



T T LIMITED
(CIN NO.-L18101DL1978PLC009241)
879, MASTER PRITHVI NATH MARG
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POSTAL BALLOT NOTICE THROUGH E-VOTING

Dear Member(s),

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 Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, the Resolutions appended below are proposed to be passed as special resolutions by way of postal ballot / electronic voting. The Explanatory Statement, pursuant to Section 102 of the Act, pertaining to the said Resolutions, setting out the material facts concerning the item and the reasons thereof is annexed hereto along with along with note on voting through electronic means for your consideration.

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/consent of the shareholders by way of a special resolution.

The Company proposes to sell / dispose off assets comprising entire land, buildings at Village Kadiyali, Taluka- Rajula, District- Amreli, Gujrat on National Highway between Rajula- Mahuva, Captive wind mill in Jamanwada, District Kutch, Gujrat and Land & Building at 880 East Park Road, Master Prithvi Nath Marg, Karol Bagh, New Delhi.

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 Resolutions and the Explanatory Statement is being sent to you 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

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs, Government of India (the “MCA”) in terms of the MCA Circulars, has advised the companies to take all decisions requiring members’ approval, other than items of ordinary business or

business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made there under, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot up to June 30, 2020 or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

The Company now propose to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Resolutions appended below. The Explanatory Statement pursuant to Section 102 and 110 of the Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolutions is also annexed.

Place : New Delhi
Date: 25.07.2020

By Order of the Board of Directors

Sd/-
Sanjay Kumar Sharma
Company Secretary
FCS7311

PROPOSED SPECIAL RESOLUTIONS

Item No. 1- For sale, transfer and dispose-off Company's assets at Rajula.

To consider and, if thought fit, to pass 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 including the Company's bankers 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” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell, transfer and dispose-off entire Land, Building at Village Kadiyali, Taluka- Rajula, District- Amreli, Gujrat on National Highway between Rajula- Mahuva including Plant, Machinery, Electricals, Equipments etc. (hereinafter referred to as “Undertaking”) as a whole or in piece meal on an “as is where is” basis or in any other manner as the Board may deem fit in the interest of the Company and on such terms and conditions as may be deemed fit by the Board.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as may be decided by the Board and to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Assets/ Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments.”

Item No. 2- For sale, transfer and dispose-off Company's captive Wind Mill at Jamanwada.

To consider and, if thought fit, to pass 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 including the Company’s bankers 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” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell, transfer and dispose-off captive Wind Mill located at Jamanwada, District Kutch, Gujrat on an “as is where is” basis or in any other manner as the Board may deem fit in the interest of the Company and on such terms and conditions as may be deemed fit by the Board.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as may be decided by the Board and to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the captive Wind Mill located at Jamanwada, District Kutch, Gujrat as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments.”

Item No. 3- For sale, transfer and dispose-off Company’s assets comprising Land and Building at 880 East Park Road, Master Prithvi Nath Marg, Karol Bagh, New Delhi

To consider and, if thought fit, to pass 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 including the Company’s bankers 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” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell, transfer and dispose-off the Company’s warehouse building at 880 East Park Road, Master Prithvi Nath Marg, Karol Bagh, New Delhi in any manner as the Board may deem fit in the interest of the Company and on such terms and conditions as may be deemed fit by the Board.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as may be decided by the Board and to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the aforesaid building as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments.”

Place : New Delhi

Date: 25.07.2020

By Order of the Board of Directors

Sd/-

Sanjay Kumar Sharma
Company Secretary
FCS7311

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1:

In the year 2013 your Company had obtained your approval for disposing off Rajula, District Amreli, Gujrat based Company's Ginning Factory's Land, Building and Plant and Machinery. However, the Land & Building could not be disposed off due to market conditions. Now it is included in the above resolution.

Further three years back your Company had decided to exit the unattractive spinning sector. Plant and Machinery of the Company's spinning plants at Gajroula and Avinashi was disposed off. The disposal of spinning plant facility located at Rajula could not be finalised due to sluggish market condition. The company had decided to exit the low profit spinning segment and focus on the value added branded garment and apparel sector only.

Your Company is now seeking your consent to sale, transfer and dispose-off the Land and Buildings at Rajula, District Amreli, Gujrat. Sale proceeds will be mainly used to pay off existing loans from Punjab National Bank and also to pay off unsecured loans either partly or fully. This is expected to reduce indebtedness of the Company significantly. This would improve debt-equity ratio considerably and decrease the interest burden.

It is therefore considered necessary to seek the consent of the members by way of Special Resolution to sale the Company's assets comprising entire Land and Building at Village Kadiyali, Taluka- Rajula, District- Amreli, Gujrat on National Highway between Rajula- Mahuva including Plant, Machinery, Electricals, Equipments etc. within the meaning of Section 180(1) (a) of the Companies Act, 2013.

The Board recommends the Special Resolution as set out in Item No. 1 of the Notice for consent of the Members.

None of the Directors/Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of the Notice.

ITEM NO. 2:

As the Company proposes to sell, transfer and dispose-off the Land and Building at Rajula, Gujrat it is imperative to dispose-off the Wind Mill located at Jamanwada, District Kutch, Gujrat also as the wind mill is meant for the captive consumption of energy produced.

Your Company is now seeking your consent to sale, transfer and dispose-off the captive Wind Mill in Jamanwada, District Kutch, Gujrat. Sale proceeds will be mainly used to pay off existing loans from Punjab National Bank and also to pay off unsecured loans either partly or fully.

It is therefore considered necessary to seek the consent of the members by way of Special Resolution to sale the captive Wind Mill in Jamanwada, District Kutch, Gujrat within the meaning of Section 180(1) (a) of the Companies Act, 2013.

The Board recommends the Special Resolution as set out in Item No. 2 of the Notice for consent of the Members.

None of the Directors/Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice.

ITEM NO. 3

For last 25 years, Company has been using the property at 880 East Park Road, Master Prithvi Nath Marg, Karol Bagh, New Delhi (located in a residential area in the heart of the city) as a warehouse. However, warehouse and distribution functions are now proposed to be shifted to the Company Mill compound located at Gajroula (Uttar Pradesh).

Further, due to traffic restrictions and problems in movement of goods in congested residential area, it has become difficult, costly and problematic to operate from the above mentioned godown. Moreover since the Company is shifting the warehousing facility to Gajroula Mills compound, this property can be disposed-off and the sale proceeds can be utilised to pay off existing outstanding loans. This will reduce Company's indebtedness and interest burden significantly

The Board of Directors of the Company has approved the proposal to sell, transfer and dispose-off the above mentioned property.

It is therefore considered necessary to seek the consent of the members by way of Special Resolution for sale of Company's assets comprising Land and Building at 880 East Park Road, Master Prithvi Nath Marg, Karol Bagh, New Delhi within the meaning of Section 180(1)(a) of the Companies Act, 2013.

The Board recommends the Special Resolution as set out in Item No. 3 of the Notice for consent of the Members.

None of the Directors/Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

Place : New Delhi

Date: 25.07.2020

By Order of the Board of Directors

Sd/-

Sanjay Kumar Sharma
Company Secretary
FCS7311

NOTES:

1. The Postal Ballot Notice is being sent by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on July 24, 2020 (the 'cut-off date') and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Beetal Financial & Computer Services Pvt. Ltd. ("RTA").
2. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the cut-off date. Any recipient of the Postal Ballot Notice who was not a Member of the Company as on the cut-off date should treat this Postal Ballot Notice for information purpose only.
3. Pursuant to the applicable provisions of the Act and Rules framed there under and the SEBI Listing Regulations, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to the RTA on beetal@beetalfinancial.com. Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.
4. Resolutions, if passed by the Members through postal ballot will be deemed to have been duly passed on the last date specified for the e-voting i.e. August 28, 2020 in terms of Secretarial Standard – 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India .
5. A member cannot exercise his vote by proxy on Postal Ballot.
6. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English Language) and one regional daily newspaper circulating in NCR (in Vernacular language, i.e. Hindi).
7. In case of any query/grievance in connection with the Postal Ballot including e-voting, Members may contact CDSL by e-mail at helpdesk.evoting@cdslindia.com or the Company Secretary at the contact details given hereinabove or at [investors@ttlimited.co.in](mailto:investors@ttllimited.co.in).
8. The Postal Ballot Notice is also placed on the website of the Company www.ttlimited.co.in and website of CDSL www.evotingindia.com.
9. The Board of Directors of the Company, at its meeting held on July 21st, 2020, appointed Mr. Mr. Deepak Kukreja, Partners of Deepak Kukreja & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot

and e-voting process in a fair and transparent manner. Members have to vote through e-voting. Members casting their vote through e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section “General information and instructions relating to e-voting”. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically. The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the votes. The results shall be declared on or before Monday, August 31, 2020 and communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents. The results will also be displayed on the Company's website www.ttlimited.co.in.

10. The last date specified by the Company (i.e. August 28, 2020) for remote e-voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.

VOTING THROUGH ELECTRONIC MEANS:

All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date namely 24th July, 2020 only shall be entitled to cast their vote by availing the facility of remote e-voting.

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted through Postal Ballot. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on Thursday, 30th July, 2020 at 10:00 a.m. and ends on Friday, 28th August, 2020 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24th July, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders/Member.

(iv) Now Enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Members holding shares in Physical Form should enter Folio Number registered with the Company

OR

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

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

PAN	For Members holding shares in Demat Form and Physical Form Enter your 10 digit alphanumeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
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Members 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 (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. 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).
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(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) 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 Corporate.
- 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.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investors@ttlimited.co.in](mailto:investors@ttllimited.co.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(xx) If you have any queries or issues regarding e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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.