



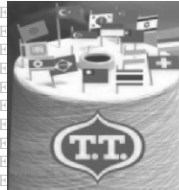
T T LIMITED

(CIN NO.-L18101DL1978PLC009241)

879, MASTER PRITHVI NATH MARG OPP: AJMAL KHAN PARK,
KAROL BAGH, NEW DELHI - 110005, INDIA

TEL: 0091 11 45060708 EMAIL: newdelhi@ttlimited.co.in

WEBSITE: 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 the Special Resolutions to be passed through Postal Ballot for the sale, lease or otherwise disposal off old Spinning and allied machinery and equipments only (not including Land, Building and non-spinning machinery) at Gajroula Spinning Mills & Gangeshwar Spinning Mills, Gajroula (U.P.) and Tirupati Spinning Mills, Avinashi (Tamil Nadu) on "as is where is" basis to suitable parties under section 180 (1) (a) of the Companies Act, 2013 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:

Description	No. of Equity Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
Special Resolution under Section 180 (1) (a) of the Companies Act, 2013 for the disposal off the Company's old Spinning and allied machinery and equipments only			

Place :

Date :

(Signature of Member)

(As per Specimen registered with Company / Depository)

ELECTRONIC VOTING PARTICULARS

The E-voting facility is available at the link : <http://www.evotingindia.com>. The electronic voting particulars are set out as follows :-

EVSN
(Electronic Voting
Sequence Number)

User ID

Password/PIN



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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 Resolution set out in this Notice.

The Company proposes to sell / dispose off old Spinning and allied machinery and equipments only (not including Land, Building and non-spinning machinery) at Gajroula Spinning Mills & Gangeshwar Spinning Mills, Gajroula (U.P.) and Tirupati Spinning Mills, Avinashi (Tamil Nadu) on "as is where is" basis to suitable parties. The Company is therefore seeking your consent for the said proposals as contained in the Special Resolution appended below. An Explanatory Statement pertaining to the Resolution setting out all material facts and the reasons for which such Resolution is proposed is also annexed.

According to Section 180(1)(a) of the Companies Act, 2013, sale, lease or otherwise disposal of the whole or substantially the whole of an undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking, requires the approval of the shareholders by way of a special resolution.

As per Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 ("Rules"), the consent of the Company's shareholders for the above purpose is required to be obtained by means of a Postal Ballot. Accordingly, the said Special Resolution and the Explanatory Statement is being sent to you along with the Postal Ballot Form for your kind consideration. Further, as per the provisions of the Act, read with the Rules and the Listing Agreement, the Company is required to provide to its members facility to exercise their right to vote by electronic means. Accordingly, instructions for e-voting have been provided hereunder.

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 (if posted in India), so as to reach the Scrutinizer on or before the close of business hours at 5.00 p.m. on **Thursday, 27th July, 2017** 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 him on or before Saturday, 29th July 2017 at 4.30 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 resolution 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 resolution as a Special Resolution.

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

Place : New Delhi
Date : May 29,2017

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

PROPOSED SPECIAL RESOLUTION

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

"RESOLVED THAT, pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board") to sell/dispose off its Spinning and allied machinery and equipments only (not including Land, Building and non-spinning machinery) named and located i.e., Gajroula Spinning Mills & Gangeshwar Spinning Mill, Gajroula (U.P) and Tirupati Spinning Mills, Avinashi (Tamil Nadu) "as is where is" basis or in any other manner as the Board may deem fit in the interest of the Company to any suitable party/parties on such terms and conditions and in such form and manner with effect from such date as the Board of Directors deem fit and to do all such acts, deeds and ancillary activities as may be necessary to implement the same.

RESOLVED FURTHER THAT Sh. Rikhab C. Jain, Chairman (DIN No.01736379) and Sh. Sanjay Kumar Jain, Managing Director (DIN No.01736303), be and are hereby, severally authorized to complete the transaction with such modification(s) as may be required by any of the concerned authority(ies) or which the Board may deem appropriate to be in best interest of the Company and to do all such acts, matters, deeds and things, as may be necessary, without further referring to Members of the Company, including finalizing the terms and conditions, sale consideration, methods, timings' and modes in respect thereof and executing necessary documents ,agreements, and such other documents, deeds, writings and papers as may be necessary or expedient in its own discretion and in best interest of the Company including the power to sub-delegate to any committee of Directors or any executive of the Company, to give effect to this resolution."

Place : New Delhi
Date : May 29,2017

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

ANNEXURE TO NOTICE:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and reasons annexed herewith.
2. 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.
3. 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.
4. 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.
5. 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 9th June 2017 at 05:00 PM (closing business hours). The notice will be displayed on the website of the Company (www.ttlimited.co.in) and website of CDSL (www.evotingindia.com).
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 9th June, 2017 at 05:00 PM
8. M/s Deepak Kukreja & Associates, Practicing Company Secretaries (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.ttlimited.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 27th July, 2017 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@ttlimited.co.in or Call at 011-45060708 (10 lines).
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 (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

Company's Spinning Mills at Gajroula (U.P.) is about 25 years old and Spinning Mill at Avinashi (TamilNadu) is about 22 years old, have become technologically obsolete and comparatively require more power and more workers for per kg production. There is production cost difference of about Rs 10/- to Rs 15/- Kg from latest technology Spinning Mill located at Rajula (Gujarat), hence Gajroula (U.P.) and Avinashi (Tamil Nadu) Spinning Mills have become unviable, uneconomical. Hence, Board of Directors has decided to sell these Spinning and allied machinery and equipments only (not including Land , Building and Non-spinning machinery) "as is where is" basis. Written down value of Spinning and allied machinery and equipments located at Gajroula and Avinashi is Rs 30 Crore as on 31st March, 2017 and approximate price realization from sale of Spinning Machinery will be between Rs 27 to Rs 30 Crores.

Company's garment and Knitting activities at both aforesaid locations will continue as usual. Land and Building will remain with the Company and will be used for textile productions.

Sale proceeds will be utilized for Garment and export business and retiring high cost debts.

The Board of Directors at its meeting held on 29th May, 2017 given its approval to conduct a postal ballot to seek the approval of the members of the company for disposal of Spinning Machinery at Gajroula (U P) and Avinashi (Tamil Nadu) and is therefore seeking your consent for such proposal as contained in the draft Special Resolution as set out in the Notice.

The Board is satisfied that it would be in the interest of the Company , its shareholders and its employees to dispose off the said undertaking as referred to it in the draft Special Resolution. The Board recommends and place before you the proposed resolution for your consideration and approval.

All the material document relevant for the proposed resolution is available for inspection on any working days except public holiday, during business hours up to the date of meeting.

None of Directors/ Key Managerial Personnel of the Company / their relatives are , in no way, concerned or interested , financially or otherwise , in the said resolution except to the extent of shares held by them in the Company.

Place : New Delhi
Date : May 29, 2017

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

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday 28th June, 2017 at 10:00 A.M. and ends on Thursday 27th July, 2017 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 9th June, 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.
- (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 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	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">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.• Sequence Number will be printed on Postal Ballot Form.
Dividend Bank Details OR Date of Birth (DOB)	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 field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) 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.
- (xix) **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.**
- (xx) **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 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.
 - 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 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, under help section or write an email to helpdesk.evoting@cdslindia.com