Fair Market Value of on the grant date is Rs.175 .The various parameters considered for arriving at the fair value of the Options in the case of the Black Scholes Method is as follows:

Sr.No	Particulars	Amount
1	Exercise Price of the Option	Rs 175
2	Current Expected Dividend Yield	1.14%
3	Risk Free Rate of Return for Expected life	8.25%
4	Expected Option Life	4 years
5	Stock Volatility	Considered Nil as Company is unlisted

12. An investor cannot make a Bid for more than the number of Equity Shares offered through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.

13. Except as disclosed in the section titled “Our Management” on page 98 of this Draft Red Herring Prospectus, none of our Directors and key managerial employees hold any Equity Shares.

14. Our Company presently does not intend or propose to alter our capital structure for a period of six months from the date of filing of this Draft Red Herring Prospectus, by way of split or consolidation of the denomination of equity shares or further issue of equity shares (including issue of securities convertible into or exchangeable, directly or indirectly for equity shares) whether preferential or otherwise, except (i) Pre-IPO Placement of upto 1,400,000 Equity Shares with certain investors and (ii) issue options to our employees pursuant to ESOP Scheme; (iii) that if we enter into acquisitions or joint ventures, we may, subject to necessary approvals, consider raising additional capital to fund such activity or use equity shares as currency for acquisition or participation in such joint ventures.

15. There shall be only one denomination of the equity shares, unless otherwise permitted by law. We shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

16. We have not raised any bridge loans against the proceeds of the Issue.

17. Except as disclosed in the sections titled “Capital Structure - Notes to the Capital Structure” on page 15 and “Other Regulatory and Statutory Disclosures - Issues otherwise than for Cash” on page 215 of this Draft Red Herring Prospectus, we have not issued any Equity Shares out of revaluation reserves or for consideration other than cash.

18. Except for stock options granted under the ESOP Scheme, there are no outstanding financial instruments or any other right that may entitle any person to receive any Equity Shares in the Company.

19. Our Promoters will not participate in this Issue.

20. There are certain restrictive covenants in the agreements that our Company has entered into with banks and financial institutions for short-term loans and long-term borrowings. For further details of the terms of these agreements, please refer to the section entitled "Financial Indebtedness" on page 166 of this Draft Red Herring Prospectus.

21. Equity Shares offered through this Issue shall be made fully paid up or may be forfeited within 12 months from the date of allotment of Equity Shares in the manner specified in Clause 8.6.2 of the SEBI DIP Guidelines.

22. An oversubscription to the extent of 10% of the Issue can be retained for the purpose of rounding while finalizing the basis of allotment.

23. As on the date of filing of this Draft Red Herring Prospectus we have 32 total numbers of holders of Equity Shares of our Company.

OBJECTS OF THE ISSUE

The Objects of the Issue are as follows:

A. New Projects / Expansion plans

(i) To finance setting up of a new project at Thane (Himachal Pradesh.) for manufacture of disposable medical devices.

(ii) To set up integrated injection moulding facility at Silvassa (Union Territory) for augmenting production capacity for plastic pails and auto components and consolidation of injection moulding operations for optimum utilization of capacity.

B. Overseas Projects (Investment in Subsidiaries)

(i) To part finance setting up of a new project in our wholly owned subsidiary " Elan Incorporated , FZE ", in Sharjah ,U.A E for packaging (plastic drums and containers, coni pails) and life style products (Garden furniture).

(ii) To set up production facility in our wholly owned subsidiary " Novo Tech SP Z o.o." Poland , Europe for auto components (anti spray devices) and life style products (entrance matting and turf).

C. To repay Loan availed from IL&FS.

D. To acquire entire 49% holding of Time Securities Services Pvt. Ltd. in the Singapore based Joint Venture Mauser Holding Asia Pte. Ltd with Mauser Holding Netherlands B.V. holding remaining 51%

E. General Corporate Purpose.

F. To meet expenses of this Issue

Funds Requirement:

(Rs. in Million)

Sr. No.	Particulars	Total
A	**New Projects/ expansion plans**	
1.	Setting up of new project at Thane (H.P) for Disposable Medical Devices	352.34
2.	Setting up integrated injection moulding facilities at Silvassa (U.T.) for augmenting production capacity for plastic Pails and Auto Components	153.71
B	**Overseas Projects (Investment in Subsidiaries)**	
1.	Setting up of new project in Mid East (Sharjah – UAE) for Packaging (Plastic drums and containers , coni Pails) and Life Style Products (Garden Furniture)	275.00
2.	Setting up production facilities in Europe (Poland) for Auto Components (Anti Spray Devices) and Life Style Products (Entrance Matting and Turf)	121.01
C	Repayment of Loan availed from IL&FS	363.18
D	To acquire entire 49% holding of Time Securities Services Pvt. Ltd. in the Singapore based Joint Venture Mauser Holding Asia Pte. Ltd with Mauser Holding Netherlands B.V. holding remaining 51%	191.97
E	General corporate purpose	**[•]**
F	Issue Expenses	**[•]**
	TOTAL	**[•]**

Some of our projects are already underway and the Company's contribution is being funded out of internal accruals, which shall be replenished subsequently by the resources mobilised from IPO.

The object clause of the Memorandum of Association of our Company enables us to undertake the existing activities as well as the activities for which funds are being raised through this Public Issue.

The objects of this Issue also include creating a public trading market for the Equity Shares of our Company by listing them on recognized Stock Exchanges. Our Company believes that the listing of our Equity Shares will provide liquidity to our existing shareholders and enhance our visibility and brand name.

Our assessment of funds requirement and deployment is based on internal management estimates and has not been appraised by any Bank or any Financial Institutions or any independent organization except for the setting up of new project in Sharjah under our subsidiary Elan, appraised by EXIM Bank. Our capital expenditure plans are subject to a number of variables, including possible cost overruns; construction/development delays or defects; including availability of working capital finance on acceptable terms; and changes in management's views of the desirability of current plans, among others. In case of any variations in the actual utilization of funds earmarked for the above activities or increased fund deployment for a particular activity, the shortfall, if any, may be met with by surplus funds, if any available in the other areas and/or our Company's internal accrual and/or the term loans/working capital loans that may be availed from the banks/financial institutions. The balance proceeds of the Issue including any funds raised in addition to the total above mentioned, if any, will also be used for general corporate purposes.

MEANS OF FINANCE

(Rs. in Million)

Sr. No.	Sources of Finance	Amount
1.	Public Issue	**[•]**
2.	Debt	165.00
3.	Internal Accruals	**[•]**
	Total	**[•]**

Debt

Out of the total expenditure of Rs. 275.00 million for the purpose of setting up of a new project in Mid East (Sharjah – UAE) for packaging (plastic drums & containers and coni pails) and life style products (garden furniture), our Company have been sanctioned a Foreign Currency Term Loan of Rs. 165 million (US$ 3.75 million) from EXIM Bank of India (EXIM Bank) vide their sanction letter dated September 05, 2006 (Ref: OIF: IV:434:98). Post the sanction, our Company has entered into a Dollar Loan Agreement with EXIM Bank dated October 06, 2006.

Our Company confirms that firm arrangement of finance through verifiable means towards 75% of the stated means of finance excluding the amount to be raised through the proposed public Issue has been made.

DETAILS OF USE OF ISSUE PROCEEDS

A. New Projects/ Expansion Plans

1. Setting up of new manufacturing facility for Medical Devices at Thane in Himachal Pradesh

We propose to set up a new manufacturing facility of medical devices having a capacity of 4200 mt. at Thane in Himachal Pradesh. We propose to manufacture auto disabled and auto collect syringes ranging from 0.5 ml to 5 ml.

We propose to incur the following expenditure for setting up of this unit:

(Rs. in Million)

Sr. No.	Particulars	Amount
a	Land	3.76
b	Building & Civil Works (Incl. Site Development)	27.18
c	Plant & Machinery	301.18
d	Electrical fittings & Installation	20.22
	Total	**352.34**

Land:

Land Measuring 3 bighas 9 biswas & 1 bighas 7 biswas (equivalent to 3610 sq. mt.) have already been acquired vide sale deeds dated October 30, 2006 and November 30, 2005 respectively. We have paid a total consideration of Rs. 3.76 million towards cost of acquisition of land including stamping duty & other expenses.

Building & Civil Works (Incl. site development)

The quotations for the civil work for the factory building and the erection of the building has been received from M/s. M B Interiors, H.P. As per the quotations received, we have apportioned Rs. 3.46 million towards Land development and Rs. 23.72 million for Building and civil works.

Plant & Machinery

The plant & machinery required under this project have been identified based on management estimates.

The details of imported plant & machinery for which orders are yet to be placed are as under:

Sr. No.	Name of Machine	Units	Total Cost	Date of Quotation	Quotation received from / Proposed Supplier
A	**MOULDS**				
	Auto Break Syringes 0.50 ml	2	8.46	30/11/2006	Shin Yan Sheno Precision Industrial Co. Ltd. (SYS)
	Auto Break Syringes 2.00 ml	4	13.06	30/11/2006	SYS
	Auto Break Syringes 5.00 ml	4	13.06	30/11/2006	SYS
	Auto Collect 5 ml & 3 ml	3	6.90	30/11/2006	SYS
B	**PRINTING M/c.**				
	Auto Break Syringes 0.50 ml	1	0.87	17/11/2006	Automatic Korea Co.
	Auto Break Syringes 2.00 ml	1	0.87	17/11/2006	Automatic Korea Co.
	Auto Break Syringes 5.00 ml	1	0.87	17/11/2006	Automatic Korea Co.
	Auto Collect	1	0.87	17/11/2006	Automatic Korea Co.
C	**ASSEMBLY M/c.**				
	Auto Break Syringes 0.50 ml	1	0.87	17/11/2006	Automatic Korea Co.
	Auto Break Syringes 2.00 ml	1	1.79	17/11/2006	Automatic Korea Co.
	Auto Break Syringes 5.00 ml	1	1.79	17/11/2006	Automatic Korea Co.
	Main Assembly Line	1	8.97	17/11/2006	Automatic Korea Co.
	Gasket Assembly	2	1.98	17/11/2006	Automatic Korea Co.
D	**BLISTER PACKING M/c. (With Robots)**				
	Auto Break Syringes 0.50 ml	1	4.14	17/11/2006	Automatic Korea Co.
	Auto Break Syringes 2.00 ml	1	4.92	17/11/2006	Automatic Korea Co.
	Auto Break Syringes 5.00 ml	1	4.92	17/11/2006	Automatic Korea Co.
	Auto Collect	1	4.92	17/11/2006	Automatic Korea Co.
	Taxes & Duties	-	25.96	-	Management Estimate
	Inland transportation , Insurance , clearing & Forwarding , Freight , erection & commissioning charges		3.64	-	Management Estimate
	Total		**108. 87**		

* The amounts in US Dollars have been converted into Indian Rupees at the average rate of 1US$ = Rs. 46

The details of indigenous plant & machinery for which orders are yet to be placed are as under:

Sr. No.	Name of Machine	Units	Total Cost (Rs. mn)	Date of Quotation	Quotation received from/Proposed Suppliers
A	**INJECTION MOULDINGS M/c.**				
	Injection Mouldings M/c. Delta 150	38	83.60	16/11/2006	Ferromatik Milacron India Ltd.
	Injection Mouldings M/c. Delta 200	8	20.00	16/11/2006	Ferromatik Milacron India Ltd.
	Injection Mouldings M/c. Delta 300	3	9.83	16/11/2006	Ferromatik Milacron India Ltd.
B	**STERILIZER**	3	8.67	21/11/2006	Sun Health Care
C	**AUXILIARY EQUIPMENT**				
	Hooper Loader cum Dryer	49	4.59	19/11/2006	Prasad Koch-Technik Pvt. Ltd.
	Mould Temperature Controller	13	1.24	18/11/2006	Prasad GWK CoolTech Pvt. Ltd.
	Grinder	5	1.36	16/11/2006	Shreeji Enterprise
	EOT Crane 3 Ton	2	1.09	18/11/2006	New Age Enterprises
	Material Conveyor – 200 Mtrs	1	0.94	20/11/2006	Vinar Systems Pvt. Ltd.
	Clean Room Equipment	-	13.40	17/11/2006	Sterling Airconditioning Services Pvt. Ltd.
	Material Handling Equipment	25	0.31	16/11/2006	Paramount Castors
	Box strapping Machine	4	0.18	15/11/2006	Join Pack India (P) Ltd.
	Labeling Machine	4	0.02	-	Management Estimate
	Belt Conveyor	25	1.85	24/11/2006	Canara Engineers Pvt. Ltd.
	U.V. Fly Arrestor / Insectecutor	10	0.04	16/11/2006	Airtech Systems
D	**UTILITIES**				
	Chilling Plant - 160 TR	1	2.43	23/11/2006	Reynold India Pvt. Ltd.
	Cooling Tower - 250 TR	2	0.48	16/11/2006	Delta Cooling Towers P. Ltd.
	Air Compressor 210 CFM	1	0.66	24/11/2006	Transcon Engineers
	Air Tank	1	0.06	23/11/2006	G. R. Engineers
	Water & Air Piping	1	0.80	-	Management Estimate
	Pumps with Motor	1	0.03	16/11/2006	Venus Corp.
	Fire Water hydrant	-	1.00	-	Management Estimate
	Fire Extinguisher	-	0.40	-	Management Estimate
	Taxes & Duties	-	32.08	-	Management Estimate
	Inland transportation , Insurance , clearing & Forwarding Freight , erection & commissioning charges		7.24	-	Management Estimate
	Total		**192.31**		

Electrical fittings & Installation
We will need certain electrical fittings and equipments which will be installed in our unit, the details of which are as given below:

Sr. No.	Name of Machine	Units	Total Cost (Rs. mn)	Date of Quotation	Quotation received from /Proposed Supplier
1.	Transformer - 2 MVA	1	1.18	16/11/2006	Jay Bee Industries
2.	VCB	1	0.37	23/11/2006	Neha Electricals
3.	Electrical Accessories & Lighting	-	8.80	-	Management Estimate
4.	D.G. Set with Accessories	1	2.61	16/11/2006	Sudhir Genesets Limited
5.	Deposits with Electricity Departments	-	3.00	-	Management Estimate
6.	Taxes & Duties	-	3.34	-	Management Estimate
7.	Inland transportation , Insurance , clearing & Forwarding Freight , erection & commissioning charges	-	0.92	-	Management Estimate
	Total		**20.22**		

2. **Setting up an integrated injection moulding facility at Silvassa (U.T.) having a capacity of 3000 mt for augmenting production capacity for plastic pails and auto component**

We propose to incur the following expenditures towards the setting up of this unit:

Sr. No.	Particulars	Amount (Rs. in mn)
a	Land	4.90
b	Building & Civil Works (Incl. Site Development)	57.06
c	Plant & Machinery	79.25
d	Electrical Installation	12.50
	Total	**153.71**

Land

Our Company has already entered into an Agreement for Sale dated September 07, 2006 with Mr. Shitra Soma Kadu for purchase of his land adeasuring H-1 Ars-56 (15,600 sq. mtrs approx.). We are yet to execute a conveyance / sale deed. The total consideration (including stamp duty & other expenses) to be paid for the acquisition of the land is estimated to be Rs 4.90 million out of which our Company has already paid a token consideration of Rs. 0.05 million on signing of the Agreement.

Building & Civil Works (Incl. Site Development)

The quotations for the civil work for the factory building and the erection of the building has been received from M/s. Pyramid Consultants, Civil Engineers and Consultants, Vapi. As per the quotations received, we have apportioned Rs. 57.06 million towards Land development Building and civil works**.**

Plant & Machinery

The Plant & Machinery required under this project have been identified based on management estimate

The details of indigenous plant & machinery for which orders are yet to be placed are as under:

Sr. No.	Name of Machine	Units	Total Cost (Rs. mn)	Date of Quotation	Quotation received from / Proposed Supplier
1	Injection Mouldings M/c. Omega 150 - Frame A 45	1	2.15	10/11/2006	Ferromatik Milacron India Ltd.
2	Injection Mouldings M/c. Omega 200- Frame A 50	3	7.62	10/11/2006	Ferromatik Milacron India Ltd.
3	Injection Mouldings M/c. Omega 250 - Frame A 55	2	5.96	10/11/2006	Ferromatik Milacron India Ltd.
4	Injection Mouldings M/c. Omega 450 - Frame A 80	2	9.91	10/11/2006	Ferromatik Milacron India Ltd.
5	Injection Mouldings M/c. Omega 550 - Frame A 90	2	12.93	10/11/2006	Ferromatik Milacron India Ltd.
6	10 ltrs Paint Containers with Lid Mould (Inner Lock)	2	2.78	29/09/2006	Precious Industries
7	15 ltrs Paint Containers with Lid Mould (Inner Lock)	1	1.64	29/09/2006	Precious Industries
8	20 ltrs Paint Containers with Lid Mould (Inner Lock)	3	5.41	29/09/2006	Precious Industries
9	Hot Runer with Controller (For Bottom & Lid)2 Nos. Per Set i.e 12 Nos.	12	0.60	29/09/2006	Precious Industries
10	8 Cavity 60 dia cap mould with danfross motor	1	0.70	13/09/2006	Die Plast Pvt. Ltd.
11	8 cavity pull Spout Mould	1	0.70	21/08/2006	Die Plast Pvt. Ltd.
12	Chiller - 125 TR	1	2.09	10/11/2006	Cooling People (Pune) Pvt. Ltd.
13	Cooling Tower – 150 TR	2	0.29	11/11/2006	National Cooling Towers
14	Air Compressor – 114.2 CFM Screw - Make Atlas	1	0.40	9/11/2006	Aditi Engineering Corp.

15	Pumps - 20 H.P with motor	2	0.13	8/8/2006	Pooja Marketing
16	Scrap Grinder M/c.	3	1.25	6/11/2006	Shreeji Enterprises
17	Mixture Machine	2	0.26	10/11/2006	Shreeji Enterprises
18	Hopper Loaders	8	0.80	10/11/2006	Prasad Koch- Technik Pvt. Ltd.
19	Fixtures	1	0.17	11/11/2006	Clamax Industries
20	EOT Crane - 15 Tones	1	2.96	18/10/2006	Elmech Engineers
20	EOT Crane - 5 Tones	1	2.68	11/11/2006	Elmech Engineers
21	Oil Filtration M/c.	2	0.15	11/11/2006	Ferrocare Machines Pvt. Ltd.
22	MFI Tester Equipments	1	0.23	9/11/2006	International Equipments
23	Spout Testing Equipments	1	0.08	11/11/2006	Clamax Industries
24	Lid Pressing Testing Equipments	1	0.03	11/11/2006	Clamax Industries
25	Drop Testing Equipments	1	0.04	11/11/2006	Clamax Industries
26	Vibration Testing Equipments	1	0.12	11/11/2006	Clamax Industries
27	Surface Grinder	1	0.30	9/11/2006	Atlas Machine Tools
28	Hydraulic Hacksaw M/c.	1	0.04	9/11/2006	Atlas Machine Tools
29	Milling Machine	1	0.55	9/11/2006	Atlas Machine Tools
30	Radial Drill M/c.	1	0.09	9/11/2006	Atlas Machine Tools
31	Lathe M/c.	2	0.86	9/11/2006	Atlas Machine Tools
32	Air Piping	-	0.75	-	Management Estimate
33	Water Piping	-	0.90	-	Management Estimate
34	Girder for EOT Crane	-	0.53	-	Management Estimate
35	Fire Water hydrant	-	0.40	-	Management Estimate
36	Fire Extinguisher	-	0.20	-	Management Estimate
37	Taxes & Duties	-	11.00	-	Management Estimate
38	Inland transportation , Insurance , clearing & Forwarding Freight , erection & commissioning charges		1.55	-	Management Estimate
	Total		**79.25**		

Electrical fittings & Equipments

We will need certain electrical fittings & equipments which will be installed in our manufacturing unit.

The details of Electrical fittings & Equipments yet to be ordered are as under:

Sr. No.	Name of Machine	Units	Total Cost (Rs. mn)	Date of Quotation	Quotation received from / Proposed Supplier
1	Transformer 1000 KVA	1	1.09	10/11/2006	Moon Light Transformer
2	VCB Panel	2	0.67	17/10/2006	Neha Electricals
3	DG Set 500 KVA	1	2.54	28/01/2006	Sudhir Gensets Ltd.
4	Electrical Accessories & Lighting	-	7.05	-	Management Estimate
5	Taxes & Duties	-	0.90	-	Management Estimate
6	Inland transportation , Insurance , clearing & Forwarding Freight , erection & commissioning charges	-	0.25	-	Management Estimate
	Total		**12.50**		

B. Overseas Projects (Investment in Subsidiaries)

1. Setting up of new project in Mid East (Sharjah - UAE) for Packaging (Plastics drums and containers coni Pails) and Life Style Products (Garden Furniture)

Our Company has incorporated a 100% subsidiary ELAN INCORPORATED FZE in SHARJAH, UAE (Elan). For further details of the subsidiary refer to the section titled "Subsidiaries" under the chapter titled "History and certain Corporate Matters" beginning on page 87 of this draft Red Herring Prospectus.

We propose to set up a packaging unit (plastics drums & containers and coni pails) and Life Style Products (Garden Furniture) under this Subsidiary. The object clause of the Memorandum of Association of our subsidiary enables it to undertake the proposed line of activities.

Export Import Bank of India (EXIM Bank) vide sanction letter no. OIF:JV:434: 98 dated September 05 , 2006 has sanctioned a Foreign Currency Term Loan of US$ 3.75 Mn. equivalent to Rs. 165.00 million (Assumption 1US$ = Rs. 44) for the setting up a greenfield project for manufacturing of Packaging (Plastic drums and containers , coni Pails) and Life Style Products (Garden Furniture). Post receipt of the sanction Elan has entered into a Dollar Loan Agreement with EXIM Bank for the term loan of Rs. 165 million (US$3.75 million). Some of the terms & conditions of this loan are as follows:

Amount of the Loan : $ 3.75 Million (Equivalent to Indian Rs. 165 Mn.)

Purpose : To part finance project for manufacturing of packaging (Plastic drums and containers , coni Pails) and Life Style Products (Garden Furniture)

Interest : US $ 6 Months LIBOR + 275 BPS , payable quarterly

Interest Reset : EXIM Bank is entitled to reset the margin of interest at the time after three years from the date of first disbursement upon giving a notice in writing by Exim Bank (advice date) . The reset interest rate will become effective from such date (after 15 days of the Reset Notice date). In case the reset interest rate is not acceptable to the company, the same to be given in writing within 15 days of the notice date and prepay the outstanding loan without prepayment premium on the margin reset date.

Repayment : In 20 equal quarterly installments commencing after a moratorium of 12 months from the date of first disbursement or such other date closer to that date as may be advised by EXIM Bank at the time of making the first advance.

An irrevocable and unconditional guarantee in favour of EXIM Bank from:

1. Time Technoplast Ltd.
2. Promoter Directors of Time Technoplast Ltd. – Mr. Anil Jain, Mr. Bharat Vageria, Mr. Ragupathy Thyagarajan and Mr. Naveen Jain

Appraisal: EXIM Bank has appraised this project and also given its consent for its name to be mentioned in this DRHP as provider of financial assistance and also to use the contents of the appraisal memorandum prepared by them in this draft Red Herring Prospectus, vide its letter no. OIF:JV:434:124 dated November 28, 2006.

Disclaimer: Please note that the Appraisal Memorandum of EXIM Bank is an internal document of EXIM Bank and has been prepared only for EXIM Bank's internal decision making in terms of part funding of the project. EXIM Bank or its officers do not assume any responsibility, whether in tort, contract or otherwise, whatsoever.

The total cost of the project as per the appraisal memorandum is as follows:

(Rs. in Million)

Particulars	AED	INR*
Land Development	0.12	1.50
Factory & Office Building	4.80	60.00
Plant & Machinery	10.84	135.45
Electrical Installations	1.20	15.00
Utilities	1.49	18.59
Auxiliary Equipment	0.45	5.60
Testing Equipment	0.03	0.40
Pre-operative expenses	0.36	4.50
Provision for contingency	0.48	6.00
Working Capital	2.24	27.97
Total	**22.00**	**275.00**

Means of Finance

(Rs. in Million)

Share Capital	8.80	110.00
Term Loans	13.20	165.00
Total	**22.00**	**275.00**

Note: The amounts in AED have been converted into Indian Rupees at the average rate of 1 AED=Rs 12.50.

Land:

Land measuring 7,500 sq. mtr has already been acquired on lease at Sharjah Airport International Free (SAIF) Zone. The company has started the construction activity.

Bank Finance :

EXIM Bank disbursed installment of US$ 1.5 million upto November 15, 2006 to Elan.

2. Setting up production facilities in Europe (Poland) for auto components (anti spray devices) and life style products (entrance matting and turf)

We have incorporated a wholly owned subsidiary in Poland Novo Tech SP Z O.O. Our Company proposes to set up production facilities for auto components (anti spray devices) and life style products (entrance matting and turfs) under this wholly owned subsidiary. For details of the subsidiary refer to the section titled "Subsidiary" under the chapter titled "History and Certain Corporate Matters" on page 87 of this draft Red Herring Prospectus.

The estimated capital expenditure for the proposed project is as follows:

(Rs.in Million)

Sr. No.	Particulars	Amount
a	Land	6.46
b	Building & Civil Works (Incl. Site Development)	40.20
c	Plant & Machinery	68.30
d	Electrical Installation	6.05
	Total	**121.01**

The amounts given above are based on the following assumptions of currency conversion.:

1 Euro = 3.88 PLN
1Euro = Rs. 57.5
1PLN = Rs. 14.75

Land:

Land measuring 10,000 sq. mt. has already been acquired vide agreeement dated October 23, 2006. The site development work such as land filling and leveling has already been completed. We have paid a total consideration of Rs. 6.46 million towards cost of acquisition of land including stamp duty & other expenses.

Building & Civil Works (Incl. Site Development)**:**

Our Company has received quotations for both the building & civil works from Multi-Project Sp z O.O, Civil Engineers & Consultants, Poland. As per the quotation we have apportioned Rs. 40.20 million for a total built up area of 1400 sq. mt. towards building and civil works.

Plant & Machinery

The details of plant & machinery for which orders are yet to be placed are as under:

Sr. No.	Name of Machine	Units	Total Cost (Rs. mn)	Date of Quotation	Quotation received from / Proposed Suppliers Name
1	Machine for Spray Suppression System (incl. duty & taxes)	1	57.05	-	Management Estimate
2	Chilling Plant 20 TR	2	2.30	23/10/2006	PUP GOTECH Sp. Zoo
3	Air Compressor – 100cfm	1	0.86	23/10/2006	PUP GOTECH Sp. Zoo
4	Grinder	1	0.39	27/09/2006	Zerma Machinery & Recycling
5	Other Office equipments	-	4.05	10/11/2006	Management Estimate
6	Vehicles	12	1.50	29/09/2006	Management Estimate
7	Taxes & Duties	-	1.68	-	Management Estimate
8	Inland transportation , Insurance , clearing & Forwarding Freight , erection & commissioning charges		0.47	-	Management Estimate
	Total		**68.30**		

Electrical Fittings & Equipments:

We will need certain electrical fittings & equipments which will be installed in the unit. The details of the Electrical fittings & Equipments yet to be ordered are as under:

Sr. No.	Name of Machine	Units	Total Cost (Rs. mn)	Date of Quotation	Quotation received from / Proposed Supplier
1	Electrical cables system feeding machines	1	1.98	26/10/2006	Gotech Sp.ZOO
2	transformer Station	1	1.89	26/10/2006	Gotech Sp.ZOO
3	External Lighting	1	0.77	26/10/2006	Gotech Sp.ZOO
4	Air Conditioning in server room	1	0.07	26/10/2006	Gotech Sp.ZOO
5	Taxes & Duties		1.04	-	Management Estimate
6	Inland transportation , Insurance , clearing & Forwarding Freight , erection & commissioning charges		0.30	-	Management Estimate
	Total		**6.05**		

C. Repayment of Term Finance availed from IL&FS

Our Company has been sanctioned a Term Loan of Rs. 400 million by IL&FS (Infrastructure Leasing & Financial Services Ltd.) vide its letter no. BBY/STL/2006/02/106 dated February 27, 2006 for the purpose of takeover of Tainwala Polycontainers Ltd and for other working capital requirements. For details of Tainwala Polycontainers Ltd. refer to the section titled "Subsidiary" under the chapter titled "History and Certain Corporate Matters" on page 87 of this draft Red Herring Prospectus.

We have been disbursed the amount in two tranches pursuant to our Term Finance Agreement entered into with IL&FS dated March 11, 2006. The break up of the funds (availed by loan) utilized is as follows:

Rs. in Million

Sr No.	Particulars	Amount in
1.	Buying of Promoter's stake of TPL	172.00
2.	Non compete consideration to the Promoters of TPL	40.00
3.	Open Offer	25.18
4.	Working Capital & Other expenses	162.82
	Total	**400.00**

The terms and conditions of this loan are as under:

Amount :	Rs. 400 Mn.
Purpose :	Acquisition of Tainwala Polycontainers Ltd., & other working capital requirements
Tenor :	12 Months from the date of disbursement
Interest :	11.00% p.a. payable monthly .
Repayment :	Repayment to be done as stated below ;

In two equal installments payable at end of 9 and 12 months from the date of disbursement or ,

On receipts of IPO proceeds whichever is earlier

IL&FS vide its letter dated December 15, 2006 rescheduled the instalment payable at end of 9 months from the date of disbursement to 12 month from the disbursement or IPO which ever is earlier.

Current outstanding of the above loan is Rs. 363.18 mn., which we propose to repay this loan out of the issue proceeds

D. To acquire entire 49% holding of Time Securities Services Pvt. Ltd. in the Singapore based Joint Venture Mauser Holding Asia Pte. Ltd. with Mauser Holding Netherlands B.V. holding remaining 51%. MHA recently acquired – Pack Delta Public Company Limited, Thailand, a Polymer Packaging Company (drums and containers)

Time Securities Services Pvt. Ltd., one of the Promoters of our Company has entered into a Shareholder's Agreement dated November 03, 2006 with Mauser Holding Netherlands B. V. They together have incorporated Mauser Holding Asia Pte Ltd. (MHA) in Singapore on June 1, 2006. For details of MHA refer to the section titled "Group Companies on page 146 of this draft Red Herring Prospectus. Pursuant to its incorporation MHA has acquired Pack Delta Public Company Limited a Polymer Packaging Company (drums and containers).

Our Company has subsequently entered into an MOU with one of our Promoters Time Securities Services Pvt. Ltd. (TSSPL) dated December 11, 2006 for the purchase of TSSPL's stake of 49% in MHA. The transfer of 49% shareholding in MHA by TSSPL to our company could be subject to RBI approval under FEMA which inturn would be subject to such conditions as RBI may consider appropriate For details of the agreement refer to the section titled "History and Certain Corporate Matters" on page 87 of this draft Red Herring Prospectus.

MHA recently in the year 2006 have acquired Pack Delta Public Company Limited (Pack Delta). Pack Delta was established in 1988. In the year 1993, Pack Delta changed its status to a public company and listed on the Market for Alternative Investment (MAI). MHA acquired a total of 91.89% shareholding of Pack Delta by acquiring 71.75% from the promoters and their related persons of Pack Delta and the rest 20.14% by Open Offer route.

Summary of the acquisition Pack Delta made by MHA is as follows:

Particulars	**No. of Shares (1 BHT each)**	**% of total shareholding**
Total Paid-up capital of Pack Delta	40 mn	100.00%
Shares acquired from Promoters	28.70 mn	71.75%
Shares acquired from Open Offer	8.05 mn	20.14%
Total Shares acquired	36.75 mn	91.89%

Rate of acquisition of per share (in THB)	8.50
Total Cost of Acquisition (in THB Mn.)	312.38
Expenses towards Brokerage, Consulting & Legal charges (in THB Mn.)	4.15
Total Cost (in THB Mn.)	316.53
Total Cost (in Indian Rupees Mn)	389.33
Mauser's Share of total cost (51%) (Rs. mn)	198.56
TSSPL's share of total cost (49%) (Rs. mn)	190.77

Assumption: * The amounts in THB have been converted into Indian Rupees at the average rate of Re. 1 = 1.23 BHT

TSSPL's has taken a loan of Rs. 175.00 mn from UTI Bank Ltd. vide loan agreement dated September 20, 2006, for the purpose of investment in MHA which was ultimately used for the above mentioned acquisition.

Our Company proposes to buy entire 49% of TSSPL's stake in MHA at cost plus other incidental expenses incurred or to be incurred by TSSPL till the date of transfer of 49% stake to our Company. As on December 15, 2006 Rs. 191.97 million has been spent by TSSPL towards acquisition of 49% stake in MHA which will be funded out of the issue proceeds.

E. General Corporate Purpose

We operate in an industry that is technologically innovative and requires significant investments in terms of time and resources in research and development to create client - specific products, specifically at the higher end of the markets. Our Company is regularly evaluating various opportunities for organic and inorganic growth.

In additions to the aforesaid in our industrial packaging segment, we regularly incur substantial amount of expenditure for new product development. The nature of our industry and operations requires us to undertake expenditure on our research and development efforts.

For the aforesaid inorganic opportunities / diversification opportunities / general purposes (primarily product development and reengineering of existing products), we have earmarked a sum of Rs. **[•]**.

F. Issue Expenses

Issue related expenses includes underwriting and issue management fees, selling commission, distribution expenses, legal fees , Printing and stationery costs , advertisement expenses and listing fees payable to the Stock Exchanges etc.

The total estimated expenses are Rs. [●] million, which is [●] % of the Issue size. For further details please refer to section titled 'Other Regulatory and Statutory Disclosures' beginning on page 210 of this Draft Red Herring Prospectus.

SCHEDULE OF IMPLEMENTATION

The details of schedule of implementation are as follows:

Activity	Thane - Baddi (H.P) for Disposable Medical Devices	Silvassa (UT) Injection Moulding Facilities	Mid - East Sharjah (UAE)	Europe (Poland)
Acquisition of Land	Completed	January 2007	Completed	Completed
Site Development & civil work	June 2007	July 2007	February 2007	May 2007
Finalization of machinery/equipments order	May 2007	June 2007	February 2007	May 2007
Erection of machineries /equipments	July 2007	August 2007	March 2007	June 2007
Trial Run	September 2007	September 2007	March 2007	June 2007
Commercial Production	October 2007	October 2007	April 2007	July 2007

FUNDS DEPLOYED

Our statutory auditors M/s. Raman Shah & Co., Chartered Accountant have vide their certificate dated December 14, 2006 certified that our Company has spent Rs.114.42 million as on November 15,2006 for our above mentioned project out of which Rs. 45.87 million has been funded out of our internal accruals and Rs. 68.55 million out of term loan from Exim Bank.

BALANCE FUND DEPLOYMENT

(Rs. in Million)

Sr. No.	Particulars	Q3/Q4 (2006-07)	Q1 (2007-08)	Q2 (2007-08)	Q3 (2007-08)	Q4 (2007-08)	Total
1.	Project at Thane – Baddi (H.P.) for disposable medical devices	3.68	74.50	140.95	74.65	49.81	**343.59**
2.	Injection moulding facility at Silvassa	4.85	40.75	61.50	25.40	21.16	**153.66**
3.	New project in Mid East (Sharjah – UAE) for packaging (plastic drums and containers, coni pails) and life style products (Garden furniture)	164.62	12.40	-	-	-	**177.02**
4.	Production facility in Europe (Poland) for auto components (anti spray devices) and life style products (entrance matting and turf)	62.50	50.87	-	-	-	**113.37**
5.	To repay term loan availed from IL&FS	-	363.18	-	-	-	**363.18**
6.	To acquire 49% holding in Singapore based Joint Venture Mauser Holding Asia Pte. Ltd., between Time Securities Services Pvt. Ltd. and Mauser Holding Netherlands B.V	-	191.97	-	-	-	**191.97**

INTERIM USE OF THE ISSUE PROCEEDS

Pending utilization of the issue proceeds for the `Objects of the Issue', we intend to temporarily invest the Issue proceeds in high quality interest bearing liquid instruments including money market mutual fund, deposits with banks, for necessary duration or we may temporarily utilise the proceeds for reducing our outstanding overdrafts. Such investments and other utilisations would be in accordance with investment policies approved by our Board or any committee thereof duly empowered, from time to time.

MONITORING OF UTILIZATION OF ISSUE PROCEEDS

There is no requirement for a monitoring agency in terms of Clause 8.17 of the SEBI Guidelines as the issue size is less than Rs. 5000 million. The Audit Committee appointed by our Board of Directors will monitor the utilization of the Issue proceeds.

ISSUE STRUCTURE

The present Issue of 5,221,500 Equity Shares comprising of a Net Issue of 4960400 Equity Shares and an Employee Reservation Portion of up to 261,100 Equity Shares, at a price of Rs. [●] for cash aggregating Rs. [●] million is being made through the Book Building Process. Our Company is considering a pre-Issue placement of upto 1,400,000 Equity Shares with certain investors ("Pre-Issue Placement"). If our Company decides to issue such shares, it will complete the issuance of such Equity Shares prior to filing of the Red Herring Prospectus with RoC If the Pre-Issue Placement is completed, the Net Issue offered to the public and Employee Reservation Portion accordingly would be reduced proportionately to the extent of such Pre-Issue Placement, subject to a minimum Issue size of 10% of the Post-Issue capital being offered to the public.

Particulars	QIB Bidders	Non-Institutional Bidders	Retail Individual Bidders	Eligible Employees/ Employee Reservation Portion
Number of Equity Shares available for allocation**	Atleast 2,976,240 Equity Shares or Net Issue (including Mutual Fund Portion) less allocation to Non-Institutional Bidders and Retail Individual Bidders.	Upto 496,040 Equity Shares or Issue less allocation to QIB Bidders and Retail Individual Bidders.	Upto 1,488,120 Equity Shares or Issue less allocation to QIB Bidders and Non-Institutional Bidders.	Up to 261,100 Equity Shares.
Percentage of Issue size available for allocation	At least 60% of Issue less allocation to Non Institutional Bidders and Retail Individual Bidders	Upto 10% of Issue less allocation to QIB Bidders and Retail Individual Bidders.	Upto 30% of Issue less allocation to QIB Bidders and Non Institutional Bidders.	Up to 5% of Issue or Issue less Net Issue
Basis of Allocation if respective category is oversubscribed	Proportionate as follows: (a) Equity Shares shall be allocated on a proportionate basis to Mutual Funds in the Mutual Funds Portion; (b) Equity Shares shall be allocated on a proportionate basis to all QIBs including Mutual Funds receiving allocation as per (a) above.	Proportionate	Proportionate	Proportionate
Minimum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds Rs 100,000	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds Rs 100,000	[●] Equity Shares	[•] Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the Issue, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the Issue, subject to applicable limits	Such number of Equity Shares in multiples of [●]Equity Shares so that the Bid Amount does not exceed Rs. 100,000	10,000 Equity Shares
Mode of Allotment	Compulsorily in dematerialised form	Compulsorily in dematerialised form	Compulsorily in dematerialised form	Compulsorily in dematerialised form.
Bid / Allotment Lot	[●] Equity Shares in multiples of [●] Equity Shares	[●] Equity Shares in multiples of [●] Equity Shares	[●] Equity Shares in multiples of [●] Equity Shares	[•] Equity Shares in multiples of [•] Equity Shares
Trading Lot	One Equity Share	One Equity Share	One Equity Share	One Equity Share
Who can Apply	Public financial institutions, as specified	Resident Indian	Individuals,	All or any of the

Particulars	QIB Bidders	Non-Institutional Bidders	Retail Individual Bidders	Eligible Employees/ Employee Reservation Portion
***	in Section 4A of the Companies Act, scheduled commercial banks, Mutual Funds, foreign institutional investors registered with SEBI, multilateral and bilateral development financial institutions, venture capital funds registered with SEBI, FVCIs, State Industrial Development Corporations, permitted insurance companies registered with the Insurance Regulatory and Development Authority, provident funds with minimum corpus of Rs. 250 Million and pension funds with minimum corpus of Rs. 250 Million in accordance with applicable law.	individuals, Eligible NRIs and HUF (in the name of Karta), companies, corporate bodies, scientific institutions societies and trusts	including Eligible NRIs and HUF (in the name of Karta) applying for Equity Shares such that the Bid Amount does not exceed Rs. 100,000 in value.	following: (a) a permanent employee of the Company as of [•] and based working and present in India as on the date of submission of the Bid cum Application Form. (b) a director of the Company, except any Promoters or members of the Promoter group, whether a whole time Director part time Director or otherwise as of [•] and based and present in India as on the date of submission of the Bid cum Application Form.
Terms of Payment	Margin Amount applicable to QIB Bidders at the time of submission of Bid cum Application Form to the members of the Syndicate.	Margin Amount applicable to Non Institutional Bidders at the time of submission of Bid cum Application Form to the members of the Syndicate.	Margin Amount applicable to Retail Individual Bidders at the time of submission of Bid cum Application Form to the members of the Syndicate.	Margin Amount applicable to Eligible Employees at the time of submission of Bid cum Application Form to the Syndicate Members.
Margin Amount	Atleast 10% of Bid Amount	Full Bid Amount on bidding	Full Bid Amount on bidding	Full Bid Amount on bidding

* *Our Company is considering a pre-Issue placement of upto 1,400,000 Equity Shares with certain investors ("Pre-Issue Placement"). If our Company decides to issue such shares, it will complete the issuance of such Equity Shares prior to filing of the Red Herring Prospectus with RoC. If the Pre-Issue Placement is completed, the Net Issue offered to the public accordingly would be reduced to the extent of such Pre-Issue Placement, subject to a minimum Issue size of 10% of the Post-Issue capital being offered to the public.*

** *Subject to valid Bids being received at or above the Issue Price. Under subscription, if any, in the Non-Institutional Portion and Retail Individual Portion would be met with spill over from other categories at the sole discretion of our Company in consultation with the BRLM. If at least 60% of the Issue cannot be allotted to QIB Bidders, then the entire* *application money will be refunded. However, if the aggregate demand by Mutual Funds is less than [•] Equity Shares (QIB Portion is 60% of the Issue size, i.e. [•] Equity Shares), the balance Equity Shares available for allocation in the Mutual Funds Portion will first be added to the QIB Portion and be allocated proportionately to the QIB Bidders. In the event the aggregate demand in the QIB Portion has been met, under-subscription, if any, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company, in consultation with the BRLMs. Under subscription in the Employee Reservation Portion shall be allowed to be met through oversubscription in the Retail Portion, Non-Institutional Portion and QIB Portion at the discretion of the Company and the BRLMs Under-subscription, if any, in any category, except the QIB Portion, would be met with spill over from other categories at our sole discretion of our Company in consultation with the BRLMs.*

*** *In case the Bid Cum Application Form is submitted in joint names, the investors should ensure that the demat account is also held in the same joint names and are in the same sequence in which they appear in the Bid Cum Application Form.*

Withdrawal of the Issue

Our Company, in consultation with the Book Running Lead Managers, reserves the right not to proceed with the Issue at anytime after the Bid/Issue Opening Date but before Allotment, without assigning any reason therefore.

Letters of Allotment or Refund Orders

Our Company shall give credit to the beneficiary account with depository participants within two working days from the date of the finalisation of basis of allocation. Applicants residing at 15 centres where clearing houses are managed by the RBI, will get refunds through ECS only except where applicant is otherwise disclosed as eligible to get refunds through direct credit & RTGS. We shall ensure despatch of refund orders, if any, of value up to Rs.1,500 by "Under Certificate of Posting", and shall dispatch refund orders above Rs.1,500, if any, by registered post or speed post at the sole or First Bidder's sole risk within 15 days of the Bid/Issue Closing Date. Applicants to whom refunds are made through electronic transfer of funds will be send a letter through ordinary post intimating them about the mode of credit of refund within 15 days of closure of Issue.

Interest in Case of Delay in Despatch of Allotment Letters/ Refund Orders.

In accordance with the Companies Act, the requirements of the Stock Exchanges and SEBI Guidelines, we undertake that:

(i) Allotment shall be made only in dematerialised form within 15 days from the Bid/ Issue Closing Date;
(ii) Despatch of refund orders shall be done within 15 days from the Bid/ Issue Closing Date; and
(iii) We shall pay interest at 15% per annum, if Allotment is not made, refund orders are not despatched and/ or demat credits are not made to investors within the 15 day time prescribed above.

We will provide adequate funds required for despatch of refund orders or Allotment advice to the Registrar to the Issue.

Refunds will be made by cheques, pay orders or demand drafts drawn on the Escrow Collection Banks and payable at par at places where Bids are received. Bank charges, if any, for encashing such cheques, pay orders or demand drafts at other centres will be payable by the Bidders.

The Company reserves the right to revise the Price Band during the Bidding Period in accordance with SEBI Guidelines. The cap on the Price Band should not be more than 20% of the floor of the Price Band. Subject to compliance with the immediately preceding sentence, the floor of the Price Band can move up or down to the extent of 20% of the floor of the price band advertised at least one day prior to the Bid/Issue Opening Date.

In case of revision in the Price Band, the Bidding/ Issue Period will be extended for three additional working days after revision of Price Band subject to the Bidding/ Issue Period not exceeding 10 working days. Any revision in the Price Band and the revised Bidding/ Issue Period, if applicable, will be widely disseminated by notification to the NSE and the BSE, by issuing a press release, and also by indicating the change on the web site of the Book Runners and at the terminals of the Syndicate.

BASIS FOR ISSUE PRICE

The Issue Price has been determined by the Issuer in consultation with the BRLMs on the basis of assessment of the market demands for the Issue by way of book-building Process. The face value of Equity Shares is Rs. 10 and the Issue Price is [●] times the face value.

Qualitative Factors

- Polymer focus
- Diversified product portfolio
- Strategic Locations of Manufacturing Facilities
- Recognised brands
- Consolidated technology platform
- Strong Marketing & Distribution Network
- Sourcing ability
- Research & Development Capabilities
- Customers confidence
- Professional Promoters and management team

Please refer to the Section title “Our Business” on page 61 of this Draft Red Herring Prospectus

Quantitative Factors

(i) Information presented in this section is derived from our restated financial statements prepared in accordance with Indian GAAP.

Earning Per Share (EPS) (as adjusted for changes in capital)

Particulars	Face value per share (Rs. 10 per share)	
	Rupees	**Weight**
Year ended March 31, 2004	4.38	1
Year ended March 31, 2005	6.81	2
Year ended March 31, 2006	15.62	3
Weighted average	**10.81**	

(ii) P/E pre-issue in relation to Issue Price of Rs. [•]

a. Based on the EPS of the year ended March 31, 2006 is Rs. [•].

b. Industry P/E* (Plastics Products)

i) Highest: 65.3
ii) Lowest: 2.4
iii) Industry Composite: 20.5

c. Industry P/E* (Packaging)
i) Highest: 191.0
ii) Lowest: 4.1
iii) Industry Composite: 28.7

* P/E are based on trailing twelve month earnings
Source: Capital Market Vo. XXI/21 December 18-31, 2006

(iii) Average Return on Net Worth in the last three years.

Particulars	RONW %	Weight
Year ended March 31, 2004	7.11	1
Year ended March 31, 2005	10.05	2
Year ended March 31, 2006	18.30	3
Weighted Average	13.69	

(iv) Minimum Return on Increased Net Worth required to maintain pre -issue EPS as on March 31, 2006 is [•].

(v) Net Asset Value per Equity Share.

Net Asset Value per Equity Share for the Year ended March 31, 2006 is Rs. 85.31.

After the Issue: Rs. [•]

Issue Price: [•].

Issue Price per Share will be determined on conclusion of book building process.

(1) Net Asset Value per Equity Share represents shareholders' equity as per restated financial statements less revaluation reserves and miscellaneous expenses as divided by weighted average number of Equity Shares outstanding as of date.

(vi) Comparison with industry peers

	EPS (Rs)*	P/E*	RONW%	BV (Rs.)
Time Technoplast Limited	15.62	[•]	18.30	85.31
Peer Group				
Sintex Industries	9.0	24.4	16.6	68.0
Balmer Lawr. Vanl.	2.7	15.0	13.2	22.0
Essel Propack	2.5	30.6	8.2	34.8
Supreme Industries	9.6	22.2	12.8	71.4

* EPS and P/E are based on trailing twelve month earnings

Source: Capital Market Vo. XXI/21 December 18-31, 2006

The BRLMs believe that the Issue Price of [•] justified in view of the above qualitative and quantitative parameters, see section titled "Risk Factors", "Our Business" and "Financial Statements" beginning on pages ix, 61, and 116 of the Draft Red herring Prospectus to have more informed.

The face value of the Equity Share is Rs.10/- per share and the Issue Price is [•] times of the face value of the Equity Shares.

STATEMENT OF POSSIBLE TAX BENEFITS

The Board of Directors
Time Technoplast Limited
102, Todi Complex, 35,
Saki Vihar Road,
Andheri (east)
Mumbai - 400 072

Dear Sir,

We hereby confirm that the enclosed annexure, prepared by the Company, state that the possible tax benefits available to TIME TECHNOPLAST LTD and its shareholders under the current tax laws presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the relevant tax laws. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company may or may not choose to fulfill.

The benefits discussed in the Annexure No. 1 are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consider in his or her own case the implications of investments in shares.

We neither express any opinion nor provide any assurance as to whether:

- The company or its shareholders will continue to obtain these benefits in future; or
- The conditions prescribed for availing the benefits have been / would be met with.

The contents of the annexure are based on the information, explanations and representations obtained from the company and on the basis of our understanding of the business activities and operations of the company.

This statement is provided solely for the purpose of assisting the Company to which it is addressed in discharging their responsibilities under the Securities & Exchange Board of India (Disclosure & Investor Protection Guidelines, 2000) and paragraph B (1) of Part II of Schedule II to the Indian Companies Act.

For Raman S. Shah & Co.
Chartered Accountants

Raman S . Shah
Proprietor
M. No.: 33272

Place: Mumbai
Date: 14.12.2006

ANNEXURE NO. 1

The following tax benefits shall be available to the Company and the prospective shareholders under the current tax laws in India.

A. TAX BENEFITS AVAILABLE UNDER THE INCOME TAX, 1961:

1. **TO THE COMPANY**

1.1 Dividend Income:

Under Section 10(34) of the Act, dividend income referred to in section 115(O) (whether interim or final) received by the company from any other domestic Company (in which the company has invested) is exempt from tax.

Under section 10(35) of the Act, the income received by the Company from distribution made by any mutual fund specified under section 10(23D) of the Act in respect of which tax is paid by such mutual fund u/s. 115R of the Act or from the Administrator of the specified undertaking or from the specified companies is exempt from tax.

1.2 Capital gains:

Capital assets are to be categorized into short-term capital assets and long-term capital assets based on the period of holding. Shares held in a Company or any other securities listed on a recognized stock exchange in India or units of UTI and specified Mutual Fund / Zero coupon Bonds are considered as long-term capital assets if these are held for a period exceeding 12 months. Capital gains arising on transfer of long-term capital assets are considered as 'long-term capital gains'. Capital gains arising on transfer of these assets held for a period of 12 months or less are considered as 'short-term capital gains'.

Under Section 48 of the Act, if any shares are sold by the Resident shareholders after being held for period exceeding twelve months, the gains (in cases not covered under section 10(38) of the Act) if any will be treated as long term capital gains and the gains shall be calculated by deducting from the gross consideration, the indexed cost of acquisition. The benefit of indexation is not available in respect of long-term capital gains arising from the transfer of long-term capital assets like bonds and debenture other than capital indexed bonds issued by the Government.

Long term capital gain arising from transfer of an 'eligible' Equity Share' in a Company Purchased on or after the 1st day of March, 2003 and before the 1st day of March, 2004 (both days inclusive) and held for a period of 12 months or more is exempt from tax under section 10 (36) of the Act.

Under section 10(38) of the Act, long term capital gains on sale of equity shares or units of an equity oriented fund where the transaction of sale is chargeable to Securities Transaction Tax shall be exempt from tax As per the provisions of section 112(1) (b) of the Act, other Long-term Capital gains arising to the company are subject to tax at the rate of 20% (plus applicable surcharge and education cess). However, as per the Proviso to that section, the long-term capital gains resulting from transfer of listed securities or units (not covered by section10(36) and 10(38) of the Act), are subject to tax at the rate of 20% on long-term capital gains worked out after considering indexation benefit (plus applicable surcharge and education cess), which would be restricted to 10% of long-term capital gains worked out without considering indexation benefit (plus applicable surcharge and education cess).

As per the provisions of section 111A of the Act, Short-term Capital Gains arising to the company from transfer of Equity shares in any other company through a recognized stock exchange or from sale of units of any equity oriented mutual fund are subject to tax @ 10% (plus applicable surcharge and education cess), if such a transaction is subjected to Securities Transaction Tax.

Short-term capital loss suffered during the year is allowed to be set-off against short-term as well as long-term capital gains of the said year. Balance loss, if any, could be carried forward for eight assessment years immediately succeeding the assessment year for which the loss was first computed for claiming set-off against subsequent years' short-term as well as long-term capital gains.

Long-term capital loss suffered during the year is allowed to be set-off against long-term capital gains except loss on sale of listed shares & securities wherein security transaction tax is paid. Balance loss, if any, could be carried forward for eight assessment years immediately succeeding the assessment year for which the loss was first computed for claiming set-off against subsequent years' long-term capital gains.

Under Section 54EC of the Act and subject to the conditions and to the extent specified therein, long term capital gains not exempt under sections 10(36) & 10(38) of the Act and arising to the Company on transfer of shares shall not be chargeable to tax to the extent such capital gains are invested in certain notified bonds within six months from the date of transfer. If only part of the capital gain is so invested, the exemption shall be proportionately reduced. However, if the said bonds are transferred or converted into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long term capital gains in the year in which the bonds are transferred or converted into money.

Under Section 54ED of the Act and subject to the conditions and to the extent specified therein, long-term capital gains not exempt under section 10(38) of the Act and arising to the Company on transfer of listed securities or units shall not be chargeable to tax to the extent such capital gains are invested in acquiring equity shares forming part of an 'Eligible issue of capital' within a period of six months after the date of such transfer and held for a period of at least one year. 'Eligible issue of capital' means any issue of equity shares which satisfies the following conditions namely:

a) the issue is made by a public company formed and registered in India;

b) the shares forming part of the issue are offered for subscription to the public.
If only a part of the capital gain is so invested, the exemption shall be proportionately reduced.

1.3 Depreciation / Business Loss:

Under Section 32 of the Act, the company is entitled to claim depreciation allowance at the prescribed rates on all its tangible and intangible assets acquired and put to use for its business.

Unabsorbed depreciation can be carried forward in future years.

Business losses can be carried forward for eight assessment years immediately succeeding the assessment year for which the loss was first computed for set off against subsequent business profits.

However the carry forward and set off of the business losses are subject to restrictions specified in section 80 of the Act.

1.4 Preliminary Expenditure:

Under section 35D of the Act, the Company shall be eligible for amortization of preliminary expenditure as specified in said section including the expenditure on proposed public issue of shares subject to meeting the conditions and limits specified in that section.

1.5 Tax holiday under Sec 80-1B of the Act:

Subject to the conditions specified under Section 80-IB of the IT Act, the company is eligible for deduction of 100 % for first 5 years and 30 % for next 5 years in respect of profits and gains from Industrial Undertakings located in an industrially backward state and its begins to manufacture/produce articles/things specified in Eighth Schedule and the commencement of production is in between April 1, 1993 and March 31, 2004.

1.6 Tax holiday under Sec 80-IC of the Act

Subject to the conditions specified under Section 80-IC of the IT Act, the company is eligible for 100% deduction for first 5 years and 30% for next 5 years in respect of profit and gains from the Industrial Undertaking which begun or begins to manufacture or produce any article or thing not being any article or thing specified in the Thirteen Schedule during 7th day of January, 2003 and ending before the 1st day of April, 2012 in the state of Himachal Pradesh or The State of Uttaranchal.

1.7 Minimum Alternate Tax:

Under Section 115 JAA of the Act, the company can claim credit for the difference of tax paid for any assessment year under subsection 1 of section 115JB and the amount of tax payable by the company on its total income computed in accordance with the other provisions of the Act. Such credit shall be allowed to be carried forward and set off in accordance with the provisions of said section. The carried forward tax credit shall not be allowed beyond 5th assessment year immediately succeeding the assessment year in which tax credit becomes allowable.

1.8 Banking Cash Transaction Tax:

Under Section 36 (1) (xiii) of the Act, the Company is entitled to claim deduction of Banking Cash Transaction Tax paid on Taxable Banking Transactions entered into by it from 1st April, 2005.

2. TO SHAREHOLDER

2.1 RESIDENT SHAREHOLDER

2.1.1 Dividend Income:

Under Section 10(34) read with section 115 O of the Act, dividend (whether interim or final) income received from a domestic company is exempt from tax in the hands of the resident shareholders.

2.1.2 Capital gains:

Capital assets are to be categorized into short-term capital assets and long-term capital assets based on the period of holding. Shares held in a Company are considered as long-term capital assets if these are held for a period exceeding 12 months. Capital gains arising on transfer of long-term capital assets are considered as 'long-term capital gains'. Capital gains arising on transfer of these assets held for a period of 12 months or less are considered as 'short-term capital gains'.

Under Section 48 of the Act, if any shares are sold by the Resident shareholders after being held for period exceeding twelve months, the gains (in cases not covered under section 10(38) of the Act) if any will be treated as long term capital gains and the gains shall be calculated by deducting from the gross consideration, the indexed cost of acquisition.

Under section 10(38) of the Act, Long Term Capital Gains on sale of equity shares of the Company where the transaction of sale is chargeable to Securities Transaction Tax shall be exempt from tax.

Short-term capital loss suffered during the year is allowed to be set-off against short-term as well as long-term capital gains of the said year. Balance loss, if any, could be carried forward for eight assessment years immediately succeeding the assessment year for which the loss was first computed for claiming set-off against subsequent year's short-term as well as long-term capital gains.

Under Section 54EC of the Act and subject to the conditions and to the extent specified therein, Long term capital gains not exempt under section 10(38) of the Act and arising to the shareholders on transfer of their shares in the company shall not be chargeable to tax to the extent such capital gains are invested in certain notified bonds within six months from the date of transfer. If only part of the capital gain is so invested, the exemption shall be proportionately reduced. However, if the said bonds are transferred or converted into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long term capital gains in the year in which the bonds are transferred or converted into money. Where the benefit of section 54EC of the Act has been availed of on investments in the notified bonds, a deduction from the income with reference to such cost shall not be allowed under section 80C of the Act.

Under Section 54ED of the Act and subject to the conditions and to the extent specified therein, long-term capital gains not exempt under section 10(38) of the Act and arising to the shareholders on transfer of their shares in the company shall not be chargeable to tax to the extent such capital gains are invested in acquiring equity shares forming part of an 'Eligible issue of capital' within a period of six months after the date of such transfer and held for a period of at least one year. 'Eligible issue of capital' means any issue of equity shares which satisfies the following conditions namely:

a. the issue is made by a public company formed and registered in India;
b. the shares forming part of the issue are offered for subscription to the public.

If only a part of the capital gain is so invested, the exemption shall be proportionately reduced. Where the benefit of section 54ED of the Act has been availed of on investments in specified equity shares, a deduction from the income with reference to such cost shall not be allowed under section 80C of the Act.

As per the provisions of Section 54F of the Act and subject to conditions specified therein, any long-term capital gains (not being residential house) which are not exempt under 10(38) of the Act, arising to shareholder who is an individual or Hindu Undivided Family are exempt from capital gains tax if the entire net sales consideration is utilized, within a period of one year before, or two years after the date of transfer, in purchase of a new residential house, or for construction of residential house within three years from the date of transfer.

If part of such net sales consideration is invested within the prescribed period in a residential house, then such gains would be chargeable to tax on a proportionate basis. Under proviso to the said section the shareholder should not own more than one residential house, other than the new asset, on the date of transfer of the original asset. If the residential house in which the investment has been made is transferred within a period of three years from the date of its purchase or construction, the amount of capital gains tax exempted earlier would become chargeable to tax as long term capital gains in the year in which such residential house is transferred. Similarly, if the shareholder purchases within a period of two years or constructs within a period of three years after the date of transfer of capital asset, another residential house (other than the new residential house referred above), then the original exemption will be taxed as capital gains in the year in which the additional residential house is acquired.

As per the provisions of section 111A of the Act, Short-term Capital Gains arising to the Resident shareholder from transfer of Company's shares through a recognized stock exchange are subject to tax @ 10% (plus applicable surcharge and education cess), if such a transaction is subjected to Securities Transaction Tax.

As per the proviso to section 112(1) of the Act, the long term capital gains resulting on transfer of listed securities of the company (not covered by section 10(38) of the Act), are subject to tax at the rate of 20% (plus applicable surcharge and education cess) with indexation benefit or 10% (plus applicable surcharge and education cess) without considering indexation benefit at the option of the shareholder.

2.1.3 Rebate:

As per Section 88E of the Act, the STT paid in respect of the taxable securities transactions entered into in the course of business would be eligible for rebate from the amount of income tax on the income chargeable under the head 'Profits and Gains of Business or Profession' arising from taxable securities transactions.

2.1.4 **Income of minor child**:

In accordance with the provisions of Section 10 (32) of the Act, any income of minor child clubbed with the total income of the parent under Section 64(1A) of the Act will be exempt from tax to the extent of Rs. 1500/- per minor child per year.

2.2 NON-RESIDENT / NON-RESIDENT INDIAN SHAREHOLDER:

2.2.1 **Dividend Income:**

Dividend (both interim and final) income, if any, received by the non-resident /non-resident Indian shareholders from the domestic company shall be exempt under Section 10(34) read with Section 115-O of the Act.

2.2.2 **Capital gains:**

Capital assets are to be categorized into short-term capital assets and long-term capital assets based on the period of holding. Shares held in a Company are considered as long-term capital assets if these are held for a period exceeding 12 months. Capital gains arising on transfer of long-term capital assets are considered as 'long-term capital gains'. Capital gains arising on transfer of these assets held for a period of 12 months or less are considered as 'short-term capital gains'.

Section 48 of the Act contains special provisions in relation to computation of capital gains on transfer of an Indian company's shares by non-residents. Computation of capital gains arising on transfer of shares in case of non-residents has to be done in the original foreign currency, which was used to acquire the shares. The capital gain (i.e., sale proceeds less cost of acquisition / improvement) computed in the original foreign currency is then converted into Indian Rupees at the prevailing rate of exchange.

Under section 10(38) of the Act, Long Term Capital Gains on sale of equity shares of the Company where the transaction of sale is chargeable to Securities Transaction Tax shall be exempt from tax. In case investment is made in Indian rupees, the long-term capital gain is to be computed after indexing the cost. According to the provisions of Section 112 of the Act, long term gains as computed above that are not exempt under section 10(38) of the Act would be subject to tax at a rate of 20% (plus applicable surcharge and education cess).

However, as per the proviso to Section 112(1), if the tax on long term capital gains resulting on transfer of listed securities or units, calculated at the rate of 20% with indexation benefit exceeds the tax on long-term gains computed at the rate of 10% without indexation benefit, then such gains are chargeable to tax at a concessional rate of 10% (plus applicable surcharge and education cess).

As per the provisions of section 111A of the Act, Short-term Capital Gains arising to the Shareholders from transfer of Equity shares in the company through a recognised stock exchange or from sale of units of any equity-oriented mutual fund are subject to tax @ 10% (plus applicable surcharge and education cess), if such a transaction is subjected to Securities Transaction Tax.

Short-term capital loss suffered during the year is allowed to be set-off against short-term as well as long-term capital gains of the said year. Balance loss, if any, could be carried forward for eight years for claiming set-off against subsequent years' short-term as well as long-term capital gains.

Under Section 54EC of the Act and subject to the conditions and to the extent specified therein, Long term capital gains not exempt under section 10(38) of the Act and arising to the shareholders on transfer of their shares in the company shall not be chargeable to tax to the extent such capital gains are invested in certain notified bonds within six months from the date of transfer. If only part of the capital gain is so invested, the exemption shall be proportionately reduced. However, if the said bonds are transferred or converted into money within a period of three years from the date of their acquisition, the amount of capital gains exempted **53** earlier would become chargeable to tax as long term capital gains in the year in which the bonds are transferred or converted into money. Where the benefit of section 54EC of the Act has been availed of on investments in the notified bonds, a deduction from the income with reference to such cost shall not be allowed under section 80C of the Act.

Under Section 54ED of the Act and subject to the conditions and to the extent specified therein, long-term capital gains not exempt under section 10(38) of the Act and arising to the shareholders on transfer of their shares in the company shall not be chargeable to tax to the extent such capital gains are invested in acquiring equity shares forming part of an 'Eligible issue of capital' within a period of six months after the date of such transfer and held for a period of at least one year. 'Eligible issue of capital' means any issue of equity shares which satisfies the following conditions namely:

a. the issue is made by a public company formed and registered in India;
b. the shares forming part of the issue are offered for subscription to the public.

If only a part of the capital gain is so invested, the exemption shall be proportionately reduced. Where the benefit of section 54ED of the Act has been availed of on investments in specified equity shares, a deduction from the income with reference to such cost shall not be allowed under section 80C of the Act.

As per the provisions of Section 54F of the Act and subject to conditions specified therein, any long-term capital gains (not being residential house) which are not exempt under 10(38) of the Act, arising to shareholder who is an individual or Hindu Undivided Family are exempt from capital gains tax if the entire net sales consideration is utilized, within a period of one year before, or two years after the date of transfer, in purchase of a new residential house, or for construction of residential house within three years from the date of transfer.

If part of such net sales consideration is invested within the prescribed period in a residential house, then such gains would be chargeable to tax on a proportionate basis. Provided that the said shareholder should not own more than one residential house at the time of such transfer. If the residential house in which the investment has been made is transferred within a period of three years from the date of its purchase or construction, the amount of capital gains tax exempted earlier would become chargeable to tax as long term capital gains in the year in which such residential house is transferred. Similarly, if the shareholder purchases within a period of two years or constructs within a period of three years after the date of transfer of capital asset, another residential house (other than the new residential house referred above), then the original exemption will be taxed as capital gains in the year in which the additional residential house is acquired.

2.2.3 **Rebate:**

As per Section 88E of the Act, the STT paid in respect of the taxable securities transactions entered into in the course of business would be eligible for rebate from the amount of income tax on the income chargeable under the head 'Profits and Gains of Business or Profession' arising from taxable securities transactions.

2.2.4 **Tax Treaty Benefits:**

As per Section 90(2) of the Act, the provisions of the Act would prevail over the provisions of the tax treaty to the extent they are more beneficial to the non-resident/non-resident Indian shareholder. Thus, a non-resident/non-resident Indian shareholder can opt to be governed by the beneficial provisions of an applicable tax treaty.

2.2.5 **Capital gains tax – Options available to a non-resident Indian under the Act**

Non-resident Indian:

As per Section 115-C(e) of the Act, a 'non-resident Indian' means an individual, being a citizen of India or a person of Indian origin who is not a 'resident'. As per the Explanation to the said clause, a person shall be deemed to be of Indian origin if he, or either of his parents or any of his grand-parents, was born in undivided India.

Where shares have been subscribed in convertible foreign exchange, the non-resident Indians (as defined in section 115C(e) of the Act), being shareholders of the company, have the option of being governed by the provisions of Chapter XII-A of the
Act, which, *inter alia*, entitles them to the following benefits in respect of income from shares of the company acquired, purchased or subscribed to in convertible foreign exchange :

As per the provisions of section 115D read with section 115E of the Act and subject to the conditions specified therein, long term capital gains (in cases not covered under section 10(38) of the Act) arising on transfer of the Company's shares, will be subject to tax at the rate of 10% (plus applicable surcharge on tax and education cess on tax and surcharge), without indexation benefit.

As per the provisions of section 115F of the Act and subject to the conditions specified therein, gains arising on transfer of a long term capital asset (in cases not covered under section 10(38) of the Act) being shares in the company, shall not be chargeable to tax if the entire net consideration received on such transfer is invested within the prescribed period of six months in any specified asset or savings certificates referred to in section 10(4B) of the Act. If part of such net consideration is invested within the prescribed period of six months in any specified asset or savings certificates referred to in section 10 (4B) of the Act then such gains would not be chargeable to tax on a proportionate basis. For this purpose, net consideration means full value of the consideration received or accrued as a result of the transfer of the capital asset as reduced by any expenditure incurred wholly and exclusively in connection with such transfer.

Further, if the specified asset or savings certificates in which the investment has been made is transferred within a period of three years from the date of investment, the amount of capital gains tax exempted earlier would become chargeable to tax as long term capital gains in the year in which such specified asset or savings certificates are transferred.

As per the provisions of section 115G of the Act, non-resident Indians are not obliged to file a return of income under section 139(1) of the Act, if their only source of income is income from investments or long term capital gains earned on transfer of such investments or both, provided tax has been deducted at source from such income as per the provisions of Chapter XVII-B of the Act.

Under section 115H of the Act, where the non-resident Indian becomes assessable as a resident in India, he may furnish a declaration in writing to the Assessing Officer, along with his return of income for that year under section 139 of the Act to the effect that the provisions of the Chapter XII-A shall continue to apply to him in relation to such investment income derived from the specified assets for that year and subsequent assessment years until such assets are converted into money.

As per the provisions of section 115I of the Act, a non-resident Indian may elect not to be governed by the provisions of Chapter XII-A for any assessment year by furnishing the return of income for that assessment year under section 139 of the Act, declaring therein that the provisions of Chapter XII-A shall not apply to him for that assessment year and accordingly his total income for that assessment year will be computed in accordance with the other provisions of the Act.

2.3 SHAREHOLDER BEING FOREIGN INSTITUTIONAL INVESTORS (FIIS)

2.3.1 **Dividend Income:**

Dividend (both interim and final) income, if any, received by the FII shareholder from the domestic company shall be exempt under section 10(34) read with Section 115O of the Act.

2.3.2 **Capital Gains:**

Under Section 115AD of the Act, income (other than income by way of dividends referred in Section 115-O) received in respect of shares of the company shall be taxable at the rate of 20% (plus applicable surcharge on tax and education cess on tax and surcharge).

Under Section 115AD, capital gains arising from transfer of shares of the company which are not exempt under Section 10(38), shall be taxable as follows:

Securities which are held for the period of upto or less than twelve months and where such transaction is chargeable to Securities Transaction Tax levied under Chapter VII of the Finance (No. 2) Act of 2004, shall be taxable at the rate of 10% (plus applicable surcharge on tax and education cess on tax and surcharge). Securities held for the period of upto or less than twelve months and where such transaction is not chargeable to Securities Transaction Tax levied under Chapter VII of the Finance (No. 2) Act of 2004 shall be taxable at the rate of 30% (plus applicable surcharge on tax and education cess on tax and surcharge); Securities which are held for the period of twelve months or more shall be taxable at the rate of 10% (plus applicable surcharge on tax and education cess on tax and surcharge). Such capital gains would be computed without giving effect of indexation as provided in the first and second proviso to Section 48. In other words, the benefit of indexation, as mentioned under the two provisos would not be allowed while computing the capital gains.

2.3.3 **Exemption of capital gains from income-tax:**

Long term capital gains arising on transfer of equity shares in the Company, which is held for the period exceeding twelve months and where such transactions is chargeable to Securities Transaction Tax, shall be exempt from tax under Section 10(38) of the Act.

Under Section 54EC of the Act and subject to the conditions and to the extent specified therein, Long term capital gains not exempt under section 10(38) of the Act and arising to the shareholders on transfer of their shares in the company shall not be chargeable to tax to the extent such capital gains are invested in certain notified bonds within six months from the date of transfer. If only part of the capital gain is so invested, the exemption shall be proportionately reduced. However, if the said bonds are transferred or converted into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long term capital gains in the year in which the bonds are transferred or converted into money.

Under Section 54ED of the Act and subject to the conditions and to the extent specified therein, long-term capital gains not exempt under section 10(38) of the Act and arising to the shareholders on transfer of their shares in the company shall not be chargeable to tax to the extent such capital gains are invested in acquiring equity shares forming part of an 'Eligible issue of capital' within a period of six months after the date of such transfer and held for a period of at least one year. 'Eligible issue of capital' means any issue of equity shares which satisfies the following conditions namely:

a. the issue is made by a public company formed and registered in India;
b. the shares forming part of the issue are offered for subscription to the public.

If only a part of the capital gain is so invested, the exemption shall be proportionately reduced.

2.3.4 **Rebate:**

As per Section 88E of the Act, the Securities Transaction Tax paid in respect of the taxable securities transactions entered into in the course of business would be eligible for rebate from the amount of income tax on the income chargeable under the head 'Profits and Gains of Business or Profession' arising from taxable securities transactions.

2.3.5 Tax Treaty Benefits:

As per Section 90(2) of the Act, the provisions of the Act would prevail over the provisions of the tax treaty to the extent they are more beneficial to the FIIs. Thus, a non-resident can opt to be governed by the beneficial provisions of an applicable tax treaty.

2.4 BENEFITS AVAILABLE TO MUTUAL FUNDS:

In case of a shareholder being a Mutual fund, as per the provisions of Section 10(23D) of the Act, any income of Mutual funds registered under the Securities and Exchange Board of India Act, 1992 or Regulations made there under, Mutual Funds set up by public sector banks or public financial institutions and Mutual Funds authorized by the Reserve Bank of India are exempt from income-tax, subject to such conditions as the central government may by notification in the Official Gazette specify in this behalf.

2.5 BENEFITS AVAILABLE TO VENTURE CAPITAL COMPANIES / FUNDS:

In case of a shareholder being a Venture Capital Company / Fund, any income of Venture Capital Companies / Funds registered with the Securities and Exchange Board of India, are exempt from income-tax, subject to the conditions specified in Section 10(23FB) of the Act.

B. TAX BENEFITS AVAILABLE UNDER THE WEALTH TAX ACT, 1957

'Asset' as defined under section 2(ea) of the Wealth Tax Act, 1957, does not include share in companies. Hence, the shares are not liable to Wealth Tax.

C. BENEFITS AVAILABLE UNDER THE GIFT TAX ACT, 1958

Gift tax is not livable in respect of any gifts made on or after October 1, 1998. Therefore, any gift of shares will not attract gift tax.

Notes for above benefits:

1. The above Statement of Possible Direct Tax Benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of ordinary shares. The statements made above are based on the tax laws in force as also under the Finance Act, 2006 and is interpreted by relevant taxation authorities as of date.

2. All the above benefits are as per the current direct tax laws and will be available only to the sale by first named holder in case the shares are held by joint holders.

3. In respect of non-residents the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the Double Taxation Avoidance Agreements, if any, between India and country in which the non-resident has fiscal domicile.

4. In view of the nature of tax consequences, being based on all the facts, in totality, of the investors, each investor is advised to consult his/her own tax advisor with respect of specific tax consequences of his/her participation in the scheme.

D. TAX BENEFITS AVAILABLE UNDER CENTRAL EXCISE & CUSTOM ACT

The Units of the company situated in the State of Himachal Pradesh are eligible for exemption in respect of payment of Excise duty for manufacture of Medical Products and Plastic Moulded Articles in terms of Notification No.49/2003 C.E. dated 10.06.03 and Notification No 50/2003 CE dated 10.06.03 subject to fulfilling of the conditions prescribed in the aforesaid notifications.

E. TAX BENEFITS AVAILABLE UNDER SALES TAX ACT

a) TO THE COMPANY

The Units of the company are eligible for exemption/ deferment / concessional rate of tax in respect of payment of Local Sales Tax and Central Sales Tax for manufacture of various products/Articles in subject to fulfilling of the conditions prescribed in the respective notifications.

Tax Benefit for our Subsidiary

TPL Plastech Limited

M/s TPL PLASTECH LIMITED , Situated at Plot no- 5 , Khadoli Village, Silvassa, Dadra & Nagar Haveli, which is registered as an Industrial Unit with DISTRIC INDUSTRIES CENTER Vide registration no- DIC/1/MEMO/265/93/1797 dt 03/11/1993 & Holding Local Sale Tax Registration no- DNH/ST/1378 w.e.f: 02/09/1994 (TIN NO:- 26000001378) is exempted from Local Sale Tax Vide Sale Tax Exemption Certificate No- ADM/DNH/EXEMPT/ST/99/438 DTD- 03/06/1999 & Holding Central Sale Tax Registration no- DNH/CST/1318 w. e. f. : 02/09/1994 is also exempted from Central Sale Tax Vide Central Sale Tax Exemption Certificate No- ADM/DNH/EXEMPT/CST/99/438 DTD- 03/06/1999 , For the Goods Manufactured / Processed / Assembled In the UNION TERRITORY OF DADRA & NAGAR HAVELI with EFFECT from 10/06/1995 TO 09/06/2010 for a Period of 15 Years.

SECTION IV - ABOUT THE ISSUER COMPANY

INDUSTRY OVERVIEW

The information in this section is derived from various government publications and oteh rindustry sources. Neither we, nor any other person connected with this Issue has verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guranteed and their reliability cannot be assured and accordingly, investment decisions should not be based on such information.

Disclaimer: All information contained in ICRA's Report titled "Indian Plastic Industry" (dated June 2005) ("Said Report") has been obtained by ICRA from sources believed by it to be relaible. Although reasonable care has been taken to ensure that the information in the Said Report is true, such information is provided 'as is' without any warranty of any kind, and ICRA in particular, makes no representation, express or implied, as to the accuracy, timeliness, authenticity or completeness of any such information. All information contained in the said Report must be construed solely as statements of opinion, and ICRA shall not be liable for any losses, director indirect, arising from the use of the Said Report or its contents.

Our business is broadly divided into the following 5 business divisions that cater to diverse industry verticals. These industry verticals have business dynamics that are by and large different and independent of each other although some of them have common factors that impact the businesses. The most common factor affecting these industry verticals is economic condition of the country. Similarly the aggregation of all the factors affecting these various industry verticals may broadly cover almost all the factors that may affect the polymer business industrial sector as a whole. The polymer business is broadly based on the changing dynamics of the user industry. The industrial growth which contributes to the growth of the economy is a prime driver for the growth in the polymer business. Additionally changing preferences and costs of packaging are other factors that affect growth.

The Industry review covers each of the Strategic business divisions in which our Company operates in namely:

- Packaging and Chemical Industry
- Automotive and Auto components Industry
- Lifestyles
- Healthcare Industry
- Construction and Agriculture Industry

India: Economic Snapshot

India, the fourth largest economy globally, in terms of size as measured by GDP (PPP) has emerged as one of the fastest growing economies in the world. India is hailed by international agencies like The World Bank and IMF as one of the economies predicted to play a key role in shaping the global economic landscape in the coming years

Macroeconomic Overview

India's economy is estimated to grow by 8.1% in the current fiscal year ending March, 2006, boosted by strong growth in manufacturing and services. This is the fastest growth in nearly two years. The economy grew 8.5% in 2003-04, boosted by the best monsoon rains in nearly a decade.

Real Growth Rates

(% change over previous year)	2002-03	2003-04	2004-05	2005-06 (est.)
Real GDP (at factor cost)	3.8	8.5	7.5	8.1
Agriculture & Allied Activities	-6.9	10	0.7	2.3
Foodgrains production	-17.90	22.14	-4.17	2.30
Industry	7	7.6	8.6	9
Manufacturing	6.8	7.1	8.1	9.4
Services	7.3	8.2	9.9	9.8
Electricity, gas & water supply	4.8	4.8	4.3	5.4
Imports	14.5	24.1	48.5	48.4*
Exports	20.3	23.3	23.9	21.9*
Inflation (WPI)	6.5	4.6	5.1	4.3**

* Figures of Export & Import for Fiscal 2005-06 is for Period Apr – Sept.

** WPI based inflation for 2005-06 is for week ending 28th Jan. 2006

Source: Economic Survey 2005-06

INDUSTRY SECTORS

As the Company's Products are manufactured out of different kinds of polymers, it is necessary to understand Petrochemical and Polymer industry in India as well.

Petrochemical Industry in India: Review & Outlook

The petrochemical industry in India had witnessed rapid growth in the past, growing at 1.5 to 2.5 times the GDP growth rate with soaring demand in the individual segments of the petrochemical industry. The phenomenon of the petrochemical sector growing at multiples of GDP growth rate continued till the onset of the global economic slowdown in 2000 when the US, EU and Japan economies simultaneously experienced recessionary trends causing a broad based slowdown in the global economy which adversely affected demand for petrochemicals.

Source: Indian Petrochemical Industry Review 2005 & Outlook 2006

Review of 2005 & Outlook for 2006 for Key Segments of the Petrochemical Industry in India

Polymers

In 2005, the polymer sector witnessed a positive growth of 7% over the negative growth of 1% in polymer demand in 2004.

All polymers	2002	2003	2004	2005	2006#	2007#
Capacity **	4305	4335	4570	4939	5385	5685
Production	4098	4438	4672	4668	5169	5519
Imports *	390	454	405	559	682	765
Exports *	772	771	1016	869	954	777
Net Trade	382	317	611	310	272	12
Demand	3716	4121	4061	4358	4897	5507
Demand Growth %		11%	-1%	7%	12%	12%

* Prorated number, Exports Jan. '05 to Sep. '05 actual – DGCIS

** Financial year capacity Production : Actual till 2005 # : Projected

It is expected that the polymer demand will register a robust growth of 12% for the year 2006 and 2007 due to strong economic performance. Major capacity additions are expected to take place in 2008-2009 by Reliance and IOC, which will see surplus capacity and production.

Source: CPMA report on Indian Petrochemical Industry Review 2005 & Outlook 2006

Outlook for the Overall Indian Petrochemical Industry

Among the key segments within the Indian Petrochemical industry, the polymers are likely to register the highest growth rate of 13% in 2006 and 2007.

Source: CPMA Report On Indian Petrochemical Industry – Review of 2005 and Outlook for 2006

PACKAGING :

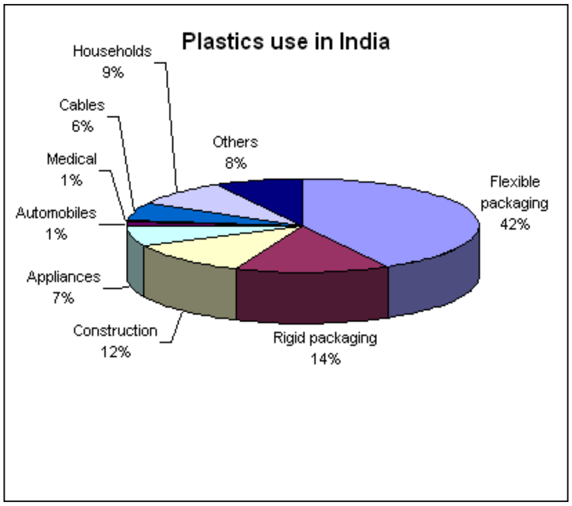
Plastic Packaging (including flexible and rigid packaging) conveys the image of high quality, freshness, sturdiness and convenience. It is more cost effective than any other packaging material and is the largest single market for plastic resin consumption (packaging uses more than 40% of all plastic produced).

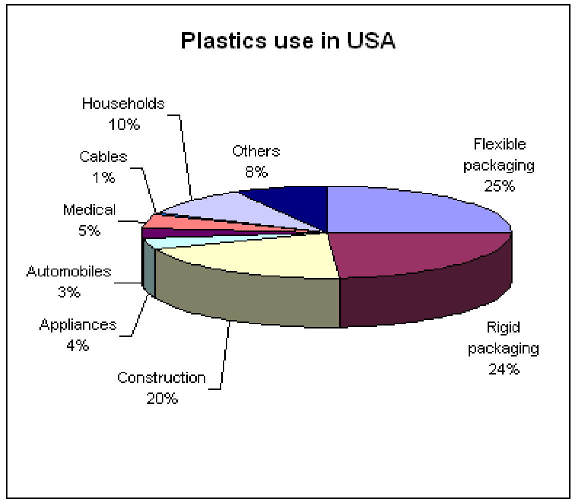
Source: ICRA report on Indian Plastic Industry, June 2005

Unstable resin prices (increase being as high as 70% in some case) have not slowed growth or stopped consumers from demanding the benefits of plastic packaging. Various plastic materials for packaging include Polyethylene, Polypropylene and PET.

Plastics in Packaging

The various markets where plastics finds use are packaging, construction, appliances, auto-mobiles and others. The shares of these applications in India vis-à-vis mature market like USA is presented in the following chart:





Source: ICRA report on Indian Plastic Industry, June 2005

It may be observed that in a mature market like USA, rigid packaging share 24%, while in India it is just 14%. There is enough scope for growth. Most of the rigid packaging demand (over 70%) in India is from drums and containers used for storage / packing of lube oils, chemicals and potential and other liquids.

Source: ICRA report on Indian Plastic Industry, June 2005

These barrels / containers are used for packing by users in Specialty Chemicals, Paints, Inks, Pharmaceutical Intermediates, FMCG Intermediates, Construction Chemicals, Additives, Lube Oils & Additives and food industry among others.

The chemical industry is a significant component of the Indian economy with revenues at approx. USD 28 billion. It constitutes 6.7% of India's GDP and 10% of total exports. With the current levels of performance, the Indian Chemical Industry ranks 12th in the world production of chemicals and enjoys the impressive growth rate.

Source: KPMG report on The Indian Chemical industry for Chemtech foundation

- The Chemical Industry has achieved a growth rate of 8.6% over the last few years making it one of the fastest growing sectors in India.

- Industry growth rate has been twice the Asian growth rate over the last 5 years.

Source: KPMG report on The Indian Chemical industry for Chemtech foundation

According to KPMG Report in association with the Chemtech Foundation Report on the Indian Chemical Industry, the specialty and knowledge segments of the chemical industry holds significant potential, while the basic chemical segment will need new strategies to ensure competitiveness.

Potential for high domestic demand

Demand for the chemical industry is yet to reflect its real potential in India. The per capita consumption of chemical products in India is much below consumption levels in developed economies and even in most developing economies.

Annual per capita consumption of petrochemical derivatives – India vs world					
Item	**Polyesters**	**Plastics**	**Synthetic rubber**	**Synthetic Fibre**	**Polymers**
India	1.4	3	0.2	1.63	1.8
World	3	17	2.1	4	17

Source : KPMG report on The Indian Chemical industry for Chemtech foundation

Indian consumption of petrochemical derivatives is a very small fraction of the world levels indicating a potential for the future. Consumption is expected to rise with economic development and an improvement in life style.

The Indian chemical industry is a marginal player in the international market accounting for 1.9 percent of the global chemicals market, while India trade (exports plus imports) accounts for just 1.3 percent of the world chemical trade of USD 545 billion. Although certain sectors (such as petrochemicals and pharmaceuticals) enjoy a trade surplus, the industry remains a net importer with an annual trade deficit of USD 1.3-1.8 billion.

Source : KPMG report on The Indian Chemical industry for Chemtech foundation

Developed nations are looking at India as a manufacturing base. Low cost manpower, strong technical skills and relatively less stringent environmental norms have contributed to this newly placed confidence. Some of the multi national companies who have set up manufacturing base in India include Rohm & Haas, Together for Leather, BASF, Clariant and Owens Corning.

Outlook for growth more in the specialty segments

According to KPMG survey, when the chemical industry grows in the line with GDP growth as projected in the 10^{th} plan, it could achieve a size of around US 60 billion from the current 32 billion. However, KPMG analysis indicates industry to have higher potential to grow to a size of 100 billion by 2010.

Source : KPMG report on The Indian Chemical industry for Chemtech foundation

Outlook on Industrial packaging

The Indian economy is buoyant and expected to grow consistently above 8%. Growth in the Polymers is also buoyant with easier availability of raw material, significantly added by robust growth in the Petrochemical industry. 40% of all plastics produced are used for packaging and the thrust on the same could be more evident. Rigid packaging in particular, which is only 14% share of plastic also has to see an improvement as the availability and the user industry experiences buoyancy. There would be an increase on pressure on metal packaging as plastics will rapidly continue to replace steel. There is enough scope for replacement of steel drums by plastic drums as well. The user Chemical Industry growing at 8.6% over the last few years is also expected to grow rapidly.

INDUSTRY OVERVIEW: AUTOMOTIVE & AUTOMOTIVE COMPONENTS

The company is engaged in manufacture of Radiator Tanks, Fuel Tanks, Air Ducts, Vents and Anti Spray Devices. These are primarily used by commercial & passenger vehicles. India is gradually harmonizing its automotive norms with global norms and the Government has already approved the proposal to join the world forum (World Forum For Harmonization Of Vehicle Regulations)(Wp-29) as an observer. Introduction of newer regulations and standards with stringent norms especially in line with the Euro norms throws up opportunity for newer components. Automotive Industry standards are being implemented in making it necessary for the vehicle operators and the OEMs to bring about these changes. Some of the recent examples are Spray Suppression Systems, rear view mirrors, improved mudguards, lighting and light signal devices, warning triangles, protection rods fitted on commercial vehicles, etc.

Automobiles – Domestic Performance

In addition, the automobile industry is experiencing remarkable growth trend. The domestic automobile market (OEMs & Auto Component manufacturers) has been growing at 14.2% CAGR over the past 4 years (2000-01 to 2004-05), while the auto components market has been growing at 19.2% CAGR (2000-01 to 2003-04). The industry (OEMs and suppliers together) contributed nearly 4% to the country's GDP in 2003-04. Since nearly all macro-economic indicators – GDP, infrastructure, population demographics, interest rates, etc. are showing a favourable trend, the domestic market for automobiles in India is expected to continue on its growth trajectory.

Source: IBEF – Automobile Sectoral Report

Commercial Vehicles

Growth

This segment can be divided into three categories – heavy commercial vehicles (HCVs), medium commercial vehicles (MDVs or MCVs) and light commercial vehicles (LCVs). The commercial vehicle production in India increased from 156,706 in 2001 to 350,033 in 2005 and even in the last 4 years have been experiencing a CAGR of 23.5%.

The key trends facilitating growth in this sector are the development of ports and highways, increase in construction activities and agricultural output. With better roads and highway corridors linking major cities, the demand for larger, multi-axle trucks is increasing in India.

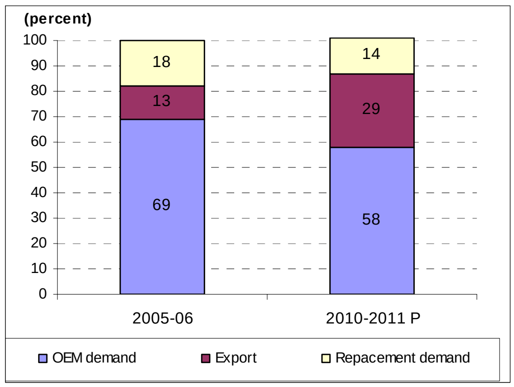
Auto Components Industry

The Indian Automotive Component Industry produces the entire range of parts required by the domestic automotive industry and also for exports of automotive components. An automobile consists of more than 20,000 components with each performing different functions. According to Automotive Components Manufacturers Association in India (ACMA), the output of auto component industry in India has increased at a CAGR of around 25 percent for the past three years from US$ 4470 million in 2002 to US$ 8700 million in 2005. With booming domestic sales and increasing demand from exports, the confidence of industry players is high. This is reflected in the increase in investments in capacity creation and expansion. Investments in this sector have increased from US$ 2300 million in 2002 to US$ 3950 million in 2005, a CAGR of 20%.

Source: IBEF – Automotive Sectoral Report

Demand Prospects

The market for Automotive Components can be segmented into the following 3 categories, based largely on the identifying of the buyer; OEM, replacement (on maintenance & spares) & exports. Crisil Research estimates that Rs.443.00 Billion (2005-06) Automobile Ancillary Industry derived its demand as follows:



OEM

As per Crisil Research estimates, the production value of demand from OEMs stood at about Rs.306.00 billion into 2005-06. While the industry witnessed a high demand growth from the OEMs in 2003-04 and 2004-05, the slower growth in auto production reduced the growth to 11.5% in 2005-06. The production value of OE off take is expected to grow by 14% to Rs.350.00 billion in 2006-07 and at a CAGR of 11% for the 5 year period to reach a production value of Rs.520.00 billion in 2010-11.

Source: CRIS INFAC

Replacement demand to grow at a healthy pace

The Auto Ancillary derived about 18% of its demand from the replacement market in 2005-06. The production value of this segment stood at Rs.80.00 billion during the year. The production value for replacement off take is estimated to CAGR of about 9% between 2005-06 and 2010-11. Accordingly the production value of replacement off take will increase to nearly Rs.125.00 billion by 2010-11.

Source: CRIS INFAC

High exports potential

Auto Ancillary units in America and Europe are on the second stage of cost reduction drive looking at low cost reduction basis to outsource components. Low reduction growth has also forced them to look at countries with better growth potential. China, India and Thailand have been regarded as low cost countries (LCC) and coupled with high vehicle growth in the local markets, they will continue to be the key markets. Many global automobile manufacturers have identified India as a manufacturing base for some of their models (which are then exported to other countries).

Exports have been growing at a consistently high rate in the past 4 years. Crisil expects this trend to continue in future and estimates the off take from this segment to increase to Rs.260.00 billion (production value) in 2010-11 and should account for an export value of in excess of Rs.350.00 billion.

Source: CRIS INFAC

INDUSTRY OVERVIEW - LIFESTYLE

For the Consumers, company offers Garden Furniture, Turfs and entrance mattings. Company has also established brands; Regal – Garden Furniture, Duroturf & Durosoft – Mattings.

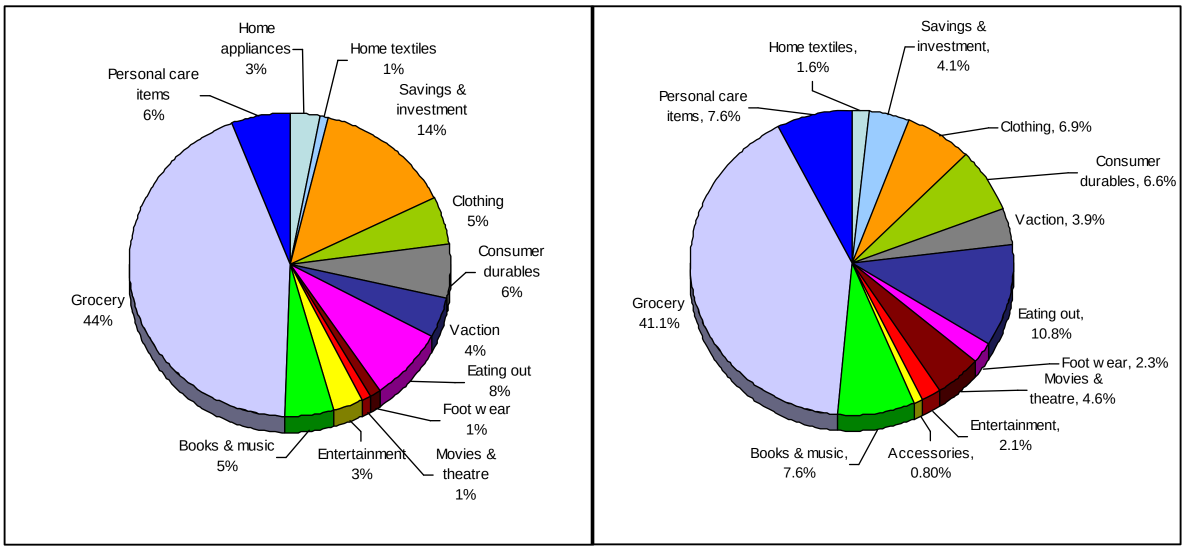
Rising Per Capita income, increasing urbanization exposure during international travel, media blitz, all contribute to changing life styles. Consumers propensity is to go for better products, spend more on life style accessories and incline towards branded goods. Some of the factors contributing to changing life style are reviewed.

India is the largest economy in the world in terms of Purchasing Power Parity (PPP) after USA, China & Japan. The total Consumer spending in the country in 2004-05 is Rs.18,540 bn – of this the Retail Sales contributed to 55% - Rs.10,200 bn (USD – 2276 bn) & growing @ 5% p.a.

Source: Images Yearbook Vol.III No.I-2006

Shift in Consumer Consumption

The current economic boom has lead to changing consumption pattern. Consumers are spending more, as is visible from the chart, reduced savings & Investments in the total consumer shopping basket and lesser spend on Groceries.



Source: Marketing White book 2005 Business World

Per capita GDP is expected to double by 2014 & Indians are getting richer. Discretionary spending has witnessed 16% rise for the Urban middle class.

Source: Images Yearbook Vol.III No.I-2006

Demographic Profile Advantages

The composition of the Indian population is shifting and the median age of the Indian Consumer is among the youngest in world. Larger working population would mean higher purchasing power driving consumption.

Nuclear Families & working women

The average size of the family has dropped down from 5.6 to 5.4 person /family, resulting increasing per capita consumption.

Growing number of educated & employed women media proliferation have all lead to growing consumerism. Working women population has increased 22% in 1991 to 26 % in 2001 – resulting change in the purchasing habits. Working womens propensity to for spending is also higher compared to housewife.

Rising Income Level

There are more than 1.6 mn Households in India that earn more than Rs.40 L p.a. This number is growing at about 14% per year & likely to cross 3 mn households by 2010. The middle & high Income household in Rural India are expected to grow 80 mn to 111 mn – where as in the same period in Urban the growth in this category from current 49 mn to 59 mn households.

Source: Images Yearbook Vol III No.I-2006

Change in outlook on branded products and Growth in the number of retail malls

In the last 4-5 years, Indian markets have witnessed a strong shift towards branded products as Indian consumers have started feeling that branded goods offer better quality and greater value for money. This increase in the awareness of branded goods has been the highest in the case of apparel. Increased exposure to international consumerism trends and fast-changing lifestyles can result in a 10-15 per cent growth in branded goods.

INDUSTRY OVERVIEW: **HEALTHCARE**

Company manufactures Health Care products such as Auto Disable Syringes, Blood Collection Devices & Multi Layer Face Mask. India is at the threshold of major explosion on health care with increasing growth in medical tourism, diagnostic & clinical trials, outsourcing R&D and not to forget the burgeoning population.

With high demands on quality standards and raging concern on spread of infection due to use of unsafe syringes at the highest level (Government having stepped in with legislative changes), we believe our Company would experience higher trajectory of growth.

Overview

Healthcare has emerged as one of the largest service sectors in India. In 2004, national healthcare spending equalled about 5.2 percent of nominal GDP, or about US$ 34.9 billion. Healthcare spending in India is expected to rise by 12 percent per annum through 2005-09 (in rupee terms) and scale up to about 5.5 percent of GDP, or US$ 60.9 billion, by 2009. Other estimates suggest that by 2012, healthcare spending could contribute 8 percent of GDP and employ around 9 million people.

Source: IBEF – Healthcare Sectoral Report

Key Opportunities - Concern over infections transmitted through injections

About 40% of all the health injections given in 2000 were performed with reused needles. Unsafe injection practices throughout the world result in millions of infections which may lead to serious diseases and deaths. Each year over-use of injections and re-use of dirty syringes and needles combine to cause an estimated 8-16 million Hepatitis B infections, 2.3-4.7 million Hepatitis C and 80000-160000 HIV infections.

Source: WHO

Recognition of the risks associated with unsafe injections has led to improvements in injection-control practices, sufficient supplies and appropriate waste disposal strategies. In some countries, however, the introduction of disposable equipment with adequate education, supplies and waste management has caused a widespread re-use of injection equipment without sterilization. Unauthorized repacking of needles and syringes for re-sale is also common. While the purpose of all vaccination programmes is to prevent disease, re-use of needles and syringes is the cause of most immunization-related infections and diseases. The use of auto-disable syringes during routine immunization is an effective way of preventing injury, infection and the spread of disease.

Growth in Pathology Services

The US$ 500 million domestic pathology industry has been growing over the last five years at an estimated Compound Annual Growth Rate (CAGR) of 20% per annum. It currently comprises almost 2.5% of the overall healthcare delivery market. Around 70% of treatment decisions in the country are based on lab results.

Presently, the lab testing market is largely serviced by small unorganized players and hospitals. Believing that diagnostics is a high-margin and asset-intensive business, many focused players are in the process of developing national networks – such as Dr. Lal’s Pathlabs, Metropolis, SRL Ranbaxy, Thyrocare, and Nicholas Piramal.

Preventive healthcare and health insurance drive domestic opportunity

Increasing health consciousness among common people has created avenues for preventive healthcare. The various health check-up packages offered include a combination of CBC, blood sugar, cholesterol, urine, stool, digital chest X-Ray, ECG, general examination, blood group, blood sugar, liver profile, proteins, lipid profile, cholesterol and renal profile.

Source: IBEF – Healthcare Sectoral Report

Diagnostics, clinical trials and R&D

Industry experts cite emergence of the country as a preferred global R&D hub, expansion of the clinical trials market, opening up of the health insurance industry for privatization, consolidation amongst organized players, increased health awareness and quality consciousness in urban India resulting in an increased test prescription rate and Public-Private Partnerships (PPP) as the major reasons for the boom. A major evidence is that the number of Contract Research Organizations (CROs) based in India have increased four-fold between 2001 and 2003. By 2010, two million patients are expected for clinical trials in India; translating into 20 million tests.

Source: IBEF – Healthcare Sectoral Report

Medical Tourism

Medical tourism has gained momentum in India over the past few years, a trend underpinned by India's low-cost advantage and the emergence of new high-quality healthcare service providers.

In India, approximately 1,80,000 patients arrived in 2004 from across the globe for medical treatment. The medical tourism market in India, estimated at US$ 333 million in 2004 grew by about 25 percent and is predicted to become a US$ 2 billion-a-year business opportunity by 2012.

Source: IBEF– Healthcare Sectoral Report

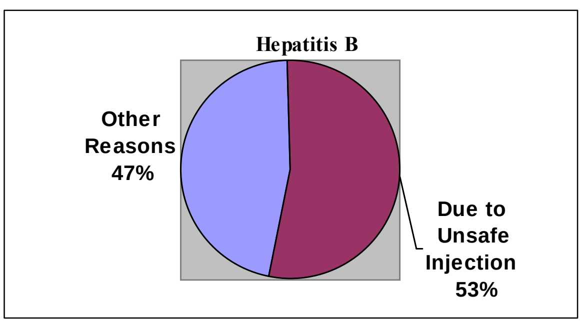
Government backed immunization programme

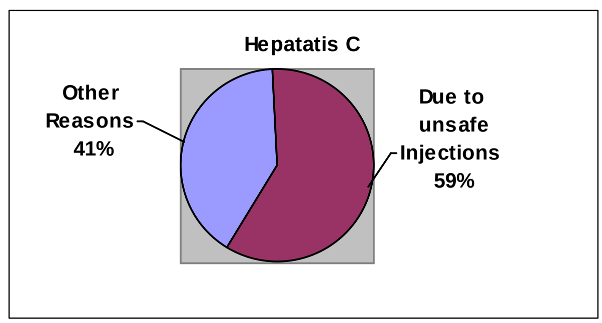
India has one of the world's largest immunization programmes in a country where vaccine-preventable illness still poses a major public health threat. The World Bank had earlier reported that upto 70% of 4 billion injections given in India each year for curative of prevention purposes were either incorrectly administered or given with improperly sterilized needles.

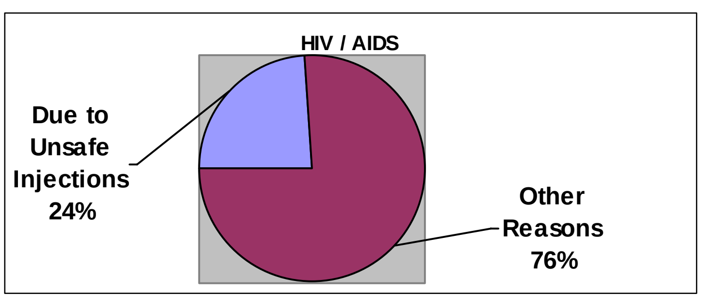
Source: GAVI – Global Alliance for Vaccines & Immunization

This highlights the compelling need to include safe injection practices to keep HIV and Hepatitis infections at bay.

Unsafe injection: Major cause of Injections in South East Asian Region







Source: WHO - Department of Essential Health Technologies, WHO, Switzerland & Division of Viral Hepatitis, National Centre for Infectious Diseases, Centres for Disease Control, and Prevention, Atlanta, GA, USA

Auto Disable Syringes and Blood Collection Devices

Large number of infections caused by unsafe injection practices could be contained or reduced by using syringes / devices which would get disabled after single use. Such Auto Disable devices serve no residual value after its first use and hence does not have any potential threat to aid unsafe injection practices.

The WHO, UNICEF and UNFPA had recommended that all member countries use only Auto-Disable syringes in immunization programmes starting from 2003 and the advice that all countries use only single use injection devices for therapeutic purpose underlines the importance attached to preventing the spread of infections through contaminated injection devices.

Source: WHO, UNICEF & UNFPA – Joint Statement

Further the Union Ministry of Health and Family Welfare has made the use of auto-disable syringes mandatory for immunization programmes. This measure will go a long way in making sure the chances of HIV or other blood borne infections are eliminated in the child immunization programmes.

The benefits of Auto Disable Syringes

Annually, unsafe injections cause an estimated 1.3 million early deaths, a loss of 26 million years of life, and a burden of US $535 million in direct medical costs. Fortunately, with the growing awareness of the benefits of AD syringes, there has been an increase in their supply and a corresponding decrease in their cost. In 2002, AD syringes for routine vaccinations were used in 42% of developing countries. During the course of the same year, there has been a worldwide increase in the distribution of AD syringes, with some 410 million of these syringes supplied by the United Nations Children's Fund (UNICEF).

Source: Fact Sheet by International Council of Nurses (ICN)

Increasing awareness for Auto Disabling products

The Union Ministry of Health & Family Welfare has made the use of Auto Disabling Syringes mandatory for immunization purposes. Recently in a circular issued by the Directorate of Health Services (DHS) on October 28, 2006, all Delhi Government hospitals and dispensaries were directed to switch to Auto Disable Syringes for areas where risk of unsafe injection is maximum like immunization and drawing of blood samples.

INDUSTRY OVERVIEW – CONSTRUCTION

We propose to launch range of warning and safety nets made of special polymers. These are used for cordoning of construction areas for reasons of warning and safety, used between the layers during construction to provide support and prevent sagging of layers, used as warning nets for all underground piping, cabling etc. These nets also find wide range of uses in agriculture as anti soil erosion nets, crop protection nets from birds and other destroying insects, sapling cones for poultry and horticultural farms, etc.

Construction is a second largest economic activity after agriculture in the country. The investment in construction accounts to nearly 11% of Indian GDP and nearly 50% of its gross capital formation. Construction is direct beneficiary as we experience growth in infrastructure projects related to roads, ports, airports, housing units, SEZs, retail boom, tourism, etc.

Infrastructure Development

The country has witnessed a major surge in infrastructure development across various segments. Of course this is merely scratching the surface of the potential infrastructure opportunity with USD 191.51 billion of investments committed over the next 5 years. The sector is estimated to grow at CAGR of 15% over the next few years.

Roads

Successive Governments have appreciated the need on improving road connectivity across the country. As per the National Highway Authority of India, a total of 23,500 kms. of road would be constructed in the next 2 years

Ports

To handle increasing import export traffic. India has an extensive coast line of 7517 kms. with 12 major ports. In addition, there are 185 minor and intermediate ports controlled by the states. Indian ports handle 90% of foreign trade in terms of volume and 70% by way of value.

India has been registering 10.4% growth in containerized cargo and 6% growth in bulk cargo. National Maritime Development Program (NMDP) envisages an investment of over USD 13.33 billion for augmenting the present capacity and modernization of existing ports.

Source: IBEF – Infrastructure Sectoral Report

Realty Sector

Over the next 5 years the number of household are expected to increase at a higher rate than the population growth itself. The growth in the urban household will be higher than the rural household. The prime moves are the growth in urbanization, increasing affordability and nuclearisation of families. The census 0f 2001 indicates that an urbanization rate of 27.78% which is expected to grow up to 41% in the next 20 years

Source: 10th 5 year plan 2002-2007

IT Industry

Knowledge base industry is in India is facing a boom. Software and BPO sectors are doing remarkably well and India would continue to be the preferred destination. This growth propels demand for commercial space which leads to an increase in construction activities for commercial space.

Malls

Construction boon is also evident in the entertainment and shopping space. A study by Knight Frank Real Estate Consultancy outfit, believes that no less than 25 million square feet of organized retail space will come up across the country by 2005. Large corporates have entered the retail sector. Mall development activity across India is expected to grow to the tune of 55 billion in next 5 years. Construction Industry would be the beneficiary of the same.

Source: IBEF- Infrastructure Sectoral Report

Multiplexes

Multiplex growth has been driven by favourable government policy. The Union Budget of 2004-05 has provided for a tax deduction of 50% on the profit earned by the multiplex constructed between April 2001 to March 2005. Multiplex projects are also coming up in smaller towns. The brisk growth would also reflect on the construction sector.

Airports

The Domestic Passenger Segment is likely to grow at the rate of 12% p.a., international passenger at 7% p.a. and international cargo at 12% p.a. Number of passenger expected to grow at 19 million annually to 50 million by 2010. Air bus indicated that demands for planes from India could go to 1000 in the next two decades.

Airports need to undergo modernization and free limited terminal capacity, parking capacity, delay in passenger clearances, bunching up of flights and traffic.

Source: IBEF- Infrastructure Sectoral Report

Special Economic Zones

Government reforms through Special Economic Zones (SEZs) are driving growth in industrial parks. 11 SEZs are operational and another 42 are granted to be set up. Exports from SEZ have experienced growth of 38% in 2003-04. 45 nos. projects worth over USD 33.33 billion in investment having flagged off.

Source: IBEF- Infrastructure Sectoral Report

INDUSTRY OVERVIEW – AGRICULTURE

Agriculture contributes 25% to the GDP of the country and is a key sector of the Indian economy, providing food & employment opportunities.

Indian Agriculture A Quick Perspective

- Agriculture remains a key sector of the Indian economy accounting for 25 percent share in the gross domestic product (GDP) and about 13 percent of the total export earnings.

- In recent years, there has been a considerable emphasis on crop diversification towards horticulture (fruits, vegetables, ornamental crops, medicinal & aromatic plants and spices), plantation crops (coconut, cashew nuts and cocoa) and allied activities.

- Creation of critical infrastructure for cold storage, refrigerated transportation, rapid transit, grading processing, packaging and quality control measures open major opportunities for investment.

Revolution in Agriculture

Apart from traditional food grains and cash crops, a conscious coordinated effort is being made to develop in array of horticultural crops such as foods, vegetables, floricultural plants, plantation crops, spices and medicinal & aromatic plants.

Horticultural Growth

It includes a diverse range of product spanning fruits, vegetables, spice, coconuts, medicinal & aromatic plants, mushrooms, cashews, cocoa, etc. It also generates additional non forming employment opportunities.

Production of vegetable increased from 58.5 million tons in 1991-92 to 90 million tons during 2003-04 and is currently second only to China. India is among the leader in cauliflower, onion, cabbage and potato.

Floriculture has also been witnessing an unprecedented growth and is getting increased acceptability in the world market, estimated at USD 50 billion. The floriculture industry has been growing at an annual rate of 17% with number of corporates participating. Cut flowers are being exported in a major way.

Exports have risen from USD 14 million in 1996-97 to 20 million in 2002-03.

Source: IBEF - Agriculture Sectoral Report

Corporate Farming

National agricultural policy envisages that private sector participation will be promoted through contract farming and land leasing arrangement to allow accelerated technology transfer, capital inflow and have assured market for crop production. Contract farming is defined as a system for producing and supplying agricultural / horticultural product under a forward contract between producers and buyers.

Source: IBEF - Agriculture Sectoral Report

OUR BUSINESS

We are engaged in manufacture and sale of technology based polymer products serving growing sectors of Indian economy viz., Industrial and Consumer Packaging Solutions, Lifestyle Products, Auto Components, Healthcare Products and Construction and Infrastructure related products.

We started our operations in 1991 as a SSI unit in single product segment Industrial Packaging with technology partner Mauser, Germany joining in 1993. We had a vision to grow and establish as one of the leading polymer product company. In the years that followed, we set up our production facilities at six different locations and thus established a national presence.

We merged our group companies Shalimar Packaging Private Limited and Oxford Moulding Private Limited catering to Lifestyle Products and Healthcare Products. We believe this merger will bring in further efficiency in the operation by integration of all polymer based businesses and create a diversified product portfolio and create consolidated technology platform for all our products. We manufacture products under three designs & three patents of which one application is pending before design and patent authorities.

To further consolidate our market share and to serve user industry more efficiently and cost effectively in the Industrial Packaging, we acquired 75% stake in our competitor TPL Plastech Limited formerly known as Tainwala Polycontainers Ltd., a company listed on Bombay Stock Exchange.

We have over the years developed a nationwide marketing and distribution infrastructure for sale and distribution of our products to institutional and retail customers. Our product portfolio has several products sold under brands recognised by our institutional and retail customers.

Brand	**Business Segment**
'Time Mauser'	Packaging Product – Drums / Containers,
'Conipails',	Packaging – Pails
'Ecopet',	Packaging – PET Sheet
'Meadowz'	Lifestyle – Turf,
'DuroTurf' , 'Duro Soft'	Lifestyle – Entrance Mattings
'Regal',	Lifestyle – Garden Furniture
'3S'	Auto Components – Anti Spray Device
'Genex'	Healthcare – Medical Devices.

We are now setting up projects overseas to replicate our business model. A 100% subsidiary Elan Incorporated FZE in Sharjah Airport Free Trade Zone – U.A.E. for production of Packaging products and Life Style products (Garden Furniture) and a 100% subsidiary Novo Tech Sp Z O.O. in Kostryzn Slubice Special Economic Zone, Poland for manufacturing Auto Components (Anti Spray Device) and Life Style Products (Mattings and Turfs).

Our technology partner Mauser in industrial packaging joined hands with us to form a joint venture in 2004 under the name of Time Mauser Industries Pvt. Ltd. (TMIPL) in India where Mauser Group holds 51% and we hold 49 % for manufacture of Intermediate Bulk Containers (IBC) of 1000 ltr capacity. We are now setting up manufacturing facility for high quality Mild Steel drums of 200 ltr capacity in the same joint venture company. Our understanding with Mauser is now extended to set up and acquire businesses in the Asian Region. Our promoter company "Time Securities Services Pvt. Ltd"(TSSPL) and Mauser Holding, Netherelands B.V. formed a joint venture company styled as Mauser Holding Asia Pte. Ltd. Singapore (MHA). MHA has acquired 91.88% of Pack Delta Public Company Limited (PDPL) an existing industrial packaging company based at Bangkok, Thailand. PDPL is listed on Market For Alternative Investments.

Competitive Strengths

We believe that our strength lies in our product portfolio which are innovative and cater to growing segments of Indian economy with growth potential allowing us to improve and maintain our presence in the markets in which we are well established. On the consolidated technology platform, it allows us to develop and produce such products cost efficiently and support them through strong marketing and distribution network, thus improving profitability and financial strength.

Our polymer focus

Our focus on polymer products and processes enabled us to develop new products aimed at growth sectors. Our focus on polymers has given us opportunity to expand our technology platform and the product portfolio. In this process we have been able to build economy of scales and the cost efficiencies that come along with it.

We believe that we are well positioned to avail of new growth opportunities in polymers products, with polymer finding more and more use in new applications and value added products.

Diversified product portfolio

Over the years we have developed and rolled out a broad range of products. Our product portfolio comprises of industrial and consumer packaging solutions, lifestyle products, automotive components, healthcare products and construction related products. We believe that our broad range of products allows our customers to source most of their product requirement from a single vendor and enables us to expand our business from existing customers, as well as address a larger base of potential new customers.

National Presence

Over the years, we have made investments in our processes, infrastructure and systems to become a national player. We have manufacturing facility spread over six strategic locations and eleven regional/ area marketing office to with ability to offer our product range across the country. We believe that our multi-location operations allow us to leverage the competitive advantages of just-in-time delivery to our institutional customers and requisite logistic capabilities to feed distribution and dealer network efficiently and cost effectively.

Recognised brands

In each of our major business segments, we have been able to build recognized brands for our products : Time Mauser for packaging products, Ecopet for PET sheets, Meadowz for Turf, DuroTurf & Durosoft for mattings, Regal for garden furniture, 3S for Anti Spray Devices (Automotive component) and Genex for healthcare products. We believe that our brands command respect and credibility and offer us competitive advantages when we bring in new products or enter new markets.

Consolidated technology platform

While remaining focused on products made out of polymers, we have built a consolidated technology platform of three technologies in polymer processing viz blow moulding, injection moulding and extrusion. Our knowledge of these technologies enables us in developing innovative products and produces them at in cost efficient manner.

Strong Marketing & Distribution Network

We have developed our marketing and distribution network to reach our institutional clients and retail consumers. We have qualified and trained team of Marketing & Sales professionals servicing over 500 institutional clients and our distribution / dealer network spread over 345 cities and towns. Our established marketing and distribution network enables us in in launching new products within a short time at less cost.

Our sourcing ability

Polymers comprise the major part of our product costs and polymers experience volatility in pricing. We believe we are one of the leading users of polymers as input and have built relationships with polymer suppliers in India and overseas. Over the years we have developed good understanding of polymer price and market trends. Our size of operation and experience in polymer business enables us in sourcing our inputs at appropriate times and at competitive prices.

Research & Development Capabilities

Our emphasis on research and development has enabled us to evolve our own process technologies and products. We believe that continued focus on R&D will enable us to further develop new processes and products, re-engineer and improve existing products and possibly enter into new lines of business. Also, while developing our own process technologies and products we may be able to emphasise on cost advantages.

Customers confidence

We focus on maintaining and establishing long-term relationships with our customers. Our customers include some of the India's leading players in the chemical industry and the automotive industry. We believe that we have an ability to address the varied and expanding requirements of our customers over long periods. This also has in the past resulted in us introducing new products and thereby obtaining additional business from existing customers and also marketing such products to other potential customers and consequently expanding in new markets.

Professional Promoters and management

Our Promoters are qualified professionals with almost two decades of experience in the polymer process and products. Emphasis on systems, rather than individuals has enabled us to build capabilities to operate at different locations. Empowerment of management by delegation of authority have in the past assisted in meeting management expectations and have helped the Company in building a large team of qualified professionals with multi tasking abilities. We believe that our qualified and experienced management and technical teams have contributed to growth of our operations and the development of in-house processes and new products.

Our Strategy

We believe in increasing our focus on the Indian market while expanding our presence in international markets. While we will endeavour to expand our capacities and capabilities in our existing businesses, we will also endeavour to grow our business through strategic acquisitions and alliances on merit. We do believe that our technology platform and ability to innovate newer products and processes would continuously provide us opportunities to grow in India and overseas.

Strategic focus on Indian market

We believe the Indian market would continue to provide opportunities to grow and expand and the segments that we service have potential and appetite to accept and absorb new products falling within our area of competence. We believe that the existing network and distribution chain across India would provide us with an opportunity to market and distribute innovative products to the users.

Technology based innovative products

Encouraged by our past performance, we believe that remaining focused on technology based innovative products would be a productive strategy to adopt. We will endeavour to absorb and assimilate technologies available and adapt them to bring products which may have utility in the Indian environment. We also believe that where there are no existing markets for certain products, markets for such products may be developed. We also aim to emphasis on our own internal R&D initiative which we believe would help us develop products where time tested technologies and products are not readily available.

End to end capabilities

We do believe that, on one hand, we have the capabilities to design, develop and innovate products and processes made out of polymers and on the other we have marketing and distribution networks to convert such products into successful businesses. To translate concepts into products, we are focusing on machine building programme to enable us shorten the product development period and reduce development cost.

Presence in international growth markets

We will endeavour to launch our products in overseas growth markets as and when the products are time tested and matured. Our initiative for setting up subsidiaries in UAE and Poland and initiative to participate in a joint venture in Thailand may assist in meeting this object. We consider Asia and Africa as potential international markets that may provide such growth opportunities.

Growing business through strategic acquisitions and alliances

We intend to evaluate from time to time potential acquisition targets and alliance partners that offer opportunity to grow our businesses and expand our capabilities. Guided by this principle, we have recently completed the acquisition of our nearest competitor in packaging space in India (namely TPL) and have forged alliances with our technology partner Mauser.

Integrating manufacturing facilities

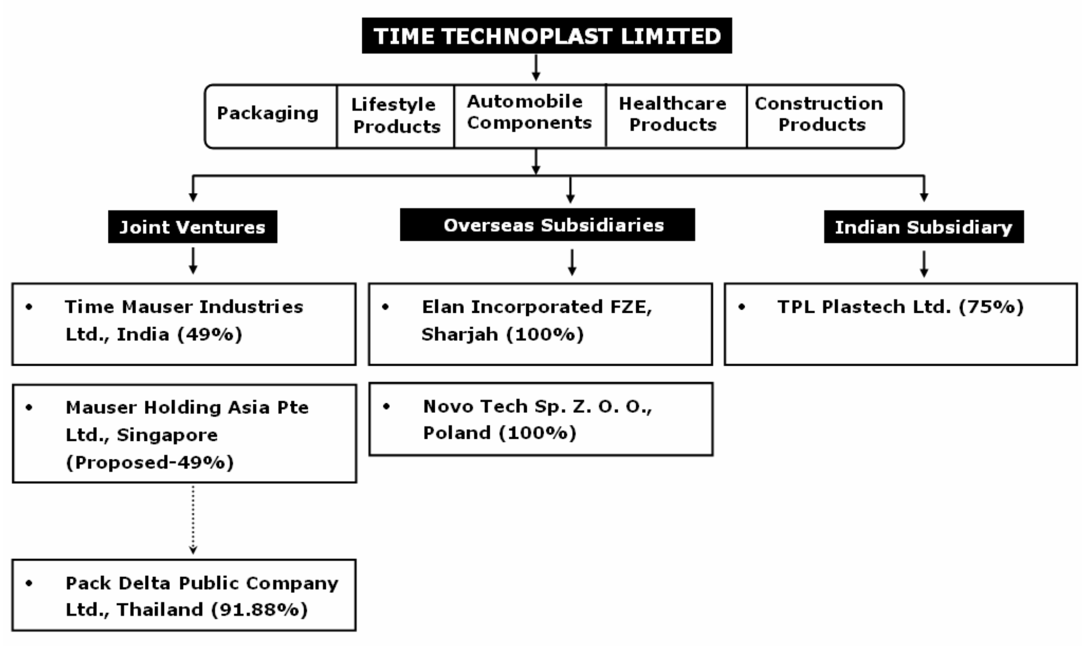
Recent merger gives us opportunity to integrate our production facilities to bring operating efficiency and unlock unutilized production capacities.We belive that it will help us utilize our resources more productively and reduce manufacturing costs and overheads.

Expanding product portfolio

We will endeavour to expand our product portfolio to encompass newer technology based products. For each of our verticals, we have identified products aimed at existing users through our present distribution channel. We will also endeavour continuously upgrade our product portfolio to include such products which may have business potential.

Our user base and continuous interface with it would help us launch specific products to suit users' requirement.

Corporate Structure



OUR INDIAN SUBSIDIARY

TPL Plastech Ltd. (Formerly known as Tainwala Polycontainers Ltd. - TPL)

We have in the current financial year (FY06-07) acquired 75% in TPL Plastech Limited formerly known as Tainwala Polycontainers Ltd (TnPL). TPL is engaged in manufacture of HM-HDPE drums / barrels – products that are similar to products manufactured and sold by us.

TPL has plant at Silvassa (U.T.) with an installed capacity of 6,000 million tonnes. In the FY '05-'06 company has achieved turn over and profit after tax of Rs. 428.01 mn and Rs. 12.56 mn respectively. Based limited review in the first 6 months of the current financial year TPL has recorded a turnover and profit of Rs. 275.71 mn and Rs. 15.20 mn respectively showing increase in the turnover and profit at 36 % & 196 % compared to the corresponding 6 months of the previous financial year. TPL has declared interim dividend of 10% in the current financial.

OUR OVERSEAS SUBSIDIARIES

Elan Incorporated FZE - Sharjah (U.A.E)

We have incorporated a 100% subsidiary Elan Incorporated FZE in Sharjah for manufacturing of Packaging products and Life Style products (Garden Furniture) in Sharjah – U.A.E. at Sharjah Airport Free Trade Zone. The unit is proposed to be operational by April, 2007 and we propose to sell products in the UAE.

Novo Tech Sp Z o.o - Poland

We have incorporated a 100% subsidiary Novo Tech Sp Z O.O. in Poland for manufacturing Auto Components (Anti Spray Device) and Life Style Products (Mattings and Turfs) at Kostryzn Slubice Special Economic Zone. This unit is expected to commence production in July, 2007 and is intended to cater to the European Market.

JOINT VENTURE WITH MAUSER GROUP

Our Company has an understanding with Mauser Group to establish/acquire non competing industrial packaging businesses of TTL in India whereas to establish/acquire industrial packaging businesses in Asia excluding India.

Time Mauser Industries Private Limited, India
In the year 2004 our collaborators Mauser, Germany and we joined hands to form a joint venture unders the name of Time Mauser Industries Pvt. Ltd. (TMIPL) in India where Mauser Group holds 51% and we hold 49 % . TMIPL has set up a new production facility at Daman (U.T.) for manufacture of Intermediate Bulk Containers (IBC) of 1000 ltr capacity.

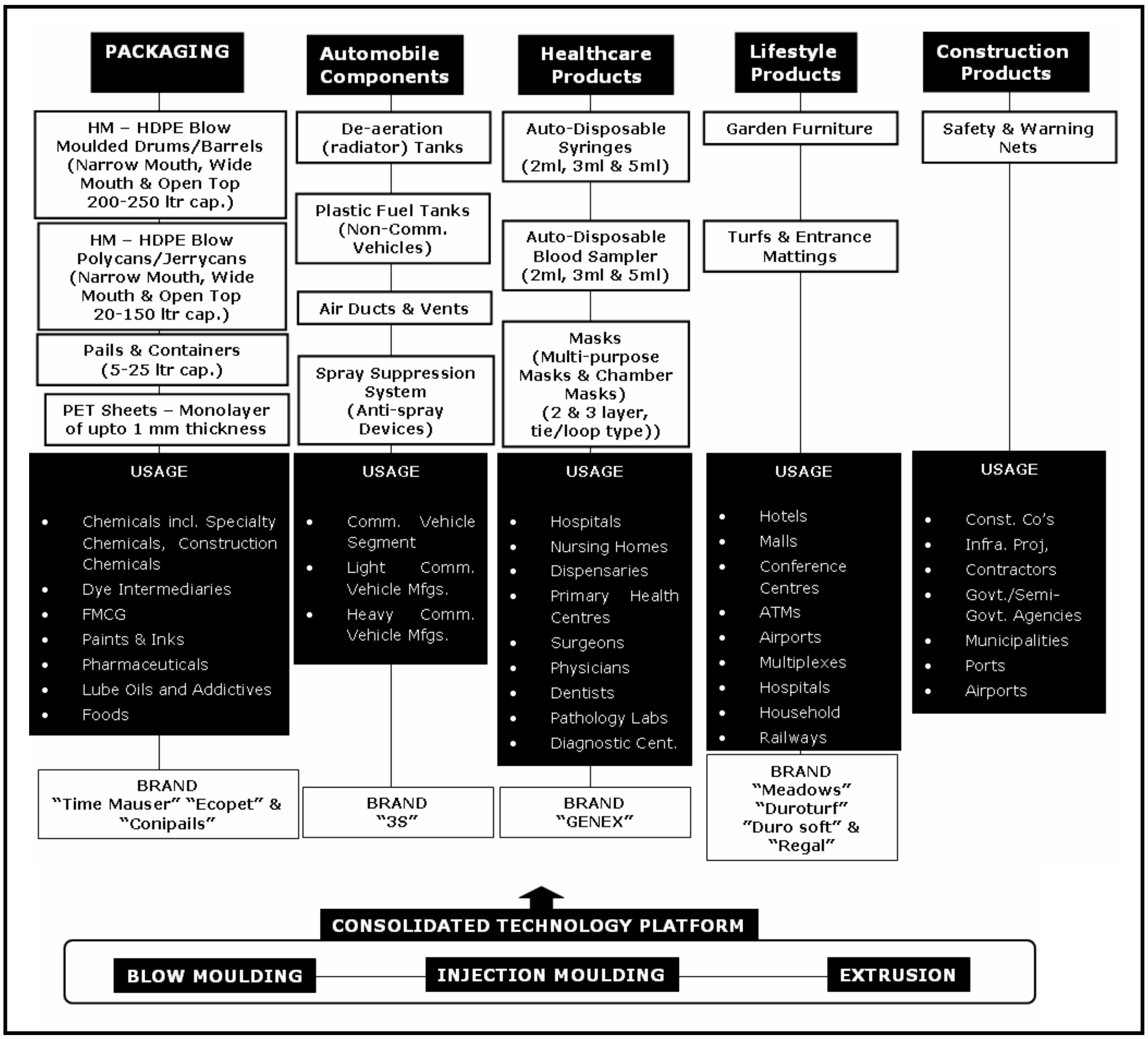
In the month of February 2006, we signed Additional Protocol with Mauser to set up a new production facility at Pen in the state of Maharashtra for manufacture of high quality M. S. drums of 200 ltr capacity in Tight Head and Narrow Mouth versions essentially to service lube oil and chemical industry. The project is expected to commence production from April 01, 2007

Mauser Holding Asia Pte Ltd., Singapore

Our Promoter company Time Securities Services Pvt. Ltd (TSSPL) and Mauser Holding, Netherelands B.V. formed a joint venture company styled as Mauser Holding Asia Pte. Ltd., Singapore (MHA). MHA has acquired 91.89% of Pack Delta Public Company Limited (PDPL) an established industrial packaging company based at Bangkok, Thailand. PDPL is listed on Market For Alternative Investments. We have an understanding with our promoter company TSSPL to acquire its stake in MHA, Singapore at cost and other incidental expenses incurred by TSSPL

OUR DIVISIONS:

To retain focus on diversified product portfolio and to maintain internal accountabilities and profit centre responsibilities, we have created strategic business divisions for each segments encompassing specific products based on product application or user segments.



PACKAGING PRODUCT DIVISION

We started our business essentially with packaging products and over the years it has built more than 50 different packaging solutions in rigid plastic packaging space for wide and varied applications. We in collaboration with Mauser Group offer user industry the latest technology, adopting internationally acclaimed and accepted designs and features. Our product range could be broadly categorized as under :

(i) Present Products

(a) HM-HDPE Blow Moulded drums / Barrels - Narrow Mouth, Wide Mouth & Open Top in 200 – 250 ltr capacity

(b) HDPE Polycans / Jerrycans – Narrow Mouth, Wide Mouth and Open Top in 20 – 150 ltr capacity

(c) Pails & Containers in 5 – 25 ltr capacity

(d) PET Sheets – Monolayer of up to 1 mm thickness

(ii) Future Products

Multi layer high performance PET sheets of up to 2 mm thickness.

Plastic drums

Plastic drums / barrels, Polycans / Jerrycans are manufactured through extrusion blow moulding process out of special grades of polymers. Such packaging products are made through a fully automated continuous process without any welds or joints. They are fitted with special stoppers, plugs, bungs, inserts, caps, handles.. to meet specific design / performance requirements.

Key products features are as follows:

- Strong and Sturdy : The products are made out of special grade High Molecular – High Density Polyethylene which offers excellent mechanical strength against tough and multiple handling conditions.

- Compatibility: The polymers used in the manufacture of such products are inert to most chemicals including hazardous and aggressive chemicals. Therefore, they offer wide compatibility and long shelf life for filled in goods.

- International Designs: Our products follow the latest designs in the packaging products and offer special features i.e. inter-stackability and optimal decantability. The dimensions of the products are specially chosen for palletizing and optimum utilization of container capacity.

- Conformity with packaging standards: We follow national and international packaging standards.

- Adaptable: The design and dimension of the packaging offered by us are such that they can find instant compatibility with the user's filling and handling systems.

- Easy Handling: It is a single most important criteria of selection of packaging products. We lay lot of emphasis on design and construction of packaging products so as to make them convenient for handling and transportation. For instance HM-HDPE XL-Ring drums are provided by integrated and built in L-Rings at the top and bottom for turning, rolling and lifting of the drums.

- Safe & Secure: Due to lack of mechanical handing equipment in the supply chain of user industry, such packagings are subjected to multiple handling in hostile environmental and handling conditions. Our products have built in safety margins to ensure dependable performance. These products also have built in features to make them tamper evident to avoid pilferage of precious filled in goods.

- Long service life: Our products are designed and processed to ensure long service life under different storage conditions.

- Environmentally friendly: We believe our Packaging products ensure avoidance of spillage of chemicals into the environment. Products also have design / profile for optimal drainability to minimize residue on emptying, which otherwise ends up damaging the environment. The polymers used in the manufacture of these products can be fully recycled without straining the environment.

- Price competitive: Our packaging products are specially engineered to impart requisite strength for excellent performance with optimum use of polymers thereby making them price competitive.

Customers

These barrels / containers are used for packing by users in Specialty Chemicals, Paints, Inks, Pharmaceutical Intermediates, FMCG Intermediates, Conception Chemicals, Additives, Lube Oils & Additives and food industry among others. Break up of our Industrial Packaging Division Revenue

S.No.	User Segment (Intermediate and End User)	Share of business
1.	Specialty Chemicals	31%
2	FMCG	29%
3	Paints and Inks	12%

4	Pharmaceuticals and Interm.	5%
5	Construction Chemicals and Adhesives	13%
6	Lube Oil and Additives	5%
7	Food	3%
8	Others	2%
		100%

Plastic Pails

Plastic Pails are made out of high quality high performance polymers through injection moulding process. They essentially comprise of a fully nestable conical jar with specially designed sealing profile and surfaces. These jars are fitted with specially designed injection moulded lid of the same polymer which has a suitable profile and surfaces which on fitment with the jar can make the complete Pail leakproof. Both jar and lids specifically designed that on being press fitted once, they irrevocably lock themselves and cannot be opened / removed without damaging the lock or the lid itself. It ensures that the pail is leakproof and absolutely pilfer evident. These pails have capacities between 5 to 25 litres with or without gurgle free spout and or threaded opening. Available Pails have the variance of double / triple lock and with or without gasket for sealing.

Key product features

Some of the features of this Pails are tight fitting lid, leakproof sealing, stacking strength, tamper evident locking, nestable, gurgle free, controlled flow dispensing spout, available in attractive shapes, varied range of sizes, customized multicolour printing, corrosion free, rust free & no contamination, different colour options, high resale value.

Applications
The Pails are used for Inks, Grease, Pains & distempers, Detergents, Chemicals, Food & food products, Edible oils, Lube oils.

PET SHEETS

Polyethylene Terepthalate (PET) Sheet is relatively a new material development, but is growing very rapidly as a substitute of Polystyrene, PVC and in some cases even Polycarbonate. We are presently manufacturing mono layer PET sheet with 0.15 – 1 mm thickness. However, additional capacity is being put on stream for manufacturing of multi layer PET sheets (A / B / A configuration) between A PET, G PET and C PET.

The characteristics of PET which has made the product easily acceptable and popular among thermoformers and large users are :-

- Impact strength : Much stronger than many other plastics particularly at low temperature.
- Transparency and polishing : High transparency and can be flame polished which show superior appearance
- Bendable : Can be cold bent or heat bent for heavy gauge sheet will bend twice as quick as Acrylic without stress whitening.
- Fabrication : Can be drilled, polished, sawn, cut as easy or even more easily than other products.
- No pre-drying : Reduced energy costs compared to other competing products during thermoforming
- Barriers and radiation resistance : Good gas, odour barrier and resistant to Gamma radiation or sterilization with ethyleneoxide
- Environmentally safe : Completely combustible with no toxic gases
- U.V. Protection : Protects package contents from ultraviolet light

Applications
The characteristics facilitate wide applications :-

- Food / Beverage Packaging : Ketchup, Paste, Jam, Honey and Pickle containers, Candy cubes, Ice cream cups / tubes, Bakery and confectionery trays and containers, Mineral water cups
- Pharmaceutical : Blister packaging for Tablets, Capsules, Syringes, I.V Injection unit trays for packaging medical devices and implements. Containers for medical and chemical supplies
- Consumer products : Blister packaging for toys, Stationery, Tooth Brushes, Shaving blades, Dry Cells, Writing Instruments, Food serving trays.
- Advertising : Displays, point of sales, Glow Signs, Other demanding sheet applications
- Industry : Machine covers, Vending machine, Stockage and internal transport of components, industrial indoor glazing (office, walls), Lighting fixtures, stationery items
- Construction : Balconies, South proof walls, Factory over-glazing, Storefronts, Educational and Institutional glazing, Covered walkways.
- Agriculture : Green house.
- Luggage : Brief cases, luggage sideboard

Marketing Arrangements

The Packaging Products are normally bought by institutional customers and therefore products are directly sold to customers without any intermediatory. We have a Corporate Marketing Group which is fully supported by Regional / Area Sales. Our sales force is located closer to customers.

AUTO COMPONENTS

We are engaged in manufacture of automotive components through one or more than one processing technology available with the company. They broadly are classified in following categories:

- De-aeration (Radiator) Tanks
- Plastic Fuel Tanks (PFT) for non commercial vehicles
- Air Ducts & Vents
- Spray Suppression System (Anti Spray Device)

De-aeration (Radiator) Tanks

De-aeration Tank is a polymer tank with inlet, outlet and openings for ventilation. Engines of HCVs and LCVs when loaded generate enormous amount of heat which is taken out through Radiators in which the coolant is allowed to flow under pressure. The coolant takes away heat from the Radiator and is stored in a Radiator tank which works as a reservoir for equalization of temperatures and pressures. Radiators have the following requirements:

- Complicated geometry / shape to fit into the recess / available space
- Capable of withstanding high internal pressure
- Heat resistant to withstand temperature going up to 90 Deg C without deformation / leakage
- Inert to the coolant and other additives – free of rust and scaling
- Strong , sturdy and long life
- Light in weight

We produce of De-aeration Tank / Radiator Tank out of blow moulded process which are much stronger than the injection moulded version and can withstand internal pressures (pressure pulses) at high temperatures.

Plastic Fuel Tanks (PFTs)

Conventionally the Fuel Tanks are made out of sheet steel duly welded without any internal coatings. Such metal Fuel Tanks suffer due to rusting and internal corrosions contaminating thereby fuel which in turn adversely influences engine performance and its life. Besides metal fuel tanks, in the event of an accident or fire allow internal pressure to built up , which beyond a point leads to explosion jeopardizing the safety of the passengers. Over the years, technology has undergone change and it is quite possible to produce Plastic Fuel Tanks which are able to hold gasoline without leakage or permeation. Plastic fuel tanks are light in weight, corrosion free, inert to the fuel, strong and sturdy and capable of taking impacts without denting or deformation. In the event of any accident or fire, plastic fuel tanks do not allow internal pressure build up and leak locally rather than exploding. They are considered much superior in performance and safety standards. Fuel tanks in general require complex shapes and geometry which is quite possible in plastics than steel.

Initially Plastic Fuel Tanks in India did not get acceptance as statutory bodies had not included them in the specification for vehicles and it was not quite possible to get proper homologation certification. However, such restrictions were not applicable for non commercial, non passenger vehicles such as tractors, tillers. Keeping an eye on the future plastic fuel tank business that is likely to grow in the country, we made an entry level presence by making plastic fuel tanks for non commercial non passenger vehicles especially for tractors. Ministry of Surface Transport, Govt of India has eventually included in the specifications prescribed for automotive industry plastic fuel tanks w.e.f April 01, 2006.

Air Ducts

Airconditioning in a vehicle engages lot of hollow air ducts for passage of air from and to the airconditioning equipment fitted in the vehicle. These air ducts are to be hollow, light weight and complicated in shape and size. Metal ducts are much heavier and difficult to fabricate whereas aluminium ones are far too expensive. Air ducts made out of plastic are perfect solution for they can be Blow moulded in any shape and geometry keeping the weight very low. They are strong, sturdy and is free of corrosion and rusting.

We manufacture Air Ducts for the commercial vehicles through blow moulding process.

Anti Spray Devices

With the advent of Express Ways, commercial vehicles are quite able to ply at high speeds. It is established that truck tyres while running on wet road, specially during monsoon, pick up huge amount of water and throw it back which on impact gets pulverized and converts into fine spray. It is clearly visible as dense cloud of fine water droplets behind running truck which disables rear visibility of the driver . Overtaking vehicles are not quite able to see the road ahead due to this fine spray and are prone to accidents.

Some countries in Europe and North America have set out certain standards for Anti Spray devices which are to be fitted right behind the tyre in specified shape, size and configuration to prevent pulverization of water. These Anti Spray Devices trap the water by absorbing its energy and allow water to fall out without converting itself into spray which otherwise impairs visibility. Ministry of Surface Transport through its Technical Standing Committee have set out certain standards in this behalf to harmonize the Indian standards with Europe's requirements in regard to Spray Suppression System of automotive vehicles. Based on ECE directive 91/226/EEC, ARAI has put their own standards AIS 013 whereby effective from April 01, 2005 it has become mandatory for certain commercial vehicles with GVW exceeding 7.5 T to necessarily have Spray Suppression System (Anti Spray Flaps).

We have in house developed Anti Spray Flaps and got homologation approvals from ARAI right from the day of implementation of AIS-013. Manufactured through intricate technology engaging highly sophisticated extrusion and injection moulding process, we have developed such Anti Spray Flaps through in-house product development and research. Branded as '3S' (Spray Suppression System) , these Anti Spray Devices are being used by all the known manufacturers of commercial vehicles to whom these standards apply.

Customers

OEMS – Manufacturers of MHV commercial vehicles, Tractors & Trillers, Earth Moving equipment and Construction machineries. We service all major manufacturers of HVs & MHVs.

Marketing Arrangement

It is essentially an institutional product and is being handled directly by the company through its Regional / Area offices.

HEALTHCARE PRODUCTS

We have the following product in this category :

Syringes

- Auto Disable Syringes of 2 ml – Auto Break 2
- Auto Disable Syringes of 3 ml – Auto Break 3
- Auto Disable Syringes of 5 ml – Auto Break 5

Blood Sampler

- Auto Disable Blood Sampler 2 ml – Auto Collect 2
- Auto Disable Blood Sampler 3 ml – Auto Collect 3
- Auto Disable Blood Sampler 5 ml - Auto Collect 5

Masks

- Multipurpose Masks – 2 layers , tie / loop type
- Chamber Masks - 3 layers , tie / loop type

Syringes

Currently most consumers use disposable syringes which can only be considered safe if they are destroyed / incinerated after the use. However, it has been established that hospital waste which includes disposable syringes is not safely incinerated and it finds its way into wrong hands. There is an inherent risk that lot of disposables including syringes may be recycled after clinking / cleaning. Such syringes however are unsafe and may lead to cross contamination, some time fatal, if the syringes was used previously on patients having infections or fatal diseases, HIV, Hepatitis B / C, .

On the other hand Auto Disable Syringes by design get disables (out of use) after the first use and cannot be recycled / reused eliminating thereby the risk of cross contamination. The awareness is growing very fast about Auto Disable Syringes amongst hospitals, doctors and patients alike.

Sensing this change we have entered into healthcare business by introducing Auto Disable syringes in 2 ml, 3 ml and 5 ml size. Launched under brand ‘Genex’ , these syringes with Auto Disable feature are called Auto Break 2,3 & 5. It comprises of Barrel and Plunger with gasket made out of special polymer. They apparently look like normal disposable syringes. However, after first use the gasket attached to the plunger gets locked to the entry of the barrel ensuring thereby that neither the barrel nor the plunger can be reused either separately or together as a syringe.

Blood Sampler

Auto Collect is a single device which is used for drawing blood, break piston to disable multiple use and cap it for storage and centrifuge testing. Auto Collect offers the convenience of safe storage, preservation, dispensing and testing of blood samples. Sterile, non-toxic and non-pyrogenic, it negates the contamination risk in all the above steps. Moreover it offers the ease of operation by eliminating the transfer of blood from syringe to glass bulk, test tube and avoiding the reuse of syringes, needles, glass bulbs and test tubes. It gives a clear measure of the blood collected, which can be used for various analytical tests.

Face Masks

Protective masks are widely used in Operation theatres, Critical care departments, Quarantine areas. High protective masks are required which not only protect in a bacterial air-borne environment, but will also protect the wearer from blood and body fluid splash or splatter. These masks are also widely used for protection against air-borne infections in areas such as OPD, wards, fumigation and cleaning areas, laboratories, clinics. Unfortunately majority of the masks available in the market today are manufactured using low-tech processes and low quality material. Products from the unorganized sector cannot ensure high bacterial filtration efficiency and have poor fluid penetration resistance.

We have developed ‘OTSafe Masks’ – high quality masks that reduce the exposure to potentially infectious hazards. Available in two variants – ‘Chamber Mask’ & ‘Multi-Purpose Mask’ – Manufactured on a fully automated plant and ultrasonically sealed, the high quality filters ensure high bacterial filtration efficiency apart from fluid penetration resistance in the case of OT Safe Chamber Mask.

Customers

Hospitals, Nursing Homes, Dispensaries, Primary Health Centres, Surgeons, Physicians, General Prctioner, Dentists, Pathological Labs, Diagnostic Centres.

Marketing Arrangement

We have a two tier arrangement. Sales to hospitals, diagnostic centres, multi nodal Pathological labs, are being carried out directly by our Company. However, the product is sold to the doctors, small nursing homes, patients through distributors & dealers. However, it is supervised by Regional / Area offices.

LIFESTYLE PRODUCTS

Garden Furniture

We manufacture whole range of garden furniture including mono block chairs, executive chairs, folding chairs, baby chairs, tables, stools, trolleys, shoe racks, centre tables, coffee table, with different designs, sizes and special features, out of special grade of polymers through injection moulding process. Branded as `REGAL’ our products are strong, impact resistance, scratch resistance, easy to maintain, weather proof and termite proof. They come in different shades and colours to meet individual tastes of the users. We put additives in our products to make them resistant to UV radiations which help long useful life and reduce dust accumulation. Moulded garden furniture are eco friendly, as they replace wooden furniture and the polymer used in its manufacture are completely recyclable. Garden furniture is normally used in homes, hotels, restaurants, clubs, eateries, resorts, amusements parks, gardens, sports complexes,.

We have a limited strategic presence in the garden furniture business and cater to users who value quality and comfort.

Turf & Entrance Mattings

Meadowz Instant Lawn

It’s a Turf which looks like natural grass having underlining and uniform base with tufts which looks like bunch of grass. Branded as `MEADOWS’, this Turf is used as instant lawn and greatly resembles as natural grass. It is used in amusement park, Water Park, terrace garden, drive ways and side walks, clubs, porches, stadiums and sport complexes.

Features

Meadows are easy to lay, last long, completely maintenance free and is aesthetically appealing. It is stink free and resists insects. It comes in shade of green to suit user's choice.

DuroTurf – Entrance Matting

It is a entrance matting made out of polymers. DuroTurf is used as an entrance matting to trap dirt / muck from entering. It is soft but strong tufts scrape dirt from the footwear and allow it to settle into its crevices thereby keeping the dirt outside and out of sight. DuroTurf has a strong reinforced base with special rubberized coating to make it skid resistance. DuroTurf is available to consumers in several attractive colours in form of rolls or standard cut mats with anti curled edge guards.

Features

Highly efficient anti-skid elegant and stylish, weather proof, water proof, highly durable and maintenance free. It is hygienic and non-toxic and stink resistance. It is used as an entrance mat in lobbies, passages, showrooms, shops, theatres, houses, offices, commercial establishments, malls.

DuroSoft – Entrance Matting

It is a soft, elegant and stylish synthetic mat with unique random loop structure which combines elegance and high cleaning efficiency. It has a finish of carpet and cleaning quality of effective doormat. It is offered in several attractive colours in the form of rolls or standard cut size mats with or without customization. Durosoft is used in hotels, malls, conference centers & auditoriums, ATMs, airports, malls, multiplex, etc.

Customer

Corporate Offices, Household, Hospitals, Hotels, Shopping Malls, Conference Centres & Auditoriums, Educational institutions, Restaurants, Railways, Airports, Multiplexes, etc.

Marketing Arrangement

This is sold country wide through more than 400 distributors & dealers. We have presence through our distributors in more than 345 cities / towns in the country and the retailers may end up to few thousands. It is supervised by our Regional / Area offices.

CONSTRUCTION PRODUCTS

Safety is becoming increasingly important on construction and project sites where activities relating to civil work, installation, erection, commissioning etc are in progress which may cause damage to the workers and others present at the location. The norms require that a construction site, areas under civil work are cordoned off, the ditches / trenches are covered and there should be a safety net overhead to avoid debris falling on people engaged in construction activities.

We are proposing to launch in April 2007 the whole range of warning and safety nets made out of special polymers which are used for cordoning off construction area and these nets work both for the warning and safety. These are also used in the trenches for segregating layers to avoid damage the layers. With each level of laying, one layer of warning net is placed to ensure that at the time of digging these nets work as a warning for careful digging further.

Customers

Construction companies, infrastructure projects such as road, rail, airport, contractors, government / semi government agencies, municipalities, local governments, housing societies, ports , airports, etc.

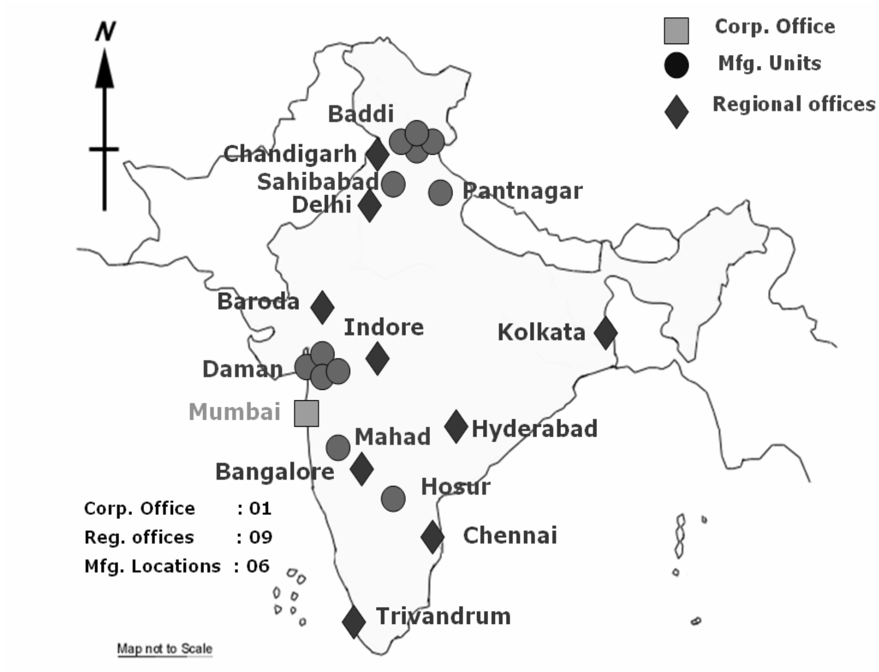
Marketing Arrangement

It is sold directly to the end users. Our company has planned to establish distribution network as acceptance of the product grows.

Competition

We face competition from other existing domestic producers and potential entrants to the industry in which we operate that may adversely affect our competitive position and our profitability. We also face competition for customers from other players in the organized and unorganized markets. We expect competition could increase with new entrants coming into this industry and existing players consolidating their positions.

OUR MANUFACTURING FACILITIES



We have a National presence through its production facilities at six locations, in North at Baddi – Thane, (H.P.), Sahibabad near Delhi and Pantnagar (Uttaranchal), in Western India at Daman (U.T.), Mahad (Maharashtra) and in South at Hosur (Tamil Nadu).

We are in the process of setting up additional production facilities at Silvassa – U.T. in India and overseas through our Subsidiaries at Sharjah and Poland. Since we have highly diversified product portfolio, some of the production facilities manufacture products for more than one business division. Details of our existing production facilities are as under:

Daman (Union Territory)

We commenced operations in Daman in 1993 by setting up manufacturing facility for packaging products (Plastic drums / barrels). Over the years, additional production facilities were put up at Daman to include Life Style products (Garden Furniture, Turfs and Mats). We further added a new plant to enhance our capacity to produce packaging products (Drums / Barrels, Polycans / Jerry Cans, Pails & PET sheets). Daman is the biggest manufacturing location for us.

Daman is located at 180 kms. north of Mumbai on Mumbai-Ahmedabad highway and is centrally located for the industrial belt from North Gujarat and South Maharashtra for many user industry segments for packaging products and also major consumption centres for consumer products. Being notified as backward area as Union Territory, it offers tax incentives viz. exemption from Income Tax and Sales Tax which we are availing. It has well developed infrastructure, availability of power, labour and well developed logistics / support services. Our production facility at Daman is ISO 9001 certified for its quality systems.

Baddi - Thane (Himachal .Pradesh.)

To establish our presence in North, we set up first production facility in Baddi (H.P) in 1996 for manufacturing of packaging products (drums / barrels). Subsequently we added new units for manufacturing of packaging products (Polycans / Jerry cans) essentially to service its customers located in Punjab, Haryana, J & K, Western U.P. and Uttaranchal.

Keeping in view the locational advantages and proximity with the end users / consumers, we have added new units for manufacture of Healthcare products (Medical devices) and Life Style products (Turfs and Entrance Mats) in 2006.

Baddi is located about 35 KMs from Chandigarh and has developed reliable infrastructure and logistics / support services. Baddi offers tax incentives such as exemption of Income Tax, Excise Duty and concessional Sales Tax for varied period. Baddi belt is emerging as a major hub for Pharmaceutical, food and FMCG products and has provided impetus to the demand for our products in North India.

Our another new unit for manufacturing of construction / infrastructural products (Fencing and Safety Nets) is also being set up here.

Hosur (Tamil Nadu)

Recognizing the need of existing and prospective users of packaging products and growing demand for consumer products in the year 1995, we set up a production facility at Hosur (T.N.), 35 kms from Bangalore, Karnataka for manufacturing of Packaging Products and Automotive Components. located on the border of Tamil Nadu and Karnataka, this facility has an easy access to the customers in Andhra Pradesh, Karnataka, Tamil Nadu and Kerala, thus caters to entire South India. Hosur is one of the most progressive industrial areas and provides excellent infrastructure, power and highly productive labour force.

Sahibabad (Uttar Pradesh)

We had set up a production facility in Sahibabad (U.P.) - close to New Delhi. The product range manufactured here includes packaging products such as Narrow Mouth & Open Top drums, Jerry Cans, Plastic Conical Pails and Garden Furniture including chairs, stools, tables, etc. The unit has been set up to take care of additional demand arising in Northern India. This unit caters to the demand of U.P., Uttaranchal , Rajasthan . This unit also caters to the some demand arising in Eastern India including Kolkata. Sahibabad has sufficient supply of both of skilled manpower and cheap labour besides being self sufficient in power.

Mahad (Maharastra)

Over the years freight cost has steadily gone up putting substantial burden on delivery cost of voluminous packaging products for user industry segments located in South Maharashtra and Goa which were being catered from Daman. In 2006 we set up a new manufacturing facility at MIDC, Mahad , 200 kms. South of Mumbai (on Mumbai-Goa Highway) for production of packaging products (Drums / Barrels). Mahad unit caters to our customers in South of Maharashtra.

Mahad is a developed industrial town of Maharashtra with number of companies in the field of Chemicals, Petrochemicals, Agro Chemicals and Specialty Chemicals having production base there. With the advent of VAT in Maharashtra, the Sales Tax disadvantage suffered earlier has also been set off making Mahad a logistically favoured destination.

Pantnagar (Uttaranchal)

Government of Uttaranchal has created an infrastructure conducive to Indian companies for them to make large investments in the state. Additionally it offers tax incentives such as exemption from Income Tax, Excise Duty and concessional Sales Tax.

For the reason that the number of users of our products are located in Uttaranchal or nearby areas, in 2006 we decided to set up a production facility for manufacturing of packaging products and Automotive Components (Anti Spray Flaps).

Future Locations

Silvassa (U.T.)

We are setting up integrated injection moulding facility at Silvassa (U.T.) for augmenting production capacity for plastic Pails and Auto components and for consolidation of its injection moulding operations to ensure optimum utilization of capacity. Silvassa is strategically located on Mumbai-Ahmedabad highway and complements our major production facility in Daman. Silvassa is decalred as a backward area, government offers tax incentives by way of concessional Sales Tax, good quality power at special rates. Silvassa has fairly well developed infrastructure and also benefits from infrastructure available at Vapi – one of the industrialized cities of North Gujarat.

Overseas locations

Sharjah (U.A.E) - Elan Incorporated FZE

We are setting up a production facility in Sharjah – U.A.E. at Sharjah Airport Free Trade Zone through its 100% subsidiary Elan Incorporated FZE for production of Packaging products and Life Style products (Garden Furniture).Sharjah in United Arab Emirates has access to neighbouring countries viz., Saudi Arabia and Oman. It also has sea, land & air links and access to consumers in GCEE, CIS, African and Asian countries. The unit is located in SAIF Zone and enjoys ceratin tax benefits viz (i) 100% exemption from Corporate Tax, (ii) 100% exemption from personal Income Tax, (iii) 100% repatriation of Capital and Profits, (iv) 100% exemption of import goods

Novo Tech Sp Z o.o - Poland

We are through our 100% subsidiary Novo Tech Sp Z O.O. setting up a production facility in Poland for manufacturing Auto Components (Anti Spray device) and Life Style Products (Mattings and Turfs) at Kostryzn Slubice Special Economic Zone. The facility is located close to Polish-German border (80 kms. from Berlin). Kostryzn in Poland has access to the markets in

Germany, U.K., France, Czech Republic. It offers Corporate Tax exemption for 100% profits up to 65% of Investment value, double taxation treaty with India and full support by way of developed infrastructure and support services.

MANUFACTURING PROCESSES

Blow Moulding

The raw material polyethylene, colouring matter and the regrind material are mixed together in batch mixer in preset percentages and charged into the hopper of the Blow Moulding Machine.

The granular mixture is fed continuously into the extruder driven by a DC motor and gearbox. The rate of extrusion can be infinitely varied by a thyristor drive built into the machine depending on the production rate required. The extruder is externally heated by electrically operated heater bands for maintaining and controlling of the temperature.

The molten mass after homogenizing is collected in a accumulator from where it is pushed out in a cylindrical hollow shape called parison by a push out cylinder . Once the parison of desired weight, length and thickness has been pushed out and falls on the blow pins, the mould at predetermined rate and time automatically closes while the air blowing is also started simultaneously. The parison gets welded at the top and bottom and gets blown in the shape of the mold by air pressure.

The mould, cooled by re-circulating chilled water cools the blow container from the outside and the circulating air within cools it from inside. After a predetermined period of time, the mold is made to open and the container is ejected out. The excess material on top and bottom called flashes are cut manually and put into the cutting mill for grinding and reuse.

The container is then subjected to finishing process, Aftercooling, checking , testing etc. Accessories are then fitted to the containers and are then ready for storage and eventual despatch to the users. Printing is done by screen printing process as per customer's specifications.

Injection Moulding Process

The process for the manufacture of the articles is based on conventional injection moulding method. This involves mixing of raw materials with pigment of required colour in a mixture which is then fed to the injection moulding machine. The process parameters of the injection moulding machine are set depending upon the specifications of the final product. The critical process parameters are temperature and speed of injection into the mould. Thereafter sufficient time is required for allowing the setting of material to requisite shape. The product is then cooled and subsequently removed from the mould. The detailed process involves the following sequential stages :

- Physical mixing of basic plastic compound with inorganic pigment in a mixer for imparting desired colour to the plastic material.
- This material is then fed to an injection moulding machine by material loaders where it is melted by electric heaters and it flows by way of screw conveyor to the injection cylinder under constant mixing action.
- The molten coloured plastic from the injection cylinder of the injection moulding machine is pumped through various flow channels into the cavities of the mould where it is shaped into the desired object by the contours of the mould cavity.
- The mould is then opened to remove the moulded plastic article after the material is kept confined in the mould under pressure for a period of time, adequate enough to impart shape to the molten plastic and allowing it to cool to a temperature where it retains its final form.
- The moulded plastic product from the machine is then hand worked for removing any protrusions and other visual defects.

Extrusion (Sheet Line)

The process of sheet & Turf manufacture is based on Extrusion moulding method. The steps involved in the manufacturing process are:

- Drying of material, batching & mixing of material & masterbatch in mixer in required ratio.

- Dried and mixed batch of material is loaded in the Hopper of machine by Hopper Loader. From Hopper the material is fed to horizontal extruder where it is melted by electric heaters and flows to front.

- On front of extruder screen changer is fixed which filters the molten material and passes it to T-Die fixed on front of screen changer.

- T-Die is having electrical heating for keeping material in molten state. The profile of T-die spreads the material along the length of Die and it moves in form of flat layer and falls on roller stack.

- Roller stack is water cooling and used for controlling the thickness and cooling the film. The film moves on the rollers and cools to become stable.

- The thickness is continuously monitored for any variation.

- The cool sheet moves on roller table to winder or stalk table, sides are trimmed before the winder.

- Length of sheet is controlled by length counter fixed before Nip roller and sheets are cut to size as per pre determined and desired length.

- The finished sheets are then packed in specified packing , marked for batching, lot no etc. and stored for despatch.

Plant & Equipment

Machines

Extrusion Blow Moulding Machines, Injection Moulding Machines, Extrusion Lines, etc.

Moulds & Dies

- Blow Moulds for L-Ring Drums, Blow Moulds for Open Top Drums, Blow Moulds for Jerry Cans, Blow Moulds for Fuel Tanks, Blow Moulds for De-aeration Tanks & Ducts, Injection Moulds for Garden Furniture, Centre Tables, Dining Table, Stools, Writing Desk, etc. Injection Moulds for Pails, Spout Flowers, Spout Covers, Caps, Rings, Handlesetc.

- Injection Moulds for Drum Accessories i.e. Lids, Caps, Closures, Handles, pins, Lugs, De-gassification devices, Protection caps, Pilferproof locks, seals etc.

- Extrusion Dies for PET sheet, HDPE Sheet, PVC sheets, PVC Loops, Tufts, etc.

- Sets of Injection Moulds for Syringes i.e. Barrel, Piston, Gasket, etc

- Sets of Injection Moulds for Auto Collect i.e. Barrel, Piston, Gasket, Bush , Cover, etc.

- Set of moulds for Cutting & Sealing of Masks & Strap, etc.

Auxiliary equipment

Material batching & feeding system, Material Mixer, After Coolers, Leak Testers, Drilling Devices, Unloaders, Unloading Trolleys, Grinders, Collectors, Cap fixing tools, Conveyors, Oil Filteration system, Accessaries storage system, Air Handling Unit, Clean Room Air Purifying system, High Speed Mixers, 3 Roll Grinding Mill, Oil Heating System, etc.

Printing & Assembly Equipments

Pre-treatment devices, Drying Ovens, Drums Printing Machine, Paint Curing Ovens, Screen Embossing Tables, Sealing Machines, Stretch Sealing Machine, Shrink Sealing Machine, Clincking Presses, Gilatine Cutter, Circular Saws, Mechanical Press, Syringe Printing machine, Syringe Assembly Lines, Packing Line, Sterilising Unit, Cutting & Sealing line for masks, Packing machine for masks.

Utilities

Air Compressors, Air Dryers, Air Filteration System, Receiver Tanks, Chilling Plants, Cooling Towers, Pumps, Water Filters, Water Softening Plant, Mould Temp. Controller, D.G. Sets, Control Panel, Distribution Panels, Transformers, Sub-Station equipments, Cabling , Air Pipeline, Water Pipelines, Material Handling Trolleys, Air Curtains & Filters, Water Harvesting System, Water Treatment System, etc.

Tool Room Equipments

Lathe Machines, Drilling Machines, Milling Machines, Surface Grinders, Bench Grinders, Radial Drilling Machines, Welding Sets, Presses, Marking Table, Measuring Equipments, Cutting Tools, etc.

Capacity Utilization

We have total installed capacity of 35,410 MT in Financial Year 2006 which has steadily grown from 17,650 MT in Financial Year 2003. Details of the capacity utilization over the last three years is as under :

(Figures In MT)

Particulars	Period Ended		
	31.03.2006	31.03.2005	31.03.2004
Existing			
Aggregate Installed capacity	35410	21850	19450
Actual Production	30429	18772	17983
Capacity Utilization %	85.93 %	85.91 %	92.46 %

Key Raw materials

Following are the key raw materials for manufacture of our products :

Polymers

HM-HDPE, HDPE, Polypropylene (Homo Polymer), Poly Propylene (Co Polymer), LDPE, PVC, PET, LDPE, Additives, UV Stabilizers, Platicizers, Anti blocks, Antistatic agents

Masterbatches

Colour Master batches, Process Aids

Our Company procures polymers from both the domestic and international market. For the FY06 we have imported 34.60% of our total raw material procured compared to 65.40% procured from the domestic market.

Power

Our main source of energy is electricity which is used from local electricity authorities / companies'. We use diesel generators as captive power units a stand by to meet exigencies and to operate plant during power breaks / power off.

Water

Our requirement of water is minimal and we generally have our own source of water by way of Tube Wells.

HUMAN RESOURCES

Employees

Our Company has a total strength of 1763 Employees as on September 30, 2006. Our Company also utilises the services of contract labour as and when required.

Employee details as on September 30, 2006:

Sr. No.	Grade	Number of Employees
1	Managers	134
2	Staff	501
3	Workers	1,128
	Total	**1763**

Human Resource Policy

The Human Resource Policy of our company is based on the premise that success of our Company is primarily dependent upon its people and that the development of potential of the employee is good both for the employee as well as the business and therefore the Company. We believe in making extraordinary people out of ordinary people.

The prime focus of our Human Resource Policy is to recruit and retain people by leveraging our market leadership through campus placements and direct recruitments, providing in house training and sponsoring seminars at educational institutions to remain visible.

The guiding principles of our Human Resource Policies are:

- To be fair and competitive
- To facilitate and encourage employees potential and growth and have people focus system towards selection, training, communication and rewards.

Recruitment

Our Company's recruitment policy is to attract the best talent at induction level and after suitable familiarizing, offer a fair and open field for development and growth purely on performance and business success.

The recruitment process has the following objectives:

- To ensure that all positions identified in the organization structure are filled with people who have the requisite skill, knowledge, experience and qualifications to perform effectively.
- To provide career and growth opportunities for deserving personnel in line with their skills and potential.
- To infuse fresh ideas and caliber in the organization.
- To help alleviate current organization ills, wherever required and possible.

Training

Human Resources have been recognized within our Company as a very important resource. The training policy is geared towards enabling the individual employee to enhance his / her capability at the same time contributing towards the company's growth and achievements of other corporate objectives.

In order to improve efficiency and effectiveness, the necessary skills are imparted within the organization through the combination of organizational development and training and development activities. Training aims to help the employees improve their performance on-the-job, while programmes aimed at development expose them to new ideas and techniques, which also include attitude change.

The objectives of training and development for our Company are:

- To upgrade the existing skill set of its staff
- To expose them to modern techniques and systems of Management
- To encourage employees with potential to take on higher responsibilities
- To inculcate a sense of appreciation for other functional areas and an understanding of the linkage of their activities with other areas; and
- To bring about changes in attitude

Employee Retention and care

We strive to promote a feeling of well being in our employees through care and respect. We have several structured processes including employee monitoring, grievance management and corporate ethics programmes which are intended to facilitate a friendly and cohesive organizational culture. We have created an environment, which promotes an open community culture among our employees.

Compensation Policy

Our compensation policy is performance based. Our compensation packages are adjusted annually based on industry salary correction, compensation surveys and individual performance. We believe in offering compensation commensurate with responsibilities, performance and achievements.

Technical Collaboration:

We have an on going Know-How and Licensing Agreement with – Mauser-Werke GmbH of Germany. Mauser is a Euro 786 Mn (USD 1.1 bn) company. Mauser Group operates 10 subsidiaries and 3 Joint Ventures in Europe, North America, Brazil, Thailand, Singapore & India. It also operates 2 licensing network – one for Plastic Packaging and the other for Steel Drums and together they have 40 licensees in 34 countries and make Mauser quality products and services available world wide. Pursuant to this agreement Mauser has made available to our Company know-how relating to manufacture of plastic drums with L Ring design. Mauser has agreed to provide to our Company until termination of this agreement all information, experience and methods, present and future including special technique that are required to enable technicians of every qualification to produce the plastic containers referred to in the agreement. Mauser has also agreed to train technicians of our Company to enable us to manufacture the plastic containers.

Research & Development

We lay a lot of emphasis on continued Research & Development. May it be product, process or plant and equipment, we continuously work on them to optimize performance and bring commercial advantages to the company thereof. Our team of qualified people in our technical group who innovate design and implement products, ideas and processes.

We believe the technology platform and ability to evolve new processes and products shall keep us ahead of competition and give opportunity to bring new products to create niche markets. Our cost optimization programme is governed by product re-engineering and development of newer products to offer better performance.

We have created machine building capabilities in-house to safeguard our proprietary technologies and products made thereon. It has further helped us in upgradation of our existing equipment and making them more efficient continuously with minimal cost and incorporate technological advancements as an on going process.

Design & Process

We have a separate well equipped Design Development department. We have a team of qualified and experienced professionals. We have back up support from Mauser, Germany. Our Engineers are getting trained at R&D Centre & manufacturing facility of Mauser and other overseas suppliers to abreast of the latest global inventions and developments.

Our design & developments team develops and improves the new / existing products as per customers needs in very short lead time which help our customers in growing their business and building strong relationship.

Our design & development team also develops products as per Indian conditions. We also develop & improve machines to have better product and quality.

Product Testing & Quality Control

For all bought out parts, raw materials, semi finished / finished goods, part assemblies, etc we carry out various tests to certify and ensure the quality. These are

MFI Test

This test is carried out on the plastic raw material to check the flow rate of raw material at fixed temperature and load. The standard MFI testing equipment is used for the test.

Bulk Density

Bulk density is checked for all the plastic raw materials to ensure the granule sizes and weight.

Test relating to packaging products

Weight

All the items are checked for the weight immediately after production. Permitted weight should be within specified limit for the product.

Dimension test

Dimensions of the product are measured to ensure whether it is within specified tolerance limit to fit in filling lines, etc.

Thickness

Final products are cut in 2 pcs and thickness is checked at fixed points to ensure thickness profile is as per standards and recorded.

Leak & Vibration tests

Product is filled with water and kept in upside down position for certain time to check leakages and then it is subjected to vibration for seeing leakage through closures under adverse condition.

Internal pressure test

The empty articles are closed with the closures and sealed. Product is dipped into the water and air pressure is applied inside. Product is kept under water for certain time to check for any leakage through closures / gaskets.

Drop Test

This test is carried out to ensure that product is not breaking or bursting during transport. Product is filled with water and caps / lids are closed, then it is dropped from a pre-determined height on solid floor. Drop is subjected at various angles and points.

Compression test

Product is closed with the closures and sealed. It is put into compression testing machine wherein pre-determined load is applied at constant speed to check deformation and buckling of the product. This gives indication of quality when subjected to vertical load during storage and transit.

Hydro Test

Product is filled with water up to the top, pre-determined pressure is applied and maintained to check if walls are stretching and leakage from any point. Under this test product should not leak from anywhere.

Dimension test

All the products are checked for dimension and fitment as per the specified drawings and standard.

Spray Suppression test

Rainflaps are subjected to spray suppression test. In this specified quantity of water is sprayed on the flaps at fixed rate. Results are measured in terms of percentage of water collected in the specified time.

Pulsating test

This test is carried out on De-aeration Tank. DAT is filled with water at 90 Deg C and 0.5 kg pressure. Pressure is applied and released at certain intervals . Product is tested for 1.5 lakhs such cycles.

Burst Test

This test is also carried out on DAT. 6 kg air pressure is applied and kept for certain time. Product should not leak or burst during the test.

Healthcare Products

Dimension Test

Products are tested for dimensions and see fitment. Parts are checked for easy movement and locking. Special equipments are used for checking the operations / movements.

Scratch Test

Articles are checked under microscope and other magnifying equipment for any roughness or scratch mark on the surface or for lose particles which may affect the performance.

Leakage test

AD / AC syringes are filled with liquid and kept under certain conditions to check leakages.

Parasonic test

This test is carried out to check the bacterial growth in the product. Packed & sterilized product is brought to laminal flow desk and subjected to prescribed procedure to check the presence of bacteria.

Environmental matters

Our manufacturing processes namely Blow Moulding, Injection Moulding and Extrusion do not engage any air, water or noise pollution. We do not have any emissions or discharges from the plant / processes which have any adverse impact on environment.

We do not engage any boilers in our processes and there are no stack emissions. Diesel generator sets conform to the local regulations specifying noise levels.

We conduct our business in accordance with the following environmental related matters:

- Compliance with statutory norms and requirements
- Adoption of environmental management practices
- We provide clean and healthy environment for our staff and workers to work in

Child Labour

We have not engaged any child labour either directly or through contractors.

Certification & Product Compliance

Most of our products conform to the latest national and international standards governing the said products.

Our packaging products are tested and approved by National Laboratory on packaging – has accredited our products under IS:6312 and UN Packaging code for packing and transportation of hazardous and non-hazardous goods. One of our units / activities have received or are in the process of receiving accreditation under ISO 9001-2000.

Our Automotive products have been approved by accredited agency and have received requisite homologation. Besides, we have received CE Certification by TUV. We also have FDA approval for Healthcare products and further accreditation under CE & GMP is in progress.

We have been awarded symbol of quality by Mauser International Packaging Institute (MIPI).

INSURANCE

We generally maintain insurance covering our assets and operation at levels that we believe to be adequate and appropriate for our business at reinstatement values. And accordingly we have various insurance policies covering our factory units. Our insurance includes coverage for our factory buildings, plants and machinery and our stocks. Our Company has not obtained any third party product liability insurance in respect of any of our products We donot have any We do not have insurance cover for our Promoters and Key Managerial Personnel.

Intellectual Property Rights & Technical Know-How

Our Company uses two sets of intellectual property rights: one owned by our technology partners viz. Mauser-Werke GmbH and another owned by one of our Promoters Mr. Anil Jain who allow us use thereof under licensing and know-how arrangements. The following is a summary of the IPRs which are either, already granted or are in the process of being granted and which, though not registered under our name, are being used by us as we have license agreements granting us the rights to use the same:

A. Trade Marks:

Trademark No.	Description	Dated	Expiry Date	Issuing Authority	Held by
589880	Time	February 03, 1993	February 03, 2007	Trade Marks Registry	Time Packaging Limited
826990*	Regal		November 2008		Mr. Anil Jain
826989*	Regal		November 2008		Mr. Anil Jain
Application No. 1350470*	3 S Rainflaps	Application dated April 12, 2005		Trade Marks Registry	Applied in the name of Mr. Anil Jain

B. Designs:

Design No.	Description	Dated	Expiry Date	Issuing Authority	Issued to
199874	Canister with Cap*	June 3, 2005	June 2015	Patent Office, Designs Branch	Mr. Anil Jain, the MD of the Company.
198905	Rain Flap*	March 14, 2005	March 2015	Patent Office, Designs Branch	Mr. Anil Jain MD of our Company

C. Patents:

Mr. Anil Jain the MD of the Company has applied for a patent in respect of an auto disable blood sampler.*

D. Copyrights:

We do not hold any copyrights.

* Pursuant to a agreement dated December 15, 2006, Mr. Jain has granted rights to our Company to use these Trade Mark, Patents and Designs

Our Immovable Properties

Our registered office is located in Daman and the main facilities are located at in the Union Territory of Daman, Mahrashtra, Uttaranchal, Himachal Pradesh and Tamil Nadu. We own some of the premises or operate through leased properties for conducting our operations. The details of our main property are as follows:

Sr. No.	Description of property	Registration Status	Document Date	Area	Ownership/Lease hold
1.	The plot bearing survey No. 360/11, Shree Ganesh Industrial Estate situated at Village Kachigam, Daman.	Registered	Sale Deed 23/04/1993	1677 sq. Mts.	Ownership
2.	The plot bearing survey No. 360/10, Shree Ganesh Industrial Estate situated at Village Kachigam, Daman.	Registered	Sale Deed 23/04/1993	1590 sq.mts.	Ownership
3.	Plot of Land bearing khasra No. 958/773,960/774,775,796,798 in Village Thane, Pargana Dharampur, Sub- Registration Tehsil of Nalagarh Solan, H.P	Registered	Sale Deed 22/02/1996	5 bighas 14 biswas	Ownership
4.	Land bearing Khasra No. 10 (1-7) situate at Village Dharampur, Solan H. P.	Registered	Sale Deed 30/11/2005	I bighas 7 biswas	Ownership
5.	Survey No. 377/1(3) Village Kachigam, Daman	Registered	Sale Deed 25/03/1998	3014.50 sq. mts.	Ownership
6.	Survey No. 377/1(4), Village Kachigam, Daman	Registered	Sale Deed24/10/1997	2093.85 sq. mts.	Ownership
7.	Survey No. 377/1(5), Village Kachigam, Daman.	Registered	Sale Deed 29/01/1998	2155.87 sq. mts	Ownership
8.	Plot bearing Survey No.377/1(6) situated at village Kachigam, Daman	Registered	Sale Deed 25/03/1998	2155.87 sq. mts	Ownership
9.	Land bearing khasra No. 797 (0-16), 968/800 (1-5) and 988/846 (1-18) situated at area of Village Karuana, Taluka Nalagarh, and district of Solan (H P)	Registered	Sale Deed 15/01/2002	3 bighas 19 biswas.	Ownership
10.	Plot No. W-162, Tarapur Industrial Estate, Village Saravali, District Thane, Mahrashtra	Registered	Lease Dated 03/07/1991	800 sq. mtrs.	Lease Hold (95 Years w.e.f July 1,1991)
11.	All that piece and parcel of land known as Plot Nos. 57 and 63, Sector 4 in the Industrial Area Estate, Pant Nagar, bearing Khasra No.388 within the	Registered	Lease Deed dated December 2005	7164 sq. mts.	Lease Hold (90 Years w.e.f. December, 2005)

	Village limit of Kalyanpur, Udham Singh Nagar District, Uttaranchal				
12.	Plot No. 145 of Survey No. 343 (part), 344 (part) and 345 (part), SIPCOT Industrial Complex, Hosur, Tamil Nadu	Registered	Sale Deed dated 06/12/1994	2 acres	Ownership
13.	Plots bearing (i) Khasra No. 8/2/5 (1-1), 9/2/1(3-13) and 8/2/3/ (0-15) and (ii) Khasra No. 8/1/2(2-6) and 9/1(3-1) Situate at Village Dharampur, Solan, H. P.	Registered	Sale Deed dated 30/11/2005	5 bighas 9 biswas and 5 bighas 7 biswas	Ownership
14.	Residential flat No. 101, Shree Kaila bhawan at Kachigam Road, Village Vapi, Daman.	Registered	31/01/1996	550 sq. ft.	Ownership
15.	Residential flat No. 102, Shree Kaila bhawan at Kachigam Road, Village Vapi, Daman.	Registered	Sale Deed dated 31/01/1996	550 sq. ft.	Ownership
16.	Residential flat No. 201, Shree Kaila bhawan at Kachigam Road, Village Vapi, Daman.	Registered	Sale Deed dated 31/01/1996	550 sq, ft.	Ownership
17.	Residential flat No. 202, Shree Kaila bhawan at Kachigam Road, Daman.	Registered	Sale Deed dated 31/01/1996	550 sq. ft.	Ownership
18.	Residential flat No. 301, Shree Kaila bhawan at Kachigam Road, Daman.	Registered	Sale Deed dated 01/02/1996	550 sq. ft	Ownership
19.	Residential flat No. 302, Shree Kaila bhawan at Village Vapi, Daman.	Registered	Sale Deed dated 01/02/1996	550 sq. ft.	Ownership
20.	Residential flat No. 305, Tirthdarshan at Village Vapi, Daman.	Not Registered	Agreement dated 06/11/1999	815 sq.ft	Ownership
21.	Residential flat No. 104, Tirthdarshan at Village Vapi, Daman	Not Registered	Agreement dated 06/11/1997	831 sq.ft	Ownership
22.	Unit No. 102, Todi Udyog Kendra 35, Saki Vihar Road, Sakinaka, Mumbai 400 072	Not Registered**	Agreement for sale dated 25/01/1996	63.73 sq. mt	Ownership
23.	Unit No. 103,Todi Udyog Kendra 35, Saki Vihar Road, Sakinaka, Mumbai 400 072	Not Registered**	Agreement for sale dated 25/01/1996	97.13 sq. mts	Ownership
24.	Plot No. 232 Industrial Area, Baddi-Thane Solan, H. P	-	Allotment Letter and Agreement both dated 14/01/1999	1454 sq.mts.	Allottee and in possession
25.	Plot No. 224A Industrial Area, Baddi-Thane Solan, H. P	-	Agreement dated 16/10/1995	1277 sq. mts	Allottee and in possession
26.	Flat No. 213 situate at Sabri Complex, Kachigam, Nani Daman	Registered	Sale Deed dated 12/01/2006	550 sq. ft	Ownership
27.	Shree Ganesh Industrial Estate, Plot bearing Survey No. 360/9, situated at Village Kachigam, Daman.	Registered	Sale Deed dated 23/04/1993	833 sq. mtr.	Ownership
28.	Non Agricultural Industrial Plot in the Shree Ganesh Industrial Estate bearing Survey No. 361/10 at Village Kachigam, Daman.	Registered	Sale Deed dated 22/08/1996	1220 sq. mtr.	Ownership
29.	Plot of land bearing Khasra Nos. 8/1/1(2-B-9B) and 8/2/1 (1B-0B), Kitata-2 situated at village Dharampur, Tehsil Nalagarh, Distt. Solan, H. P.	Registered	Sale Deed dated 30/10/ 2006	3 bighas 9 biswas	Ownership

** Our Company has already paid stamp duty @10% of the Agreement value.

Properties of erstwhile Shalimar Packaging Private Limited

Sr. No.	Description of property	Registration	Document Date	Area (Sq.mt.)	Ownership/Lease hold
1.	Land bearing Khasra Nos. 8/2/4(2-6) and 9/2/2(2-9) situated in Village Dharampur, Tehsil Nalagarh, District Solan, Himachal Pradesh	Registered	Sale Deed dated 16/09/2005	4 bighas 15 biswas	Ownership
2.	Unit No. B-4, Todi Udyog Kendra, 35, Saki Vihar Road, Sakinaka, Andheri (East), Mumbai – 400 072.	Not Registered**	Sale Deed dated 06/09/1997	2643 sq. ft.	Ownership
3.	Residential flat No. 205, Sabri Complex at Village Kachigam, Nani-Daman.	Registered	Sale Deed dated 25/04/2006	550 sq. ft.	Ownership

** Our Company has already paid stamp duty @10% of the Agreement value.

Properties of erstwhile Oxford Mouldings Private Limited:

Sr. No.	Description of property	Registration	Document Date	Area	Ownership/Lease hold
1.	Plot No. D-65 in the Mahad Industrial Area, Birwadi District Raigad, Maharashtra	Registered	Lease Deed dated 11/05/2006	2726 sq. mtr.	Leasehold (95 years w.e.f. May 1, 1990)
2. .	Residential flat No. 302 at Shanti Deep Housing Colony, Kakaguda Village, Secunderabad Cantonment.	Registered	Sale Deed dated 19/02/2003	775 sq. ft .	Ownership
3.	Flat No. 8 House on Plot No. 27 in Kannaki Nagar at Korattur, Chennai-60080, comprised in Survey No. 1168/1 of Korattur Village	Registered	Sale Deed 17/08/2004	974 sq. ft..	Ownership
4. .	Plot No. B-19, site 4, Industrial Area within village limits of Sahibabad, Tehsil Ghaziabad, Dist. Ghaziabad.	Registered	Lease deed dated 26/11/2001	2733 sq. yards.	Lease Deed (59 Years)
5. .	101-A of Todi Udyog Kendra, 35 Saki Vihar Road, Sakinaka, Andheri (East), Mumbai – 400 072.	Registered by Deed of Confirmation	Sale Deed 04/12/1998 and Deed of Confirmation dated 27/12/1999	1800 sq. ft.	Ownership
6. .	Plot No. 56, 64 at Sector 4 situated at Industrial Area Estate, Pantnagar, Udham Singh Nagar, Uttaranchal.	Registered	Lease Deed dated December 2005	7164 sq. ft	Leasehold
7.	Factory shed in the Company's Presmises on Survey No. 351/1, 351/2, 352/2 at Vapi, Kachigam Road, Daman.	Registered	Lease deed dated 28/10/1998	22,275 sq. ft.	Lease for a period of 10 years, renewable for further period of 10 years at the option of Lessee.

REGULATIONS AND POLICIES

Introduction

There are various Central and State acts, regulations and rules governing our business. The important Central and State acts having a bearing on our business have been discussed below.

Drugs and Cosmetics Act, 1940 and Drugs and Cosmetics Rules, 1945

Our Company is in the business of manufacture for sale of Disposable Hypodermic Syringes i. e. Sterile Disposable Devices for single use. The Sterile Disposable Devices for single use is notified as a drug by the Central Government under the definition of Drugs as defined under Drugs and Cosmetics Act 1940. We are therefore required to obtain a licence under the said Act and Rules made thereunder and manufacture the same in accordance with the conditions of Licence issued by the concerned authority.

Environment (Protection) Act, 1986

Environment (Protection) Act, 1986 provides that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environmental pollution in excess of such standard as may be prescribed. It further provides that no person shall handle or cause to be handled any hazardous substance except in accordance with such procedure and after complying with such safe guard as may be prescribed.

It further provides that whosoever fails to comply with or contravenes any of the provisions of this Act or rules made or order or directions issued thereunder shall in respect of each failure or contravention, be punishable with imprisonment for a term which may extend to five years or with fine which may extend to one lakh rupees or with both.

Every person carrying on an industry, operation or process requiring consent under section 25 of the Water (Prevention and Control of Pollution) Act, 1974, or under Section 21 of the Air (Prevention and Control of Pollution) Act, 1981, or both or authorization under Hazardous Wastes (Management and Handling) Rules, 1989 issued under Environment (Protection) Act, 1986 shall submit an environmental statement for the financial year ending on March 31, to the concerned State Pollution Control Board on or before September 30, every year.

The Plastics Manufacture, Sale and Usage Rules 1999

Our Company is in the business of manufacturing containers of virgin plastic. Our Company is required to make an application to the State Pollution Control Board for registration of our units under the Plastics Manufacture, Sale, Usage Rules, 1999 ("**Plastic Rules**") and required to meet the norms prescribed under the Plastic Rules. We are also required to obtain consent under the Water Prevention and Control of Pollution) Act, 1974 and Air (Prevention and Control Pollution) Act, 1981 as per the requirement laid down State Pollution Control Board for the registration of units of our Company under Plastic Rules. The registration granted under the Plastic Rules unless revoked, suspended or cancelled is valid for a period of three years.

Factories Act, 1948

Under the Factories Act, 1948 State Governments are empowered to make Rules inter alia requiring the previous permission in writing of the State Government or the Chief Inspector to be obtained for the site on which the factory is to be situated and for the construction or extension of any factory or class of description of factories requiring the registration and licensing of factories or any class or description of factories and prescribing fees payable for such registration and licensing and for the renewal of licences.

We have our factories situate in the State of Maharashtra, Tamil Nadu, Himachal Pradesh, Uttaranchal, and Union Territory of Daman. We are governed under the rules, made under the Factories Act 1948 by the Central Government and the State Governments where our Factories are situated such as Maharashtra Factories Rules 1963, Tamil Nadu Factories Rules, 1950, U. P. Factories Rules, 1950. .

Central Excise Act, 1944

Central value Added Tax (CENVAT) is levied on all excisable good (excluding good produced or manufactured in Special Economic Zone) which are produced or manufactured in India at rate as specified thereunder. In the event of any duty of excise not paid, short levied or short paid or delay in payment, the manufacturer shall be liable to pay the excise duty along with interest and penalty as specified therein.

The Standards of Weights and Measures Act, 1976

The Standards of Weights and Measures Act, 1976 establishes the standards of weights and measures, to regulate inter state trade or commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and to provide for matters connected there with or incidental thereto.. Whoever uses any weight or measure or makes any numeration otherwise than in accordance with the standards of weights and measures or standards of numeration as the case may be shall be punishable with imprisonment for term which may extend to six months or with a fine upto Rs. 1000 or with both.

Sales Tax

The tax on the sale of movable assets within India is governed by the provisions of the Central Sales Tax Act, 1956, or the state legislations depending upon the movement of the goods pursuant to such sale. If the goods move inter-state pursuant to a sale arrangement, then the taxability of such sale is determined by the Central Sales Tax Act, 1956. On the other hand the taxability of an arrangement of sale of movables assets which does not contemplate movement of goods outside the state where the sale is taking place is determined as per the local sales tax legislations in place within the states. At present, the sales tax legislations which used to determine the taxability of intra-state sales, are being replaced by the Value Added Tax ("VAT") legislations in the states.

VAT is a multi-point levy as opposed to the system of single point levy under the previous sales tax regime. The cornerstone or the basic principle of the VAT legislation is that it proposes to tax only the addition of value on successive sales transactions. Therefore, the basic principle of VAT envisages that the VAT paid by any seller and recovered from a purchaser would be allowed as credit to the purchaser. The credit so availed shall be allowed to be utilized by the purchaser against his output VAT liability when he makes any further sales of the products within the state.

The Customs Act, 1962

The Customs Act, 1962 deals procedure, valuation, levy of custom duty etc. for the goods imported into, or exported from, India. Any person chargeable with the duty fails to pay such duty within three months from the date of such determination; he shall be liable to pay such duty along with interest specified therein. The Custom officer may arrest a person who knowingly evades or attempts to evade the custom duty.

Importer Exporter Code

Under the Indian Foreign Trade Policy, 2004, no export or import can be made by a person or company without an Importer Exporter Code number unless such person/company is specifically exempted. An application for an Importer Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce. An Importer Exporter Code number allotted to an applicant is valid for all its branches/ divisions/ units/factories.

Employees State Insurance Act, 1948

The Employees State Insurance Act is applicable to all factories and to such establishments as the Central Government may notify, unless a specific exemption has been granted. The employers in such factories and establishments are required to pay contributions to the Employees State Insurance Corporation, in respect of each employee at the rate prescribed by the Central Government. Companies which are controlled by the Government are exempt from the aforesaid requirement if the employees are receiving benefits which are similar or superior to the benefits prescribed under the Employees State Insurance Act.

Employees Provident Funds and Miscellaneous Provisions Act, 1952

Under the Employees Provident Funds and Miscellaneous Provisions Act, 1952, an establishment employing more than 20 (Twenty) persons, either directly or indirectly, in any capacity whatsoever, is either required to constitute its own provident fund or subscribe to the statutory employees provident fund. The employer of such establishment is required to make a monthly contribution to the provident fund equivalent to the amount of the employee's contribution to the provident fund, subject to a minimum contribution of 10 (Ten)% of the basic wages, dearness allowance and retaining allowance, if any, payable to each of the employees.

Payment of Gratuity Act, 1972

An employee, who, after having completed at least 5 (Five) continuous years of service in an establishment, resigns, retires or is disabled due to an accident or disease, is eligible to receive gratuity upto a maximum of Rs. 350,000. To meet this liability, employers of all establishments to which the legislation applies are liable to contribute towards gratuity.

Labour Laws

The employment of workers is regulated by a wide variety of generally applicable labour laws, including Industrial Disputes Act, 1947, Workmen's Compensation Act, 1923, Provident Funds Act, 1925, the Contract Labour (Regulation & Abolition)

Act, 1970, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965, the Payment of Wages Act, 1936 Trade Unions Act, 1926 and Employees State Insurance Act, 1948.Factories Welfare Rules, 1955.

Other Laws relating to our manufacturing and other business activities

Our manufacturing activities and other business activities are regulated by various laws including Excise Laws, Central Sales Tax Act, 1956, Local sales tax, Goa, Daman and Diu (Administration) Act, 1962, and Income Tax Act, 1961

Intellectual Property Laws

Trade Marks Act, 1999

The Indian law on trademark is enshrined in the Trade Marks Act of 1999. Under the existing Act, a trademark is a mark used in relation to goods so as to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A 'Mark` may consist of a word or invented word, signature, device, letter, numeral, brand, heading, label, name written in a particular style, the shape of goods other than those for which a mark is proposed to be used, or any combination thereof or a combination of colours and so forth. The trademark once it is applied for is advertised in the trademarks journal, oppositions, if any, are invited and after satisfactory adjudication of the same, is given a certificate of registration. The right to use a mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is ten years, which may be renewed for similar periods on payment of prescribed renewal fees.

Patents Act , 1970

The patent system in India is governed by the Patents Act, 1970 as amended by the Patents (Amendment) Act, 2005 ("Patents Act") and the Patents Rules 2003 as amended by the Patents (Amendment) Rules 2006 (collectively referred to as the "Patents Act"). The Patent Office under the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry administers the grant of patents for new inventions. Patent offices are location in Kolkata, Mumbai, Delhi and Chennai and each office deals with applications for patents originating within their respective territorial jurisdictions. In India, an invention shall be patentable if it meets the three tests of being new, involving an inventive step and being capable of industrial application. A Patent is an intellectual property right relating to inventions and is the grant of an exclusive right for a limited period to exclude others from making, using, selling, importing the patented product, process producing that product or any patented process. A patent is granted by the Government of India to the patentee, in exchange for full disclosure of the invention. The Patents Act provides for certain specific exclusions which are not permitted to be patented in India. Applications for patent have to be filed in the prescribed forms along with the specifications, drawings, abstract, prescribed fees and other prescribed documents. The application for grant of patent may be made by the inventor either alone or jointly with another or by the inventor's assignee or by the legal representative of the assignee. The procedure for grant of patent involves publication of the application, examination of the application by the Patent Office and opposition proceedings. Opposition to the grant of patent may either be pre grant opposition or post grant opposition. Publication of an invention (even by the inventor), use of the invention in public or commercial use of the invention prior to date of filing application for grant of patent would be a fatal objection to the grant of a patent for such invention. The term of a patent in India is 20 years from the date of filing the application for patent in India. During the term of the patent, renewal fees have to be paid annually to keep the patent in force. Patent rights are territorial in nature and a patent obtained in one country is not enforceable in another country. Patents may be assigned or licensed. The Patent Offices in India maintain a register of patents in which are entered the names and addresses of grantees of patents, notifications of assignments, transmissions of patents and licenses under patents and particulars of other matters affecting validity or proprietorship of patents. Any document evidencing assignment or licensing of a patent must be registered and entered in the register of patents failing which such document shall not be admissible in a Court or before the Controller of Patents as evidence of title or interest.

Foreign Investment Regulations

The new industrial policy was formulated in 1991 to implement the Government's liberalisation programme and consequently, the industrial policy reforms relaxed industrial licensing requirements and restrictions on foreign investment. In subsequent years, the Government has further liberalized the foreign investment regime.

FOR OUR SUBSIDIARIES OVERSEAS:

ELAN INCORPORATED FZE (SHARAJAH): We are regulated by the rules and regulations of SAIF Zone authority and local regulations of UAE.

NOVO TECH Sp. Z. o. o: We are regulated by the rules and regulation as laid down by Special Economic Zone called Kostrzyn-Slubice and local regulations of Poland.

HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was incorporated on December 20, 1989 in the name and style as Time Packaging Private Limited and in the year 1992 the name of our Company was changed to Time Packaging Limited. In view of diversified products range and technological adoptions the name of our Company was further changed from Time Packaging Limited to Time Technoplast Limited with effect from May 01, 2006.

Our current Promoters are Mr. Anil Jain, Mr. Bharat Vageria, Mr. Raghupathy Thyagarajan, Mr. Naveen Jain, Time Securities Services Pvt. Ltd., Time Exports Pvt. Ltd and Vishwalaxmi Trading and Finance Pvt. Ltd.

We are engaged in manufacture and sale of technology based polymer products catering to growth sectors of Indian economy i.e. Industrial and Consumer Packaging Solutions, Life Style Products, Auto Components, Health Care Products and Construction and Infrastructure related products.

Our Company started in the year 1991 and over a period of 15 years our Company has established production facilities at six different locations across the country.

Having established business in the country, our Company is now in the process of venturing into overseas markets and to this end our Company is now in the process of setting up manufacturing facilities in the Middle East, Europe and also entering into joint venture with Mauser Group to acquire or set up related business in other Asian countries.

Major Events

Year	Key Events
1992	Started as a Small Scale Industry with production facility at Tarapur (Maharashtra)
1993	Technological collaboration with the Mauser Group
1994	Built new production facility at Daman (U.T.) - started manufacture of large size polymer drums
1995	Established presence in South India through production facility at Hosur (Tamil Nadu)
1995	Awarded MIPI symbol of quality as international recognition of product quality and systems
1996	Established presence in North India through plant at Baddi (Himachal Pradesh)
1998	Launched Lifestyle Products – Synthetic Turf & Matting under the brand 'Meadowz' and 'DuroTurf'
1999	Launched Lifestyle Product Garden Furniture under the brand 'Regal'
1999	Built additional production facility at Daman for packaging product expansion
2000	Added new facility at Sahibabad for Garden Furniture & other injection moulded articles
2001	Set up additional plant for PET sheets at Daman
2001	Started production of plastic pails 'Conipails'
2002	Further increased capacity for large size plastic drums at Daman
2003	Further expanded capacity for large size plastic drums at Sahibabad for North India
2004	Established joint venture company with Mauser for manufacture of Intermediate Bulk Containers (IBCs)
2005	Developed & launched Anti Spray Systems (3S)
2005	Set up a 100% subsidiary in UAE , Sharjah
2006	Set up production facility and launched Lifestyle products 'DuroSoft'
2006	Started additional manufacturing facility for production of large size plastic drums at Mahad
2006	Developed & launched 'Genex' medical devices (Auto Disable Syringes, Blood Sampler & Face Masks)
2006	Set up a 100% Subsidiary at Poland
2006	Amalgamation of OMPL and SPPL with our Company.
2006	Acquisition of 75% stake in TPL.
2006	Entered into an Agreement with TSSPL for acquisition of 49% stake in MHA (joint venture with Mauser Group) at Singapore
2006	Initiated setting up of Steel Drum project in Maharashtra under Time Mauser Industries Pvt. Ltd.

Changes in the Registered Office:

Previous Registered Office	New Registered Office	Date of Change	Reasons for the same
-	E-14, Chetna Apartment, S. P. S. Road, Bhandup (West), Bombay – 400078	Not Applicable	Not Applicable
E-14, Chetana Apartment, S. P. S. Road, Bhandup (West),	604, Vishwananak, Chakala, ICT Link Road, Andheri (East)	November 17, 1990	Shifting to a more convenient and spacious place at

Bombay – 400078	Mumbai 400099		Andheri
604, Vishwananak, Chakala, ICT Link Road, Andheri (East) Mumbai 400099	102, Todi Complex, 35 Saki Vihar Road, Andheri (East) Mumbai – 400072	February 1, 2001	Administrative Convenience
102, Todi Complex, 35 Saki Vihar Road, Andheri (East) Mumbai – 400072	213, Sabari Apartment, Building No. 1, Kachigam, Daman (U.T.)- 396210. India*	March 27, 2003	In view of ongoing expansion of the Daman Units and to enable improved efficiencies.

* Our Company changed its Registered Office from the State of Maharashtra to the Union territory of Daman pursuant to the Company Law Board Order No. 212/17/CLB/WR/2003 dated March 27, 2003.

Our Main Objects as contained in the Memorandum of Association are as follows:

1. To carry on the business of manufacturers, producers, processors, importers, exporters, dealers, suppliers, distributors, agents, traders and marketiers of drums, barrel, cans, containers, decorative cans, decorative containers, crates, boxes, tubes, collapsible tubes, seals, P. P. caps, tin containers, metal containers, bacelites, plastic moulded, blown, extruded containers, bagges, packing containers, boxes, wrapping papers, water proofing papers, tarpaulin, corrugated containers, wrappers of all kinds, multi-laminated, flexible and rigid packaging, pillow packaging, gunny bags, plastic packaging of all kinds including bottles, collapsible hollo gunny bags, sachets, poches, made from plastic, high density polyethelene, low density polyethelene, polypropyleme, nylon, polyester, ethyelene, vinyl, acetate, HDPE, LDPE, PP, BOPP, PVC, PET, paper, metal, foils, films, aerosol containers of metal, aluminium, plastics, fibrous materials and to carry on packaging of every description and kind.

2. To carry on the business in India or elsewhere as manufacturers, producers, assemblers, processors, fabricators, designers, formulators, converters, buyers, sellers, dealers, importers, exporters, contractors, hirer, repairers, agents, distributors, stockists and supplier of profile plastics, P. V. C. pipe, moulded industrial articles, industrial component and articles, tubing, films, rolls or their allied and auxiliary plastic products, articles made from different technologies including extrusion process, packaging material, articles made from injection moulding, blow moulding, compressor moulding, vacuum forming, housewares, different sizes and types of material handling crates and / or containers, plastic palettes, plastic luggage articles, suitcases, light and heavy automobiles parts, components and accessories, electrical appliances for T. V. cabinets, computer parts, plastic moulded furniture and other lifestyle products, synthetic turfs and mats, mouldings for cornices, decorative mouldings, frames made of plastics, wood, cork, reeds, canes, wickers, horn, bone, ivory, whalebone, shell, amber, mother of pearl, celluloid and substitutes thereof, mouldings for picture frames, profiles, picture frames, pictures, ready — made framed pictures & all other parts, accessories, articles & things associated with or auxiliary to the business of manufacture & trading of foregoing items made from plastic polymers, papers, metals, foils, films, aerosol, aluminium, fibrous materials etc.

3. To carry on the business of manufacturers of, dealers in, seller, purchasers, contractors, importers, exporters and supplier of polythene, polypropylene, ABS, Nylon, polystyrene, PUR, PE, P.V.C. polyester strips, PUR plastic powder and such other articles required to manufacture profile plastic, P. V. C. pipe, moulded household articles, tubing, films rolls.

Other Objects*

32. To carry on all or any of the business of mechanical and manufacturers suppliers of implement and machinery, tool makers, smiths, steel and brass fonders, metal workers, machinists, iron and steel workers, metallurgists, motor and automobile spare parts and sugar mills machinery manufacturers of surgical instruments, metals, machinery, implements, rolling stocks and hardware of all kinds.

* Our shareholders in the EGM held on February 08, 1994

CHANGES IN MEMORANDUM OF ASSOCIATION

Since the date of Incorporation the following changes have been made to the Memorandum of Association of our Company:

Date of Amendment	Amendment
March 1, 1991	The Authorised share capital of our Company was increased from Rs. 100,000/- divided into 1,000 Equity shares of Rs. 100 each to Rs. 1,500,000 divided into 15,000 Equity Shares of Rs. 100 each.

April 28, 1992	One equity share having face value of Rs. 100 each was sub-divided into 10 equity shares having face value of Rs. 10 each.
April 28, 1992	The Authorised share capital of our Company was further increased from Rs. 1,500,000/- divided into 150,000 shares of Rs. 10 each to Rs. 20,000,000 divided into 2,000,000 Equity Shares of Rs. 10 each
May 27, 1992	The name our Company was changed from Time Packaging Private Limited to Time Packaging Limited.
March 1, 1993	The Authorised share capital of the Company was further increased from Rs. 20,000,000/- divided into 2,000,000 shares of Rs. 10 each to Rs. 80,000,000 divided into 8,000,000 Equity Shares of Rs. 10 each
December 29, 1995	The authorised share capital of the Company was further increased from Rs. 80,000,000/- to Rs. 125,000,000 divided into 10,000,000 Equity shares of Rs. 10 each and 2,500,000 Redeemable Preference Shares of Rs. 10 each.
November 30, 2000	One equity share having face value of Rs. 10 each was sub divided into two equity shares having face value of Rs. 5 each.
November 30, 2000	The authorised share capital of the Company was further increased from Rs. 1,25000,000/- to Rs. 175,000,000 divided into 30,000,000 Equity Shares of Rs. 5 each and 2,500,000 Redeemable Preference Shares of Rs. 10 each.
July 30, 2001	Two equity share having face value of Rs. 5 each was consolidated into one equity share having face value of Rs. 10 each.
June 9, 2003	The Registered Office of our Company was shifted from the State Maharashtra to the Union Territory of Daman.
April 24, 2006*	The main objects* of our Memorandum of Association were altered by inserting the following clauses. "2. To carry on the business in India or elsewhere as manufacturers, producers, assemblers, processors, fabricators, designers, formulators, converters, buyers, sellers, dealers, importers, exporters, contractors, hirer, repairers, agents, distributors, stockists and supplier of profile plastics, P. V. C. pipe, moulded industrial articles, industrial component and articles, tubing, films, rolls or their allied and auxiliary plastic products, articles made from different technologies including extrusion process, packaging material, articles made from injection moulding, blow moulding, compressor moulding, vacuum forming, housewares, different sizes and types of material handling crates and / or containers, plastic palettes, plastic luggage articles, suitcases, light and heavy automobiles parts, components and accessories, electrical appliances for T. V. cabinets, computer parts, plastic moulded furniture and other lifestyle products, synthetic turfs and mats, mouldings for cornices, decorative mouldings, frames made of plastics, wood, cork, reeds, canes, wickers, horn, bone, ivory, whalebone, shell, amber, mother of pearl, celluloid and substitutes thereof, mouldings for picture frames, profiles, picture frames, pictures, ready — made framed pictures & all other parts, accessories, articles & things associated with or auxiliary to the business of manufacture & trading of foregoing items made from plastic polymers, papers, metals, foils, films, aerosol, aluminium, fibrous materials etc. 3. To carry on the business of manufacturers of, dealers in, seller, purchasers, contractors, importers, exporters and supplier of polythene, polypropylene, ABS, Nylon, polystyrene, PUR, PE, P.V.C. polyester strips, PUR plastic powder and such other articles required to manufacture profile plastic, P. V. C. pipe, moulded household articles, tubing, films rolls.
May 1, 2006	The name of our Company was changed from Time packaging Limited to Time Technoplast Limited.
August 12, 2006	The authorised share capital of the Company was further increased from Rs. 17,500,000/- to Rs. 275,000,000 divided into 25,000,000 Equity shares of Rs. 10 each and 2,500,000 Redeemable Preference Shares of Rs. 10 each.

* Our Company has also made addition to our Other Objects Clause

SCHEME OF AMALGAMATION:

Oxford Mouldings Private Limited and Shalimar Packaging Private Limited our group companies (hereinafter referred to as the "merged entities") were merged with us with effect from April 1, 2005 pursuant to the Order of the High Court of Bombay dated June 30, 2006. The restructuring exercise was done with a view to improve efficiencies, better logistics, improved utilisation of resources and to maximise the growth. Some of the salient features of the Scheme of Amalgamation are as follows.

1. All the present and future assets including freehold and/ or leasehold assets and movable assets together with all investments, all present and future liabilities and debts and undertakings of the Oxford Mouldings Private Limited and Shalimar Packaging Private Limited was transferred and vested in our Company.
2. Equity Shareholders of OMPL and SPPL were issued 1 Equity Share of Rs. 10/- each of our Company for every 5 equity share of OMPL held by them and 1 Equity Share of Rs. 10/- of our Company for every 4 equity shares of SPPL respectively.

Subsidiaries:

We have three subsidiaries as on the date of filing of this Draft Red Herring Prospectus, namely, Elan Incorporated FZE, Sharjah, ("**Elan**"), Novo Tech SP Z o.o., Poland ("**Novotech**") and TPL Plastech Limited ("**TPL**"), India.

1. Elan Incorporated FZE, Sharjah, ("**Elan**")

Elan was incorporated pursuant to Emiri Decree No. 2 of 1995 on March 28, 2005 inter alia to set up an establishment at SAIF-Zone and carry on the business of manufacturing, general trading, export/import and/or other related activities.

The registered office of Elan is at SAIF-Zone, Sharjah, and U.A.E. Elan has been incorporated as a subsidiary of our Company. Elan has not yet commenced business.

Elan has commenced construction of the plant that it proposes to set up and the Company has funded Elan for this purpose with share application money.

Board of Directors:

Under the applicable law in Sharjah there is no requirement for a company to have a Board of Directors. Accordingly Mr. Anil Jain is the Manager of Elan**.**

Shareholding Pattern:

Elan is a 100% subsidiary of our Company. The shareholding pattern of Elan as on September 30, 2006 is as follows:

Sr. No.	Name of Shareholder	Number of shares	% of issued capital
1.	Time Technoplast Ltd.	1 share of Dhs(1,50,000/-) *	100%

* Additional share application moneys of USD 616,000 as on November 30, 2006 has also been advanced to Elan by our Company

Financial Performance:

The operations of Elan have not yet commenced, hence the accounts have not been prepared.

2. Novo Tech Spolka z organiczona odpowiedzialnoscia (Limited), Poland ("**Novotech**")

Novotech, a limited liability company was incorporated on April 7, 2006 inter-alia to carry on the business of manufacture of chemical fibres, rubber products, plastic products, medical and surgical equipment, orthopaedic devices, manufacture of parts and accessories for vehicles and engines, manufacture of furniture. Novotech has yet to commence business. Novotech has acquired property in a Special Economic Zone called Kostrzyn-Slubice, but is yet to commence construction.

The registered office of the company is at 66-470 Kostrzyn nad Odra, Ulica Orla Bialego 22 Poland.

Board of Directors:

The board of directors of Novotech has been constituted for an unspecified period of time and it consists of one person, namely Mr. Anil Jain who has been designated as Manager.

Shareholding Pattern:

Novotech is a 100% subsidiary of our Company. The shareholding pattern of Novotech as on is as follows:

Sr. No.	Name of Shareholder	Number of shares	% of issued capital
1	Time Technoplast Limited.	100 shares of 500 ZLOTY each*	100%

*Additional Share application moneys of Euro 128,400 as on November 30, 2006 have also been advanced to Novotech by the Company.

Financial Performance:

Novotech was incorporated on April 7, 2006. Hence no audited information on its financial performance is available.

TPL Plastech Limited ("**TPL**") **(**previously known as Tainwala Polycontainers Limited)

TPL Plastech Limited (previously known as Tainwala Polycontainers Limited) was incorporated under the Companies Act on September 13, 1992. Subsequently the name of the company has been changed to TPL Plastech Limited and a fresh certificate of incorporation was obtained on November 22, 2006. The memorandum of association provides as the main object of inter alia carrying on business of manufacturers and dealers of and in packagings of all kinds including receptacles, bottles, containers, boxes.

The registered office of TPL is at "Tainwala House" Road No. 18, MIDC, Andheri (East) Mumbai – 400093, Maharashtra. TPL is engaged in the manufacture of extrusion blow moulded High Molecular, high density polyethylene (HMHDPE) Containers of upto 250 litres.

TPL was promoted by Tainwala Chemicals & Plastics (I) Limited and Dr. Ramesh Tainwala together with his relatives and associate companies.

Pursuant to Share Purchase Agreement ("**SPA**") dated March 30 2006 (SPA) entered by our Company, with (a) promoters of TPL (b) a group of shareholders annexed therein, and (c) TPL our Company had agreed to purchase 4,290,066 equity shares from the promoter of TPL and maximum upto 1,307,328 equity shares from the group of shareholders named therein at a price of Rs. 40/- per equity shares representing 55% equity and 16.76% share capital of TPL respectively, to ensure that the shares held our Company including equity shares proposed to be acquired in the open offer would not exceed 75% of share capital of TPL. As per the terms of SPA our Company has acquired 4,290,066/- equity shares from the Promoters constituting 55%, 629,398 equity shares from Public constituting 8.07% and remaining 930,662 equity shares of from other shareholders named therein constituting 11.93% of the paid-up equity share capital. Presently approx. 75% of equity shares of TPL are held by our Company.

As per the terms of the SPA, our Company has paid a sum of Rs 40 million only as non compete fee to Dr. Ramesh Tainwala and Mr. Rakesh Tainwala in equal proportion of Rs. 20 million each.

TPL became our subsidiary consequent to our acquisition of shares of TPL pursuant to the above referred SPA.

Board of Directors:

The board of directors of TPL comprise of Mr. Sanjaya Kulkarni, Mr. Mahinder Kumar Wadhwa, Mr. Jagdish Bhuta, Dr. Gyanesh Narayan Mathur, Mr. Surbhil Jain, and Mr. Kamlesh Joisher.

Shareholding Pattern:

The shares of TPPPL are listed on the BSE. The shareholding pattern of TPL as on November 20, 2006 is as follows.

Sr. No.	Name of Shareholder	Number of shares	% of issued capital
1.	Time Technoplast Ltd.	5,850,126	75.00
2.	Other body corporates	461,310	5.91
3.	Overseas Body Corporates	7,300	0.09
4.	NRI	4,300	0.05
5.	Mutual Funds	8300	0.10
6.	Public and others	1,468,964	18.85
	Total	**7,800,300**	**100.00**

Financial Performance:

The financial performance of TPL for the last three years is as follows:-

Rs. in million except per share data

	As of March 31		
	2003-04	**2004-05**	**2005-06**
Total Income	325. 01	414.13	428.00
Profit/loss after tax	(3.80)	17.10	12.56
Equity share capital	780.00	780.00	780.00
Reserves and Surplus	NIL	3.28	16.98
Earnings/loss per share (Rs.)	(0.49)	2.19	1.61
Book Value Per share (Rs.)	8.22	10.42	12.18

For further details please refer to section tilted as "Auditors Report"on page 116 of this Draft Red Herring Prospectus.

PROMISE Vs. PERFORMANCE

TPL was promoted by Tainwala Chemicals & Plastics (I) Limited and Dr. Ramesh Tainwala together with his relatives and associate companies. TPL Plastech Limited (previously known as Tainwala Polycontainers Limited) made an intial public offier in June 1994. The company made the following performance against the projection due to the reason given as under:

(Rs. in million except per share data)

Sr. No.	**Particulars**	**1995**		**1996**		**1997**	
		Projection	Actual	Projection	Actual	Projection	Actual
1	Net Sales	97.5	0	113.8	24.42	138.1	97.48
2	Profit/(Loss) After Tax	7.6	0	10.30	(10.4)	16.00	(6.99)
3	Reasons for shortfall	There was a delay of about six months mainly due to the delayed shipment of the main plant and machinery by the foreign suppliers and also in transporting the same to site. The company's commercial production had not begun.		The deviation of the actual from those projected was due to delay in the implementation of the project.		The deviation of the actual from those projected was due to the overall recession in the industry leading to a reduction in the sales turnover and a stiff increase in the raw material prices which are pre-dominantly imported.	

SHARE PRICE INFORMATION

The equity shares of TPL are listed on the BSE. The monthly high and low of the market price of the shares on the BSE for the last six months are as follows:

Month	**High (Rs)**	**Low (Rs,)**
June 2006	39.75	22.00
July 2006	34.95	25.05
August 2006	34.85	25.65
September 2006	35.00	23.65
October 2006	46.50	26.60
November 2006	40.00	26.05

CHANGE IN CAPITAL STRUCTURE DURING LAST SIX MONTHS

There is no change in the capital structure of TPL during last six months

Joint Venture

Time Mauser Industries Pvt. Limited ("**TMIPL**")

TMIPL was incorporated on August 14, 2003 as Qpak Industries Pvt. Limited. This company was converted into a public limited company on February 23, 2004 and accordingly the name of this company was changed to QPAK Industries Limited. Thereafter this company was reconverted into a private limited company on June 17, 2004 and accordingly the name of this company was changed to QPAK Industries Private Limited. On April 21, 2005 the name of the company was changed to Time Mauser Industries Pvt. Ltd.

TMIPL a joint venture between M/s Mauser Holding International GmbH of Germany and our Company is set up with the main object inter alia to carry on the business of manufactures of all kinds of drums, barrels, cans etc. Presently TMIPL manufactures Intermediate Bulk Containers (IBCs) TMIPL is in the business of manufacturing of Plastic Articles including Intermediate Bulk Containers (IBCs) of 1000 Ltrs

Board of Directors:

The board of directors of TMIPL comprises of Mr. Anil Jain, Mr. Naveen Jain, Mr. Stefan Mueller-Arends, Dr. Detlev Weyrach and Siegfried Erich Weber.

Shareholding Pattern:

The shareholding pattern of TMIPL as on November 30, 2006 is as follows:

Sr. No	Name of Shareholder	Number of shares of Rs. 10/- each	% of issued capital
1.	Mauser Holding International GmbH of Germany	3,570,000	51
2.	Time Technoplast Limited	3,430,000	49
	Total	**7,000,000**	**100**

Financial Performance:

The brief audited financial details of TMIPL for the last three year as under:

(Rs. in million except per share data)

Particulars	As of December 31		
	2004	2005	2006
Total Income	627.40	1696.91	N.A.
Profit/loss after tax	15.63	40.01	N.A.
Equity share capital of Rs. 10 each	100.00	700.00	N.A.
Reserves and Surplus (excluding Revaluation Reserves)	15.63	55.64	N.A.
Earnings/loss per share (Rs.)	1.56	0.57	N.A.
Book Value Per share (Rs.)	11.28	10.76	N.A.

AGREEMENTS

Shareholders Agreement

The shareholders of the Company have not entered into any Shareholders Agreement as on the date of the filing of this Draft Red Herring Prospectus.

Other Agreements:

Know How Agreement with Mauser-Werke GmbH

Our Company has entered into Know How Agreement dated April 24, 1992 with Mauser-Werke GmbH. Pursuant to this agreement Mauser has made available to our Company know-how relating to manufacture of plastic drums with L Ring design. Mauser has agreed to provide to our Company until termination of this agreement all information, experience and methods, present and future including special technique that are required to enable technicians of every qualification to produce the plastic containers referred to in the agreement. Mauser has also agreed to train technicians of our Company to enable us to manufacture the plastic containers. The term of the agreement was extended upto December, 31, 2010 pursuant to an amendment by an Agreement dated November 6, 2001. Our Company has agreed to pay annual License fees of DM 40,000 to Mauser

Joint Venture Agreement

Our Company entered into a joint venture agreement (JVA) dated February 27, 2004 with Mauser Holding International GmbH ("**Mauser Holding**") and QPAK Industries Private Limited (now known as Time Mauser Industries Limited) ("**Time Mauser**"). Mauser Holding holds 51% and our Company holds 49% of the equity share capital of Time Mauser.

The salient features of this JVA are set out below:

Time Mauser is to undertake the business of manufacture and production of composite intermediate bulk containers and components and auxiliaries thereof and provision of after sales services ("**Business**"). Any change in the Business of Time Mauser requires the prior written consent of Mauser Holding and our Company.

If the shareholding of Mauser Holding in Time Mauser falls below 51% or our Company's shareholding in Time Mauser falls below 26%, Mauser Holding and our Company shall review and modify all clauses of this JVA so as to reflect the change in shareholding and control over Time Mauser on mutually agreed terms.

Our Company is required to arrange for the present and future financing requirements of Time Mauser. Mauser Holding is not required to give any undertakings or guarantees for any financing for Time Mauser. If additional funds for Time Mauser cannot be arranged by our Company and Mauser Holding and our Company cannot contribute additional shareholders funds to Time Mauser, then Mauser Holding would be entitled to terminate this JVA.

There is right of first refusal clause available to Mauser Holding and our Company in case one of them desires to transfer its shareholding to any third person.

Shares of Time Mauser cannot be transferred to a person who is a competitor of Time Mauser. All transfers are to be in accordance with this JVA or in such a manner as Mauser Holding and our Company agree in writing. Mauser Holding and our Company have agreed not to create any lien on the shares of Time Mauser held by them and their respective affiliates without prior consent of each other.

Time Mauser uses certain know-how and technology licensed to it by Mauser Holding for undertaking its business activities pursuant to a Know-how and Patent Licensing Agreement. If Mauser Holding terminates this JVA then Time Mauser would be entitled to use the know-how and technology under the Know-how and Patent Licensing Agreement only for the balance unexpired initial term of the licence or the renewal period. Time Mauser would be entitled to use the know-how and technology for a further period of 5 years if the terms are mutually agreeable by the concerned parties. If our Company terminates this JVA, then the Know-how and Patent Licensing Agreement would automatically terminate.

Mauser Holding and our Company, as the case may be, have the right to call upon each other to acquire all their shares in Time Mauser if more than 10% shares of Time Mauser are acquired by a competitor of Mauser Holding or our Company, as the case may be. Mauser Holding also has the right to call upon our Company to acquire all its shares in Time Mauser if there is a change in control of our Company at a price as set out in this JVA.
Mauser Holding and our Company, as the case may be, have the right to call upon each other to sell all their shares in Time Mauser if there is a change in control of our Company or Mauser Holding as the case may be, at a price to be mutually agreed by the parties.

Our Company has the right to appoint 2 directors so long as it holds 49% shares in Time Mauser. Mauser Holding has the right to appoint 3 directors so long as it holds 51% shares in Time Mauser.

So long as each of our Company and Mauser Holding holds 26% shares of Time Mauser, decisions in relation to certain agreed matters, so far as Time Mauser is concerned, cannot be taken except with the affirmative consent of at least 1 director each nominated by Mauser Holding and our Company.

Both parties have agreed that they shall not directly or indirectly within the geographical limits of the SAARC countries as long as they hold any shareholding in Time Mauser and for a term of 2 years after they cease to be shareholders of Time Mauser, either on its own behalf or by or through any other person, inter alia:

- act as an advisor, consultant for any person carrying on the Business or directly or indirectly competes with the Business of Time Mauser or establish, develop and permit any business which competes with the Business of Time Mauser;
- solicit, approach any customer of Time Mauser for its own benefit and for the benefit of any person carrying on business which is in competition of the Business of Time Mauser;
- solicit or entice away from Time Mauser any of its employees;

establish, developer, undertake any business or trade which is identical or similar to Time Mauser or Mauser Holding.

An additional Protocol dated February 28, 2006 is executed as an extension of JV Agreement of February 27, 2004 between Mauser Werke GmbH & Co. KG (Holding) ("**Mauser**") and Time Packaging Ltd.("**TPL**") (now known as "**TTL**") and Time Mauser Industries Pvt. Ltd.("**Time Mauser**") and agreed as under:

1. Subject to the technical and economical feasibility and approval of the Board of Directors of "**Time Mauser**", all parties agreed to setup production facility for manufacture of 55 gallon steel drums (tight head & open top) in the state of Maharashtra as part of their JV.

2. To set up a 'joint task force' to study the requirement of blow moulding plant and equipment in Asian/ African Region in relation to the specification, degree of sophistication/ automation, productivity and price expectations. On presentation of report by the Joint task force, JV partners may extend the scope of their Joint Venture to include setting up base for manufacture of blow moulding plants, moulds and equipments as may be feasible in India and to provide the necessary services thereof.

3. Both JV partners further agreed to explore business opportunities and expand the scope of their joint venture with mutual consent in years ahead.

Foreign Collaboration Agreement dated September 30, 2004 between Mauser Holding International GmbH ("Mauser Holding") and our Company and QPAK Industries Pvt. Ltd. (now known as Time Mauser Industries Private Limited) {"**Time Mauser**")

The salient features of this Agreement are as follows:

i) Time Mauser has agreed to issue and allot to Mauser Holding and Mauser Holding has agreed to subscribe to 3,570,000 equity shares of Rs. 10/- each equivalent to 51% of the paid up share capital of Time Mauser.

ii) Pursuant to this Agreement, our Company has also agreed to subscribe to an additional 2,430,000 equity shares of Rs.10/- each of Time Mauser together with its existing holding which will make its total holding in Time Mauser equivalent to 49% of the issued subscribed and paid up equity share capital.

Share Purchase Agreement

Pursuant to Share Purchase Agreement ("**SPA**") dated March 30 2006 (SPA) entered by our Company, with (a) promoters of TPL (b) a group of shareholders annexed therein, and (c) TPL our Company had agreed to purchase 4,290,066 equity shares from the promoter of TPL and maximum upto 1,307,328 equity shares from the group of shareholders named therein at a price of Rs. 40/- per equity shares representing 55% equity and 16.76% share capital of TPL respectively, to ensure that the shares held our Company including equity shares proposed to be acquired in the open offer would not exceed 75% of share capital of TPL. As per the terms of SPA Our Company has acquired 4,290,066/- equity shares from the Promoters constituting 55%, 629,398 equity shares from Public constituting 8.07% and remaining 930,662 equity shares of from other shareholders named therein constituting 11.93% of the paid-up equity share capital. Presently approx. 75% of equity shares of TPL are held by our Company.

Salient features of SPA:

Our company has undertaken to ensure release of existing personal guarantee of Directors of Company and also the Corporate Guarantees of Directors of Company and also the Corporate Guarantee of M/s. Tainwala Chemicals & Plastics (I) Ltd. within 3 months of appointment of nominees of acquirer on the Board of Directors of TPL.

Keyman insurance Policy of Mr. Rakesh Tainwala shall be assigned to Mr. Rakesh Tainwala at Nil Value.

As per the terms of the SPA, our Company has paid a sum of Rs 40 million. as non-compete fee only to Mr. Ramesh Tainwala and Mr. Rakesh Tainwala in equal proportion of Rs. 20 million each and the same shall constitute valid discharge of payment of non compete fee to all sellers. The non-compete shall be irrevocable and shall expire at the end of 11 years from March 30, 2006.

Our Company has also warranted that after acquiring the management control of TPL, our Company shall not claim any lien on the office premises of TPL located at Tainwala House, Road No. 18, M.I.D.C., Andheri(E), Mumbai- 400 093.

Memorandum of Settlement with Trade Union:

Our Company has only one Trade Union at Hosur. Memorandum of Settlement under Section 12 (3) of the Industrial Disputes Act, 1947 was executed between Management of our Company and Time Packaging Limited Workers Union (Registration No. 536) ("**Union**"). Our employees represented by the Union submitted charter of demand vide their letter dated 28.11.2005 on our Company for revision of the wages, benefits, facilities etc., which was discussed with our management. Since some of the issues could not be sorted our, it was decided to approached the Labour Officer, Krishnagari for his intervention. The final discussions were held before the Labour Officer, Krishnagari on February 10, 2006, where both the parties have agreed to sign the settlement on the terms and conditions specified in the said Memorandum of Settlement.

Memorandum of Understanding

Memorandum of Understanding ("MoU") dated December 11, 2006 has been executed between Time Securities Services Pvt. Ltd. ("Seller") and our Company ("Purchaser"). The Seller is holding 49% shares i.e. 5,033,164 equity shares of SGD 1 each aggregating to an investment of SGD 5,033,164 in Mauser Holding Asia Pte Ltd.("MHA"). The Seller has also additionally provided advances towards share subscription to the tune of SGD 1,453,376. The Seller has also availed of a loan to the extent of Rs.175 million from UTI Bank @ Rs.9.75% p.a. The said monies have been utilised for the purposes of enabling contribution by the Seller towards subscription of the shares and the advance towards the shares of MHA and the advance provided to MHA.

The Seller is desirous to sell the shares and the Buyer is desirous to purchase the entire title right of interest of the Seller, the shares and advances provided by the Seller to MHA.

Salient features of the MOU are as under:

1. Subject to the Public Issue of equity shares by the Purchaser and the Purchaser raising the amount from proceeds of the Public Issue, the Purchaser agrees to purchase and the Seller agrees to sell and transfer to the Purchaser the entire shareholding of the Seller and the entire advances towards subscription provided by the Seller to MHA. It is hereby clarified that this Agreement shall not only include the existing shares and the advance provided by the Seller to MHA but shall also include the additional advances if any made for subscriptions by the Seller in MHA from the date hereto and upto the date of the completion as hereinafter mentioned.
2. Completion of the transaction shall take place at such date as may be decided by the Buyer but not been later on 30th June 2007. Provided that, in the event, the Purchaser is unable to complete its Public Issue on or before the said date, this Agreement shall forthwith and without any action of the parties laps.
3. The Agreement shall be governed by the provisions of the Indian Law and shall be subject to the exclusive jurisdiction of the port at Mumbai Jurisdiction.

This MoU does not constitute share purchase agreement and share purchase agreement will be executed between the Seller and the Puchaser subsequent to the filing of Draft Red Herring Prospectus with SEBI by the Purchaser for its IPO.

Shareholders Agreement :

Shareholders Agreement dated November 03, 2006 has been executed between Mauser Holding Netherlands B.V. ("Mauser"), Time Securities Services Pvt. Ltd. ("TSSPL") and Mauser Holding Asia Pte Ltd, ("MHA"). MHA is a Joint Venture Company of Mauser and TSSPL wherein Mauser holds 51% stake and TSSPL holds 49% stake.

Salient Features of Joint Venture Agreement:

1. The Board of MHA shall consist of four Directors one of which shall be the resident Director required under the laws of Singapore("**Resident Director**"). Mauser (for so long as he is a Shareholder holding not less than 51% of the issued share capital of MHA) shall be entitled to appoint up to two persons as Directors and to remove any person so appointed. Time (for so long as it is a Shareholder holding not less than 49% of the issued share capital of MHA) shall be entitled to appoint up to one person as Director and to remove any person so appointed. The Resident Director shall be appointed jointly by Mauser and Time.

2. Mauser shall be entitled to appoint the Chairman of the Board, who shall be one of the Mauser Directors. The Chairman of the Board shall be entitled to a casting vote in the event of equality of votes.

3. Notwithstanding anything contained herein no action or decision on certain matters (specified therein) shall be taken by the Company whether at a Board, Shareholders or committee meeting or by or through its Managing Director or any director, employee, agent or otherwise, save and except with the affirmative vote or prior written consent of the Mauser Holding Asia Pte Ltd. and Time Securities Services Pvt. Ltd.

4. Duration and Termination:

   This Agreement shall take effect without limit in point of time, but upon the transfer by any Shareholder of all his shares in the capital of the Company such Shareholder shall be released from all his obligations hereunder (other than under Clause 13 - Confidentiality) provided that such transfer shall not relieve such Shareholder of any antecedent breaches by it of any of the terms and conditions of this Agreement. If, following any such transfer, there are at least two Shareholders bound by the provisions of this Agreement, this Agreement shall continue in full force and effect as between the continuing Shareholders. The Agreement shall automatically terminate upon a successful initial offer being made to the public in Singapore or such other recognized stock exchange elsewhere.

The Agreement shall be governed by and construed in accordance with the laws of Singapore and the parties hereby irrevocably submit to the non-exclusive jurisdiction of the Singapore courts.

Strategic & Financial Partnerships:

The Company has not entered into any strategic and financial partnerships with any third parties as on the date of filing of this Draft Red Herring Prospectus.

Financial Partnerships:

The Company has not entered into any strategic partnerships with any third parties as on the date of filing of this Draft Red Herring Prospectus.

OUR MANAGEMENT

Board of Directors

Under our Articles of Association we cannot have less than three directors or more than twelve directors, unless otherwise determined by our Company in general meeting. We currently have seven directors. The following table sets forth current details regarding our present Board of Directors:

Sr. No	Name, Fathers Name, Address, Nationality and Occupation	Designation	Age(years)	Other Directorships held
1.	**Mr. K. N. Venkatasubramanian** S/o Late Mr. Kuthoore Natarajan D4/D5, Ashok Swetha, 173, Avvai Shanmugam Salai, Royapettah, Chennai – 600 014 Indian Professional DIN 00007392	Chairman	68	1. Gulf Oil Corporation Ltd. 2. Gulf Carrosserie India Ltd. 3. Mundhra Port & Special Economic Zone Ltd. 4. Essar Oil Ltd. 5. East India Petroleum Ltd. 6. Meghmani Organics Ltd. 7. E-Cube India Solutions Ltd. 8. Royal Chemie Corporation Ltd. 9. Rajula Ltd. 10. Imperial Corporate Finance & Services Pvt. Ltd.
2.	**Mr. Anil Jain** S/o Mr. Paraslal Jain 311-312, Magnum Towers, Lokhandwala Complex, , Andheri (West), Mumbai 400 058 Indian Industrialist DIN 00183364	Managing Director	52	1. Mauser Holding Asia Pte Ltd. Singapore 2. Pack Delta Public Company Ltd. Thailand 3. Time Mauser Industries Private Limited 4. Novo Tech SP Z o.o., Poland 5. Elan Incorporated FZE, Sharjah - Manager 6. Time Exports Private Limited 7. Vishwalaxmi Trading & Finance Pvt. Ltd. 8. Avion Exim Private Limited 9. Time Securities Services Pvt. Limited Partner in 1. Apex Plastics 2. Oxford Mouldings
3.	**Mr. Bharat Vageria** S/o Late Mr. Ratanlal Vageria 26/2A, Manali, Evershine Nagar, Malad (West), Mumbai – 400 064 Indian Industrialist DIN 00183629	Whole-time Director	47	1. Mauser Holding Asia Pte Ltd. Singapore 2. Time Exports Private Limited 3. Vishwalaxmi Trading & Finance Pvt. Ltd. 4. Avion Exim Private Limited 5. Time Securities Services Pvt. Limited **Partner in** 1. Oxford Mouldings 2. Apex Plastics
4.	**Mr. Ragupathy Thyagarajan** S/o Mr. Payyalorey Thyagarajan A-9/36, Sunder Nagar, Kalina, Santacruz(East) Mumbai 400 098 Indian	Whole–time Director	42	1. Vishwalaxmi Trading & Finance Pvt. Ltd. 2. Avion Exim Private Limited **Partner in** 1. Oxford Mouldings 2. Apex Plastics

Sr. No	Name, Fathers Name, Address, Nationality and Occupation	Designation	Age(years)	Other Directorships held
	Industrialist DIN 00183305			
5.	**Mr. Naveen Jain** S/o Mr. Mahendra Jain No. 2, Awas Co-op. Hsg. Society Ltd., Sector 3, Charkop, Kandivali (West), Mumbai 400 067 Indian Industrialist DIN 00183948	Whole-time Director	40	1. Time Mauser Industries Private Ltd. 2. Avion Exim Private Limited **Partner in** 1. Oxford Mouldings 2. Apex Plastics
6.	**Mr. Sanjaya Kulkarni** S/o S P Kulkarni A-12, Technocrat Co-op. Hsg. Soc. Ltd., Twin Towers, Prabhadevi, Mumbai -400 025 Indian Professional DIN 00102575	Independent Director	57	1. UTV Software Communications Ltd. 2. Drish Shoes Ltd. 3. TPL Plastech Ltd. 4. Mistral Software Pvt. Ltd. 5. Agro Tech Foods Ltd. 6. Eureka Capital Management Pvt Ltd 7. S.L.Poultry Pvt. Ltd. 8. Indian Direct Equity Advisors Pvt. Ltd. 9. Protect Insurance Services (India) Pvt. Ltd.
7.	**Mr. Mahinder Kumar Wadhwa** S/o of Mr. Dayanand Wadhwa 204-A, Landsend, Lokhandwala Complex, Andheri (West) Mumbai 400 067 Indian Professional DIN 00064148	Independent Director	54	1. TPL Plastech Limited 2. Time Exports Pvt. Ltd.

Brief Profile of our Directors

1. **Mr. Venkatasubramanian, Chairman**

Mr. Venkatasubramanian (68 years), is a chemical engineering graduate from Madras and a Post Graduate from IIT – Kharagpur. He has more than 45 years of work experience in the industry, having worked with major international oil companies like Standard Vacuum, EXXON, and Phillips Petroleum for over a decade and then in 1973 joined IPCL where he held several positions, including that of Director (Operations) handling Production, Engineering, Materials and Employee Relations and also as it's Executive Director. He was also a director on the Board of the State Trading Corporation of India Ltd. (STC) for 2 years from May 1982. He was also the chairman cum managing director of Engineers India Ltd. (EIL). He was the Chairman of Indian Oil Corporation Ltd. from 1991 from where he retired in the year 1996.

During his career he was also on the board of Hindustan Organic Chemicals Ltd. and Hindustan Antibiotics Ltd He has served as a Convener of the Plastics working group on Petrochemicals established by the Department of Petroleum, Government of India for formulating the policy frame work for petrochemicals during the 7th five year plan. He was also the Chairman of the Sub-Committee on "Petrochemicals" constituted by the Department of

Chemicals and Petrochemicals for formulating the perspective plan for petrochemicals during the 8^{th} and 9^{th} plan periods. After retiring as Chairman from IOC, he worked as independent project consultant to many companies and currently holds several board positions.

2. **Anil Jain, Managing Director**

Mr. Anil Jain (52 years) is a founder of our Company and right from commencement of its business he has worked towards making Time Technoplast Ltd., a leading polymer product company in India in just about 13 years. He has an academic background with degrees in Science, Engineering and Business Management. At the age of 51, he has already professional and entrepreneurial experience of about 28 years.

Mr. Anil Jain joined Bharat Heavy Electricals Ltd (BHEL) in 1977 and worked in Marketing & Sales Division, Project Management and Marketing & Planning departments at its head quarters in Delhi. In 1983 he joined Voltas Ltd., at Mumbai in Project Engineering Division, responsible for special Projects. In 1986 Mr. Anil Jain switched over to Prestige HM-Polycontainers Ltd., at Mumbai and became responsible for operations of the company. He left Prestige in 1991 and promoted Time Technoplast Ltd., (Formerly Time Packaging Ltd.) together with other colleagues who are the Promoter Directors' of TTL.

Mr. Anil Jain has spent over 20 years in the field of polymer technology and products. He has participated / addressed various conferences, seminars and symposiums, both in India and abroad.

3. **Bharat Vageria, Director**

Mr. Bharat Vageria (47 years) is a commerce graduate and is a Fellow of Institute of Chartered Accountants of India (FCA). He has experience in the Polymer Industry exceeding 23 years. He worked with Industrial Packaging company for 4 years as Manager – Finance responsible for Finance and Accounts functions of the company. He left Prestige HM-Polycontainers Ltd. in 1991 and joined other colleagues to promote Time Technoplast Ltd. (Formerly Time Packaging Ltd).

Mr. Bharat Vageria is Director – Finance. He is responsible for Accounts, Finance, Corporate Affairs, Taxation and Legal functions of the company. Mr. Bharat Vageria has ably leaded his team of fellow professionals and has established controls and systems for multi locational, multi product operations of the company.

4. **Mr. Raghupathy Thyagarajan, Director**

Mr. Raghupathy Thyagarajan (42 years) has a degree in Science and Business Administration with over 15 years of industrial experience. He began his career as Manager – Marketing at Prestige HM-Polycontainers Ltd. and was responsible for sales and marketing activities of the company. He left Prestige together with members of Promoter group in 1991 to participate in the start of Time Technoplast Ltd. (Formerly Time Packaging Ltd.) Mumbai.

As a Director – Marketing of the company he is overseeing the marketing and sales functions, regional operations, systems and commercial functions of the company at the corporate level. He ably leads team of over 100 professionals in all the business divisions of the company.

5. **Mr. Naveen Jain, Director**

Mr. Naveen Jain (40 years) has a degree in Engineering with 20 years experience in production, quality management and projects management. He began his career with Prestige HM-Polycontainers Ltd., heading their production and technical functions and has implemented projects expansion. He left Prestige in 1991 to join his colleagues to promote Time Technoplast Ltd. (Formerly Time Packaging Ltd.) Mumbai.

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.

6. Mr. Sanjaya Kulkarni, Director (Non- Executive & Independent)

Sanjaya Kulkarni is a qualified professional with B. Tech from IIT Mumbai and MBA from IIM Ahemdabad. He has over three decades of experience in private equity, consumer finance, corporate finance, investment banking and was associated with Citibank and co-promoted the 20^{TH} Century Finance Corporation Limited. He has been on the Board of our Company since 1993.

7. **Mr. Mahinder Kumar Wadhwa, Director (Non – Executive & Independent)**

   Mr. Wadhwa, aged 54 years, is a Science graduate and a Chartered Accountant. He has served in the past as a professional in NTC in senior position. He has experience in Corporate Finance, Accounting System, Personnel Management, Corporate Taxation and Management Consultancy. He has been associated with our Company as independent director for last ten years.

Borrowing Powers of the Board of Directors

At the EGM held on March 26, 2006, the shareholders of our Company have given their consent to the Board of Directors of our Company pursuant to Section 293(1)(d) of the Companies Act, for borrowing from time to time any sum or sums of money for the purpose of our Company's business, which together with the moneys already borrowed by our Company apart from temporary loans obtained from our Bankers in the ordinary course of our business may exceed the aggregate of the paid up capital of our Company and its free reserve, that is to say reserves not set apart for any specific purpose, provided that the total amount of the moneys borrowed and to be so borrowed and outstanding at any one time shall not exceed Rs. 5000 million.

Compensation of Managing Director/Whole Time Directors

1. **Anil Jain**

   Salary:

   Salary of a sum not exceeding Rs.250,000/- per month shall be payable, which may be increased up to a sum not exceeding Rs.350,000/- per month as may be determined from time to time by our Board or such authority as may be delegated by our Board.

   Commission:

   Commission shall be paid based on the net profits of our Company, subject to the ceiling prescribed in that behalf under the Companies Act.

   Perquisites:

   In addition to the salary, and commission payable, he shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishing, repairs, servants' salaries, society charges and property tax; medical reimbursement, medical/accident insurance, leave travel concession for himself and his family; club fees and such other perquisites and allowances in accordance with the rules of our Company or as may be agreed to by our Board and such perquisites and allowances will be subject to a maximum of 140% of the annual salary.

   For the purposes of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

   Provision for use of our Company's car for official duties and telephone at residence shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

   Our Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund, to the extent these either singly or together are not taxable under the Income-tax Act, Gratuity payable as per the rules of our Company and encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

   If our Company has made no profits or its profits are inadequate in any financial year, he will be entitled to remuneration by way of salary and perquisites not exceeding the limits specified in Schedule XIII of the Companies Act by way of minimum remuneration.

   Any expenditure actually and properly incurred, including entertainment and traveling for business of the Company, shall be reimbursed to him.

   No sitting fees shall be paid to him for attending the meetings of the Board of Directors or Committee thereof of our Company.

2. Mr. Bharat Vageria

Salary:

Salary of a sum not exceeding Rs.170,000/- per month shall be payable which may be increased upto Rs.250,000/- per month as may be determined from time to time by our Board or such authority as may be delegated by our Board.

Commission:

Commission shall be paid based on the net profits of our Company, subject to the ceiling prescribed in that behalf under the Companies Act.

Perquisites:

In addition to the salary, and commission payable, he shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishing, repairs, servants' salaries, society charges and property tax; medical reimbursement, medical/accident insurance, leave travel concession for himself and his family; club fees and such other perquisites and allowances in accordance with the rules of our Company or as may be agreed to by our Board and such perquisites and allowances will be subject to a maximum of 140% of the annual salary.

For the purposes of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

Provision for use of our Company's car for official duties and telephone at residence shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

Our Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund, to the extent these either singly or together are not taxable under the Income-tax Act, Gratuity payable as per the rules of our Company and encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

If our Company has made no profits or its profits are inadequate in any financial year, he will be entitled to remuneration by way of salary and perquisites not exceeding the limits specified in Schedule XIII of the Companies Act by way of minimum remuneration.

Any expenditure actually and properly incurred, including entertainment and traveling for business of the Company, shall be reimbursed to him.

No sitting fees shall be paid to him for attending the meetings of the Board of Directors or Committee thereof of our Company.

3. Mr. Ragupathy Thayagarajan

Salary:

Salary of a sum not exceeding Rs.170,000/- per month shall be payable which may be increased upto Rs.250,000/- per month as may be determined from time to time by our Board or such authority as may be delegated by our Board.

Commission:

Commission shall be paid based on the net profits of our Company, subject to the ceiling prescribed in that behalf under the Companies Act.

Perquisites:

In addition to the salary, and commission payable, he shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishing, repairs, servants' salaries, society charges and property tax; medical reimbursement, medical/accident insurance, leave travel concession for himself and his family; club fees and such other perquisites and allowances in accordance with the rules of our Company or as may be agreed to by our Board and such perquisites and allowances will be subject to a maximum of 140% of the annual salary.

For the purposes of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

Provision for use of our Company's car for official duties and telephone at residence shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

Our Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund, to the extent these either singly or together are not taxable under the Income-tax Act, Gratuity payable as per the rules of our Company and encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

If our Company has made no profits or its profits are inadequate in any financial year, he will be entitled to remuneration by way of salary and perquisites not exceeding the limits specified in Schedule XIII of the Companies Act by way of minimum remuneration.

Any expenditure actually and properly incurred, including entertainment and traveling for business of the Company, shall be reimbursed to him.

No sitting fees shall be paid to him for attending the meetings of the Board of Directors or Committee thereof of our Company.

4. Mr. Naveen Jain

Salary:

Salary of a sum not exceeding Rs.170,000/- per month shall be payable which may be increased upto Rs.250,000/- per month as may be determined from time to time by our Board or such authority as may be delegated by our Board.

Commission:

Commission shall be paid based on the net profits of our Company, subject to the ceiling prescribed in that behalf under the Companies Act.

Perquisites:

In addition to the salary, and commission payable, he shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishing, repairs, servants' salaries, society charges and property tax; medical reimbursement, medical/accident insurance, leave travel concession for himself and his family; club fees and such other perquisites and allowances in accordance with the rules of our Company or as may be agreed to by our Board and such perquisites and allowances will be subject to a maximum of 140% of the annual salary.

For the purposes of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

Provision for use of our Company's car for official duties and telephone at residence shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

Our Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund, to the extent these either singly or together are not taxable under the Income-tax Act, Gratuity payable as per the rules of our Company and encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

If our Company has made no profits or its profits are inadequate in any financial year, he will be entitled to remuneration by way of salary and perquisites not exceeding the limits specified in Schedule XIII of the Companies Act by way of minimum remuneration.

Any expenditure actually and properly incurred, including entertainment and traveling for business of the Company, shall be reimbursed to him.

No sitting fees shall be paid to him for attending the meetings of the Board of Directors or Committee thereof of our Company.

Corporate Governance

Our Company stands committed to good Corporate Governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. These vital initiatives extend beyond mandatory corporate governance requirements and are in accordance with our aim of establishing voluntary best practices for good corporate governance.

The provisions of the Listing Agreement to be entered into with the Stock Exchanges with respect to corporate governance and the SEBI Guidelines in respect of corporate governance will be applicable to our Company immediately upon the listing of our Company's Equity Shares on the Stock Exchanges. Our Company undertakes to adopt the Corporate Governance Code as per Clause 49 of the Listing Agreement to be entered into with the Stock Exchanges prior to the listing of our Equity Shares. Our Company has complied with such provisions, including with respect to constitution of the various Board Committees viz., the Audit Committee, Shareholders/Investors Grievances Committee, and Remuneration Committee.

Presently, our Board has seven Directors, out of which 3 are independent directors including our Chairman in accordance with the requirements of clause 49 of the listing agreement of the Stock Exchanges.

The details of the committees of the Board are as under:

We have constituted the following committees of our Board of Directors for compliance with corporate governance requirements:

1. Audit Committee

The Audit Committee was constituted on March 28, 2001 with Mr. Sanjaya Kulkarni, Mr. M. K. Wadhwa, and Mr. Bharat Vageria. Subsequently, the Audit Committee was re-constituted on November 19, 2002 with Mr. M. K. Wadhwa, Mr. Bharat Vageria and Mr. Naveen Jain. The Committee was further re-constituted on July 19, 2006 with Mr. M. K. Wadhwa, Mr. Bharat Vageria and Mr. Sanjaya Kulkarni. Presently Mr. M. K. Wadhwa is the Chairman of the Committee.

The scope of Audit Committee shall include, but shall not be restricted to the following:

i. To review compliance with internal control systems;

ii. To review the findings of the internal audit related to various functions of the Company;

iii. To hold periodic discussions with the Internal Auditor/s and Statutory Auditors of the company concerning the accounts, internal control systems and scope of audit and observations of the Internal Auditor/s and the Statutory Auditors of the Company;

iv. To review the periodical financial results of the Company;

v. To review the reports of the Internal Auditor/s and the Statutory Auditors of the Company and to recommend the same to the Board of Directors with appropriate observations.

2. Share Transfer Committee/Investor Grievances Committee;

The Share Transfer Committee was constituted at Board Meeting held on August 31, 1993 comprising of Mr. Anil Jain, Mr. Bharat Vageria and Mr. Raghupathy Thyagarajan. The "Share Transfer committee" was renamed as "Shareholders/Investors Grievances Committee" with effect from July 01, 2006 at the Board Meeting held on June 29, 2006. The Committee was reconstituted on July 19, 2006 comprising of Mr. M. K. Wadhwa, Bharat Vageria and Mr Raghupathy Thyagarajan. The committee has been authorised for approving the transfer of shares and sub-division/consolidation shares and also to attend shareholders' grievances.

3. Remuneration Committee

The Remuneration Committee has been constituted at the Board Meeting held on August 29, 2006 comprising of Mr. K. N. Venkatsubramanian as chairman, and Mr. Sanjaya Kulkarni and Mr. M. K. Wadwa as members.

The committee was formed with a view to proactively comply with the non- mandatory requirements of Clause 49 of the Listing agreement to be entered into by our company with the Stock exchanges. The main scope of this Committee will be determination of, on behalf of the shareholders, with the on agreed terms of reference , the company's policy on specific remuneration packages and other terms and conditions for executive directors including superannuation and pension benefits and terms of payment of compensation.

4. Compensation Committee and Selection Committee

The Compensation Committee and the Selection Committee have been constituted at the Board Meeting held on August 29, 2006 comprising of Mr. Sanjaya Kulkarni as chairman, Mr. M. K. Wadwa and Mr. Anil Jain as members, and, Mr. Anil Jain as chairman, Mr. M. K. Wadwa and Mr. Sanjaya Kulkarni as members respectively.

The Compensation Committee was formed in conformity with the guidelines issued by SEBI in relation to ESOP. The main scope of this Committee will be administration, implementation and monitoring of ESOP Scheme/s of our Company.

The main scope of Selection Committee will be for determining the appointment of relatives of Director/s to place of profit for remuneration above the limits prescribed under the Companies Act, 1956, as and when applicable.

In-principal approval was given by our Board in its meeting dated June 29, 2006 for formation of "IPO committee" to commence the process relating to IPO. IPO Committee consists of Mr. Anil Jain, Bharat Vageria, Mr. Sanjay Kulkarni and Mr. M.K. Wadhwa as members. The main scope of this Committee will be shaping up of a IPO plan and advising the same to the Board of Directors and to undertake all activities related to the forthcoming IPO of our Company including appointment of various intermediaries, preparation and approval of offer document/s, determination of Issue Price and all other activities related to listing of the securities of Our Company**.**

Shareholding details of the Directors of our Company

Sr No.	**Name of Director**	**Designation**	**Number of Equity Shares**
1.	Mr. K. N. Venkatasubramanian	Chairman	Nil
2.	Mr. Anil Jain	Managing Director	402,000
3.	Mr. Bharat Vageria	Whole-time Director	402,000
4.	Mr. Ragupathy Thyagarajan	Whole-time Director	402,000
5.	Mr. Naveen Jain	Whole-time Director	402,000
6.	Mr. Sanjaya Kulkarni	Independent Director	Nil
7.	Mr. Mahinder Kumar Wadhwa	Independent Director	Nil

Interest of our Directors

Other than disclosures made in the chapter titled Related Party Transaction on page 114 of this Draft Red Herring Prospectus and as stated below, there are no common interests of the Directors in our Company.

Our Directors are interested to the extent of Equity Shares held by them which may be subscribed by them and /or allotted to them by our Company.

Our Directors are interested to the extent of fees, if any, payable to them for attending meetings of the Board or committee thereof and reimbursement of travelling and other incidental expenses, if any, for such attendance as per the Articles of Association.

Our Directors are not interested in the appointment of or acting as Underwriters, Registrar and Bankers to the Issue or any such intermediary registered with SEBI.

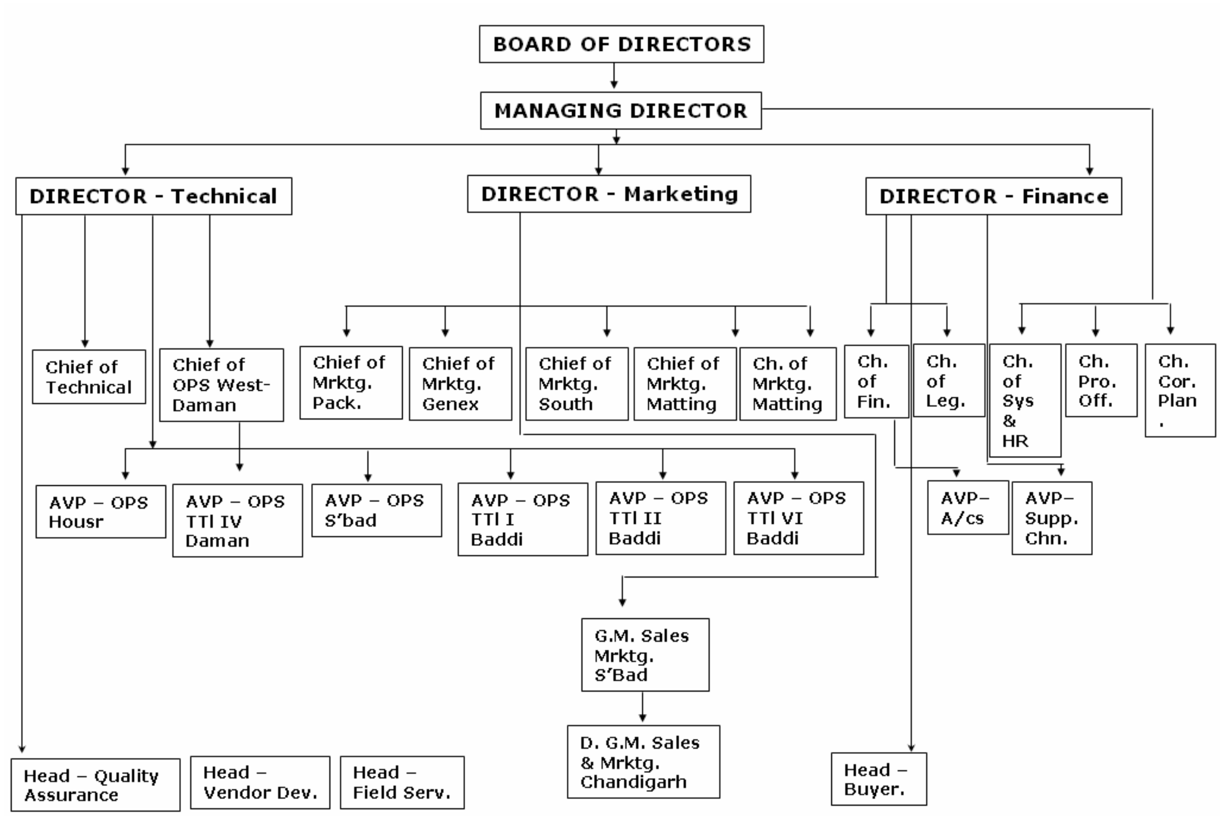
Our Directors are not interested in any property acquired or proposed to be acquired by the Company within two years of the date of the Draft Red Herring Prospectus.

Save as stated elsewhere in this Draft Red Herring Prospectus, no amount or benefit has been paid or given to the our Directors or officers since its incorporation nor is it intended to be paid or given to any Directors or Officers of our Company except normal remuneration and/or disbursement for services as Directors, officers or Employees of our Company.

Changes in our Board of Directors during the last three years

There is no change in the directorship of our Company during last 3 years. However, Mr. Anil Jain was re-appointed as Managing Director and Mr. Bharat Vageria was re-appointed as Whole time Director of our Company with effect from December 1, 2005 for a period of 5 years. Further, Mr. Neveen Jain and Mr. Raghupathy Thyagarajan were also appointed as Whole Time Directors of our Company with effect from. July 15, 2006 to November 30, 2010.

ORGANISATION STRUCTURE



Key Managerial Personnel

The details of our Key Managerial Personnel other than directors are as under:

Mr Anil Agni, Chief of Marketing - Genex, aged 52 years, has experience of over 30 years in marketing Division. He is a Science graduate (medical) and has also done MBA. He has worked in M/s. Becton Dickson Ltd., M/s. PDPL Ltd. Prior to his joining our organization was working with Veekay Surgicals Ltd., Delhi. He has joined our organization in July 2006. .

Mr Jacob Abraham, Manager Systems, aged 41 years has experience of 18 years. He is a Commerce graduate with Diploma in Computer Management. He worked with Systems Data Control Pvt Ltd., as Systems Administrator before joining our organization in August 1992. During FY 2006 he was paid a gross compensation of Rs. 259,007. .

Mr Jayesh Asher, Chief Project Officer, aged 42 years, has experience of over 20 years in handling various projects. He holds a Bachelors degree in Engineering (Chemical) and M.M.S (Operations). Prior to his joining our Organization, was working with Vinati Organics Ltd for 16 years. He is looking after all the Projects of our Company. He has joined our Organization in September 2006. .

Mr. Nitin Dhawan, Chief of Commercial & HR, aged 52 years has experience of 28 years in the commercial division. He is a commerce graduate with a post graduate diploma in Finance from Jamnalal Bajaj Inst. of Management Studies, Mumbai. He has worked with companies like Hindustan Lever Ltd., a FMCG multinational as Commercial Manager and Arora Fashions Ltd. a leading exporter of readymade knitted garments as Group Head Finance. Prior to his joining our organization he was working with Podar Group of Industries on an overseas assignment as Group Head Commercial. He has joined our organization in January 2006. During FY 2006 he was paid a gross compensation of Rs 153,548/- . p.a.

Mr S R Gavankar, Chief of Operations- West, aged 53 years, has experience of over 34 years in the field of Raw material procurement, production and manufacturing. He is a Science graduate with Diploma in Pharmacy. He has worked with Pzifer as Chemist for 3 years, Drugs Control as Sr Chemist for 2 years, Carona Shoes as Asst Manager for 11 years, Puma-Carona (German Collaboration) as General Manager for 6 years, Lotto Shoes (Italian Collaboration) as General Manager for 3 years. Prior to joining our organization he was working with Ador Polycontainers as Vice President for 5 years. He is looking after all our manufacturing related activities in the Western Region. He joined us in the year 2003. During FY 2006 he was paid a gross compensation of Rs 300,032.

Mr.Prabhakar Huddar, Chief of Marketing - Lifestyle Division, aged 54 years has experience of 30 years in the marketing division. He is an Arts graduate with English & Psychology also did his PGDM in Mumbai. In his three decades of service, he has worked closely with Brands like Hawkins, Shriram, Honda, and Fevicol & Seat of Italy.. In his various capacities, he has travelled all over India to understand the market & develop Marketing Strategies to position the product/s that he has handled. Prior to his joining our organization he was working with Atco Ltd., for 1 year. He has joined the organization in the year 1998. During FY 2006 he was paid a gross compensation of Rs 437,996.

Mr Sandeep Jain, Vice President – Operations aged, 37 years has experience of over 15 years. He is a Commerce graduate, ACA and LLB. Prior to joining our organization, he was working with Asian Alloys for a period of 11 years. He has joined us in June 1998. During FY 2006 he was paid a gross compensation of Rs. 364,008.

Mr. Prashant Joshi, Chief of Technical, aged 39 years has 16 years of experience in the technical field. He has completed B.E. in Electrical from Amravati University and MFM from Mumbai University. Prior to joining the organization, he was working with XLO Machine Tools, Mumbai for a period of 5 years. He heads the Technical Dept. in the areas of the Technical Development of blow and injection moulds, blow moulding machineries, new product development, Projects and expansion functions. He is heading a team of 20 technocrats to carry out the above work. The Technical Dept. is equipped with engineering software packages and skills. He has joined the organization in the year 1993. During FY 2006 he was paid a gross compensation of Rs. 670,007.

Mr Tushar Mishra, Asst Vice President – Operations aged 41 years has experience of 19 years. He has Master's Degree in Commerce from Utkal University, Bhubaneswar, Orissa and also completed LLB from Utkal University Orissa, Diploma in Business Management from Prof Willingkar Institute of Management-Matunga, Mumbai (Maharashtra). He has worked in Voltas Ltd. - EPD as Commercial Supervisor in the year 1987 and worked for 3 years in different Projects. Prior to his joining our organization, was working with Prestige HM Poly Containers Ltd as Accounts & Administrative Officer for a period of 3 years. He joined the organization in year 1993. During FY 2006 he was paid a gross compensation of Rs. 414,000.

Mr. Sandip Modi, Chief Corporate Planning and Accounts, aged 35 years has 10 years of experience in the Accounts and Finance functions of the packaging industry. He has completed his B.Com from Calcutta University, ACA from The Institute of Chartered Accountants of India, New Delhi, and ICWA from The Institute of Cost & Works Accountants of India, Calcutta. Prior to joining our Company, he did his articleship with a Chartered Accountants firm in Calcutta. He has joined our organization in the year 1996. During FY 2006 he was paid a gross compensation of Rs. 479,996.

Mr. J A Patwe, Chief Marketing Officer - Packaging, aged 52 years has experience of 24 years in Marketing. He holds Bachelor's Degree in Chemistry from Bombay University. He holds PG Degree in Business Management from Jamanalal Bajaj Institute of Management, Mumbai. He is a lifetime Fellow of the Institute of Welding Technology. He began his professional career as a Management Trainee with M/s. Indian Oxygen Ltd. Thereafter he worked with M/s. ESAB India Ltd. as Product Head, looking after the profit management function. Prior to his joining our Organisation, he worked as an All India Marketing Manager, with M/s. Associated Capsules Group. He joined our organization in the year 1998. During FY 2006 he was paid a gross compensation of Rs. 561,999.

Mr Ashish Rohatgi, Chief of Corporate Finance, aged 39 years, has experience of over 13 years in Finance, Accounts and Taxation. He holds a Bachelors degree in Commerce and is a Fellow member of Institute of Chartered Accountant of India, Associate member of Institute of Company Secretaries of India and Associate member of Institute of Cost and Works Accountant of India. He was working with the Escorts Group prior to his joining our organization. He has joined us in October 2006.

Mr Uday Sahgal, General Manager – Marketing, aged 39 years has experience of 18 years in Marketing. He has a degree in B.E. Mechanical from Delhi College of Engineering. He has worked with Mekaster Int. Pvt. Ltd. Prior to joining us in January 2006 he was working with Paras Equipments & Eng. Pvt. Ltd. for 2 years. During FY 2006 he was paid a gross compensation of Rs. 124,645. .

Mr Sanjeev Sharma, Asst. Vice President – Technical aged, 33 years has experience of over 12 years in the technical field. He has completed B.E. in Electrical. Prior to joining our organization, he was working with Electro Controls Ltd. He has joined the organization in the year 1996. During FY 2006 he was paid a gross compensation of Rs. 358,008.

Mr K K. Singh, Asst. Vice President – Production aged, 37 years has experience of over 17 years. He has completed his Diploma in Electrical Engineering. Prior to joining our organization, he was working with Prestige HM Polycontainers Ltd. He joined our organization in the year 1994. During FY 2006 he was paid a gross compensation of Rs. 343,608 **Mr Shiva Subramaniam Chief of Marketing – South aged, 54 years** has experience of over 34 years. He holds a Bachelors degree in Commerce and Post Graduate Diploma in Business Management. Prior to joining our organization, he was working with Indian Seamless Financial Ltd. He joined our organization in the year 2001. During FY 2006 he was paid a gross compensation of Rs. 567,003.

Mr K Venkatraman, Company Secretary and Chief of Legal aged, 46 years has experience of over 26 years in Accounts & Finance, Law and Secretarial related matters. He is a qualified Company Secretary with the additional qualification M.Com, Diploma in Tax Laws, ACS. Prior to joining our organization, he was working with Repro India Ltd., for 11 years. He joined our organization in April 2006.

We hereby confirm that all the abovementioned Key Managerial Personnel are permanent employees of our Company.

Shareholding of the Key Managerial Employees Personnel

None of the Key Managerial Personnel hold any Equity Shares in our Company. Our key managerial personnel hold stock options in our Company, for details please refer to Capital Structure on page 15 in this Draft Red Herring Prospectus.

Bonus or Profit Sharing Plan for our Key Managerial Employees

There is no bonus or profit sharing plan for our key managerial employees.

Changes in our Key Managerial Employees during the last three years

Sr. No	Name	Position Held	Date of Appointment	Date of Change	Reason
1	N.A.Shiromany	Vice President (Marketing)	01.11.2003	30.04.2006	Resignation
2	Parul Jain	Senior Manager (Corporate Planning)	01.10.1998	01.09.2006	Resignation
3	Arnab Basu Mallik	Chief Manager – Medical Devices	16.08.2005	22.07.2006	Resignation
4	Uday Sahgal	General Manager (Sales & Marketing)	02.01.2006	-	Appointed
5	Nitin Dhawan	Chief of Commercial & HR	09.01.2006	-	Appointed
6	K Venkataraman	Chief of Legal and Company Secretary	11.04.2006	-	Appointed
7	Anil Agni	Chief of Marketing (Genex)	07.07.2006	-	Appointed
8	Jayesh Ashar	Chief Project Officer	01.09.2006	-	Appointed
9	Ashish Rohatgi	Chief of Corporate Finance	05.10.2006	-	Appointed

Employee Stock Option ("ESOP")

Our Company has instituted an employee stock option scheme to reward and help retain our Employees and to enable them to participate in our future growth and financial success. Our Company has granted stock options to Employees pursuant to the ESOP Scheme. In terms the resolution of our shareholders dated October 20, 2006, our Company may grant options in respect of 1,050,000 Equity Shares. As of the date of filing the Draft Red Herring Prospectus with SEBI, we had granted options in respect of 737,200 Equity Shares. For details please refer to the section titled "Capital Structure" on page 15 of this Draft Red Herring Prospectus.

Shareholding/ Interest of the Key Managerial Personnel of our Company.

None of our Key Managerial Personnel, except as disclosed above have any interest in our Company and except to the extent of remuneration and reimbursement of expenses.

Payment or benefit to the officers of our Company

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company.

OUR PROMOTERS AND THEIR BACKGROUNDS

The Promoters of our Company comprises of the following:

Individuals

1. Mr. Anil Jain
2. Mr. Bharat Vageria
3. Mr. Raghupathy Thyagrajan
4. Mr. Naveen Jain

Companies:

1. Vishwalaxmi Trading & Finance Private Limited
2. Time Securities Services Pvt. Ltd.
3. Time Exports Pvt. Limited.

The details of our Promoters who are individuals are as follows:

Individual Promoters

Mr. Anil Jain		
	Permanent Account Number	AEVPA1612B
	Passport Number	F8292224
	Driving License Number	GJ-15-VL-99/154414
	Voter ID	-
	Mr. Anil Jain is a founder of our Company and right from commencement of its business he has worked towards making Time Technoplast Ltd. a leading polymer product company in India. He has degrees in Science, Engineering and Business Management. Mr. Anil Jain joined Bharat Heavy Electricals Ltd (BHEL) in 1977 and worked in Marketing & Sales Division, Project Management and Marketing & Planning departments at its head quarters in Delhi. In 1983 he joined Voltas Ltd., at Mumbai in Project Engineering Division, responsible for special Projects. In 1986 Mr. Anil Jain switched over to Prestige HM-Polycontainers Ltd., at Mumbai and became responsible for operations of the company. He left Prestige in 1991 and promoted Time Technoplast Ltd., (Formerly Time Packaging Ltd.) together with other colleagues who are the Promoter Directors' of TTL. Mr. Anil Jain has spent over 20 years in the field of polymer technology and products and is one of the pioneers in introducing some of the innovative products.	
Mr. Bharat Vageria		
	Permanent Account Number	AAAPV6786A
	Passport Number	B045561
	Driving License Number	MH04/2002-2232
	Voter ID	-
	Mr. Bharat Vageria (47 years) is a commerce graduate and is a Fellow of Institute of Chartered Accountants (FCA). He has experience in the Polymer Industry of more than 23 years. He has worked with HM-Polycontainers Ltd. for 4 years as Manager – Finance responsible for Finance and Accounts functions of the company. He left Prestige HM-Polycontainers Ltd. in 1991 and joined other colleagues to promote Time Technoplast Ltd. (Formerly Time Packaging Ltd). Mr. Bharat Vageria is Director – Finance. He is responsible for Accounts, Finance, Corporate Affairs, Taxation and Legal functions of the company. Mr. Bharat Vageria has ably leaded his team of fellow professionals and has established controls and systems for multi locational, multi product operations of the company.	
Mr. Raghupathy Thyagarajan		
	Permanent Account Number	AACPT1940L
	Passport Number	B1159836
	Driving License Number	MH02-97.60294
	Voter ID	-
	Mr. Raghupathy Thyagarajan (42 years) has a degree in Science and Business Administration with over 15 years of industrial experience. He began his career as Manager – Marketing at Prestige HM-Polycontainers Ltd. and was responsible for sales and marketing activities of the company. He left Prestige together with members of Promoter group in 1991 to participate in the start of Time Technoplast	

	Ltd. (Formerly Time Packaging Ltd.) Mumbai. As a Director – Marketing of the company he is overseeing the marketing and sales functions, regional operations, systems and commercial functions of the company at the corporate level.

Mr. Naveen Jain

Permanent Account Number	AABPJ1717A
Passport Number	E7766739
Driving License Number	GJ-15-VL-98-143185
Voter ID	-

Mr. Naveen Jain (40 years) has a degree in Engineering with 20 years experience in production, quality management and projects management. He began his career with Prestige HM-Polycontainers Ltd., heading their production and technical functions and has successfully implemented projects expansion. He left Prestige in 1991 to join his colleagues to promote Time Technoplast Ltd. (Formerly Time Packaging Ltd.) Mumbai.

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.

Our Company confirms that the PAN, Bank Account number and Passport number of our Individual Promoters have been submitted to BSE and NSE at the time of filing of this Draft Red Herring Prospectus with them.

Corporate Promoters

The details of our Promoters which are companies are as follows:

1. Vishwalaxmi Trading & Finance Private Limited ("VTFPL")

VTFPL was incorporated under the Companies Act on July 17, 1989 with the main object of inter alia carrying on business as buyers, sellers, importers, exporters, dealers, commission agents and dealers in steel scrapes, ferrous and non-ferrous metals, machineries, equipments. VTFPL is currently engaged in the businessof trading of polymers.

The registered office of VTFPL is at 101B, Todi Complex, 35, Saki Vihar Road, Andheri (East), Mumbai- 400072.

Shareholding Pattern

The shares of VTFPL are not listed on any stock exchanges. The shareholding pattern of VTFPL as on November 30, 2006 is as follows:

Sr. No	Names of Shareholders	Number of Shares of Rs. 100/- each	% of Issued Capital
1.	Time Technoplast Ltd.	25,500	20.06
2.	Time Exports Private Ltd.	19,000	14.95
3.	Mr. Anil Jain	14,800	11.64
4.	Ador Polycontainers Ltd.	13,100	10.31
5.	Mr. Bharat Vageria	10,000	7.87
6.	Naveen Jain HUF	8,000	6.29
7.	Anil Jain HUF	7,000	5.51
8.	Mr. Raghupathy Thyagarajan	6,000	4.72
9.	Royal Supermarkets Private Ltd.	5,000	3.93
10.	Mr. Naveen Jain	4,650	3.66
11.	Others	14,050	11.05
	Total	**127,100**	**100.00%**

Board of Directors

The Board of Directors of VTFPL comprises of Mr. Anil Jain, Mr. Bharat Vageria and Mr. Raghupathy Thyagarajan, as on the date of filing this Red Herring Prospectus with the ROC.

Financial Performance

The financial performance of VTFPL for the last three years is as follows:-

(Rs.in million except per share data)

Particulars	As of year ended March 31		
	2004	2005	2006
Total Income	1.14	1.02	89.45
Profit / (loss) after tax	1.05	0.95	9.22
Equity Share capital	10.0	10.00.	12.71
Reserves (excluding revaluation reserve)	12.49	13.44	47.05
Earnings / (loss) per share (Rs.)	10.55	9.46	72.58
Book value per share (Rs.)	224.42	234.06	470.08

* From the audited financial statements

2. Time Securities Services Private Limited ("TSSPL")

TSSPL was incorporated under the Companies Act on June 16, 1995 with the main object of inter alia carrying on business as share and stock broker, securities, brokers and investment brokers, sub-brokers, underwriter, sub-underwriters. However, company's present activity is to invest in group companies. The registered office of TSSPL is at 101B, Todi Complex, 35, Saki Vihar Road, Andheri (East) Mumbai – 400072, Maharashtra.

Board of Directors

The board of directors of TSSPL comprises of Mr. Anil Jain, Mr. Bharat Vageria, Mr. Sandip Modi, Mr. Tushar Mishra,.

Shareholding Pattern

The shares of TSSPL are not listed on any stock exchanges. The shareholding pattern of TSSPL as on the date of filing of this Red Herring Prospectus is as follows:

Sr. No.	Names of Shareholders	Number of Shares of Rs. 10/- each	% of Issued Capital
1.	Ador Polycontainers Limited	159,500	15.07
2.	Mr. Anil Jain	135,605	12.80
3.	Vishwalaxmi Trading & Finance Private Limited	125,000	11.81
4.	Mr. Bharat Vageria	109,875	10.38
5.	Mr. Raghupathy Thyagarajan	79,875	7.55
6.	Mr. Naveen Jain	55,810	5.27
7.	Anil Jain Karta Anil Kumar HUF	51,625	4.88
8.	Bharat Kumar Vageria HUF	45,295	4.28
9.	Royal Supermarkets Private Limited	38,500	3.64
10.	Naveen Jain HUF	2,300	0.22
11.	Others	255185	24.10
	Total	**1,058,570**	**100**

Financial Performance

The financial performance of TSSPL for the last three years is as follows:-

(Rs. In million except per share data)

Particulars	As of year ended March 31		
	2004	2005	2006
Total Income	NIL	NIL	NIL
Profit / (loss) after tax	NIL	NIL	NIL
Equity Share capital	1.22	1.22	9.33
Reserves (excluding revaluation reserve)	NIL	NIL	82.92
Earnings / (loss) per share (Rs.)	NIL	NIL	NIL
Book value per share (Rs.)	1.12	0.89	98.70

* From the audited financial statements

3. Time Exports Private Limited ("TEPL")

TEPL was incorporated under the Companies Act on November 06, 1991 with the main object of inter alia carrying on the business in India and elsewhere of exporters, importers of and dealers in all kinds of textiles made of cotton, jute, coir and blended material or synthetic material.

The registered office of TEPL is at 101B, Todi Complex, 35, Saki Vihar Road, Andheri (East) Mumbai – 400072, Maharashtra.

Board of Directors

The board of directors of TEPL comprises of Mr. Anil Jain, Mr. Bharat Vageria and Mr. M.K.Wadhwa.

Shareholding Pattern

The shares of TEPL are not listed on any stock exchanges. The shareholding pattern of TEPL as on the date of filing of this Draft Red Herring Prospectus is as follows:

Sr. No.	Names of Shareholders	Number of Shares of Rs. 100/- each	% of Issued Capital
1.	Vishwalaxmi Trading & Finance Private Limited	21,200	21.20
2.	Mr.Naveen Jain	6,500	6.50
3.	Ms.Aruna Vageria	5,500	5.50
4.	Mr.Anurag Jain	5,000	5.00
5.	Mr.Ajay Mittal	5,000	5.00
6.	Mr.Chirag Chandan	5,000	5.00
7.	Mr.Chetan Chandan	5,000	5.00
8.	Ms.Divya Chandan	5,000	5.00
9.	Naveen Jain HUF	3,000	3.00
10.	Mr.Anil Jain	900	0.90
11.	Mr.Bharat Vageria	500	0.50
12.	Mr.Raghupathy Thyagarajan	500	0.50
13.	Others	36,900	36.90
	Total	100,000	100

Financial Performance

The financial performance of TEPL for the last three years is as follows:-

(Rs. in million except per share data)

Particulars	As of year ended March 31		
	2004	**2005**	**2006**
Total Income	0.77	0.77	5.77
Profit / (loss) after tax	0.67	0.38	5.54
Equity Share capital	10.00	10.00	10.00
Reserves (excluding revaluation reserve)	85.79	89.63	145.47
Earnings / (loss) per share (Rs.)	6.69	3.84	55.84
Book value per share (Rs.)	185.25	189.41	245.47

* From the audited financial statements

Interest of Promoters in our Company

Our Company has been promoted by our individual Promoters viz. Mr. Anil Jain, Mr. Bharat Vageria, Mr. Raghupathy Thyagarajan and Mr. Naveen Jain. For this purpose, Mr. Mr. Anil Jain, Mr. Bharat Vageria, Mr. Raghupathy Thyagarajan and Mr. Naveen Jain were named as the first Directors of our Company in the Articles of Association of our Company. At present they are holding in the aggregate 1,608,000 Equity Shares of our Company. Save and except as stated above and as stated in the section titled "Our Management – Interest of our Directors" beginning on page 98 of this Draft Red Herring Prospectus, our Promoters have no other interest in our Company.

Payment of benefits to our Promoters during the last two years

Except as stated in the section titled "Financial Statements - Related Party Transactions" beginning on page 116 of this Draft Red Herring Prospectus, there has been no payment of benefits to our Promoters during the last two years from the date of filing of this Draft Red Herring Prospectus.

Other Confirmations

We confirm that the details of the permanent account numbers, bank account numbers and passport numbers/CIN No. of our Promoters have been submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus with the Stock Exchanges.

Further, our Promoters and Promoter group entities, including relatives of the Promoters have confirmed that they have not been detained as wilful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past or are pending against them.

Common Pursuits

Some of our group companies & firms namely "Time Containers Ltd.", "Oxford Mouldings" and "Apex Plastics" are entitled to undertake business activities which are similar to the activities of our Company under their Memorandum of Association/Partnership deeds. "Oxford Mouldings" is already engaged in the manufacturing of plastic articles. Although presently such companies and firms are not engaged in similar line of business activities which are directly competing with the business of our Company, however, in the event that such company / firm undertake activities in future which compete with our business of the Company, there may be a potential conflict of interest, which may have certain implications on operations and profiling..

RELATED PARTY TRANSACTIONS

For details of the related party transactions, see the section titled “Financial Statements” on page 116 of this Draft Red Herring Prospectus.

DIVIDEND POLICY

The declaration and payment of dividends will be recommended by our Board of Directors and approved by our shareholders, in their discretion, and will depend on a various factors, including but not limited to our earnings, capital requirements and overall financial condition.

The dividends paid by our Company during the last five fiscal years are presented below:

Class of shares		**Year ended March 31, 2002**	**Year ended March 31, 2003**	**Year ended March 31, 2004**	**Year ended March 31, 2005**	**Year ended March 31, 2006**
I Equity Shares Face Value Per Share (Rs.)		10	10	10	10	10
Dividend paid	Interim % (A)	-	-	-	-	20
	Final % (B)	10	10	10	20	20
Total (A) + (B)		10	10	10	20	20
II Preference Shares (*)						
Dividend paid	Interim % (c)	–	–	–	–	–
	Final % (D)	–	–	–	–	–
Total (C) + (D)		–	–	–	–	–

(*) Payment of Dividend for the Preference Shares of the Company does not arise since there are no shareholders in this category.

On August 12, 2006, an issue of 7,852,500 Equity Shares was approved by the members of our Company for issue to our Company's shareholders by way of bonus in the ratio of (1) One Equity Share for every (1) One Equity Share held ,by way of capitalization of our profits and reserves and the shares were allotted pursuant to Board Meeting held on August 29, 2006.

The amounts paid as dividend or bonus in the past is not indicative of our dividend policy in the future.

SECTION V - FINANCIAL STATEMENTS

AUDITORS' REPORTS

The Board Of Directors
Time Technoplast Limited
102, Todi Complex,
35 Saki Vihar Road
Andheri (east)
Mumbai- 400 072

Dear Sir,

A.

a) We have Examined the annexed financial information of Time Technoplast Ltd. (Formerly known as Time Packaging Limited) for the year ended March 31,2002,2003,2004,2005, 2006 and three month ended 30^{th} June 2006, being the last date to which the accounts of the company have been made up and audited by us.

b) In accordance with the requirements of

I. Paragraph B(1) of part II of schedule II to the Companies Act,1956 ("the act")

II. The Securities and Exchange Board of India (Disclosure and investor Protection) Guidelines,2000('the SEBI Guidelines') issued by the securities and Exchange Board of India('SEBI') on January 19,2000 in pursuance to section 11 of the Securities and Exchange Board of India Act,1992 and related amendments and

III. Our terms of reference with the Company dated 06^{th} November 2006 requesting us to carry out work in connection with the offer documents as aforesaid,

We report that the stated assets and liabilities of the Company as at ,March31, 2002, 2003, 2004, 2005 , 2006 and three month ended 30^{th} June 2006 are as set out in annexure I to this report after making such adjustments/restatements and regrouping as in our opinion are appropriate and are subject to the significant Accounting Policies as appearing in annexure III.

We report that the restated profits of the company for the financial years ended March 31, 2002, 2003, 2004, 2005 , 2006 and three month ended 30^{th} June 2006 are as set out in annexure II to this report. These report have been arrived at after charging all expenses including depreciation and after making such adjustments/ restatements and regrouping as in our opinion are appropriate and are subject to the Significant accounting Policies and Notes to accounts appearing in Annexure III to this report. The Company has paid dividend on equity shares for the financial years ended March 31, 2002, 2003, 2004, 2005 and 2006 .

B. We have examined the following financial information relating to the Company proposed to include in the offer document, as approved by you and annexed to this report.

a) Statement of cash flow as appearing in the annexure IV to this report
b) Statement of Investment enclosed as annexure V to this report
c) Statement of debtors enclosed as annexure VI to this report
d) Details of loans and advances as appearing in annexure VII to this report
e) Statement of secured loans as appearing in annexure VIII to this report
f) Statement ofUnsecured Loans as appearing in annexure IX to this report
g) Statement of Operational Income as appearing in annexure X to this report
h) Statement of Other Income as appearing in annexure XI to this report
i) Details of Contingent Liabilities as appearing in annexure XII to this report
j) Accounting Ratios as appearing in annexure XIII to this report
k) Capitalization statement as appearing in annexure XIV to this report
l) Statement of Tax Shelter as appearing in annexure XV to this report
m) Statement of related party transactions as appearing in annexure XVI to this report.
n) Statement of Reserve and Surplus as appearing in annexure XVII to this report

C.

a) In our opinion the financial information of the Company as stated in para A and B above read with Significant Accounting Policies enclosed in annexure III to this report, after making adjustments / restatements and regrouping as considered appropriate and subject to certain matters as stated in Notes to accounts has been prepared in accordance with Part II of schedule II of the act and SEBI Guidelines.
b) This report intended solely for your information and for inclusion in the offer documents in connection with the specified Public Issue of the Company and for submission to the Registrar of Companies and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For Raman S. Shah & Co.
Chartered Accountants

Raman S . Shah
Proprietor
M. No.: 33272

Place: Mumbai
Date: 14.12.2006

Annexure - I

SUMMARY STATEMENT OF ASSETS AND LIABLITIES

(Rs. In Million)

As At	30.6.2006	31.03.2006	31.03.2005	31.03.2004	31.03.2003	31.03.2002
A) Fixed Assets						
Gross Block	1,761.50	1,557.19	1,100.80	994.88	940.19	843.00
Less: Depreciation	745.48	713.82	504.10	427.24	355.13	289.02
Net Block	**1,016.02**	**843.38**	**596.70**	**567.64**	**585.06**	**553.98**
Capital Work-in-progress	238.90	333.88	60.88	67.63	60.39	35.38
Total	**1,254.92**	**1,177.25**	**657.58**	**635.27**	**645.45**	**589.36**
B) Investments	**62.29**	**41.19**	**34.30**	**34.30**	**-**	**0.54**
C) Current Assets, Loans and Advances						
Inventories	745.70	732.64	459.83	411.62	403.30	369.01
Sundry Debtors	762.44	709.06	427.16	392.35	356.01	321.11
Cash and Bank Balances	320.73	382.11	50.10	39.27	41.80	44.17
Loans and Advances	168.34	120.16	77.31	59.79	60.52	79.50
Total	**1,997.21**	**1,943.97**	**1,014.40**	**903.03**	**861.63**	**813.78**
D) Liabilities and Provisions						
Secured Loans	1,096.53	1,014.81	647.27	648.49	645.06	625.36
Unsecured Loans	434.69	433.75	28.09	22.26	17.42	13.79
Current Liabilities	223.87	234.74	132.29	99.40	110.61	81.42
Provisions	55.06	45.80	36.88	20.49	24.34	23.44
Total	**1,810.15**	**1,729.11**	**844.52**	**790.65**	**797.44**	**744.01**
E) Deferred Tax Liability	**(95.93)**	**(93.52)**	**(67.65)**	**(58.56)**	**(43.56)**	**-**
F) Net Worth (A+B+C-D-E)	**1,408.36**	**1,339.80**	**794.11**	**723.39**	**666.09**	**659.67**
Net Worth Represented by						
G) Share Capital	78.53	78.53	58.62	58.62	58.62	58.62
H) Reserves & Surplus	1,333.16	1,265.28	743.38	677.67	625.46	619.78
I) Misc. Expenditure not Yet written off	(3.33)	(4.01)	(7.89)	(12.90)	(17.99)	(18.73)
K) Net Worth (G+H-I)	**1,408.36**	**1,339.80**	**794.11**	**723.39**	**666.09**	**659.67**

Note: The above statement should be read with the notes on adjustments and significant accounting policies & notes to accounts for restated statements as appearing in Annexure III to the report.

Annexure-II

SUMMARY STATEMENT OF PROFIT AND LOSS ACCOUNT

(Rs. In Million)

Year Ended Period	30.6.2006 (QI)	31.03.2006	31.03.2005	31.03.2004	31.03.2003	31.03.2002
Income						
Sales less Returns	864.64	3045.63	1667.89	1421.27	1241.49	1122.27
Less : Excise Duty	117.00	421.97	211.87	177.19	153.51	135.70
Net Sales	747.64	2623.66	1456.03	1244.08	1087.99	986.58
Other Income	2.63	4.59	2.71	0.00	0.00	1.75
Total Income (A)	750.27	2628.24	1458.74	1244.08	1087.99	988.33
Expenditure						
Material Cost	483.26	1693.92	976.77	805.69	685.40	613.97
Manufacturing & Other Expenses	88.66	329.05	177.37	167.64	155.80	133.91
Salaries & wages	20.45	68.57	35.71	35.23	26.60	25.62
Finance Cost	31.45	110.78	82.35	84.88	79.76	79.37
Provision for payment of Sales tax Deferred Liability & Sales Tax	7.62	26.83	8.28	6.63	6.05	5.00
Depreciation	31.66	101.04	76.86	72.11	66.23	63.90
Total Expenditure (B)	663.10	2330.19	1357.34	1172.18	1019.84	921.78
Net profit before tax	87.17	298.05	101.40	71.90	68.15	66.55
Provision for Taxation						
Current Tax	(11.50)	(41.50)	(12.50)	(5.50)	(5.30)	(5.00)
Deferred Tax	(2.41)	(10.06)	(9.09)	(15.00)	(21.14)	0.00
Fringe Benefit Tax	(0.30)	(1.25)	0.00	0.00	0.00	0.00
Net Profit after tax but before Prior Period Items	72.96	245.25	79.81	51.40	41.70	61.55
Income Tax for Earlier Years	0.00	(0.14)	(0.77)	(2.06)	(0.30)	0.25
Accumulated Deferred Tax Liability	0.00	0.00	0.00	0.00	22.42	0.00
Amalgamation Profit	0.00	207.39	0.00	0.00	0.00	0.00
Net Profit as per Audited Statement Of Accounts	72.96	452.50	79.04	49.34	18.99	61.80
Profit C/D from last Year	1071.57	667.25	609.18	566.46	556.42	500.48
Provision for Gratuity	0.00	0.00	0.00	0.00	(2.34)	0.00
Transfer to General Reserve	0.00	(24.60)	(7.61)	0.00	0.00	0.00
Proposed Dividend	0.00	(20.68)	(11.72)	(5.86)	(5.86)	(5.86)
Tax On Dividend	0.00	(2.90)	(1.65)	(0.75)	(0.75)	0.00
	1144.53	1071.57	667.25	609.18	566.46	556.42

Note: The above statement should be read with the notes on adjustments and significant accounting policies & notes to accounts for restated statements as appearing in Annexure III to the report.

ADJUSTED PROFIT AND LOSS ACCOUNT

(Rs. In Million)

Year Ended Period	30.6.2006 (QI)	31.03.2006	31.03.2005	31.03.2004	31.03.2003	31.03.2002
Net Profit / (Loss) before adjustments As per audited accounts as above)	72.96	245.11	79.04	49.34	41.41	61.80
Adjustment for :						
a) Impact of Auditor's Qualification Inventory valuation	-	7.52	1.94	(0.24)	(9.23)	-
b) Impact of changes in Accounting Policies Gratuity Provision	-	-	-	-	0.46	(0.46)
c) Income Tax for earlier years	-	0.14	0.77	2.06	0.30	(3.27)
Total Impact of Adjustments	-	7.66	2.71	1.82	(8.47)	(3.73)
Current Tax Impact of Adjustment on (a), (b) & (c) above	-	2.58	0.99	0.14	(0.67)	(0.29)
Total Adjustments after Tax Impact	-	5.08	1.72	1.68	(7.80)	(3.44)
Adjusted Net Profit / (Loss) for the year	72.96	250.19	80.76	51.02	33.61	58.36

Note: The above statement should be read with the notes on adjustments and significant accounting policies & notes to accounts for restated statements as appearing in Annexure III to the report.

A. Notes on Adjustments

Restated financial statements have been prepared in respect of the financial year ended 31.03.2002 to 31.03.2006 & three month ended 30.06.2006. As a result of restatement of income and expenses amounts, the necessary adjustments have been made against reserves and corresponding effects have been given to the respective heads in related year balance sheet.

Following adjustments have been given effect in restated financial statements:

a) Up to the financial year ended 31.03.2005, the company was valuing stock of finished goods without including excise duty and stock of imported raw materials lying at custom bond without including custom duty which was not in accordance with Accounting Standard (AS) – 2 on "Valuation of Inventories" issued by the Institute of Chartered Accountants of India (ACAI) and the same was also subject matter of Auditor's qualification. In order to comply with aforesaid AS-2, the company had changed its method of valuation of finished goods and imported raw material lying at custom bond by including excise duty and custom duty elements respectively from financial year ended 31.03.2006. Accordingly, the impact of Auditor's qualification on audited financial statements has been adjusted in the restated summary statement of Assets and Liabilities as at 31.03.2002, 31.03.2003, 31.03.2004 & 31.03.2005.However there is no impact on profitability of the company due to the said restated figure.

b) For the financial year 31.03.2003,31.03.2004 and 31.03.2005, the company included the borrowing cost as part of conversion cost of finished goods which was not in accordance with AS-2 on "Valuation o Inventories" issued by the ICAI and the same was also subject matter of Auditor's qualification. In order to comply with aforesaid AS-2, the company had changed its method of valuation of finished goods by excluding the borrowing cost as part of conversion cost from the financial year ended 31.03.2006. Accordingly, the impact of Auditor's qualification on audited financial statements has been adjusted in the restated summary of Profit and Loss account for the year ended 31.03.2003,31.03.2004 and 31.03.2005 and in the restated summary statement of Assets and Liabilities as at 31.03.2003, 31.03.2004 & 31.03.2005.

c) For the financial year ended 31.03.2002 accounting for employee benefit for gratuity has been accounted on cash basis and no provision has been made in the accounts of that year. The effect on changes in the accounting policy for gratuity has been shown separately in the restated summary statement of Profit and Loss Account for the year 31.03.2002.

B. SIGNIFICANT ACCOUNTING POLICIES:

1. Accounting Concepts :

The Company follows the Mercantile System of Accounting and recognizes Income & Expenditure on Accrual basis unless otherwise stated.

2. Fixed Assets :

a) Fixed Assets are stated at cost of acquisition (inclusive of any other cost attributable to bringing the same to their working condition), less accumulated depreciation.

(b) Fixed Assets manufactured / constructed in house are valued at actual cost of raw materials, conversion cost, excise duty and other related cost, less accumulated depreciation.

(c) Pre-operative Expenses incurred up to Commencement of Commercial production of respective unit has been appropriated on the Fixed Assets value at the end of the year of respective unit.

3. Impairment of Assets :

The Company assesses at each Balance Sheet date whether there is any indication that any asset may be impaired. If any such indication exists, the carrying value of such assets is reduced to its recoverable amount and the amount of such impairment loss is charged to profit and loss account. If at the balance sheet date there is any indication that a previously assessed impairment loss no longer exists, then such loss is reversed and the asset is restated to that effect. None of the Company's fixed assets are considered impaired as on the Balance Sheet date.

4. Depreciation :

The Company follows the straight line method of depreciation (Pro-rata for addition / deduction during the year), in accordance with Schedule XIV to the Companies Act, 1956 (as amended).

5. **Sales :**
Sales is inclusive of Excise duty, Sales Tax, other benefits etc., and less of returns.

6. **Investments :**
Long term Investments are stated at cost.

7. **Inventory Valuation :**
Inventories are valued at cost or net realizable value whichever is lower.

8. **Accounting for Taxes on Income :**
Provision for current tax is made on the basis of the estimated taxable income for the current accounting year in accordance with the provisions as per Income Tax Act, 1961.

The Deferred Tax for timing differences between book profits and tax profits for the year is accounted for using the tax rules and laws that have been enacted or substantially enacted as of the balance sheet date. The Deferred Tax Assets arising from timing difference are recognized to the extent there is a reasonable certainty that these would be realized in future and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

9. **Foreign Currency Fluctuations :**

i) Monetary Assets and Liabilities related to Foreign Currency transactions remaining unsettled at the end of the year are translated at year end rate.

ii) The difference in translation of monetary assets and liabilities and realized gains and losses on foreign exchange transactions other than those relating to fixed assets are recognized in the Profit and Loss Account. In respect of transactions covered by foreign exchange contracts, the difference between the contract rate and the spot rate on the date of transaction is charged to the Profit and Loss Account over the period of the contract.

iii) Exchange differences in respect of liabilities incurred to acquire fixed assets are adjusted to the carrying amount of such fixed assets.

10. **Retirement Benefits :**

a) **Leave Encashment :** Leave encashment is accounted for on cash basis.

b) **Gratuity :** The Company follows the accrual basis of accounting for gratuity.

11. **Segment Reporting :**

The Company is engaged in Plastic products which as per accounting standard AS 17 on 'Segment Reporting' issued by the Institute of Chartered Accountants of India is considered as the only reportable business segment. The Geographical segmentation is not relevant as all units are manufacturing similar products and risk and return involved within the country are common.

C. NOTES TO ACCOUNTS

1. CONTINGENT LIABILITIES NOT PROVIDED FOR IN RESPECT OF :

(Rs. Million)

Sr. No.	Particulars	30.06.2006	2005-06	2004-05	2003-04	2002-03	2001-02
1	Import LC (against import of plastic granules, moulds and dies)	289.34	312.32	173.97	135.32	94.58	82.55
2	Guarantee given to Govt. Authority (against advance license for duty-free import of goods)	7.59	7.44	7.19	9.26	5.25	3.59
3	Bills drawn and discounted with banks	11.16	11.79	1.77	1.10	11.22	4.34

1. Estimated amount of contracts remaining to be executed on Capital Account not provided for Rs.39.56 Million (Previous year Rs.7.45 Milln) upto 31st March 2006 & Rs. 35.84 Million upto 30th June 2006 .

2. (a) Under the package scheme of incentives of Government of Maharashtra the Company was entitled to defer its liability to pay sales tax after a period of 12 years in six equal installments commenced from the year 2004 for unit at Tarapur. However sufficient provision has been made to meet sales tax obligation of Rs.15.73 Million on the basis of net present value of such obligation as per circular issued by Government of Maharashtra and the Company is regular in making payment of Installments.

(b) Under the package scheme of incentives of Government of Tamil Nadu the Company is entitled to defer its sales tax collection for a period of 9 years, repayment of which has commenced from 01/10/2005 for unit at Hosur. However, sufficient provision has been made to meet sales tax obligation of Rs. 44.69 Million on the basis of net present value of such obligation and the Company is regular in making payment of Installments.

3. Details of Payments and Provisions on Account of Remuneration to Managerial personnel included in Salary & Wages are as under:

(Rs. Million)

	For 3 Month Ended 30th June 2006			**2005-06**		
	Managing Director	Whole-Time Directors	Total	Managing Director	Whole-Time Directors	Total
Salary	0. 15	0.27	0.42	0.60	1.08	1.68
Perquisites*	0..07	0..13	0.20	0.31	0.52	0.83
Total	0. 22	0.40	0.62	0.91	1.60	2.51

*As employee-wise break-up of contribution to gratuity fund is not ascertainable same has not been included in the above figure.

4. The consumption figures in respect of materials, stores and spares parts have been taken as balancing figure arrived at by deducting the closing stock (ascertained on physical count by management) from opening stock and purchases of the company during the year. Hence, the consumption figures included adjustments for excess and shortages.

5. The current tax provisions on income includes minimum alternative tax after considering allowances / deductions allowable under the Income Tax Act, 1961 and has been taken as certified by company's income tax consultant.

6. The Company has accounted for Deferred Tax in accordance with the Accounting Standard 22- "Accounting for Taxes on Income" issued by the Council of the Institute of Chartered Accountants of India and the Deferred Tax balances based on timing difference up to 30.06.2006 are set out under :

Particulars	**June 30,2006 Amount (Rs.Million**	**March 31,2006 Amount (Rs.Million**	**March 31, 2005 Amount (Rs.Million**
Deferred Tax Assets			
Unabsorbed Income Tax Depreciation	10.36	10.36	10.36
Gratuity Provision	2.03	1.91	1.46
	12.39	12.27	11.82
Deferred Tax Liabilities			
Depreciation	79.99	77.81	67.65
Deferred Sales Tax Liability	12.52	12.17	11.82
	92.51	89.98	79.47
Net Deferred Tax Liability	80.12	77.71	67.65
Acquired under the Scheme of Amalgamation	15.81	15.81	-----
Total Net Deferred Tax Liability	95.93	93.52	67.65

7. The Company is in process of compiling the data to determine the liability, if any, for interest on delayed payments under Small Scale and Auxiliary Industrial Undertaking Act, 1993. In any case, no claims have been preferred against the Company in this behalf.

8. The Company has the policy of encashment of leave of the employees each calendar year during the tenure of their services and as such it is not possible to assess the liability on this account as at year end as required by the Accounting Standard – 15 issued by the Institute of Chartered Accountants of India and the same will be accounted for as and when paid. The liability in respect of total accumulated / earned leaves standing to the credit of the employees at the year end is unascertainable.

9. In the opinion of the management, the Current Assets, Loans and Advances except doubtful debts have a value on realisation in the ordinary course of business, at least equal to the amount at which they are stated in the Balance Sheet. The provision for depreciation and other known liabilities is adequate and not in excess of what is required.

10. In the opinion of the management eventual recovery of the doubtful debts is unascertainable due to filling of Legal Cases, whenever applicable, against them no provision for doubtful debts is made and resultant adjustment, if any, will be made in the year in which the matter is finalized.

11. The facilities at Tarapur unit of the Company is kept under temporary suspension for the year and the company is in process of restructuring the activities to suit its economic viability.

12. According to the information and explanation given to us there is disputed sales tax liabilities of Rs.0.59 Million on sales as second sale with sales tax authorities of Andhra Pradesh, the same has not been provided for in the accounts.

13. Amalgamation

a) Pursuant to the Scheme of Amalgamation of Shalimar Packaging Pvt. Ltd. (SPPL) and Oxford Mouldings Pvt. Ltd.(OMPL) with Time Technoplast Limited (TTL), as approved by the Honorable High Court of Bombay by its order dated 30th June, 2006 which became effective on 15th July,2006 on receipt of Certificate of Registration of Order of Court from the Registrar of Companies, Goa, all the assets, liabilities and reserves of erstwhile SPPL and OMPL were transferred to and vested in the Company with effect from the appointed date i.e. April 1, 2005.

The Scheme of Amalgamation has been accounted for in TTL books under the Pooling of Interest Method as per Accounting Standard 14 on Accounting for Amalgamation issued by The Institute of Chartered Accountants of India whereby the assets, liabilities and reserves of the erstwhile SPPL and OMPL have been recorded in books of TTL at their respective book value to the erstwhile companies. The value of assets acquired effective from April 1, 2005 and the calculation of difference between consideration and value of net identifiable assets acquired is set out below:

(Rs.Million)

Assets/(Liabilities) acquired	**Shalimar Packaging Private Limited**	**Oxford Mouldings Private Limited**	**Total**
Net Fixed assets (including CWIP)	98.85	120.42	219.27
Investments	7.53	10.12	17.65
Net Current Assets	64.46	238.44	302.90
Miscellaneous Expenditure	0.01	3.87	3.88
Less: Secured Loans	45.42	165.56	210.98
Less: Capital Suspense Account	10.00	9.90	19.90
Less: Share Premium Account	-	20.00	20.00
Less: Amalgamation Reserve	30.00	39.62	69.62
Less: Deferred Tax Liabiliy	8.00	7.81	15.81
Net Assets as on April 1, 2005	**77.43**	**129.96**	**207.39**
Balance taken to the opening Profit and Loss account	**77.43**	**129.96**	**207.39**

Pursuant to the Scheme of Amalgamation 19,90,500 Equity Shares of Rs. 10/- each of the company are to be issued to the Shareholders of SPPL and OMPL in the ratio of 1 fully paid up Equity Shares of the Company for every 4 (Four) fully paid up Equity Shares of Rs. 10/- each and 1 fully paid up Equity Shares of the Company for every 5 (Five) fully paid up Equity Shares of Rs. 10/- each respectively, which pending allotment has been disclosed under capital suspense account; an amount of Rs. 1,99,05,000/- has been included in the share capital suspense account as at March 31, 2006 in schedule A.

14. Related Party Disclosure (As Identified by the Management) as on 30th June ,2006

(A) Particulars of Associated Companies / Concerns

	Name of the Related Party	Nature of Relationship
(i)	Avion Exim Pvt. Ltd.	Common Key Managerial Persons
(ii)	Vishwalaxmi Trading & Finance Pvt. Ltd.	---do---
(iii)	Time Exports Pvt. Ltd	---do---
(iv)	Oxford Mouldings	---do---
(v)	Time Mauser Industries Pvt. Ltd.	---do---
(vi)	GNXT Techno Plast Pvt Ltd	---do---
(vii)	Apex Plastics	---do---
(viii)	Time Securities Services Pvt. Ltd.,	---do---
(ix)	Key Management Personnel	
	Mr. Anil Jain	Managing Director
	Mr. Bharat Vageria	Director
	Mr. Naveen Jain	Director
	Mr. Raghupathy Thyagarajan	Director

(B)	Related Party Transaction	Amount (Rs. In Million)
(i)	Purchase of finished / Unfinished goods	25.61
(ii)	Sale of finished / Unfinished goods	1.60
(iii)	Recovery of expenses	1.19
(iv)	Outstanding balance included in Current Assets	17.69
(v)	Dividend paid	------
(vi)	Managerial Remuneration	0.63
(vii)	Remuneration to Relative of Key Personnel	----
(viii)	Director Sitting Fees	0.01

15. The Company has the following Joint Venture as on 31st March,2006 and its proportionate share in the Assets, Liabilities, Income and Expenditure of the Joint Venture company is given below :

(Rs. in Million)

Name of the Joint Venture Company	Percentage of Holding	Assets	Liabilities	Contingent Liabilities	Capital Commitment	Income	Expenditure
		As at 31st December,2005				For the year ended 31st December,2005	
Time Mauser Industries Pvt Ltd.	49%	1,00.69	66.39	8.26	0.22	76.06	74.11
		(98.41)	(64.11)	(13.23)	(0.41)	(27.76)	(26.37)

Annexure – IV

CASH FLOW STATEMENT

(Rs. In Million)

Particulars	30.06.2006 (QI)	Year Ended 31.03.2006	Year Ended 31.03.2005	YearEnded 31.03.2004	Year Ended 31.03.2003	Year Ended 31.03.2002
CASH FLOW FROM OPERATING ACTIVITIES						
Profit before Tax & extraordinary item	87.17	298.05	101.40	71.90	68.15	66.55
Adjusted For :-						
Depreciation on Tangible Assets	31.66	101.04	76.86	72.11	66.23	63.90
Interest & Financial Charges Paid	31.45	110.78	82.35	84.88	79.76	79.37
Deferred Revenue Expenses Written Off	0.68	3.88	5.01	5.09	4.37	2.94
Loss on sale of Assets		-	-	-	0.04	(0.11)
Loss on sale of Investment		-	-	-	0.01	-
Operating Profit before Working Capital Changes	**150.96**	**513.75**	**265.61**	**233.99**	**218.55**	**212.65**
Adjusted for :-						
trade & Other Receivable	(101.39)	(327.08)	(51.77)	(39.71)	(46.33)	(33.58)
Inventories	(20.58)	(293.73)	(40.66)	(12.29)	(35.55)	(42.22)
Trade Payable	(10.88)	128.96	27.50	1.29	19.79	(4.93)
Net assets acquired On acquisition	-	332.72	-	-	-	-
Cash generated from Operation	(18.74)	354.63	200.70	183.28	156.47	131.92
Tax payment	(0.27)	(20.50)	(6.34)	(6.35)	(5.62)	(10.36)
Cash Flow Before Extraordinary Items	17.84	334.13	194.36	176.93	150.85	121.56
Net Cash From Operative Activities (A)	**17.84**	**334.13**	**194.36**	**176.93**	**150.85**	**121.56**
CASH FLOW FROM INVESTING ACTIVITIES						
Purchase Of Fixed Assets	(109.34)	(620.71)	(99.17)	(61.93)	(87.91)	(46.14)
Investment	(21.10)	(6.89)	-	(34.30)	-	(7.14)
Deferred Revenue Expenditure	-			-	(3.63)	2.82
Sale Proceeds From sale of assets	-	-	-	-	0.06	-
Sale Proceeds From Investment	-	-	-	-	0.53	-
Net Cash used in investing activities(B)	(130.44)	(627.60)	(99.17)	(96.23)	(90.94)	(50.46)
CASH FLOW FROM FINANCING ACTIVITIES						
Net Proceeds From Borrowings	82.66	773.21	4.60	8.27	23.34	34.87
Dividend paid & tax On Dividend	-	(36.95)	(6.61)	(6.61)	(5.86)	(12.92)
Interest Paid	(31.45)	(110.78)	(82.35)	(84.88)	(79.76)	(79.37)
Net cash from / (used in) Financing activities (C)	51.21	625.49	(84.36)	(83.23)	(62.28)	(57.43)
Net Increase /(Decrease) in Cash & Cash Equivalent	(61.39)	332.02	10.83	(2.52)	(2.37)	13.67
Cash & cash Equivalents As At (Closing Balance)	320.73	382.11	50.10	39.27	41.80	44.17
Cash & cash Equivalents As At (Opening Balance)	382.11	50.10	39.27	41.80	44.17	30.50

Annexure-V

Statement of Investments

(Rs. In Million)

	AS AT					
Particulars	**30.6.2006**	**31.03.2006**	**31.03.2005**	**31.03.2004**	**31.03.2003**	**31.03.2002**
In Joint Venture Company :						
34,30,000 Equity Shares in Time Mauser Industries Pvt. Ltd. Of Rs.10/- each, fully paid up	34.30	34.30	34.30	34.30	-	-
In Others :						
25,500 Equity Shares in Vishwalaxmi Trading & Finance Pvt. Ltd. Of Rs.10/- each, fully paid up	2.55	2.55	-	-	-	-
5,00,000 Equity Shares in Ador Poly-Conainers Ltd. Of Rs.10/- each, fully paid up	1.50	1.50	-	-	-	-
5,93,625 Equity Shares in Suryodaya Plastics Ltd. Of Rs.10/- each, fully paid up	2.84	2.84	-	-	-	-
400 Equity Shares in Global Trust Bank Ltd. Of Rs.10/- each fully paid up	-	-	-	-	-	0.004
50,000 Equity Shares in Kosian Finance Ltd. Of Rs.10/- each fully paid up	-	-	-	-	-	0.50
300 Equity Shares in LIC Housing Finance Ltd. Of Rs.10/- each fully paid up	-	-	-	-	-	0.02
100 Equity Shares in Metrochem Industries Ltd. Of Rs.10/- each fully paid up	-	-	-	-	-	0.01
100 Equity Shares in Times Guarantee Finance Ltd. Of Rs.10/- each fully paid up						0.01
In Government Securities :						
National savings Certificates	-	-	-	-	-	0.002
In Subsidiary Companies :						
Elan Incorporate FTZ.	19.14					
Nova Tech SPZ OO	1.96					

Total	**62.29**	**41.19**	**34.30**	**34.30**	**-**	**0.54**

Annexure VI

(Rs. In Million)

Sundry Debtors

As at	**30.6.2006**	**31.03.2006**	**31.03.2005**	**31.03.2004**	**31.03.2003**	**31.03.2002**
A. Debts Outstanding for a period exceeding six month :						
Unsecured- Considered Good	21.97	26.74	18.42	19.33	16.51	11.99
Considered Doubtful	17.41	15.91	18.44	24.77	23.49	15.59
	39.38	**42.65**	**36.86**	**44.10**	**40.00**	**27.58**
B: Other Debts :						
Unsecured - Considered Good	723.06	666.41	382.77	312.76	316.01	293.53
Unsecured-Considered Good From Promoters and Promoters Group	-	-	7.53	35.49	-	-
	723.06	**666.41**	**390.30**	**348.25**	**316.01**	**293.53**
Total (A+B)	**762.44**	**709.06**	**427.16**	**392.35**	**356.01**	**321.11**

Annexure-VII

LOANS AND ADVANCES

(Rs. In Million)

As At	**30.6.2006**	**31.03.2006**	**31.03.2005**	**31.03.2004**	**31.03.2003**	**31.03.2002**
Advance recoverable in cash or kind or for value to be received	40.06	16.72	12.26	7.35	0.95	0.78
Due from Promoters / Promoters Group	17.69	-	-	-	-	-
Advance To Employees	1.75	1.68	1.54	1.14	1.24	1.55
Balance with Govt.Department	52.92	44.61	18.26	4.65	1.65	8.53
Deposit with Govt.Department	6.11	5.59	3.73	3.20	3.20	2.61
Sundry Deposit	35.96	35.94	12.08	12.31	12.36	34.93
Duty Free advance licences	0.87	1.95	15.34	17.12	21.44	14.82
Advance Payment Of taxes	9.82	10.65	12.98	12.41	16.52	12.40
Prepaid Expenses	1.44	2.29	1.13	0.00	1.46	2.36
Interest accrued but Not due on Fixed Deposit	1.72	0.72	0.00	1.61	1.70	1.54
	168.34	**120.16**	**77.31**	**59.79**	**60.52**	**79.50**

Annexure-VIII

DETAILS OF SECURED LOANS

(Rs. In Million)

As At	**30.6.2006**	**31.03.2006**	**31.03.2005**	**31.03.2004**	**31.03.2003**	**31.03.2002**
<u>A. Working Capital</u>						
Bank of Baroda	198.90	179.02	122.21	115.41	112.96	116.96
State Bank of Saurastra	181.96	166.79	110.35	104.32	105.43	98.79
ING Vysya Bank Ltd.	98.36	87.05	87.56	69.93	71.94	-
ABN Amro Bank Ltd.	76.03	68.03	66.84	-	-	-
UTI Bank Ltd.	43.48	29.88	(0.29)	62.79	61.98	58.89
State Bank of India	-	-	-	-	-	71.14
Total (A)	**598.73**	**530.77**	**386.66**	**352.46**	**352.31**	**345.78**
B. Term Loan						
IDBI Ltd. (I & II)	132.50	127.50	95.50	115.50	127.50	247.50
ING Vysya Bank Ltd. (III & IV)	118.74	124.99	126.67	116.67	116.67	-
State Bank of Saurastra (V & XI)	115.48	98.10	-	-	-	-
State Bank of Travancore (X)	39.42	41.57	-	-	-	-
UTI Bank Ltd., (VI , VII , VIII & IX)	88.95	87.37	20.83	28.67	36.71	-
Bank Of Baroda	2.72	4.52	17.60	35.20	-	-
Exim Bank		-	-	-	11.88	32.00

Total (B)	**497.81**	**484.04**	**260.60**	**296.04**	**292.75**	**279.50**
Total (A+B)	**1096.54**	**1014.81**	**647.27**	**648.49**	**645.06**	**625.28**

Annexure-VIII

Statement of Secured Term Loans

Sr. No.	**Bank**	**Nature Of Loan**	**Sanctioned Amount (Rs. In Mn.)**	**Rate of interest p.a**	**Repayment Terms**	**Installment Amount**	**Security Offered**
I	I D B I LIMITED	Term Loan	130.00	11.00% Fixed	Repayable quarterly installment last installment due on Jan.2010.	4 Installments of Rs.3 Million , 4 Installments of Rs.5 Million , 4 Installments of Rs. 5.50 Million , 4 Installment of Rs.6 Million & 4Installment of Rs.7 Million	Secured by first charge on all immovable/Movable assets of Daman Unit I,II& Baddi Unit I
II	I D B I LIMITED	Term Loan	44.00	8.75% Fixed	Repayable quarterly installment last installment due on April 2008.	11 Installments of 3.6 Million & 1 Installment of 4.4 Million.	First Charge on land & Building, Plant & machinery of Hosur Unit.
III	ING VYSYA BANK LTD	Term Loan	100.00	IVRR Less3.00%	Repayable monthly installment last installment due on March 2009.	48 Installments of 2.08 Million	Secured by first charge on all immovable/Movable assets of Daman Unit I,II& Baddi Unit I
IV	ING VYSYA BANK LTD	Term Loan	50.00	IVRR Less3.75%	Repayable monthly installment last installment due on Nov.2010.	48 Installments of 1.04 Million	Secured by first charge on all immovable/Movable assets of Daman Unit I,II& Baddi Unit I And New Unit Baddi & Pantnagar
V	STATE BANK OF SAURASHTRA	Term Loan	95.50	BPLR Less2.50%	Repayable monthly installment last installment due on Jan. 2011.	48 Installments of 1.99 Million	Secured by first charge on all immovable/Movable assets of Daman Unit I,II& Baddi Unit I And New Unit Baddi & Pantnagar
VI	UTI BANK LIMITED	Term Loan	40.00	9.25% Fixed	Repayable monthly installment last installment due on Oct. 2007.	60 Installments of 0.66 Million	Specific Charge on Blow Mouldings Machines
VII	UTI BANK LIMITED	Term Loan	52.00	BPLR less 2.50%	Repayable quarterly installment last installment due on Oct. 2007.	4 Installments of Rs. 4 Million , 4 Installments of Rs. 5 Million , 2 Installments of Rs.5.3 Million & 1 Installments of Rs.5.4 Million	First Charge on Immovable /movable of OMPL Supermaid - I ,Fixed assets of OMPL Supermaid – II
VIII	UTI BANK LIMITED	Term Loan	24.00	BPLR Less2.50%	Repayable monthly installment	60 Installments of Rs.0.4 Million Each.	First Paripassu Charge on land & Building, Plant & machinery, situated at

					last installment due on Nov. 2006.		Daman, Sahibabad & Andheri premises of OMPL.
IX	UTI BANK LIMITED	Term Loan	56.00	BPLR less3.00%	Repayable monthly installment last installment due on Dec. 2012.	60 Installments of Rs.0.93 Million Each.	First Charge on Immovable/movable of Mahad Unit of OMPL.
X	STATEBANK OF TRAVANCORE	Term Loan	43.00	10.00% Floating	Repayable monthly installment last installment due on Jan. 2011.	60 Installments of Rs.0.72 Million Each.	First Paripassu Charge on land & Building, Plant & machinery, situated at Daman & Baddi of SPPL.
XI	STATE BANK OF SAURASHTRA	Term Loan	45.00	BPLR less 1.00%	Repayable monthly installment last installment due on Dec. 2010.	60 Installments of Rs.0.75 Million Each.	First Paripassu Charge on land & Building, Plant & machinery, situated at Daman & Baddi of SPPL

Statement of Secured Working capital Loans

Bank	Nature Of Loan	Sanctioned Amount		Securities Offered
		Rate of Interest P.a	Fund Based (Rs. In Mn.)	
Bank of Baroda	Cash Credit WCDL	9.50% 9.50%	41.30 165.20	Secured by hypothecation of stock and books debts(present & future) of the company and by first ranking pari passu charge on all movable assets of its Tarapur Unit and further secured by second ranking pari passu charges over the immovable fixed assets of the company (except Tarapur Unit) and personal guarantee of some Directors
ING Vysya bank Limited	Cash Credit WCDL	At IVRR IVRR Less 5.00%	37.40 149.60	Do
State Bank Of Saurashtra	Cash Credit WCDL	BPLR Plus 1.50% (See Note 1)	27.00 108.00	Do
ABN Amro Bank N.V.	Cash Credit WCDL	BPLR Less 2.75% (See Note 1)	46.50 66.50	Do
UTI Bank Ltd.	Cash Credit	BPLR Less 2.00%	30.20	First pari passu charge on all the current assets of the company First pari passu charge on 101A Todi

	WCDL	BPLR Less 2.00%	120.80	Complex, Andheri office & fixed assests and land at Sahibabad unit of OMPL.
State Bank Of Saurashtra	Cash Credit WCDL	BPLR Plus 1.50% (See Note 1)	11.50 46.00	Hypothecation of all stocks of raw material and stores , Good in process, Finished goods , book debts , packing material and stores and spares etc. All current assets of the company SPPL (present & future)
	Total		**850.00**	

Note No. 1. WCDL Converted into FCNR (B) Loan at 6 Month LIBOR + 200 Basis point.

Annexure-IX

Statement Of Unsecured Loans

(Rs. In Million)

As At	**30.06.2006**	**31.03.2006**	**31.03.2005**	**31.03.2004**	**31.03.2003**	**31.03.2002**
Deferred Sales Tax Liabilities	9.29	9.05	8.13	7.45	6.47	6.26
Sales Tax Deferred	25.40	24.71	19.96	14.82	10.96	7.53
Short term Loan	400.00	400.00	-	-	-	-
Total	**434.69**	**433.75**	**28.09**	**22.26**	**17.42**	**13.79**

Note: Unsecured Loans does not include amount due to promoters / group companies in any of financial year.

Annexure-X

Statement Of Operational Income

(Rs. In Million)

For The Year	**Apr-Jun.2006 (QI)**	**2005-06**	**2004-05**	**2003-04**	**2002-03**	**2001-02**
Sales (Gross)	864.64	3045.63	1667.89	1421.27	1241.19	1357.97
Total	**864.64**	**3045.63**	**1667.89**	**1421.27**	**1241.19**	**1357.97**

Annexure-XI

Statement Of Other Income

(Rs. In Million)

For The Year / Period	**Nature**	**Apr-Jun.2006 (QI)**	**2005-06**	**2004-05**	**2003-04**	**2002-03**	**2001-02**
Job Work Charges	Recurring	2.63	4.14	2.71	-	-	-
Profit on Sale of Investment	Non-recurring	-	0.44	-	-	-	-
Profit on Sale of Fixed Assets	Non-recurring	-	-	-	-	-	0.11
Rental Income	Non-recurring	-	-	-	-	-	1.64
Total		2.63	4.58	2.71	-	-	1.75

Note : The classification of “Other Income” as recurring and non recurring is based on the current operations and business activity of the Company as determined by the management.

Annexure-XII

Statement Of Contingent Liabilities

(Rs. In Million)

Sr. No	For The Year / Period	30.6.2006	2005-06	2004-05	2003-04	2002-03	2001-02
1	Guarantee given by the Bank	7.59	7.44	7.19	9.26	5.25	3.59
2	L/C issued by the Bank	289.34	312.32	173.97	135.52	94.58	82.55
3	Bills drawn on Customers & Discounted with Bank	11.16	11.79	1.77	1.10	11.22	4.34

Annexure-XIII

Statement of Accounting Ratios

(Rs. In Million)

	30.6.2006	2005-06	2004-05	2003-04	2002-03	2001-02
Restated Net Profit after tax available for equity shareholder- as per annexure-II	72.96	245.25	79.81	51.40	41.70	61.55
Net worth - as per Annexure - I	1408.35	1339.80	794.11	723.39	666.09	659.67
Earning Per Share Basic / Diluted (Rs.)	4.65	15.62	6.81	4.38	3.56	5.25
Net Assets value per share (Rs.)	89.68	85.31	67.73	61.70	56.81	56.27
Return On Net Worth (%)	5.18	18.30	10.05	7.11	6.26	9.33
No. of Equity Shares	7,852,500	7,852,500	5,862,000	5,862,000	5,862,000	5,862,000
Restated Number of Equity Shares	15,705,000	15,705,000	11,724,000	11,724,000	11,724,000	11724000

Notes:

1. The ratios have been computed as below

Earning Per Share = $\frac{\text{Net Profit after tax available for equity shareholders}}{\text{Restated Weighted average no. of equity shares outstanding during the year}}$

Net Asset Value per Share = $\frac{\text{Net Worth excluding revaluation reserve}}{\text{Restated Weighted average no. of equity shares outstanding during the year}}$

Return on Net Worth = $\frac{\text{Net Profit after tax available for equity shareholders}}{\text{Net Worth excluding revaluation reserve}}$

2. The earning per share is calculated in accordance with the Accounting Standard 20 " Earning per share " issued by the Institute of Chartered Accountants of India

3 Restated Profit after tax available for equity shareholders has been considered for the purpose of computing the above ratios.

4. Net worth means Equity Share Capital + Reserve and Surplus - Miscellaneous expenditure to the extent not written off.

5. Restated shares have been computed pursuant to the issue of shares to the shareholders of amalgamating companies i.e SPPL in the ratio 1 share for every 4 share held & OMPL in the ratio of 1 share for every 5 share held by the Board recorded on 18th July, 2006 & issue of Bonus Shares in the ratio of 1 share for every 1 share held by the shareholders as on record date of 12th August, 2006 by utilizing free reserves.

Annexure-XIV

Capitalisation Statement

(Rs. In Million)

	As on 30.06.06	**Post- Issue ***
<u>Debt</u>		
Short Term Debt	998.73	
Long Term Debt	532.49	
Total (A)	**1531.22**	
<u>Shareholder's fund</u>		
Share Capital	78.53	
Reserve & surplus after deducting Miscellaneous Expenditure (to the extent not written off)	1329.83	
Total shareholder's Fund (B)	**1408.36**	
Long Term Debt / Total shareholder's Fund (A / B)	1.09	

Notes :

* Information pertaining to share capital and reserves post issue can be ascertained only after completion of book building process.

Annexure - XV

Statement of Tax Shelter

(Rs. In Million)

		Financial Year Ended March 31,2006	Financial Year Ended March 31,2005	Financial Year Ended March 31,2004	Financial Year Ended March 31,2003	Financial Year Ended March 31,2002
Profit Before tax as per Audited accounts	A	298.05	101.40	71.90	68.15	66.55
Tax rate		33.66%	36.59%	35.88%	36.75%	35.70%
Tax on actual rate on profit		100.32	37.10	25.80	25.04	23.76
Permanent difference :						
Others			0.43	-	-	
Profit On Sale Of Fixed Assets		-0.44	-	-	-	
Provision for Gratuity		1.33	0.63	0.65	0.48	0.46
Total adjustment	**B**	**0.89**	0.425	0.652	**0.483**	**0.46**
Timing Differences						
Depreciation		30.25	34.39	34.40	59.10	93.15
Others		1.04	3.49	2.66	2.77	2.27
Total Timing Differences	**C**	**31.28**	**37.88**	**37.06**	**61.87**	**95.42**
Net Adjustment	C-B	30.39	37.46	36.41	61.38	94.97
tax saving thereon		10.23	13.71	13.06	22.56	33.90
Profit/ (loss) as per Income Tax	D=(A+B-C)	267.66	63.94	35.49	6.76	(28.42)
Brought forward losses adjusted	E	-	28.88	-	-	-
Taxable Income	D+E	267.66	35.07	35.49	6.76	(28.42)
Chapter VI A		137.23	11.24	20.67	5.83	
Total Income		130.43	23.83	14.82	0.93	(28.42)
Tax as per Income Tax Return		43.90	**8.72**	**5.32**	**0.34**	
Tax as per Mat Calculation		24.57	7.60	**5.53**	**5.37**	**5.09**
Tax deducted at source		9.67	0.54	0.34	0.43	0.58
Interest u/s 234		4.84	0.99	0.62	0.80	0.68
Tax Payable / (Refundable)		39.08	9.17	5.80	5.74	5.19

Annexure-XVI

Information on related party transaction as required by accounting standard -18 as on 30th June 2006

	Name Of Related Party	Nature of Relation
1	Avion Exim Pvt Ltd	**Common Key Managerial Persons**
2	Vishwalaxmi Trading & Finance Pvt Ltd	**----- do ----**
3	Time Exports Pvt Ltd	**----- do ----**
5	Time Mauser Industries Pvt Ltd	**----- do ----**
6	GNXT Technoplast Pvt Ltd	**----- do ----**
7	Apex Plastics	**----- do ----**
8	Time Securities Services Pv	**----- do ----**
9	**Key management Personnel**	
	Mr. Anil jain	**Managing Director**
	Mr. Bharat Vageria	**Director**
	Mr. Naveen Jain	**Director**
	Mr.Raghupathy Thygarajan	**Director**

Information on related party transaction as required by accounting standard -18 as on 30th June 2006

Particulars	Amount(Rs.in Million)
Purchase Goods and Service	25.61
Sale of Goods and Service	1.60
Recovery of Expenses	1.19
Outstanding balance included in current assets	17.69
Outstanding balance included in current liabilities	-
Dividend Paid	-
Managerial Remuneration	0.63
Remuneration to relatives of Key personnel	-
Directors Sitting Fees	0.01

Information on related party transaction as required by accounting standard -18 as on 31st March 2006

Particulars	Amount (Rs.in Million)
Purchase Goods and Service	104.11
Sale of Goods and Service	4.37
Recovery of Expenses	3.93
outstanding balance included in current liabilities	4.92
Dividend Paid	11.05
Managerial Remuneration	2.51

Remuneration to relatives of Key personnel	0.17
Directors Sitting Fees	0.03

Information on related party transaction as required by accounting standard -18 as on 31st March 2005

Particulars Director Subsidiary Company	Amount (Rs.in Million)
Purchase Goods and Service	110.02
Sale of Goods and Service	37.49
Recovery of Expenses	15.25
outstanding balance included in current Assets	7.53
Dividend Paid	1.87
managerial Remuneration	1.46
Remuneration to relatives of Key personnel	0.42
Directors Sitting Fees	0.01

Information on related party transaction as required by accounting standard -18 as on 31st March 2004

Particulars Director Subsidiary Company	Amount(Rs.in Million)
Purchase Goods and Service	55.54
Sale of Goods and Service	187.34
Recovery of Expenses	5.814
outstanding balance included in current Assets	35.49
outstanding balance included in current Liabilities	0.01
Dividend Paid	1.87
managerial Remuneration	1.46
Remuneration to relatives of Key personnel	0.40
Directors Sitting Fees	0.02

Information on related party transaction as required by accounting standard -18 as on 31st March 2003

Particulars Director Subsidiary Company	Amount(Rs. in Million)
Purchase Goods and Service	51.51
Sale of Goods and Service	27.89
Recovery of Expenses	3.34
outstanding balance included in current Liabilities	0.02
Dividend Paid	1.87
managerial Remuneration	1.93
Remuneration to relatives of Key personnel	0.40
Directors Sitting Fees	0.004

Information on related party transaction as required by accounting standard -18 as on 31st March 2002

Particulars Director Subsidiary Company	Amount(Rs. in Million)
Purchase Goods and Service	13.55
Sale of Goods and Service	78.02
Recovery of Expenses	12.19
outstanding balance included in current Liabilities	0.39
Dividend Paid	3.75
managerial Remuneration	2.55
Directors Sitting Fees	0.008

Annexure-XVII

Reserves & Surplus						
					(Rs. In Million)	
Particulars	30.6.2006	2005-06	2004-05	2003-04	2002-03	2001-02
Capital Reserve	7.22	7.22	7.22	7.22	7.22	7.22
Share Premium	42.48	42.48	22.48	22.48	22.48	22.48
General Reserve	69.31	69.31	46.43	38.79	29.31	33.67
Profit & Loss A/c	1144.53	1076.65	667.25	609.18	566.46	556.42
Amalgamation Reserve	69.62	69.62	-	-	-	-
Total	1333.16	1265.28	743.38	677.67	625.46	619.78

FINANCIAL STATEMENTS OF OUR SUBSIDIARY – TPL PLASTECH LIMITED

M/s. TPL PLASTECH LIMITED
(FORMERLY TAINWALA POLYCONTAINERS LIMITED)

The Board of Directors
TPL Plastech Limited
(formerly, Tainwala Polycontainers Ltd.)
"Tainwala House"
Road No. 18, M.I.D.C.,
Andheri East, Mumbai- 93

Dear Sirs,
We have examined the financial information of TPL Plastech Limited, formerly known as Tainwala Polycontainers Limited annexed to this report which have been prepared in accordance with the requirements of:

I. Paragraph B (1) of Part II of Schedule II to the Companies Act, 1956 (the Act);
II. The Securities & Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000('the Guidelines') issued by the Securities & Exchange Board of India ('SEBI') and amendments made thereto from time to time in pursuance of Section 11 of the Securities & Exchange Board of India Act, 1992; and
III. The instructions received from the company, requesting to examine the financial information referred to above and proposed to be included in the offer document of the company in connection with its proposed Public issue of Equity shares.

Financial information of the Company

We have examined:

a) The attached statement of Adjusted Assets & Liabilities of the company for the financial year(s) ended on March 31, 2002, 2003, 2004, 2005, 2006 (Annexure-I) and the accompanying statement of Adjusted Profits & Losses of the company for the financial year(s) ended March 31, 2002, 2003, 2004, 2005, 2006 (Annexure-II) (Summary Statements) as prepared by the company and approved by the Board of Directors. These statements reflect the assets and liabilities and profits and losses for each of the relevant years as extracted from the balance sheet and profit and loss account for those years audited by us.

b) The significant accounting policies followed by the company and notes pertaining to the Summary Statements for the year ended 31st March, 2006 enclosed as Annexure-III.

Based on our examination of these Summary Statements, we confirm that the material amounts relating to adjustments for previous years have been identified and adjusted in arriving at the profits/losses for the years to which they relate irrespective of the year in which the event triggering the profit or loss occurred.

This report is intended solely for your information and for inclusion in the Offer Document in connection with the proposed Public Issue of the company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For **Lodha & Company**,
Chartered Accountants.

(R. P. Baradiya)
Partner
Membership No.: 44101

Place: Mumbai.
Date: December 15, 2006.

Annexure - I

SUMMARY STATEMENT OF ADJUSTED ASSETS AND LIABLITIES

(Rs. In Million)

Particulars	As At 31.03.2006	As At 31.03.2005	As At 31.03.2004	As At 31.03.2003	As At 31.03.2002
A) Fixed Assets					
Gross Block	176.90	174.16	164.97	150.86	143.81
Less: Depreciation	117.17	107.32	96.01	85.51	74.88
Net Block	**59.73**	**66.84**	**68.96**	**65.35**	**68.93**
Capital Work-in-progress	0.00	0.11	0.04	0.00	0.00
Total	**59.73**	**66.95**	**69.00**	**65.35**	**68.93**
B) Current Assets, Loans and Advances					
Inventories	16.95	35.63	55.10	33.43	14.64
Sundry Debtors	123.92	78.33	49.86	36.83	21.23
Cash and Bank Balances	5.39	1.24	3.85	1.98	2.10
Loans and Advances	14.58	7.60	8.12	2.79	6.97
Total	**160.84**	**122.80**	**116.93**	**75.03**	**44.94**
C) Misc. Expenditure not yet Written Off	**0.00**	**0.00**	**0.00**	**0.00**	**1.00**
D) Liabilities and Provisions					
Secured Loans	45.55	30.39	42.80	44.94	30.13
Unsecured Loans	39.77	39.77	39.77	39.77	44.28
Current Liabilities	34.87	30.71	37.28	14.65	12.19
Provisions	0.06	0.00	0.00	0.00	1.71
Total	**120.25**	**100.87**	**119.85**	**99.36**	**88.31**
E) Deferred Tax Liability	**5.34**	**6.46**	**1.90**	**4.03**	**1.59**
F) Net Worth (A+B+C-D-E)	**94.98**	**82.42**	**64.18**	**36.99**	**24.97**
Net Worth Represented by					
G) Share Capital	78.00	78.00	78.00	78.00	78.00
H) Reserves & Surplus	16.98	4.42	(13.82)	(41.01)	(53.03)
I) Net Worth (G+H)	**94.98**	**82.42**	**64.18**	**36.99**	**24.97**

Note : The above statement should be read with the respective significant accounting policies & notes to accounts.

Annexure-II

SUMMARY STATEMENT OF ADJUSTED PROFIT AND LOSS ACCOUNT

(Rs. In Million)

Particulars	**Year Ended 31.03.2006**	**Year Ended 31.03.2005**	**Year Ended 31.03.2004**	**Year Ended 31.03.2003**	**Year Ended 31.03.2002**
Income					
Sales less Returns	428.00	414.13	325.01	241.95	184.09
Less : Excise Duty	58.40	57.67	44.57	33.40	25.40
Net Sales	369.60	356.45	280.44	208.55	158.69
Other Income	2.42	0.70	0.02	0.01	0.09
Increase / (Decrease) in Stocks	(0.28)	0.56	0.25	5.80	(1.60)
Total Income (A)	**371.74**	**357.71**	**280.71**	**214.36**	**157.18**
Expenditure					
Material Cost	264.94	251.09	185.03	137.17	94.62
Manufacturing & Other Expenses					
- Keyman Insurance	3.96	3.96	---	---	---
- Others	55.48	50.48	43.28	39.28	27.79
Salaries & wages	9.93	9.29	8.85	8.07	5.38
Finance Cost	6.82	7.30	7.99	5.28	5.47
Depreciation	10.88	11.40	10.50	8.14	6.50
Miscellaneous Expenditure Written Off	0.00	0.00	0.00	1.00	0.33
Adjustment for qualification / Change in accounting policy	0.00	0.00	0.00	0.78	4.19
Total Expenditure (B)	**352.01**	**333.52**	**255.65**	**199.72**	**144.28**
Net profit before tax	19.73	24.19	25.06	14.64	12.90
Provision for Taxation					
Current Tax	(8.07)	(1.39)	0.00	(0.19)	(0.47))
Deferred Tax Assets/(Liabilities)	1.11	(4.56)	2.13	(2.43)	(1.59)
Fringe Benefit Tax	(0.21)	0.00	0.00	0.00	0.00
Net Profit after tax	12.56	18.24	27.19	12.02	10.84

Note : The above statement should be read with the respective significant accounting policies & notes to accounts.

Annexure-III

SCHEDULES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2006

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2006.

A. SIGNIFICANT ACCOUNTING POLICIES:

a. **GENERAL:**

(i) The financial statements are prepared on the basis of historical cost convention, and on the accounting principles of a going concern.

(ii) All expenses and Income to the extent ascertainable with reasonable certainty are accounted for on accrual basis.

b. **USE OF ESTIMATES :**

The presentation of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affects the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of financial statements and reported amounts of revenue and expenses for that year. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in the current and future periods.

c. **FIXED ASSETS:**

(i) Fixed assets are capitalised at cost inclusive of freight, duties, taxes and all incidental expenses related thereto and net of Cenvat credit.

(ii) Pre-operative expenses incurred during construction period are allocated to various assets in proportion to their capital cost.

(iii) Fixed assets are stated at cost less accumulated depreciation.

d. **DEPRECIATION / AMORTISATION:**

(i) Premium on leasehold land is being amortized over the period of lease.

(ii) Depreciation on fixed assets is provided on written down value method at the rates and in the manner as specified in Schedule XIV to the Companies Act, 1956.

(iii) 'Continuous Process Plant' as defined in the said Schedule, has been considered on technical assessment and depreciation provided accordingly.

e. **INVENTORIES:**

(i) Inventories are valued at lower of cost and net realizable value. Raw material cost is computed on FIFO basis.

(ii) Finished goods and semi finished goods include estimated cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

(iii) Stores and spares are charged to consumption soon after procurement.

f. **ACCOUNTING FOR TAXES ON INCOME:**

Provision for current tax is made on the basis of the estimated taxable income for the current accounting year in accordance with the provisions as per Income-Tax Act, 1961.

The deferred tax for timing differences between book profits and tax profits for the year is accounted for using the tax rules and laws that have been enacted or substantially enacted as of the balance sheet date. Deferred tax assets arising from timing differences are recognised to the extent there is a reasonable certainty that these would be realised in future and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

The provision for fringe benefit tax has been made in respect of employee's benefits and other specified expenses as determined under the Income Tax Act , 1961 .

g. **BORROWING COST:**

Borrowing Costs attributable to acquisition and construction of qualifying assets are capitalised as a part of the cost of such asset upto the date when such asset is ready for its intended use. Other Borrowing costs are charged to Profit & Loss Account.

h. **TRANSACTIONS IN FOREIGN CURRENCY:**

(i) Foreign currency transactions are recorded at the rate of exchange prevailing on the date of the transactions.

(ii) All exchange differences on settlement / conversion are dealt with in the Profit and Loss Account except those relating to the acquisition of fixed assets which are adjusted in the cost of assets.

(iii) Current Assets and Current Liabilities in foreign currency are translated at the rate of exchange prevailing at the close of the year.

i. **RETIREMENT BENEFITS :**

Liability in respect of retirement benefits is provided and charged to Profit and Loss Account as follows:

a) Provident / Pension Funds **:** At a specified percentage of salary / wages for eligible employees.

b) Leave Encashment **:** As determined on the basis of accumulated leave to the credit of the employees as at the year end as per the Company's rules.

c) Gratuity is provided at the year end as per the provisions of "The Payment of Gratuity Act ,1972."

j. **Impairment of Assets:**
The Company assesses at each Balance Sheet date whether there is any indication that any asset may be impaired. If any such indication exists, the carrying value of such assets is reduced to its recoverable amount and the amount of such impairment loss is charged to profit and loss account. If at the balance sheet date there is any indication that a previously assessed impairment loss no longer exists, then such loss is reversed and the asset is restated to that effect.

k. **Provisions, Contingent Liabilities and Contingent Assets:**
A provision is made based on a reliable estimate when it is probable that an outflow of resources embodying economic benefit will be required to settle an obligation. Contingent liabilities, if material, are disclosed by way of notes to accounts. Contingent assets are not recognised or disclosed in the financial statements.

B. CERTAIN NOTES

1. Estimated amount of contract remaining to be executed on capital account and not provided for(net of advances) Rs.0.01 million (previous year Rs. Nil).

2. The amount of exchange difference (net) debited to the Profit and Loss Account for the year Rs. 1.49 Millions (Previous year Rs. 0.28 Millions)

3. The Company is primarily engaged in the segment of "Polybarrels" and there are no other reportable segments as per Accounting Standard (AS17).

4. The existing promoters have vide Share Purchase agreement dated 30th March,2006 agreed to sale its entire stake in the Company to M/s Time Packaging Limited. SEBI regulations and other formalities in this regard are in the process of compliance. Further, consequent to this agreement Company's luggage manufacturing project assets at Umbergaon has been transferred at cost to an associate, M/s Abhishree Packaging Private Limited for a consideration of Rs.42.37 Million realisable as per the terms of the aforesaid agreement.

5. Loan and Advances include Rs. 0.08 Millions (Previous Year Rs. 0.52Millions at 31st March 2006 (maximum amount outstanding given the year Rs. 0.50 Millions previous year Rs. 0.66 Millions) being interest free loans given to employees as per General rules of the Company. Certain employees concerned held 1,400 equity shares (maximum during the year 1,400; Previous year 1,400) in the Company at the year end.

6. (a) Managerial Remuneration: Rs In Millions

	2005- 06 RUPEES	**2004- 05 RUPEES**
Salaries	2.10	2.10
Provident Fund	0.25	0.25
Provision for Gratuity	0.10	0.10
TOTAL	**2.45**	**2.45**

(b) No Commission is payable to Directors/Managing Director and hence computation of Net Profit in accordance with Section 198, 309 and 349 of the Companies Act, 1956 has not been given.

7. Related Party Disclosures as per Accounting Standard (AS)18:

a) Parties With whom the Company has entered into transactions During the year:

1) Associates :
   - i) Tainwala Chemicals and Plastics (I) Ltd.
   - ii) Tainwala Personal Care Products Pvt. Ltd.
   - iii) Abhishri Packaging Pvt. Ltd.
   - iv) Trimurti Transport

2) Key Management Personnel, their Relative and their Concern:
   - i) Mr. Rakesh Tainwala
   - ii) Mrs. Amishi Tainwala
   - iii) Mr. Dungarmal Tainwala
   - iv) Abhishri Polycontainers

b) The following transactions were carried out with the aforesaid related parties in the ordinary course of business:

Name of the Party	Relationship	Nature of Transaction	Amount (RS in Millions.) Debit	Amount (RS in Millions.) Credit	Outstanding As On 31.03.2006(Rs.)
1.) Tainwala Chemicals & Plastics (I) Ltd.	Company under the same	Loan Current	- - 150.24	- - 130.60	39.77 Cr. (39.77 Cr.) 6.08 Dr.

	Management	account	(91.46)	(99.25)	(13.57 Cr.)
2.)Rakesh Tainwala	Managing Director	Remuneration	2.35 (2.35)	-	-
3.) Amishi Tainwala	Relative of M.D.	Remuneration	0.54 (0.54)	-	-
4.) Abhishri Polycontainers	Key Management Personnel's Proprietorship Concern	Labour Charges Job work charges receive	- (-) 0.72 (-)	0.31 (-) - (-)	0.49 Dr. (-)
5.) Abhishri Packaging Pvt. Ltd.	Associate	Sales of Fixed Assets	42.37 (-)	- (-)	42.37 Dr. (-)
6.) Trimurti Transport	Associate	Transport Charges Tempo Lease Rent	- (-) 0.63 (0.63)	8.97 (8.50) - (-)	0.29 Dr. (0.25 Cr.)

Note : i) Figures in brackets pertains to previous year.

ii) No amounts in respect of related parties have been written off/written back/provided for during the year .

iii) Related party relationships have been identified by the management and relied upon by the auditors.

8. Deferred Tax liabilitiy / (Asset) at the year end comprise timing difference on account of :

	2005-2006 Rs In Millions	2004-2005 Rs In Millions
Depreciation	5.39	7.06
Provision/Expense allowable in Subsequent years	(0.05)	(0.60)
Total	5.34	6.46

GROUP COMPANIES

1. Bharat Infrastructures Private Limited ("BIPL")

BIPL was incorporated under the Companies Act on March 06, 1998 with the main object of inter alia carrying out feasibility studies, design, supervise, undertake, develop, construct, build, install, operate, maintain, buy and sell or otherwise deal in all kinds of projects as part of turn key basis for creating among other things various infrastructural facilities. However, the company has not yet commenced any commercial activity. The registered office of BIPL is at 101B, Todi Complex, 35, Saki Vihar Road, Andheri (East) Mumbai – 400072, Maharashtra.

Board of Directors

The board of directors of BIPL as on the date of filing this Draft Red Herring Prospectus comprises of Mr. Shiv Bhagwan Gupta and Mr.Tushar Mishra.

Shareholding Pattern

. The shareholding pattern of BIPL as on November 30, 2006 is as follows:

Sr. No.	Names of Shareholders	Number of Shares of Rs.10/- each	% of Issued Capital
1.	Mr. Anil Jain	2,760	26.24
2.	Mr. Bharat Vageria	2,760	25.24
3.	Mr. Kamini Jain	5,000	47.52
	Total	**10,520**	**100**

Financial Performance
The financial performance of BIPL for the last three years is as follows:-

(Rs. in million except per share data)

Particulars	As of year ended March 31		
	2004	2005	2006
Total Income	NIL	NIL	NIL
Profit / (loss) after tax	NIL	NIL	NIL
Equity Share capital	0.11	0.11	0.11
Reserves (excluding revaluation reserve)	NIL	NIL	NIL
Earnings / (loss) per share (Rs.)	NIL	NIL	NIL
Book value per share (Rs.)	4.20	3.85	2.63

2. Royal Supermarkets Private Limited ("RSPL")

RSPL was incorporated under the Companies Act on November 19, 1998 with main object inter alia to carry on the business of procurement, transportation, processing, packing, finishing, sales, marketing and distribution of all consumer goods. However, presently the company is not carrying on any activity. The registered office of RSPL is at 101B, Todi Complex, 35, Saki Vihar Road, Andheri (East) Mumbai – 400072, Maharashtra.

Board of Directors

The board of directors of RSPL as on the date of filing this Draft Red Herring Prospectus comprises of Mr.Kamal Parihar and Mr.Tushar Mishra.

Shareholding Pattern

. The shareholding pattern of RSPL as on November 30,, 2006 is as follows:

Sr. No.	Names of Shareholders	Number of Shares of Rs. 10/- each	% of Issued Capital
1.	Mr.Rajesh Vageria	80,500	25.50
2.	Ms.Lata Vageria	53,300	16.62
3.	Ms.Aruna Vageria	50,500	15.75
4.	Time Exports Private Ltd.	43,300	13.50
5.	Ms.Trishladevi Jain	38,700	12.07
6.	Ms.Kamini Jain	29,000	9.04
7.	Ms.Swarnam A	24,000	7.48
8.	Mr.Sripal Vageria	1,400	0.04
	TOTAL	**320,700**	**100**

Financial Performance

The financial performance of RSPL for the last three years is as follows:-

(Rs. in million except per share data)

Particulars	As of year ended March 31		
	2004	**2005**	**2006**
Total Income	NIL	0.12	0.82
Profit / (loss) after tax	(0.07)	(0.04)	0.65
Equity Share capital	3.21	3.21	3.21
Reserves (excluding revaluation reserve)	NIL	NIL	0.53
Earnings / (loss) per share (Rs.)	(0.21)	(0.13)	2.04
Book value per share (Rs.)	9.64	9.57	11.67

3. Time Containers Limited ("TCL")

TCL was incorporated under the Companies Act on January 9, 1996, with the main object of inter alia carrying on the business of manufacturers, producers, processors, exporters, dealers, suppliers, distributors, marketeers of drums, barrels, cans, containers. However, the company has not yet commenced any commercial activity. The registered office of TCL is at 101B, Todi Complex, 35, Saki Vihar Road, Andheri (East) Mumbai – 400072, Maharashtra.

Board of Directors

The board of directors of TCL comprises of Mr.Sandip Modi, Mr.Tushar Mishra and Mr.Kamal Parihar.

Shareholding Pattern

The shares of TCL are not listed on any stock exchange. The shareholding pattern of TCL as on November 30, 2006 is as follows:

Sr. No.	Names of Shareholders	Number of Shares of Rs.10/- each	% of Issued Capital
1.	Mr.Pradeep Jain	20,300	40.04
2.	Ms.Swarnam A	12,500	24.65
3.	Ms.Maganmala Jain	10,000	19.73
4.	Mr.Anil Jain	3,850	7.59
5.	Mr.Bharat Vageria	3,850	7.59
6.	Mr.Raghupathy Thyagarajan	100	0.20
7.	Mr.Naveen Jain	100	0.20
	TOTAL	**50700**	**100**

Financial Performance

The financial performance of TCL for the last three years is as follows:

(Rs. in million except per share data)

Particulars	As of year ended March 31		
	2004	**2005**	**2006**
Total Income	NIL	NIL	0.05
Profit / (loss) after tax	NIL	NIL	0.04
Equity Share capital	0.51	0.51	0.51
Reserves (excluding revaluation reserve)	NIL	NIL	0.04
Earnings / (loss) per share (Rs.)	NIL	NIL	0.78
Book value per share (Rs.)	8.45	8.38	9.17

4. Time Infocom Limited ("TIL")

TIL was incorporated under the Companies Act on December 22, 2000 with the main object of inter alia carrying on the business as manufacturers, fabricators, developers, processors, consultants, importers, exporters, contractors, sub-contractors, licensees, licensers, trainers, hirers, dealers and programmers of all kind and description of computers, computer hardwares, network systems, computer parts. However, the company has not yet commenced any commercial activity. The registered office of TIL is situated at 101B, Todi Complex, 35, Saki Vihar Road, Andheri (East) Mumbai – 400072, Maharashtra.

Board of Directors

The board of directors of TIL comprises of Mr. Sandip Modi, Mr. Tushar Mishra and Mr. Kamal Parihar.

Shareholding Pattern

The shares of TIL are not listed on any stock exchange. The shareholding pattern of TIL as on November 30, 2006 is as follows:

Sr. No.	Names of Shareholders	Number of Shares of Rs.10/- each	% of Issued Capital
1.	Mr. Raghupathy Thyagarajan	25,100	49.65
2.	Mr. Naveen Jain	15,100	29.80
3.	Mr. Bharat Vageria	5,100	10.09
4.	Mr. Anil Jain	2,600	4.93
5.	Anil Jain HUF	2,500	4.93
6.	Mr.Tushar Mishra	100	0.20
7.	Mr. Kamal Parihar	100	0.20
8.	Mr. Sandip Modi	100	0.20
	TOTAL	**50,700**	**100**

Financial Performance

The financial performance of TIL for the last three years is as follows:-

(Rs.in millions except per share data)

Particulars	As of year ended March 31		
	2004	**2005**	**2006**
Total Income	NIL	NIL	NIL
Profit / (loss) after tax	NIL	NIL	NIL
Equity Share capital	0.51	0.51	0.51
Reserves (excluding revaluation reserve)	NIL	NIL	NIL
Earnings / (loss) per share (Rs.)	NIL	NIL	NIL
Book value per share (Rs.)	9.03	8.98	8.93

5. Avion Exim Private Limited ("AEPL")

AEPL was incorporated under the Companies Act on May 18, 1999 with the main object of inter alia carrying on the business in India and elsewhere of exporters, importers of and dealers in all kinds of plastic materials, engineering goods, electrical and electronic goods, moulds and machines. However, presently the company is not carrying on any activity. The registered office of AEPL is at 101B, Todi Complex, 35, Saki Vihar Road, Andheri (East) Mumbai – 400072, Maharashtra.

Board of Directors

The board of directors of AEPL comprises of Mr. Anil Jain, Mr. Bharat Vageria, Mr. Raghupathy Thyagaranan and Mr. Naveen Jain.

Shareholding Pattern

. The shareholding pattern of AEPL as November 30, 2006 is as follows:

Sr. No.	Names of Shareholders	Number of equity shares of Rs. 10/- each	% of Issued Capital
1.	Ms. Kamlesh Jain	45,000	23.29
2.	Ms. Rugmini	33,500	17.34
3.	Ms. Deepa Jain	30,000	15.53
4.	Ms. Swarnam A	19,000	9.83
5.	Ms. Kamini Jain	10,000	5.18
6.	Ms. Laxmibai Vageria	10,000	5.18
7.	Mr. Shiv Kumar Jain	10,000	5.18
8.	Mr. Pankaj Jain	10,000	5.18
9.	Mr. Kaneyalal Vageria	10,000	5.18
10.	Mr. Tushar Mishra	10,000	5.18
11.	Ms. Ritu Jain	5,300	2.74
12.	Mr. Anil Jain	100	0.05
13.	Mr. Bharat Vageria	100	0.05
14.	Mr. Raghupathy Thyagarajan	100	0.05
15.	Mr. Naveen Jain	100	0.05
	TOTAL	**193,200**	**100**

Financial Performance

The financial performance of AEPL for the last three years is as follows:-

(Rs. in million except per share data)

Particulars	As of year ended March 31		
	2004	**2005**	**2006**
Total Income	NIL	0.70	NIL
Profit / (loss) after tax	(0.41)	(0.16)	(0.25)
Equity Share capital	1.93	1.93	1.93
Reserves (excluding revaluation reserve)	NIL	NIL	NIL
Earnings / (loss) per share (Rs.)	(2.12)	(0.82)	(1.30)
Book value per share (Rs.)	2.69	1.99	0.79

Joint Venture promoted by our Promoter company Time Securities Services Private Limited ("TSSPL")

Mauser Holding Asia Pte Ltd. ("**MHAPL**")

MHA is a joint venture company promoted by Mauser Netherlands B. V. ("**Mauser Netherlands)** and TSSPL. MHA is incorporated on June 1, 2006 in Singapore and the Certificate of incorporation is issued by Registrar of Companies & Businesses, Singapore. Pursuant to the Shareholders Agreement dated November 03, 2006 Mauser holds 51% and TSSPL is holding 49% of the paid equity share capital of MHAPL. MHAPL is set up to inter alia to carry on business of investment and investment holdings and to deal in shares, stock, debentures, bonds and to acquire and hold controlling and other interests in the share or loan capital of any company.

Registered office of MHAPL is situated at 77, Robbinson Road, #16-00, SIA Building, Singapore - 068896

Registered capital and paid up capital

As of September 15, 2006, MHAPL has registered and paid up capital of SGD10,271,763 comprising of 10,271,763 ordinary shares at par value of S$1 each.

Shareholding Pattern of MHAPL

List of Top major shareholders as set out in its latest register of shareholders as of September 15, 2006.

Name	No. of shares held of S$ 1/- each	% of the total issued capital of MHAPL	% of the total voting rights of MHAPL
1. Mauser Holding Netherlands B. V., Netherlands	5,238,600	51%	51
2. Time Securities Services Pvt. Ltd. India	5,033,163	49%	49
Total	**10,271,763**	**100.00**	**100.00**

Board of Directors of MHAPL

MHAPL's board of directors as set out in its register of directors as of September 15, 2006 is under:

Name	**Title**
1. Mr. Stefan Johannes Muller-Ardens	Director
2. Mr. Gunther Reinhard Krausser	Director
3. Mr. Anil Kumar Jain	Director
4. Mr. Bharat Kumar Vageria	Director

Financial Performance

The company established in June 2006 so there is no audited financial statements.

PARTNERSHIP FIRMS

1. M/s.Apex Plastics

This partnership firm, being a partnership at will, was constituted on April 01, 2005 under the Indian Partnership Act, 1932 and has been re-constituted from time to time. The present partners of this firm are set out below and this partnership is governed by a Deed of Retirement-cum-Partnership dated September 09, 2005 [which has come into effect from September 01, 2005]. This firm did not have any operations upto March 2006.

This partnership firm has been formed for carrying on the business inter alia of manufacturing and dealing in various products, including, all types of plastic goods, foamed polystyrene profiles, articles of plastics and dealing/commission agents in all types of textiles, chemicals, plastics.

Sr No.	Names of Partner	Partner's Share (%)
1	Mr. Jagdish Vallabhdas Bhuta	50
2	Mr. Anil Kumar Paraslal Jain	12.50
3	Mr. Bharat Ratanlal Vageria	12.50
4	Mr. Raghupathy Thyagarajan	12.50
5	Mr. Naveen Mahendra Jain	12.50
	Total	**100**

Financial Performance

Apex Plastics has not yet commenced its operation and hence no financial performance is available.

2. M/s.Oxford Mouldings

This partnership firm, being a partnership at will, was constituted in the year January 24, 1997 under the Indian Partnership Act, 1932 and has been re-constituted from time to time. The present partners of this firm are set out below and this partnership is governed by a Deed of Retirement-cum-Partnership dated April 01, 2005.

This partnership firm has been formed for carrying on the business inter alia of manufacturing and dealing in various products, including, all types of plastic goods, foamed polystyrene profiles, articles of plastics and dealing/commission agents in all types of textiles, chemicals, plastics.

Sr No.	Names of Partner	Partner's Share (%)
1	Mr. Jagdish Vallabhdas Bhuta	50
2	Mr. Anil Kumar Paraslal Jain	10
3	Mr. Bharat Ratanlal Vageria	10
4	Mr. Naveen Mahendra Jain	10
5	Mr. Raghupathy Thyagarajan	10
6	Vishwalaxmi Trading and Finance Private Limited	10
	Total	**100**

Financial Performance

The financial performance of this partnership firm for the last three years is as follows:

(Rs. in million)

Particulars	**As of year ended March 31**		
	2004	**2005**	**2006**
Sales and other income	68.,02	30.02	27.87
Profit/(Loss) after tax	9.31	4.09	1.99
Partners' Capital Account	40.77	43.62	35.98

HUF of our Promoters

Anil Jain HUF

Anil Jain (HUF) was formed in the year 1994. Presently, Mr. Anil Jain is the karta whereas Mrs Ritu Jain, Mr Vishal Jain and Miss Megha Jain are the other members of this HUF. Presently the HUF does not carry out any business activity but hold certain investments.

Bharat Vageria HUF

Bharat Vageria (HUF) was formed in the year 1992. Presently, Mr. Bharat Vageria is the karta whereas Mrs Aruna Vageria, Miss Pallavi Vageria and Miss Tanvi Vageria are the other members of this HUF. Presently the HUF does not carry out any business activity but hold certain investments.

Naveen Jain HUF

Naveen Jain (HUF) was formed in the year 2002. Presently, Mr. Naveen Jain is the karta whereas Mrs Deepa Jain, Mr Kartik Jain and Miss Simran Jain are the other members of this HUF. Presently the HUF does not carry out any business activity but hold certain investments.

COMPANIES / FIRMS WITH WHICH THE PROMOTERS/COMPANY HAVE DISASSOCIATED DURING THE LAST THREE YEARS

GNXT TECHNOPLAST (P) LTD (“**GNXT**”)

Mr. Anil Jain and Mr. Bharat Vageria, our Promoters, were shareholders in this company. On September 04, 2006 our Promoters decided to exit by selling their holding to third party as the objectives of this company were identical to the objectives of TTL, they did not feel need to start business in the company.

PHOENIX REGAL (P) LTD (“**Phoenix**”)

Phoenix was incorporated under the (Sri Lankan) Companies Act, 1982 on December 13, 1999 with the main object of inter alia carrying on business of moulded furniture and other plastic products. This company was a joint venture between the Phoenix group (Sri Lanka) and erstwhile OMPL. This interest in the joint venture vested with our Company consequent to the Scheme of Amalgamation. The Company exited from this joint venture and sold its entire shareholding to certain third parties on March 28, 2006. The reason for such exit was due to unfavourable business conditions in Sri Lanka.

ACE MOULDING LTD

Our Promoters had dissociated themselves from Ace Moulding Ltd on March 30, 2006, as there was no business activity and the promoters had decided to exit by selling their stake to outsiders to concentrate on the main line of business.

WE CARE INFOTECH (P) LTD (“**We Care**”)

Our Promoters had dissociated themselves on April 26, 2006 from We Care (P) Infotech Ltd as there was no business opportunity in this line of business the promoters had decided to exit by selling their stake to outsiders so as to concentrate on the main business.

ALLIANCE DISTRIBUTION (P) LTD (“**Alliance Distribution**”)

Our Promoters decided to dissociated themselves from Alliance Distribution (P) Ltd on April 25, 2006 by selling their stake to outsiders to concentrate on their core business activity.

ADOR POLYCONTAINERS LTD

Our promoters had bought this loss making company in 1998 and decided to exit on August 28, 2006 due to unfavourable business conditions and future prospects.

CHANGES IN ACCOUNTING POLICIES IN LAST THREE YEARS

For changes in Accounting Policy please refer to the section titled "Financial Statements" on page 116 of this Draft Red Herring Prospectus.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION

You should read the following discussions of our financial condition and results of operations in conjunction with the section titled 'Financial Statements' beginning on page 116 of this draft Red Herring Prospectus. You are also advised to read the section titled 'Risk Factors' beginning on page ix of this draft Red Herring Prospectus, which discusses a number of factors and contingencies that could impact our financial condition, results of operations and cash flows.

The financial statements are prepared in accordance with Indian GAAP, the Companies Act and the SEBI Guidelines and restated as described in the Auditors' Report appearing in the section titled 'Financial Statements' beginning on page 116 of this draft Red Herring Prospectus.

Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year are to the twelve-month period ended on March 31 of that year. Our historical financial performance may not be considered as indicative of future financial performance.

BUSINESS OVERVIEW:

We are engaged in manufacture and sale of technology based polymer products serving growing sectors of Indian economy viz., Industrial and Consumer Packaging Solutions, Lifestyle Products, Auto Components, Healthcare Products and Construction and Infrastructure related products.

We started our operations in 1991 as a SSI unit in single product segment Industrial Packaging with technology partner Mauser, Germany joining in 1993. We had a vision to grow and establish as one of the leading polymer product company. In the years that followed, we set up our production facilities at six different locations and thus established a national presence.

We merged our group companies Shalimar Packaging Private Limited and Oxford Moulding Private Limited catering to Lifestyle Products and Healthcare Products. We believe this merger will bring in further efficiency in the operation by integration of all polymer based businesses and create a diversified product portfolio and create consolidated technology platform for all our products. We manufacture products under three designs & three patents of which one patent application is pending before patent authorities.

To further consolidate our market share and to serve user industry more efficiently and cost effectively in the Industrial Packaging, we acquired 75% stake in our competitor TPL Plastech Limited formerly known as Tainwala Polycontainers Ltd., a company listed on Bombay Stock Exchange,

We have over the years developed a nationwide marketing and distribution infrastructure for sale and distribution of our products to institutional and retail customers. Our product portfolio has several products sold under brands recognised by our institutional and retail customers.

Brand	Business Segment
'Time Mauser'	Packaging Product – Drums / Containers,
'Conipails',	Packaging – Pails
'Ecopet',	Packaging – PET Sheet
'Meadowz'	Lifestyle – Turf,
'DuroTurf' , 'Duro Soft'	Lifestyle – Entrance Mattings
'Regal',	Lifestyle – Garden Furniture
'3S'	Auto Components – Anti Spray Device
'Genex'	Healthcare – Medical Devices.

Significant Accounting Policies

For details of our significant accounting policies, please refer to the section titled 'Financial Statements' beginning on page 116 of this draft Red Herring Prospectus.

FACTORS AFFECTING OUR FINANCIAL RESULTS

Note: The financial results of FY06 are not exactly comparable with the financial results of FY05, FY04, FY03 and FY02 as FY06 are consolidated numbers pursuant to scheme of amalgamation of Shalimar Packaging Pvt. Ltd. and Oxford Mouldings Pvt. Ltd. with our Company. For more details of the scheme of Amalgamation refer to the section titled "Scheme of Amalgamation" under the chapter titled "History and certain Corporate Matters" on page 87 of this draft Red Herring Prospectus.

Year Ended Period	**30.6.2006 (Q1)**	**31.03.2006**	**31.03.2005**	**31.03.2004**	**31.03.2003**	**31.03.2002**
Income						
Sales less Returns	864.64	3045.63	1667.89	1421.27	1241.49	1122.27
Less : Excise Duty	117.00	421.97	211.87	177.19	153.51	135.70
Net Sales	747.64	2623.66	1456.03	1244.08	1087.99	986.58
Other Income	2.63	4.59	2.71	0.00	0.00	1.75
Total Income (A)	750.27	2628.24	1458.74	1244.08	1087.99	988.33
Expenditure						
Material Cost	483.26	1693.92	976.77	805.69	685.40	613.97
Manufacturing & Other Expenses	88.66	329.05	177.37	167.64	155.80	133.91
Salaries & wages	20.45	68.57	35.71	35.23	26.60	25.62
Finance Cost	31.45	110.78	82.35	84.88	79.76	79.37
Provision for payment of Sales tax						
Deferred Liability & Sales Tax	7.62	26.83	8.28	6.63	6.05	5.00
Depreciation	31.66	101.04	76.86	72.11	66.23	63.90
Total Expenditure (B)	663.10	2330.19	1357.34	1172.18	1019.84	921.78
Net profit before tax	87.17	298.05	101.40	71.90	68.15	66.55
Provision for Taxation						
Current Tax	11.50	41.50	12.50	5.50	5.30	5.00
Deferred Tax	2.41	10.06	9.09	15.00	21.14	0.00
Fringe Benefit Tax	0.30	1.25	0.00	0.00	0.00	0.00
Net Profit after tax but before Prior Period Items	72.96	245.25	79.81	51.40	41.70	61.55
Income Tax for Earlier Years	0.00	0.14	0.77	2.06	0.30	-0.25
Accumulated Deferred Tax Liability		0.00	0.00	0.00	22.42	0.00
Amalgamation Profit	0.00	207.39	0.00	0.00	0.00	0.00
Net Profit as per Audited Statement Of Accounts	72.96	452.50	79.04	49.34	18.99	61.80

1. TOTAL INCOME

Our total income is either through Sales or Other Income.

- **SALES**

Our total sales have grown at a CAGR of 27.70% over the last 5 years. Our total revenues largely constitute Packaging Products, Lifestyle Products and Auto Components. During FY02 to FY05 we were primarily engaged in manufacturing of packaging products and added auto components in a small way. During the FY06 Lifestyle products was added to our Company's product portfolio pursuant to amalgamation of SPPL and OMPL in our Company. We also introduced anti spray products in the auto component division of our company.

SBU-wise break-up of sales for the earlier years are as under:

(Rs. in Million)

Particulars	**FY06**	**FY05**	**FY04**	**FY03**	**FY02**
Packaging Products	2173.90	1642.39	1408.47	1230.29	1112.67
Lifestyle Products	493.89	-	-	-	-
Auto Components	377.84	25.50	12.80	11.20	9.60
Total Sales	**3045.63**	**1667.89**	**1421.27**	**1241.49**	**1122.27**
(-) Excise	421.97	211.87	177.19	153.51	135.70
Net Sales *	**2623.66**	**1456.03**	**1244.08**	**1087.99**	**986.58**

Packaging constitutes 71.38% of our total Sales of FY06 compared to 16.22% and 12.40% by our Lifestyle Products and Auto Component units. Inspite of growth in industrial packaging business, it's share of business to our total sales have dropped over the last 5 years from 99.14% in FY02 to 71.38% in FY06 essentially due to introduction of new businesses and the growth therein and also amalgamation of SPPL and OMPL in our Company.

During the last 5 years sales generated from Packaging products has grown at a CAGR of 18.23 % . Our Auto component SBU has seen a steep rise in sales in FY06 compared to previous years due to the introduction of anti-spray products.

- **Other Income**

Other income mainly includes income from job work, sale of investments, and rental income. None of the mentioned constituents of the Other Income are recurring in nature except for job work charges .

The other income comprised of the following for the respective years:

(Rs. in Million)

Particulars	**June 06 (Q1)**	**FY 2006**	**FY 2005**	**FY 2004**	**FY 2003**	FY 2002
Job work charges	2.63	4.14	2.71	-	-	-
Profit on Sale of Investments	-	0.44	0.00	0.00	0.00	0.00
Profit on Sale of Fixed Assets	-	0.00	0.00	0.00	0.00	0.11
Rental Income	-	0.00	0.00	0.00	0.00	1.64
Total	**2.63**	**4.58**	**2.71**	**0.00**	**0.00**	**1.75**

2. Expenditure

Major constituents of the total expenditure, include material cost, manufacturing and other expenses, salaries & wages etc

- **Material Cost**

Material cost as % to sale increased by 2.53% between FY 02 to FY 04. It remains static at about 64.5% in subsequent years with the exception on FY 05 when it rose by 2.3% essentially due to frequent increase in raw material prices and the time gap in passing it on to our customers.

The material cost for our Company for the respective years is as under:

(Rs. in Million)

Particulars	June 06 (Q1)	FY 06	FY 05	FY 04	FY 03	FY 02
Net Sales	747.64	2623.66	1456.03	1244.08	1087.99	986.58
Material Cost	483.26	1693.92	976.77	805.69	685.40	613.97
% of Net sales	64.64	64.56	67.08	64.76	63.00	62.23

Our Company procures polymers from both the domestic and international market. In FY06, out of our total requirement of rawmaterial we imported 34.60% while the balance 65.4% was bought locally.

- **Manufacturing and other expenses**

Manufacturing and other expenses among other things include power & fuel, freight, forwarding & selling expenses, stores & spares, job work charges and other administrative overheads as major constituents.

These expenses have seen marginal reduction over earlier years due to operating efficiencies arising out of merger of our businesses..

(Rs. in million)

Particulars	June 06 (Q1)	FY 06	FY 05	FY 04	FY 03	FY 02
Net Sales	747.64	2623.66	1456.03	1244.08	1087.99	986.58
Manufacturing & Other Expenses	88.66	329.05	177.37	167.64	155.80	133.91
% of Net Sales	11.86	12.54	12.18	13.47	14.32	13.57

- **Power & Fuel**

(Rs. in million)

Particulars	June 06 (Q1)	FY 06	FY 05	FY 04	FY 03	FY 02
Net Sales	747.64	2623.66	1456.03	1244.08	1087.99	986.58
Power & Fuel	31.35	96.85	57.44	54.97	44.96	38.29
% of Net Sales	4.19	3.69	3.94	4.42	4.13	3.88

Power and fuel expenses as % of net sale was 3.69% in FY 2006 as compared to 3.88% in FY 2002 inspite of increase in power tariffs. It has marginally gone up in current year due to trial runs and startup of new units.

- **Freight Forwarding & Sales Expenses**

(Rs. in million)

Particulars	June 06 (Q1)	FY 06	FY 05	FY 04	FY 03	FY 02
Net Sales	747.64	2623.66	1456.03	1244.08	1087.99	986.58
Freight Forwarding & Sales Expenses	32.55	121.65	65.04	60.16	49.29	42.14
% of Net Sales	4.35	4.64	4.47	4.84	4.53	4.27

Freight Forwarding & Sales Expenses to net sales increased from 4.27% in FY 02 to 4.64% in FY 06 due to increase in cost of transportation arising out of fuel costs increases.

- **Salaries and wages**

(Rs. in million)

Particulars	**June 06 (Q1)**	**FY 06**	**FY 05**	**FY 04**	**FY 03**	**FY 02**
Net Sales	747.64	2623.66	1456.03	1244.08	1087.99	986.58
Manufacturing & Other Expenses	20.45	68.57	35.71	35.23	26.60	25.62
% of Net Sales	2.74	2.61	2.45	2.83	2.44	2.60

We have been able to maintain salaries and wages as % of sale over the years despite increase in per capita salary through better productivity.

- **EBITDA**

(Rs. in million)

Particulars	**June 06 (Q1)**	**FY 06**	**FY 05**	**FY 04**	**FY 03**	**FY 02**
Net Sales	747.64	2623.66	1456.03	1244.08	1087.99	986.58
EBITDA	150.28	509.87	260.60	228.89	214.14	209.82
% of Net Sales	20.10	19.43	17.90	18.40	19.68	21.27

EBITDA margins as % to net sale remained under pressure between FY 02 to FY 05 due to relatively low business growth. However they are seeing improvement in subsequent period both due to growth in business volumes and larger participation of higher contribution products.

- **Finance Cost**

The Finance cost incurred by us include interest charges for long term and short term loans including working capital and other bank charges. Our finance cost as a % of net sales has steadily come down from 8.05% in FY02 to 4.22% in FY06 due to retirement of high interest term loans, better working capital management and lower interest rates.

(Rs. in million)

Particulars	**June 06 (Q1)**	**FY 06**	**FY 05**	**FY 04**	**FY 03**	**FY 02**
Net Sales	747.64	2623.66	1456.03	1244.08	1087.99	986.58
Finance Cost	31.45	110.78	82.35	84.88	79.76	79.37
% of Net Sales	4.21	4.22	5.66	6.82	7.33	8.05

- **Depreciation**

Our Company follows the straight-line method of depreciation. Over the years depreciation to sale %'s have come down From 6.48% in FY 02 to 3.85% in FY 06 due to capacity expansion at lower capital costs and optimum utilisation of our capacities.

(Rs. in million)

Particulars	**June 06 (Q1)**	**FY 06**	**FY 05**	**FY 04**	**FY 03**	**FY 02**
Net Sales	747.64	2623.66	1456.03	1244.08	1087.99	986.58
Depreciation	31.66	101.04	76.86	72.11	66.23	63.90
% of Net Sales	4.23	3.85	5.28	5.80	6.09	6.48

3. Profit Before Tax (PBT)

Our Profit before tax has grown at a CAGR of 45.47% from FY02 to FY06. Details of PBT as a % of Net Sales is as given below:

(Rs. in million)

Particulars	**June 06 (Q1)**	**FY 06**	**FY 05**	**FY 04**	**FY 03**	**FY 02**
Net Sales	747.64	2623.66	1456.03	1244.08	1087.99	986.58
PBT	87.17	298.05	101.40	71.90	68.15	66.55
% of Net Sales	11.66	11.36	6.96	5.78	6.26	6.75

After remaining range bound between 5.78% to 6.96% between FY 02 to FY 05 PBT has seen improvement in FY 06 due to increase in business volumes and higher contribution by new products such as auto components.

4. Profit After Tax (PAT)

(Rs. in million)

Particulars	**June 06 (Q1)**	**FY 06**	**FY 05**	**FY 04**	**FY 03**	**FY 02**
Net Sales	747.64	2623.66	1456.03	1244.08	1087.99	986.58
PAT*	72.96	250.19	80.76	51.02	33.61	58.36
% of Net Sales	9.76	9.54	5.55	4.10	3.09	5.92

* Adjusted PAT

Our Profit after tax has grown at a CAGR of 43.89% from FY02 to FY06. PAT to sale as % saw decline in FY 03 and FY 04 due to introduction of deferred tax w.e.f FY 03. Improved PAT in FY 06 is a result of increase in business volume and higher contribution by new products which continues in Q1 of current Financial year.

Sundry Debtors

(Rs. in million)

As at	**June 06 (Q1)**	**FY 06**	**FY 05**	**FY 04**	**FY 03**	**FY 02**
Total Sales	864.64	3045.63	1667.89	1421.27	1241.49	1122.27
Outstanding Debtors	762.44	709.06	427.16	392.35	356.01	321.11
Debtors less than 180 days	723.06	666.41	390.30	348.25	316.01	293.53
Debtors more than 180 days	39.38	42.65	36.86	44.10	40.00	27.58
Debtors less than 180 days as a % of Total Sales	20.91*	21.88	23.40	24.50	25.45	26.15
Debtors more than 180 days as a % of Total Sales	1.14*	1.40	2.21	3.10	3.22	2.46
Bad Debts	-	2.81	1.11	1.81	1.70	-
No. of days outstanding debtors (days)	81*	85	93	101	105	104
% of Bad debts to Sales	-	0.09	0.07	0.13	0.14	-

* Annulised

Due to change in our credit policy we have been able to reduce debtors in terms of no. of days outstanding from 104 days to 85 days between Fy 02 and Fy 06. Our bad debts as % to sale remained insignificant.

Cash Flow

Rs. in Million

Particulars	30.06.2006 (Q1)	Year Ended 31.03.2006	Year Ended 31.03.2005	YearEnded 31.03.2004	Year End 31.03.200	Year Ended 31.03.2002
Net Cash From Operative Activities (A)	17.84	334.13	194.36	176.93	150.85	121.56
Net Cash used in investing activities(B)	(130.44)	(627.60)	(99.17)	(96.23)	(90.94)	(50.46)
Net cash from / (used in) Financing activities (C)	51.21	625.49	(84.36)	(83.23)	(62.28)	(57.43)
Net Increase /(Decrease) in Cash & Cash Equivalent	(61.39)	332.02	10.83	(2.52)	(2.37)	13.67

Key Ratios

Particulars	Three Months ended 30.06.2006	Year Ended 31.03.2006	Year Ended 31.03.2005	YearEnded 31.03.2004	Year Ended 31.03.2003	Year Ended 31.03.2002
EPS	4.65	15.62	6.81	4.38	3.56	5.25
RONW (%)	5.18	18.30	10.05	7.11	6.26	9.33
NAV (Rs.) per share	89.68	85.31	67.73	61.70	56.81	56.27
Debt Equity Ratio	1.09	1.08	0.85	0.93	0.99	0.97
Net Block Fixed Assets to Turnover Ratio	2.79	2.59	2.54	2.24	1.92	1.90

Comparison of financial year 2006 with 2005

The financial results of FY06 are not exactly comparable with the financial results of FY05 as FY06 results are consolidated numbers pursuant to scheme of amalgamation of Shalimar Packaging Pvt. Ltd. and Oxford Mouldings Pvt. Ltd. with our Company. For more details of the scheme of Amalgamation refer to the section titled "Scheme of Amalgamation" under the chapter titled "History and certain Corporate Matters" on page 87 of this draft Red Herring Prospectus. We incorporated a subsidiary "Elan Incorporated FZE" in Sharjah during FY05-06

Net Sales

Our Sales comprising of goods manufactured by us after adjustments for Excise duty registered a growth of 80.19% from Rs. 1456.03 million in FY05 to Rs. 2623.66 million in FY06. This was mainly due to the amalgamation of SPPL and OMPL in our Company, introduction of anti spray devices in the segment of auto components and growth in the existing business.

Other income

Other Income increased by 69.17% from Rs. 2.71 million in FY05 to Rs. 4.59 million in FY06. This substantial increase was primarily due to the increase in income earned from job work and sale of certain investments.

Material Cost

Raw Materials cost increased by 73.42% to Rs. 1693.92 million in FY06 from Rs. 976.77 million in FY05. However, as a % of Net Sales the raw material cost has gone down by 2.52% due to the introduction of better margin products in the field of auto components and lifestyle.

Manufacturing and other Expenses

Manufacturing and other Expenses increased marginally as % to sale to 12.54%.from 12.18% .

Power and fuel

Power and fuel cost as a % to sale has gone down to 3.69% from 3.94% despite increase in tariff charges.

Freight, Forwarding and Sales Expenses (FFSE)

FFSE have gone up from Rs. 65.04 million in FY05 to Rs. 121.65 million in FY06, however as a % to sale it has increased only by 0.17% i.e. from 4.47% to 4.64%.It may be noted that lifestyle products inducted in the company thru merger in FY 06 incur higher FFSE being consumer products.

Salaries & wages

Salaries and wages as % to sale have risen marginally from 2.45% to 2.61% in FY 06.

Total Expenditure (excluding Finance cost & depreciation)

Total Expenditure as % to sale declined from 82.29% to 80.74% in FY 06, mainly due to reduction in material costs.

EBITDA

Our EBITDA increased substantially from Rs. 260.60 million in FY05 to Rs. 509.87 million in FY06. In terms of % of sale it went up from 17.9% to 19.43% mainly due to drop in material costs and higher contribution by new products such as auto components.

Finance Cost

Finance Cost increased from Rs. 82.35 million in FY05 to Rs. 110.78 million in FY06 but as a % of total sales it has decreased from 5.66% in FY05 to 4.22% in FY06. This was mainly due to the conversion of working capital demand loan into fixed rupee loan and foreign currency loan (FCNRB).

Depreciation

Depreciation charges increased from Rs. 76.86 million in FY05 to Rs. 101.04 million in FY06, corresponding to the increase in gross block from Rs. 1,100.80 million in FY05 to Rs. 1,557.19 million in FY06. However, it has come down as a % to sale from 5.28% to 3.85% in FY 06.

Income Tax & Deferred Tax

Income Tax increased substantially from Rs. 21.59 million in FY05 to Rs. 52.81 million in FY06. This was mainly due to higher profits earned during the year, introduction of Fringe Benefit tax and due to the reduction of tax benefits at our units in Daman.

Profit After Tax

The profit after tax was Rs. 245.25 million in FY06 as compared to profit after tax of Rs. 79.81 million in FY05. This is a substantial increase of 207.29% mainly due to higher EBITDA and lower finance cost and depreciation .

Comparison of financial year 2005 with financial year 2004

Net Sales

Our sales comprising of goods manufactured by us after adjustments for Excise duty registered a growth of 17.04% from Rs. 1244.08 million in FY04 to Rs. 1456.03 million in FY05. This was mainly due to the rise in demand.

Other income

Other Income figures are not comparable as during the FY04 there was no source of other income where as in FY05 other income of Rs. 2.71 million was generated out of charges for job work done.

Material Cost

Raw Materials consumed increased by 21.23% to Rs. 976.77 million in FY05 from Rs. 805.69 million in FY04. This rise was mainly due to the rise in raw material prices.

Manufacturing and other Expenses

Manufacturing and other expenses as a % to sale reduced from 13.47% to 12.18%.

Power and fuel

Power and fuel cost have gone up marginally from Rs. 54.97 to Rs. 57.44 million in FY05, an increase by 4.49% mainly due to the rise in production activities arising due to the increase in installed capacity from 19450 MT to 21850 MT. However, as a % of Net Sales it has come down by 0.47% due to better utlilisation of machines.

Freight, Forwarding and Sales Expenses (FFSE)

FFSE have gone up by 8.11% from Rs. 60.16 million in FY05 to Rs. 65.04 million in FY04.However, as a % of Net Sales it has dropped by 0.37%.

Salaries and wages

Salaries and wages have risen marginally by 1.36% from Rs. 35.23 million in FY04 to Rs. 35.71 in FY05. However, as a % of Net Sales it has dropped by 0.38%.

Total Expenditure (excluding Finance cost & depreciation)

Total Expenditure increased from Rs. 1198.19 million in FY05 from Rs. 1015.19 million in FY04. This increase was mainly due to increase in cost of Raw Materials consumed .Our manufacturing and other expenses also saw a marginal increase to Rs. 177.37 million in FY05 from Rs. 167.64 million in FY04.

EBITDA

Our EBITDA increased from Rs. 228.89 million in FY04 to Rs. 260.60 million in FY05 due to increased sales. However as a % to sale EBITDA has declined from 18.40% to 17.90% due to higher raw material costs.

Finance Cost

Finance Cost decreased from Rs. 84.88 million in FY04 to Rs. 82.35 million in FY05. Also as a % of Net sales our finance cost has dropped from 6.82% in FY04 to 5.66% in FY05. This was mainly due to repayment of term loan bearing high interest rate and optimum utilization of financial resources.

Depreciation

Depreciation charges increased from Rs. 72.11 million in FY04 to Rs. 76.86 million in FY05, corresponding to the increase in gross block of fixed assets from Rs. 994.88 million in FY04 to Rs. 1,100.80 million in FY05 . However as a % to sale it dropped from 5.80% to 5.28%.

Income Tax & Deferred Tax

Income Tax increased marginally from Rs. 20.50 million in FY04 to Rs. 21.59 million in FY05. This was mainly due to higher profits earned during the year

Profit After Tax

The profit after tax was Rs. 79.81 million in FY05 as compared to profit after tax of Rs. 51.40 million in FY04. This is an increase of 55.27% mainly due to increase in volumes and reduction of finance cost.

Comparison of financial year 2004 with financial year 2003

Sales

Our Sales comprising of goods manufactured by us after adjustments for Excise duty registered a growth of 14.35% from Rs. 1087.99 million in FY03 to Rs. 1244.08 million in FY04 correspondingly to a 10.20% growth in capacity on a y-o-y basis from 17650 MT in FY03 to 19450 MT in FY04.

Other income

Other Income for both the financial year is nil and hence not comparable.

Material Cost

Raw Materials consumed increased to Rs. 805.69 million in FY04 from Rs. 685.40 million in FY03. Raw material cost to sale in % terms increased to 64.76% from 63% due to frequent Raw material price increases.

Manufacturing and other Expenses

Manufacturing and other Expenses increased to Rs. 167.64 million in FY04 from Rs. 155.80 million in FY03, but as a % to sale shows a reduction from 14.32% to 13.47%

Power and fuel

Power and fuel cost have gone up marginally from Rs. 44.96 in FY03 million to Rs. 54.97 million in FY04, barely 0.3% as a % of sale.

Freight, Forwarding and Sales Expenses (FFSE)

FFSE have gone up from Rs. 49.29 million in FY03 to Rs. 60.16 million in FY04 a marginal increase of 0.31% as a % of sale.

Salaries and wages

Salaries and wages cost have gone up from 26.60 million in FY03 to 35.23 million in FY04 an increase of 0.39% as a % to sale.

Total Expenditure

Total Expenditure increased from Rs. 1015.19 million in FY04 from Rs. 873.85 million in FY03 an increase of 1.28% as a % to sale. This increase was mainly due to increase in cost of Raw Materials consumed from Rs. 685.40 million in FY03 to Rs. 805.69 million in FY04.

EBITDA

Our EBITDA increased Rs. 214.14 million in FY03 to Rs. 228.89 million in FY04, but as a % of Net sales our EBITDA has reduced from 19.68% to 18.40% mainly due to raw material cost increase.

Finance Cost

Finance Cost increased marginally from Rs. 79.76 million in FY03 to Rs. 84.88 Million in FY04 but as a % of Net Sales it has reduced from 7.33% to 6.82% mainly due to optimum utilization of financial resources.

Depreciation

Depreciation charges increased from Rs. 66.23 million in FY03 to Rs. 72.11 million in FY04. However, the increase in gross block of fixed assets was from Rs. 940.19 million in FY03 to Rs. 994.88 million in FY04,

Income Tax & Deferred Tax

Income Tax decreased from Rs. 26.44 million in FY03 to Rs. 20.50 million in FY04. This was primarily due to a reduction in the provision of deferred tax liability on account of fixed assets.

Profit After Tax

The profit after tax was Rs. 51.40 million in FY04 as compared to profit after tax of Rs. 41.70 million in FY03. This is an increase of 23.26% on account of the reduction of deferred tax liability.

Information required as per Clause 6.10.5.5 of SEBI Guidelines

1. **Unusual or Infrequent Events or transactions**

   There have been no events or material transactions to our knowledge, which may be described as "unusual" or "infrequent".. However, some of the key events which occurred after March 31, 2006 are as follows:

   a) Launch of Medical devices

   b) Introduction of Soft-mat in the Lifestyle product segment

   c) Issue of Bonus shares in the ratio 1:1

   d) Completion of Takeover of Tainwala Polycontainers Limited (now known as TPL Plastech Ltd.)

   e) Incorporated a 100% subsidiary in Poland - Novo Tech Sp. Z. o. o.

2. **Significant economic/regulatory changes**

   There have been no significant economic/regulatory changes. For details of Regulations & Policies refer to page 84 of this draft Red Herring Prospectus.

3. **Known trends or uncertainties**

   Except as described in the section titled 'Risk Factors' beginning on page ix of this draft Red Herring Prospectus and the section titled 'Management Discussion and Analysis of Financial Condition' beginning on page 154 of this draft Red Herring Prospectus, to our knowledge, there are no known trends or uncertainties that have or had or expected to have any material adverse impact on revenues or income of our Company from continuing operations.

4. **Future changes in relationship between cost and revenues**

Except as described in the section titled 'Risk Factors' beginning on page ix of this draft Red Herring Prospectus, to our knowledge, there are no known factors, which will have a material adverse impact on our operations and finances.

5. **New products and business segment**

Our Company has recently launched medical devices products such as auto-disposable syringes, auto-collect and mask. Our Company also proposes to launch safety nets used in the construction sector. For details, please refer to the section titled 'Our Business' beginning on page 61 of this draft Red Herring Prospectus.

6. **Total turnover of each major industry segment**

Our Company is primarily engaged in the business of polymer products which is governed by the same set of risk & returns. In the opinion of our management our Company's business falls within one business segment. Therefore, Product segmentation as per the disclosure requirement of AS-17 is not applicable.

7. **The extent to which business is seasonal**

Our Company's business is not seasonal.

8. **Significant dependence on a single or few suppliers or customers**

Our sales for the past three years are fairly diversified as can be seen in the following table:

(% sales to total sales)

	FY06	**FY05**	**FY04**
Top 3 Customers	15.03%	12.12%	13.08%
Top 5 Customers	20.62%	16.66%	17.71%
Top 10 Customers	27.62%	24.09%	26.28%
Total Sales (Rs. in million)	**3045.63**	**1667.89**	**1421.27**

	FY06	**FY05**	**FY04**
Top 3 Suppliers	73.95%	67.64	66.28
Top 5 Suppliers	82.85%	80.50	80.87
Top 10 Suppliers	89.66%	88.85	87.09
Total Purchase (Rs. in Million)	**1783.62**	**1016.87**	**816.37**

9. **Competitive conditions**

For details, please refer to the section titled 'Our Business' beginning on page 61 of this draft Red Herring Prospectus.

10. **Quality**

For details, please refer to the section titled 'Our Business' beginning on page 61 of this draft Red Herring Prospectus

FINANCIAL INDEBTEDNESS

Set forth below is a summary of our significant Secured working capital and Term Loan borrowings of 2694.68 million granted to our Company together with subsidiary companies with a brief description of significant terms of such financing arrangements.

Working Capital under Consortium

Name of the Lender	Facility sanctioned and Documents	Interest	Security
Bank of Baroda ("**BOB**")	Fund based working capital of Rs.206.5 million and Non Fund Based working capital ofRs.151million aggregating to Rs. 357.5 million	9.5% p.a.	Secured by hypothecation of stock and books debts(present & future) of the company and by first ranking pari passu charge on all movable and immovable assets of its Tarapur Unit and further secured by second ranking pari passu charges over the immovable fixed assets of the company (except Tarapur Unit) and personal guarantee of some Directors
State Bank of Saurashtra ("**SBS**")	Fund Based Working Capital of Rs.135 million and Non Fund Based working capital of Rs. 97 million aggregating to Rs. 232 million	BPLR plus 1.5%,	Secured by hypothecation of stock and books debts(present & future) of the company and by first ranking pari passu charge on all movable and immovable assets of its Tarapur Unit and further secured by second ranking pari passu charges over the immovable fixed assets of the company (except Tarapur Unit) and personal guarantee of some Directors
ING Vysya Bank Ltd. ("**INGVB**")	Fund based working capital of Rs.187 million and Non Fund Based working capital of Rs. 139 million aggregating to Rs. 326 million and	At IVRR.	Secured by hypothecation of stock and books debts(present & future) of the company and by first ranking pari passu charge on all movable and immovable assets of its Tarapur Unit and further secured by second ranking pari passu charges over the immovable fixed assets of the company (except Tarapur Unit) and personal guarantee of some Directors
ABN Amro Bank N.V. (ABN Amro)"	Fund based working capital of Rs.113 million and Non Fund Based working capital of Rs. 82.5 million	BPLR less 2.75% p. a.	Secured by hypothecation of stock and books debts(present & future) of the company and by first

	aggregating to Rs. 195.5million		ranking pari passu charge on all movable and immovable assets of its Tarapur Unit and further secured by second ranking pari passu charges over the immovable fixed assets of the company (except Tarapur Unit) and personal guarantee of some Directors

I) Following Consortium Documents have been executed for the aggregate the aggregate of working facilities of Rs 821.5 million from BOB, SBS, ING Vysya and ABN Amro our Company has executed the following documents

a) Working Capital Consortium Agreement dated August 18, 2006

b) Joint Deed of Hypothecation dated August 18, 2006 creating first pari-passu charge over the currents assets of the Company.

c) Memorandum of Entry Joint Equitable Mortgage dated August 18, 2006 relating to Tarapur Unit of the Company creating the first charge and Memorandum of Entry dated August 18, 2006 relating to Joint Equitable Mortgage with regard to the Company's units at Daman I, Daman II, Village Karuana, Tehsil Nalagrah, District Solan, H. P. creating a second charge.

d) Two Memorandum of Entry both dated August 8, 2006 creating the first pari passu charge over the property situate at village Dharampur, Dist, Solan, H. P. over the Company's new units situate at Pant Nagar, UttaranchaL

e) Inter se Agreement dated August 21, 2006.

II) In addition to above documents as mentioned in (I) above the company has executed individual documents for increased fund based & non fund based working capital facilities with BOB Rs. 92mn , ING Vysya Bank RS. 147.5mn and ABN Amro Rs. 50 mn. totaling Rs. 289.5 mn.

Term Loans

Name of the Bank	**Facility sanctioned**	**Interest**	**Repayment**	**Installment Amount**	**Security**
Industrial Development Bank of India Limited	Term Loan of Rs. 130. million	11.00% p. a. Fixed	Repayable quarterly installment last installment due on January 2010.	4 Installment of Rs.3.0 mn, 4 Installment of Rs.5.0 mn, 4 Installment of Rs. 5.5 mn , 4 Installment of Rs.6.0 mn & 4 Installment of Rs.7.0 mn	Secured by first charge on all immovable/Movable assets of Daman Unit I,II& Baddi Unit and second pari passu charge on all current assets of the Company
Industrial Development Bank of India Limited	Term Loan Rs.44 million	8.75 Fixed	Repayable quarterly installment last installment due on April 2008.	11 Installment of Rs. 3.6 mn & 1 Installment of Rs. 4.4 mn	First Charge on land & Building ,Plant & machinery of Hosur Unit and second pari passu charge on all current assets of the Company
ING Vysya Bank Limited	Term Loan of Rs.100 million	IVRR less 3% p. a	Repayable monthly installment	48 Installment of Rs. 2.08 mn	Secured by first charge on all immovable/Movable

			last installment due on March 2009.		assets of Daman Unit I,II& Baddi Unit I and second pari passu charge on all current assets of the Company
ING Vysya Bank Limited	Term Loan Rs.50 million	IVRR less 3.75% p. a.	Repayable monthly installment last installment due on November 2010.	48 Installment of Rs. 1.04 mn	Secured by first charge on all immovable/Movable assets of Daman Unit I,II& Baddi Unit I And New Unit Baddi & Pantnagar and second pari passu charge on all current assets of the Company
State bank of Saurashtra	Term Loan of Rs. 95.5 million	BPLR less 2..5% p. a.	Repayable monthly installment last installment due on Jan. 2011.	48 Installment of Rs. 1.99 mn	Secured by first charge on all immovable/Movable assets of Daman Unit I,II& Baddi Unit I And New Unit Baddi & Pantnagar and second pari passu charge on all current assets of the Company
Infrastructure Leasing & Financial Services Limited	Term loan Rs. 363.18million	11.50% p. a.	Yearly Installment due on March 2007	Entire amount payable on maturity of loan i.e march ,2007 or receipt of IPO proceeds whichever is earlier	Pledge 5,850,126 equity shares of Rs. 10 each TPL (earlier known as Tainwala Polycontainers Limited.) Pledge of 5,496,750 Equity Shares of Rs.10/- each of TTL held by Time Exports Pvt. Limited, Vishwalaxami Trading and Finance Pvt. Limited and Time Securities Services Pvt. Limited.
UTI Bank Limited	Rs. 40 million	9.25 % p. a. Fixed	Repayable monthly installment last installment due on October 2007.	60 Installment of Rs. 0.67 mn	Specific Charge on Blow Mouldings Machines

Financial Indebtedness of Shalimar Packaging Pvt. Ltd. ("**SPPL**") **(**Now merged with our Company.**)**

Name of the Lender	**Facility sanctioned**	**Interest**	**Repayment Terms**	**Installment Amount**	**Security**
State Bank of Saurashtra	Fund Based Working Capital of Rs. 57.5 million and Non-Fund Based Working Capital of Rs. 28.5 million aggregating to Rs. 86 million	BPLR plus 1.5% p. a.	N A	N A	Hypothecation of all stocks of raw material and stores , Good in process, Finished goods , book debts , packing material and stores and spares etc. All current assets of Daman & Baddi unit of erstwhile SPPL, present & future
State Bank of Saurashtra	Medium Term Loan 45 million	BPLR less 1% p. a.	Repayable monthly installment last installment due on Dec. 2010.	60 Installment of Rs. 0.75 mn Each	First Paripassu Charge on land &Building ,Plant & machinery, situated at Daman & Baddi unit of erstwhile SPPL and second pari passu charge on current assest of the Company
State bank of Travancore	Term Loan Rs.43 million	10% p.a. Floating	Repayable monthly installment last installment due on Jan. 2011	60 Installment of Rs. 0.72 mn Each	First Paripassu Charge on land & Building, Plant & machinery, situated at Daman & Baddi unit of erstwhile SPPL and second pari passu charge on current assest of the Company

Financial indebtedness of Oxford Mouldings Pvt. Ltd ("**ÓMPL**") (Now merged with our Company)

Name of the Bank	Facility sanctioned	Interest	Repayment	**Installment Amount**	Security
UTI Bank Ltd.	Fund Based Working Capital of Rs. 151 million and Non Fund Based Working Capital of Rs.139 million aggregating to Rs. 290 million	BPLR less 2%.	N. A.	NA	First pari passu charge on all the current assets of the company First pari passu charge on 101A Todi Complex, Andheri office & fixed assets and land at Daman & Sahibabad units of erstwhile OMPL.

UTI Bank Ltd	Term Loan of Rs. 52 million	BPLR less 2.5% p. a.	Repayable quarterly installment last installment due on Oct. 07.	. 4 Installment of Rs. 4.00 mn, 4 Installment of Rs. 5.00 mn, 2 Installment of Rs. 5.3 mn & 1 Installment of Rs.5.4 mn.	First Charge on Immovable /movable of OMPL Supermaid - I ,Fixed assets of OMPL Supermaid – II and second pari passu charge on current assest of the Company
UTI Bank Limited	Term Loan of Rs. 24 million	BPLR less 2.5%.	Repayable monthly installment last installment due on Nov. 06.	60 Installment of Rs.0.4 mn Each.	First Paripassu Charge on land & Building ,Plant & machinery, situated at Daman, Sahibabad, and Andheri premises of erstwhile OMPL and second pari passu charge on current assest of the Company
UTI Bank Limited	Term Loan of Rs. 56 million	BPLR less 3% p. a.	Repayable monthly installment last installment due on Dec. 2012.	60 Installment of Rs. 0.93 mn Each.	First Charge on Immovable/movable of Mahad Unit of erstwhile OMPL and second pari passu charge on current assest of the Company

Financial Indebtedness of our wholly owned Subsidiary Elan Incorporated FZE, Sharjah (“ELAN”)

Name of the Bank	Facility sanctioned	Interest	Repayment	Installment amount	Security
Export Import Bank of India (“**EXIM Bank**”)	USD 3.75 million (appx. Rs.165mn)	US$ 6 months LIBOR+275 BPS payable quarterly	Repayble quarterly instalment last istallment due on OCT.2012 .	20 instalment of USD 187500 each	1) First charge on the fixed assets of the company located at SAIF zone ,Sharjah 2) Pledge of 51% equity take of élan incorporated Fze UAE held by TTL. 3) Corporate guarantee of TTL

Guarantees given by our Company

1. Our Company has executed Guarantee dated January 27, 2004 in favour of State Bank of India having its branch at Industrial Finance Branch, Andheri (east) Mumbai for the working capital facilities of Rs. 188.5 million granted by State Bank of India to our joint venture Time Mauser Industries Pvt. Limited (formerly known as Qpak Industries Pvt. Limited) ,where in our company is holding 49% shareholding.

2. Our Company has executed Guarantee dated September 30, 2006 in favour of State Bank of India having its Industrial Finance Branch at Andheri East for the working capital facilities of Rs. 167.5 million granted by State Bank of India to our subsidiary TPL Plastech Limited, wherein our company is holding appx. 75% shareholding.

3. Our Company has executed Guarantee dated October 6, 2006 in favour of EXIM Bank to secure Dollar of USD 3.75 million (appx. Rs. 165mn) granted to our wholly own subsidiary Elan Incorporated FZE, Sharjah.

4 Our Company has executed a Guarantee dated December 17, 2005 in favour of State Bank of India having its Industrial Finance Branch at Andheri East for the credit facilities of Rs.100 million to our Promoter viz. Vishwalaxmi Trading & Finance Pvt. Ltd

SECTION VI - LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as described below, as of the date of this Draft Red Herring Prospectus:

(a) there are no litigations against our Company or against any other company whose outcome could have a materially adverse effect of the position of our Company;
(b) there are no litigations against our directors involving violation of statutory regulations or alleging criminal offence;
(c) there are no pending proceedings initiated for economic offences against our Company or our directors;
(d) there are no past cases in which penalties were imposed by the concerned authorities on our Company or our directors;
(e) there are no outstanding litigations, defaults, etc., pertaining to matters likely to affect operations and finances of our Company or our subsidiaries, including disputed tax liabilities, prosecution under any enactment in respect of Schedule XIII to the Companies Act, 1956 (1 of 1956);
(f) there are no instances where our Company owes a sum exceeding Rs. 1 lakh which is outstanding for more than 30 days to any small scale undertaking(s);
(g) there are no pending litigations in which our Promoters and/or our Group Companies are involved, there are no defaults by our Promoters and/or our Group Companies to financial institutions / banks, there are no instances of non-payment of statutory dues and dues towards instrument holders like debenture holders, fixed deposits, and arrears on cumulative preference shares by the promoters and the companies/ firms promoted by the Promoters;
(h) there are no instances of pending litigations, defaults, etc. in respect of companies / firms / ventures with which the promoters were associated in the past but are no longer associated (in case their names continue to be associated with the litigation);
(i) there are no litigations against our Promoter involving violation of statutory regulations or alleging criminal offence;
(j) there are no pending proceedings initiated for economic offences against Our Promoters, companies and firms promoted by our Promoters;
(k) there are no past cases in which penalties were imposed by the concerned authorities on our Promoters and/or our Group Companies;
(l) there are no pending litigations, defaults, instances of non payment of statutory dues, proceedings initiated for economic offences / civil offences (including the past cases, if found guilty), no instances of any disciplinary action taken by the Board / stock exchanges against our Promoters and their other business ventures (irrespective of the fact whether they are companies under the same management with our Company as per section 370 (1B) of the Companies Act, 1956);
(m) there are no pending litigations, defaults, instances of non payment of statutory dues, proceedings initiated for economic offences / civil offences (including the past cases, if found guilty), no instances of any disciplinary action taken by the Board / stock exchanges against our Company or our Directors.

CASES/APPEALS BY AND/OR AGAINST OUR COMPANY:

(A). <u>By Our Company:</u>
I. <u>Income Tax Litigation:</u>

1. Block Assessment Years 1990 to 14.11.2000.
(Income Tax)

A search action conducted on our Company on 14/11/2000 and certain documents were found and seized. The DCIT had assessed our Company under section 158BC of Income Tax Act, 1961(for Block Assessment) and passed order dated 31/12/2002 claiming tax of Rs. 134,869/- along with interest of Rs. 8,429 (aggregating to Rs. 143,298/-) payable on certain undisclosed income. Our Company has already paid Rs.143,298/-. However, against the said order, our Company had filed an appeal before the Commissioner of Income Tax (Appeals) which was dismissed by its order dated 04/07/2003. Therefore, Our Company has filed an Appeal dated 10/09/2003 before ITAT against the aforesaid order and the same is pending.

2. Assessment Year 1997-98
(Income Tax)

Our Company has not claimed depreciation in respect of assets relating to Daman Unit as well as Baddi Unit pursuant to the option available to our Company for claiming depreciation under the Income Tax Act. This view has been adopted by our Company based on a High Court decision which has not been accepted by the Department. However, our Company was eligible for deduction under section 80IA for 100% of the profit. The Department assessed income after considering depreciation and passed order dated 05.01.2000 u/s- 143(3) of the Income Tax Act. Therefore, our Company had filed an appeal before Deputy Commissioner (Appeals) who dismissed the appeal by its order served on our Company on 13/2/2001. Our Company has now filed an appeal before the Appellate Tribunal ("**ITAT**") against the order made by the Deputy Commissioner (Appeals). The same is pending.

3. Assessment Year 2001-02
(Income Tax)

Our Company had shown other income (rent income) of Rs. 2,069,807 and claimed deduction u/s-80IB in respect of the same which was disallowed by Deputy Commissioner of Income Tax. The assessing Officer levied penalty of Rs. 818,600/- under section 271(1)(c) and also issued demand notice for the same. The Company filed an appeal before Commissioner of Income Tax (Appeals) against the notice of demand dated 30/1/06 issued by Deputy Commissioner of Income Tax for Rs. 818,600. The appeal was filed on 21/2/2006 and the same is pending.

4. Assessment Year 2003-04
(Income Tax)

In calculating the book profits, the Assessing officer had disallowed the claim of depreciation amounting to Rs. 23,118,328 and had also added Rs. 3,772,142 on account of excise duty on closing inventory as per section 145A of the Income Tax Act. Accordingly, Assessment order dated 15/3/2006 under section 143(3) was passed and the demand was made for Rs. 2,702,642. Our Company had filed an appeal before Commissioner of Income Tax (Appeals) against the said order. The Commissioner of Income Tax (Appeals) passed the order allowing Rs. 3,772,142 on account of Excise duties vide its order dated 29/09/2006. Our Company has already deposited Rs. 1,352,000/- against the said demand. Our Company has preferred an appeal on 15/11/2006 against the said order in ITAT on account of disallowance of Depreciation and the same is pending.

5. Assessment Year 2000-01
[Oxford Moulding Pvt. Ltd. - Now merged with our Company]
(Income Tax)

Our Company had claimed deduction under section 80IB of Income Tax Act and accordingly did not claim depreciation. Our Company submitted that the claim of depreciation is optional and wherever no such claim is being made in computation of income, it can not be thrusted upon. Assessing officer had thrusted the allowance of the depreciation amounting to Rs. 14,535,910 and passed assessment order dated July 19, 2005 under section 143(3) r/w section 147 of the Income Tax Act, 1961 demanding "NIL" tax duty. Our Company filed an appeal before Commissioner of Income Tax (Appeals) bearing Appeal No. CIT(A) VIII/IT-374/2004-05 against the said order, which was dismissed by its order dated 19/7/2005. Therefore, our Company made an Appeal to ITAT against the said order. The appeal is pending.

6. Assessment Year 2001-02
[Oxford Moulding Pvt. Ltd. - Now merged with our Company]
(Income Tax)

Our Company had claimed deduction for interest income on NSC and Fixed Deposit aggregating to Rs. 468,778/- as deduction under section 80IB of Income Tax Act. However, the Assessing Officer treated such Interests as Other income and therefore, disallowed deduction under section 80IB. Our Company was also claiming deductions under section 80IB and therefore was not claming depreciation. However, Assessing Officer had thrusted the allowance of the depreciation amounting to Rs. 20,851,605 and disallowed interest income of Rs. 468,778 by its order dated 27/02/04 passed under section 143(3) and also raised a demand of Rs. 2,144,896. In response to the demand made by the Assessing Officer, our Company had applied for rectification of order under section 154 of the Income Tax Act, 1961. After rectification demand was reduced to Rs. 6,91,806/- as tax demand and Rs. 236,314/- as interest levied. Our Company has already paid the amount demanded by the Income Tax Department and further filed an appeal before Commissioner of Income Tax (Appeals) against the said order, which was dismissed by its order dated 25/08/2004. However, our Company has filed an Appeal on 04/10/2004 to ITAT against the said order and the same is pending.

7. Assessment Year 1999-00
[Shalimar Packaging Private Limited - Now merged with our Company]
(Income Tax)

Our Company had claimed deduction under section 80IA of Income Tax Act and accordingly did not claim depreciation. Assessing officer recalculated the Income and Assessment order dated 30.1.2006 was passed, whereby he had thrusted the allowance of the depreciation amounting to Rs. 11,454,474 and also assessed interest accrued of Rs. 45,393 on Bank FD as Income under the head "Income from other Sources". However, after recalculating the income, demand notice was sent for payment of sum of Rs. "NIL". Our Company filed an appeal before Commissioner of Income-Tax (Appeals) against the said order passed under section 143(3) read with section 147 of Income Tax Act, 1961. The same is pending.

8. Assessment Year 2000-01
[Shalimar Packaging Private Limited - Now merged with our Company]
(Income Tax)

Our Company had claimed deduction under section 80IA of Income Tax Act and accordingly did not claim depreciation. Assessing officer recalculated the Income and Assessment order dated 30/01/2006 was passed, whereby the authority had thrusted the allowance of the depreciation amounting to Rs. 8,659,008. After recalculating the income, demand notice was sent to our Company for payment of sum of Rs. 62,017/-. Our Company has filed an appeal before Commissioner of Income-Tax (Appeals) against the said order passed under section 143(3) read with section 147 of Income Tax Act, 1961. The appeal is pending.

9. Assessment Year 2000-01
[Shalimar Packaging Private Limited - Now merged with our Company]
(Income Tax)

Our Company had claimed allowances of certain expenditure which were disallowed by the Assessing Officer. The demand of Rs. 65,824/- was raised by the Assessing Officer by its assessment order passed under section 143(3) read with section 263 of Income Tax Act, 1961. Our Company filed an appeal to CIT (Appeals) which was dismissed by CIT (Appeals). Our Company has already paid the amount demanded. However, our Company made an Appeal dated 20/12/2004 to ITAT against the said order and the same is pending.

10. Assessment Year 2002-03
[Shalimar Packaging Private Limited - Now merged with our Company]
(Income Tax)

Our Company had claimed allowances of certain expenditure which were disallowed by the Assessing Officer by its order passed under section 143(3) of Income Tax Act, 1961. Our Company filed an appeal to CIT (Appeals) which was partly allowed by CIT (Appeals) and disallowed the interest income of Rs. 346,345/-. There was no tax demanded from our Company. However, our Company made an Appeal dated 27/10/05 to ITAT against the said order and the same is pending.

11. **Assessment Year 2003-04**
[Shalimar Packaging Private Limited - Now merged with our Company]
(Income Tax)

Our Company had claimed deduction for Interest on deposit kept as margin money for Letter of Credit under section 80IB as business income which was disallowed by the Assessing Officer by its assessment order dated 08.02.2006. However, after recalculating the income, demand notice was sent for payment of sum of Rs.14,344/-. Our Company has filed an appeal before Commissioner of Income-Tax (Appeals) against the said order passed under section 143(3) of Income Tax Act, 1961. The appeal is pending.

II. Sales Tax Litigations:

1. **Assessment Period 01/04/2002 to 31/07/2002**
Oxford Moulding Pvt. Ltd. (Now merged with "TTL")

Our Company had received Provisional Assessment order dated 25/09/2002 for the period from 01/04/2002 to 31/07/2002 levying tax of Rs. 590,241 under APGST Act, 1957 alleging that it relates to sales of moulded furniture purchased locally with tax paid under a brand name "Regal" under Section- 5AA of the Act. Accordingly, a demand notice dated 25/09/2002 was issued by Assessing Authority, Hyderabad demanding a sum of Rs. 590,241/-. Against the said order, our Company had filed appeal dated 27/11/2002 before Appellate Deputy Commissioner (CT) which was dismissed by its order dated 18/02/2003. Thereafter, our Company has filed further appeal before Sales Tax Appellate Tribunal which is pending. Simultaneously, our Company had also filed application dated 14/05/2005 before the Additional Commissioner for stay of collection of balance disputed tax of Rs. 5,90,241, which was rejected vide its order dated 17/02/2006. Thereafter, the Commercial Tax Officer, Hyderabad had issued notice dated 02/03/2006 directing our Company to pay Rs. 590,240/- within 3 days. Against the said rejection, our Company has field writ petition before High Court of Andhra Pradesh seeking direction for prohibiting the Commercial Tax Officer from taking any coersive steps for collection of disputed demand of Rs. 5,90,241 pending disposal of appeal before Sales Tax Appellate Tribunal. High Court of Andhra Pradesh has by its order dated 17/03/2006 granted an unconditional stay till the disposal appeal and also directed our Company to deposit 25% of the disputed tax on or before 31st March, 2006 and also to pay another 25% within 2 weeks thereafter which is paid by our Company.

2. **Oxford Moulding Pvt. Ltd. (Now merged with "TTL")**
Assessment Year: 2002-03

Assessment order dated 31/03/2006 for the Assessment Year 2002-03 levying tax of Rs. 430,064/- under APGST Act, 1957 alleging that it relates to sales of moulded furniture purchased locally with tax paid under a brand name "Regal" under Section- 5AA of the Act. Accordingly, Commercial Tax Officer has issued a demand notice dated 31/03/2006 to our Company demanding a sum of Rs. 430,064/-. Against the said order, our Company has filed appeal dated 24/06/06 before Appellate Deputy Commissioner (CT) and the same is pending.

III. Excise/Service Tax Litigations:

1. **Time Packaging Ltd. (now known as "TTL") V/s. The Commissioner of Central Excise:**
Appeal No. E/2070/04:

The Appellant has availed CENVAT credit of 100% on the capital item which is received and removed in the same financial year. The Respondent is of the view that the Appellant is eligible to avail CENVAT only of 50% in the current year and balance 50% in the next year. Show cause notice dated 04/03/2002 was issued on the appellants alleging short payment of duty of Rs. 835,060 on moulds cleared by the appellants. The respondents claimed that capital items were transferred by the Appellants without adopting correct value. The Appellant through their defense replies dated 03/04/2002, 11/07/2002 and

20/11/2002 denied the allegations. Assistant Commissioner through order-in-original dated 29/11/2002 imposed duty of Rs. 642,349/-, and imposed penalty of Rs. 15,000 and interest. Therefore, the appellant filed an appeal to the Commissioner (appeals) which was rejected by the Commissioner (Appeals) vide its Order-in- Appeal dated 31/03/04. Therefore, the Appellant filed an appeal before CESTAT, wherein the appellant was directed to deposit Rs. 200,000/- by its order dated 30/11/2004 which has already been deposited by the appellant on 28/12/2004. Thereafter, the matter is pending for further hearing.

2. **Time Packaging Ltd. (now known as "TTL") V/s. The Assistant Commissioner of Central Excise, Hosur Division, Chennai**.
Appeal No. 10/2005:

The Appellant has paid Royalty and know-how fees to Mauser of Germany (Collaborator). Excise department has claimed that Royalties & Know-how fees are chargeable to Service Tax with effect from 1999-2000 and accordingly duty was calculated of Rs. 31,888/- and Penalty of Rs. 32,888/- by its order dated 25/04/2005. The Appellant disputed the claim and has filed an appeal against the said order before Commissioner of Central Excise (Appeals) which is pending.

3. A show cause notice dated March 27, 2006 was issued by the Joint Commissioner of Central Excise, Daman claiming that our Company had cleared inputs as such to its sister concern units by adopting the same assessable value and reversing the same credit availed at the time of receipt of input during the period specified therein. The Excise Department claims that if the removal of goods is made for transfer to a sister unit, the valuation should have been done @115% of the total cost of such input. The Excise Department accordingly claims that excise duty of Rs.1,413,128/- has been short paid by the Company. The show cause notice was issued seeking explanation as to why the differential duty of Rs. 1,413,128/- with penalty and interest should not be recovered from the Company. The Company has filed its reply to the said show cause notice by its letter dated 21st April, 2006 denying the claims. Order dated August 31, 2006 was passed by the Joint Commissioner demanding the aforesaid differential Excise Duty of Rs.1,413,128/- along with penalty of Rs.1,413,128/- and interest. Our Company has filed an Appeal before Commissioner Central Excise & Customs (Appeals) on November 13, 2006 and the same is pending.

IV. Civil Suit for Recovery of Dues

Sr. No.	Arbi-trn. Suit No./ Petn. No.	Date of Filing	Clai-mant/ Plain-tiff/ Peti-tioner	Respon dent / Defend ant	Name of the Court/ Arbitration Panel	Nature of the case	Amount under consideration (in rupees)	Present Status
1.	Civil Suit No. 257 of 1999.	14/06/99	M/s Time Packaging Ltd. (now known as "TTL")	Core Organics Ltd. & Others.	Civil Judge, Senior Division, Chandigarh	The Plaintiffs have filed civil suit for the recovery of the amount due from the defendants.	313,100 plus interest of Rs. 56,358 = 369,458	The defendant has paid Rs. 78,275 and decree dated 31/07/2002 was passed against the defendant for the balance Rs. 291,183. The execution is in process.

V Suit for Mandatory Injunction:

Time Packaging Ltd. (now known as "TTL") V/s. Sh. Haru

Our Company has filed this suit before Civil Judge, Senior Division, Nalagarh dated 01.02.06 against Sh Haru seeking mandatory Injunction. Sh. Haru had entered into an agreement dated 28/10/2005 to sell a plot of land (i.e. 3 bighas and 17 biswas ("**the suit land**") constituting 2/3rd share out of total land admeasuring 5 bighas and 15 biswas) situated at Thane (H. P.) to our Company for total consideration of Rs. 30,80,000/-. Our Company has also paid Rs. 616,000/- as earnest money to Sh. Haru. Under the said agreement, the Sh. Haru had undertaken to get the suit land separated by way of getting the partition of the same, but Sh. Haru has not applied for the same, nor does Sh. Haru assist our Company for getting the permission to purchase the suit land. The cause of action for filing the above titled civil suit for mandatory injunction has already arisen, but cause of action for filing the suit for main relief of possession by way of specific performance of the said agreement will arise later on. Therefore, our Company has filed application under Order 2 Rule 2 of Code of Civil Procedure seeking leave to reserve his right to file suit for granting decree of specific performance of agreement dated 28.10.05 against Sh. Haru. Our Company has also filed suit for mandatory injunction under O. 7, R. 1 of Code of Civil Procedure seeking direction to be issued to Sh. Haru for getting partition of the suit land from the other co-owner and to get the possession thereof. The application under order 2 Rule 2 and suit for mandatory injunction both are pending.

VI. <u>Writ Petitions:</u>

Sr. No.	**Arbi-trn. Suit No./ Petn. No.**	**Date of Filing**	**Clai-mant/ Plain-tiff/ Peti-tioner**	**Respondent / Defendant**	**Name of the Court/ Arbitration Panel**	**Nature of the case**	**Amount under consideration (in rupees)**	**Present Status**
1	Writ Petition No. 1965 0f 2003	-	Time Packaging Limited. (now known as "TTL".)	Union of India & Others.	High Court, Mumbai.	The Central Excise officials visited Petitioner's factory where they found discrepancies in the stock of final products as well as raw materials. Show-cause notice was issued to which Petitioner did not reply and ex-parte order dated 24/11/1997 was passed. Petitioner filed Appeal to the Commissioner (Appeals). In the meantime, by Finance Act, 1998, the Central Government introduced a scheme for settlement of tax disputes known as "Kar Vivid Samadhan Scheme" ("KVSS") which was availed by the Petitioner and certificate to that effect was received from the designated authority and accordingly duty of Rs. 162,284 was determined under KVSS which was paid by the petitioners. However, Assistant Commissioner of Central	242,667/-	The matter is pending for hearing.

						Excise informed the Petitioner that since they have not produced the proof of payment of the sums determined, the benefit of KVSS can not extend to them. However, our Company had paid this amount by cheque on 20/03/99 which was cleared on 23/03/1999. However, the commissioner of Central Excise reconed the period of 30 days w.e.f. 23/03/99 and thereby denied the issuance of the discharge certificate. Pending issuance of discharge certificate under KVSS, the Commissioner (Appeals) directed the Petitioner to deposit entire duty with penalty within 15 days. Further, Superintendent of Central Excise directed Mr. Bharat Vageria, Director of Petitioner to deposit personal penalty of Rs. 100,000/-. Against the said order, the Petitioner fled Writ Petition in the High Court.		

VII. Litigations relating to Intellectual Property Rights:

Sr. No.	Arbtrn. Suit No./ Petn. No.	Date of Filing	Claimant/Plaintiff/ Petitioner	Respondent/ Defendant	Name of the Court/Arbitration Panel	Nature of the case	Amount under consideration (in rupees)	Present Status
1.	Suit No. 1210 of 2004	16th April, 2004	1. M/s. Mauser Werke GmbH 2. Time Packaging Ltd. (now known as “TTL”.)	1. M/s. BSA Polycontainer. 2. Mr. Bijay Kumar Agarwal. 3. M/s. Supreme Die Works.	High Court, Mumbai.	Plaintiffs filed the suit for infringement of “patent” and “design” of which Plaintiff No. 1 is the owner and Plaintiff No. 2 is the user. The suit is filed seeking Permanent Injunction restraining the infringement, damages for infringement and accounts of profits and delivery for destruction of infringed/ pirated goods. On filing the suit, the Plaintiffs obtained an interim order dated 22.04.2004 granting ad-	Damages claimed Rs. 80,00,000/- with Interest @10 % p.a. OR Account of profit	The Notice of Motion came for hearing which confirmed the injunction order on 15/03/2005. Defendant No. 1 & 2 consented to handover top and bottom portion of the mould used for manufacture of

				4. Mr. Jairam Vargaokar.		interim injunction, ordering appointment of Court Receiver, and, ordering delivery of goods and moulds to Court Receiver. The Court Receiver took possession of the goods on 27.04.2004. Against this, the Defendant No. 1 & 2 took out Notice of Motion and secured order dated 21/05/2004 modifying the order dated 22.04.2004 by which the ad-interim order continued but the order regarding delivery of goods and moulds to the Court Receiver for destruction as being relief of final nature was set aside. Court also ordered desealing the tools and equipments. The Plaintiffs filed an Appeal against the said modification of order. Order dated 08.12.05 was passed by the Appeal Court whereby the Defendant No. 1 & 2 gave undertaking in terms of (a) abide by injunction till further order of the Court (b) Goods and Moulds mentioned in the Court Receiver Report will be retained by the manufacturer / Defendant at their factory premises.	s	infringing goods to the Court Receiver. In addition, the Plaintiffs have further filed Notice of Motion for contempt of Court Order dated 22.04.2004 and 21.05.2004. The matter is pending for final hearing. Court Order dated 15.03.2004 vacated ad interim injunction against def. 3 & 4. Plaintiffs preferred appeal and the same is pending.
2.	Suit No. 2454 of 2004	-	1. M/s. Mauser Werke GmbH 2. Time Packaging Ltd. (now known as "TTL".)	1. M/s. Supreme Die Works. 2. Jairam Vargaokar. 3. Plasticon Industries. 4. Pragati Switches Pvt. Ltd. 5. Nitin Sanghvi. 6. M/s. Rainbow Packaging Pvt. Ltd. 7. Rajesh	High Court, Mumbai	The Plaintiff No. 1 is the owner of certain patents and designs and Plaintiff No. 2 is the user of the same pursuant to the know-how license arrangement entered into by and between Plaintiff No. 1 & Plaintiff No. 2. The Plaintiffs have filed suit for infringement of its patent and designs and also for damages.	Damages claimed Rs. 2,50,000/- with Interest @10 % p.a. OR Account of profits	The Plaintiff obtained ad-interim relief for taking inventory of goods by Order of the Court in Notice of Motion No. 2392 of 2004 dated 23.08.2004. The matter is pending.

				R. Makwana.				
3.	Suit No. 2455 of 2004.		1. M/s. Mauser Werke GmbH 2. Time Packaging Ltd. (now known as "TTL".)	1. M/s. Supreme Die Works. 2. Mr. Jairam Vargaokar 3. M/s. Naman Plastic Processors Ltd. 4. Mr. Chakor Shah. 5. M/s. Vin Plasticizer Pvt. Ltd. 6. Mr. Naveen Chandra Shah.	High Court, Mumbai.	The Plaintiff No. 1 is the owner of certain patents and designs and Plaintiff No. 2 is the user of the same pursuant to the know-how license arrangement entered into by and between Plaintiff No. 1 & Plaintiff No. 2. The Plaintiffs have filed suit against the Defendants for infringement of its patent and designs and also for damages.	Damages claimed Rs. 2,50,000/- with Interest @10 % p.a. OR Account of profits	In Notice of Motion No. 2391 of 2004, an interim order dated 25/07/2006 was passed granting injunction against the Defendants No. 3 and 5 (drum manufacturers). The Court Receiver was also ordered by the court to seize the goods of Defendants No. 3 and 5. The said Defendants No.3 and 5 have filed an appeal challenging the said interim order dated 25/07/2006. Appeal is admitted.

VIII. Complaints filed under section 138 of Negotiable Instrument Act / under Section 420 of IPC (having claims above Rs. 1 million):

Sr. No.	Arbi-trn. Suit No./ Petn. No.	Date of Filing	Clai-mant/ Plain-tiff/ Peti-tioner	Respondent / Defendant	Name of the Court/ Arbitration Panel	Nature of the case	Amount under consideration (in rupees)	Present Status
1.	CC No. 79/S/02 (193/SS/05)	April 9, 01	M/s. Supermaid (A division of OMPL) (now merged with our Company)	1. M/s R.K. Plastics 2. Mr. Sanjive R. Kapoor, Prop. Of M/s R.K. Plastics	Metropolitan Magistrate's Court, 44th Court at Andheri, Mumbai.	Accused was a distributor of the Complainant. Pursuant to order placed by the accused, the Complainant sold and delivered goods. The cheque issued in consideration thereof was dishonoured on 24/02/2001 with remark "Payment stopped by the drawer". Therefore, the Complainant filed the Complaint.	1,150,000/-	Arrest warrant was issued against Accused No. 2. The next date of hearing is on 09/02/2007.

2.	CC No. 443/S/ 2003(963/SS/ 05)	September 19, 2003.	M/s. Supermiad (A division of OMPL) (now merged with our Company)	Mr. N. Parameswaran, Proprietor, M/s. Master Marketing Agency	Metropolitan Magistrate's Court, 44th Court at Andheri, Mumbai.	Accused was a distributor of the Complainant. Pursuant to order placed by the accused, the Complainant sold and delivered goods. The cheque issued in consideration thereof was dishonoured on 16/06/2003 with remark "Exceeds arrangement". Therefore, the Complainant filed the Complaint.	1,180,701/-	Arrest warrant was issued against Accused. The next date of hearing is on 01/03/2007
3.	CC No. 1483/S /02	November 2, 2002	M/s. Supermiad (A division of OMPL) (now merged with our Company)	Mr. Arjun R. Agarwal. Mr. Babulal R. Agarwal.	Metropoli-tan Magist-rate's Court, 22nd Court at Andheri, Mumbai	Accused placed an order, pursuant to which the Complainant sold and delivered goods. Accused failed to make payment. Therefore, the Complainant filed the Complaint for offence of cheating u/s-420 of the Indian Penal Code. However, order for summons was issued only against Mr. Mr. Arjun R. Agarwal. The Accused No. 1 has filed application for discharge of accused under section 245(2) of Code of Criminal Procedure, 1973 and has also filed application under section 205 of Code of Criminal Procedure for exemption from personal appearance.	1,249,599/-	The complainant has filed reply to both the above applications under section 245(2) and 205. The next date of hearing is on 12/02/2007.
4.	CCNo 1253/S /02	March 11, 2002	M/s. Supermiad (A division of OMPL) (now merged with our Company)	Mr. S. A. Kannan	Metropolitan Magistrate's Court, 22nd Court at Andheri, Mumbai.	Accused was entrusted with job to appoint dealers, distributors and super stockists in the region of "Tamilnadu". The Accused, by misusing his powers and exceeding his authority, had given long term credit to parties having close relations with him and thereby cheated the complainant. Therefore, the complainant has filed complaint for committing offence of cheating u/s-418.	-	The next date of hearing is on 30/01/2007.
5.	CC No. 28-S/03	5th December, 2002	M/s. Supermiad (A division of OMPL) (now merged with our Company)	1. M/s. Sharda Inter Furn. 2. Mr. Bhavin Shah, Partner. 3. Mr. Niraj Shah, Partner.	Metropoli-tan Magist-rate's Court, 22nd Court at Andheri, Mumbai.	The Accused No. 1 was distributor of the Complainant who dishonestly made Complainant to extend the credit facility beyond its normal limits. Accused No. 2 and 3 signed MOU and promised to pay on behalf of Accused No. 1. Accused No. 2 & 3 could not honour the promise and thereby cheated the Complainant. Therefore, the Complainant filed Complaint for cheating under section 420 of the Indian Penal Code.	1,148,877/-	Notice was issued against accused No. 2 & 3 for their appearance. The next date of hearing is on 02/01/2007.
6.	CC No. 449/M/	September	M/s. Supermiad (A	Mr. Kishan Agarwal,	Metropolitan Magistr	The Accused was distributor of the Complainant. Pursuant to the order placed by the	1,056,376/-	The matter is pending. The next date of

	2003.	30, 2003	division of OMPL) (now merged with our Company)	Proprietor of M/s. Popular Enterprises.	ate's Court, 22nd Court at Andheri, Mumbai.	accused, the Complainant sold and delivered goods. However, Accused did not make payment. Therefore, the Complainant has filed Complaint for cheating under section 420 of the Indian Penal Code.		hearing is on 20/02/2007.

In addition to the litigations as stated hereinabove, there are 186 complaints (where the amount claimed is Rs. 1 million or less) filed by our Company under section 138 of Negotiable Instrument Act, 1881 and/ or under Section 420 of IPC against our customers/distributors whose cheques have been bounced from time to time/recovery of the outstanding dues. The total claims made by our Company are aggregating approximately Rs. 41.7 million. However, the recovery of the claims will depend upon the success in the litigations and actual recovery in the matter.

IX. Winding Up Petitions:

Sr. No.	**Arbi-trn. Suit No./ Petn. No.**	**Date of Filing**	**Clai-mant/ Plain-tiff/ Peti-tioner**	**Res-pon-dent / Defen-dant**	**Name of the Court/ Arbitration Panel**	**Nature of the case**	**Amoun under consi-dera-tion (in rupees)**	**Present Status**
1.	Company Petition No. 777 of 2000.	16/05/2000	M/s Time Packaging Ltd. (now known as "TTL")	M/s. Ventron Chemicals Ltd.	High Court, Mumbai.	Pursuant to various purchase orders placed by the Respondents from time to time, the Petitioners sold and delivered goods to the Respondent. However, the Respondent failed to make payment of Rs. 2,598,737.36. Therefore, the Petitioner filed Winding up Petition against the Respondent Company.	2,284,102.36 plus Interest @30% p.a.= 3,951,108.36	The Petition was accepted and was advertised on December 13, 2004 pursuant to order dated December 2, 2004. The matter is now pending for final hearing.
2.	Company Petition No. 778 of 2000.	16/05/2000	M/s Time Packaging Ltd. (now known as "TTL")	M/s. Ventron PolymersLtd.	High Court, Mumbai.	Pursuant to various purchase orders placed by the Respondents from time to time, the Petitioners sold and delivered goods to the Respondent. However, the Respondent failed to make payment of Rs. 96,571. Therefore, the Petitioner filed Winding up Petition against the Respondent.	96,571 plus Interest @30% p.a.= 159,150.35	The Petition was accepted and advertised on December 13, 2004 pursuant to order dated December 2, 2004. The matter is now pending for final hearing.
3.	-	-	M/s Time Packaging Ltd. (now known as "TTL")	M/s. Moti Adhesive Private Ltd.	High Court, New Delhi.	The Petitioners sold and delivered goods to the Respondent. However, the Respondent failed to make payment of Rs. 826,066. Therefore, the Petitioner filed Winding up Petition against the Respondent.	826,066 plus Interest @30% p.a.	The matter is now pending.

X. **BIFR Cases**:

Sr. No.	Arbi-trn. Suit No./ Petn. No.	Date of Filing	Clai-mant/ Plain-tiff/ Peti-tioner	Respondent / Defendant	Name of the Court/ Arbitration Panel	Nature of the case	Amount under consideration (in rupees)	Present Status
1.	Application No. 263 of 2000.	JULY 30, 2002	M/s. Time Packaging Ltd. (now known as "TTL")	M/s. Gayatri Starchkem Limited ("GSL")	Board of Industrial and Financial Reconstruction.	Pursuant to various purchase orders placed by GSL, the Applicant sold and delivered goods to GSL. However, GSL failed to make payment. The Applicant was informed by GSL that it is a Sick Company. Therefore, the Applicant filed an application with BIFR seeking permission u/s 22 of SICA, 1985 and also submitted claim application to BIFR.	1,271,687/- plus Interest @ 24% p.a.	The GSL is directed to file the comments on the said claim application. The matter is pending.
2.	Application No. 33 of 1987.	April 07, 2000	M/s. Time Packaging Ltd. (now known as "TTL")	M/s. Chemiequip Ltd. ("CL")	Board of Industrial and Financial Reconstruction.	Pursuant to various purchase orders placed by CL, the Applicant sold and delivered goods to CL. CL failed to make payment. The Applicant was informed by CL that it is a Sick Company. Therefore, the Applicant has filed an Application with BIFR seeking permission u/s 22 of SICA, 1985.	1,873,992.50/- plus Interest @30% p.a.	BIFR has directed for winding up of CL.
3.	Case No. 54 of 1996	July 29, 1998	M/s Time Packaging Ltd. (now known as "TTL")	Chemcrown (India) Limited. ("Chemcrown")	Board of Industrial & Financial Reconstruction.	The Applicant had supplied goods to Chemcrown pursuant to which an amount of Rs. 74,310.08 was due from Chemcrown. The Applicant was informed by Chemcrown that its case is pending before office of BIFR at Calcutta. Therefore, the Applicant has made Application to BIFR seeking consent under section 22 of SICA, 1985 for commencing legal proceedings against Chemcrown for recovery of amount due.	151,559.34/-	The matter is pending.

XI Potential Litigations:

1. Our Company has issued a notice dated 06/10/2005 to Ravi Dyeware Co. Limited under section 434 of the Compaies Act, 1956 for winding up, for a sum of Rs. 5,10,000/- which was due and recoverable from Ravi Dyeware Co. Limited to our Company. Our Company has not filed the winding up petition so far.

(B). CASES/APPEALS AGAINST OUR COMPANY:

I. Income Tax Litigations:

1. Assessment Year 2000-01
(Income Tax)

The Deputy Commissioner of Income Tax has disallowed certain interest paid by our Company for making investment in shares and made assessment under section 143(3) of Income tax Act thereby calculated income of Rs. 42,06,520/- and passed order dated 28/03/03 for demand of Rs. 254,977/-. Against the said order dated 28/03/03, our Company had filed appeal before the Commissioner of Income Tax (Appeals)XXIX, Mumbai, who allowed the appeal by its order dated 18/06/2004. Thereafter, the Deputy Commissioner of Income Tax has filed an Appeal before Appellate Tribunal (ITAT), Mumbai which is pending.

2. Assessment Year 2001-02
(Income Tax)

The Deputy Commissioner of Income Tax claims that the Company is claiming depreciation as per the Income Tax Act for the units where 30% deduction is available under section 80IB and not claiming the depreciation under the Income Tax Act where 100% deduction is available under section 80IB of Income Tax Act, 1961. Similarly, the Deputy Commissioner of Income Tax has also disallowed certain interest paid by our Company for making investment in shares and made assessment under section 143(3) of Income tax Act thereby calculated income of Rs. 39,14,100 and passed order dated 27/02/04 for "NIL" demand. Against the said order dated 27/02/2004, our company had filed appeal before the Commissioner of Income Tax (Appeals) XXIX, Mumbai, who partly allowed the appeal by its order dated 18/06/2004. Thereafter, the Deputy Commissioner of Income Tax has filed an Appeal before Appellate Tribunal (ITAT), Mumbai which is pending.

II. Excise/Service Tax Litigations:

4. **The Commissioner of Central Excise V/s. Time Packaging Ltd (now known as "TTL"): Central Excise Appeal No. 48 of 2005**

Excise Department claims excess of 2061 plastic drums/barrels over the recorded balance in RG-1 register. They also claimed that entries of clearances made vide few central excise invoices made but were not entered in RG-1 register and that duty was not debited to PLA or RG 23 Pt.II. Show cause cum demand notice dated 12/06/1996 was issued to the Respondent to which reply was filed by the Respondent. However, Order-in- original dated 30/12/1996 was passed by Dy. Commissioner of Central Excise & Customs against the respondent for- (i). confiscation of seized 2061 Plastic drums which may be redeemed on payment of fine of Rs. 200,000/- (ii). Excise duty of Rs. 33,000/- (iii) penalty of Rs. 50,000/- plus 20,000/-. Challenging the said order, Respondent filed an Appeal before Commissioner (Appeals) Central Excise who passed order-in-appeal dated 21/12/1999 allowing the Appeal. The Appellant filed an appeal before CESTAT who passed an order dated 29/06/2004 dismissing the appeal of the Appellant. Therefore, the appellant filed further appeal in the High Court and the same is pending.

5. A show cause notice dated April 28, 2006 was issued by the Deputy Commissioner of Central Excise, Daman claiming that our Company had cleared inputs as such to its sister concern units by adopting the same assessable value and reversing the same credit availed at the time of receipt of

input during the period specified therein. The Excise Department claims that if the removal of goods is made for transfer to a sister unit, the valuation should have been done @ 115% of the total cost of such input. The Excise Department accordingly claims that excise duty of Rs. 428,586/- has been short paid by our Company. The show cause notice was issued seeking explanation as to why the differential duty of Rs. 428,586/- with penalty and interest should not be levied on the Company. The Company has filed its reply to the said show cause notice by its letter dated May 26, 2006. The matter is pending for further hearing.

6. Our Company was claiming exemption under Notification No.32/2004-ST which has been disputed by the Service Tax authorities. A show cause notice dated May 25, 2006 bearing No.TV/17/4/2006-CERA (ST) was issued by the Deputy Commissioner of Central Excise, Hosur II Division claiming service tax plus Education Tax of Rs.227,113/- along with interest and penalty. Our Company has filed reply letter dated June 23, 2006. The matter is pending further hearing.

7. A show cause notice dated May 8, 2006 was issued by the Deputy Commissioner of Central Excise, South Daman Division claiming that our Company has availed CENVAT Credit as "input service" on the amount of service tax paid on the outward freight for transportation of finished goods and accordingly our Company has wrongly availed credit on service tax paid for outward transportation of their final products from their factory to destination of buyers and thereby the Company has wrongly availed CENVAT Credit of Service Tax for outward freight to the tune of Rs.50,974/-. The Show cause notice was issued seeking explanation as to why amount of Rs.50,974/- as aforesaid should not recovered. Our Company has filed its reply dated June, 27 2006 to the said show cause. The matter is pending for hearing.

8. A show cause notice dated May 3, 2006 was issued by the Deputy Commissioner of Central Excise, South Daman Division claiming that our Company has availed CENVAT Credit as "input service" on the amount of service tax paid on the outward freight for transportation of finished goods and accordingly the Company has wrongly availed credit on service tax paid for outward transportation of their final products from their factory to destination of buyers to the tune of Rs.113,254/-. The Show cause notice was issued seeking explanation to why amount of Rs.113,254/- with penalty and interest should not be recovered. Our Company has filed its reply dated June 2, 2006 to the said show cause. The matter is pending for hearing.

9. Our Company has received a show cause notice dated July 12, 2006 from the Deputy Commissioner of Central Excise and Customs Division South Daman claiming that M/s. J.J Polyplast Ltd., Mumbai had received the imported goods without paying proper duty and had illegally availed the inadmissible CENVAT Credit of CVD and Education Cess involved in the Bill of Entry. The said goods were ultimately purchased by our Company and our company had also availed credit of Excise duties vide RG23A based on duty paid invoices issued by the supplier. Therefore, the excise authority has issued show cause notice as to why CENVAT Credit availed of Rs. 16,639 along with interest and penalty should not be recovered from our Company. Our Company has replied to the said show cause notice by its letter dated July 31, 2006 denying the claim. The matter is pending for further adjudication.

II. <u>Summary Suit:</u>

Sr. No.	Arbitration. Suit No./ Petn. No.	Date of Filing	Claimant/ Plaintiff/ Petitioner	Respondent / Defendant	Name of the Court/ Arbitration Panel	Nature of the case	Amount under consideration (in rupees)	Present Status
1.	Summary Suit No. 2111/	15/06/2002	Sanjeev Ramavtar Kapoor, M/s R. K. Plastics.	M/s. Supermaid (a division of	City Civil Judge, Ahmedabad	The Plaintiff was a distributor of the Defendant. A cheque amounting to Rs. 1,150,000/- issued by the	1,045,826 Plus interest @ 18% Plus cost	The defendant could not file its appearance

	2002			OMPL) (now merged with our Company)		Plaintiff was dishonoured pursuant to which the Defendant has already filed complaint under section 138 of the Negotiable Instrument Act, 1881 in which non-bailable warrant was issued against the Plaintiff. Against this the Plaintiff has filed the summary suit for recovery of Rs. 603,386 towards rate difference and Rs. 442,440 towards the good returned to the Defendant, aggregating to Rs. 1,045,826.	of suit.	in time and therefore has filed application for condonation of delay for filing appearance in the matter. The matter is pending.

III. Civil Suits

Sr. No.	Arbi-trn. Suit No./ Petn. No.	Date of Filing	Clai-mant/ Plain-tiff/ Peti-tioner	Res-pon-dent / Defen-dant	Name of the Court/ Arbitration Panel	Nature of the case	Amount under consi-dera-tion (in rupees)	Present Status
1.	Suit No. 57 of 2000	15/07/1999	Moti Adhesives Private Ltd.	Time Packaging Ltd. (now known as "TTL".)	Civil Judge, Senior Division, Noida.	The Plaintiff whose dues were outstanding to the tune of Rs. 826,066.37 was customer of the defendant. The defendant had sent a notice dated 15/06/1999 to plaintiff calling upon the payment of said dues. The plaintiff by its reply dated 29/6/1999 claims that goods supplied by the defendant were sold to various customers the same were rejected by them as defective and therefore the plaintiff failed to recover the dues from their customers. Therefore, the plaintiff did not make any payment. Finally, the defendant has sent winding-up notice dated 2/07/1999. In anticipation of winding up petition, the plaintiff has filed this suit for restraining the defendant from filing the winding-up. However, the defendant has filed winding-up petition against the plaintiff as specified in "Winding up Petition" at page 182 of this Draft Red	826,066.37 plus interest @30% p.a.	The matter is pending for hearing.

						Herring Prospectus.		
2.	Civil Suit of 2003	31/10/2003	M/s. Meeru Collections & Others	M/s. Super maid (a division of OMPL) (now merged with our Company)	Court of Civil Judge, Jr. Divn., Amritsar	The Defendant had sent the legal notice to the Plaintiffs for the recovery of dues amounting to Rs. 3,96,231/-. In response to the said notice, the Plaintiffs has filed suit for Declaration to the effect that the Plaintiffs do not owe any liability of whatsoever to the defendants and further for Permanent Injunction restraining the defendants themselves through their agents, privies, friends and representatives from putting up any undue pressure upon the Plaintiffs to admit the demand for payment of Rs. 3,96,231. The Defendant has filed its Written Statement denying the declaration.	3,96,231/-	The Plaintiffs has also taken out application under O.39, R.1 and 2 read with section 151 of CPC seeking Ad-Interim Injunction restraining the Defendant from putting any undue pressure on the plaintiff to admit the demand for the payment of Rs. 3,96,231/- especially by taking undue help from Police Authorities. The defendant has filed its reply for dismissal of the said Application. The case is pending.

IV. Suits for Rendition of Accounts:

Sr. No.	**Arbi-trn. Suit No./ Petn. No.**	**Date of Filing**	**Clai-mant/ Plain-tiff/ Peti-tioner**	**Respon dent / Defen-dant**	**Name of the Court/ Arbitration Panel**	**Nature of the case**	**Amount under consi-dera-tion (in rupees)**	**Present Status**
1.	Civil Suit	-	Mange Ram, Sole proprietor of M/s. Agarwal Marketing Company	1.M/s. Supermaid (a division of OMPL) 2. OMPL (Ghaziabad)	Civil Court at Hisar	Plaintiff was a dealer of the Defendants. Suit is filed for rendition of accounts for payments made by the plaintiff between 30/09/2000 and 20/01/2001 to Defendants for supplying the moulded furniture and further for	-	The defendants have filed its Written Statement on 16/11/2002. The next date of

			.	3. OMPL (Haryana) 4. OMPL (Chandigarh)		recovery of the amount found due from Defendants after settlement of accounts.		hearing is 24/.01/2007.
2.	Civil Suit	26/07/2002	Arjun Agarwal, Proprietor of Sansar Coir Products.	1. M/s. Supermaid(a division of OMPL), 2. OMPL (Sahibabad), 3. OMPL (Chandigarh) (all now merged with our Company)	Civil Court at Hisar	The Plaintiff was a dealer of the defendant. A complaint under section 420 of Indian Penal Code was filed by the defendant against the plaintiff. The same is pending. Against the said complaint, this Counter Suit is filed by the plaintiff for Rendition of Accounts for the payments made by the plaintiff between 1/4/1999 and 14/12/2000 to defendants for supplying the Moulded furniture and further for recovery of amount found due from Defendants after settlement of accounts.	-	The defendant has filed its Written Statement on 16/11/2002. The next date of hearing is 30/01/2007.

V. Criminal Complaints against our Company and our Directors:

Sr. No.	Arbi-trn. Suit No./ Petn. No.	Date of Filing	Claimant/ Plaintiff/ Petitioner	Res-pon-dent / Defen-dant	Name of the Court/ Arbitration Panel	Nature of the case	Amount under consi-dera-tion (in rupees)	Present Status
1.	Complaint case No. 266/03	24/06/03	Raj Kumar Jain	1. M/s. SPPL (now merged with our Company) 2. M/s. OMPL (now merged with our Company) 3. Mr. Anil Jain. 4. Mr. K. Menon. 5. Mr. Raghupathy Thyagarajan. 6. Mr. Bharat	The Court of the Chief Judicial Magistrate, Ranchi.	The Complainant was a distributor of the Accused No. 2. The Complainant claims to have handed over an undated but signed blank cheque towards security deposit with Accused No. 1. The Complainant thereafter gave instruction for stop payment of the said cheque and claims to have intimated the same to the Accused. The said cheque was presented for payment by the Accused after filling the date and the outstanding amount which was dishonoured. Subsequently, the Accused No. 1 has initiated proceedings under section 138 of the Negotiable Instrument Act in which bailable warrant was issued against the Complainant. Against this,	-	As the application filed by the accused for exemption from appearance in person was disallowed by Judicial Magistrate, 1st Class, Ranchi by an order dated 08/06/06, the accused have filed Criminal Revision Petition No. 450 of 2006 in the High Court of

				Vageria. 7. Mr. Prabhakar Huddar. 8. Megha Jain.		the Complainant has filed this complaint under section 420, 467, 468 r/w 120B of IPC. Thereafter, the accused have filed Criminal Miscellaneous Petition No. 845 of 2006 in the High Court of Jharkhand at Ranchi for quashing the entire criminal proceedings in connection with Complaint No. 266/03 claiming that all the facts stated in the Complaint are false and also that Petitioners claim that majority of the processes issued by the Court from time to time were never served upon them in relation to Complaint No. 266/03 at Ranchi.		Jharkhand at Ranchi, wherein an order dated 31/07/2006 was passed that no coercive steps shall be taken against the accused in the Complaint case No. 266/03 till the said petition 845/06 is also heard.

VI. Complaints under section 420 of IPC.

Sr. No.	Arbi-trn. Suit No./ Petn. No.	Date of Filing	Clai-mant/ Plain-tiff/ Peti-tioner	Respondent / Defendant	Name of the Court/ Arbitration Panel	Nature of the case	Amount under consi-dera-tion (in rupees)	Present Status
1.	Case No. 55-BA	-	Mange Ram	1. A.K. Jain 2. Biresh Singhal 3. Sunil Kumar Jain, all being officers of OMPL (now merged with our Company).	Illaqua Magistrate .(now transferred to the Court of Mrs. Narender Kaur, JMIC, Hisar)	The Complainant claims that as discussed with the accused No. 3, the Complainant was allowed to sell the goods of the accused at 5% commission. The Complainant was also requested to take the broken and rejected material which is lying with the customers for which the company will bear the expense of replacement to the Complainant. The Complainant alleges the accused never replaced the damaged material which resulted into loss to the Complainant to the tune of Rs. 350,000/- Therefore, the Complainant filed complaint under section 420 and 120B of IPC.	350,000/-	The matter is pending for hearing.

VII. Litigations under WORKMEN COMPENSATION ACT, 1923:

Sr. No.	Arbi-trn. Suit No./ Petn. No.	Date of Filing	Clai-mant/ Plain-tiff/ Peti-tioner	Res-pon-dent / Defen-dant	Name of the Court/ Arbitration Panel	Nature of the case	Amount under consi-dera-tion (in rupees)	Present Status
1.	First Appeal No. 22529 of 2006 on W.C. N.F. No. 10 of 2006.	-	M/s. Time Technoplast Ltd.	Shri Arun Chandravanshi	High Court, Mumbai.	Respondent met with an accident when he was on duty which resulted in left midfoot amputation with pain and cosmetic disfigurement. The respondent filed application before Commissioner for workmen's compensation. The application was allowed by the commissioner by its order dated June 28, 2006 and directed the appellant to deposit Rs. 174,720 with the commissioner. The appellant filed Review Application which was rejected by the commissioner by its order dated August 8, 2006. The appellant has deposited the amount ordered and filed this appeal. The Appellant has also filed a Civil Application No. 22532 of 2006 in the said High Court praying to withhold the payment of deposit made by applicant pursuant to the aforesaid order.	174,720/-	The Appellant has also filed a Civil Application No. 22532 of 2006 seeking interim relief restraining release of the deposit amount. The matter is pending for hearing.

VIII. <u>Complaint filed under the Consumer Protection Act, 1986</u>:-

M/s. Supermaid (a division of OMPL) (now merged with our Company) ("Supermaid") V/s. United India Insurance Company Ltd.:

There is a Consumer Complaint filed by Supermaid against United India Insurance Co. Ltd. ("**UII**") before National Consumer Dispute Redressal Commission, New Delhi bearing O.P. No. 21 of 2004. Supermaid had made huge investment in setting up our factory at 361/10, Shree Ganesh Industrial Estate, Kachigam, Daman (U.T.) employing large sum of money from its own resources and borrowing from Public Financial Institutions and Nationalised Banks. The factory project was duly insured with UII for Rs. 116 million. On December 2, 1999, fire broke out in the said factory premises of Supermaid in which the entire building was damaged badly and collapsed, Plant and machinery was fully damaged and stocks were totally gutted. Supermaid immediately reported the loss to UII and all the necessary procedures thereon were duly followed. UII appointed 2 senior surveyors who carried out the inspection of site. Supermaid requested for immediate relief by way of "on account payment" of Rs. 90 million against the insurance policies of Rs. 116 million failure of which would cause irreparable damage to Supermaid's prospects of continuing business. However, UII paid only Rs. 52 million against Supermaid's on account claim of Rs. 90 million. Thereafter, Supermaid made various follow-up from time to time with various officials of UII (including with the then CMD of UII). Several representations, communications and reminders were sent to UII which were neglected and kept unattended by UII. Several meetings and calls were made from time to time with officials of UII which remained unheard and claims remained unsettled. Finally, against the total claim of Rs. 114,258,616 of Supermaid, only amount of Rs. 103,691,955 was received by Supermaid (after about 4 years), thereby there was a short receipt of Rs. 10,566,661 from the amount claimed by our company. Further, Supermaid has claimed interest and the balance amount due. Therefore, Supermaid has filed Consumer Complaint against UII. UII have, by filing its Affidavit of evidence, denied all the allegations and claims that Supermaid has received the insurance claim in full and final settlement. The matter is pending.

IX. Motor Accident Litigations:

Sr. No.	**Arbi-trn. Suit No./ Petn. No.**	**Date of Filing**	**Claimant/ Plaintiff/ Petitioner**	**Respondent / Defendant**	**Name of the Court/ Arbitration Panel**	**Nature of the case**	**Amount under consi-deration (in rupees)**	**Present Status**
1.	M.C. O.P.No. 559 of 2005	27/09/2005	S. Manoharan	1. Time Packaging Ltd. [now known as "TTL".] 2. The Oriental Insurance Co. Ltd,	Motor Accident Claims Tribunal, Chengalpattu (T.N)	For grant of compensation on account of death of the Petitioner's son in a Motor Vehicle Accident on 27.8.05 with the Lorry of Respondent No. 1.	Compensation of Rs. 600,000 and Court fess Rs. 5,372.50	The matter is coming up for hearing on January 29, 2007.
2.	M.V.C. No. 488 /2006	24/1/06	K. Muni Reddy	1. Time Packaging Ltd. [now known as "TTL"] 2. The Oriental Insurance Co. Ltd,	Motor Accident Claims Tribunal Banga-lore	For grant of compensation on account of a Motor Vehicle Accident happened on 21/11/2005 with the Respondent's Lorry.	Compensation of Rs. 150,000 with Costs and Interest	The matter has not yet come up for hearing.
3.	M.V.C. 344/06	1/1/06	1. S. Veera Raghavalu Naidu. 2. Smt. Vimala. 3. Purushottam. S.	1. Time Packaging Ltd. [now known as "TTL"] 2. The Oriental Insurance Co. Ltd.	Motor Accident Claims Tribunal, Bangalore	For grant of compensation on account of death of the petitioner's daughter in a Motor Vehicle Accident occurred to him on 21/11/05 with the respondent's Lorry.	Compensation of Rs. 2,000,000/-	The matter has not yet come up for hearing.

X. Potential Litigations:

1. Our Company had received Summons dated 24/07/2006 from Department of Revenue, Central Board of Excise and Customs, requiring us to remain present on a date specified therein for making inquiry about evasion of Central Excise Duty by one of our customer M/s. Jeson Corporation, Daman. Our Company has replied the same by its letter dated 27/07/2006 contending that our Company is supplying packaging products to M/s. Jeson Corporation for domestic consumption under excise paid. However, our Company has not received any debit/credit notes from M/s. Jeson Corporation concerning any sale transaction. The representative of our Company appeared and recorded his statement before the aforesaid authority.

2. Our Company has received a notice dated 08/09/2006 under sections 91 and 160 of Criminal Procedure Code 1973 from Central Bureau of Investigation requesting our Company to provide certain documents (specified therein) on September 22, 2006 for investigation carried out by CBI against Vision Organics Ltd. and Others (ex- customer of our Company). Our Company's Director attended office Central Bureau of Investigation on September 22, 2006 together with requisite documents and the matter was fully explained to the concerned officer.

3. Supermaid (Unit-II) (now merged with our Company) has received notice dated 06/10/2006 from M/s. Super Transport Organisation calling upon our Company to make payment of Rs. 70,100/- towards freight charges for the goods delivered by it. Our Company by its reply dated October 19, 2006 denied the allegations. Our Company conveyed that the goods received were in damaged condition and so un-saleable in the market and therefore our Company is eligible to recover money to the tune of Rs. 236,675/-.

4. Our Company has filed a complaint under section 138 of NI Act against Mr. Prem Hariyani (ex-distributor of our Company) in the year 2003 for dishonour of cheque of Rs. 316,864 and the matter is pending. In the meantime, we have received Notice dated 25/9/2006 from Mr. Prem Hariyani alleging act of cheating by our Company by wrongfully depositing cheque of Rs. 316,864 which was deposited by him with our Company as Security Deposit and which should have been returned to him by our Company on termination of distributorship.

5. Our Company has received a notice dated 17/11/2006 from M/s. National Enterprises demanding return of two cheques of Rs. 300,000/- each which were given by them as security deposits to our Company. Our Company has denied the allegations by its reply dated December 02, 2006 and have called upon M/s. National Enterprises to clear the outstanding dues.

LITIGATIONS BY AND/OR AGAINST OUR DIRECTORS

(A). Litigations by our Directors: NIL

(B). Litigations Against our Directors:

<u>I. Litigations against Mr. Sanjaya Kulkarni:</u>

Sr. No.	Brief Particulars	Claim amount	Court / Forum/ Case No.	Current Status
1.	A case has been filed against Mr. Sanjaya S. Kulkarni by Ginni International Ltd. in his capacity as Director of World Tex Ltd. for the dishonour of cheques by World Tex Ltd.	Not ascertai-nable	Civil Court – Alwar Bahrod Case No. 20-1-2001	Proceedings are currently pending
2	A case has been filed against Mr.	Not	Civil	Proceedings are

	Sanjaya S. Kulkarni by K. C. Fibers Ltd. in his capacity as Director of World Tex Ltd. for the dishonour of cheques by World Tex Ltd.	ascertainable	Court – Sonepat Case No. 578/2-2001	currently pending
3	A case has been filed against Mr. Sanjaya S. Kulkarni by K. C. Fibres Ltd. in his capacity as Director of World Tex Ltd. for the dishonour of cheques by World Tex Ltd.	Not ascertainable	Civil Court – Sonepat Case No. 5772-2001	Proceedings are currently pending
4	A case has been filed against Mr. Sanjaya S. Kulkarni by Smt. Manda Shailesh Panchamatia in his capacity as Director of Sun-Earth Ceramics Ltd. for the dishonour of cheques by Sun-Earth Ceramics Ltd.	Not ascertainable	City Magistrate Court : No.40, Girgaon Case No 614/2002	Proceedings are currently pending
5	A case has been filed against Mr. Sanjaya S. Kulkarni by Smt. Manda Shailesh Panchamatia in his capacity as Director of Sun-Earth Ceramics Ltd. for the dishonour of cheques by Sun-Earth Ceramics Ltd.	Not ascertainable	City Magistrate Court No: 40 Girgaon Case No 615/2002	Proceedings are currently pending

II. Litigations against Mr. Bharat Vageria:

Sr. No.	**Arbi-trn. Suit No./ Petn. No.**	**Date of Filing**	**Claimant/ Plaintiff/ Petitioner**	**Respondent / Defendant**	**Name of the Court/ Arbitration Panel**	**Nature of the case**	**Amount under consi-dera-tion (in rupees)**	**Present Status**
1.	Cr. Case No. 91 of 1995 of Boiser Police Station bearing C.R. No. I-28/95	**-**	Boiser Police Station, State of Maharashtra	1. Rajiv Dharmendra Agarwal. 2. Bharat R. Vageria, 3. Abhaykumar Saxena 4. Joseph Pandey 5. Ravi Kamar avatu. 6. Shrikant Pandey.	J.M.F.C., Palghar	Some Trade Union members had entered in the factory of our Company at Tarapur on 3 August, 1995 and started disturbing the operations of our Company, to which the officers and workers of our Company objected. The matter went to police and FIR was registered by the officers and workers of the Company against the Trade Union members in the Boisar Police station. In response, the said Trade Union members also filled a FIR		On 27/03/03, accused No. 1 and 2 had applied for exemption from Personal appearance which was granted by the Court by its order dated October 30, 2003. The next date of hearing is scheduled on February 01, 2007.

				7. Nandansing Bhakuti.		against the Director, officers and workers of our Company and the Complaint was accordingly filed. None of the Accused, except Accused No. 1 & 2, was appearing since last several years. Therefore, the Court has issued non-bailable warrant against the accused No. 3 to 7 and also Notices to their sureties. However, neither any accused have been arrested till date, nor their sureties are appearing before the court.		

III. Potential Litigations against Mr. Bharat Vageria:

Mr. Bharat Vageria along with his wife had accepted to book two flats with M/s. Panicker Construction Pvt. Ltd., ("Builders") by issuing 2 advance cheques aggregating to Rs. 1,027,500/- on the assurance from the builder that the builder will produce the photocopies of legal documents relating to flat for inspection and failing which, the Builders will not deposit the cheque. The Builders failed to give inspection of the said papers but deposited cheques, which was dishonoured. Therefore, Mr. Bharat Vageria, our director has received a notice dated October 14, 2006 under section 138 of the Negotiable Instrument Act from the Builders. Our Director has by his reply dated 2/11/2006 disputed the said notice.

CASES FILED BY AND/ OR AGAINST OUR GROUP COMPANIES:

Cases/Appeals made by Avion Exim Pvt. Ltd. ("AEPL"):

1. **Block Assessment Year 2000-01 to 2001-02.**
   (Income Tax)

A search action was carried on Time Group on 14/11/2000 and during the course of the search action some documents relating to AEPL were found and seized. On receipt of the seized documents, the assessing officer issued Notice dated 27/08/2004 under section 158BC and 158BD of Income Tax Act, 1961. In response to the said Notice, the Block return of Income was filed by the Assessee declaring the undisclosed income at NIL on 27/10/2004. However, the Assessing Officer completed the assessment and passed order dated 30.08.06 and determined the undisclosed income of Assessee Company at Rs. 1,209,403/-. The Assessing Officer has added Rs. 1,209,403/- on account of the alleged differences of gross profit actually earned by AEPL and as reflected in the regular return of Income filed by AEPL. Notice of demand dated 30/08/06 was issued under section 156 of Income Tax Act, 1961 by the Assessing Officer, Mumbai for a sum of Rs. 836,325. Therefore, AEPL has filed an Appeal dated 06/11/2006 against the aforesaid order dated 30/08/2006 which is pending.

<u>Cases/Appeals made by Time Exports Private Ltd. ("TEPL")</u>:

Income Tax Cases/Appeals:

1. **Assessment Year 2001-02**
   (Income Tax)

   The Assessing Officer has disallowed certain expenditure amounting to Rs. 58,874/- incurred by TEPL and claimed that the same was incurred for earning dividend income which is exempt u/s 10(33). Assessing Officer also claims that since dividend income is exempt u/s 10(33) of I. T. Act, deduction shall not be allowed in respect of such expenditure. TEPL claims that the expenditure is actually incurred for earning rent income on letting-out godown and not on earning dividend income and therefore it should be allowed as expenditure. Notice of Demand dated 28.02.05 was made by the Assessing Officer for the sum of Rs. 32,685/- after making assessment under section 143(3) of Income Tax Act, 1961. TEPL has filed an appeal before Commissioner of Income Tax (Appeals)-II, Thane, which was dismissed by its order dated 30/09/2005. Therefore, TEPL has filed further appeal to Income Tax Appellate Tribunal which is pending.

2. **Assessment Year 2002-03**
   (Income Tax)

   The Assessing Officer has disallowed certain expenditure amounting to Rs. 102,064/- incurred by TEPL and claimed that the same was incurred for earning dividend income which is exempt u/s 10(33) of I. T. Act. Assessing Officer also claims that since dividend income is exempt u/s 10(33) of I. T. Act, deduction shall not be allowed in respect of such expenditure. TEPL claims that the expenditure is actually incurred for earning rent income on letting-out godown and not on earning dividend income and therefore it should be allowed as expenditure. Notice of Demand dated 28.02.05 was made by the Assessing Officer for the sum of Rs. 21,433/- after making assessment under section 143(3) of Income Tax Act, 1961. TEPL filed an appeal before Commissioner of Income Tax (Appeals)-II, Thane, which was dismissed by its order dated 30/09/2005. Therefore, TEPL has filed further appeal to Income Tax Appellate Tribunal ("ITAT") which is pending.

TPL Plastech Limited (formerly Tainwala Polycontainers Limited) ("TPL")

SEBI introduced a Regularizarion Scheme, 2002 ("Scheme"), which scheme provided an opportunity to regularise non-compliance of regulations 6 & 8 of the SEBI (Substantial Acquistion of Shares and Takeovers) Regulations, 1997 on payment of certain fines. TPL did not avail of this scheme for any regularisation. SEBI vide letter dated September 10, 2004 sought to impose a penalty of Rs. 75,000/- for alleged violation of Regualtion 6 (2) for 1997 and 8 (3) for the financial years 1998 and 2001. TPL had not chosen to avail of this scheme and filed its reply with in SEBI, vide its letter date October 02, 2004. TPL has not received any futher communication from SEBI or Stock Exchanges in this regard.

Time Capital Limited

Time Capital Limited, is a company promoted by Mr. Arun Jain, relative of one of our Promoters Mr. Anil Jain. . It may noted that although one of our Promoters Mr. Anil Jain was an original promoter of the company, he disassociated as a shareholder in the year 1994 and further resigned as a director of this company in the year 2001. Currently none of our promoters hold any shares or directorship in Time Capital Limited.

Time Capital Limited is a SEBI registered entity having Trading Membership of Capital Market since August 1995 (Regn. No. CM INB 230771832) F&O Segment since July 2001 (Regn. No. F&O INF230771832) of NSE and delearship of Over the Counter Exchange of India since November 1998 (Regn. No. OTCEI INB 200771831). Time Capital Limited has acquired registration as DP of NSDL since May 1999 (Regn. No. IN-DP-NSDL-95-99).

No penalty has been levied by SEBI on the company till date since August 1995. An enquiry was ordered by SEBI on July 07, 2003 on the basis of certain alleged acts of omission and commission observed during inspections carried out by SEBI in December 2002. No action has been taken by SEBI till date. In past NSE has levied financial penalties of Rs. 100,000/- during FY 2003-04 and of Rs. 53,500/- during FY 2004-05 on account of procedural lapses while carrying out trading operations.

GOVERNMENT AND OTHER APPROVALS

In view of the approvals listed below, we can undertake this Issue and no further material approvals from any governmental or regulatory authority or any other entity are required to undertake the Issue. Unless otherwise stated, these approvals are all valid as of the date of this Red Herring Prospectus.

APPROVALS FOR THE ISSUE

We have received the following approvals relating to the Issue:

The Board of Directors has, pursuant to a resolution passed at its meeting held on November 8, 2006, authorised the Issue.

The Shareholders have also authorised the Issue by a special resolution, passed at the extraordinary general meeting of our Company held on December 02, 2006.

The Board of Directors has pursuant to a resolution dated June 29, 2006 constituted a committee of its Directors, referred to as the IPO Committee, to take decisions relating to the Issue on behalf of the Board of Directors.

APPROVALS FOR OUR BUSINESS

We are required to obtain several approvals from various Central and State government departments and various other authorities for setting up our manufacturing activities and business operations.

Corporate Office - Mumbai situated at 102, Todi complex, 35, Saki Vihar road, Andheri (East), Mumbai- 400 072.

Sr. No.	Nature	Authorities	Reg. No.	Date of Registration	Date of Expiry
1.	Provident Fund	Regional Provident Fund Commissioner, Maharashtra & Goa	Code No. MH/40911	19/05/1995	Presently Valid
2.	Bombay Shops & Establishment License.	Inspector under the Bombay Shops and Establishment Act, 1948	L-II/007766.	10/03/1999	31/12/2006
3.	Importer Exporter Code	Foreign Trade Development Officer.	IEC No.:0390025941	12/08/97	Presently valid
4.	PAN	Dy. Comm. Of Income Tax, Mumbai	AAACT2783J	28/01/2000	Presently valid
5.	Service Tax Registration	Superintendent, Division III, Service Tax, Mumbai	ST/Div III/MUM/CENVAT/42/04	17/12/04	Presently valid
6.	Service Tax Registration (for services of Intellectual Property Services)	Superintendent, Division III, Service Tax, Mumbai	ST/ MUM/ Div III/IPR/34/05	10/11/05	Presently valid
7.	Registration Certificate of Maharashtra	Sales Tax officer, Mumbai	P/T/R/1/1/30/5214	13/12/2006	Presenly Valid

	State tax on Professions, Trades, Callings and employment Act, 1975				

Manufacturing units:

1. **HOSUR Unit: Plot No. 145, SIPCOT Industrial Complex, Phase I, Hosur, Dharampuri, Tamilnadu-635126**.

Sr. No.	Nature	Authorities	Reg. No.	Date of Registration	Date of Expiry
1	Service Tax	Assistant Commissioner of Central Excise, Hosur	AAACT2783JST001	30/03/2005	Presently Valid
2	ESIC	Regional Director	51-45384-56	22/04/96	Presently Valid.
3	Central Excise	Superintendent of Central Excise	AAACT2783JXM001	31/07/1995	Presently Valid
4	Factory License	Dy. Chief Inspector of Factories, HOSUR	DP-683	-	Valid Up to 31/12/2006
5	Electricity Sanction	Tamilnadu Electricity Board HOSUR (a) for 600 KVA	(a) SED/D/F.5(HT.SC.202) JE-I/257/2006	14/06/2006	Presently Valid
6	Air & Water Pollution	District Environment Engineer, Tamilnadu Pollution Control Board, Hosur	JCEE(VLR)/2377/W /99 JCEE(VLR)/2377/A /99	10/04/2006 10/04/2006	Valid Up to 31/03/2007 Valid Up to 31/03/2007
7	DG Set Permission	Electrical Inspectorate	Letter No. 219/EI/DPI/SC/R63/2004	December, 2004.	Presently Valid
8	Central Sales Tax	Commercial Tax Officer, Hosur (North)	448276	28/06/1995	Presently Valid
9	Local Sales Tax	Commercial Tax Officer, Hosur(South)	3320647	28/06/1995	Presently Valid
10.	SIA Registration	Under Secretary to the Government of India.	2411/SIA/IMO/1999	29/05/2006	Presently Valid.

2. **Unit-I DAMAN situated at Survey No. 360/10-11 and Unit-II DAMAN situated at Survey No. 377/1, Plot No. 3, 4, 5 & 6 both located at Kachigam, Daman-396210**

Sr. No.	Nature	Authorities	Reg. No.	Date of Registration	Date of Expiry
1	Local Sales Tax	Sales Tax Officer, Daman Ward, Daman.	TIN No.: 25000003572 DA/3572.		Presently valid.

		DAMAN – I DAMAN - II		05/07/1994	
2	Sales Tax(CST)	Assistant Sales Tax Officer	DA/CST/3068.	22/02/1994	Presently Valid.
3	Central Excise	Deputy Commissioner of Central Excise DAMAN – I DAMAN - II	AAACT2783JXM003 AAACT2783JXM002	29/05/2006 29/05/2006	Presently Valid
4	Factory License	Chief Inspector of Factories DAMAN - I DAMAN – II	655 1578	19/06/1997 11/04/2000	Valid upto 31/12/2006. 31/12/2006
5	Electricity Sanction	Executive Engineer DAMAN - I DAMAN – II	Letter No. ED/EE/T-14/166 Letter No. ED/EE/T-14/109	04/07/2003 04/06/2003	Presently Valid
6	Water Pollution	Pollution Control Committee Daman – I Daman- II	PCC/DDD/G-1239/WA/KG/95-96/1634 PCC/DDD/W-297/WA/KU/94-95/1627	04/03/2005 04/03/2005	Expired on 30/11/2006*** 31/03/2006***
7	DG Set Permission	General Manager (DIC) DAMAN-II	Letter No. DMN/DIC/MSI/97-98/2211	21/01/1998	Presently Valid
8	Service Tax	DeputyCommissioner Of Central Excise DAMAN –I DAMAN-II	AAACT2783JST003 AAACT2783JST002	29/05/2006 29/05/2006	Presently Valid
9.	Standards of Weights & Measures	Inspector of Legal Metrology (Weights & Measures)			

		Daman I Daman II	Verification Cert. No. 02987 Verification Cert. No. 02988	27/07/2006 27/07/2006	Next Verification due on 26/07/2007 Next Verification due on 26/07/2007
10	SIA Registration.	Under Secretary to the Government of India. Daman I Daman II	 1151/SIA/IMO/93 1444/SIA/IMO/95 155/SIA/INO/2000	 23/04/93 16/03/95 29/05/2006.	Presently Valid.

**** Our Company has applied for renewal of license/registration*

3. Daman-III located at Survey No. 360/9, Kachigam, Daman.

Sr. No.	Nature	Authorities	Reg. No.	Date of Registration	Date of Expiry
1	Per mission from Gram Panchayat for setting up Small Scale Industries	Sarpanch, Kachigam Grampanchayat	VP/N.O.C./93-94-1142	28/04/1993	Presently Valid
2	Electricity Sanction	Executive Engineer Nani Daman	Letter No : ED/EE/T-14/2558	16/07/1997	Presently valid
3	Water Pollution Control	Pollution Control Committee Daman & Diu	65/KG/98-99/382	06/05/2005	Up to 31/05/2006***
4	Factory License	Chief Inspector of Factories Daman	1805	06/02/2001	Up to 31/12/2006
5	Local Sales Tax	Assistant Sales Tax Officer Daman	DA/4009	07/08/1995	Presently Valid
6	Central Sales Tax	Assistant Sales Tax Officer Daman	DA/CST/3503	07/08/1995	Presently valid
7	Central Excise	Assistant Commissioner of Central Excise South Daman Division Daman	AADCS9560KXM001	28/04/2003	Presently Valid
8	Service Tax	Assistant Commissioner of Central Excise South Daman Division Daman	AADCS9560KST001	30/03/2005	Presently Valid
9	Standards of Weights & Measures	Inspetor of Legal Metrology Daman	Verification Cert No : 02986	27/07/2006	Presently Valid
10.	SIA Registration	Under Secretary.	No. 4661/SIA/IMO/2006	23/08/2006	Presently valid.

*** Our Company has applied for renewal of License/Registration

4. Daman IV situated at Survey No. 351/1, 351/2 & 352/2, Kachigam, Daman.

Sr. No.	Nature	Authorities	Reg. No.	Date of Registration	Date of Expiry
1	Per mission from Gram Panchayat for setting up Small Scale Industries	Sarpanch, Kachigam Grampanchayat	VP/N.O.C./98-99/214	08/12/1998	Presently Valid
2	Electricity Sanction	Executive Engineer Nani Daman	ED/EE/T-14/304 ED/EE/T-14/11	28/06/1999 10/04/2003	Presently Valid.
3.	Pollution Control	Pollution Control Committee Daman & Diu & Nagar Haveli	PCC/DDD/G-1245/KG/WA/98-99/1603	04/03/2005	Expired on 28/02/2006***
4.	Factory License	Chief Inspector of Factories Daman	1404	23/12/1999	31/12/2006
5.	Local Sales Tax	Sales Tax Officer Daman	DA/4973	22/01/1999	Presently Valid
6.	Central Sales Tax	Assistant Sales Tax Officer Daman	DA/CST/4456	22/01/1999	Presently Valid.
7.	Central Excise	Assistant Commissioner of Central Excise South Daman Division Daman	AACFS1492EXM002	28/04/2003	Presently Valid.
8.	Service Tax	Assistant Commissioner of Central Excise South Daman Division Daman	AACFS1492EST001	30/03/2005	Presently Valid.
9.	Employees' Provident Fund	Regional Provident Fund Commissioner in-charge, Sub- Regional Office, Vapi.	GJ/VAPI/45528	27/06/2000	Presently Valid
10.	Standards of Weights & Measures	Inspetor of Legal Metrology (Weights & Measures) Daman	Verification Cert No : 02989	27/07/2006	Next Verification is due on 26/09/07
11.	SIA Registration	Under Secretary	4672/SIA/IMO/2006.	23/08/2006	Presently Valid.

******Our Company has applied for renewal of License/Registration*

5. Unit situated at B-19, Site IV, Industrial Area, Sahibabad, Ghaziabad, Uttar Pradesh

Sr. No.	Nature	Authorities	Reg. No.	Date of Registration	Date of Expiry.
1.	Provident Fund	Regional Provident Fund Commissioner, Merrut (U.P.)	UP/MT/27466	10/03/2000	Presently valid
2.	ESIC	Employees State Insurance Corporation, Sahibabad U.P.	21-22735-24	20/01/2000	

Sr. No.	Nature	Authorities	Reg. No.	Date of Registration	Date of Expiry.
3.	Central Excise	Assistant Commissioner of Central Excise, Sahibabad	AAACT2783JXM009	11/08/2006	Presently valid
4.	Factory License#	Chief Inspector of Factories, Sahibabad (U.P.)	GZB – 3899	02/08/2006	Valid upto 31.12.2006
5.	Electricity Sanction	Electricity Board, Sahibabad (U.P)	5304	25/11/2003	Presently Valid
6.	Air & Water Pollution	Regional Officer, U.P Pollution Control Board)	307- sahamati (vayu) adesh/O-25 311 sahamati / jal adesh/O-25	30/03/2005	Valid upto 31.12.2006
7.	Local Sales Tax	Assistant Commissioner Division- I Ghaziabad	GB 0489437	24/08/2006	Valid upto 31.3.2007
8.	Central Sales Tax	Assistant Commissioner Division, I Ghaziabad	GB 5387929	24/08/2006	Presently valid
9.	Service Tax	Assistant Commissioner of Central Excise Ghaziabad (U.P.)	AAACT2783JST008	10/08/2006	Presently Valid.
10.	SIA Registration	Under Secretary	4322/SIA/IMO/2006	07/08/2006	Presently valid

 # License granted in the name of Mr. Bharat Vageria (Occ.)

6. Baddi- I situated at Sai Road, Baddi, Solan, Himachal Pradesh.

S. No.	Nature	Authorities	Reg. No.	Date of Registration	Date of Expiry
1.	ESIC	Employee State Insurance Corp.- Chandigarh.	PB14/37163/24	26/05/1997	Presently Valid
2.	Excise (for manufacturing excisable goods)	The Assistant Commissioner, Central Excise Division, SHIMLA (H.P.)	AAACT2783JXM005	07/06/2006	Presently Valid
3	Factory License	Chief Inspector of Factory, Shimla	9-9 / 96 / KA / SHRAM/1517	27/03/1996	31.12.1996 ***
4	Electricity Sanction	Deputy Chief Engg. Operation Circle HPSEB - SOLAN.	HC-11CS-E -1/606/04-8708-11	30/09/2004	Presently Valid
5	Air & Water Pollution	Member Secretary, H.P State Environment Protection & Pollution Control Board – SHIMLA	Letter No. PCB(162)Time Packaging Unit- II/04-5511-13.	08/07/2005	Expired on 31.03.2006 ***
6	Diesel Generating Set Permission	Chief Engg.(Comm.) HPSEB – Shimla	HPSEB/CE:COMM/PC/DGS/396/95/18271-78	04/01/1996	Presently Valid
7	Local Sales Tax	Assessing Authority	SOL –III- 4281	27/05/1995	Presently valid
8	Central Sales	Assessing Authority,	SOL-CST-4193	20/09/1995	Presently

S. No.	Nature	Authorities	Reg. No.	Date of Registration	Date of Expiry
	Tax	Solan(H.P)			valid
9	Service Tax	The Assistant Commissioner, Central Excise Division, SHIMLA (H.P.)	AAACT2783JST006	06/06/2006	Presently Valid
10.	SIA Registration	Public Relations and Compliance Officer.	4678/SIA/IMO/95.	12/09/95	Presently valid.

**** Our Company has applied for renewal of License / Registration*

7. Baddi- II situated at 224-A, HPSIDC, Industrial Area, Baddi, Solan, Himachal Pradesh.

Sr. No.	Nature	Authorities	Reg. No.	Date of Registration	Date of Expiry
1.	ESIC	Regional Director.	CIF/1521/61/16/07/2003.	10/07/2003	Presently Valid
2.	Excise	The Assistant Commissioner, Central Excise, Division, SHIMLA (H.P.)	AAACT2783JXM006.	07/06/2006	Presently Valid
3.	Factory License	Chief Inspector of Factories, Himachal Pradesh	9-111/02/ (FAC)/LAB/2188	June 2004	31/12/2005***.
4.	Electricity Sanction	Superintendent Engg.(OP) Circle HPSEB – SOLAN	itc-11/CS-e-1-722/02-8094-97	18/09/2002	Presently Valid
5.	Air & Water Pollution	Member Secretary, H.P State Environment Protection & Pollution Control Board – SHIMLA	PCB(162)Time Packaging Limited UNIT-II/04-5511-13	Renewed on 08/07/2005	Expired on 31/03/2006***
6.	Local Sales Tax	Assessing Authority	SOL -III- 4281	20/03/2002	Presently Valid.
7.	Central Sales Tax	Assessing Authority, Solan(H.P)	SOL-CST-4193	20/03/2002	Presently valid
8.	Service Tax	Superintendent of Central Excise Division, Shimla	AAACT2783JST004	06/06/2006	Presently Valid
9.	SIA registration	Undersecretary to the Government of India.	2744/SIA/IMO/2001	29/05/2006	Presently Valid

**** Our Company has applied for renewal of License / Registration*

8. Baddi III situated at Village Dharampur, Thane, Solan, Himachal Pradesh

S. No.	Nature	Authorities	Reg. No.	Date of Registration	Date of Expiry
1.	Industrial Set up	Director Of Industries H.P – Shimla	Provisional Registration No. 02/09/653/Regn (L&M)	11/07/2005	Presently Valid
2	Local Sales Tax	Assessing Authority	SOL -III- 4281	14/06/06	Presently Valid.
3	Central Sales	Assessing Authority,	SOL-CST-4193	14/06/06	Presently

S. No.	Nature	Authorities	Reg. No.	Date of Registration	Date of Expiry
	Tax	Solan(H.P)			valid

9. Baddi– IV situated at Village Dharampur, Thane, Solan, Himachal Pradesh

Sr. No.	Nature	Authorities	Reg. No.	Date of Registration	Date of Expiry
1.	Industrial Set up	Director Of Industreis H.P – Shimla	Provisional Registration No. 02/09/783/Regn (L&M)	07/01/2006	Presently Valid
2	Local Sales Tax	Assessing Authority	SOL –III- 4281	14/06/06	Presently valid.
3	Central Sales Tax	Assessing Authority, Solan(H.P)	SOL-CST-4193	14/06/06	Presently valid

10. Baddi- V situated at 232, HPSIDC, Industrial Area, Baddi, Solan, Himachal Pradesh.

Sr. No.	Nature	Authorities	Reg. No.	Date of Registration	Expiry Date.
1.	Factory License	Chief Inspector of Factories.	L & E (FAC) 9-171/05	September 2006	31/12/ 2006
2.	ESIC	Assistant Director,	14/43273/90	19/05/2006	Presently Valid
3.	Employees Provident Fund	Assistant Provident Fund Commissioner – Shimla	HP-4927	02/08/2006	Presently Valid
4.	Electricity Sanction	Chief Engg.(OP) South HPSEB - Shimla	CEO/M&C/42(SL)2004-3688	29/06/2005 29/07/2005	Presently Valid
5.	Air & Water Pollution	Member Secretary, H.P State Environment Protection & Pollution Control Board – SHIMLA	PCB/(687) Shalimar Packaging/05/17088-92	21/12/2005	Expired on 31/3/2006 ***
6.	Local Sales Tax	Assessing Authority.	SOL -III- 4281	14/09/06	Presently Valid.
7.	Central Sales Tax	Assessing Authority.	SOL-CST-4193	14/09/06	Presently valid
8.	Service Tax	The Assistant Commissioner, Central Excise Division, SHIMLA (H.P.)	AAACT2783JST009	11/08/2006	Presently Valid
9.	Industrial Set up	Directorate Of Industries H.P – Shimla	IND.DEV. F(34) REGN(L&M) - 383/2004	29/06/2005	Presently Valid
10.	SIA Registration	Under Secretary to the Government of India.	4676/SIA/IMO/2006	23/08/2006	Presently valid.
11.	Approval under Drugs	Drug Controlling cum Licensing Aurhority,	MB/05/199	October 7, 2005	October 6, 2010

Sr. No.	Nature	Authorities	Reg. No.	Date of Registration	Expiry Date.
1.	Factory License	Chief Inspector of Factories.	L & E (FAC) 9-171/05	September 2006	31/12/ 2006
	and Cosmetics Act, 1940 and the Rules thereunder.	Shimla - 9 (H. P.)			

**** Our Company has applied for renewal of License / Registration*

11. Baddi- VI located at Village Dharampur, Thane, Solan, Himachal Pradesh.

Sr. No.	Nature	Authorities	Reg. No.	Date of Registration	Date of Expiry
1.	Electricity Sanction	Superintendent Engineer, Electrical Sub-Div, HPSEB, Barotiwala-174103 (H.P.)	HC-11/CS-e-1/49B-05-11700-03	05/10/2005	Presently Valid
2.	Air & Water Pollution	Member Secretary, H.P State Environment Protection & Pollution Control Board – Shimla	PCB/(351) Shalimar Packaging (unit-ii)/04-10262-66.	27/08/2005	Expired on 26/08/2006 ***
3.	Local Sales Tax	Assessing Authority.	SOL -III- 4281	14/09/06	Presently valid
4.	Central Sales Tax	Assessing Authority.	SOL-CST-4193	14/09/06	Presently valid
5.	Service Tax	The Assistant Commissioner, Central Excise Division, SHIMLA (H.P.)	AAACT2783JST010	11/08/2006	Presently valid
6.	Industrial Set up	Directorate Of Industries H.P – Shimla	IND.DEV. F(34) REGN(L&M) -471/2004	01/07/2004	Presently Valid
7.	SIA Registration	Under Secretary of India	4675/SIA/IMO/2006	23/08/2006	Presently Valid

**** Our Company has applied for renewal of License / Registration.*

12. Unit situated at Plot No. 57 & 63, Sector- 4, I.I.E, Pantnagar, Uttaranchal.

Sr. No.	Nature	Authorities	Reg. No.	Date of Registration	Date of Expiry
1	Sales tax (CST)	Assistant Commissioner	R-U-5042252	14/08/2006	Presently valid.
2	Local sales Tax / VAT	Assistant Commissioner	05006349839	31/05/2006	Presently Valid.
3	Central Excise	Deputy Commissioner	AAACT2783JXM012	28/08/2006	Presently

		of Central Excise, Central Excise and Customs Division, Rampur.			valid.
4	Electricity Sanction	Junior Engineer, Uttaranchal Power Corporation Ltd.	168/06-07	06/07/06	Presently valid.
5	Service Tax	Superintendent of Central Excise, Range-I, Rudrapur.	AAACT2783JST013	04/10/2006	Presently Valid
6.	SIA Registration.	Under Secretary to the Government of India.	3587/SIA/IMO/2005. 3586/SIA/IMO/2006.	22/07/2005. 27/07/2005	Presently valid. Presently valid.

13. Unit situated at Plot No. D-65, M.I.D.C., Mahad, Raigad, Maharashtra.

Sr. No.	Nature	Authorities	Reg. No.	Date of Registration	Date of Expiry
1.	Sales tax (CST)	Department of Sales Tax Government of Maharashtra	27770560815C	31/08/2006	Presently Valid
2.	Local sales Tax / VAT	Department of Sales Tax Government of Maharashtra	27770560815V	31/08/2006	Presently Valid
3.	Central Excise Registration	Deputy Commissioner/ Assistant Commissioner Of Central Excise,	AAACT2783JXM013	09/10/2006	Presently Valid
4.	Electricity Sanction.	Superintending Engineer (PC), Maharashtra State Electricity Board	Sanction Letter No. SE/PC/Tech/GRN/Cons. 360/ 01816	13/04/2006	Valid upto 1 year.
5.	Air & Water Pollution and also authorization under Hazardous Waste (Management and Handling) Rules, 1989	Maharashtra Pollution Control Board	Consent No. MPC/SROM/CC/Raigad-4	06/10/2006	Valid upto 30/09/2015.
6.	Service Tax	Superintendent of Central Excise	RAIGAD/MHD/R-IV/ST- G.T.A./97/06-	04/08/06	Presently valid.

			07		
7.	SIA Registration.	Secretariat for Industrial Assistance New Delhi	IEM Acknowledgement No ; 5951/SIA/IMO/ 2005	December, 12, 2005	Presently Valid

14. Sales Depots at Zirkapur[Near Choice Resorts, Pabahat, Mohali, Dist. Ropar Punjab]/ Roorkee[Shop No. 14, 29 civil lines, Roorkee] / Hyderabad[508, Meridian Plaza, Ameerpeth, Hyderabad(A.P)]

Sr. No.	**Nature**	**Authorities**	**Registration No.**	**Date of Registration**	**Date of Expiry**
1	Sales tax (CST)	Zirkapur: (Assessing Authority)	60801911	16/11/2000	Presently valid.
		Roorkee (Sales Tax Officer)	RK-5066427	04/05/2006	Presently valid
		Hyderabad (Commercial Tax Officer)	28570190748	20/09/2006	Presently valid
2	Local sales Tax / VAT	Zirkapur (Assessing Authority)	60801911	16/11/2000	Presently valid
		Roorkee (Sales Tax Officer)	RK-0128234	04/05/2001.	Presently Valid
		Hyderabad (Commercial Tax Officer)	28570190748	20/09/2006	Presently valid

15. **Other Licenses obtained by the Company**

16.

Sr. No.	Nature	Authorities	Reg. No.	Date of Registration	Date of Expiry
1.	EPCG License under the Foreign Trade (Development and Regulation) Act, 1992.	Foreign Business Development Officer.	0330000477/3/11/00	07/08/2000	Valid upto 06/08/2008
2.	TAN	Income Tax Department	MUMT08803E	01/06/2006	Presently valid.
3.	SIA Registration for unit situated at W-162, MIDC Tarapur, Palghar, Thane, Maharashtra.	Under Secretary of India	2875/SIA/IMO/1998.	30/05/2006	Presently valid.

4.	SIA Registration.	Under Secretary to the Government of India. Address: II E, Pantnagar, Uddhamsingh Nagar, Uttaranchal.	4658/SIA/IMO/2006	23/08/2006.	Presently valid.

Note: Our Company has already initiated process of changing the name in the records with respective authorities for some of the licenses/permissions/approvals aforesaid which are held in the name of erstwhile SPPL or OMPL or in previous name of our Company.

Our Company has been allotted the following approvals from the concerned authorities for its strategic investment and Joint Ventures:

1. RBI letter dated October 7, 1997 granting its no objection to the resident shareholder of our Company transferring 1,960,000 Equity Shares of Rs. 10/ each of our Company from resident to non-residents at price of Rs. 62/- per share.

2. RBI approval dated March 21, 2005 to M/S Core International FZE (Foreign entity) for acquiring 1,060,000 Equity Shares of Rs. 10/- of our Company from Centruy Direct Fund (Mauritius) LLC.

3. RBI approval dated January 6, 1997 for entering into Technical Collaboration with M/s. Mauser Werke GmbH. and making the payment of a lump sum amount of DM 280,000 subject to taxes.

4. Identification number BYWAZ20060327 by RBI letter dated August 4, 2006 with regard overseas direct investment by our Company for its investment in wholly owned subsidiary in Poland i.e. Novo Tech SP Z o.o., Poland.

   Identification number BYWAZ20060003 by RBI letter dated January 9, 2006 with regard overseas direct investment by our Company for its investment in wholly owned subsidiary in Sarjah i.e. Elan Incorporated FZE, Sharjah.

Approvals applied for by Our Company:

1. For Baddi- VI above, our Company has by its letter dated October 30, 2006 applied to Chief Inspector of Factories, Shimla for renewal of Factory License under Factories Act, 1948. Till date, our Company has not received the original license.

2. For our Unit at Pantnagar above, our Company has by its letter dated November 7, 2006 applied to Chief Inspector of Factories for Factory License under Factories Act, 1948

3. For Mahad Unit above, our Company has by its letter dated December 8, 2006 applied to the Joint Director, Industrial Safety and Health for issue of Factory License and approval of factory plan under the Factory's Act.

4. Our Company has by its letter dated December 7, 2006 applied for registration under Karnataka Shops and Commercail Establishment Act, 1961 for our Regional Office at Bangalore.

5. Our Company is in process of applying for Shops and Establishment Licenses for some of our Regional Offices.

License and approvals required for the proposed expansion/new projects which needs to be applied for

Our Company will be required to make applications for all governmental approvals as required for setting up of the New Project for Disposable Medical Devices at Thane (H.P.) and at Silvasa for setting up an integrated injection moulding facility, including the following:

- Factory License
- Central Excise
- Electricity Sanction
- Pollution Control Dept.
- Central Sales Tax
- Local Sales Tax
- ESIC

Approvals of our overseas Subsidiaries

Elan Incorporated (FZE)

1. Industrial Licence No.03-01-02793 dated March 28, 2005 and expiring on September 07, 2007
2. Certificate of Incorporation/Registration No. 2151 dated November 15, 2005

SECTION VII - OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Issue has been authroised by a resolution of our Board dated November 08, 2006 and by a special resolution passed pursuant to section 81(1A) of the Companies Act, passed at the extraordinary general meeting of our Company held on December 02, 2006

Our Board has approved this Draft Red Herring Prospectus at a meeting held on December 16, 2006

Prohibition by SEBI

Our Company, our Directors, our Promoters, our Subsidiaries, our group companies and other companies promoted by our promoters, Directors or the person(s) in control of our Promoters, group companies, companies in which our Company has substantial shareholding and companies in which our Directors are associated with as directors, have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI.

Further, our Promoters and group entities have confirmed that they have not been detained as wilful defaulters by the RBI or any other governmental authority and there are no violation of securities law committed by them in the past or are pending against them.

Eligibility for the Issue

The Company is eligible for the Issue as per Clause 2.2.1 of the SEBI Guidelines as explained under

(a.) The company has net tangible assets of at least Rs. 30 million in each of the preceding 3 full years (of 12 months each), of which not more than 50% is held in monetary assets;

(b.) The company has a track record of distributable profits in terms of Section 205 of the Companies Act, 1956, for at least three (3) out of immediately preceding five (5) years;

(c.) The company has net worth of at least Rs.10 million in each of the preceding 3 full years (of 12 months each);

(d.) The proposed Issue Size would not exeed five times the pre-issue net worth as per the audited accounts for the year ended March 31, 2006

(e.) The Company has changes its name to Time Technoplast Limited during last one year, new name reflects its current nature of business.; and

Our Company has received certificate dated December 14, 2006 from our statutory auditors viz., M/s. Raman S. Shah, Chartered Accountants certifying that our Company has fulfilled the above mentioned eligibility criterion in the following manner:

(Rs. in Million)

As at	**March 31, 2006**	**March 31, 2005**	**March 31, 2004**	**March 31, 2003**	**March 31, 2002**
Net Tangible Assets	1951.11	1150.45	1100.25	1019.83	953.04
Monetary Assets	382.11	50.10	39.27	41.80	44.17
Net Profit, as restated	250.19	80.76	51.02	33.61	58.36
Net worth	1339.80	794.11	723.39	666.09	659.67

(1) Net tangible assets are defined as the sum of fixed assets (including capital work in progress and excluding revaluation reserves), trade investments, current assets (excluding deferred tax assets)

less current liabilities (excluding deferred tax liabilities and long term liabilities), net of provision for diminution in value.

(2) Monetary assets include cash on hand and bank balance and quoted investments including units in open ended mutual funds schemes at cost.

Further, the Issue is subject to the fuifillment of the following conditions as required under rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957 as amended ("SCRR"):

- A minimum of 2,000,000 Equity Shares (excluding reservations, firm allotment and promoters contribution) are being offered to the public ;

- The Net Issue size, which is the Issue Price multiplied by the number of Equity Shares issued to the Public, is a minimum of Rs. 1000 million and

- The Net Issue is made through the Book Building Process with allocation of 60% of the Net Issue to QIB's as defined under the SEBI Guidelines

The Company undertakes that the number of allotees in the Issue shall be atelast 1,000. Otherwise the entire application money shall be refunded forthwith. In case of delay, if any, in refund, the Company shall pay interest on the application money at the rate of 15% p.a. for the period of delay.

Disclaimer Clause

AS REQUIRED, A COPY OF THE DRAFT RED HERRING PROSPECTUS HAS BEEN SUBMITTED TO SEBI. IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER IL&FS INVESTSMART LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (DISCLOSURE AND INVESTOR PROTECTION) GUIDELINES, 2000 AS FOR THE TIME BEING IN FORCE. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS IL&FS INVESTSMART LIMITED HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED DECEMBER 23, 2006 IN ACCORDANCE WITH THE SEBI (MERCHANT BANKERS) REGULATIONS, 1992 WHICH READS AS FOLLOWS:

"(I) WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS ETC. AND OTHER MATERIALS IN CONNECTION WITH THE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS PERTAINING TO THE SAID ISSUE.

(II) ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PROJECTED PROFITABILITY, PRICE JUSTIFICATION

AND THE CONTENTS OF THE DOCUMENTS MENTIONED IN THE ANNEXURE AND OTHER PAPERS FURNISHED BY THE COMPANY, WE CONFIRM THAT:

A. **THE DRAFT RED HERRING PROSPECTUS FORWARDED TO SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**

B. **ALL THE LEGAL REQUIREMENTS CONNECTED WITH THE SAID ISSUE AS ALSO THE GUIDELINES, INSTRUCTIONS, ETC. ISSUED BY SEBI, THE GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**

C. **THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE.**

D. **WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH SEBI AND THAT TILL DATE, SUCH REGISTRATIONS ARE VALID.**

E. **WHEN UNDERWRITTEN, WE SHALL SATISFY OURSELVES ABOUT THE WORTH OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS.**

F. **WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SECURITIES PROPOSED TO FORM PART OF THE PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN WILL NOT BE DISPOSED/ SOLD/TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH SEBI TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS.**

The filing of the Draft Red Herring Prospectus does not, however, absolve the Company from any liabilities under section 63 and section 68 of the Companies Act or from the requirement of obtaining such statutory and/or other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the Book Running Lead Managers, any irregularities or lapses in the Draft Red Herring Prospectus."

All legal requirements pertaining to the Issue will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of section 60B of the Companies Act. All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the RoC in terms of section 56, section 60 and section 60B of the Companies Act.

Disclaimer from our Company and the BRLMs

Our Company, our Directors, and the BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our instance and anyone placing reliance on any other source of information, including our website www.timemauser.com would be doing so at his or her own risk.

The BRLMs accepts no responsibility, save to the limited extent as provided in the Memorandum of Understanding entered into among the BRLMs and our Company and the Underwriting Agreement to be entered into among the Underwriters and our Company.

All information shall be made available by our Company and the BRLMs to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at bidding centres etc.

Investors that bid in the Issue will be required to confirm and will be deemed to have represented to our Company, the BRLMs, Underwriters and their respective directors, officers, agents, affiliates, and representatives, that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not Issue, sell, pledge, or transfer the Equity Shares of the Company to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the BRLMs, the Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of the Company.

Disclaimer in Respect of Jurisdiction

This Issue is being made in India to persons resident in India including Indian nationals resident in India who are majors, Hindu Undivided Families (HUFs), companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), Trusts registered under the Societies Registration Act, 1860, as amended from time to time, or any other trust law and who are authorized under their constitution to hold and invest in shares, Public financial institutions as specified in Section 4A of the Companies Act, venture capital funds registered with SEBI, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 250 million and pension funds with minimum corpus of Rs. 250 million, and to permitted non-residents, FIIs registered with SEBI and eligible NRIs provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. This draft Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai, India only.

The Equity Shares have not been and will not be registered under the US Securities Act of 1933 (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with SEBI for observations. Accordingly, the Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in our affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The Disclaimer Clause as intimated by BSE to us, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to the RoC filing.

Disclaimer Clause of the NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The Disclaimer Clause as intimated by NSE to us, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to the RoC filing.

Filing

A copy of this Draft Red Herring Prospectus has been filed with SEBI at Plot No.C4-A, 'G' Block, Bandra Kurla Complex, Bandra(East), Mumbai 400051. A copy of the Red Herring Prospectus, along with the documents required to be filed under Section 60B of the Companies Act, will be delivered for registration to the RoC and a copy of the Prospectus required to be filed under Section 60 of the Companies Act will be delivered for registration to the RoC.

Listing

Applications have been made to the NSE and BSE for permission to deal in and for an official quotation of the Equity Shares. The [•] shall be the Designated Stock Exchange with which the basis of allocation will be finalised for this Issue.

If the permission to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchanges mentioned above, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Draft Red Herring Prospectus. If such money is not repaid within eight days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 days from the date of Bid/Issue Closing Date, whichever is earlier), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 days, be liable to repay the money, with interest at the rate of 15% per annum on application money, as prescribed under Section 73 of the Companies Act.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at both the Stock Exchanges mentioned above are taken within seven working days of finalisation of the basis of allotment for the Issue.

Consents

Consents in writing of: (a) our Directors, the Company Secretary and Compliance Officer, the Auditors, the Legal Advisors to the Issue, Bankers to the Company, Advisors to the Issue and the Bankers to the Issue; and (b) the Book Running Lead Managers, the Syndicate Members, the Escrow Collection Bankers and the Registrar to the Issue to act in their respective capacities, have been obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under Sections 60 and 60B of the Companies Act and such consents have not been withdrawn up to the time of delivery of the Red Herring Prospectus for registration with the RoC.

M/s. Raman S. Shah & Co., Chartered Accountants, our Auditors have given their written consent to the inclusion of their Tax Benfit Statement report and the Auditors Report in the form and context in which it appears in this Draft Red Herring Prospectus and such consent and report has not been withdrawn up to the time of delivery of the Red Herring Prospectus for registration with the RoC.

Expert Opinion

Except as stated in the section titled “Financial Statements” beginning on page 116 of this Draft Red Herring Prospectus, we have not obtained any expert opinions.

Expenses of the Issue

The expenses of this Issue include, among others, underwriting and management fees, selling commission, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. The estimated expenses of the Issue are as follows:

(Rs. in million)

Activity	Expense*	% of Total Expenses*	% of Total Issue size*
Lead management, underwriting and selling commission	[•]	[•]	[•]
Advertisement & Marketing expenses	[•]	[•]	[•]
Printing, stationery including transportation of the same	[•]	[•]	[•]
Others (Registrar's fees, Legal fees, Listing fees, etc.)	[•]	[•]	[•]
Total estimated Issue expenses	[•]	[•]	[•]

* Will be incorporated after finalisation of Issue Price

Fees Payable to the Book Running Lead Managers and Syndicate Members

The total fees payable to the Book Running Lead Managers and Syndicate Members (including underwriting commission and selling commission) will be as stated in the Engagement Letter with the BRLMs, a copy of which is available for inspection at the corporate office of our Company and reimbursement of their out of pocket expenses.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue for processing of application, data entry, printing of CAN/refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the MoU dated [•] executed between our Company and the Registrar to the Issue, a copy of which is available for inspection at the corporate office of our Company.

The Registrar to the Issue will be reimbursed for all out of pocket expenses including cost of stationery, postage, stamp duty, and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable them to send refund orders or allotment advice by registered post/speed post/under certificate of posting.

Underwriting commission, brokerage and selling commission on Previous Issues

Since this is an initial public offer of our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our inception.

Particulars regarding Public or Rights Issues

Our Company has not made any rights or public issue during the last five years.

Issues otherwise than for Cash

Except as stated in Note 1 to the capital Structure beginning on page 15 we have not issued any Equity Shares for consideration otherwise than for cash.

Companies under the Same Management

We do not have any other company under the same management within the meaning of erstwhile Section 370 (1B) of the Companies Act, save and except for the Group Companies mentioned in the section titled "Group Companies" beginning on page 146 of this Draft Red Herring Prospectus.

Promise vs. Performance – Last Three Issues

There has not been any previous public issue of our Equity Shares.

Promise vs. Performance – Last Issue of Group/Associate Companies

- **Issuer Company**

  This is our Initial Public Issue of our Company

- **Group / Associate Companies**

  See section tiltled "Subsidiaries" under the chapter titled "History and certain Corporate Matters" on page 87 of this draft Red Herring Prospectus.

Outstanding Debentures or Bonds or Preference Shares

As of date, we do not have any outstanding debentures or bonds or Preference Shares issued by our Company.

Payment or benefit to officers of our Company

Except for statutory benefits available upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company.

Stock Market Data of our equity shares

There has been no prior issue of the Equity Shares of our Company and hence the data cannot be provided.

Mechanism for Redressal of Investor Grievances by our Company

The Memorandum of Understanding between the Registrar to the Issue and us, will provide for retention of records with the Registrar to the Issue for a period of at least one year from the last date of dispatch of letters of allotment, demat credit and refund orders to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of shares applied for, amount paid on application, Depository Participant and the bank branch or collection center where the application was submitted.

Disposal of Investor Grievances by our Company

We estimate that the average time required by us or the Registrar to the Issue for the redressal of routine investor grievances shall be seven days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

We have appointed Mr. K. Venkataraman our Company Secretary & Chief of Legal as the Compliance Officer and he may be contacted in case of any pre Issue or post Issue related problems. He can be contacted at the following address:

Time Technoplast Limited
102, Todi Complex
35, Saki Vihar Raod,Andheri (East),
Mumbai 400072
Tel: +91-22-2803 9999

Fax: 91-22-2857 5672
E-mail: investors@timemauser.com.

Mechanism for Redressal of Investor Grievances by Companies under the Same Management

We do not have any other company under the same management within the meaning of erstwhile Section 370 (1B) of the Companies Act, save and except for the Subsidary mentioned in the section titled "History and Certain Coporate Matters" beginning on page 87 of this Draft Red Herring Prospectus.

Changes in Auditors in the last three years

There have been no changes of the auditors in the last three years except as detailed below:

M/s. Parimal R. Shah & Co., Chartered Accountants, the Joint Auditors of the Company (other being M/s. Raman S. Shah & Co., Chartered Accountants) expressed their inability to continue as auditors of our Company from the FY 2004-05 due to their other engagements. Since then M/s. Raman S. Shah & Co., Chartered Accountants are sole Auditors of our Company.

Capitalisation of Reserves or Profits

Our Company has not capitailsed our reserves or profits during the last five years, except as stated in the section titled "Capital Structure" beginning on page 15 of this draft Red Herring Prospectus.

Revaluation of Assets

Our Company has not revalued its assets in the last five years.

SECTION VIII – ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being offered are subject to the provisions of the Companies Act, our Memorandum and Articles of Association, the terms of this Draft Red Herring Prospectus, Red Herring Prospectus the Prospectus, the Bid cum Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, ROC and/ or other authorities, as in force on the date of the Issue and to the extent applicable.

Ranking of Equity Shares

The Equity Shares being offered shall be subject to the provisions of our Memorandum and Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares including rights in respect of dividend. The Allottees will be entitled to dividend or any other corporate benefits (including dividend), if any, declared by our Company after the date of Allotment.

Mode of Payment of Dividend

Our Company shall pay dividend to our shareholders as per the provisions of the Companies Act.

Face Value and Issue Price

The face value of the Equity Shares is Rs. 10 each and the Issue Price is Rs. [•] each. At any given point of time there shall be only one denomination for the Equity Shares of our Company.

Rights of the Equity Shareholders

Subject to applicable laws, the equity shareholders of our Company shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation;
- Right of free transferability;
- Such other rights, as may be available to a shareholder of a listed public Company under the Companies Act and the terms of the listing agreements with the Stock Exchanges; and
- Such other rights as may be available to our shareholders under our Memorandum and Articles of Association.

For a detailed description of the main provisions of our Articles of Association dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and/ or consolidation/ splitting, pledge see the section titled "Main Provisions of Articles of Association of the Company" beginning on page 247 of this draft Red Herring Prospectus.

Market Lot and Trading Lot

In terms of existing SEBI Guidelines, the trading in the Equity Shares shall only be in dematerialized form for all investors and hence, the tradable lot is one Equity Share. In terms of Section 68B of the

Companies Act, the Equity Shares shall be allotted only in dematerialized form in multiples of one Equity Share subject to a minimum Allotment of [•] Equity Shares.

Jurisdiction

Exclusive jusrisdiction for the purpose of this Issue is with competent courts/authorities in Mumbai, India only.

Nomination Facility to the Investor

In accordance with Section 109A of the Companies Act, the sole or First Bidder, along with other joint Bidder(s), may nominate any one person in whom, in the event of death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 109A of the Companies Act, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/ transfer/ alienation of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. A fresh nomination can be made only on the prescribed form available on request at the Registered office of our Company or at the registrar and transfer agent of our Company. In accordance with Section 109B of the Companies Act, any person who becomes a nominee by virtue of the provisions of Section 109A of the Companies Act, shall upon the production of such evidence as may be required by our Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or
b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with, within a period of 90 days, our Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with. Since the Allotment of Equity Shares in the Issue will be made only in dematerialised mode, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require to change the nomination, they are requested to inform their respective Depository Participant.

Minimum Subscription

If we do not receive the minimum subscription of 90% of the Issue, including devolvement of the members of the Underwriters, if any, within 60 days from the Bid/ Issue Closing Date, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after we become liable to pay the amount, our Company shall pay interest as per Section 73 of the Companies Act. Further, in accordance with Clause 2.2.2A of the SEBI Guidelines our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted will be not less than 1,000.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction

Arrangement for disposal of Odd Lots

There are no arrangements for disposal of odd lots.

Restriction on transfer of shares

There are no restrictions on trasnfers and transmission of shares/ debentures and on their consolidation/ splitting except as provided in our Articles. See "Main Provisions of our Articles of Association" on page 247 of this draft Red Herring Prospectus.

ISSUE PROCEDURE

Book Building Procedure

In terms of Rule 19(2)(b) of the SCRR, this is an Issue for less than 25% of the post–Issue capital of the Company, therefore, the Issue is being made through the 100% Book Building Process wherein at least 60% of the Issue shall be allocated on a proportionate basis to QIB Bidders out of which 5% shall be available for allocation on a proportionate basis to the Mutual Funds only. The remainder shall be available for Allottment on a proportionate basis to all other QIBs including Mutual Funds, subject to valid bids being received from them at or above the Issue Price. If at least 60% of the Issue cannot be allotted to QIBs, then the entire application money will be refunded. Further, upto 30% of the Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders and upto 10% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Issue Price.

Our Company is considering a pre-Issue placement of upto 1,400,000 Equity Shares with certain investors ("Pre-Issue Placement"). If our Company decides to issue such shares, it will complete the issuance of such Equity Shares prior filing of Red Herring Prospectus with RoC. If the Pre-Issue Placement is completed, the Net Issue offered to the public accordingly would be reduced proportionately to the extent of such Pre-Issue Placement, subject to a minimum Issue size of 10% of the Post-Issue capital being offered to the public.

Bidders are required to submit their Bids through the Syndicate. Further, QIB Bids can be submitted only through the members of the Syndicate. In case of QIB Bidders, our Company in consultation with BRLMs may reject Bid at the time of acceptance of Bid cum Application Form provided that the reasons for rejecting the same are provided to such Bidders in writing. In case of Non-Institutional Bidders and Retail Individual Bidders our Company would have a right to reject the Bids only on technical grounds.

Bid cum Application Form

Bidders shall only use the specified Bid cum Application Form bearing the stamp of a member of the Syndicate for the purpose of making a Bid in terms of the Red Herring Prospectus. The Bidder shall have the option to make a maximum of three Bids in the Bid cum Application Form and such options shall not be considered as multiple Bids. Upon the allocation of Equity Shares, dispatch of the CAN, and filing of the Prospectus with the ROC, the Bid cum Application Form shall be considered as the Application Form. Upon completing and submitting the Bid cum Application Form to a member of the Syndicate, the Bidder is deemed to have authorized our Company to make the necessary changes in the Red Herring Prospectus and the Bid cum Application Form as would be required for filing the Prospectus with the ROC and as would be required by ROC after such filing, without prior or subsequent notice of such changes to the Bidder.

The prescribed colour of the Bid cum Application Form for various categories, is as follows:

Category	Colour of Bid cum Application Form
Indian public and Eligible NRIs applying on a non-repatriation basis	White
Eligible NRIs or FIIs applying on a repatriation basis	Blue
Eligible Employees	Pink

Who can Bid?

1. Indian nationals resident in India who are majors in single or joint names (not more than three);

2. Hindu undivided families or HUFs in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids by HUFs would be considered at par with those from individuals;

3. Eligible NRIs on a repatriation basis or a non-repatriation basis subject to applicable laws. NRIs, other than Eligible NRIs, are not permitted to participate in this Issue;

4. Companies and corporate bodies registered under the applicable laws in India and authorized to invest in equity shares;

5. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to trusts/societies and who are authorized under their constitution to hold and invest in equity shares;

6. Scientific and/or industrial research organizations authorized to invest in equity shares;

7. Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to the RBI regulations and the SEBI guidelines and regulations, as applicable);

8. Mutual Funds registered with SEBI;

9. Multilateral and bilateral development financial institutions;

10. FIIs registered with SEBI;

11. FVCIs registered with SEBI;

12. Venture capital funds registered with SEBI;

13. State Industrial Development Corporations;

14. Insurance companies registered with the Insurance Regulatory and Development Authority, India;

15. As permitted by the applicable laws, provident funds with minimum corpus of Rs. 250 million and who are authorized under their constitution to invest in equity shares; and

16. Pension funds with a minimum corpus of Rs. 250 million and who are authorized under their constitution to invest in equity shares.

17. Permanent employees or Directors (whole-time Directors, part-time Directors or otherwise) of the Company, who are Indian Nationals and are based in India. The permanent employees should be on the payroll of the Company as of [●] and the Directors should be directors on the date of the Red Herring Prospectus.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

The information below is given for the benefit of the Bidders. Our Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

Participation by BRLMs and Syndicate Members:

The BRLMs and the Syndicate Member shall not be entitled to participate in this Issue in any manner except towards fulfilling their underwriting obligation. However, associates and affiliates of the Book Runners and Syndicate Member are entitled to bid and subscribe to Equity Shares in the Issue either in the QIB Portion or in Non Institutional Portion as may be applicable to such investors, where the allotment will be on a proportionate basis. Such bidding and subscription may be on their own account or on behalf of their clients.

Maximum and Minimum Bid Size

a. **For Retail Individual Bidders:** The Bid must be for a minimum of [•] Equity Shares and in multiples of [•] Equity Shares thereafter and it must be ensured that the Bid Amount payable by the Bidder does not exceed Rs. 100,000. In case of revision of Bids, the Retail Individual Bidders have to ensure that the Bid Amount does not exceed Rs. 100,000. In case the Bid Amount is over Rs. 100,000 due to revision of the Bid or revision of the Price Band or on exercise of option to bid at Cut-off Price, the Bid would be considered for allocation under the Non Institutional Portion. The option to bid at Cut-off Price is an option given only to the Retail Individual Bidders indicating their agreement to Bid and purchase Equity Shares at the final Issue Price as determined at the end of the Book Building Process.

b. **For Non-Institutional Bidders and QIB Bidders**: The Bid must be for a minimum of such number of Equity Shares in multiples of [•] Equity Shares so that the Bid Amount exceeds Rs. 100,000 and in multiples of [•] Equity Shares thereafter. A Bid cannot be submitted for more than the Issue size. However, the maximum Bid by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI guidelines, a QIB Bidder cannot withdraw its Bid after the Bid /Issue Closing Date and is liable to pay QIB margin upon submission of Bid.

   In case of revision in Bids, the Non Institutional Bidders, who are individuals, have to ensure that the Bid Amount is greater than Rs. 100,000 for being considered for allocation in the Non Institutional Portion. In case the Bid Amount reduces to Rs. 100,000 or less due to a revision in Bids or revision of the Price Band, Bids by Non Institutional Bidders who are eligible for allocation in the Retail Portion would be considered for allocation under the Retail Portion. Non Institutional Bidders and QIB Bidders are not entitled to the option of bidding at Cut-off Price.

c. **For Employee Reservation Portion:** The Bid must be for a minimum of [•] Equity Shares and in multiples of [•] Equity Shares thereafter. Bidders in the Employee Reservation Portion applying for maximum Bid in any of the bidding options not exceeding Rs.100,000 may bid at Cut-off Price. The allotment in the Employee Reservation Portion will be on a proportionate basis. However, in case of an oversubscription in the Employee Reservation Portion, the maximum allotment to any Employee will be capped at up to [•] Equity Shares.

Bidders are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.

Information for the Bidders:

a. Our Company will file the Red Herring Prospectus with the ROC at least three days before the Bid/Issue Opening Date.

b. The members of the Syndicate will circulate copies of the Red Herring Prospectus along with the Bid cum Application Form to potential investors.

c. The Company, the BRLMs shall declare the Bid/Issue Opening Date, Bid/Issue Closing Date and Price Band at the time of filing the Red Herring Prospectus with the RoC and also publish the same in three widely circulated newspapers (one each in English, Hindi and Gujarati).

d. Any investor (who is eligible to invest in our Equity Shares) who would like to obtain the Red Herring Prospectus and/or the Bid cum Application Form can obtain the same from our Registered Office, Corporate Office or from the BRLMs or any of the members of the Syndicate.

e. The Bids should be submitted on the prescribed Bid cum Application Form only. Bid cum Application Forms should bear the stamp of a member of the Syndicate. Bid cum Application Forms, which do not bear the stamp of a member of the Syndicate will be rejected.

f. The Bidding/Issue Period shall be a minimum of three working days and shall not exceed seven working days. The members of the Syndicate shall accept Bids from the Bidders during the Bidding/Issue Period in accordance with the terms of the Syndicate Agreement.

g. The Price Band has been fixed at Rs. [•] to Rs. [•] per Equity Share. The Bidders can bid at any price within the Price Band, in multiples of Rs. 1 (One). Our Company, in consultation with the BRLMs, reserves the right to revise the Price Band during the Bidding Period. The cap on the Price Band should not be more than 20% of the floor of the Price Band. Subject to compliance with the immediately preceding sentence, the floor of the Price Band can move up or down to the extent of 20% of the floor of the Price Band.

h. In case the Price Band is revised, the Bidding/ Issue Period may be extended, if required, by an additional three days, subject to the total Bidding/ Issue Period not exceeding 10 working days. The revised Price Band and Bidding/ Issue Period, if applicable, will be widely disseminated by notification to the BSE and the NSE, and by issuing published in two national newspapers (one each in English and Hindi) and a Gujarati language newspaper of wide circulation in the place where our Registered Office is situated and also by indicating the change on the websites of the BRLMs and at the terminals of the members of the Syndicate.

i. Our Company, in consultation with the BRLMs, can finalise the Issue Price within the Price Band, without the prior approval of, or intimation to, the Bidders.

Method and Process of Bidding

a. Each Bid cum Application Form will give the Bidder the choice to bid for up to three optional prices (for details, see the section titled "Bids at Different Price Levels and Revision of Bids" beginning on page 224 of this draft Red Herring Prospectus) within the Price Band and specify the demand (i.e. the number of Equity Shares bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder at or above the Issue Price will be considered for allocation and the rest of the Bid(s), irrespective of the Bid Price, will become automatically invalid.

b. The Bidder cannot bid on another Bid cum Application Form after Bids on one Bid cum Application Form have been submitted to a member of the Syndicate. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate will be treated as multiple Bids and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the section titled "Bids at Different Price Levels and Revision of Bids" beginning on page 224 of this Draft Red Herring Prospectus.

c. The members of the Syndicate will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip ("TRS"), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form.

d. During the Bidding Period, Bidders may approach a member of the Syndicate to submit their Bid. Every member of the Syndicate shall accept Bids from all clients/investors who place orders through them and shall have the right to vet the Bids, subject to the terms of the Syndicate Agreement and the Red Herring Prospectus.

e. Along with the Bid cum Application Form, all Bidders will make payment in the manner described under the paragraph titled "Terms of Payment" beginning on page 228 of this Draft Red Herring Prospectus.

Bids at different price levels and revision of Bids

a. The Bidder can bid at any price within the Price Band. The Bidder has to bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders and Eligible Employees applying for a maximum Bid in any of the bidding options not exceeding Rs. 100,000 may bid at Cut-off Price. However, bidding at Cut-off Price is prohibited for QIB Bidders, Eligible Employees and Non Institutional Bidders where the Bid Amount is in excess of Rs. 100,000 and such Bids from QIB Bidders and Non Institutional Bidders

b. Retail Individual Bidders and Eligible Employees bidding in the Employees Reservation Portion who bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders and Eligible Employees under the Employee Reservation Portion bidding at Cut-Off Price shall deposit the Bid Amount based on the Cap Price in the Escrow Account. In the event the Bid Amount is higher than the subscription amount payable by the Retail Individual Bidders and Eligible Employees bidding in the Employee Reservation Portion, who Bid at Cut-off Price (i.e. the total number of Equity Shares allocated in the Issue multiplied by the Issue Price), such Bidders, who Bid at Cut-off Price, shall receive the refund of the excess amounts from the Escrow Account or the Refund Account, as the case may be.

c. In case of an upward revision in the Price Band announced as above, Retail Individual Bidders and Eligible Employees bidding in the Employee Reservation Portion who had bid at Cut-off Price could either (i) revise their Bid or (ii) make additional payment based on the higher end of the Revised Price Band (such that the total amount i.e., original Bid Price plus additional payment does not exceed Rs. 1,00,000 for Retail Individual Bidders and Eligible Employees bidding in the Employee Reservation Portion, if such Bidder wants to continue to bid at Cut-off Price), with the Syndicate Members to whom the original Bid was submitted. In case the total amount (i.e., original Bid Price plus additional payment) exceeds Rs. 100,000 for Retail Individual Bidders and Eligible Employees bidding in the Employee Reservation Portion the Bid will be considered for allocation under the Non-Institutional Portion in terms of this Red Herring Prospectus. If, however, the Bidder does not either revise the Bid or make additional payment and the Issue Price is higher than the higher end of the Price Band prior to revision, the number of Equity Shares bid for shall be adjusted downwards for the purpose of Allotment, such that the no additional payment would be required from such Bidder and such Bidder is deemed to have approved such revised Bid at Cut-off Price..

d. In case of a downward revision in the Price Band, announced as above, Retail Individual Bidders and Eligible Employees bidding in the Employee Reservation Portion, who have bid at Cut-off Price, could either revise their Bid or the excess amount paid at the time of bidding would be refunded from the Escrow Account or the Refund Account, as the case may be.

e. In the event of any revision in the Price Band, whether upwards or downwards, the minimum application size shall remain [•] Equity Shares irrespective of whether the Bid Amount payable on such minimum application is not in the range of Rs. 5,000 to Rs. 7,000.

f. During the Bidding/Issue Period, any Bidder who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band during the Bidding/Issue Period using the printed Revision Form, which is a part of the Bid cum Application Form.

g. Revisions can be made in both the desired number of Equity Shares and the Bid price by using the Revision Form. Apart from mentioning the revised options in the Revision Form, the Bidder must also mention the details of all the options in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder has Bid for three options in the Bid cum Application Form and he is changing only one of the options in the Revision Form, he must still fill the details of the other two options that are not being changed in the Revision Form. Incomplete or inaccurate Revision Forms will not be accepted by the members of the Syndicate.

h. The Bidder can make this revision any number of times during the Bidding Period. However, for any revision(s) in the Bid, the Bidders will have to use the services of the same member of the Syndicate through whom he or she had placed the original Bid.

i. Bidders are advised to retain copies of the blank Revision Form and the revised Bid must be made only in such Revision Form or copies thereof.

j. Any revision of the Bid shall be accompanied by payment in the form of cheque or demand draft for the incremental amount, if any, to be paid on account of the upward revision of the Bid. The excess amount, if any, resulting from downward revision of the Bid would be returned to the Bidder at the time of refund in accordance with the terms of this Red Herring Prospectus. In case of QIB Bidders, the members of the Syndicate shall collect the payment in the form of cheque or demand draft for the incremental amount in the QIB Margin Amount, if any, to be paid on account of upward revision of the Bid at the time of one or more revisions by the QIB Bidders.

k. When a Bidder revises his or her Bid, he or she shall surrender the earlier TRS and get a revised TRS from the members of the Syndicate. It is the responsibility of the Bidder to request for and obtain the revised TRS, which will act as proof of his or her having revised the previous Bid.

Application in the Issue

Equity Shares being issued through the Draft Red Herring Prospectus can be applied for in the dematerialized form only.

Bids and revisions of Bids must be:

a. Made only in the prescribed Bid cum Application Form or Revision Form, as applicable (white colour for Resident Indians, blue colour for NRIs and FIIs applying on a repatriation basis and pink colour for Bidders under Employee Reservation portion.

b. In single name or in joint names (not more than three, and in the same order as their Depository Participant details).

c. Completed in full, in BLOCK LETTERS in ENGLISH and in accordance with the instructions contained herein, in the Bid cum Application Form or in the Revision Form.

d. The Bids from the Retail Individual Bidders must be for a minimum of [•] Equity Shares and in multiples of [•] Equity Shares thereafter subject to a maximum Bid Amount of Rs.100,000.

e. For Non-Institutional Bidders and QIB Bidders, Bids must be for a minimum of such number of Equity Shares in multiples of [•] Equity Shares such that the Bid Amount exceeds Rs. 100,000 and in multiples of [•] Equity Shares thereafter. Bids cannot be made for more than the Issue size. Bidders are advised to ensure that a single Bid from them should not exceed the investment limits or maximum number of shares that can be held by them under the applicable laws or regulations.

f. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule in the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal.

g. For Eligible Employees bidding in the Employee Reservation Portion, the Bid must be for a minimum of [•] Equity Shares in multiple of thereafter subject to a maximum of up to [•] Equity Shares.

h. NRIs for a Bid Price of up to Rs. 100,000 would be considered under the Retail Portion for the purposes of allocation and Bids for a Bid Price of more than Rs. 100,000 would be considered under Non-Institutional Portion for the purposes of allocation; by other eligible Non Resident Bidders for a minimum of such number of Equity Shares and in multiples of [•] Equity Shares thereafter that the Bid Price exceeds Rs. 100,000.

i. Bids by Non Residents, NRIs and FIIs on a repatriation basis shall be in the names of individuals, or in the names of FIIs but not in the names of minors, OCBs, firms or partnerships, foreign nationals (excluding NRIs) or their nominees.

Bids by Mutual Funds

An eligible Bid by a Mutual Fund shall first be considered for allocation proportionately in the Mutual Funds Portion. In the event that the demand is greater than [•] Equity Shares, Allocation shall be made to Mutual Funds on proportionate basis to the extent of the Mutual Funds Portion. The remaining demand by Mutual Funds shall, as part of the aggregate demand by QIB Bidders, be made available for allocation proportionately out of the remainder of the QIB Portion, after excluding the allocation in the Mutual Funds Portion.

The Bids made by the asset management companies or custodian of Mutual Funds shall specifically state the names of the concerned schemes for which the Bids are made. In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme for which the Bid has been made.

As per the current regulations, the following restrictions are applicable for investments by Mutual Funds:

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up capital carrying voting rights.

Bids made by Insurance Companies

In case of the Bids made by insurance companies registered with the Insurance Regulatory and Development Authority, a certified copy of certificate of registration issued by Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to reject such Bids in whole or in part.

Bids made by Provident Funds

In case of the Bids made by provident funds, subject to applicable law, with minimum corpus of Rs. 250 million and pension funds with minimum corpus of Rs. 250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason therefor.

Bids by Eligible NRIs

Eligible NRI Bidders to comply with the following:

1. Individual Eligible NRIs can obtain the Bid cum Application Forms from the Registered/Corporate Office, members of the Syndicate or the Registrar to the Issue.

2. Eligible NRI Bidders may note that only such Bids as are accompanied by payment in free foreign exchange shall be considered for allotment. Eligible NRIs who intend to make payment through Non-Resident Ordinary (NRO) accounts shall use the Bid cum Application Form meant for resident Indians.

Bids by FIIs

As per the current regulations, the following restrictions are applicable for investments by FIIs:

The issue of Equity Shares to a single FII should not exceed 10% of our post-Issue issued capital (i.e. 10% of [•] Equity Shares). In respect of an FII investing in the Equity Shares on behalf of its sub-accounts, the investment on behalf of each sub-account shall not exceed 10% of our total issued capital or 5% of our total issued capital in case such sub-account is a foreign corporate or an individual. Under the current foreign investment policy applicable to our Company foreign equity participation up to 100% is permissible under the automatic route. As of now, the aggregate FII holding in us cannot exceed 24% of our total issued capital. With the approval of the Board of Directors and the shareholders by way of a special resolution, the aggregate FII holding can go up to 100%. However, as on this date, no such resolution has been recommended to the shareholders of the Company for adoption. Subject to compliance with all applicable Indian laws, rules, regulations guidelines and approvals in terms of regulation 15A(1) of the Securities Exchange Board of India (Foreign Institutional Investors) Regulations 1995, as amended, an FII or its sub account may issue, deal or hold, off shore derivative instruments such as Participatory Notes, equity-linked notes or any other similar instruments against underlying securities listed or proposed to be listed in any stock exchange in India only in favour of those entities which are regulated by any relevant regulatory authorities in the countries of their incorporation or establishment subject to compliance of "know your client" requirements. An FII or sub-account shall also ensure that no further downstream issue or transfer of any instrument referred to hereinabove is made to any person other than a regulated entity.

Bids by SEBI registered Venture Capital Funds

As per the current regulations, the following restrictions are applicable for SEBI registered Venture Capital Funds:

The SEBI (Venture Capital) Regulations, 1996 prescribe investment restrictions on venture capital funds registered with SEBI. Accordingly, whilst the holding by any individual venture capital fund registered with SEBI in one company should not exceed 25% of the corpus of the venture capital fund, a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one company. Further, Venture Capital Funds and Foreign Venture Capital Investors can invest only up to 33.33% of the investible funds by way of subscription to an initial public offer.

Bids by Eligible Employees

For the purpose of the Employee Reservation Portion, Eligible Employee means all or any of the following:

(a) a permanent employee of the Company as of [•] and based working and present in India as on the date of submission of the Bid cum Application Form.

(b) a director of the Company, whether a whole time director except any Promoters or members of the Promoter group, part time director or otherwise as of [•] and based and present in India as on the date of submission of the Bid cum Application Form.

Bids under Employee Reservation Portion by Eligible Employees shall be:

- Made only in the prescribed Bid cum Application Form or Revision Form (i.e. red colour Form).
- Only Eligible Employees (as defined above) would be eligible to apply in this Issue under the Employee Reservation Portion.
- Eligible Employees, as defined above, should mention the Employee Number at the relevant place in the Bid cum Application Form.
- The sole/ first Bidder shall be the Eligible Employee as defined above.
- Bids by Eligible Employees will have to bid like any other Bidder. Only those bids, which are received at or above the Issue Price, would be considered for allocation under this category.
- The Bids must be for a minimum of [•] Equity Shares and in multiples of [•] Equity Shares thereafter. The allotment in the Employee Reservation portion will be on a proportional basis.
- Eligible Employees who Bid for Equity Shares of or for a value of not more than Rs. 100,000 in

any of the bidding options can apply at Cut-Off Price. This facility is not available to other Eligible Employees whose Bid Amount in any of the bidding options exceeds Rs. 100,000.

- The maximum bid under Employee Reservation Portion by an Employee cannot exceed [•] Equity Shares.
- Bid/ Application by Eligible Employees can also be made in the "Net Issue" portion and such Bids shall not be treated as multiple bids.
- If the aggregate demand in this category is less than or equal to [•] Equity Shares at or above the Issue Price, full allocation shall be made to the Eligible Employees to the extent of their demand. Under-subscription, if any, in the Employee Reservation Portion will be added back to the Net Issue.
- If the aggregate demand in this category is greater than [•] Equity Shares at or above the Issue Price, the allocation shall be made on a proportionate basis. For the method of proportionate basis of allocation, please see section titled "Basis of Allotment" on page 233.
- Under-subscription, if any, in the Employee Reservation portion will be added back to the Net Issue to the Public, and the ratio amongst the investor categories will be at the discretion of the Company, the BRLMs. In case of under-subscription in the Net Issue, spill over to the extent of under-subscription shall be permitted from the Employee Reservation portion.

PAYMENT INSTRUCTIONS

Escrow Mechanism

Our Company shall open Escrow Accounts with the Escrow Collection Banks in whose favour the Bidders shall write the cheque or demand draft in respect of his or her Bid and/or revision of the Bid. Cheques or demand drafts received for the full Bid Amount from Bidders would be deposited in the Escrow Account. The Escrow Collection Banks will act in terms of the Red Herring Prospectus and the Escrow Agreement. The monies in the Escrow Account shall be maintained by the Escrow Collection Bank(s) for and on behalf of the Bidders. The Escrow Collection Bank(s) shall not exercise any lien whatsoever over the monies deposited therein and shall hold the monies therein in trust for the Bidders. On the Designated Date, the Escrow Collection Banks shall transfer the monies from the Escrow Account to the Issue Account and the Refund Account as per the terms of the Escrow Agreement.

The Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank(s) and the Registrar to the Issue to facilitate collections from the Bidders.

Terms of Payment and Payment into the Escrow Accounts

Each Bidder shall pay the applicable Margin Amount at the time of submission of the Bid cum Application Form by way of a cheque or demand draft in favour of the Escrow Account as per the below terms:

a. The members of the Syndicate shall deposit the cheque or demand draft with the Escrow Collection Bank(s), which will hold the monies for the benefit of the Bidders till the Designated Date. On the Designated Date, the Escrow Collection Bank(s) shall transfer the funds equivalent to the size of the Issue from the Escrow Account, as per the terms of the Escrow Agreement, into the Issue Account. The balance amount after transfer to the Issue Account shall be transferred to the Refund Account.

b. Each category of Bidders i.e. QIB Bidders, Non Institutional Bidders, Retail Individual Bidders and Eligible Employees bidding in the Employee Reservation Portion would be required to pay their applicable Margin Amount at the time of the submission of the Bid cum Application Form by way of a cheque or demand draft for the maximum amount of his/ her Bid in favour of the Escrow Account of the Escrow Collection Bank(s). (For details please see the section titled "Payment Instructions" beginning on page 228) and submit the same to the member of the Syndicate to whom the Bid is being submitted. The Margin Amount payable by each category of Bidders is mentioned in the section titled "Issue Structure" beginning on page 36. Bid cum Application Forms accompanied by cash shall not be accepted. The maximum Bid Price has to be paid at the time of submission of the Bid cum Application Form based on the highest bidding option of the Bidder.

c. Where the Margin Amount applicable to the Bidder is less than 100% of the Bid Amount, any difference between the amount payable by the Bidder for Equity Shares allocated/allotted at the Issue Price and the Margin Amount paid at the time of Bidding, shall be payable by the Bidder no later than the Pay-in-Date, which shall be a minimum period of two days from the date of communication of the allocation list to the members of the Syndicate by the BRLMs. If the payment is not made favouring the Escrow Account within the time stipulated above, the Bid of the Bidder is liable to be cancelled.

d. Where the Bidder has been allocated lesser number of Equity Shares than he or she had bid for, the excess amount paid on bidding, if any, after adjustment for Allotment, will be refunded to such Bidder in terms of the Red Herring Prospectus.

e. The payment instruments for payment into the Escrow Account should be drawn in favour of:

    i. In case of Resident QIB Bidders: **"Escrow Account – TTL Public Issue-QIB-R"**
    ii. In case of non resident QIB Bidders: **"Escrow Account – TTL Public Issue-QIB-NR"**
    iii. In case of other resident Bidders: **"Escrow Account – TTL Public Issue - R"**
    iv. In case of Eligible NRIs Bidders: **"Escrow Account – TTL Public Issue - NR"**

f. In case of Bids by Eligible NRIs applying on repatriation basis, the payments must be made through Indian Rupee drafts purchased abroad or cheques or bank drafts, for the amount payable on application remitted through normal banking channels or out of funds held in NRE accounts or Foreign Currency Non-Resident (FCNR) accounts, maintained with banks authorised to deal in foreign exchange in India, along with documentary evidence in support of the remittance. Payment will not be accepted out of Non-Resident Ordinary (NRO) Account of Non-Resident Bidder bidding on a repatriation basis. Payment by drafts should be accompanied by bank certificate confirming that the draft has been issued by debiting to NRE or FCNR account.

g. In case of Bids by FIIs, the payment should be made out of funds held in Special Rupee Account along with documentary evidence in support of the remittance. Payment by drafts should be accompanied by bank certificate confirming that the draft has been issued by debiting to a Special Rupee Account.

h. Where a Bidder has been allocated a lesser number of Equity Shares than the Bidder has Bid for, the excess amount, if any, paid on bidding, after adjustment towards the balance amount payable on the Equity Shares allocated, will be refunded to the Bidder from the Refund Account.

i. The monies deposited in the Escrow Account will be held for the benefit of the Bidders till the Designated Date. On the Designated Date, the Escrow Collection Banks shall transfer the funds from the Escrow Account as per the terms of the Escrow Agreement into the Issue Account.

j. On the Designated Date and not later than 15 days from the Bid/Issue Closing Date, the Escrow Collection Banks shall refund all amounts payable to unsuccessful Bidders and the excess amount paid on Bidding, if any, after adjusting for allocation to the Bidders.

k. Payments should be made by cheque, or demand draft drawn on any bank (including a co-operative bank), which is situated at, and is a member of or sub member of the banker's clearing house located at the centre where the Bid cum Application Form is submitted. Outstation cheques/bank drafts drawn on banks not participating in the clearing process will not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected. Cash/stockinvest/money orders/postal orders will not be accepted.

l. Bidders are advised to mention the number of application form on the reverse of the cheque / demand draft to avoid misuse of instruments submitted along with the Bid cum Application Form.

m. Incase clear funds are not available in the Escrow Accounts as per final certificates from the Escrow Collection Banks, such Bids are liable to be rejected.

Payment by Stockinvest

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/24.47.00/2003-04 dated November 5, 2003, the option to use the stockinvest instrument in lieu of cheques or bank drafts for payment of Bid money has been withdrawn.

Electronic registration of Bids

a. The members of the Syndicate will register the Bids using the on-line facilities of the BSE and the NSE. There will be at least one on-line connectivity in each city, where a stock exchange is located in India and where Bids are being accepted.

b. The BSE and the NSE will offer a screen-based facility for registering Bids for the Issue. This facility will be available on the terminals of the members of the Syndicate and their authorized agents during the Bidding/Issue Period. The members of the Syndicate can also set up facilities for off-line electronic registration of Bids subject to the condition that they will subsequently download the off-line data file into the on-line facilities for book building on a regular basis. On the Bid /Issue Closing Date, the members of the Syndicate shall upload the Bids till such time as may be permitted by the Stock Exchanges.

c. The aggregate demand and price for Bids registered on the electronic facilities of the BSE and the NSE will be displayed on-line at all bidding centers and at the websites of BSE and NSE. A graphical representation of consolidated demand and price would be made available at the bidding centers during the Bidding Period.

d. At the time of registering each Bid, the members of the Syndicate shall enter the following details of the investor in the on-line system:

- Name of the Bidder(s)
- Investor category – individual, corporate, or Mutual Fund etc.
- Numbers of Equity Shares bid for
- Bid price
- Bid cum Application Form number
- Margin Amount paid upon submission of Bid cum Application Form
- Depository participant identification no. and client identification no. of the beneficiary account of the Bidder

e. A system generated TRS will be given to the Bidder as a proof of the registration of each of the bidding options. **It is the Bidder's responsibility to obtain the TRS from the members of the Syndicate.** The registration of the Bid by the member of the Syndicate does not guarantee that the Equity Shares shall be allocated either by the members of the Syndicate or our Company.

f. Such TRS will be non-negotiable and by itself will not create any obligation of any kind.

g. Incase of QIB Bidders, members of the syndicate have the right to accept the bid or reject it. A rejection can be made only at the time of receiving the bid and only after assigning a reason for such rejection in writing. In case on non-institutional Bidders and Retail Individual Bidders who Bid, Bids should not be rejected on technical grounds as listed on page 242.

h. It is to be distinctly understood that the permission given by the BSE and the NSE to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company or the BRLM are cleared or approved by the BSE and the NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, our Promoters, our management or any scheme or project of our Company.

i. It is also to be distinctly understood that the approval given by the BSE and the NSE should not in any way be deemed or construed that the Red Herring Prospectus has been cleared or approved by the BSE and the NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Red Herring Prospectus; nor does it warrant that our Equity Shares will be listed or will continue to be listed on the BSE and the NSE.

j. Only bids that are uploaded on the online IPO system of the NSE and BSE shall be considered for allocation/allotment. In case of discrepancy of data between the BSE and NSE and the members of syndicate, the decision of the BRLMs based on the physical records of Bid Applications Forms shall be final and binding on all concerned.

Price Discovery and Allocation

a. After the Bid /Issue Closing Date, the BRLM will analyse the demand generated at various price levels.

b. Our Company, in consultation with the BRLMs, shall finalise the "Issue Price".

c. The allocation under the Issue shall be on proportionate basis, in the manner specified in the SEBI Guidelines and this Draft Red Herring Prospectus and in consultation with Designated Stock Exchange.

d. Under-subscription, if any, in any category of the Issue, other than the QIB Portion, would be allowed to be met with spill over from any of the other categories at the discretion of our Company in consultation with the BRLMs. However, if the aggregate demand by Mutual Funds is less than [•] Equity Shares, the balance Equity Shares available for allocation in the Mutual Funds Portion will first be added to the QIB Portion and be allocated proportionately to the QIB Bidders.

e. Under-subscription, if any, in the Employee Reservation portion will be added back to the Net Issue to the Public, and the ratio amongst the investor categories will be at the discretion of the Company, the BRLMs. In case of under-subscription in the Net Issue, spill over to the extent of extent of under-subscription shall be permitted from the Employee Reservation portion.

f. The BRLMs, in consultation with us, shall notify the members of the Syndicate of the Issue Price and allocations to their respective Bidders, where the full Bid Amount has not been collected from the Bidders.

g. We reserve the right to cancel the Issue any time after the Bid/Issue Opening Date but before the Allotment without assigning any reasons whatsoever.

Signing of Underwriting Agreement and ROC Filing

a. Our Company, the BRLMs and the Syndicate Member shall enter into an Underwriting Agreement upon finalisation of the Issue Price.

b. After signing the Underwriting Agreement, we would update and file the updated Red Herring Prospectus with ROC, which then would be termed 'Prospectus'. The Prospectus would have details of the Issue Price and Issue size and would be complete in all material respects.

Advertisement regarding Issue Price and Prospectus

After filing of the Prospectus with the ROC, a statutory advertisement will be issued by our Company in a widely circulated English national newspaper, a Hindi national newspaper and a Gujarati newspaper of wide circulation in the place where our Registered Office is situated. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the Issue Price. Any material updates between the date of Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

Issuance of CAN

a. Upon approval of the basis of Allotment by the Designated Stock Exchange, the BRLMs or the Registrar to the Issue shall send to the members of the Syndicate a list of their Bidders who have been allocated Equity Shares in the Issue. The approval of the basis of allotment by the Designated Stock Exchange for QIB Bidders may be done simultaneously with or prior to the approval of the basis of allocation for the Retail and Non-Institutional Bidders and Bids from Eligible Employees bidding in the Employee Reservation Portion. Investors should note that the Company shall ensure that the demat credit of Equity Shares pursuant to Allotment shall be made on the same date to all investors in this Issue;

b. The BRLMs or members of the Syndicate would then send the CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of CAN shall be deemed a valid, binding and irrevocable contract for the Bidder to pay the entire Issue Price for all the Equity Shares allocated to such Bidder. Those Bidders who have paid the Margin Amount into the Escrow Account at the time of bidding shall pay the balance amount payable into the Escrow Account by the Pay-in Date specified in the CAN; and

c. Such Bidders who have been allocated Equity Shares and who have already paid the Margin Amount for the said Equity Shares into the Escrow Account at the time of bidding shall directly receive the CAN from the Registrar to the Issue subject, however, to realisation of their cheque or demand draft paid into the Escrow Accounts. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

d. The issuance of CAN is subject to "Allotment Reconciliation and Revised CANs" as set forth below.

Notice to QIBs: Allotment Reconciliation and Revised CANs

After the Bid/Issue Closing Date, an electronic book will be prepared by the Registrar on the basis of Bid applications received. Based on the electronic book, QIBs will be sent a CAN on or prior to [•], 2007, indicating the number of Equity Shares that may be allocated to them. This CAN is subject to the basis of final Allotment, which will be approved by the Designated Stock Exchange and reflected in the physical book prepared by the Registrar. Subject to SEBI Guidelines, certain Bid applications may be rejected due to technical reasons, non-receipt of funds, cancellation of cheques, cheque bouncing, incorrect details, etc., and these rejected applications will be reflected in the reconciliation and basis of Allotment as approved by the Designated Stock Exchange and specified in the physical book. As a result, a revised CAN may be sent to QIBs, and the allocation of Equity Shares in such revised CAN may be different from that specified in the earlier CAN. It is not necessary that a revised CAN will be sent. QIBs should note that they may be required to pay additional amounts, if any, by the Pay-in Date specified in the revised CAN, for any increased allocation of Equity Shares. The CAN will constitute the valid, binding and irrevocable contract (subject only to the issue of a revised CAN) for the QIB to pay the entire Issue Price for all the Equity Shares allocated to such QIB. The revised CAN, if issued, will supersede in entirety the earlier CAN.

Designated Date and Allotment of Equity Shares

a. Our Company will ensure that the Allotment of Equity Shares is done within 15 days of the Bid/Issue Closing Date. After the funds are transferred from the Escrow Account to the Public Issue Account and the Refund Account on the Designated Date, our Company would ensure the credit to the successful Bidders' depository accounts of the allotted Equity Shares to the allottees within two working days from the date of approval of the basis of Allotment.

b. As per the SEBI Guidelines, **Equity Shares will be issued and allotted only in the dematerialised form to the allottees**. Allottees will have the option to re-materialise the Equity Shares so allotted, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

Investors are advised to instruct their Depository Participant to accept the Equity Shares that may be allocated/allotted to them pursuant to this Issue.

BASIS OF ALLOTMENT

A. For Retail Individual Bidders

- Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

- The Net Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have bid in the Issue at a price that is equal to or greater than the Issue Price.

- If the aggregate demand in this category is less than or equal to 1,488,120 Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

- If the aggregate demand in this category is greater than 1,488,120 Equity Shares at or above the Issue Price, the allotment shall be made on a proportionate basis up to a minimum of [•] Equity Shares. For the method of proportionate basis of Allotment, refer below.

B. For Non-Institutional Bidders

- Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non-Institutional Bidders will be made at the Issue Price.

- The Net Issue size less Allotment to QIBs and Retail Portion shall be available for Allotment to Non-Institutional Bidders who have bid in the Issue at a price that is equal to or greater than the Issue Price.

- If the aggregate demand in this category is less than or equal to 496,040 Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

- In case the aggregate demand in this category is greater than 496,040 Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [•] Equity Shares. For the method of proportionate basis of Allotment refer below.

C. For Employee Reservation Portion

a. The Bid must be for a minimum of [•] Equity Shares and in multiples of [•] Equity Shares thereafter. The allotment in the Employee Reservation Portion will be on a proportionate basis. Bidders under the Employee Reservation Portion applying for a maximum Bid in any of the bidding options not exceeding Rs. 100,000 may bid-at Cut off Price.
b. The maximum Bid under the Employee Rservation Portion cannot exceed 261,100 Equity Shares.
c. Bids received from the Eligible Employees at or above the Issue Price shall be grouped together to determine the total demand under this category. The allocation to all the successful Eligible Employees will be made at the Issue Price.
d. If the aggregate demand in this category is less than or equal to 261,100 Equity Shares at or above the Issue Price, full allocation shall be made to the Eligible Employees to the extent of their demand.
e. If the aggregate demand in this category is greater than 261,100 Equity Shares at or above the Issue Price, the allocation shall be made on a proportionate basis up to a minimum of [•] Equity Shares and in multiple of [•] Equity Share thereafter. For the method of proportionate basis of allocation, refer below.
f. Only Eligible Employees eligible to apply under Employee Reservation Portion.

D. For QIBs

- Bids received from the QIB Bidders at or above the Issue Price shall be grouped together to determine the total demand under this portion. The Allotment to all the QIB Bidders will be made at the Issue Price.

- The QIB Portion shall be available for Allotment to QIB Bidders who have bid in the Issue at a price that is equal to or greater than the Issue Price.

- Allotment shall be undertaken in the following manner:

  (a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Portion shall be determined as follows:

    (i) In the event that Mutual Fund Bids exceeds 5% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for up to 5% of the QIB Portion.

    (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid bids received above the Issue Price.

    (iii) Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

  (b) In the second instance Allotment to all QIBs shall be determined as follows:

    (i) In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis for up to 95% of the QIB Portion.

    (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIB Bidders.

    (iii) Under-subscription below 5% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis.

- The aggregate Allotment to QIB Bidders shall not be less than 2,976,240 Equity Shares.

Illustration of Allotment to QIBs and Mutual Funds ("MF")

A. Issue Details

Sr. No.	Particulars	Issue details
1	Issue size	200 million equity shares
2	Allocation to QIB (60%)	120 million equity shares
	Of which:	
	a. Allocation to MF (5%)	6 million equity shares
	b. Balance for all QIBs including MFs	114 million equity shares
3	No. of QIB applicants	10
4	No. of shares applied for	500 million equity shares

B. Details Of QIB Bids

S.No	Type of QIB bidders#	No. of shares bid for (in million)
1	A1	50
2	A2	20
3	A3	130
4	A4	50
5	A5	50
6	MF1	40
7	MF2	40
8	MF3	80
9	MF4	20
10	MF5	20
	Total	**500**

A1-A5: (QIB bidders other than MFs), MF1-MF5 (QIB bidders which are Mutual Funds)

C. Details of Allotment to QIB Bidders/ Applicants

(Number of equity shares in million)

Type of QIB bidders	Shares bid for	Allocation of 6 million Equity Shares to MF proportionately (please see note 2 below)	Allocation of balance 114 million Equity Shares to QIBs proportionately (please see note 4 below)	Aggregate allocation to MFs
(I)	**(II)**	**(III)**	**(IV)**	**(V)**
A1	50	0	11.40	0
A2	20	0	4.56	0
A3	130	0	29.64	0
A4	50	0	11.40	0
A5	50	0	11,40	0
MF1	40	1.2	9.12	10.32
MF2	40	1.2	9.12	10.32
MF3	80	2.4	18.24	20.64
MF4	20	0.6	4.56	5.16
MF5	20	0.6	4.56	5.16
	500	**6**	**114**	**51.64**

Please note:

1. The illustration presumes compliance with the requirements specified in the Draft Red Herring Prospectus in the section titled "Issue Structure" beginning on page 36.

2. Out of 120 million Equity Shares allocated to QIBs, 6 million (i.e. 5%) will be allocated on proportionate basis among 5 Mutual Fund applicants who applied for 200 shares in QIB category.

3. The balance 114 million Equity Shares (i.e. 120 - 6 (available for MFs)) will be allocated on proportionate basis among 10 QIB applicants who applied for 500 Equity Shares (including 5 MF applicants who applied for 200 Equity Shares).

4. The figures in the fourth column titled "Allocation of balance 114 million Equity Shares to QIBs proportionately" in the above illustration are arrived as under:

    - For QIBs other than Mutual Funds (A1 to A5)= No. of shares bid for (i.e. in column II) X 114 / 494

    - For Mutual Funds (MF1 to MF5)= [(No. of shares bid for (i.e. in column II of the table above) less Equity Shares allotted (i.e., column III of the table above)] X 114/494

    - The numerator and denominator for arriving at allocation of 114 million shares to the 10 QIBs are reduced by 6 million shares, which have already been allotted to Mutual Funds in the manner specified in column III of the table above.

Method of Proportionate Basis of Allotment in the Issue

In the event of the Issue being over-subscribed, our Company shall finalize the basis of Allotment in consultation with the Designated Stock Exchange. The Executive Director (or any other senior official nominated by them) of the Designated Stock Exchange along with the BRLMs and the Registrar to the Issue shall be responsible for ensuring that the basis of Allotment is finalized in a fair and proper manner.

The Allotment shall be made in marketable lots, on a proportionate basis as explained below:

a) Bidders will be categorized according to the number of Equity Shares applied for.

b) The total number of Equity Shares to be allotted to each category as a whole shall be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio.

c) Number of Equity Shares to be allotted to the successful Bidders will be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio.

d) In all Bids where the proportionate Allotment is less than [•] Equity Shares per Bidder, the Allotment shall be made as follows:

    - The successful Bidders out of the total Bidders for a category shall be determined by draw of lots in a manner such that the total number of Equity Shares allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and
    - Each successful Bidder shall be allotted a minimum of [•] Equity Shares.

e) If the proportionate Allotment to a Bidder is a number that is more than [•] but is not a multiple of 1 (which is the marketable lot), the decimal would be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5, it would be rounded off to the lower whole number. Allotment to all in such categories would be arrived at after such rounding off.

f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares allotted to the Bidders in that category, the remaining Equity Shares available for Allotment shall be first adjusted against any other category, where the allotted shares are not sufficient for proportionate Allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment will be added to the category comprising Bidders applying for minimum number of Equity Shares.

PAYMENT OF REFUNDS

Bidders must note that on the basis of name of the Bidders, Depository Participant's name, DP ID, Beneficiary Account number provided by them in the Bid-cum-Application Form, the Registrar will obtain, from the Depositories, the Bidders' bank account details, including the nine digit Magnetic Ink Character Recognition ("MICR") code as appearing on a cheque leaf. Hence Bidders are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in despatch of refund order or refunds through electronic transfer of funds, as applicable, and any such delay shall be at the Bidders' sole risk and neither the Company, the Registrar, Escrow Collection Bank(s), Bankers to the Issue nor the BRLMs shall be liable to compensate the Bidders for any losses caused to the Bidder due to any such delay or liable to pay any interest for such delay.

Mode of making refunds

The payment of refund, if any, would be done through various modes in the following order of preference:

1. ECS – Payment of refund would be done through ECS for applicants having an account at any of the following fifteen centres: Ahmedabad, Bangalore, Bhubaneshwar, Kolkata, Chandigarh, Chennai, Guwahati, Hyderabad, Jaipur, Kanpur, Mumbai, Nagpur, New Delhi, Patna and Thiruvananthapuram. This mode of payment of refunds would be subject to availability of complete bank account details including the MICR code as appearing on a cheque leaf, from the Depositories. The payment of refunds is mandatory for applicants having a bank account at any of the abovementioned fifteen centres, except where the applicant, being eligible, opts to receive refund through NEFT, direct credit or RTGS.

2. NEFT (National Electronic Fund Transfer) – Payment of refund shall be undertaken through NEFT wherever the applicants' bank has been assigned the Indian Financial System Code (IFSC), which can be linked to a Magnetic Ink Character Recognition (MICR), if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the applicants have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the applicants through this method. The process flow in respect of refunds by way of NEFT is at an evolving stage and hence use of NEFT is subject to operational feasibility, cost and process efficiency. The process flow in respect of refunds by way of NEFT is at an evolving statge hence use of NEFT is subject to operational feasibility, cost and process efficiency. In the event that NEFT is not operationally feasible, the payment of refunds would be made through any one of the other modes as discussed in the sections.

3. Direct Credit – Applicants having bank accounts with the Refund Banker(s), in this case being, [•], shall be eligible to receive refunds through direct credit. Charges, if any, levied by the Refund Bank(s) for the same would be borne by the Company.

4. RTGS – Applicants having a bank account at any of the abovementioned fifteen centres and whose refund amount exceeds Rs. 1 million, have the option to receive refund through RTGS. Such eligible applicants who indicate their preference to receive refund through RTGS are required to provide the IFSC code in the Bid-cum-application Form. In the event the same is not provided, refund shall be made through ECS. Charges, if any, levied by the Refund Bank(s) for the same would be borne by the Company. Charges, if any, levied by the applicant's bank receiving the credit would be borne by the applicant.

5. For all other applicants, including those who have not updated their bank particulars with the MICR code, the refund orders will be dispatched under certificate of posting for value up to Rs. 1,500 and through Speed Post/ Registered Post for refund orders of Rs. 1,500 and above. Such refunds will be made by cheques, pay orders or demand drafts drawn on the Escrow Collection

Banks and payable at par at places where Bids are received. Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centres will be payable by the Bidders.

Letters of Allotment or Refund Orders

The Company shall give credit to the beneficiary account with depository participants within two working days from the date of the finalization of basis of allocations. Applicants residing at fifteen centers where clearing houses are managed by the RBI, will get refunds through ECS only except where applicant is otherwise disclosed as eligible to get refunds through direct credit and RTGS. We shall ensure dispatch of refund orders, if any, of value up to Rs. 1,500, by "Under Certificate of Posting", and shall dispatch refund orders above Rs. 1,500, if any, by registered post or speed post at the sole or first Bidder's sole risk within 15 days of the Bid/Issue Closing Date. Applicants to whom refunds are made through electronic transfer of funds will be sent a letter through ordinary post, intimating them about the mode of credit of refund within fifteen days of closure of Bid / Issue.

In accordance with the Companies Act, the requirements of the Stock Exchanges and the SEBI DIP Guidelines, we further undertake that:

- Allotment of Equity Shares will be made only in dematerialized form within 15 days from the Bid/Issue Closing Date; and

- We shall pay interest at 15% per annum (for any delay beyond the 15 day time period as mentioned above), if allotment is not made, refund orders are not dispatched and/or demat credits are not made to investors within the 15 day time prescribed above.

The Company will provide adequate funds required for dispatch of refund orders or allotment advice to the Registrar to the Issue.

Refunds will be made by cheques, pay-orders or demand drafts drawn on a bank appointed by us, as Escrow Collection Banks and payable at par at places where Bids are received. Bank charges, if any, for encashing such cheques, pay orders or demand drafts at other centers will be payable by the Bidders.

GENERAL INSTRUCTIONS

Do's:

a. Check if you are eligible to apply.

b. Read all the instructions carefully and complete the Bid cum Application Form (white or blue in colour) as the case may be.

c. Ensure that the details about your Depository Participant and beneficiary account are correct and the beneficiary account is activated as Equity Shares will be allotted in the dematerialized form only.

d. Ensure that the Bids are submitted at the bidding centers only on forms bearing the stamp of a member of the Syndicate.

e. Ensure that you have been given a TRS for all your Bid options.

f. Submit Revised Bids to the same member of the Syndicate through whom the original Bid was placed and obtain a revised TRS.

g. Where Bid(s) is/are for Rs. 50,000 or more, each of the Bidders, should mention their Permanent Account Number (PAN) allotted under the IT Act. The copies of the PAN card or PAN allotment letter should be submitted with the Bid cum Application Form. If you have mentioned "Applied For" or "Not Applicable", in the Bid cum Application Form in the section dealing with PAN number, ensure that you submit Form 60 or 61, as the case may be, together with permissible documents as address proof.

h. Ensure that the name(s) given in the Bid cum Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form

i. Ensure that the Demographic Details are updated, true and correct, in all respects.

Don'ts:

a. Do not Bid for lower than the minimum Bid size.

b. Do not Bid/revise Bid price to less than Floor Price or higher than the Cap Price.

c. Do not Bid on another Bid cum Application Form after you have submitted a Bid to the members of the Syndicate.

d. Do not pay the Bid amount in cash, by money order or by postal order or by stockinvest.

e. Do not send Bid cum Application Forms by post; instead submit the same to a member of the Syndicate only.

f. Do not Bid at Cut-off Price (for QIB Bidders, and Non-Institutional Bidders and Eligible Employees bidding in the Employee Reservation Portion, for whom the Bid Amount exceeds Rs. 100,000).

g. Do not fill up the Bid cum Application Form such that the Equity Shares bid for exceeds the Issue size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations.

h. Do not submit the GIR number instead of the PAN as the Bid is liable to be rejected on this ground.

Bidder's Depository Account and Bank Account Details

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant-Identification number and Beneficiary Account Number provided by them in the Bid cum Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Bank Account details would be used for giving refunds (including through physical refund warrants, direct credit, ECS, NEFT and RTGS) to the Bidders. Hence, Bidders are advised to immediately update their Bank Account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in despatch/ credit of refunds to Bidders at the Bidders sole risk and neither the BRLMs or the registrar or the Escrow Collection Banks nor the Company shall have any responsibility and undertake any liability for the same. Hence, Bidders should carefully fill in their Depository Account details in the Bid cum Application Form.

IT IS MANDATORY FOR ALL THE BIDDERS TO GET THE EQUITY SHARES IN DEMATERIALISED FORM. ALL BIDDERS SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER AND BENEFICIARY ACCOUNT NUMBER IN THE BID CUM APPLICATION FORM. INVESTORS MUST ENSURE THAT THE NAME GIVEN IN THE BID CUM APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE BID CUM APPLICATION FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE BID CUM APPLICATION FORM.

These Demographic Details would be used for all correspondence with the Bidders including mailing of the CANs/Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Bidders in the Bid cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid cum Application Form, the Bidder would deemed to have authorised the Depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

In case of Bidders receiving refunds through electronic transfer of funds, delivery of refund orders/allocation advice/CANs may get delayed if the same once sent to the address obtained from the depositories are returned undelivered. In such an event, the address and other details given by the Bidder in the Bid cum Application Form would be used only to ensure dispatch of refund orders. Please note that any such delay shall be at the Bidders sole risk and neither the Company, the , the Registrar, Escrow Collection Bank(s) nor the BRLM shall be liable to compensate the Bidder for any losses caused to the Bidder due to any such delay or liable to pay any interest for such delay.

In case no corresponding record is available with the Depositories that matches three parameters, namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary account number, then such Bids are liable to be rejected.

The Company and the in their absolute discretion, reserve the right to permit the holder of the power of attorney to request the Registrar that for the purpose of printing particulars on the refund order and mailing of the refund order/CANs/allocation advice/ refunds through electronic transfer of funds, the Demographic Details given on the Bid cum Application Form should be used (and not those obtained from the Depository of the Bidder). In such cases, the Registrar shall use Demographic Details as given in the Bid cum Application Form instead of those obtained from the depositories.

Refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and / or commission. In case of Bidders who remit money through Indian Rupee drafts purchased abroad, such payments in Indian Rupees will be converted into US Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and will be dispatched by registered post or if the Bidders so desire, will be credited to their NRE accounts, details of which should be furnished in the space provided for this purpose in the Bid cum Application Form. The Company or the will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids under Power of Attorney

a. In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject such Bids in whole or in part, in either case, without assigning any reason therefore.

b. In case of the Bids made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to reject such Bid in whole or in part.

c. In case of Bids made pursuant to a power of attorney by FIIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason therefor.

d. In case of Bids made by insurance companies registered with the Insurance Regulatory and Development Authority, a certified copy of certificate of registration issued by Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form. Failing this, our Company reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason therefor.

e. We, in our absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that we/the BRLM may deem fit.

SUBMISSION OF BID CUM APPLICATION FORM

All Bid cum Application Forms or Revision Forms duly completed and accompanied by account payee cheques or drafts equivalent to the Margin Amount shall be submitted to the members of the Syndicate at the time of submission of the Bid.

Separate receipts shall not be issued for the money payable on the submission of Bid cum Application Form or Revision Form. However, the collection center of the members of the Syndicate will acknowledge the receipt of the Bid cum Application Forms or Revision Forms by stamping and returning to the Bidder the acknowledgement slip. This acknowledgement slip will serve as the duplicate of the Bid cum Application Form for the records of the Bidder.

OTHER INSTRUCTIONS

Joint Bids in case of Individuals

Bids may be made in single or joint names (not more than three). In case of joint Bids, all payments will be made out in favour of the Bidder whose name appears first in the Bid cum Application Form or Revision Form. All communication will be addressed to the first Bidder and will be dispatched to his or her address as per the demographic details received from the Depository.

Multiple Bids

A Bidder should submit only one Bid (and not more than one) for the total number of Equity Shares required. Two or more Bids will be deemed to be multiple Bids if the sole or First Bidder is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

1. All applications are electronically strung on first name, address (1s name) and applicants status. These applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/husbands name to determine if they are multiple applications.

2. Aplications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determione if they are multiple applications.

3. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked. In case of a mutual fund, a separate Bid can be made in respect of each scheme of the mutual fund registered with SEBI and such Bids in respect of more than one scheme of the mutual fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

The Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories. In cases where there are more than 20 valid applicants having a common address, such shares will be kept in abeyance , post allotment and released on confirmation of KYC norms by the depositories.

Permanent Account Number

Where Bid(s) is/are for Rs. 50,000 or more, the Bidder or in the case of a Bid in joint names, each of the Bidders, should mention his/her PAN allotted under the I.T. Act. **The copy of the PAN card(s) or PAN allotment letter(s) is required to be submitted with the Bid cum Application Form. Applications without this information and documents will be considered incomplete and are liable to be rejected.** It is to be specifically noted that Bidders should not submit the GIR number instead of the PAN, as the Bid is liable to be rejected on this ground. In case the sole/First Bidder and joint Bidder(s) is/are not required to obtain PAN, each of the Bidder(s) shall mention "Not Applicable" and in the event that the sole Bidder and/or the joint Bidder(s) have applied for PAN which has not yet been allotted each of the Bidder(s) should mention "Applied for" in the Bid cum Application Form. Further, where the Bidder(s) has mentioned "Applied for" or "Not Applicable", the sole/First Bidder and each of the joint Bidder(s), as the case may be, would be required to submit Form 60 (form of declaration to be filed by a person who does not have a permanent account number and who enters into any transaction specified in Rule 114B of the Income Tax Rules, 1962), or, Form 61 (form of declaration to be filed by a person who has agricultural income and is not in receipt of any other income chargeable to income-tax in respect of transactions specified in Rule 114B of the Income Tax Rules, 1962), as may be applicable, duly filled along with a copy of any one of the following documents in support of the address: (a) ration card (b) passport (c) driving licence (d) identity card issued by any institution (e) copy of the electricity bill or telephone bill showing residential address (f) any document or communication issued by any authority of the Central Government, state government or local bodies showing residential address (g) any other documentary evidence in support of address given in the declaration. **It may be noted that Form 60 and Form 61 have been amended vide a notification issued on December 1, 2004 by the Ministry of Finance, Department of Revenue, Central Board of Direct Taxes. All Bidders are requested to furnish, where applicable, the revised Form 60 or 61, as the case may be**

Unique Identification Number ("UIN")- MAPIN

With effect from July 1, 2005, SEBI had decided to suspend all fresh registrations for obtaining UIN and the requirement to contain/quote UIN under the SEBI MAPIN Regulations/Circulars by its circular MAPIN/Cir-13/2005. However, in a recent press release dated December 30, 2005, SEBI has approved certain policy decisions and has now decided to resume registrations for obtaining UINs in a phased manner. The press release states that the cut off limit for obtaining UIN has been raised from the existing limit of trade order value of Rs.100,000 to Rs.500,000 or more. The limit will be reduced progressively. For trade order value of less than Rs.500,000, an option will be available to investors to obtain either the PAN or UIN. These changes are, however, not effective as of the date of the Draft Red Herring Prospectus and SEBI has stated in the press release that the changes will be implemented only after necessary amendments are made to the SEBI MAPIN Regulations.

Right to Reject Bids

In case of QIB Bidders, the Company in consultation with the BRLM may reject Bids provided that the reason for rejecting the same shall be provided to such Bidders in writing. In case of Non-Institutional Bidders, Retail Individual Bidders, we have the right to reject Bids based on technical grounds only. Consequent refunds shall be made by cheque or pay order or draft and will be sent to the Bidder's address at the Bidder's risk.

GROUNDS FOR TECHNICAL REJECTIONS

Bidders are advised to note that Bids are liable to be rejected on, among other things, the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares bid for;
- Age of first Bidder not given;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no such partnership firm, shall be entitled to apply;

- Bids by persons not competent to contract under the Indian Contract Act, 1872, including minors and insane persons;
- **PAN not stated if Bid is for Rs. 50,000 or more or copy of PAN, Form 60 or Form 61, as applicable, or GIR number furnished instead of PAN.**
- Bids for lower number of Equity Shares than specified for that category of investors;
- Bids at a price less than lower end of the Price Band;
- Bids at a price more than the higher end of the Price Band;
- Bids at Cut-off Price by Non-Institutional Bidders and QIB Bidders and Bidders in the Eligible Employee Reservation Portion bidding in excess of Rs. 100,000;
- Bids for number of Equity Shares, which are not in multiples of [•];
- Category not ticked;
- Multiple Bids as defined in this Draft Red Herring Prospectus;
- In case of Bid under power of attorney or by limited companies, corporate, trust etc., relevant documents are not submitted;
- Bids accompanied by stockinvest/money order/postal order/cash;
- Signature of sole and/or joint Bidders missing;
- Bid cum Application Form does not have the stamp of the BRLM or the Syndicate Member;
- Bid cum Application Form does not have the Bidder's depository account details;
- Bid cum Application Form is not delivered by the Bidder within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus and as per the instructions in the Red Herring Prospectus and the Bid cum Application Form;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the depositary participant's identity (DP ID) and the beneficiary account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations.
- Bids in respect where the Bid cum Application form do not reach the Registrar prior to the finalisation of the basis of allotment;
- Bids where clear funds are not available in Escrow Accounts as per final certificate from the Escrow Collection Banks;
- Bids by any person outside India if not in compliance with applicable foreign and Indian Laws; and
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority.

Equity Shares in dematerialised form with NSDL or CDSL

As per the provisions of Section 68B of the Companies Act, the Equity Shares in this Issue shall be allotted only in a dematerialised form, (i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode).

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

a. an agreement dated [•] between NSDL, us and Registrar to the Issue;
b. an agreement dated [•] between CDSL, us and Registrar to the Issue.

All Bidders can seek Allotment only in dematerialised mode. Bids from any Bidder without relevant details of his or her depository account are liable to be rejected.

a. A Bidder applying for Equity Shares must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the Bid.

b. The Bidder must necessarily fill in the details (including the beneficiary account number and Depository Participant's identification number) appearing in the Bid cum Application Form or Revision Form.

c. Equity Shares allotted to a successful Bidder will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Bidder.

d. Names in the Bid cum Application Form or Revision Form should be identical to those appearing in the account details with the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details with the Depository.

e. If incomplete or incorrect details are given under the heading 'Bidders Depository Account Details' in the Bid cum Application Form or Revision Form, it is liable to be rejected.

f. The Bidder is responsible for the correctness of his or her Demographic Details given in the Bid cum Application Form vis-à-vis those with his or her Depository Participant.

g. It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. All the Stock Exchanges where our Equity Shares are proposed to be listed have electronic connectivity with CDSL and NSDL.

h. The trading of the Equity Shares would be in dematerialised form only for all investors in the demat segment of the respective Stock Exchanges.

COMMUNICATIONS

All future communication in connection with Bids made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid cum Application Form number, details of Depository Participant, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the member of the Syndicate where the Bid was submitted and cheque or draft number and issuing bank thereof.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in respective beneficiary accounts, refund orders etc.

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 68 A of the Companies Act, which is reproduced below:

"Any person who:

a. makes in a fictitious name, an application to a company for acquiring or subscribing for, any shares therein, or

b. otherwise induces a company to allot, or register any transfer of shares therein to him, or any other person in a fictitious name,

shall be punishable with imprisonment for a term which may extend to five years."

DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND REFUND ORDERS

The Company shall ensure dispatch of Allotment advice, refund orders (except for Bidders who receive refunds through electronic transfer of funds) and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchanges within two working days of date of Allotment of Equity Shares.

In case of applicants who receive refunds through ECS, direct credit or RTGS, the refund instructions will be given to the clearing system within 15 days from the Bid/ Issue Closing Date. A suitable communication shall be sent to the bidders receiving refunds through this mode within 15 days of Bid/ Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed, are taken within seven working days of Allotment.

In accordance with the Companies Act, the requirements of the Stock Exchanges and the SEBI Guidelines, we further undertake that:

- Allotment of Equity Shares shall be made only in dematerialized form within 15 (fifteen) days of the Bid/Issue Closing Date;
- Dispatch of refund orders or in a case where the refund or portion thereof is made in electronic manner, the refund instructions are given to the clearing system within 15 (fifteen) days of the Bid/Issue Closing Date would be ensured; and
- The Company shall pay interest at 15% (fifteen) per annum for any delay beyond the 15 (fifteen)-day time period as mentioned above, if Allotment is not made and refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to investors within the 15 (fifteen)-day time prescribed above as per the guidelines issued by the Government of India, Ministry of Finance pursuant to their letter No. F/8/S/79 dated July 31, 1983, as amended by their letter No. F/14/SE/85 dated September 27, 1985, addressed to the stock exchanges, and as further modified by SEBI's Clarification XXI dated October 27, 1997, with respect to the SEBI Guidelines.

Undertakings by our Company

Our Company undertakes the following:

- that the complaints received in respect of this Issue shall be attended to expeditiously and satisfactorily;

- that all steps will be taken for the completuion of the necessary formalities for listing and commencement of trading at all the stock exchanges where the Equity Shares are proposed to be listed within seven working days of finalization of the basis of allotment;

- that the funds required for dispatch of refund orders or allotment advice by registered post or speed post shall be made available to the Registrar to the Issue by us;

- that where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 days of the Bid/ Issue Closing Date, as the case may be, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.

- that no further issue of Equity Shares shall be made till the Equity Shares issued through the Prospectus are listed or until the bid monies are refunded on account of non-listing, under subscription etc.

- refund order or allotment advice to the successful Bidders shall be dispatched within the specified time.

Utilisation of Issue proceeds

Our Board of Directors certifies that:

- all monies received out of the Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 73 of the Companies Act;

- details of all monies utilised out of the Issue referred above shall be disclosed under an appropriate separate head in our balance sheet indicating the purpose for which such monies have been utilised;
- details of all unutilised monies out of the Issue, if any shall be disclosed under the appropriate head in our balance sheet indicating the form in which such unutilised monies have been invested;

- we shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received.

Restrictions on Foreign Ownership of Indian Securities

Foreign investment in Indian securities is regulated through the Industrial Policy and FEMA. While the Industrial Policy prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investments.

Subscription by Non-Residents

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, registration requirements of the Securities Act.

There is no reservation for any FIIs or Eligible NRIs and such FIIs or Eligible NRIs will be treated on the same basis with other categories for the purpose of allocation.

As per the current regulations, the following restrictions are applicable for investments by FIIs: No single FII can hold more than 10% of our post-Issue paid up capital (i.e. 10% of [•] Equity Shares). In respect of an FII investing in the Equity Shares on behalf of its sub-accounts, the investment on behalf of each sub-account shall not exceed 10% of our total issued capital or 5% of our total issued capital in case such sub-account is a foreign corporate or an individual. As of now, the aggregate FIIs holding in our Company cannot exceed 26% of the total issued capital of our Company. Subject to compliance with all applicable Indian laws, rules, regulations guidelines and approvals in terms of regulation 15A(1) of the SEBI (Foreign Institutional Investors) Regulations, 1995, an FII or its sub account may issue, deal or hold, offshore derivative instruments such as participatory notes, equity-linked notes or any other similar instruments against underlying securities listed or proposed to be listed in any stock exchange in India only in favour of those entities which are regulated by any relevant regulatory authorities in the countries of their incorporation or establishment subject to compliance of "know your client" requirements. An FII or sub-account shall also ensure that no further downstream issue or transfer of any instrument referred to hereinabove is made to any person other than a regulated entity.

As per the current regulations, the following restrictions are applicable for investments by SEB I registered VCFs:

The SEBI (Venture Capital) Regulations, 1996 prescribe investment restrictions on venture capital funds registered with SEBI. Accordingly, the holding by any VCF should not exceed 25% of the corpus of the VCF.

As per the current regulations, OCBs cannot participate in this Issue. The above information is given for the benefit of the Bidders. Our Company and the Book Runners are not liable for any amendments or modification or changes in applicable laws or regulations, which may happen after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares bid for do not exceed the applicable limits under laws or regulations. However, we shall update this Draft Red Herring Prospectus and keep the public informed of any material changes in matters concerning our business and operations till the listing and commencement of trading of the Equity Shares.

SECTION IX – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

MAIN PROVISIONS OF ARTICLES OF ASSOCIATION OF THE COMPANY

Capitalized terms used in this section have the meaning given to such terms in the Articles of Association of our Company. Pursuant to Schedule II of the Companies Act and the DIP Guidelines, the main provisions of the Articles of Association of our Company relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of Equity Shares/debentures and/or on their consolidation/splitting are detailed below.

The regulations contained in Table A in the First Schedule of the Companies Act, 1956, shall not apply to our Company but the regulations for the management of the Company and for the observance thereof by the Members of the Company and their representatives, shall subject to any exercise of the statutory powers of the Company in reference to the repeal or alteration of, or addition to, its regulations by Special Resolution, as prescribed by the Companies Act, 1956, be such as are contained in these Articles.

Increase and Reduction of Capital

Article 3 provides that

(a) The Company in general meting may from time to time increase the capital by the creation of new shares of such amount as may be deemed expedient.

(b) Subject to any special rights or privileges for the time being attached to any shares in the capital of the Company then issued the new shares may be issued upon such terms and conditions and with such rights and privileges attached thereto as the general meeting resolving upon the creation thereto shall direct and if no direction be given as the Board shall determine and in particular such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company.

(c) Before the issue of any new shares, the Company in general meeting may make provisions as to the allotment and issue of the new shares and in particular may determine to whom the same shall be offered in the instance and whether at par or at a premium or subject to the provisions of Section 79 of the Act, at a discount, the new shares may be issued in conformity with the provisions of Articles.

(d) Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered part of the existing capital of the Company and shall be subject to the provisions herein contained with reference to the payments of calls and instruments, transfer and transmission, forfeiture, lien and otherwise.

(e) If, owing to any inequality in the number of new shares to be issued and the number of shares held by members entitled to it have the offer of such shares or any of them amongst the member such difficulty shall, in the absence of any direction in the resolution creating the shares or by Company in general meeting be determined by the Board.

(f) The Company may from time to time by Special Resolution reduce its capital and any capital Redemption Reserve Fund or Share premium Account in any manner and with and subject to any incident authorisation and consent required by law.

Alteration of Capital

Article 4 provides that the Company in General Meting may:

(i) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.

(ii) Sub-divide its existing shares; or any of them into shares of smaller amount than is fixed by the memorandum

(iii) cancel any shares which as the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

(iv) convert all or any of its fully paid shares into stock and reconvert that stock into fully paid up shares of any denominations.

Sweat Equity

Article 5 provides that subject to the provisions of Section 79A of the Companies Act 1956 including any statutory modification or reenactment thereof for the time being in force and .or as may be reenacted from time to time , the Company may issue Sweat Equity shares of a class already issued by the Company to employees or Directors at a discount or for consideration other than cash for providing know-how or for making available right in the nature of intellectual property rights or value additions by whatever name called.

Employee Stock Option Scheme

Article 6 provides that the Board may offer the shares in or the debentures or other securities of the Company, which the Company issues from time to time to the employees, other than the promoters and the part time directors through the Employee Stock Option Scheme.

PROVIDED THAT a director who is not a promoter but is an employee is entitled to receive such shares, debentures or other securities which may be offered to the employee.

Redeemable Preference Shares

Article 7 provides that the Company shall have power to issue Preference Shares carrying right to redemption out of profits which would otherwise be available for dividend, or out of the proceeds of a fresh issue of shares made for the purpose of such redemption, or liable to be redeemed at the option of the Company and the Board may, subject to the provisions of Section 80 of the Act, exercise such power in such manner as it thinks fit.

Convertible Cumulative Preference Shares

Article 8 provides that subject to the provisions of the Act, the Company shall have the power to issue Convertible Cumulative Preference Shares in accordance with the guidelines issued by the Central Government in force, and the resolution authorising such issue shall prescribe the terms and conditions of such issue.

Provision to apply on issue of Redeemable Preference Shares

Article 9 provides that on the issue of Redeemable Preference Shares under the provisions of Articles hereof the following provisions shall take effect:

(a) No such shares shall be redeemed except out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of redemption; (b) no such shares shall be redeemed unless they are fully paid;

(c) the premium, if any, payable on redemption must have been provided for out of the profits of the Company or the Company's Share Premium Account before the shares are redeemed.

(d) Where any such shares are redeemed otherwise than out of the proceeds of a fresh issue there, shall out of profits which would otherwise have been available for dividends be transferred to a reserve fund, to be called the "Capital Redemption Reserve Account", a sum equal to the nominal amount of the shares redeemed and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 80 of the Act, apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company.

(e) Subject to the provisions of the Section 80 of the Act, the redemption of preference shares may be a effected in accordance with the terms and conditions of their issue and failing that, in such manner the Board of Directors may think fit and the Company may issue shares at a nominal amount of the shares redeemed as if those shares have never been issued.

(f) Whenever the Company shall redeem any Redeemable Preference Shares the Company shall within thereafter give notice thereof to the Registrar of Companies as required by Section 95 of the Act.

Further Issue Of Shares

Article 10 (1) provides that where at any time after the expiry of two years from the formation of the Company or at any time after the expiry of one year from the allotment of shares in the Company made for the first time after its formation, whichever is earlier, it is proposed to increase the subscribed capital of the Company by allotment of further shares either out of the un-issued capital or out of the increased share capital then:

(a) such further shares shall be offered to the persons who, at the date of the offer, are holders of the equity shares of the Company, in proportion, as near as circumstances admit, to the capital paid up on those shares at that date;
(b) such offer shall be made by a notice specifying the number of shares offered and within not less than thirty days from the date of the offer and the offer, if not accepted, will be deemed to have been declined;
(c) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to them in favour of any other person and the notice referred to in sub-clause (b) hereof shall contain a statement of this right. **PROVIDED THAT** the Directors may decline, without assigning any reason to allot any shares to any person in whose favour any Member may renounce the shares offered to him;

(d) After expiry of the time specified in the aforesaid notice or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose off them in such manner and to such person(s) as it may think fit, in its sole discretion.

Article 10 (2) provides that notwithstanding anything contained in sub-clause (1) thereof, the further shares aforesaid may be offered to any persons referred to in clause (a) of sub-clause (1) hereof) in any manner whatsoever:

(a) If a special resolution to that effect is passed by the Company in General Meeting, or

(b) Where no such special resolution is passed, if the votes cast (whether on a show of hands, or on a poll, as the case may be) in favour of the proposal contained in the resolution moved in that general meeting (including the casting vote, if any, of the Chairman) by members who, being entitled to do so, vote in person or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by members, so entitled and voting and the Central Government is satisfied, on an application made by the Board of Directors in this behalf that the proposal is most beneficial to the Company.

Article 10 (3) provides that nothing in sub-clause (c) of (1) hereof shall be deemed:

(a) To extend the time within which the offer should be accepted; or

(b) To authorize any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.

Article 10 (4) provides that nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to the debenture issued or loans raised by the Company:

i) To convert such debentures or loans into shares in the Company: or

ii) To subscribe for shares in the Company (whether such option is conferred in these Articles or otherwise).

PROVIDED THAT the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term:

a) Either has been approved by the Central Government before the issue of the debentures or the raising of the loans or is in conformity with the Rules, if any, made by that Government in this behalf: and

b) In the case of debentures or loans or other than the debentures issued to, or loans obtained, from the Government or any institution specified by the Central Government in this behalf, has also been approved by a special resolution passed by the Company in General Meeting before the issue of the debentures or the raising of the . **Reduction of Capital**

Article 11 provides that the Company may (subject to the provisions of Sections 78, 80, and 100 to 104 inclusive of the Act) from time to time by Special Resolution reduce its capital and any Capital Redemption Reserve Account or Share Premium Account in any manner for the time being authorised by law, and in particular capital may be paid off on the footing that it may be called upon again or otherwise and paid up capital may be cancelled as aforesaid without reducing the nominal amount of shares by the like amount to the intent that the unpaid and the uncallable capital shall be increased by the like amount. This Article is not to derogate from any power the Company would have, if it were omitted.

Board may accept surrender of shares

Article 12 provides that subject to the provisions of Section 100 to 105 (inclusive) of the Act, the Board may accept from any member on such terms and conditions as shall be agreed of all or any of his shares.

Sub-division, consolidation and cancellation of shares

Article 13 provides that subject to the provisions of Section 94 of the Act, the Company in general meeting may, from time to time, consolidate all or any of its share capital into shares of larger amount than its existing shares or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the memorandum so however , that in the subdivision of the proportion between the amount paid and the amount unpaid on each reduced share shall be the same as it was in the case of share from which the share is reduced. Subject to as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

Buy-Back of Shares

Article 14 provides that the Company may subject to the provisions of the Companies Act, 1956, including any statutory modification(s) or reenactment thereof for the time being in force and/or as may be reenacted from time to time, buy back its own fully paid Equity Shares or such other securities of the Company from time to time whether or not they are redeemable at such rate(s) and on such terms as the Board may deem proper and make payment(s) for such purchases and to keep them alive/cancel them and/or resell from time to time such number(s) of shares so purchased at such rates and on such terms and conditions as the Board may deem proper, in accordance with the provisions of the Companies Act, 1956, and any other law/regulations as may be applicable from time to time ,which shall not be construed as reduction of Equity Share Capital under Section 100 to 104 and Section 402 of the Act.

Issue of non-voting shares

Article 16 provides that in the event it is permitted by law to issue shares without voting rights attached to them, the Directors may issue such shares upon such terms and conditions and with such rights and privileges annexed thereto as thought fit and as may be permitted by law.

Modification of rights

Article 17 provides that if at any time share capital, by reason of the issue of Preference Shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Sections 106 and 107 of the Act and whether or not the Company is being wound up be varied, modified, comminuted, affected or abrogated with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. This Article shall not derogate from any power which the Company would have if these Articles were omitted. The provisions of these Articles relating to general meetings, shall, mutatis mutandis, apply to every such separate meeting but so that if at any adjourned meeting of such holders a quorum as defined above is not present, those persons who are present shall be the quorum.

Acceptance of shares

Article 28 provides that any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles be a Member.

Liability of Members

Article 31 provides that every member, or his heirs, executors or administrators, shall pay to the Company the portion of the capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts, at such time or times, and in such manner as the Board shall from time to time in accordance with the Company's regulations require or fix for the payment thereof.

The first named of joint-holders deemed sole holder

Article 37 provides that if any share stands in the names of two or more persons, the person first named in the Register shall, as regards receipts of dividends or bonus or service of notice and all or any other matter connected with the Company except voting at- meetings, and the transfer of the shares, be deemed the sole holder thereof.

Company not bound to recognise any interest in share other than that of registered holder

Article 38 provides that except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, (except only as is by these Articles otherwise expressly, provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof, but the Board shall be at liberty at their sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.

Nomination of Shares and Transfer Thereof

. Article 40 provides that Every Holder of shares in, or holder of Debentures of the Company may, at any time nominate, in the prescribed manner under Section 109A of the Act, a person to whom his shares, in or Debentures of the Company shall vest in the event of his death.

(i) Where the Shares in, or debentures of the Company are held by more than one person, jointly, the joint holders may together nominate, in the prescribed manner under Section 109A of the Act, a person to whom all the rights in the Shares or Debentures of the Company shall vest in the event of death of all joint holders.

(ii) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of shares in, or debentures of the Company, where a nomination made in the prescribed manner under Section 109A of the Act, purports to confer on any person the right to vest the Shares in, or Debentures of the Company, the nominees shall, on the death of the Shareholder or holder of Debentures of the Company or, as the case may be, on the death of the joint holders, become entitled to all the rights in the shares or Debentures of the Company or, as the case may be, all the joint holders, in relation to such shares in, or Debentures of the Company to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner under the Act. .

(iii) Where the nominee is a minor, it shall be lawful for the holder of the Shares, or holder of Debentures, to make the nomination to appoint, in the prescribed manner under Section 109A of the Act, any person to become entitled to shares in, or Debentures of the Company, in the event of his death, during the minority.

(iv) Any person who become a nominee by virtue of the provisions of the Section 109A of the Act, upon the production of such evidence as may be required by the Board and subject to as hereinafter provided, elect, either:-

(a) to be registered himself as holder of the Shares or Debentures, as the case may be; or

(b) to make such transfer of the Share or Debenture, as the case may be, as the deceased Shareholder or Debenture holder, as the case maybe, could have made.

(v) The Board shall, in either case, have the right to decline or suspend registration as would have had, if the deceased Shareholder or Debenture holder had transferred the Shares or Debentures, as the case may be, before his death.

(vi) If the person being a nominee, so becoming entitled, elects to be registered as holder of the Shares or Debentures, himself, as the case may be, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased Shareholder or Debenture holder, as the case may be.

(vii) All the limitations, restrictions and provisions of the Act relating to the right to transfer and the registration of transfers of Shares or debentures shall be applicable to any such notice or transfer as aforesaid as if the death of the member had not occurred and the notice or transfer were a transfer signed by that Shareholder or Debentures holder, as the case may be.

(viii) A person, being a nominee, becoming entitled to a Share or Debenture by reason of the death of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Share or Debenture except that he shall not, before being registered as holder in respect of his Share or Debenture, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Provided that the Board may, at any time give requiring any such person to elect either to be registered himself or to transfer the Share or Debenture, and if the notice is not compiled within 90 days, the Board may thereafter withhold the payment of all dividend, bonuses or other monies payable in respect of the Share or Debenture, until the requirements of the notice have been compiled with.

Dematerialisation of Securities

Article 42 (2) provides that either the Company or the investor may exercise an option to issue, deal in, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, as amended from time to time or any statutory modification thereto or re-enactment thereof.

Article 40 (3) provides that either the Company or the investor may exercise an option to issue, deal in, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, as amended from time to time or any statutory modification thereto or re-enactment thereof.

Article 42 (4) provides that every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository.

If a person opts to hold his security with Depository, the Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its records the name of the allottees as the Beneficial Owner of the security.

Article 42 (6) provides that

(a) Notwithstanding anything to the contrary contained in the Act, or these Articles, a Depository shall be deemed to be registered owner for the purpose of effecting transfer of ownership of security on behalf of the Beneficial Owner.

(b) Save as otherwise provided in (a) above, the Depository as the registered owner of the securities shall not have any voting rights or any other rights **in** respect of the security held by it.

(c) Every person holding securities of the Company and whose name is entered as the beneficial Owner in the records of the Depository shall be deemed to be a member of the Company. The Beneficial Owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a Depository.

Article 42 (7) provides that except as ordered by a court of competent jurisdiction or as required by the, Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share or where the name appears as the Beneficial Owner of shares in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognise any benami trust or equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has express or implied notice thereof, but the Board shall be entitled at their sole discretion to register any share in their joint names of any two or more persons or the survivors of them.

Article 42 (12) provides that except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien, or shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares in physical form subject to the provisions of the Depository Act.

Commission may be paid

Article 43 provides that subject to the provisions of Section 76 of the Act, the Company may at any time pay a commission to any person in consideration of

(i) his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company as per the limits as may be specified by the relevant authorities.

(ii) his procuring or agreeing to procure the subscriptions whether absolute or conditional, for any shares in or debentures of the Company.

Brokerage

Article 44 provides that the Company may pay such brokerage as may be reasonable and lawful on any issue of share or debentures.

Liability of joint-holders

Article 50 provides that the joint-holders of a share shall be severally as well as jointly liable for the payment of all instalments and calls due in respect of such shares and for incidents thereof according to the Company's regulations

Calls to carry interest

Article 52 provides that if any member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall form time to time fixed by the Board, but they shall have the power to waive the payment thereof wholly or partly.

Payment in anticipation of calls may carry interest
Article 55 provides that the Board may, if it thinks fit, receive from any member willing to advance the same all or any part of the money due upon the share held by him beyond the sums actually called for and upon the money so paid or satisfied in advance, or upon so much thereof as from time to time exceeds the amount of the call then made upon the shares in respect of which such advance had been made, the Company may pay interest at such rate as the member paying such sum in advance and the Board agree upon. Money so paid in excess of the amount of call shall not rank for dividends or confer a right to participate in profits. The Board may at any time repay the amount so advanced upon giving to such member not less than three months notice in writing.

Articles 55 that no member paying any such sum in advance shall be entitled to voting rights')in respect of the money so paid by him until the same would but for such payment become presently 'payable.

Article 55 provides that the provisions of these Articles shall mutatis mutandis apply to the calls on debentures of the Company.

Company to have lien on shares/debentures
Article 56 provides that the Company shall have a first and paramount lien upon all the Shares/ debentures (other than fully paid up Shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereon, for all moneys (Whether presently payable or not) called or payable at a fixed time in respect of such Shares/debentures, and no equitable interest in any Shares/debentures shall be created except upon the footing and upon the condition that the Article shall have effect. Any such lien shall extend to all dividends and bonuses from time to time declared in respect of such Shares/debentures. Unless otherwise agreed the registration of a transfer of Shares/debentures shall operate as a waiver of the Company's lien, if any, on such Shares/debentures. The Directors may at any time declare any Shares/debentures wholly or in part to be exempt from the provisions of this clause.

As to enforcing lien by sale
Article 57 provides that for the purpose of enforcing such lien the Board may sell the shares subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such shares and may authorise one of their members to execute a transfer thereof on behalf of and in the name of such member. No sale shall be made unless a sum in respect of which the lien exists is presently payable or until notice in writing of the intention to sell shall have been served on such member or his representatives and default shall have been made by him or them in payment, fulfilment or discharge of such debts, liabilities or engagements for fourteen days after such notice.

Validity of Sale
Article 58 provides that upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Directors may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the Register in respect of the shares sold and the purchaser shall not be bound to see the regularity of the proceedings or to the application of the purchase money and after his name has been entered in the Register in respect of such shares, the validity of the sale shall not be impeached by any- person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

Forfeiture of shares

If money payable on share not paid notice to be given to member

Article 61 provides that if any member fails to pay any calls or installment of a call on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board may at any time thereafter during such time as the call or installment remains unpaid give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

Partial payment not to preclude forfeiture

Article 63 provides that neither a judgement in favour of the Company for call or other moneys due in respect of any share nor any past payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any member to the Company in respect of its shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of payment of any such money, shall preclude the Company from proceeding to enforce a forfeiture of such shares as hereinafter provided.

Forfeited share to be the Property of the Company and may be sold, etc.

64. Any share so forfeited shall be deemed to be property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board shall think fit.

Effect of forfeiture

Article 69 provides that the forfeiture of a share shall involve extinction, at the time of the forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.

The Provision of these Articles as to forfeiture to apply in case of non-payment of any sum.

Article 72 provides that the provision of these Articles as to forfeiture shall apply to the case of non-payment of any sum which by the terms of issue of a share become payable at a fixed time whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Transfer and Transmission of Shares/Debentures

Instrument of transfer

Article 75 provides that a transfer of shares in the Company shall be by an Instrument of transfer in writing in the prescribed form and shall be duly stamped and delivered to the Company in accordance with the provisions of the Act. All the provisions of Section 108 of the Companies Act, 1956 and any statutory modifications thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.

Transfer form to be completed and presented to the Company

Article 76 provides that the instrument of transfer shall be accompanied by such evidence as the Board may require to prove the title of transferor and his right to transfer the shares and every registered instrument of transfer, shall remain in the custody of the Company until destroyed by order of the Board. The transferor shall be deemed to be the holder of such shares until the name of the transferee shall have been entered in the Register of Members in respect thereof. Before the registration of transfer the certificate of the shares must be delivered to the Company. Shares of different classes shall not" be included in the same instrument of transfer.

Directors may refuse to register transfers

Article 77 provides that subject to the provisions of Section 111 of the Act, the Board may, at its own absolute discretion and without assigning any reasons, decline to register or acknowledge any transfer of shares, whether fully paid or not (notwithstanding that the proposed transferee be already a member) but in such cases it shall within one month from the date on which the instrument of transfer was lodged with the Company send to the transferee and the transferor notice of the refusal to register such transfer. Registration of transfer of shares shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except a lien on the shares. Transfer of shares/ debentures in whatever lot shall not be refused.

Refusal to sub-divide/consolidate

Article 78 provides that notwithstanding anything contained in Article 35 the Board may refuse applications for subdivision of a share certificate into several scrips of small denominations or a proposal or transfer of shares comprised in a share certificate to several parties, if on the face of it such splitting or transfer appears to be unreasonable or without genuine need.

Notice of application when to be given

Articles 79 provides that where, in the case of partly paid shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 110 of the Act.

Death/Insolvency of one or more joint holders of shares

Article 80 provides that in the case of the death/insolvency or liquidation of any one or more of the persons named in the Register of Members as the joint-holders of any share, the survivor or survivors shall be the only persons recognised by the Company as having any title to or interest in such share, but nothing herein contained shall be taken to release the estate of deceased joint-holder/ person under insolvency or liquidation from any liability on shares held by him jointly with any other person.

Title of shares of deceased Member

Article 81 provides that the executors or administrators or holders of a Succession Certificate or the legal representatives of a deceased member (not being one or two or more joint-holders) shall be the only persons recognised by the Company as having any title to the shares registered in the name of such member and the Company shall not be bound to recognise such executors or administrators or holders of a Succession Certificate or the legal representatives unless they have first obtained Probate or Letters of Administration or Succession Certificate, as the case may be, from a duly constituted Court in the Union of India or any Court or authority authorised by any act of the Legislature of India or by any order or notification of the President of India provided that in any case where the Board in its absolute discretion, thinks fit, it may dispense with production of Probate or Letters of Administration or Succession Certificate upon such terms as to indemnity or otherwise as the Board in its absolute discretion may think necessary and register the name of any person who claims to be absolutely entitled to the shares standing in the name of a deceased member as a member.

Transmission

Article 82 provides that subject to the provisions of the Act and Articles 82 any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any member, or by any lawful means other than by a transfer in accordance with these Articles may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article of such title as the Board thinks sufficient, either be registered himself as the holder of the shares or elect to have some person nominated by him and approved by the Board registered as such holder; provided nevertheless, that if such person shall elect to have his nominee registered he shall testify the election by executing in favour of his nominee as instrument of transfer in accordance with the provision herein contained, and until he does so, he shall not be freed from any liability in respect of the shares. This Article shall be referred to as the Transmission Clause.

The Director shall subject to the provisions of the Articles hereof have the same right to refuse to register a person entitled by transmission to any shares or his nominee, as if he were the transferee named in an ordinary transfer presented for registration.

Company not liable for disregard of a notice prohibiting registration of a transfer

Article 85 provides that the Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the

Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice or referred thereto, in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

Transfer of Debentures

Article 86 provides that the provisions of these Articles mutatis mutandis apply, to the transfer of or transmission by operation of law of the right to debenture of the Company.

Transfer to be left at the office as evidence of title given

Article 89 provides that every instrument, of transfer duly executed and stamped shall be left at the office for registration accompanied by the certificate of the shares to be transferred and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.

Votes of members

Voting In Person or by proxy

Article 124 provides that subject to the provisions of these Articles votes may be given either personally or by proxy, body corporate being a member may vote either by a proxy or by a representative duly authorised in accordance with Section 187 of the Act and such representative shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise if it were an individual member.

Members in arrears not to vote

Article 125 provides that no member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of class of share-holders either upon a show of hands or upon a poll in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has, and has exercised, any right of lien.

Number of votes to which member entitled

Article 126 provides that subject to the provisions of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the Company, every member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and vote at such meeting and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every member present in person or by proxy shall be in proportion to his share of the paid up equity share capital of the Company. provided, however, that if any preference shareholder be present at any meeting of this Company, save as provided in clause (b) of sub-section (2) Section 87, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.

How members non-compos mentis is may vote

Article 128 provides that a Member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll by his committee or other legal guardian, and any such committee or guardian may, on poll vote, by proxy.

Votes of joint-members

Article 129 provides that if there be joint registered holders of any shares, any one of such persons may vote at any meeting or may appoint another person (whether a member or not) as his proxy in respect of such shares, as if he were solely entitled thereto but the proxy so appointed shall not have any right to speak at the meeting, and if more than one of such joint holders be present at any meeting, the, one of the said persons so present whose name stands higher on the Register shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at meeting. Several executors or administrators of a deceased member in whose name shares stand shall be for the purpose of these Articles deemed joint holders thereof.

Vote in respect of shares of deceased and insolvent member

Article 130 provides that any person entitled under the Transmission Article to transfer any share may vote at any general meeting in respect thereof in the same manner as he were the registered holder of such shares, provided that forty eight hours at least before the time of holding the meeting or adjourned meeting as the case may be, at which he proposes to vote, he shall satisfy the Directors of his right to transfer such shares and give such indemnity (if any)) as the Directors may require or the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

Proxies

Article 131 provides that any member of the Company entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of himself , but a proxy so appointed shall not have any right to speak at the meeting.

Proxy to vote only on a poll

Article 134 provides that a member present by proxy shall be entitled to vote only on a poll.

Validity of votes given by proxy not with standing death of member

Article 137 provides that a vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the proxy or of any Power of Attorney under which such proxy was signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting.

Time for objections of votes

Article 140 provides that no objection shall be made to the validity of any vote, except at any meeting or adjourned meeting at which such vote shall be tendered, and every vote whether given personally or by proxy, not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

Chairman of the meeting to be the judge of validity of any vote

Article 141 provides that the chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

Number of Directors

Article 142.provides that the number of Directors shall not be less than three or until otherwise determined by a General Meeting , more than twelve, including the special Director, debenture Director or corporation Director, if any

First Directors

Articles 143.provides that the following are the First Directors of the Company.

1. **MR. ANIL JAIN**
2. **MR. BHARATKUMAR VAGERIA**
3. **MR. RAGHUPATHY THYAGARAJAN**
4. **MR. NAVEEN JAIN**

Share qualification of Directors

Article 148 provides that a Director shall not be required to hold any qualification shares.

Remuneration of Directors

Article 149.provides that

(a) Subject to the provisions of Section 309 of the Act, each Director other than the Managing Director and whole time Director shall be entitled to receive out of the funds of the Company for his services such sums not exceeding the amount prescribed under the Section from time to time as applicable for attending meetings of the Board or committees thereof, attended by him as may be decided by the Board from time to time.

(b) Subject to the provisions of the Act, a Managing Director or Director in the whole time employment of the Company may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.
(c) Subject to the provisions of the Act, a Director who is neither in the whole time employment of the Company nor a Managing Director may be paid remuneration either:
    (i) by way of monthly, quarterly or annual payment with the approval of the Central Government, if the approval is required under the Act; or
    (ii) by way of commission if the Company by a special resolution authorises such payment.

Special remuneration of Directors performance extra services
Article 150 provides that if any Director be called upon to perform extra services or make special exertions or efforts (which expression shall include work done by a Director as a member of any committee of the Board), the Board may arrange with such Director for special remuneration for such service or exertions or efforts either by a fixed sum or otherwise as may be determined by the Board and such remuneration may be either in addition to or in substitution for his remuneration above provided.

Director may contract with Company
Article 154 (1) provides that a Director or his relative, firm in which such Director or relative is a partner; or any other partner in such firm or a private Company of which the Director is a member or Director may enter into any contract with the Company for the sale, purchase or supply of any goods, materials or services or for underwriting the subscription of any shares in or debentures of the Company, provided that in the case of the Company having a paid-up capital of not less than Rupees one crore, no such contract shall be entered in to except with the previous approval of the Central Government and the sanction of the Board shall be obtained before or within three months of the date on which the contract is entered into in accordance with Section 297 of the Act.

Disclosure of interest
Article 155 provides that a Director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract or arrangement, or proposed contact or arrangement entered into by or on behalf of the Company shall disclose the nature of his concern or interest at a meeting of the Board of his concern or interest at a meeting of the Board in the manner provided in Section 299(2) of the Act. Provided that it shall not be necessary for a Director to disclose his concern or interest in any contract or arrangement entered into or to be entered into with any other Company where any of the Directors of the Company or two or more of them together holds or hold not more than two per cent of the paid-up share capital in any such other Company.

Retirement and rotation of Directors
Article 160.provides that subject to the provisions of Section 256 of the Act and of these Articles, at every Annual General Meeting of the Company, one third of such of the Directors, for the time being as are liable to retire by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office, in the following Articles 'a Retiring Director' means a Director retiring by rotation.

Managing Director
Article 172.(1) provides that subject to the provisions of Section 269 of the Act the Directors may from time to time subject to the provisions of the Act and to the approval of the Central Government, if required, appoint one or more of their body to be the Managing Director or Managing Directors or Whole-time Director or whole-time Directors of the Company for a term not exceeding five years at a time and may from time to time subject to the provisions of any contract between the Company and him or them remove or dismiss him or them from office and appoint another or other in his or their place or places.

Article 172 (2) provides that the Managing Director or Managing Directors or Whole-time Director or Whole-time Directors, while he or they continues or continue to hold that office, may not be subject to retirement by rotation and may not be taken into account in determining the retirement by rotation of Directors or the number of Directors to retire, but he or they shall be subject to the same provisions as to resignations or removal of the other Directors of the Company and he or they shall ipso facto and immediately cease to be a Managing Director or Managing Directors or Whole-time Director or Whole-time Directors if he or they ceases or cease to hold the office of a Directors for any cause.

Article 172 (3) provides that subject to the provisions of the Act, the remuneration of a Managing Director or Managing Directors or Whole-time Director or Whole-time Directors shall subject to the provisions of any contract between the Company and him or them, be from time to time fixed by the

Directors and subject to the provisions of the Act, may be by way of fixed salary or commission and/or in any other mode and may be in addition to the remuneration for attendance of the Board Meetings and any other remuneration which may be provided under any other Articles

Article 172 (4) provides that the Directors may from time to time subject to the provisions of the Act entrust to or confer upon the Managing Director or Managing Directors or Whole-time Director or Whole-time Directors for the time being such of the powers exercisable by the Directors under these presents or by law, as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions, as they think expedient, and they may confer such power either collaterally with or to the exclusion of or in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke ,withdraw ,alter or vary all or any of such powers.

Minimum managerial remuneration in absence or inadequacy of profits.

Article 173.provides that if in any financial year the Company has no profits or its profits are inadequate, the Company may subject to the approval of the Central Government, unless such approval has been obtained under any other provisions of the Act, pay its Directors including the Managing Director or Whole-time Director or its Manager if any, or if there are two or more of them holding office in the Company to all of them together by way of minimum remuneration such sum (exclusive of any fees payable to Directors under Section 309(2) of the Act) as subject to the provisions of Section 198 of the Act it considers reasonable.

Powers of Directors

Article 197.provides that the Board may exercise all such powers of the Company and do all such acts and things as the Company is authorised to exercise and do. Provided that the Directors shall not exercise any power or do any act or thing which is directed or required , whether by the Act, or any other Act or by the Memorandum or by the Articles of the Company required to be exercised by the Company in General Meeting, subject nevertheless to these Articles, to the provisions of the Act, or any other Act and to regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting but no regulations made Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

Article 198.provides that without prejudice to the general powers conferred by preceding Article and the other powers conferred by these presents and so as not in any way to limit any or all these powers, the Directors shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at meetings of the Directors.

Certain powers to be exercised by Directors only at meeting

Articles 199.provides that the Board of Directors shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at meetings of the Directors –

a) the power to make calls on shareholders in respect of moneys unpaid on their shares;
b) the power to issue debentures;
c) the power to borrow moneys otherwise than on debentures;
d) the power to invest the funds of the Company; and
e) the power to make loans.

Provided that the Board may, by a resolution passed at a meeting, delegate to any Committee of Directors, the Managing Director, the Whole-time Director, Manager, Secretary or any other principal officer of the Company or in the case of a branch office of the Company, a principal office or the Branch office of the Company, the powers (1) to borrow moneys other than on debentures (2) to invest the funds of the Company and (3) to make loans to the extent and subject as hereinafter specified namely –

(i) every resolution delegating the power to borrow moneys otherwise than on debentures shall specify the total amount outstanding at one time up to which moneys may be borrowed by the delegate;
(ii) every resolution delegating the power to invest the funds of the Company shall specify the total amount upto which the funds may be invested, and the nature of the investments which may be made by the delegate;
(iii) every resolution delegating the power to make loans shall specify the total amount upto which loans may be made by the delegate the purposes for which the loans may be made, and the maximum amount of loans which may be made for each purposes in individual cases.

Nothing in this Article shall be deemed to affect the right of the Company in General Meeting to impose restrictions and conditions on the exercise by the Board of any of the powers in sub-clause (a), (b), (c), (d) and (e) above specified.

Restrictions on the powers of the Directors

Article 200(1) provides that the Board of Directors of the Company shall not except with the consent of the Company in General Meeting

(a) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking;

(b) remit or give time for repayment of any debt due by a Director;

(c) invest otherwise than in trust securities the amount of compensation received by the Company in respect of the compulsory acquisition of any such undertakings as is referred to in sub-clause (a) or of any premises or properties used for any such undertakings and without which it cannot be carried on or can be carried on only with difficulty or only after a considerable time.

(d) contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, any amounts the aggregate of which will, in any financial year, exceed fifty thousand rupees or five per cent of its average net profits as determined in accordance with the provisions of Sections 349 and 350 of the Act during the three financial years immediately preceding whichever is greater.

Borrowing power

Article 201.provides that subject to the provisions of Section 292 and 293 of the Act the Board of Directors may from time to time at their discretion and by means of resolutions passed at their meetings accept deposits from members either in advance calls or otherwise or borrow or secure the payment of any sum or sums of money for the purpose of the Company provided however that where the moneys to be borrowed, together with money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, the Directors shall not borrow such moneys without the consent of the Company in General Meeting. Every resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow moneys shall specify the total amount upto which moneys may be borrowed by the Board of Directors. No debt incurred by the Company in excess of the limit imposed by this clause shall be valid or effectual unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by this Article has been exceeded.

DIVIDENDS

Division of Profits

Articles 221 provides that the profits of the Company, subject to any special rights relating thereto created or authorised to be created by these Articles and subject to the provisions of these Articles shall be divisible among the members in proportion to the amount of capital paid or credited as paid-up on the shares held by them respectively.

The Company in General Meeting may, declare a dividend

Articles 222 provides that the Company in General Meeting may declare dividends to be paid to members according to their respective rights and interest in the profits and may fix the time for payment, but no dividends shall exceed the amount recommended by the Board, but the Company in General Meeting may declare a smaller dividend.

No amount paid or credited as paid on a share in advance of calls shall be treated for the purpose of this clause as paid on the share

Dividends only to be paid out of profits

Article 225 provides that no dividend shall be declared or paid otherwise than out of profits of the financial year arrived at after providing for depreciation in accordance with the provisions of Section 205 of the Act or out of the profits of the Company for any previous financial year or years arrived at after providing for depreciation in accordance with these provisions and remaining undistributed or out of both, provided that:

(a) if the Company has not provided for depreciation for any previous financial year or years it shall, before declaring or paying a dividend for any financial year, provide or such depreciation out of the profits of the financial year or out of the profits of any other previous financial year of year;

(b) If the Company has incurred any loss in any previous financial year or years the amount of the loss or an amount which is equal to the amount provided for depreciation or that year or those years whichever is less, shall be set off against the profits of the Company for the year or which the dividend is proposed to be declared or paid or against the profits of the Company for any previous financial year or years arrived at in both cases after providing for depreciation in accordance with the provisions of sub-section (2) of Section 205 of the Act or against both.
The declaration of the Directors as to the amount of the net profit shall be conclusive

Interim dividend

Article 226 provides that the Board may, from time to time, pay to the members such interim dividend as in their judgement the position of the Company justifies.

Capital paid up advance at interest not to earn dividend

Article 227 provides that where capital is paid in advance of calls, such capital may carry interest but shall not in respect thereof confer a right to dividend or participation in profits.

Dividends in proportion to amount paid up

Article 228 provides that all dividends shall be apportioned and paid proportionately to the amounts **paid or** credited as paid on the shares during any portion or portions of the period in respect of which the dividends is paid, but if any share is issued on **terms providing** that it shall rank for dividend as from a particular date, such share shall **rank** for dividend accordingly.

Retention of Dividends until completion of transfer

Article 229 provides that subject to the provisions of the Act, the Board may retain the dividends payable upon shares in respect of which any person is entitled to become a member, or which any person under the Transmission Article is entitled to transfer, until such person shall become a member in respect of such shares or shall duly transfer the same.

Dividend etc. to joint-holders

Article 230 provides that any one or several persons who are registered as the jointholders of any share may give effectual receipts for all dividends or bonus or other moneys payable in respect of such shares.

No member to receive dividend whilst indebted to the Company and Company's right of reimbursement thereof

Article 231 provides that No member shall be entitled to receive payment of any interest or dividend in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares or otherwise, however, either alone or jointly with any other person or persons, and the Board may deduct from the interest or dividend payable to any member all sums of money so due from him to the Company.

Transfer of share must be registered

Article 232 provides that a transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

Interest on unpaid dividend

Article 234 provides that subject to the provisions of Sections 205 to 207 of the Act, no unpaid dividend shall bear interest as against the Company.

Unclaimed Dividend

Article 235 provides that where the company has declared a dividend but which has not been paid or the dividend warrant in respect thereof has not been posted within 30 days from the date of declaration to any shareholder entitled to the payment of the dividend, the company shall within 7 days from the date of expiry of the said period of 30 days , open a special account in that behalf in any scheduled bank called "Unpaid Dividend of " Time Technoplast Limited " and transfer to the said account , the total amount of dividend which remains unpaid or in relation to which no dividend warrant has been posted.

Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund of the Central Government. A claim to any money so transferred to the Investor Education and Protection Fund may be preferred to the Central Government by the shareholders to whom the money is due.

No unclaimed or unpaid, dividend shall be forfeited by the Board.

Dividends unclaimed will be dealt with in accordance with the provisions of sections 205A, 205B and 205C of the Companies Act, 1956.

SECTION X – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than two years before the date of this Draft Red Herring Prospectus) which are or may be deemed material have been entered or to be entered into by our Company. These contracts, copies of which shall be attached to the copy of the Red Herring Prospectus, to be delivered to the Registrar of Companies for registration and also the documents for inspection referred to hereunder, may be inspected at the corporate office of our Company situated at 102, Todi Complex, 35, Saki Vihar Road, Andheri (East) Mumbai 400072 India from 10.00 am to 4.00 pm on working days from the date of this Draft Red Herring Prospectus until the Bid/ Issue Closing Date.

Material Contracts

1. Engagement Letter dated September 07, 2006 for appointment of IL&FS Investsmart Ltd. and Enam Financial Consultants Ltd. as BRLMs.

2. Memorandum of Understanding dated December 16, 2006 amongst our Company and the BRLMs.

3. Memorandum of Understanding dated December 16, 2006 executed by our Company with Registrar to the Issue.

4. Escrow Agreement dated [•] executed among our Company, the BRLMs, the Escrow Banks and the Registrar to the Issue

5. Syndicate Agreement dated [•] executed among our Company, the BRLMs and other members of the Syndicate

Material Documents

1. Memorandum and Articles of Association as amended from time to time.

2. Shareholders' resolution dated December 02, 2006 in relation to this Issue and other related matters.

3. Resolution of the Board dated November 08, 2006 authorizing this Issue.

4. Shareholders resolutions

   (a) Dated September,30, 2005 for appointment and approval of remuneration of Mr. Anil Jain, Managing Director and Mr. Bharat Vageria Whole-time Directors.

   (b) Dated August, 12, 2006, for appointment and approval of remuneration of Mr. Raghupathy Thyagarajan and Mr. Naveen Jain , Whole-time Directors.

5. Report of the Statutory Auditors of our Company M/s. Raman S. Shah & Co., Chartered Accountants dated December 14, 2006, prepared as per Indian GAAP .

6. Copy of Statement of Tax Benefits dated December 14, 2006 prepared by the Statutory Auditors of our Company M/s. Raman S. Shah & Co., Chartered Accountants.

7. Copies of annual reports of our Company for the years ended March 31, 2002, 2003, 2004, 2005 and 2006.

8. General Powers of Attorney executed by the Directors of our Company in favour of person(s) for signing and making necessary changes to this Draft Red Herring Prospectus and other related documents.

9. Consents of Auditors, Bankers to the Company, BRLMs, Syndicate Members, Registrar to the Issue, Advisors to the Issue, Legal Advisors to the Issue, Directors of our Company, Company Secretary and Compliance Officer and EXIM Bank as referred to, in their respective capacities.

10. Applications dated [•] and [•] for in-principle listing approval from BSE and NSE, respectively.

11. In-principle listing approvals dated [•] and [•] from BSE and NSE from respectively.

12. Agreement between NSDL, our Company and the Registrar to the Issue dated [•].

13. Agreement between CDSL, our Company and the Registrar to the Issue dated [•].

14. Due diligence certificate dated December 23, 2006 to SEBI from IL&FS Investsmart Limited

15. SEBI observation letter [•] dated [•] and our in-seraitim reply to the same dated [•]

16. Joint Venture Agreement dated February 27, 2004 and an Additional Protocol dated February 28, 2006 between Mauser Holding International GmbH and our Company and Time Mauser Industries Pvt. Ltd.

17. Know How Agreement dated April 24, 1992 and Amendment Agreement dated November 6, 2001 between Our Company and Mauser-Werke GmbH.

18. Foreign Collaboration Agreement dated September 30, 2004 between Mauser Holding International GmbH, Our company and QPAK Industries Pvt Ltd. (Now known as Time Mauser Industries Pvt. Limited

19. Memorandum of Settlement with Trade Union at Hosur

20. Share Purchase Agreement dated November 03, 2006 between Time Securities Services Pvt. Ltd., Mauser Holding Netherlands B. V. and Mauser Holding Asia Pte. Ltd.

21. Memorandum of Understanding dated December 11, 2006 between Time Securities Services Pvt. Ltd and our Company

22. Appraisal Report by EXIM Bank

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

All the relevant provisions of the Companies Act, 1956 and the guidelines issued by the Government of India or the guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 1956, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines issued thereunder, as the case may be. We further certify that all statements in this Draft Red Herring Prospectus are true and correct.

Signed by all Directors

sd/-
Mr. K. N. Venkatasubramanian
Chairman

sd/-
Mr. Anil Jain
Managing Director

sd/-
Mr. Bharat Vageria
Whole-time Director

sd/-
Mr. Ragupathy Thyagarajan
Whole-time Director

sd/-
Mr. Naveen Jain
Whole-time Director

sd/-
Mr. Sanjaya Kulkarni
Independent Director

sd/-
Mr. Mahinder Kumar Wadhwa
Independent Director

Date: December 16, 2006

Place: Mumbai