



T T LIMITED

CIN: L18101DL1978PLC009241

Poddar House, 71/2C, 2nd Floor, Rama Road, Moti Nagar, Delhi-110015

Email: newdelhi@ttlimited.co.in | Website : www.ttlimited.co.in

NOTICE

NOTICE is hereby given that the 46th ANNUAL GENERAL MEETING of the Members of T T Limited. ("the Company") will be held on Wednesday, 24th September, 2025 at 11:00 a.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business: -

ORDINARY BUSINESS:-

1. To receive, consider, approve and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2025 together with Directors and Auditors Report thereon.
2. To declare a final dividend @ 5% (Re.0.05 /- per equity share of face value of Rs. 1/- each) for the Financial Year 2024-25

"RESOLVED THAT a Dividend @5% (Re. 0.05 per equity share of the face value of Rs 1 each) for the financial year ended March 31, 2025 on 22,49,80,500 Equity Shares of the Company as recommended by the Board of Directors be declared and that the said Dividend be distributed out of the profits for the year ended March 31, 2025."

3. To consider reappointment of Shri. Sanjay Kumar Jain (holding DIN 01736303) as Director of the Company who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider reappointment of Shri. Sunil Mahnot (holding DIN: 06819974) as Director of the Company who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. **To appoint DMK associates, firm of Company Secretaries in practice as Secretarial Auditors for a term of up to 5(Five) consecutive years, fix their remuneration.**

To consider and, if though fit to pass, with or without modification, following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 if any and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to receipt of such other approvals, consents and permissions as may be required M/s DMK Associates Firm of Company Secretaries in Practice (Firm Registration Number. P2006DE003100) be and are hereby appointed as Secretarial Auditors of the Company for a term of up to 5(Five) consecutive years, to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 51st AGM of the Company to be held in the Year 2030 at a remuneration to be fixed by the Board of Directors of the Company or any Committee of the Board of Directors ('the Board').

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."



6. **Re-designation of Shri Rikhab Chand Jain (DIN: 01736379) from an Executive to Non-Executive Director and Chairman of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions (including any statutory modification(s)/re-enactment(s) thereto) of Companies Act 2013 (the "Act") and the rules and regulations framed there under and pursuant to the provision 17(1D) and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other statutory approvals as may be required, the consent of the members be and is hereby accorded to re-designate Shri Rikhab Chand Jain, aged 80 years (Din No. 01736379), as the Chairman and Director of the Company from Executive Chairman and Director to Non-Executive Chairman and Director w.e.f. 1st April, 2025.

RESOLVED FURTHER THAT as a Non-executive Chairman and Director, Shri Rikhab Chand Jain be paid as sitting fee for attending the Board Meeting as may be decided by the Board of Director of the Company

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, and things and execute all such documents, instruments and writing, as may be required, and to delegate all or any of its powers therein to any director or to any employee of the of the Company to give effect to the aforesaid resolution including signing and making the necessary filing with any regulatory and governmental authorities including the Registrar of Companies, entering the necessary particulars in the statutory registers and other records of the Company".

By Order of the Board of Directors
For T T Limited

Place: New Delhi

Date: 21st May, 2025

Sd/-
Sunil Mahnot
Director (Finance)

Notes:-

1. In view of the continuing of the COVID-19 pandemic, social distancing norm to be followed 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 2022 and Circular No. 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and Circular no 09/2024 dated September 19, 2024 and Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated May 12, 2020, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 respectively, allowed conducting 46th Annual General Meeting 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 Annual General Meeting (AGM) of the Company will be held through video conferencing (VC) or other audio-visual means (OAVM). Members can attend and participate in the AGM through VC/OAVM only. The deemed venue for the 46th AGM shall be the Registered Office of the Company. Since the AGM 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 46th AGM 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 46th AGM and the Annual Report for the year 2024-25 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 AGM/EGM. 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 EGM/AGM will be provided by CDSL.
 4. The Members can join the EGM/AGM 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 EGM/AGM 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 EGM/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 AGM 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 AGM/EGM. 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 AGM/EGM 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 Annual General Meeting and the Annual Report for the year 2024-25 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 46th AGM along with the Annual Report for Financial Year 2024-25 is been sent by electronic mode to those Members whose E-mail addresses are registered with the DPs or the Company/Beetal, unless the Members have requested for a physical copy of the same.
 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 or call on 022-23058542/43.



10. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the Members on the website of the Company at <https://www.ttlimited.co.in/investors/shareholders-information/annual-general-meeting/> during the time of AGM.
11. Members desiring any information relating to the accounts or any other matter to be placed at the AGM, are requested to write to the Company on or before 15th September, 2025 through email at investors@ttlimited.co.in
12. **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.
13. **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.
14. **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>.
15. **Unclaimed/Unpaid Dividend:** Members who have not encashed their dividend warrants pertaining to the FY 2021-22 may approach the Company/ its Registrar, for obtaining payments.
16. **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>.
17. **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/downloadf>. 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



18. 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- 011-29961281/42959000

Email: beetalrta@gmail.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).

- 19 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 assessed 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/>.
20. 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.
21. 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.
22. **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 September, 2025 only shall be entitled to vote at the Annual General Meeting by availing the facility of remote e-voting or by voting at the Annual General Meeting.

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

- i. The voting period begins on 20th September, 2025 at 9.00 A.M. and ends on 23rd September, 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 September, 2025 may cast their vote electronically. The evoting 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 Dematmode 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 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 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 1020 990 and 1800 22 44 30

	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 AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM 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 AGM.
4. Shareholders are encouraged to join the meeting through Laptops / iPad 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 AGM 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 AGM 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 AGM.
10. If any votes are cast by the shareholders through the e-voting available during the AGM 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 AGM & 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 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/-

Sunil Mahnot
Director (Finance)

Place: New Delhi

Date: 21st May, 2025



ANNEXURE TO ITEM 3 & 4 OF THE NOTICE

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting [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 Rikhab Chand Jain	Shri Sanjay Kumar Jain	Shri Sunil Mahnot
Date of Birth	24-08-1944	06-09-1969	01-07-1969
DIN	01736379	01736303	06819974
Nationality	Indian	Indian	Indian
Date of Appointment on the Board	29-09-1978	15.01.1997	21.05.2014
Qualifications	MBA (IIM, Calcutta) PhD. In business management, FCS, AICS (UK), Chartered Secretary London	MBA (IIMA) Gold medalist, ACS, AICWA, B.COM(Hons)	B.com, Company Secretary
Expertise in specific functional area	Finance, Marketing & Business Management	Finance, Marketing & Business Management	Finance, Company Law,
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Expertise in textile Industry. He has more than 60 years of experience.	expert in marketing and finance	looking after Company;s commercial & financial affairs since more than last 30 years.
Term and condition of appointment/reappointment	As per the details provided under the Resolution and Explanatory Statement	Retire by rotation.	Retire by rotation
Number of shares held in the Company	11000	5542740	Nil
List of the directorships held in other companies*	T T Brands Ltd	3	Nil
Number of Board Meetings attended during the year 2024-25	5	5	5
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	Nil	2	Nil
Name of the listed entities in which director(s) has resigned from the past three years.	Nil	Nil	Nil



Relationships between Directors inter-se	Father of Smt, Jyoti Jain, Jt. MD, Father in law of Shri Sanjay Kumar Jain, MD and grand father of Shri Hardik Jain, Whole Time Director.	Son In law of Shri Rikhab Chand Jain, Chairman, Husband of Smt Jyoti Jain, Jt. MD and Father of Shri Hardik Jain, WTD	Not related to any Director
Remuneration details (Including Sitting Fees & Commission) paid during F.Y. 2024-25	Rs. 0.90 Lakh(Meeting sitting fee)	Rs. 96.22 lakh	Rs. 39.51 lakh
Remuneration proposed to be paid	Sitting fee	Rs. 96.22 lakh	Rs. 42.52 lakh

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

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

Item No. 5

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on 21st May, 2025 have approved and recommended the appointment of M/s DMK Associates Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration No. P2006DE003100) as Secretarial Auditors of the Company for a term of upto 5(Five) consecutive years to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 51st AGM of the Company to be held in the Year 2030 on following terms and conditions:

- Term of appointment: Up to 5(Five) consecutive years from the conclusion of this AGM till the conclusion of 51st AGM.
- Proposed Fees: up to 1.25 Lakhs- (Rupees One Lakh Twenty-Five Thousand only) plus applicable taxes and other out-of-pocket expenses in connection with the secretarial audit for Financial Year ending March 31, 2025 and for subsequent year(s) of their term, such fee as determined by the Board, on recommendation Committee.

The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be determined by the Board in consultation with the Secretarial Auditors and as per the recommendations of the Audit Committee.
- Basis of recommendations: The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI LODR Regulations with regard to the full time partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.

Credentials: M/s **DMK Associates**, a peer reviewed firm of Practicing Company Secretaries, established and registered with the Institute of Companies Secretaries of India in the year 2005 is one of the most reputed firms amongst professionals, several Companies including Listed Companies, multinationals and is best known for its client retention, high integrity, dedication, sincerity, quality of service and professionalism. The firm has been engaged in secretarial audits of various prominent companies and their expertise has earned the trust of industry leaders across sectors like FMCG, Manufacturing, Real estate, Power and Energy, Aggregators, Public utilities and so on.

The Company has received necessary consent from M/s DMK Associates to act as the Secretarial Auditors and have confirmed that their appointment, if made, will be in accordance with Section 204 of the Companies Act, 2013 read with Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI/HO/CFD/CFD-PoD/CIR/P/2024/ 185 dated December 31, 2024.



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 except to the extent of their shareholding, if any, in the Company.

The Board recommends the Ordinary Resolution set out in the notice for approval by the members.

Item 6

Chairman Shri Rikhab Chand Jain vide its letter dated 29.03.2025 informed the Company that he will discontinue to work as work as Whole Time Director of T T Limited but he will continue to remain Non- Independent Promoter Director and Non-Executive Chairman of the Company. He dropped his whole time Executive Duty because of his age, w.e.f. closing hours on 31st March, 2025. he will now continue to act as a Non- Independent Promoter Director and Non- Executive Chairman of the Company w.e.f. 1st April, 2025. For past many years he had already voluntarily stopped accepting remuneration. IN future also he will not be entitles to any remuneration.

Further, he will continue as Non- Executive Director and Chairman on the Board of the Company as recommended by the Nomination and Remuneration Committee.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Shri Rikhab Chand Jain for the office of Non-Executive Director of the Company.

Mr. Rikhab Chand Jain aged 80 years, Founder Chairman of TT Group and Chairman and Whole Time Director of the Company, since his age is above 75 years, approval of the shareholders by way of Special Resolution has already been given by shareholders at its Annual General Meeting held on August 3, 2022. He is relinquishing his position as Whole Time Director however, he will continue as Chairman and Non-Executive Director, Promoter (Non -Executive Director) in terms of the provision of the Companies Act and SEBI (LODR), as it is only change in his designation and not a fresh appointment of Non- Executive Director, the prior approval of shareholders by way of Special Resolution as required for appointment of Non-Executive Director whose age is above 75 years as mentioned in Regulation 17(1A) of the SEBI(Listing obligations and Disclosure Requirements), Regulations, 2015 is not required. He will not be entitled to withdraw any remuneration except sitting fees as per Companies Act, 2013.

Board of Directors at the recommendation of the Nomination and Remuneration Committee through resolution by circulation on 31st March, 2025 approved the Change in designation of Shri Rikhab Chand Jain as Non-Executive Chairman and Non-Executive Director of the Company

As per applicable provisions of the Companies Act, 2013 and Regulation 17(1D) of SEBI Listing Regulations, it is proposed to obtain approval of the Members / shareholders for appointment of Shri Rikhab Chand Jain (DIN: 01736379) as Non-Executive Chairman and Director of the Company for a period of 5 years w.e.f. 1st April, 2025 on the term and conditions as mutually agreed between the Company and Shri Rikhab Chand Jain.

Shri Rikhab C. Jain is the Founder Chairman of T.T. Limited, a prominent textile company. He has been in the textile business for over 50 years and is recognized as a self-made entrepreneur. Shri Rikhab C. Jain graduated from St. Xavier's College, Kolkata, and completed his MBA in Marketing and Business Management from the Indian Institute of Management, Kolkata. He is also a Chartered Secretary from the UK and a Fellow Member of the Indian Institute of Company Secretaries. Additionally, he holds an honorary Ph.D. in Business Management from West Indies University.

Shri Jain has contributed significantly to the textile industry, pioneering hosiery exports from India and building strong yarn and cotton export businesses. He has organized various trade fairs and exhibitions and presented papers at national and international forums. Beyond his professional achievements, he has been actively involved in NGOs, schools, hospitals, and sports organization. His rich experience has a significant impact in the growth and development of the Company.

Shri Rikhab Chand Jain, being relative of Shri Sanjay Kumar Jain, MD, Smt. Jyoti jain, Jt. MD and Shri Hardik Jain, Whole Time Director belong to promoter of the Company.

Shri Rikhab Chand 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 her consent to be appointed on the Board of the Company.

Details of Shri Rikhab Chand 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.

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 AGM and also at the venue during the AGM.



The Board of Directors recommends the resolution regarding Re-designation of Shri Rikhab Chand Jain, as Non-Executive Chairman and Director of the Company for consideration and approval of the Members of the Company by way of a Special Resolution.

Except Rikhab Chand Jain, Chairman, Shri Sanjay Kumar Jain, Managing Director, Mrs. Jyoti Jain, Jt. Managing Director and Shri Hardik Jain, Whole Time 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 Board recommends the Special Resolution set out in the Notice for approval by the members.

By Order of the Board of Directors
For T T Limited

Sd/-
Sunil Mahnot
Director (Finance)

Place: New Delhi
Date: 21st May, 2025



TDS ON DIVIDEND
(Applicable for the Financial Year 2025-26)

Pursuant to the provisions of the Income-tax Act, 1961 ("the Act"), the Company is required to withhold taxes at the prescribed rates at the time of payment of dividend. The applicable tax deduction at source (TDS) provisions for FY 2025-26 are summarised below:

1. Applicable TDS Rates on Dividend:

Shareholder Category	TDS Rate	Conditions
Resident Individual	10%	If valid PAN is furnished and aggregate dividend exceeds ₹5,000 during FY 2025-26
	20%	If PAN not furnished or is invalid
Resident non-individual (Companies, Firms, HUF, AOP, Trusts)	10%	With valid PAN
	20%	Without PAN or invalid PAN
Non-Resident Members (Including FPIs)	20%	Plus, applicable surcharge and health & education cess. DTAA ratemay apply if documents are submitted

Note: No TDS is applicable for resident individuals if total dividend paid or likely to be paid during FY 2025-26 does not exceed ₹5,000.

2. Submitting Forms / Declaration to Claim Exemption or Lower TDS

In order to claim exemption from TDS or avail lower TDS or benefit of DTAA provisions, shareholders are requested to submit the necessary forms (15G or 15H) and declarations to the Company via email at investors@ttlimited.co.in

The email should be sent with the subject line: "Forms for Tax Exemption on Dividend".