



T. T. Limited

CIN : L18101DL1978PLC009241

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NOTICE

NOTICE is hereby given that the 2nd Extra Ordinary General Meeting of the Members of T T Limited. ("the Company") will be held on Friday, 24th January, 2025 at 11:00 a.m. through Video Conferencing (VC)/Other Audio Visual Means(OAVM) to transact the following Special business: -

1. APPROVAL FOR SPLITTING/SUB-DIVISION OF THE COMPANY'S EQUITY SHARES FROM THE FACE VALUE OF Rs. 10/- (RUPEES TEN ONLY) PER SHARE TO Re. 1/- (RUPEE ONE ONLY) PER SHARE.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 61(1)(d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), notifications, circulars issued thereunder or re-enactments thereof, for the time being in force) and in accordance with the Articles of Association of the Company and subject to receipt of such other approvals, consents and permissions as may be required from concerned statutory/regulatory authority(ies) and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, the approval of the Members of the Company be and is hereby accorded for the sub-division/Split of 1 (One) Equity Share of the Company of the face value of Rs. 10/- (Rupees Ten Only) each fully paid into 10 (Ten) Equity Shares of the Company of face value of Re.1/- (Rupee One Only) each fully paid up;

RESOLVED FURTHER THAT pursuant to the sub-division/ split of the Equity Shares of the Company, all the issued, subscribed and paid-up equity shares of face value of Rs. 10/- (Rupees Ten Only) each and fresh Equity shares to be allotted pursuant to exercise of option for conversion of warrants shall stand sub-divided into 10 (Ten) Equity Shares of face value of Re. 1/- (Rupee One Only) each ranking pari-passu in all respects with and carry the same rights as the existing fully paid Equity Shares of Rs.10/- (Rupees Ten Only) each of the Company from the record date ('Record Date') as may be fixed by the Board of Directors of the Company (hereinafter the term 'Board', shall be deemed to encompass any committee formed by the Board, including those constituted by the Board subsequently, and any individual authorised by the Board) or such other person authorised by the Board in this behalf;

RESOLVED FURTHER THAT upon sub-division/ split of equity shares as aforesaid and with effect from the Record Date:

- (a) for the equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the members to surrender their existing share certificate(s), shall issue new share certificate(s)/letter of confirmation(s) of the Company and shall comply with the prevailing laws/ guidelines in this regard; and
- (b) for the equity shares held in dematerialized form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the members held with their depository participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s);

RESOLVED FURTHER THAT sub-division/ split of equity shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company and/ or the Chairman/Managing Director/Director (Finance)/Company Secretary of the Company be and are hereby severally authorised to take such steps as may be necessary, including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division/ split of equity shares, to accept and make any alteration(s), modification(s) to terms, obtaining approvals, statutory, contractual or otherwise in relation to the above and to incur expenditure thereon and to settle all matters arising out of and incidental thereto and to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub- division of equity shares and to give such directions as may be necessary or desirable, to settle any question, difficulty or doubt that may arise in this regard and to execute all deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation/ consequential to the sub-division of Equity

Shares including execution and filing of all the relevant applications, writings, deeds and documents with the Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

2. **APPROVAL TO AMEND THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), notifications, circulars issued thereunder or re-enactments thereof, for the time being in force) and in accordance with the Articles of Association of the Company, and subject to such other approval(s)/ consent(s) as may be required from the concerned Statutory/Regulatory Authority(ies), the approval of the Members of the Company be and is hereby accorded for substituting the existing Clause V of the Memorandum of Association of the Company with the following clause:

- V The authorized Share Capital of the Company is Rs. 45,00,00,000 (Rupees Forty Five Crores) divided into 45,00,00,000 (Rupees Forty Five Crore) Equity Shares of face value of Rs. 1/- (One Rupee Only) each:

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or the Chairman/Managing Director/Director (Finance)/ Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the above resolution(s), including but not limited to filing necessary e-forms with the Registrar of Companies and incorporation of amendments/ suggestions/ observations, if any, made by the Registrar of Companies to the extent applicable, without seeking any further consent or approval of the Members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

3. **APPROVAL TO APPOINT SHRI HARDIK JAIN (DIN: 09585969) AS EXECUTIVE DIRECTOR DESIGNATED WHOLE TIME DIRECTOR, OF THE COMPANY W.E.F. 24TH JANUARY, 2025 FOR A PERIOD OF 5 YEARS**

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

“RESOLVED THAT pursuant to section 196, 197, 198 and 203 and other applicable provisions (if any) of the Companies Act, 2013 read with schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any Statutory modification(s) or reenactment thereof for the time being in force) and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”) and as per the recommendation of the Nomination & Remuneration Committee, the consent of the members, be and is hereby accorded to appoint Shri Hardik Jain, (DIN No.- 09585969) as Executive Director (Designated as Whole Time Director) of Company for a period of 5 years with effect from 24th January, 2025, whose office shall be liable to retire by rotation, on the terms and conditions as stated in the explanatory statement of the notice.

RESOLVED FURTHER THAT notwithstanding anything herein above stated, where in any financial year, during the currency of Shri Hardik Jain as Whole-Time Director, the company has no profit or its profits are inadequate, the company shall pay to him remuneration by way of salary and allowances as specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Shri Hardik Jain”

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

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

**Sd/-
Pankaj Mishra
Company Secretary**

**Place: New Delhi
Date: 16th December, 2024**

Notes:-

1. Pursuant to Ministry of Corporate affairs vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No 02/2022 dated May 05, 2022 and Circular No. 11/2022 dated December 28, 2022 09/2023 dated September 25, 2023 and 09/2014 dated September 19, 2024 and Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 allowed conducting Extra Ordinary General Meeting (EOGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of members at a common venue. Thus, in compliance with the said Circulars, the Extra Ordinary General Meeting (EOGM) of the Company will be held through video conferencing (VC) or other audio-visual means (OAVM). Members can attend and participate in the EOGM through VC/OAVM only. The deemed venue for the EOGM shall be the Registered Office of the Company. Since the EOGM will be held through VC/OAVM, the route map of the venue of the meeting is not annexed hereto.
2. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Notice of the EOGM and other documents are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

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 the EOGM 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, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company at: investors@ttlimited.co.in
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
3. 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 at the /EOGM. For this purpose, the Company has appointed 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 as well as the e-voting system on the date of the EOGM will be provided by CDSL.
4. The Members can join the EOGM In the VC/OAVM mode 1 hour before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EOGM/AGM without restriction on account of first come first served basis.
5. Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the EOGM as per section 103 of the Companies Act, 2013 ("the Act").
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EOGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EOGM through VC/OAVM and cast their votes through e-voting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members may also note that the Notice of this EOGM will also be available on the Company's website www.ttlimited.co.in for their download. The same shall also be available on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL [https:// www.evotingindia.com](https://www.evotingindia.com). Members may also note that pursuant to Sections 101 and 136 of the Act read with the Rules framed there under, the Notice calling the EOGM is being sent by electronic mode to those Members whose E-mail addresses are registered with the DPs or the Company/ Beetal.
9. Any person, who acquires shares of the Company and becomes Member of the Company after e-mailing of Notice by the Company and holding physical/demat shares as on the cut-off date, may obtain the login ID and password by sending a request at [helpdesk. evoting@cdslindia.com](mailto:evoting@cdslindia.com) or call on 022-23058542/43.

10. **Green Initiative:** 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 Annual Report, Notices, and Circulars etc. from the Company electronically.
11. **Submission of PAN:** Shareholders are requested to note that furnishing of Permanent Account Number (PAN) is now mandatory in the following cases:-
 - a) Transferees and Transferors PAN Cards for transfer of shares,
 - b) Legal Heirs'/Nominees' PAN Card for transmission of shares,
 - c) Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder, and
 - d) Joint Holders' PAN Cards for transposition of shares.
12. **Share Transfer permitted only in Demat:** As per Regulation 40 of the Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019. In view of the above and to avail the benefits of dematerialization and ease portfolio management, Members are requested to consider dematerialize shares held by them in physical form.

 Members may please note SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022,, has mandated the listed companies to issue securities in demat form only, while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 or Form ISR-5 (for transmission), the formats of which are available on the website of the Company's RTA at <http://www.beetalmail.com/downloadf>.
13. **Claim of Equity Shares from Investor Education and Protection Fund (IEPF) Account:** Members may note that the dividend and shares transferred to the IEPF can be claimed back by the concerned shareholders from the IEPF Authority after complying with the procedure prescribed under the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. Information on the procedure to be followed for claiming the dividend /shares is available on the website of the company <http://www.ttlimited.co.in>.
14. **Nomination:** As per the provisions of Section 72 of the Companies Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH- 13. If a member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website at <http://www.beetalmail.com/kyc>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the share are held in physical form, quoting their folio no
15. **Shareholders' Communication:** Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, email address etc. to the Registrar and Share Transfer Agents at the following address:

 Beetal Financial & Computer Services Pvt. Ltd.
 Address: 99, Madangir, Behind Local Shopping Centre, New Delhi – 110062
 Contact No: Tel- 011-29961281
 Fax: 011-29961284
 Email: beetal@beetalfinancial.com

 If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants (DPs).
16. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated 16th March 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/ MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024), in supersession of earlier Circular(s) issued on the subject, has prescribed common and simplified norms for processing investor service requests by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details. As per the said Circular, it is mandatory for the shareholders holding securities in physical form to, inter alia, furnish PAN, KYC, and nomination details. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.
17. SEBI vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023 has mandated that with effect from April 01, 2024 dividend to shareholders holding shares in physical form shall be paid only through electronic mode. Such payment shall be made only if the folio is KYC complaint i.e. the details of PAN, choice of nomination, contact details, mobile no. complete bank details and specimen signatures are registered.
18. **Voting:** 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 i.e. 17th January, 2025 only shall be entitled to vote at the EOGM by availing the facility of remote e-voting or by voting at the EOGM.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EOGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- i. The voting period begins on 21st January, 2025 at 9.00 A.M. and ends on 23rd January, 2025 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 17th January, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting. 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.
- A Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.
- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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. 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 or joining virtual meeting & voting during the meeting. 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 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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. 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.
Individual Shareholders holding securities in demat mode with NSDL	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 or joining virtual meeting & voting during the meeting. 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.

	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 or joining virtual meeting & voting during the meetings.
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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and ForgetPassword option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020990 and 1800 22 44 30

- B. Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non- individual shareholders in demat mode.
- (iv) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual 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) Shareholders who have not updated their PAN with the Company/Depository→ Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (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 /

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant, Company Name i.e., T T Limited on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) Facility for Non-Individual Shareholders and Custodians –Remote Voting

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 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., www.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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EOGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EOGM is same as the instructions mentioned above for remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
3. Shareholders who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EOGM.
4. Shareholders are encouraged to join the meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
6. Please note that participants connecting from mobile devices or tablets or through laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile

number at investors@ttlimited.co.in The shareholders who do not wish to speak during the EOGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@ttlimited.co.in. These queries will be replied to by the Company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EOGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the EOGM.
10. If any votes are cast by the shareholders through the e-voting available during the EOGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/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 & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EOGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533

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 Futurax, 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: 16th December, 2024

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

Item No. 1 & 2

The Equity Shares of your Company are listed and traded on BSE Limited and National Stock Exchange of India Limited. The need was felt to appropriately sub-divide/ split the equity shares of the Company into smaller denominations to encourage wider participation of small investors thereby enhancing liquidity of the equity shares of the Company in the Stock Market.

Accordingly, the Board of Directors of the Company at their meeting held on **16th December, 2024** considered and approved the proposal and recommended to sub-divide/ split the existing 1 (One) equity share of the Company of face value of Rs. 10/- each fully paid up into 10 (Ten) equity shares of face value of Re. 1/- (Rupee One Only) each fully paid, ranking pari-passu in all respects with effect from such date as may be fixed for this purpose by the Board (“Record Date”), subject to approval of the Members and other statutory and regulatory approvals, as applicable.

Further, the sub-division of shares as aforesaid would also require consequential amendments to the existing Clause V of the Memorandum of Association (“MOA”) of the Company to reflect the change in face value of each Equity Share of the Company from existing Rs.10/- (Rupees Ten only) each to proposed Re. 1/- (Rupee One Only) each. Hence, the Board in its Meeting held on **16th December, 2024** also considered

and recommended for amendment in the existing Clause V of the MOA to reflect the change in proposed face value of each Equity Share of the Company. The proposed sub-division/ split of equity shares will not result in any change in the amount of authorized, issued, subscribed and paid-up share capital of the Company.

The authorized, issued, paid-up and subscribed share capital of the Company pre and post the proposed sub-division / split is given below:

Particulars	Pre Sub-division		Post Sub-division	
	No. of shares	Face Value (Rs.)	No. of shares	Face Value (Re.)
Authorized Share Capital				
Equity Shares	4, 50,00,000	10	45,00,00,000	1
Issued Share Capital				
Equity Shares	2,24,98,050	10	22,49,80,500	1
Subscribed and Paid-up Share Capital				
Equity Shares	2,24,98,050	10	22,49,80,500	1

As per the provisions of Section 13 and Section 61 of the Companies Act, 2013, approval of the Members by passing Ordinary Resolution is required for sub-division/ split of equity shares and consequent amendment in the Memorandum of Association of the Company.

Hence, the Board recommends the resolution set out in item Nos. 1 & 2 of this Notice for the approval of the Members of the Company by way of an Ordinary Resolutions.

Draft copy of the altered Memorandum of Association of the Company would be available for inspection by the members of the Company, at the registered office of the Company between 10.00 am to 3.00 pm on all working days (except Saturday and Sunday), up to the date of general meeting. The same is also available on the website of the Company i.e. www.ttlimited.co.in.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the resolution at item nos. 1 & 2 of this Notice except to the extent of their respective shareholding in the Company, if any.

Item 3

Shri Hardik Jain was appointed as Non-Executive Non Independent Director of the Company w.e.f. 14th August, 2024 by the Board of Directors on 14th August, 2024 and later confirmed by the Members at the 45th Annual General Meeting of the Company held on 26th September, 2024.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors has appointed Shri Hardik Jain as Whole time Director of the Company for a term of 5 (Five) years w.e.f. 24th January, 2025, subject to approval of the members of the Company.

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

- A. Salary – Rs. 3.00 lakh per month with such revision as may be approved by the Board from time to time.
- B. Commission - Not exceeding 5% of net profit in an accounting year as may be decided by the Board from time to time.
- C. Perquisites and Allowances

In addition to salary Shri Hardik Jain shall entitled to perquisites and allowances like accommodation or House Rent Allowance in lieu thereof, medical reimbursement, children education allowance, leave travel allowance for self and family, club fees, premium for medical insurance, retirement benefits etc. In accordance with the company's rules in force or as may be approved by the Board time to time provided that aggregate value of such perquisites shall not exceed Rs 3.00 lakh per month.

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

- i. Company maintained car with driver
 - ii. Telephone/Laptop/mobile at residence
 - iii. Company's contribution to Provident Fund and Superannuation Fund
 - iv. Payment of Gratuity and retirement benefits and
 - v. Encashment of Leave
- D. The total remuneration including perquisites shall not exceed the limits specified in schedule V to the Companies Act 2013.

The Board is of the opinion that his appointment would be in the interest of your company. Accordingly, approval of the members is sought for passing a Special Resolution for appointment Shri Hardik Jain as a Whole-time Director.

Shri Hardik Jain aged 22 years is graduated with a degree in Finance and Marketing from University of Melbourne. He was mentor at peer mentor session at the university of Melbourne. He has 2 years of experience in the Hosiery Industry. He was sales associate at Neighbors connects and Front desk representative in print on demand in Melbourne, Victoria.

Shri Hardik Jain, being relative of Shri Rikhab Chand Jain, Chairman, Shri Sanjay Kumar Jain, Managing Director, Smt. Jyoti Jain, Vice Chairperson cum Jt. Managing Director. belong to promoter group of the Company.

Shri Hardik Jain is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor is debarred from holding the office of Director by virtue of any SEBI order or any other authority and has given all the necessary declarations and confirmation including his consent to be appointed on the Board of the Company

Details of Shri Hardik Jain are 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 Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

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), 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.

The terms and conditions of his appointment shall be open for inspection by the Members of the Company, without payment of any fees, at the Registered Office of the Company between 10:00 a.m. to 3:00 p.m. (IST) on all working days (except Sundays and holidays), up to the date of the EGM.

Except Shri Hardik Jain, Director Shri Rikhab Chand Jain, Chairman, Mrs. Jyoti Jain, Jt. Managing Director and Shri Sanjay Kumar Jain, Managing Director and their relatives, no other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested financially or otherwise, in the aforementioned resolution.

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	2023-24
	(Rs. In Lakh)
Revenue from operations (Net)	21102.89
Other Income	108.52
Profit before interest, Depreciation and Tax	1962.77
Interest & Financial Charges	1609.20
Depreciation	316.18
Profit / Loss before Tax (PBT)	37.39
Exceptional Items	
Provision for Income Tax / Deferred Tax	(425.80)
Profit / Loss after Tax (PAT)	463.19
Other comprehensive Income	17.87
Total comprehensive Income for the period	480.91

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:** Mr. Hardik Jain aged 22 years, done graduation from Melbourne University, Australia.
2. **Past remuneration:** During Financial Year 2023-24, Sh. Hardik Jain was paid Sitting Fees of Rs. 0.2 Lakhs.
3. **Recognition or awards:** Nil
4. **Job profile and his suitability:** He has done graduation from Melbourne University, Australia. He is looking after Company's, Sales and Marketing.

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:** Mr Hardik jain is currently the Non-Executive Director of the Company and is holding share 8,67,149 (4.03%) as on 30/09/2024 in the equity share of the Company. He is related to Shri Rikhab Chand Jain, Chairman Shri Sanjay Kumar Jain, Managing Director and Smt. Jyoti Jain, Jt. Managing Director of the Company.

II. 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: 16th December, 2024**

ANNEXURE TO ITEM 3 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	Mr. Hardik Jain
Date of Birth	15-06-2002
DIN	09585969
Nationality	Indian
Date of Appointment on the Board	14.08.2024
Qualifications	Graduation from Melbourne University, Australia
Expertise in specific functional area	Sales and Marketing
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Explanatory Statement
Term and condition of reappointment	Appointment as whole Time Director of the Company for the period of 5 years commencing from 24/01/2025
Number of shares held in the Company	867149
List of the directorships held in other companies	T T Brands Ltd
Number of Board Meetings attended during the year 2024-25	1
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	Nil
Name of the listed entities in which director(s) has resigned from the past three years.	Nil
Relationships between Directors inter-se	Grandson of Shri Rikhab Chand Jain, Son of Shri Sanjay Kumar Jain and Smt Jyoti Jain
Remuneration details (Including Sitting Fees & Commission) paid during F.Y. 2024-25	Sitting fee of Rs. 0.2 Lakh
Remuneration proposed to be paid	Rs. 3.00 Lakh Per Month

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