



**T T LIMITED**

(CIN No.-L18101DL1978PLC009241)

879, MASTER PRITHVI NATH MARG,

OPP: AJMAL KHAN PARK,

KAROL BAGH, NEW DELHI 110 005, INDIA

TEL: 0091 11 45060708

EMAIL: newdelhi@ttlimited.co.in; WEBSITE: http://www.ttlimited.co.in



**POSTAL BALLOT FORM**

(Please read the instruction printed overleaf carefully before completing this form)

Serial No.:

1. Registered Folio No./ DP ID No./ Client Id No. (\*Applicable to member holding shares in Dematerialized form)

2. Name(s) of member(s) and Registered address of the Sole/ First named Member (including Joint holders, if any)

3. Number of shares held :

4. I/We hereby exercise my/our vote in respect of following Special Resolutions to be passed through postal ballot as per the text resolutions with explanatory statement by conveying my/our assent or dissent to the said resolution (s) by placing the tick (✓) mark at the appropriate box below:

Sl. No.	Description	No. of Equity Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Special Resolution under Section 203 and 197 of Companies Act, 2013 for re-appointment of Sh. Rikhab Chand Jain as Executive Chairman for period of 5 years and remuneration payable to him			
2	Special Resolution under Section 203, 196 and 197 of Companies Act, 2013 for re-appointment of Sh. Sanjay Kumar Jain as Managing Director for period of 5 years and remuneration payable to him			
3	Special Resolution under Section 5 and 14 of Companies Act, 2013 for alteration of Article of Association			

Place : (Signature of Member)  
Date : (As per Specimen registered with Company / Depository)

**ELECTRONIC VOTING PARTICULARS**

EVSN (Electronic Voting Sequence Number) User ID Password/PIN



**T T LIMITED**

(CIN No.-L18101DL1978PLC009241)

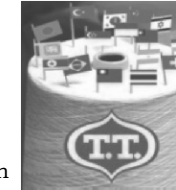
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**POSTAL BALLOT NOTICE**

Dear Shareholders,

Notice is hereby given that pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), if any, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, and read with regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") including any Statutory modification or re-enactment thereof for the time being in force, for obtaining assent of the Shareholders of the Company by means of Postal Ballot and voting through electronic means ("Remote e-voting") on the Resolutions set out in this Notice.

The Company is therefore seeking your consent for the said proposal as contained in the Resolutions appended below. An Explanatory Statement pertaining to the Resolutions setting out all material facts and the reasons for which such Resolutions are proposed is also annexed. The Board of Directors has appointed M/s Deepak Kukreja & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot / Electronic Voting process in a fair and transparent manner.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the instructions in the notes to the Postal Ballot Notice and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope, so as to reach the Scrutinizer on or before the close of business hours at 5.00 p.m. on Thursday, 1<sup>st</sup> March, 2018 the last date for receipt of the completed Postal Ballot Forms. Please note that the Postal Ballot Form (s) received after the said date will be treated as if reply from the member has not been received in terms of the Rule.

Upon completion of the evoting process and the scrutiny of Forms, the Scrutinizer will submit his report to the Chairman / Managing Director / Director. The result of the Postal Ballot would be announced by the Chairman or any Director authorized by Board on or before Saturday, 3<sup>rd</sup> March 2018 at 5.00 P.M. at the Registered Office of the Company. The said results would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed and Registrar & Share Transfer Agent and displayed along with the Scrutinizer's report on the Company's website viz. www.ttlimited.co.in and also on the website of the agency providing e-voting facility i.e. Central Depository Services (India) Limited ("CDSL"). The date of declaration of the result of the postal ballot shall be the date on which the appended resolutions would be deemed to have been passed, if approved by requisite majority. The Members are requested to consider and, if thought fit, pass the following resolutions as a Special Resolution.

The Resolutions will be deemed to have been passed on the last day for receipt of duly completed Forms and e-voting.

Place : New Delhi

Date : December 13, 2017

BY ORDER OF THE BOARD

For T T Limited

Sd/-

(Reetika Mahendra Rathore)

Company Secretary

Membership No:- ACS48493

**PROPOSED RESOLUTIONS**

**ITEM No.1:- Re-appointment of Sh. Rikhab Chand Jain as Executive Chairman of the Company for a period of five years and remuneration payable to him.**

To consider and, if thought fit to pass, with or without modification, following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, and to the provisions of Section 203, 197 and schedule V of Companies Act 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force, and subject to the approval of members and such other statutory approvals as may be required, Shri Rikhab Chand Jain (DIN - 01736379), be and is hereby re-appointed as Executive Chairman of the Company for a period of 5(five) years on the terms and conditions of remuneration as set out in the Explanatory Statement annexed to this Notice, with the liberty to the Board/Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board/Nomination and Remuneration Committee and Shri Rikhab Chand Jain.:-

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the company will pay Shri Rikhab Chand Jain remuneration, perquisites not exceeding the ceiling laid down in Section II of Part II of Schedule V of Companies Act 2013, as may be decided by the Board of Directors.

RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to take all such act, matters and things as may be deemed necessary or expedient for giving effect to this resolution.

RESOLVED FURTHER THAT the certified true copy of resolution be forwarded to all concern for their record and necessary action purpose."

**ITEM No.2:- Re-appointment of Sh. Sanjay Kumar Jain as Managing Director of the Company for a period of five years and remuneration payable to him.**

To consider and, if thought fit to pass, with or without modification, following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, and to the provisions of Section 203, 196, 197 and schedule V of Companies Act 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force, and subject to the approval of members and such other statutory approvals as may be required, Shri Sanjay Kumar Jain (Din No. 0176303), be and is hereby re-appointed as Managing Director of the Company for a period of 5(five) years on the terms and conditions of remuneration as set out in the Explanatory Statement annexed to this Notice, with the liberty to the Board/Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board/Nomination and Remuneration Committee and Shri Sanjay Kumar Jain.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the company will pay Shri Sanjay Kumar Jain remuneration, perquisites not exceeding the ceiling laid down in Section II of Part II of Schedule V of Companies Act 2013, as may be decided by the Board of Directors.

RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to take all such act, matters and things as may be deemed necessary or expedient for giving effect to this resolution.

RESOLVED FURTHER THAT the certified true copy of resolution be forwarded to all concern for their record and necessary action purpose."

**ITEM No.3:- Alteration of Articles of Association.**

To consider and, if thought fit to pass, with or without modification, following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 5 and 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded to alter the existing Articles of Association of the Company by inserting the below clause after clause no. 123of the Article of Association of the Company:

"123(A) Shri Rikhab Chand Jain shall be permanent director not liable to retire by rotation at any Annual General Meeting."

RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to take all such act, matters and things as may be deemed necessary or expedient for giving effect to this resolution.

RESOLVED FURTHER THAT the certified true copy of resolution be forwarded to all concern for their record and necessary action purpose."

Place : New Delhi

Date : December 13, 2017

BY ORDER OF THE BOARD

For T T Limited

Sd/-

(Reetika Mahendra Rathore)

Company Secretary

Membership No:- ACS48493

**ANNEXURE TO NOTICE:**

- Explanatory statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and reasons annexed herewith.
- In compliance with Regulation 44 of SEBI (LODR) Regulations, 2015, Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the company is pleased to provide remote e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the ballot form by post.
- The company has engaged the services of CDSL for the purpose of providing remote e-voting facility to all its members. Please note that the remote e-voting is an alternate mode to cast votes and is optional.
- Resolutions passed by the shareholders through postal ballot and remote E-voting is deemed to have been passed at a general meeting of the shareholders of the company.
- In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the postal ballot notice is being sent by permitted mode (i.e. through registered or speed post or through

courier), along with a postage prepaid self addressed business reply envelope.

6. The postal ballot notice are being sent to all the eligible shareholders of the company whose names appear in the register of members / list of Beneficial Owners as received from Registrar and Share Transfer Agent (RTA) as on 22<sup>nd</sup> December, 2017 at 05:00 PM (closing business hours). The notice will be displayed on the website of the Company ([www.tllimited.co.in](http://www.tllimited.co.in)) and website of CDSL.
7. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the members as on closing business hours of 22<sup>nd</sup> December, 2017 at 05:00 PM
8. M/s Deepak Kukreja & Associates, Practicing Company Secretary (Membership No. FCS 4140 and CP No. 8265) has been appointed as the Scrutinizer to conduct the postal ballot and remote E-voting process in fair and transparent manner.
9. Postal ballot form can also be downloaded from the website of the company i.e [www.tllimited.co.in](http://www.tllimited.co.in) or seek duplicate postal ballot form from the company.
10. Members shall fill in the requisite details and send the duly completed and signed postal ballot form in the enclosed self-addressed pre-paid business reply envelope to the scrutinizer so as to reach on or before 1<sup>st</sup> March, 2018 on 05:00 PM. Any postal ballot form received after the said date and time period shall be treated Invalid.
11. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. There will be only 1 (one) postal ballot form for every registered folio / client ID irrespective of the number of joint members.
12. The postal ballot form should be completed and signed by the shareholder (as per specimen signature registered with the Company and / or furnished to CDSL/NSDL). In case, shares are jointly held, this form should be completed and signed by the first named member and, in his / her absence, by the next named (including Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) Holder(s) of Power of Attorney ("PoA") on behalf of a Shareholder may vote on the postal ballot mentioning the registration number of the PoA with the Company or enclosing a copy of the PoA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution / authorisation giving the requisite authority to the person voting on the postal ballot form.
13. A Member cannot exercise his/her vote by proxy on postal ballot.
14. Members having any queries relevant to voting via postal ballot/E-Voting may mail to Mrs. Reetika Mahendra Rathore (ACS 48493), Company Secretary at [investors@tllimited.co.in](mailto:investors@tllimited.co.in) or Call at 011-45060708.
15. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses with :
  - i) Our Registrar Beetal Financial and Computer Services Pvt.Ltd or mail at [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com) (If having shares in Physical Form)
  - ii) their respective depository Participant (If having shares in Demat Form) for receiving all future communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.
16. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
17. Members are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**  
**Item No.1-**

Shri Rikhab Chand Jain aged 73 years, Founder, Chairman of T T Group has been in Textile Business for more than 55 years. He had graduated from St. Xavier's college at Kolkata. He had completed his M.B.A in Marketing and Business Management from Indian Institute of Management, Kolkata. He is a Chartered Secretary from U.K and a Fellow Member of the Indian Institute of Company Secretaries. He had received an honorary Ph. D degree in Business Management from West Indies University. He had been a visiting Professor at Indian Institute of Management, Kolkata.

The Board of Directors has reappointed Shri Rikhab Chand Jain as Executive chairman of the company for a period of five years, subject to the approval of shareholders.

The material terms of the agreement entered into by the Company with Shri Rikhab Chand Jain, inter alia are as follows:-

- A. Salary - Rs 10.00 lakh per month with such revision as may be approved by the Board from time to time.
- B. Commission - Not exceeding 5% of net profit in an accounting year as may be decided by the Board from time to time.
- C. Perquisites and Allowances

In addition to salary Shri Rikhab Chand Jain shall entitled to perquisites and allowances like accommodation or House Rent Allowance in lieu thereof, medical reimbursement, children education allowance, leave travel allowance for self and family, club fees, premium for medical insurance, retirement benefits etc. In accordance with the company's rules in force or as may be approved by the Board time to time provided that aggregate value of such perquisites shall not exceed Rs 10.00 lakh per month. In addition to above, he will also be entitled to the following benefits as may be approved by the Board from time to time:

- i. Company maintained car with driver
- ii. Telephone/Laptop/mobile at residence
- iii. Perquisites and Allowances

D. The total remuneration including perquisites shall not exceed the limits specified in schedule V to the Companies Act 2013. The Board is of the opinion that his appointment would be in the interest of your company.

Shri Rikhab Chand Jain, Executive Chairman, Mrs Jyoti Jain, Jt. Managing Director and Shri Sanjay Kumar Jain, Managing Director may be deemed to be interested in the resolution. Other Directors are not interested in the resolution.

The Board recommends the aforesaid Resolution for the approval by the Members as Special Resolution.

**Item No.2-**

Mr. Sanjay K Jain aged 48 years, Managing Director of the Company. He is a MBA-Gold Medalist from IIM (Ahmedabad) and an Fellow member of Institute of Company Secretaries of India(FCS) and Institute of Cost Accountant of India. He is a regular speaker in conferences and writer of articles. He is an expert in marketing and finance and is overall in charge of the Company. He has travelled to over 40 countries and has wide exposure on textiles issues.

The Board of Directors has reappointed Shri Sanjay Kumar Jain as Managing Director of the company for a period of five years, subject to the approval of shareholders.

The material terms of the agreement entered into by the Company with Shri Sanjay Kumar Jain, inter alia are as follows:-

- A. Salary - Rs 10.00 lakh per month with such revision as may be approved by the Board from time to time.
- B. Commission - Not exceeding 5% of net profit in an accounting year as may be decided by the Board from time to time.
- C. Perquisites and Allowances

In addition to salary Shri Sanjay Kumar Jain shall entitled to perquisites and allowances like accommodation or House Rent Allowance in lieu thereof, medical reimbursement, children education allowance, leave travel allowance for self and family, club fees, premium for medical insurance, retirement benefits etc. In accordance with the company's rules in force or as may be approved by the Board time to time provided that aggregate value of such perquisites shall not exceed Rs 10.00lakh per month.

In addition to above, he will also be entitled to the following benefits as may be approved by the Board from time to time:

- i. Company maintained car with driver
- ii. Telephone/Laptop/mobile at residence
- iii. Company's contribution to Provident Fund and Superannuation Fund
- iv. Payment of Gratuity and retirement benefits and
- v. Encashment of Leave

D. The total remuneration including perquisites shall not exceed the limits specified in schedule V to the Companies Act 2013.

The Board is of the opinion that his appointment would be in the interest of your company.

Shri Rikhab Chand Jain, Executive Chairman, Mrs Jyoti Jain, Jt. Managing Director and Shri Sanjay Kumar Jain, Managing Director may be deemed to be interested in the resolution. Other Directors are not interested in the resolution.

The Board recommends the aforesaid Resolution for the approval by the Members as Special Resolution.

**Item No.3-**

With introduction of new Companies Act, 2013, the company had adopted new Articles of Association ("AoA"), based on the rules and provision of the Companies Act, 2013 with the consent of members on 9<sup>th</sup> September, 2015. However, inadvertently, following clause was existing in old Articles deleted from new set of AoA:-

**"Shri Rikhab Chand Jain shall be permanent director not liable to retire by rotation at any Annual General Meeting"**

The Board is of opinion that in the interest of the company the same clause be re-inserted in the AoA of the Company by altering the said AoA and reinserting following clause under the head "Board of Directors":-

Re-Inserting as clause **"123(A) Shri Rikhab Chand Jain shall be permanent director not liable to retire by rotation at any Annual General Meeting."**

In terms of Section 14 of 2013 Act, consent of Members by way of a Special Resolution is required for alteration of Articles of Association.

Shri Rikhab Chand Jain, Executive Chairman, Mrs Jyoti Jain, Jt. Managing Director and Shri Sanjay Kumar Jain, Managing Director may be deemed to be interested in the resolution. Other Directors are not interested in the resolution.

The Board recommends the aforesaid Resolution for the approval by the Members as Special Resolution.

Place : New Delhi

Date : December 13, 2017

BY ORDER OF THE BOARD  
For T T Limited  
Sd/-  
(Reetika Mahendra Rathore)  
Company Secretary  
Membership No:- ACS48493

**PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING**

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Wednesday 31<sup>st</sup> January, 2018 at 10:00 A.M. and ends on Thursday 1<sup>st</sup> March, 2018 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 i.e. as on Friday 22<sup>nd</sup> December, 2017 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](http://www.evotingindia.com).
- (iii) Click on Shareholders / Members
- (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:

Enter	For Members holdings shares in Demat Form
PAN	<b>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</b> <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><li>• Sequence Number will be printed on Postal Ballot Form.</li></ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter your 10 digit alphanumeric Permanent Account Number issued by Income Tax Department.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) After lodging in the details of "User id, Password, Pan or Default Number", the Members holding shares in physical form & Members holding shares in demat form (who had changed their password in the past) 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) After lodging in the details of "User id, Password, Pan or Default Number", the Members holding shares in physical form & Members holding shares in demat form (who had changed their password in the past) will reach directly to the voting screen.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant "T T Limited" on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a 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.
- (ixx) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xiii) **Note for Non Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login 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.
  - 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 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)