

**NOTICE**

**Notice** is hereby given that the 26th Annual General Meeting of the Members of ETT Limited will be held on Monday, September 30, 2019 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 the Audited Financial Statements of the Company for the financial year ended March 31, 2019, the Reports of the Board of Directors and 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.

**Special Business:**

3. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:  
“RESOLVED THAT Mr. Sanjay Sharma (DIN 01377729) who was appointed by the Board of Directors as an Additional Director of the Company with effect from December 5, 2018 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.  
RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Sanjay Sharma (DIN 01377729), who qualifies for being appointed as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 consecutive years, commencing from December 5, 2018 to December 4, 2023.”
4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:  
“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Aman Batra (DIN 05280495), who was appointed as an Independent Director at the 21st Annual General Meeting of the Company and who holds office up to the date of this Annual General Meeting and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from 26th Annual General Meeting till 31st Annual General Meeting.”
5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:  
“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Ratinder Pal Singh Bhatia (DIN 00238333), who was appointed as an Independent Director at the 21st Annual General Meeting of the Company and who holds office up to the date of this Annual General Meeting and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from 26th Annual General Meeting till 31st Annual General Meeting.”
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 and pursuant to the approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, no remuneration shall be paid to Mr. Sandeep Sethi, Managing Director of the Company for remaining period of his tenure with effect from March 1, 2019.

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 and to do such other acts, deeds, matters and things, as may be considered necessary, usual or expedient, for giving effect to this resolution."

7. 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 and pursuant to the approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, no remuneration shall be paid to Mr. Gurupreet Sangla, Jt. Managing Director of the Company for remaining period of his tenure with effect from March 1, 2019.

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 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**

**Gurugram  
August 29, 2019**

**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 on a Poll instead of himself. The proxy need not be a Member of the Company.** Proxy form, 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.
2. A person can act as proxy on behalf of not more than fifty (50) Members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A person acting as Proxy for a Member holding more than 10% of the total share capital of the Company carrying voting rights, will not act as proxy for any other Member.
3. Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorising their representatives to attend and vote on their behalf at the AGM.
4. 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 AGM Hall.
5. 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 keep the information ready.
6. Members of the Company had approved the appointment of M/s. Ram Rattan & Associates, Chartered Accountants, as the Statutory Auditors at the 24th AGM of the Company which is valid till 29th AGM of the Company. In accordance with the Companies Amendment Act, 2017, notified by Ministry of Corporate Affairs on 7th May, 2018, the appointment of Statutory Auditors is not required to be ratified at every AGM.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from September 24, 2019 to September 30, 2019 (both days inclusive).
8. Members are requested to notify any change in their address/ mandate/ bank details immediately to the Company at its Registered Office.
9. Documents referred to in this Notice will be open for inspection at the Registered Office of the Company from 11 a.m. to 1 p.m. on all working days, except Saturdays, Sundays and Public Holidays up to the date of AGM.
10. 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.

11. The relevant details of the Directors seeking appointment/ re-appointment, pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the Report on Corporate Governance.
12. Member(s) must quote their Folio no. / DP ID & Client ID and contact no. etc., in all correspondences with the Company/ Share Transfer Agent.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank account details by every participant in securities market. Members holding shares in electronic form are requested to submit the PAN and Bank account details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Registrar and Share Transfer Agent.
14. The SEBI has decided that securities of listed companies can be transferred only in dematerialised form from December 5, 2018. Members holding shares in physical form are requested to consider converting their shareholding in dematerialized form, to eliminate the risks associated with physical shares including fraudulent transfers and loss in transit and to avail various benefits of dematerialisation. Members can contact the Company for assistance in this regard.
15. The Notice of the AGM along with the Annual Report 2018-19 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 2018-19 will also be uploaded on the website of the Company at [www.ettgroup.in](http://www.ettgroup.in).
16. 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](mailto:secretarial@ettgroup.in).
17. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS 2) as issued by the Institute of Company Secretaries of India, the Company is pleased to provide the e-voting facility to Members to enable them to exercise their right to vote through electronic means and the business may be transacted through the 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](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select "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](http://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"> <li>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.</li> <li>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.</li> </ul>

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#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>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.</li> </ul>

- (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](mailto: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](mailto: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, 2019 at 10.00 a.m. and ends on September 29, 2019 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 23, 2019, 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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

18. 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 23, 2019.
19. 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.
20. 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.
21. 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.
22. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to [secretarial@ettgroup.in](mailto: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.
23. 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 1, 2019.
24. The results declared alongwith the Scrutinizer's report, will be posted on the Company's website and communicated to the Stock Exchange.

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

##### **Item No. 3:**

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Sanjay Sharma (DIN 01377729) as an additional director with effect from December 5, 2018. Pursuant to the provisions of Section 161(1) of the Act, Mr. Sanjay Sharma holds office upto the date of the ensuing AGM.

The Company has received declaration from Mr. Sanjay Sharma to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. Mr. Sanjay Sharma is not debarred or disqualified from being appointed or continuing as director of the Company by the SEBI / MCA or such other statutory authority.

In the opinion of the Board, Mr. Sanjay Sharma fulfils the conditions specified in the Act, Rules thereunder and the SEBI Listing Regulations for his appointment as an Independent Director and he is independent of the management of the Company.

A notice under Section 160(1) of the Act had been received for candidature of appointment of Mr. Sanjay Sharma as Director.

Brief profile and information as required pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standards on General Meetings in respect of Mr. Sanjay Sharma is appearing in the Report on Corporate Governance.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director for a term of 5 years from the conclusion of ensuing AGM. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes the resolution at Item no. 3 for approval of the Members at the ensuing AGM.

Mr. Sanjay Sharma and his relatives may be deemed to be interested in this resolution to the extent of their shareholding interest in the Company. None of other Directors and Key Managerial Personnel of the Company and their relatives is interested in this resolution.

**Item No. 4 & 5:**

The members of the Company at the 21st AGM held on September 29, 2014 appointed Mr. Aman Batra (DIN 05280495) and Mr. Ratinder Pal Singh Bhatia (DIN 00238333) as independent directors for a term of 5 years i.e. from the conclusion of 21st AGM till the conclusion of AGM to be held in the year 2019.

The Company has received declaration from Mr. Aman Batra and Mr. Ratinder Pal Singh Bhatia to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act read with the rules framed thereunder and Regulation 16(1) (b) of the Listing Regulations. Mr. Aman Batra and Mr. Ratinder Pal Singh Bhatia are not debarred or disqualified from being appointed or continuing as director of the Company by the SEBI / MCA or such other statutory authority.

In the opinion of the Board, Mr. Aman Batra and Mr. Ratinder Pal Singh Bhatia fulfil the conditions specified in the Act, Rules thereunder and the SEBI Listing Regulations for their re-appointment as Independent Directors and they are independent of the management of the Company.

Notices under Section 160(1) of the Act had been received for candidature of appointment of Mr. Aman Batra and Mr. Ratinder Pal Singh Bhatia as Directors.

Brief profile and information as required pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standards on General Meetings in respect of Mr. Aman Batra and Mr. Ratinder Pal Singh Bhatia is appearing in the Report on Corporate Governance.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to avail their services for a further term of 5 years from the conclusion of ensuing AGM.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes the resolutions at Item no. 4 and 5 for approval of the Members at the ensuing AGM by way of special resolution.

Mr. Aman Batra and Mr. Ratinder Pal Singh Bhatia and their relatives may be deemed to be interested in the respective special resolution to the extent of their shareholding interest in the Company. None of other Directors and Key Managerial Personnel of the Company and their relatives is interested in these special resolutions.

**Item No. 6 & 7**

Mr. Sandeep Sethi and Mr. Gurupreet Sangla have expressed their intention of not drawing any remuneration or perquisites in the Company with effect from March 1, 2019, for their remaining tenure as Managing Director and Joint Managing Director respectively i.e. till February 20, 2020, in view of losses in the Company and due to financial restraint.

Based on the approval of the Nomination and Remuneration Committee and the Board of Directors, the resolutions at Item no. 6 and 7 are placed before the Members at the ensuing AGM by way of an ordinary resolution.

Mr. Sandeep Sethi and Mr. Gurupreet Sangla and their relatives may be deemed to be interested in the respective ordinary resolution to the extent of their shareholding interest in the Company. None of other Directors and Key Managerial Personnel of the Company and their relatives is interested in these ordinary resolutions.

**For and on behalf of the Board of Directors**

**Puniti Sharma**  
**CFO & Company Secretary**

**Gurugram, August 29, 2019**

**Corporate Identification Number (CIN): L22122DL1993PLC123728**