



T. T. Limited

CIN : L18101DL1978PLC009241

879, Master Prithvi Nath Marg, Karol Bagh, New Delhi-110005

☎ 0091 11 45060708 📞 1800 1035 681 ✉ newdelhi@ttllimited.co.in 🌐 www.ttlimited.co.in

Postal Ballot Notice

Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

NOTICE is hereby given that pursuant to section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 , Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021, Circular No. 03/2022 dated May 05, 2022 and Circular No. 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), read with applicable SEBI circulars, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), each as amended and other applicable provisions of the Act, rules, circulars and notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), the Company hereby seeks your approval through Postal Ballot by way of electronic voting ('E-voting') only, to transact the following special businesses.

1. Re- appointment of Shri Ankit Gulgulia (DIN: 08383546) as an Independent Director of the Company
2. Re-appointment of Sh. Sunil Mahnot (DIN: 06819974) as Whole Time Director cum Chief Financial Officer of the Company and remuneration payable to him

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, applicable SEBI circulars the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The Company has engaged Central Depository Services (India) Ltd ('CDSL'), to provide remote electronic voting facility to its members. The hard copy of this Postal Ballot Notice along with the relevant Forms and pre-paid business envelope will not be sent to the Members. Members are required to communicate their assent or dissent through the remote e-voting system only. The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

Pursuant to Sections 102, 108 and 110 of the Act, the resolution proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof, are annexed hereto for consideration of the Members.

The Board has appointed Deepak Kukreja & Associates, Company Secretary in Practice, (FCS No. 4140, CP No. 8265), as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 09:00 A.M. (IST) on Wednesday 8th May, 2024 and ends at 05:00 P.M. (IST) on Thursday, 6th June, 2024, failing which it will be strictly considered that no reply has been received from the Member.

The Members are requested to carefully read the instructions indicated in the Notice for casting of votes electronically and record their assent (for) or dissent (against) through remote e-voting facility. The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced within 2 working days from the conclusion of the e-voting. The Notice of the Postal Ballot and result of the Postal Ballot along with the Scrutinizer's Report shall be hosted on the website of the Company (www.tlimited.co.in), BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are presently listed and CDSL.

PROPOSED SPECIAL RESOLUTION

1. Re-appointment of Shri Ankit Gulgulia (DIN: 08383546) as an Independent Director of the Company

To consider and if though fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Shri Ankit Gulgulia (DIN: 08383546), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from April 1, 2019 upto March 31, 2024 and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice from a Member proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee, consent of the member of the Company be and is hereby accorded for the re-appointment of Shri Ankit Gulgulia as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from April 1, 2024 up to March 31, 2029.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments and writings as, in its absolute discretion, may be considered necessary, expedient, desirable including power to sub delegate, in order to give effect to the foregoing resolution"

2. Re-appointment of Sh. Sunil Mahnot (DIN: 06819974) as Whole Time Director cum Chief Financial Officer of the Company and remuneration payable to him

To consider and if though fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, consent of the members of the company be and is hereby accorded for re-appointment of Shri Sunil Mahnot (DIN: 06819974) as a Whole-time Director cum "Chief Financial Officer" designated as "Director (Finance) of the Company for a another period of five (5) years w.e.f. 01 April, 2024 and whose office shall be liable to retire by rotation, on the terms and conditions of appointment and remuneration as set out in the explanatory statement annexed to the notice, with liberty to the Board/Nomination and Remuneration Committee to alter and vary terms and conditions of the said appointment and remuneration in such manner as may be agreed between the Board/ Nomination and Remuneration Committee and Shri Sunil Mahnot.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the aforesaid period, the Company will pay to Shri Sunil Mahnot remuneration, perquisites not exceeding the limits as specified under section II of part II of Schedule V of the Companies Act, 2013, as may be decided by the Board of Directors."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments and writings as, in its absolute discretion, may be considered necessary, expedient, desirable including power to sub delegate, in order to give effect to the foregoing resolution”

By Order of the Board of Directors
For **TT Limited**

Sd/-
Pankaj Mishra
Company Secretary

Place: New Delhi
Date: 29th April, 2024

Notes:-

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reason/rationale for the proposal is annexed herewith.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members/ List of Beneficial Owners received from the Depositories as on Friday, 26th April, 2024 (“Cut-Off Date”) i.e. date for the purpose of reckoning the voting rights and sending the Notice and whose e-mail address is registered with the Company/ Depositories. 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.

Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of Postal Ballot and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below: -

- a. For Members holding shares in physical form, are requested to register/ update their email addresses with details of folio number and attaching a self-attested copy of PAN card by writing to the RTA,

M/s Beetal Financial & Computer Services (P) Ltd
Beetal House, 3rd Floor
99 Madangir, Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir, New Delhi- 110062
Phone- 011-29961281-283, 26051061, 26051064
Email -beetalrta@gmail.com
- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
3. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
4. Voting rights of a Member/ Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
5. 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. 6th June, 2024 in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.

6. 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.
7. The Company has engaged the services of CDSL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
8. The e-voting period commences 09:00 A.M. (IST) on Wednesday 8th May, 2024 and ends at 05:00 P.M. (IST) on Thursday, 6th June, 2024,. Members desiring to exercise their vote should cast their vote during this period.
9. Once the vote on the resolution is cast by the members, he/she shall not be allowed to subsequently change it.
10. A member cannot exercise his vote by proxy on Postal Ballot.
11. 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@tlimited.co.in.
12. All the documents as referred in the Notice will be available for electronic inspection by the members without any fee, from the date of dispatch of the Notice until the closure of remote e-voting period during business hours. Members seeking to inspect such documents may send a request from their registered email address to the Company at investors@tlimited.co.in along with their Name, DP ID & Client ID/Folio No.
13. The Postal Ballot Notice is also placed on the website of the Company www.tlimited.co.in and website of CDSL www.evotingindia.com.
14. 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).
15. To support the Green Initiative, members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including, Notices, and Circulars etc. from the Company electronically.
16. Important instruction for members holding shares in physical form:
 - i. SEBI, vide its circular no. SEBI/HO/MIRSD_RTAMB/P/CIR/2021/655, dated 3rd November, 2021, clarification vide circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687, dated 14th December, 2021, Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated 26th September, 2023 ad circular no. SEBI/HO//MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023 has simplified the process for investor service requests. Accordingly, the listed entities are mandated to process the following service requests viz. issue of duplicate securities certificate renewal/exchange of securities certificate; endorsement, sub-division/splitting of securities certificate, consolidation of securities certificate/folios; transmission and transposition in dematerialized form only. In view of the same and to eliminate all risks associated with physical shares, members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or the RTA, for assistance in this regard.
 - ii. As per SEBI circular, the Company/RTA can entertain a shareholder's service request only upon completion of the KYC, registration of PAN and Nomination. The service requests are required to be submitted in the format prescribed by the SEBI.
 - iii. Members are requested to update their records by submitting duly filled and signed relevant form along with the relevant proofs listed in the forms, to Beetal Financial & Computer Services (P) Ltd, Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi- 110062

ISR-1	Request for registering PAN, KYC details or changes/updates thereof
ISR-2	Confirmation of signature of the securities holder by the banker
ISR-3	Declaration form for holders of physical securities in listed Companies to opt out of nomination
ISR-4	Request for issuance of Duplicate Share certificate and other Service request
ISR-5	Request for Transmission of Securities by Nominee or Legal heir
SH-13	Nomination form
SH-14	Cancellation or variation of Nomination.

17. Members holding shares in demat form who wish to update any of the details mentioned above can contact their depository participant for the same.
18. SEBI Vides its Master circular SEBI/HO/OIAE/_IAD-1/P/CIR/2023/145 dated 11th August, 2023, has introduced Online Dispute Resolution ('ODR'), which is in addition to the existing SEBI Complaints Redress System ('SCORES') platform, which can be utilized by the investors and the Company for dispute resolution. Please note that investor can initiate the dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The SMART ODR portal can be accessed at <https://smartodr.in/login>. The detail circulars and process are also available on the website of the Company at <https://tttextiles.com/investor/online-dispute-resolution-odr/>.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The voting period begins on 8th May, 2024 at 9.00 A.M. and ends on 6th June, 2024 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 26th April, 2024 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 09.12.2020, 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 and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- i. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 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 above said 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 Dematmode with CDSL	<p>1) Users who have opted for CDSL 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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.</p> <p>After successful authentication, user will be able to see the e-Voting option where the e-voting 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>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 .</p> <p>3) 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>

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 eVoting 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 website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 Dematmode 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 toll free no. 1800 22 55 33
Individual Shareholders holding securities in Dematmode 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 1020990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (ii) Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
 - a. The shareholders should log on to the e-voting website www.evotingindia.com.
 - b. Click on "Shareholders" module.
 - c. Now enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - d. Next enter the Image Verification as displayed and Click on Login.
 - e. If you are holding shares in demat form and had logged on to and voted on an earlier e-voting of any company, then your existing password is to be used.
 - f. If you are a first-time user follow the steps given below:

	For physical Shareholders and other than individual shareholder 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) 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 DetailsOR 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 no in the dividend bank details field
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- (iii) After entering these details appropriately, click on “SUBMIT” tab.
- (iv) 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.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the relevant, Company Name i.e., T T Limited on which you choose to vote.
- (vii) 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.
- (viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xii) 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.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

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 will be mapped automatically & can be delink in case of any wrong mapping

It is Mandatory that 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THECOMPANY/DEPOSITORIES:

1. 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 the Company/RTA
2. For demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. 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 toll free no. 1800 22 55 33.

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 at toll free no. 1800 22 55 33.

By Order of the Board of Directors
For T T Limited

Sd/-
Pankaj Mishra
Company Secretary

Place: New Delhi
Date: 29th April, 2024

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Shri Ankit Gulgulia (DIN: 08383546) is currently an Independent Director of the Company, Chairperson of Audit Committee and member of the Nomination and Remuneration Committee.

Shri Ankit Gulgulia was appointed as an Independent Director of the Company by the Members at the 40th Annual General Meeting of the Company held on 25th September, 2019 for a period of 5 (five) consecutive years commencing from April 1, 2019 upto March 31, 2024 and is eligible for re-appointment for a second term on the Board of the Company.

In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company.

Based on the performance evaluation to be done and recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on 27th March, 2024, re-appointed subject to the shareholders approval and recommended the re-appointment of Shri Ankit Gulgulia as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from April 1, 2024 upto March 31, 2029 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

CA Shri Ankit Gulgulia aged 36 years. He is a young and dynamic Practicing Chartered Accountant and founder of M/s Ankit Gulgulia & Associates ISO 9001–2015 CA firm in the field of Taxation, Audits, Assurance, corporate Laws and transfer pricing. He has an excellent academic and professional record. He is on panel of several reputed Indian Corporates both Listed and Non Listed in Delhi, Gurgaon, Haryana, Bangalore, Chennai and other cities etc. Beside above he is a prolific speaker, a celebrated writer and versatile blogger and also administrates the website www.charteredonline.in with his team. He has rich experience of 13 years in Indirect taxes, Corporate Laws and transfer Pricing & Audits. Recently, he is awarded with a certificate of Chartered Wealth Manager by esteemed American Academy of Financial Management (USA)

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Shri Ankit Gulgulia qualifications and the rich experience in the above mentioned areas meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of view that Shri Ankit Gulgulia continues to possess the identified skills, expertise, knowledge and competencies for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

The Company has received the consent from Shri Ankit Gulgulia to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). He also confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. The terms and conditions for re-appointment of Independent Directors is available on the website of the Company at www.tlimited.co.in.

The Board recommends the re-appointment of Shri Ankit Gulgulia as an Independent Directors for second term of 5(Five) consecutive years for approval & ratification by the Members as a **Special Resolution** as set out in the notice.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Shri Ankit Gulgulia and his relatives, are concerned or interested, financially or otherwise, in the resolution.

Item No. 2

Shri Sunil Mahnot was re-appointed as Whole Time Director cum CFO of the Company Director of the Company by the Members at the 40th Annual General Meeting of the Company held on 25th September, 2019 for a period of 5 (five) consecutive years commencing from April 1, 2019 up to March 31, 2024 and his re-appointment is due for another term of 5 years.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors has reappointed Shri Sunil Mahnot as Whole time Director cum CFO of the Company for a another term of 5 (Five) years w.e.f. 1st April, 2024, subject to approval of the members in General Meeting.

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

A. Salary – Rs. 3.08 lakh per month with such revision as may be approved by the Board from time to time.

B. Perquisites and Allowances

In addition to salary Shri Sunil Mahnot shall be entitled to perquisites and allowances like accommodation or House Rent Allowance in lieu thereof, medical reimbursement, leave travel allowance for self and family, premium for medical insurance, retirement benefits etc. In accordance with the company's rules in force or as may be approved by the Board from time to time provided that aggregate value of such perquisites shall not exceed Rs 3.08 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. Company's contribution to Provident Fund and Superannuation Fund
- iv. Payment of Gratuity and retirement benefits and
- V. Encashment of Leave

C. 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 re-appointment would be in the interest of your company. Accordingly, approval of the members is sought for passing a Special Resolution for re-appointment Shri Sunil Mahnot as a Whole-time Director.

Shri Sunil Mahnot aged 54 years is working with TT group since 30 years. Shri Sunil Mahnot is a commerce graduate and a member of the Institute of Company Secretary of India. He is looking after Company's commercial & financial affairs since more than last 25 years.

Shri Sunil Mahnot is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation including his consent to be re-appointed as a Whole Time Director cum CFO of the Company.

In terms of the provisions of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for time being in force), re-appointment of the `Director requires approval of the Members.

The Office of the Whole Time Director will be liable to determination by retirement of Directors by rotation in accordance with the provisions of section 152 of the Companies Act, 2013.

Details of Shri. Sunil Mahnot is provided in "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meeting ("SS-2"), issued by the Institute of Company Secretaries of India.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Shri Sunil Mahnot and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at in the Notice.

The information required to be provided in terms of Schedule V of the Companies Act, 2013 is given hereunder:

I. GENERAL INFORMATION:

1. **Nature of Industry:** The Company belongs to Textile Industry.
2. **Date of Commencement of Commercial Production:** The Company was incorporated on September 29, 1978.
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
4. **Financial Performance based on given indicators:**

Particulars	2022-23
	(Rs. In Lakh)
Revenue from operations (Net)	20302.72
Other Income	161.54
Profit before interest, Depreciation and Tax	1136.87
Interest & Financial Charges	1720.02
Depreciation	312.71
Profit / Loss before Tax (PBT)	(895.86)
Exceptional Items	-
Provision for Income Tax / Deferred Tax	371.38
Profit / Loss after Tax (PAT)	(1267.23)
Other comprehensive Income	7.37
Total comprehensive Income for the period	(1259.86)

5. Foreign Investments or Collaborations, if any:

Foreign collaboration is NIL

Foreign Investment in the Company- As on 31/03/2024 Foreign Portfolio investor in the Company is Copthall Mauritius Investment Limited - ODI Account who holds 8191 equity shares i.e. 0.0381 % Shareholding of the Company.

II. INFORMATION ABOUT THE APPOINTEE:

1. **Background Details:** Sh. Sunil Mahnot aged 54 years is working with T T group since 30 years. He is a commerce graduate and a member of the Institute of Company Secretary of India.
2. **Past remuneration:** During Financial Year 2023-24, Sh. Sunil Mahnot was paid gross salary of Rs. 36.96 Lakhs.
3. **Recognition or awards:** Nil
4. **Job profile and his suitability:** He is looking after Company's, Finance and Commercial matters.
5. **Remuneration proposed:** The details of the proposed remuneration are presented in the explanatory Statement.
6. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** Proposed remuneration is commensurate with industry standards and Board level position held in similar sized and similarly positioned business.
7. **Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any:** Sh. Sunil Mahnot is also a CFO of the Company. He has no relationship with any director or KMP.

III. OTHER INFORMATION:

1. **Reasons of loss or inadequate profits:** The Managerial Remuneration paid by the Company is well within the prescribed limits under Section 197 of Companies Act, 2013. However, same is line with the Industry Standards for managerial personnel falling under the same cadre.
2. **Steps taken or proposed to be taken for improvement:** NA
3. **Expected increase in productivity and profits in measurable terms:** NA

The Board recommends the Special Resolution set out in the Notice for approval of the Members.

By Order of the Board of Directors
For T T Limited

Sd/-
Pankaj Mishra
Company Secretary

Place: New Delhi
Date: 29th April, 2024

ANNEXURE TO ITEM 1,2 OF THE NOTICE

Details of Directors seeking re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings

Name of the Director	Shri Ankit Gulgulia	Shri Sunil Mahnot
Date of Birth	12-08-1988	01-07-1969
DIN	08383546	06819974
Nationality	Indian	Indian
Date of Appointment on the Board	01-04-2019	21.05.2014
Qualifications	B.com (H), FCA, CIFRS, (ACCA-UK), CBV (ACCA-UK)	B.com, Company Secretary
Expertise in specific functional area	Indirect Taxation, Corporate Laws and Transfer Pricing & Audits	Finance, Company Law,
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer explanatory Statement	Refer Explanatory Statement
Term and condition of reappointment	Re-appointment as an Independent Director for a period of 5 years commencing from April 1, 2024 to March 31, 2029	Re-appointment as whole Time Director cum CFO of the Company for the period of 5 years commencing from April 1, 2024 to March 31, 2029
Number of shares held in the Company	Nil	Nil
List of the directorships held in other companies*	Gravita Consulting Private Limited	Nil
Number of Board Meetings attended during the year 2023-24	4	5
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	Nil	Nil
Name of the listed entities in which director(s) has resigned from the past three years.	Nil	Nil
Relationships between Directors inter-se	NA	NA
Remuneration details (Including Sitting Fees & Commission) paid during F.Y. 2022-23	Rs. 1.75 Lakh	Rs. 36.96 Lakh
Remuneration proposed to be paid	Sitting Fees as approved by the Board of Director	Rs. 36.96 Lakh Per Annum

* Directorship includes Directorship of Public Companies & Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether listed or not).