

NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the Members of ETT Limited will be held on Wednesday, September 30, 2015 at 4:00 P.M. at the Jahanpanah Club, Mandakini Housing Scheme, Alaknanda, New Delhi – 110 019 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt:
 - (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2015, the Reports of the Board of Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 and report of the Auditors thereon.
2. To appoint a Director in place of Mr. Gurupreet Sangla (DIN 00036988), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, and pursuant to the recommendations of the audit committee, M/s L.D. Saraogi & Co., Chartered Accountants (Firm Regn. No. 005524N), and M/s VSD & Associates, Chartered Accountants (Firm Regn. No. 008726N), the retiring auditors, be and are hereby re-appointed as Joint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company.

RESOLVED FURTHER THAT Mr. Sandeep Sethi, Managing Director of the Company, and Mr. Gurupreet Sangla, Jt. Managing Director of the Company, be and are hereby jointly authorised to decide the remuneration of the Joint Statutory Auditors in discussion with them.”

Special Business:

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

ETT LIMITED

Express Trade Towers 3, UB, 79, Sector 34, Expressway, Gurgaon 122 001(HR), India **T**: +91 124 425 7575
CORPORATE HQ Express Trade Towers 2, UB, Tower 3, B-36, Sector 132, Expressway, Noida 201 301 (UP), India **T**: +91 120 256 7575 **F**: +91 120 256 7574
REGD. OFFICE UB, 17, Hemkunt Colony, Opp. Nehru Place, New Delhi 110 048, India **T**: +91 11 4656 7575
E: info@ettgroup.in **W**: www.ettgroup.in **CIN**: L22122DL1993PLC123728



“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 of the Companies Act 2013 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Roopal Sharma (DIN 01091414) who was appointed as an Additional Director in the meeting of the Board of Directors held on March 30, 2015 and whose term expires at the ensuing Annual General Meeting of the Company and in respect of whom a notice has been received from a member proposing her candidature for the office of Directors under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office till March 29, 2020, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be considered necessary, proper or expedient in order to give effect to the above resolution.”

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 of the Companies Act, 2013 and rules made thereunder, the consent of the members be and is hereby given for reappointment of Mr. Sandeep Sethi as Managing Director of the Company for a term of five years with effect from February 21, 2015, with no variation in terms and conditions of appointment and remuneration as reproduced herein below:

Sl. No.	Particulars	Amount (in Rs.)
Salary and other Allowances		
1.	Basic Salary (p.m.)	55,000/-
2.	House Rent Allowance (p.m.)	27,500/-
3.	Transport Allowance (p.m.)	7,500/-
4.	Education Allowance (p.m.)	7,500/-
5.	City Compensatory Allowance (p.m.)	27,500/-
	Total	1,25,000/-
Other Perquisites		
	Health & Personal Accident Insurance (p.a.)	50,000/-

RESOLVED FURTHER THAT any expense incurred by Mr. Sandeep Sethi in discharge of his duties as Managing Director of the Company shall be reimbursed to him on actual basis.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr.

Sandeep Sethi, the Company has no profits or the profits of the Company are inadequate, the Company will pay remuneration by way of salary and other perquisites as specified above.

RESOLVED FURTHER THAT Mr. Harvinder Singh or Mr. Sanjay Arora, Director of the Company, be and is hereby authorised to sign requisite form to be filed with the Registrar of Companies, NCT of Delhi & Haryana and to do such other acts, deeds, matters and things, as may be considered necessary, usual or expedient, for giving effect to this resolution.”

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 of the Companies Act, 2013 and rules made thereunder, the consent of the members be and is hereby given for reappointment of Mr. Gurupreet Sangla as Jt. Managing Director of the Company for a term of five years with effect from February 21, 2015, with no variation in terms and conditions of appointment and remuneration as reproduced herein below:

Sl. No.	Particulars	Amount (in Rs.)
Salary and other Allowances		
1.	Basic Salary (p.m.)	55,000/-
2.	House Rent Allowance (p.m.)	27,500/-
3.	Transport Allowance (p.m.)	7,500/-
4.	Education Allowance (p.m.)	7,500/-
5.	City Compensatory Allowance (p.m.)	27,500/-
	Total	1,25,000/-
Other Perquisites		
	Health & Personal Accident Insurance (p.a.)	50,000/-

RESOLVED FURTHER THAT any expense incurred by Mr. Gurupreet Sangla in discharge of his duties as Jt. Managing Director of the Company shall be reimbursed to him on actual basis.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Gurupreet Sangla, the Company has no profits or the profits of the Company are inadequate, the Company will pay remuneration by way of salary and other perquisites as specified above.

RESOLVED FURTHER THAT Mr. Harvinder Singh or Mr. Sanjay Arora, Director of the Company, be and is hereby authorised to sign requisite form to be filed with the Registrar of Companies, NCT of Delhi & Haryana and to do such other acts,

deeds, matters and things, as may be considered necessary, usual or expedient, for giving effect to this resolution.”

For and on behalf of the Board of Directors

Sd/-

**New Delhi
August 28, 2015**

**Puniti Sharma
CFO & Company Secretary**

Notes:

1. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. Corporate Members intending to send their authorised representatives are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
3. Members/ Proxies attending the Meeting are requested to bring their attendance slip duly filled in and signed along with the copy of Annual Report to the meeting. Members who hold Equity shares in Dematerialised form are requested to write the Client ID and DP ID Number and those who hold Equity shares in physical form are requested to write their Folio Number in the attendance slip for easier identification of attendance at the Meeting.
4. A member desirous of getting any information on the accounts of the Company is requested to forward his / her query(ies) to the Company at least seven days prior to the date of meeting to enable the management to compile the relevant information to reply the same in the meeting.
5. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from Monday, September 28, 2015 to Wednesday, September 30, 2015.

6. Members are requested to notify any change in their address/ mandate/ bank details immediately to the Company at its Registered Office.
7. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business set out above is annexed hereto.
8. Documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 11 a.m. and 1 p.m. on all working days, except Saturdays, up to the date of Annual General Meeting.
9. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
10. Pursuant to the requirements of Clause 49 of the Listing Agreement, the brief resume/ details of Directors appointed, re-appointed are provided in the Report on Corporate Governance.
11. Member(s) must quote their Folio no. / DP ID & Client ID and contact no. etc., in all correspondences with the Company/ Share Transfer Agent.
12. Securities and Exchange Board of India (“SEBI”) has made it mandatory to quote Permanent Account Number (PAN) for transfer/ transmission of shares in physical form and hence, the transferee(s)/ legal heir(s) is required to furnish a copy of his/ her PAN to the Company/ Share Transfer Agent.
13. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Please note that Annual Report 2014-15 will also be uploaded on the website of the Company at www.ettgroup.in.
14. To support the ‘Green Initiative’, the Members who have not registered their e-mail addresses are requested to register the same with your Depository Participant, in case of demat holding and with the Company, in case of physical holding by sending an e-mail specifying your shareholding details at secretarial@ettgroup.in.
15. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote at the ensuing AGM by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Ltd. (CDSL).

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “ETT Limited” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their

login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the “ETT LIMITED” on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for institutional shareholders
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.
- (B) The voting period begins on September 27, 2015 at 10.00 a.m. and ends on September 29, 2015 at 5.00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off

date of September 24, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
16. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut off date of September 24, 2015.
 17. The Company shall be making arrangements for the members to cast their votes in respect to the businesses either through electronic voting system or through poll, for members attending the meeting who have not cast their vote by remote voting.
 18. Mr. Naresh Verma, Practicing Company Secretary, (Membership No. FCS 5403) has been appointed as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 19. Members who do not have access to e-voting facility have been additionally provided the facility of voting on a Ballot form. They may send duly completed Ballot Form (enclosed with the Annual Report) to the Scrutinizer, Mr. Naresh Verma, Practicing Company Secretary, (Membership No. FCS 5403), at the Registered Office of the Company on or before the date of the Annual General Meeting or can carry the same to the Annual General Meeting venue and deposit in the Ballot box during the meeting.
 20. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to secretarial@ettgroup.in by mentioning their Folio / DP ID and Client ID No. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
 21. The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make ‘not later than three days of conclusion of the meeting’ a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and Chairman shall declare the results of the voting forthwith, which shall not be later than 5.00 P.M., October 3, 2015.

22. The results declared alongwith the Scrutinizer's report, will be posted on the Company's website and communicated to the Stock Exchanges.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 4:

Ms. Roopal Sharma was appointed as an additional Non-Executive Independent Director on the Board of Directors of the Company on March 30, 2015 to hold office until the date of ensuing Annual General Meeting. The Board is proposing to appoint her as an Ordinary Director in the ensuing Annual General Meeting. Accordingly, the resolution is placed before the members for their consideration and approval. The Board recommends the proposed resolution for adoption in the larger interest of the Company.

Brief details as per Clause 49 of the Listing Agreement are given in the report on Corporate Governance, which is enclosed with the Directors' Report.

The Company has received a notice in writing along with the requisite deposit under Section 160 of the Companies Act, 2013 proposing the candidature of Ms. Roopal Sharma for the office of Director of the Company in the ensuing Annual General Meeting.

Ms. Roopal Sharma has given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Ms. Roopal Sharma fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and she is independent of the management.

The Board is of the opinion that the continued association of Ms. Roopal Sharma as Independent Director shall immensely benefit the Company. Accordingly, the Board of Directors recommends and places before you the proposed resolution at Item no. 4 under Section 149 of the Companies Act, 2013, for your consideration and approval.

Ms. Roopal Sharma, being the proposed appointee, is concerned or interested in the Resolution of the accompanying Notice relating to her own appointment. None of the remaining Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

Item No. 5:

Mr. Sandeep Sethi was co-opted on the Board of Directors of the Company as Managing Director on February 21, 2005 for a period of five years. He was reappointed as Managing Director for another term of 5 years till February 20, 2015. The Board in its meeting held on February 13, 2015 approved the appointment of Mr. Sandeep Sethi as Managing Director of the Company for a term of five years w.e.f. February 21, 2015 with no variation in terms and conditions of appointment and remuneration, subject to approval of shareholders of the Company in the ensuing general meeting.

The Nomination and Remuneration Committee have already approved the reappointment of Mr. Sandeep Sethi as Managing Director of the Company. Accordingly, the resolution is placed before the members for their consideration and approval.

The Board recommends the proposed resolution at Item no. 5 for adoption in the larger interest of the Company.

None of the Directors of the Company except Mr. Sandeep Sethi and Mr. Sanjay Arora, is concerned or interested in the proposed resolution.

Item No. 6:

Mr. Gurupreet Sangla was co-opted on the Board of Directors of the Company as Managing Director on February 21, 2005 for a period of five years. He was reappointed as Joint Managing Director for another term of 5 years till February 20, 2015. The Board in its meeting held on February 13, 2015 approved the appointment of Mr. Gurupreet Sangla as Joint Managing Director of the Company for a term of five years w.e.f. February 21, 2015 with no variation in terms and conditions of appointment and remuneration, subject to approval of shareholders of the Company in the ensuing general meeting.

The Nomination and Remuneration Committee have already approved the reappointment of Mr. Gurupreet Sangla as Managing Director of the Company. Accordingly, the resolution is placed before the members for their consideration and approval.

The Board recommends the proposed resolution at Item no. 6 for adoption in the larger interest of the Company.

None of the Directors of the Company except Mr. Gurupreet Sangla and Mr. Harvinder Singh, is concerned or interested in the proposed resolution.

For and on behalf of the Board of Directors

Sd/-
Puniti Sharma
CFO & Company Secretary

New Delhi, August 28, 2015

Corporate Identification Number (CIN) : L22122DL1993PLC123728