



ETT LIMITED

(CIN: L22122DL1993PLC123728)

Regd. Office: 17, Hemkunt Colony, New Delhi - 110048.

Tel.: 011 46567575

Email id: secretarial@ettgroup.in; Website: www.ettgroup.in

NOTICE OF POSTAL BALLOT AND E-VOTING

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 including any statutory modification and re-enactment thereof for the time being in force]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the **Act**”), read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) (“the **Rules**”), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the **Listing Regulations**”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, General Circular Nos. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020; 39/2020 dated December 31, 2020; 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 03/2022 dated May 5, 2022 including any other circular in this regard issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “**MCA Circulars**”), SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 and other applicable laws and regulations, if any, to transact the following special business by members of ETT Limited (“the **Company**”) by passing resolution by way of Postal Ballot only through remote e-Voting. The proposed Special Resolutions are set out below, along with the Explanatory Statement pursuant to Sections 102 and 110 of the Act, setting out material facts in relation to the proposed resolutions, are being sent to the members for their consideration and approval.

In compliance with the MCA Circulars, the Company is sending Postal Ballot Notice along with e-voting instructions (the “Notice”) only by way of e-mail to all its Members who have registered their e-mail addresses with the Company or depository(ies)/depository participants and the communication of assent/dissent of the Members on the Resolutions proposed in the Notice will only take place through the remote e-voting system. A detailed Statement pursuant to Section 102 and other applicable provisions of the Act read with the Rules setting out the material facts concerning the Resolutions in this Notice and instructions for e-voting are also annexed to this Notice for your consideration.

The Board of Directors of the Company has appointed Mr. Naresh Verma, Practicing Company Secretary, (Membership No. FCS 5403 and CP No. 4424), as the Scrutinizer for conducting the postal ballot by way of remote e-voting, in a fair and transparent manner.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide remote e-voting facility to all its Members. Please note in accordance with the MCA Circulars, the Members can vote only through the remote e-voting process and accordingly, the Company is providing remote e-voting facility to all its Members to cast their votes electronically. You are requested to peruse the proposed resolutions set out below along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-Voting

facility provided by the Company not later than 5:00 P.M. IST on Sunday, July 17, 2022, failing which it will be strictly considered that no reply has been received from the member.

The result of postal ballot shall be declared on or before Tuesday, July 19, 2022 and communicated on the same day to the BSE Limited at www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL) www.evotingindia.com and shall also be displayed on the Company's website at www.ettgroup.in.

SPECIAL BUSINESS:

ITEM NO. 1:

TO GIVE LOANS, INTER CORPORATE DEPOSITS, GIVE GUARANTEES IN CONNECTION WITH LOANS MADE BY ANY PERSON OR BODY CORPORATE AND ACQUIRE BY WAY OF SUBSCRIPTION, PURCHASE OR OTHERWISE THE SECURITIES OF ANY OTHER BODY CORPORATE IN EXCESS OF THE LIMITS PRESCRIBED IN SECTION 186 OF THE COMPANIES ACT 2013

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 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 40,00,00,000 (Rupees Forty Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company.

RESOLVED FURTHER THAT the Board is hereby authorised to negotiate, finalise and agree to the terms and conditions of the aforesaid loan, guarantee, security and to do all such acts, deeds and things as may be necessary and incidental including signing and execution of any deeds, documents, undertakings, agreements, papers, writings for giving effect to this Resolution.”

ITEM NO. 2:

TO APPROVE GRANTING OF LOAN TO M/S APPRECIATE FINCAAP PRIVATE LIMITED, BEING A RELATED PARTY TRANSACTION

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 185(2) read with Section 186 and Section 188 of the Companies Act, 2013 (“the Act”) along with the rules made thereunder and

such other provisions as may be applicable, including any statutory modification(s) or enactment(s) thereof for the time being in force (“the Rules”) and provisions of Regulations 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (“hereinafter referred to as the “Board” which term shall be deemed to include, unless the context otherwise, any Committee of the Board or any Director or Officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) for entering into a related party transaction of granting loan to M/s Appreciate Fincaap Private Limited, being a related party, in their absolute discretion as may be deem beneficial and in the interest of the Company, in excess of 60% of the paid-up share capital, free reserves and securities premium of the Company or 100% of free reserves and securities premium of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013, from time to time, in one or more tranches not exceeding the amount of Rs. 16,00,00,000 (Rupees Sixteen crores only) for a period of 3 years, at an interest rate which will be 0.5% higher than the prevailing yield of Government Securities of tenor of 3 years, payable on an annual basis.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) and to take such steps and to do all such acts, deeds and things as may be necessary in this regard for obtaining approvals statutory, contractual or otherwise in relation to the above as it may deem fit within the aforesaid limits and the Board/Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental including digitally signing and filing of the necessary forms, delegations of powers to any Director or Committee of Directors or any other person as it may deemed fit, subject to the provisions of the Act and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

ITEM NO. 3:

TO APPROVE GRANTING OF LOAN TO M/S AMICI SECURITIES LIMITED, BEING A RELATED PARTY TRANSACTION

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 185(2) read with Section 186 and Section 188 of the Companies Act, 2013 (“the Act”) along with the rules made thereunder and such other provisions as may be applicable, including any statutory modification(s) or enactment(s) thereof for the time being in force (“the Rules”) and provisions of Regulations 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (“hereinafter referred to as the “Board” which term shall be deemed to include, unless the context otherwise, any Committee of the Board or any Director or Officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) for entering into a related party transaction of granting loan to M/s Amici Securities Limited being a related party, in their absolute discretion as may be deem beneficial and in the interest of the Company, in excess of 60% of the paid-up share capital, free reserves and securities premium of the Company or 100% of free reserves and securities premium of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013, from time to time, in one or more tranches not exceeding the amount of Rs. 16,00,00,000 (Rupees Sixteen crores only) for a period of 3 years, at an interest rate which will be 0.5% higher than the prevailing yield of Government Securities of tenor of 3 years, payable on an annual basis.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) and to take such steps and to do all such acts, deeds and things as may be necessary in this regard for obtaining approvals statutory, contractual or otherwise in relation to the above as it may deem fit within the aforesaid limits and the Board/Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental including digitally signing and filing of the necessary forms, delegations of powers to any Director or Committee of Directors or any other person as it may deemed fit, subject to the provisions of the Act and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

For and on behalf of the Board of Directors

Sd/-
Puniti Sharma
CFO & Company Secretary
FCS No.: 8172

Place: New Delhi,
Date: June 13, 2022

Registered Office:
17, Hemkunt Colony, New Delhi – 110 048

Notes:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 stating all material facts and the reason for the proposal is annexed herewith.
2. In view of the on-going COVID-19 pandemic and the provisions of General Circular Nos. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020; 39/2020 dated December 31, 2020; 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 03/2022 dated May 5, 2022 including any other circular issued in this regard issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “**MCA Circulars**”), that, the Company has sent this Postal Ballot Notice only through e-mail to all the Members of the Company whose names appear in the Register of Members as received from the Central Depository Services (India) Limited (“**CDSL**”) as on Friday, June 10, 2022 (the “**Cut-off Date**”) and who have registered their e-mail address in respect of electronic holdings with the Depository through the concerned Depository Participants (“**DP**”) and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, M/s Beetal Financial & Computer Services Pvt. Ltd. (“**RTA**”) or the Company.
3. In terms of the MCA Circulars, since the matter as proposed in the Postal Ballot Notice shall be passed by the members of the Company through remote e-Voting only, therefore, the vote in this Postal Ballot cannot be exercised through proxy.
4. In terms of the MCA Circulars, the Company will send this Postal Ballot Notice in electronic form only and the hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through remote e-Voting only.
5. Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, June 10, 2022 will be considered for e-Voting.
6. It is however clarified that all Members of the Company as on the Cut-off Date, including those Members who may not have received this Notice due to non-registration of their e-

mail IDs with the Company/ RTA/ Depositories, shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter in this Notice.

7. Shareholders holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending a duly signed request letter to the Company or the Registrar and Share Transfer Agent of the Company, Beetal Financial & Computer Services Pvt. Ltd. (RTA) by providing Folio No. and Name of shareholder(s). Shareholders holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants.
8. Some of the important details regarding the remote e-Voting facility are provided below:

Cut-off date for determining the Members entitled to vote through e-Voting	Friday, June 10, 2022
Commencement of e-Voting period	Saturday, June 18, 2022 at 09.00 A.M. (IST)
End of e-Voting period	Sunday, July 17, 2022 at 05.00 P.M. (IST)

9. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
10. Corporate members intending to vote on Postal Ballot through their Authorised representatives pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy (in PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. authorizing its representatives to vote on their behalf to the company at secretarial@ettgroup.in.
11. The Postal Ballot Notice is also available on the website of the Company at www.ettgroup.in. The same can also be accessed from the website of the Stock Exchange i.e. BSE Limited (the "BSE") at www.bseindia.com, and website of CDSL, e-Voting facility provider at www.evotingindia.com.
12. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on Friday, June 10, 2022.
13. The Board of Directors of the Company in its meeting held on Monday, June 13, 2022 has appointed Mr. Naresh Verma, Practicing Company Secretary, (Membership No. FCS 5403 and CP No. 4424) as the Scrutinizer for conducting the Postal Ballot/e-Voting process in a fair and transparent manner.
14. The Scrutinizer will submit his report to the Managing Director of the Company or any other authorized person of the Company after the completion of scrutiny, and the result of the e-Voting will be announced by the Managing Director or any Director or Key Managerial Personnel of the Company duly authorized, on or before Tuesday, July 19, 2022 at the Registered office of the Company and will also be displayed on the Company website (www.ettgroup.in) and communicated on the same day to BSE Limited, Depository, Registrar and Share Transfer Agent on the said date.
15. The resolutions, if passed by the requisite majority shall be deemed to have been passed on Sunday, July 17, 2022 i.e. the last date specified for e-Voting.
16. Shareholders Instructions for e-voting:
 - i) The voting period begins on Saturday, June 18, 2022 and ends on Sunday, July 17, 2022. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, June 10, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a

negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease.

- iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/Easi Registration. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website](#).

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

iv) Login method for e-Voting for **physical shareholders and shareholders other than individual shareholder holding in Demat form**

1. The shareholders should log on to the e-voting Website www.evotingindia.com.
2. Click on “Shareholders” module.
3. 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.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

For Physical Shareholders and other than individual shareholders holding shares in Demat	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth	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. <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 (3)

- v) After entering these details appropriately, click on “SUBMIT” tab.
- vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii) Click on the EVSN of ETT Limited.
- ix) 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.
- x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xi) 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.
- xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xiv) 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.
- xv) Additional facility for Non - Individual Shareholders and Custodians – Remote Voting
 - 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 in the “Corporates” module.
 - 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 Scrutinizer and to the Company at the email address viz; secretarial@ettgroup.in, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

17. Process for those Shareholders whose email/mobile no. are not registered with the Company/Depositories

- i) For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@ettgroup.in.
- ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
- iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT

(Pursuant to the Provisions of Section 102 and 110 of the Companies Act, 2013)

Item no. 1

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 (“Act”), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by means of a special resolution.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 40 Crores, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 1 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 1 of the accompanying notice. The Board recommends the resolution at Item no.1 to be passed as Special Resolution.

Item no. 2

M/s Appreciate Fincaap Private Limited (hereinafter referred to as “the Borrower”), a private limited company registered under the Companies Act, 1956 and a related party to the Company in terms of Section 2(76) of the Act and Regulation 2(zb) of the Listing Regulations. The Borrower is in need of funds owing to various business requirements and future expansion plans. The Borrower has approached the Company for a loan amounting to Rs. 16,00,00,000 (Rupees Sixteen crores only) to be infused in the business.

Mr. Gurupreet Sangla, Jt. Managing Director and Mr. Harvinder Singh, Non-Executive Director of the Company are the members of M/s Appreciate Fincaap Private Limited. The Audit Committee and the Board of Directors at their respective meetings held on June 13, 2022 have approved the sanction of an unsecured loan to M/s Appreciate Fincaap Private Limited not exceeding an amount of Rs. 16,00,00,000 (Rupees Sixteen crores only), in their absolute discretion as may deem beneficial and in the interest of the Company, from time to time, in one or more tranches for a period of 3 years, at an interest rate which will be 0.5% higher than the prevailing yield of Government Securities of tenor of 3 years, payable on an annual basis.

Looking at the volatile market conditions and lower interest rate obtaining from investing funds in mutual funds/liquid funds, any government bonds/securities/ units or fixed deposits of the

banks, granting loan to a related party at a higher interest rate is in the interest of the Company and hence, in the opinion of the Audit Committee and the Board, the above-mentioned related party transaction is overall beneficial to the Company.

Pursuant to Listing Regulations, all material related party transactions shall require approval of the shareholders. Also, in accordance with the provisions of Section 185(2) of the Act, if any of the Directors of the lending Company is interested in the Borrowing Company, an approval of the shareholders is required by way of special resolution. As the loan amount is over and above the limit specified under section 186 of the Companies Act, an approval of the shareholders is required by way of special resolution. Accordingly, on the recommendation of the Audit Committee and the Board of Directors of the Company in their respective meetings held on June 13, 2022, the aforementioned related party transaction have been approved, and the Board of Directors now seek approval of the shareholders by way of a Special Resolution.

Members may please note that based on the criteria laid down by the Listing Regulations and company's Policy for material related party transaction, transaction to be entered into with M/s Appreciate Fincaap Private Limited is "Material" and therefore requires approval of the shareholders by a Special Resolution.

The members are further informed that no member(s) of the Company being a related party or having any interest in the resolution as set out under this item shall be entitled to vote to approve this Special Resolution whether the entity is a related party to the transaction or not.

The Board is of the opinion that the aforesaid related party transaction is in the best interest of the Company and therefore, recommends the Resolution set out at Item No. 2 of the Notice for the approval of the Members in terms of the Act and the Listing Regulations.

Except Mr. Gurupreet Sangla, Jt. Managing Director and Mr. Harvinder Singh, Non-Executive Director and their relatives, none of the other Directors or the Key Managerial Persons of the Company or their relatives is concerned or interested financially or otherwise in the resolution as set out at Item No. 2 of the Notice. No related party will vote to approve the transaction, whether the entity is a related party to the transaction or not.

Item no. 3

M/s Amici Securities Limited (hereinafter referred to as "the Borrower"), a company registered under the Companies Act, 1956 and a related party to the Company in terms of Section 2(76) of the Act and Regulation 2(zb) of the Listing Regulations. The Borrower is in need of funds owing to various business requirements and future expansion plans. The Borrower has approached the Company for a loan amounting to Rs. 16,00,00,000 (Rupees Sixteen crores only) to be infused in the business.

Mr. Sandeep Sethi, Managing Director and Mr. Sanjay Arora, Non-Executive Director of the Company are the members of M/s Amici Securities Limited. The Audit Committee and the Board of Directors at their respective meetings held on June 13, 2022 have approved the sanction of an unsecured loan to M/s Amici Securities Limited not exceeding an amount of Rs. 16,00,00,000 (Rupees Sixteen crores only), in their absolute discretion as may deem beneficial and in the interest of the Company, from time to time, in one or more tranches for a period of 3 years, at an interest rate which will be 0.5% higher than the prevailing yield of Government Securities of tenor of 3 years, payable on an annual basis.

Looking at the volatile market conditions and lower interest rate obtaining from investing funds in mutual funds/liquid funds, any government bonds/securities/ units or fixed deposits of the banks, granting loan to a related party at a higher interest rate is in the interest of the Company and hence, in the opinion of the Audit Committee and the Board, the above-mentioned related party transaction is overall beneficial to the Company.

Pursuant to Listing Regulations, all material related party transactions shall require approval of the shareholders. Also, in accordance with the provisions of Section 185(2) of the Act, if any of the Directors of the lending Company is interested in the Borrowing Company, an approval of the shareholders is required by way of special resolution. As the loan amount is over and above the limit specified under section 186 of the Companies Act, an approval of the shareholders is required by way of special resolution. Accordingly, on the recommendation of the Audit Committee and the Board of Directors of the Company in their respective meetings held on June 13, 2022, the aforementioned related party transaction have been approved, and the Board of Directors now seek approval of the shareholders by way of a Special Resolution.

Members may please note that based on the criteria laid down by the Listing Regulations and company's Policy for material related party transaction, transaction to be entered into with M/s Amici Securities Limited is "Material" and therefore requires approval of the shareholders by a Special Resolution.

The members are further informed that no member(s) of the Company being a related party or having any interest in the resolution as set out under this item shall be entitled to vote to approve this Special Resolution whether the entity is a related party to the transaction or not.

The Board is of the opinion that the aforesaid related party transaction is in the best interest of the Company and therefore, recommends the Resolution set out at Item No. 3 of the Notice for the approval of the Members in terms of the Act and the Listing Regulations.

Except Mr. Sandeep Sethi, Managing Director and Mr. Sanjay Arora, Non-Executive Director and their relatives, none of the other Directors or the Key Managerial Persons of the Company or their relatives is concerned or interested financially or otherwise in the resolution as set out at Item No. 3 of the Notice. No related party will vote to approve the transaction, whether the entity is a related party to the transaction or not.

For and on behalf of the Board of Directors

Sd/-
Puniti Sharma
CFO & Company Secretary
FCS No.: 8172

Place: New Delhi,
Date: June 10, 2022

Registered Office:
17, Hemkunt Colony, New Delhi – 110 048