

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the Members of ETT Limited will be held on Tuesday, September 8, 2020 at 12:00 noon through video conferencing ("VC")/Other Audio Visual Means (OAVM) to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sanjay Arora (DIN 00394165), 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 pursuant to the provisions of Section 196, 197, 198 of the Companies Act, 2013 and rules made thereunder and pursuant to the recommendations of the Nomination and Remuneration Committee of the Board of Directors of the Company, approval of shareholders of the Company be and is hereby accorded for reappointment of Mr. Sandeep Sethi as Managing Director of the Company for a term of five years with effect from February 21, 2020, without any remuneration or perquisites.

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."

4. 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 recommendations of the Nomination and Remuneration Committee of the Board of Directors of the Company, approval of shareholders of the Company be and is hereby accorded for reappointment of Mr. Gurupreet Sangla as Jt. Managing Director of the Company for a term of five years with effect from February 21, 2020, without any remuneration or perquisites.

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."

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, approval of shareholders of the Company be and is hereby accorded for appointment of Ms. Roopal Sharma (DIN 01091414), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, as Non-Executive Independent Director of the Company for a term of 5 years with effect from March 30, 2020.

RESOLVED FURTHER THAT Mr. Sandeep Sethi, Managing Director or Mr. Gurupreet Sangla, Jt. Managing Director be and is hereby authorised to sign, execute and file necessary e-forms with the office of Registrar of Companies and to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution."

6. 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 Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and subject to the necessary approvals, consents, permissions and/or sanctions from the appropriate authorities, consent of the Members of the Company be and is hereby accorded to Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof) to sell, lease, transfer or otherwise dispose of the whole or any part of the Company's existing

undertaking(s)/ property(ies) situated at Plot No. 79, Sector 34, Gurugram – 122 001 (Haryana) and/ or 17, UB, Hemkunt Colony, New Delhi – 110 048, as a going concern or otherwise, to prospective buyer(s) at such price and on such terms and conditions and in such manner and with such modifications as the Board may think fit and appropriate in the best interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do and perform all such acts, deeds, matters and things as it may, in their absolute discretion, deem fit, necessary, proper or desirable, including finalizing, varying and settling the terms and conditions of such sale and to finalize, execute, deliver and perform the agreement, contracts, deeds, undertakings, and other documents in respect thereof and seek the requisite approvals, consents and permissions as may be applicable.”

For and on behalf of the Board of Directors

**Gurugram
August 14, 2020**

**Puniti Sharma
CFO & Company Secretary**

Notes:

1. In view of the prevailing COVID-19 pandemic in the country, the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) have allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting vide its Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 issued by MCA and circular No. SEBI/HO/CFD/CND1/CIR/P/2020 dated May 12, 2020 issued by SEBI and prescribed the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said circulars, the 27th Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 17 and available at the Company's website www.ettgroup.in.
2. The helpline number regarding any query / assistance for participation in the AGM through VC/OAVM is 022-23058542/43.
3. Information regarding appointment/re-appointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the Report on Corporate Governance.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. In line with the aforesaid MCA's circulars, the Notice of AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2019-20 has been uploaded on the website of the Company at www.ettgroup.in. The Notice can also be accessed from the website of the BSE Limited at www.bseindia.com and from the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
7. The Register of members and share transfer books of the Company will remain closed from Wednesday, September 2, 2020 to Tuesday, September 8, 2020 (both days inclusive) for the purpose of AGM.
8. Shareholders seeking any information with regard to accounts are requested to write to the Company atleast 7 days before the meeting so as to enable the management to keep the information ready.
9. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialised form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

10. Documents referred to in this Notice will be available for inspection in electronic mode.
11. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
12. Process and manner for members opting for voting through Electronic means:
 - i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the MCA dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.
 - ii) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Tuesday, September 1, 2020, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
 - iii) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Tuesday, September 1, 2020, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
 - iv) The remote e-voting will commence on Saturday, September 5, 2020 at 9.00 a.m. and will end on Monday, September 7, 2020 at 5.00 p.m. During this period, the members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e. Tuesday, September 1, 2020 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
 - v) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
 - vi) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Tuesday, September 1, 2020.
 - vii) The Company has appointed Mr. Naresh Verma, Practicing Company Secretary, (Membership No. FCS 5403), to act as the Scrutiniser for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
13. Process for those members whose email ids are not registered:
 - a) For members holding shares in Physical mode - please provide necessary details like Folio No., Name of shareholder by email to secretarial@ettgroup.in.
 - b) Members holding shares in Demat mode can get their E-mail ID registered by contacting their respective Depository Participant or by email to secretarial@ettgroup.in.
14. Shareholders Instructions for e-voting:
 - i) The voting period begins on Saturday, September 5, 2020 (9:00 a.m.) and ends on Monday, September 7, 2020 (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 i.e. Tuesday, September 1, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii) The shareholders should log on to the e-voting Website www.evotingindia.com.
 - iii) Click on Shareholders.

- iv) Now Enter your User ID:
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- 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 sequence number indicated in the PAN field.
Dividend Bank Details OR Date of Birth	<p>Enter the Dividend Bank details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details fields as mentioned in instruction (v)

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then directly reach 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 of ETT Limited.
- 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii) If a demat account holder has forgotten the login 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) Shareholders can also use Mobile app - "m-Voting" for e voting. m-Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e-voting credentials to vote for

the company resolution(s).

xix) Note for Non - Individual Shareholders and Custodians

- a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c) After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
- d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.
- f) Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

15. Instructions for shareholders voting on the day of the AGM on e-voting system are as under:

- i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the AGM.
- iii) If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
- iv) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

16. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ettgroup.in and on the website of CDSL i.e. www.cdslindia.com within three days of the passing of the Resolutions at the Annual General Meeting of the Company and shall also be communicated to BSE Limited.

17. Instructions for members for attending the AGM through VC/OAVM are as under:

- a) Member will be provided with a facility to attend the AGM through VC/OAVM or view the live webcast of AGM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders'/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- b) Members are encouraged to join the Meeting through Laptops for better experience.
- c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e) For ease of conduct, members who would like to ask questions may send their questions in advance at least (7) days before AGM mentioning their name, demat account number / folio number, email id, mobile number

at secretarial@ettgroup.in and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance (7) days prior to the meeting mentioning their name, demat account number/folio number, e-mail id, mobile number at secretarial@ettgroup.in. These queries will be replied to by the Company suitably by the e-mail.

- f) Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

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

Item No. 3:

Mr. Sandeep Sethi was initially co-opted on the Board of Directors of the Company as Managing Director on February 21, 2005 for a period of five years. He continued as Managing Director till February 20, 2020 pursuant to subsequent reappointments. Since his term was expiring on February 20, 2020, the Board of Directors of the Company in its meeting held on February 13, 2020, on the recommendation of Nomination and Remuneration Committee, re-appointed Mr. Sandeep Sethi as Managing Director of the Company for a further period of five years from February 21, 2020, subject to approval of members.

Mr. Sandeep Sethi is not disqualified from being appointed or continuing as Director in terms of Section 164 of the Act. Brief resume and other details of Mr. Sandeep Sethi are provided in the Report on Corporate Governance pursuant to the provision of SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board recommends the proposed resolution set out at Item no. 3 of the Notice for approval by the members.

Mr. Sandeep Sethi and his 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 this ordinary resolution.

Item No. 4:

Mr. Gurupreet Sangla was initially co-opted on the Board of Directors of the Company as Joint Managing Director on February 21, 2005 for a period of five years. He continued as Joint Managing Director till February 20, 2020 pursuant to subsequent reappointments. Since his term was expiring on February 20, 2020, the Board of Directors of the Company in its meeting held on February 13, 2020, on the recommendation of Nomination and Remuneration Committee, re-appointed Mr. Gurupreet Sangla as Joint Managing Director of the Company for a further period of five years from February 21, 2020, subject to approval of members.

Mr. Gurupreet Sangla is not disqualified from being appointed or continuing as Director in terms of Section 164 of the Act. Brief resume and other details of Mr. Gurupreet Sangla are provided in the Report on Corporate Governance pursuant to the provision of SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board recommends the proposed resolution set out at Item no. 4 of the Notice for approval by the members.

Mr. Gurupreet Sangla and his 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 this ordinary resolution.

Item No. 5:

Ms. Roopal Sharma was appointed in the meeting of the Board of Directors held on March 30, 2015 and by the Shareholders of the Company in the 22nd Annual General Meeting of the Company held on September 30, 2015 for a term of 5 years as Non-Executive Independent Director of the Company to hold office till March 29, 2020. Since her term was expiring on March 29, 2020, the Board of Directors of the Company in its meeting held on March 20, 2020, on the recommendation of Nomination and Remuneration Committee, re-appointed Ms. Roopal Sharma as Non-Executive Independent Director of the Company for a term of 5 years with effect from March 30, 2020, subject to approval of members.

The Company has received declaration from Ms. Roopal Sharma to the effect that she 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. Ms. Roopal Sharma is not disqualified from being appointed or continuing as Director in terms of Section 164 of the Act.

In the opinion of the Board, Ms. Roopal Sharma fulfils the conditions specified in the Act, Rules thereunder and the SEBI Listing Regulations for her re-appointment as Independent Director and she is independent of the management of the Company. Notice under Section 160(1) of the Act had been received for candidature of appointment of Ms. Roopal 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 Ms. Roopal Sharma is appearing in the Report on Corporate Governance.

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

The Board recommends the proposed resolution set out at Item no. 5 of the Notice for approval by the members.

Ms. Roopal Sharma and her 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 this special resolution.

Item No. 6:

The Company is exploring possibilities to sell, lease, transfer or otherwise dispose of the whole or any part of the Company's existing undertaking(s)/ property(ies) situated at Plot No. 79, Sector 34, Gurugram -122 001 (Haryana) and/ or 17, UB, Hemkunt Colony, New Delhi – 110 048, as a going concern or otherwise, to prospective buyer(s), in the best interest of the Company and to maintain healthy cash flows for supporting associated growth and expansion opportunities.

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, consent of members by way of Special Resolution is required to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

The Board of Directors recommends and places before you the proposed resolution under Section 180(1)(a) of the Companies Act, 2013 for your consideration and approval.

The Board recommends the proposed resolution set out at Item no. 6 of the Notice for approval by the members.

Promoter Directors and their 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.

For and on behalf of the Board of Directors

Puniti Sharma
CFO & Company Secretary

Gurugram, August 14, 2020

Corporate Identification Number (CIN): L22122DL1993PLC123728