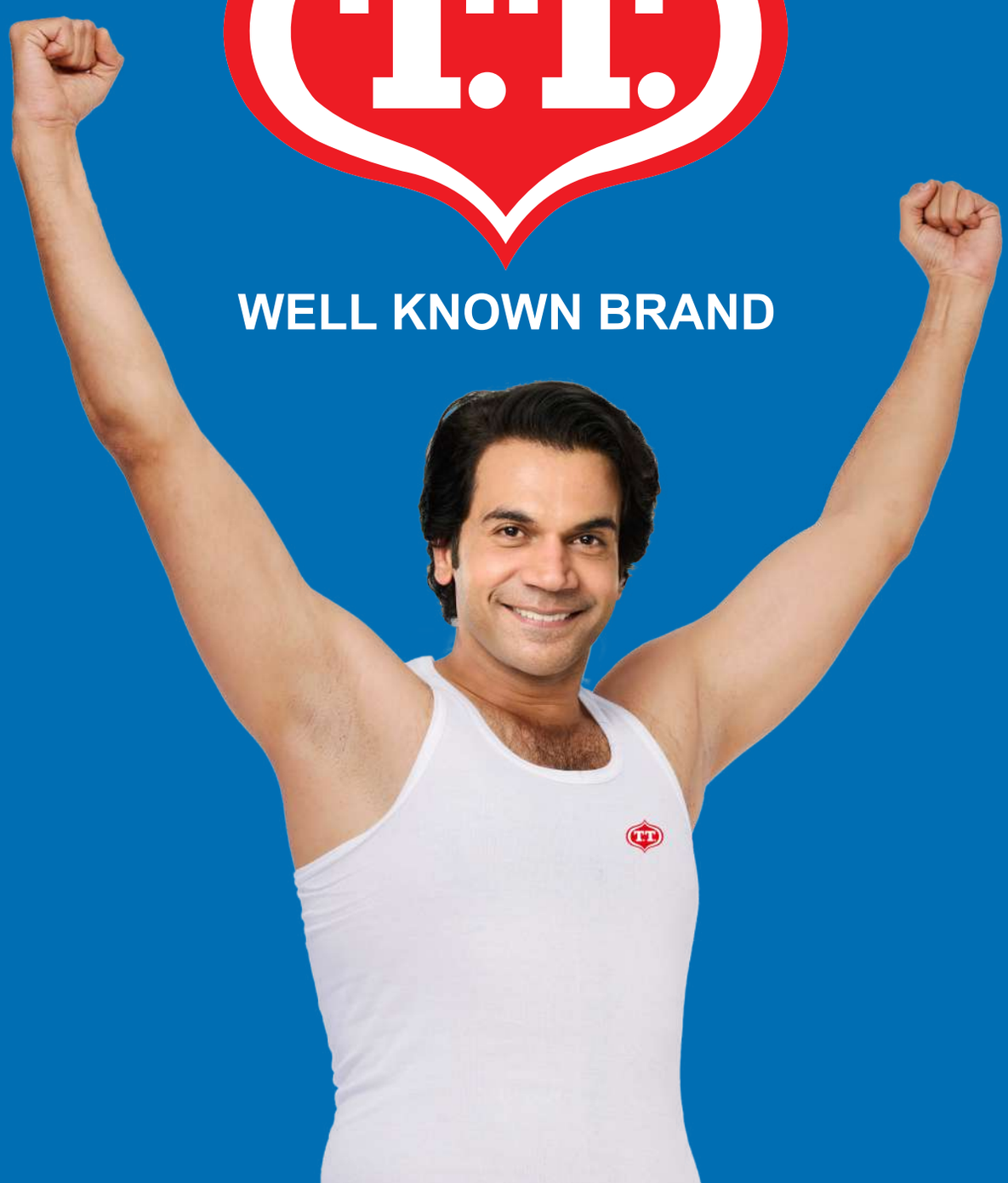
WELL KNOWN BRAND



Declared as "Well Known" Brand by Bharat Sarkar.

(Only 334 Well-Known TM in India (out of 30 lakh plus registered trademarks))

EXPORT HOUSE

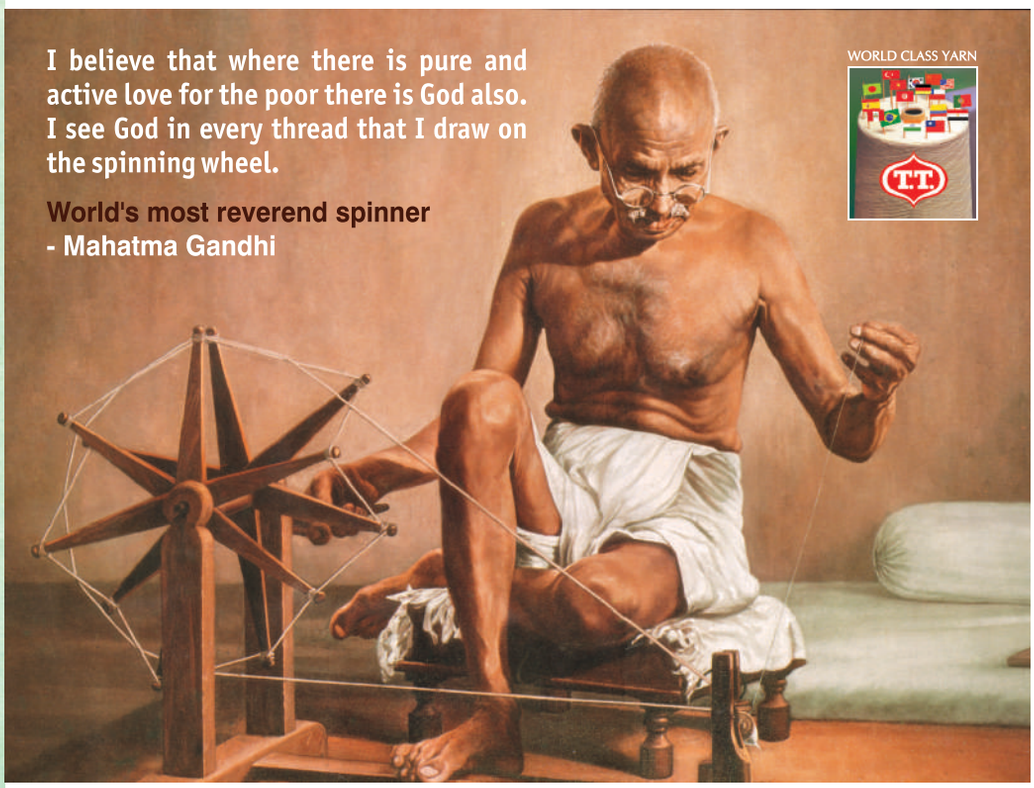
T T LIMITED

47th ANNUAL REPORT 2025-2026

1964-1990

CORPORATE POLICY

Inspired by the Weaver Saints : **Sant Thiruvalluvar,** **Sant Kabir,** **Mahatma Gandhi**



"OUR CUSTOMER POLICY" (INSPIRED BY MAHATMA GANDHI)

"A customer is the most important visitor to our Premises. He is not dependent on us. We are dependent on him. He is not an interruption in our work. He is the purpose of it. He is not an outsider to our business. He is a part of it. We are not doing him a favour by serving him. He is doing us a favour by giving us an opportunity to do so."

BUSINESS PHILOSOPHY : FAIR DEAL BUSINESS

- Fair to all Customers, Consumers, Suppliers, Buyers, Dealers, Workers, Community and Society at large.
- Customer's profit first, our's next.
- Quality first, profit next.
- Goodwill first, profit next.
- Excellence first, profit next.
- Best of the world technology first, profit next.
- India first, profit next.
- Employee's Welfare.

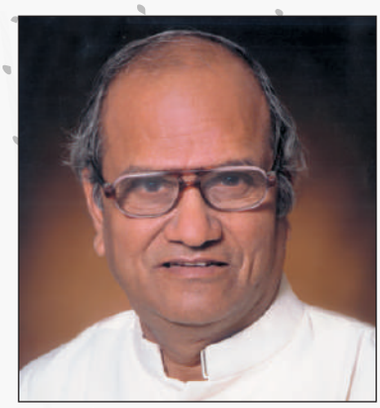
Founder Chairman : Dr. Rikhab Chand Jain

HIGHLIGHTS OF T.T. GROUP

- T.T. Group operating since 1947 is a vertically integrated front running Textile Company.
- T.T. Group has exported in past Raw Cotton, Agri Commodities & Animal Feeds. Presently T.T. Group is exporting Yarn, Fabric & Garments in more than 65 countries of the World.
- T.T. Ltd. was the first knitwear company to be listed on NSE & BSE in India.
- T.T. is a public owned corporation having production facilities at multiple locations in India.
- T.T. has a Fair Trade Policy & is well appreciated by all stake holders including Customers, Consumers, Suppliers, Buyers, Dealers, Workers, Community & Society at large.
- T.T. Group ensures legal, social compliance (CSR) and follows all Govt. norms.
- T.T uses Wind Power and Solar Power for most of its power requirements (also it ensures pollution control initiatives).

2026

T.T. Limited Board of Directors



Dr. Rikhab C. Jain
Chairman

Sanjay Jain
Managing Director

Jyoti Jain
Joint Managing Director & Vice Chairperson

Hardik Jain
Executive Director

Sunil Mahnot
Director (Finance)

Brij Mohan Sharma
Independent Director

Ankit Gulgulia
Independent Director

Rahul Jain
Independent Director

Puneet Vijay Bothra
Independent Director

Amit Dugar
Independent Director

T.T. Limited Management Team

Rahul Maurya
Company Secretary

J. P. Jain
Vice President, Marketing

Manoj Tandon
Vice President, Garments

Mahender Nahata
Regional Manager (South)

Company Information

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Board of Directors
Dr. Rikhab C. Jain (Chairman)
Shri Sanjay Kumar Jain (Managing Director)
Smt. Jyoti Jain (Vice Chairperson cum Jt. Managing Director)
Shri Hardik Jain (Whole Time Director)
Shri Sunil Mahnot (Director Finance & CFO)
Shri Brijmohan Sharma (Independent Director)
Shri Ankit Gulgulia (Independent Director)
Shri Rahul Jain (Independent Director)
Shri Puneet Vijay Bothra (Independent Director)
Shri Amit Dugar (Independent Director)
Shri Sanjay Kumar Sharma (Additional Director - Independent)

Company Secretary
Mr. Rahul Maurya

Statutory Auditors
M/s. Doogar & Associates

Internal Auditors
M/s. R.S. Modi & Co.

Secretarial Auditors
M/s. DMK Associates

Bankers
HDFC Bank
Indian Bank

Legal Adviser
Mr. Mukul Raao, Advocate

Registrar & Share Transfer Agent
M/S Beetal Financial & Computer Services Pvt. Ltd.
99, Madangir, Behind Local Shopping Centre, New Delhi – 110062.
Ph.: 011-29961281//29961282/42959000
E-mail: beetalrta@gmail.com

Registered Office
Poddar House, 71/2C, 2nd Floor, Rama Road,
Moti Nagar, Delhi-110015
Phone: 011-45060708,
E-mail: newdelhi@ttlimited.co.in

Corporate Identification No.
L18101DL1978PLC009241

Branches
Kolkata, Surat

Factories
Avinashi, Distt. Tirupur (Tamil Nadu), Howrah (West Bengal)

Shareholders' Information
visit: www.ttlimited.co.in
E-mail: investors@ttlimited.co.in

Online Shopping
www.ttbazaar.com

T T LIMITED

CIN: L18101DL1978PLC009241
Poddar House, 71/2C, 2nd Floor, Rama Road, Moti Nagar, Delhi-110015
0091 11 45060708 1800 1035 681 newdelhi@ttlimited.co.in www.ttlimited.co.in

NOTICE

NOTICE is hereby given that the 47th ANNUAL GENERAL MEETING of the Members of T T Limited. ("the Company") will be held on Thursday, 06th August, 2026 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, 2026 together with Directors and Auditors Report thereon.
2. To consider reappointment of Shri. Hardik Jain (holding DIN 09585969) as Director of the Company who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider reappointment of Smt. Jyoti Jain (holding DIN: 01736336) as Director of the Company who retires by rotation and being eligible, offers herself for re-appointment.

.**SPECIAL BUSINESS:**

4. **To re-appointment of Shri. Puneet Vijay Bothra (DIN: 09353464) as a director and as an Independent Director of the Company.**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Shri Puneet Vijay Bothra (DIN: 09353464) , who has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation for a second term of five consecutive years with effect from 21st October, 2026 to 20th October, 2031.

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

5. **To appointment of Shri. Sanjay Kumar Sharma (DIN: 10670297) as a director and as an Independent Director of the Company**

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

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof), Shri. Sanjay Kumar Sharma (DIN: 10670297), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from 21st May 2026 pursuant to Section 161 of the Act, and

who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of **five (5) consecutive years with effect from 21st May 2026 up to 20th May 2031.**"

" RESOLVED FURTHER THAT Board of Directors or the Company Secretary of the Company be and is hereby authorized to take all such acts as, 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/-
Rahul Maurya
Company Secretary

Place: New Delhi
Date: 21st May, 2026

Notes: -

1. Pursuant to the Circular No. 14/2020 (dated April 8, 2020), Circular No.17/2020 (dated April 13, 2020) Circular No. 20/2020 (dated May 5, 2020), Circular No. 02/2021 (dated January 13, 2021), Circular No. 19/2021 (dated December 8, 2021), Circular No. 21/2021 (dated December 14, 2021), Circular No.2/2022 (dated May 5, 2022), Circular No. 10 & 11/2022 (dated December 28, 2022), Circular No. 09/2023 (dated September 25, 2023), Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 (dated September 22, 2025) issued by the Ministry of Corporate Affairs (MCA) and Securities Exchange Board of India (SEBI) Circular No. SEBI/HO/ CFD/CMD1/CIR/P/2020/79 (dated May 12, 2020), SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 (dated January 15, 2021), SEBI Circular No. SEBI/HO/ CFD/CMD2/ CIR/P/2022/62 (dated May 13, 2022), SEBI Circular No. SEBI/HO/CFD/ PoD-2/P/ CIR/2023/4 (dated January 5, 2023), SEBI Circular No. SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2023/167 (dated October 7, 2023) and SEBI/HO/ CFD/CFD-PoD-2/P/CIR/2024/133 dated (October 3, 2024) (hereinafter referred to as 'Circulars'), AGM will be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM), where physical attendance of the Shareholders at the AGM venue is not required. Further, all resolutions in the meeting shall be passed through the facility of e-Voting/ electronic system. 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 47th 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 47th 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 47thAGM and the Annual Report for the year 2025-26 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. 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 AGM will be provided by CDSL.

4. The Members can join the 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 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 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. 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 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 2025-26 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. 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 47thAGM along with the Annual Report for Financial Year 2025-26 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 25thJuly, 2026 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 2021-22 and 2024-25 years 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- 011-29961281/29961282/42959000
    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 Vide 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 compliant 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.30th July, 2026 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 AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

i. The voting period begins on 3rd August, 2026 at 9.00 A.M. and ends on 5th August, 2026 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 30th July, 2026 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:

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-Votingoption 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 athttps://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 ofall 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. 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 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 Dematmode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at e-voting@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.

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

1) Click on "Shareholders" module.
2) 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.
3) Next enter the Image Verification as displayed and Click on Login.

   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.

4) 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 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 advance7 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.18O0 22 55 33.

By Order of the Board of Directors
For T T Limited

Sd/-
Rahul Maurya
Company Secretary

Place: New Delhi
Date: 21st May, 2026

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

Item No. 4

Shri Puneet Vijay Bothra (DIN: 09353464) was appointed as an Independent Director of the Company for a first term of five consecutive years with effect from 20th October, 2021. He is nearing completion of his first term and, being eligible, has offered himself for re-appointment for a second term of five consecutive years.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and after

taking into account his performance evaluation, skills, experience, expertise, and valuable contribution to the Company, is of the opinion that his continued association would be beneficial to the Company and, accordingly, recommends his re-appointment.

The Company has received:

- Consent to act as Director in Form DIR-2;
- Declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- Confirmation that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, Shri Puneet Vijay Bothra fulfills the conditions specified in the Act and the SEBI (LODR) Regulations for re-appointment as an Independent Director and is independent of the management.

Accordingly, the Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

Except Shri Puneet Vijay Bothra, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Special Resolution set out in the Notice for approval by the members

Item 5

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, had appointed **Shri Sanjay Kumar Sharma (DIN: 10670297)** as an **Additional Director (Independent)** of the Company with effect from **21st May, 2026**, pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act").

In terms of the provisions of Section 161 of the Act, Shri Sanjay Kumar Sharma holds office up to the date of this Annual General Meeting ("AGM") and is eligible for appointment as a Director of the Company.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Sanjay Kumar Sharma for the office of Director. The Company has also received from him:

- Consent to act as a Director in Form DIR-2;
- Declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act;
- Declaration of independence confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Confirmation that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other authority.

In the opinion of the Board, Shri Sanjay Kumar Sharma fulfills the conditions specified in the Act and SEBI LODR Regulations for appointment as an Independent Director and is independent of the management of the Company.

Shri Sanjay Kumar Sharma possesses relevant expertise, experience and integrity, and his association would be beneficial to the Company. The Board is of the view that his knowledge and experience will add value to the Company's operations and governance framework.

Accordingly, it is proposed to appoint Shri Sanjay Kumar Sharma as an Independent Director of the Company, not liable to retire by rotation, for a term of **five (5) consecutive years** commencing from **21st May, 2026 up to 20th May, 2031**, in accordance with the provisions of Sections 149 and 152 read with Schedule IV of the Act and applicable provisions of SEBI LODR Regulations.

A brief profile of Shri Sanjay Kumar Sharma, including nature of his expertise, disclosure of relationships between directors inter-se, and other details as required under SEBI LODR Regulations and Secretarial Standards, is provided in the Annexure to the Notice.

Except Shri Sanjay Kumar Sharma, being the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The Board recommends the Special Resolution set out at Item No. 5 for approval of the Members.

By Order of the Board of Directors
For T T Limited

Sd/-
Rahul Maurya
Company Secretary

Place: New Delhi

Date: 21st May, 2026

ANNEXURE TO ITEM 2,3,4 & 5 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	Smt. Jyoti Jain	Shri Hardik Jain	Shri Puneet Vijay Bothra	Shri Sanjay Kumar Sharma
Date of Birth	27-10-1971	15-06-2002	04-08-1979	06-09-1975
DIN	01736336	09585969	09353464	10670297
Nationality	Indian	Indian	Indian	Indian
Date of Appointment on the Board	15.01.1997	14.08.2024	20.10.2021	21.05.2026
Qualifications	B.com, Diploma in Garment Technology, Diploma in Sales Management	Graduation from Melbourne University, Australia	MBA, (Marketing and Human Resources) MA in Sociology, BA,	Corporate Executive
Expertise in specific functional area	Marketing and Fashion Designing	Sales and Marketing	Marketing, Business Planning & Brand Promotion	Corporate law and Secretarial Practice
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Expertise in Hosiery Industry. She has 33 years of experience.	Expertise in marketing and finance	Expert in marketing	Corporate Law
Term and condition of appointment / reappointment	Retire by rotation. She already reappointed as Joint Managing Director for the period of 5 years w.e.f. June 1, 2022	Retire by rotation	Reappointed as an independent director for a period of 5 years	Appointed as an independent director for a period of 5 years
Number of shares held in the Company	19887500	8710744	-	-
List of the directorships held in other companies*	T T Brands Ltd	T T Brands Ltd	T T Brands Ltd. Hiolio International Pvt Ltd.	-
Number of Board Meetings attended during the year 2025-26	4	5	5	Nil
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	3	1	3	Nil
Name of the listed entities in which director(s) has resigned from the past three years.	Nil	Nil	Nil	Nil
Relationships between Directors inter-se	Smt. Jyoti Jain is wife of Shri Sanjay Kumar Jain, Managing Director and Daughter of Shri Rikhab Chand Jain, Chairman of the Company	Grandson of Shri Rikhab Chand Jain, Son of Shri Sanjay Kumar Jain and Smt. Jyoti Jain	Not related to any Director	Not related to any Director
Remuneration details (Including Sitting Fees & Commission) paid during F.Y. 2025-26	Rs. 72.00 Lakh	Rs. 36.00 Lakh	Rs. 1.80 Lakh	-
Remuneration proposed to be paid	Rs. 72.00 Lakh	Rs. 36.00 Lakh	Rs. 3 Lakh Per Annum	Rs. 3 Lakh Per Annum

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

DIRECTOR'S REPORT TO THE MEMBERS

Your directors have pleasure in presenting the 47th (Forty Seventh) Annual Report of the Company together with the Audited Accounts for the year ended March 31, 2026.

1. **FINANCIAL RESULTS**

Particulars	2025-26 (Rs. In Lakh)	2024-25 (Rs. In Lakh)
Revenue from operations (Net)	19151.94	21443.15
Other Income	248.20	143.51
Profit before interest, Depreciation and Tax	1330.54	411.88
Interest &Financial Charges	786.26	977.08
Depreciation	193.69	130.15
Profit / Loss before Tax (PBT)	350.59	(695.35)
Exceptional Items	-	1704.25
Provision for Income Tax / Deferred Tax	321.49	598.99
Profit / Loss after Tax (PAT)	29.09	409.91
Other comprehensive Income	12.73	(35.31)
Total comprehensive Income for the period	41.82	374.60

2. **DIVIDEND**

Your directors do not recommend any dividend for the financial year ended 31st March, 2026.

3. **REVIEW OF OPERATIONS**

The financial year 2025–26 has been a year for building upon the value-added garment segment. The Company focused on brand building, increasing its advertisement budget by 186%. It also raised funds which helped it meet the growing working capital requirements due to building inventory, faster credit cycle to creditors for better terms, and reduced interest burden. Despite a dynamic and evolving economic environment marked by inflationary pressures, fluctuating input costs, and global uncertainties, the Company demonstrated resilience and adaptability across its operations.

During the year under review, the Company continued to focus on strengthening its core business segments, improving operational efficiencies, and enhancing customer satisfaction. The Company's emphasis on prudent financial management, cost optimization, and process improvements contributed positively to its overall performance.

The revenue from operations for the year 2025-26 stood at ₹ 19151.94 Lakhs as compared to ₹ 21443.15 Lakhs in the previous financial year 2024-25. The Company reported profit before tax of ₹ 350.59 Lakhs against a loss of ₹ (695.35) Lakhs in the previous financial year. Profit after exceptional item and tax was ₹ 41.82 Lakhs against ₹ 374.60 Lakhs in previous financial year. This performance was supported by improved capacity utilization, better product mix, and focused marketing initiatives.

The Company's new garment unit in Howrah region also started production and reached a capacity utilization of 60-70% by year end. It is expected to start contributing to the bottom line from this year.

The Company invested heavily in advertisement, expanding its distribution network and adopting digital tools to streamline operations. Continued investments in technology and innovation have enabled the Company to remain competitive and responsive to changing market demands.

Operationally, the Company maintained stable production levels while ensuring quality and compliance with regulatory standards. Efforts were made to optimize supply chain management and mitigate risks arising from raw material price volatility.

The Company strategically decided to move to higher margin products; hence focus is shifting higher value innerwear and casual/active wear segment. It also launched a complete line of premium innerwear under the "HiFlyer Brand"

The Company remains committed to sustainable growth and has taken steps toward improving environmental and social governance (ESG) practices. Initiatives related to energy efficiency, waste reduction, and responsible sourcing were further strengthened during the year. The Company installed solar capacities in its both manufacturing facilities in Avinashi and Kolkata.

Management is committed to strengthen its branded business and invest in same, even at the cost of short-term pain to strengthen its roots and parallelly built garment exports (grew by 58.17 % in the year) as a great opportunity knocks the industry due to FTAs with UK, EU, UAE, New Zealand, Oman, Australia. The USA penal tariff issue, stopped the Company from building USA market but now things are settled down and it is hopeful that once West Asia war is over will see fast growth of Indian Apparel Exports. Brand TT was launched in Gulf region and Nepal during the year which should see turnover coming in the next year.

4. FUTURE OUTLOOK

The outlook for TT Limited remains highly optimistic as the Company enters a new phase of strategic growth following a comprehensive business transformation aligned with its Vision 2030 roadmap.

The Company has successfully repositioned itself from a volume-driven textile player to a value-focused, brand-led organisation, with a clear emphasis on branded garments, value-added products, and export-oriented growth. This strategic shift is expected to drive sustainable profitability and long-term value creation.

Going forward, the Company aims to rebuild and significantly scale its top line through aggressive expansion across domestic and international markets. The domestic business is expected to witness strong growth driven by deeper penetration of the Company's brands in innerwear, casual wear, and active wear segments across traditional retail, modern trade, and e-commerce platforms.

The export segment is poised to emerge as a key growth driver, supported by favorable global trade dynamics, including Free Trade Agreements with key markets and India's increasing competitiveness in man-made fibre (MMF) textiles. The Company's strengthened sourcing capabilities and focus on MMF-based products are expected to further enhance its global positioning.

The newly commissioned garment manufacturing facility in Howrah is expected to stabilize and contribute meaningfully to operational performance in the coming periods. Additionally, the Company is exploring expansion opportunities within textile clusters such as PM MITRA Parks, which will provide scale efficiencies and ecosystem advantages.

The Company also plans to diversify into allied segments such as packaging solutions, with the establishment of a corrugated carton manufacturing unit, creating additional revenue streams and margin expansion opportunities.

With a strengthened balance sheet, reduced debt levels, and improved financial flexibility, the Company is well-positioned to invest in growth initiatives, innovation, and strategic partnerships. The management also intends to explore opportunities in new-age ventures and technology-driven platforms to stay ahead of industry trends.

Furthermore, supportive government policies, including Production Linked Incentive (PLI) schemes, rationalized labour laws, and removal of certain regulatory constraints, are expected to provide a conducive environment for sustained growth in the textile and apparel sector.

Overall, the Company is confident of achieving consistent double-digit growth in the medium to long term and remains committed to executing its Vision 2030 strategy with discipline, agility, and a strong focus on shareholder value.

5. **MANAGEMENT DISCUSSION AND ANALYSIS**

Management discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of the Listing Agreement, 2015 is presented as a separate section forming part of the Annual report.

6. **CORPORATE GOVERNANCE**

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI.

A separate report on Corporate Governance along with Auditor's Certificate on its compliance is annexed to this report. **(Annexure D)**

7. **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Sh. Hardik Jain, Director (DIN: 09585969) and Mrs. Jyoti Jain, Director (DIN: 01736336) retires by rotation at the ensuing Annual General Meeting and being eligible offer himself/herself for reappointment.

Mr. Puneet Vijay Bothra and Mr. Rahul Jain, Independent Directors of the Company, are due to complete their present term on 20th October, 2026.

Based on the performance evaluation and recommendation of the Nomination and Remuneration Committee, the Board is of the opinion that Mr. Puneet Vijay Bothra possesses integrity, expertise and experience and fulfils the conditions specified under Section 149(6) of the Companies Act, 2013 and the Rules made thereunder, read with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, the Board has recommended the re-appointment of Mr. Puneet Vijay Bothra as an Independent Director of the Company for a second term of 5 (Five) consecutive years commencing from 21st October, 2026, subject to the approval of the Members by way of Special Resolution at the ensuing Annual General Meeting.

Mr. Rahul Jain shall not be re-appointed as an Independent Director upon completion of his present term due to his unwillingness to continue as director of the Company. The Board places on record its appreciation for the valuable guidance and contributions made by him during his tenure as an Independent Director of the Company.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise and hold highest standards of integrity.

Further, the Board of Directors at its meeting held on 21st May, 2026 appointed Mr. Sanjay Kumar Sharma as an Additional Director in the category of Independent Director, subject to approval of the Members at the ensuing Annual General Meeting.

The Company has received necessary declarations from the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations. The Independent Directors have also confirmed compliance with the provisions of Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 relating to inclusion of their names in the data bank of Independent Directors.

The Board has taken on record the declarations and confirmations submitted by the Independent Directors after undertaking due assessment of the veracity of the same in terms of Regulation 25 of the SEBI Listing Regulations.

8. **KEY MANAGERIAL PERSONNEL**

Following are the Key Managerial personnel of the Company as on 31st March, 2026:

Shri Sanjay Kumar Jain	Managing Director
Smt. Jyoti Jain	Jt. Managing Director
Shri Hardik Jain	Whole Time Director
Shri Sunil Mahnot	Director (Finance) & Chief Financial Officer
Shri Rahul Maurya	Company Secretary & Compliance Officer.

9. **PARTICULARS OF REMUNERATION OF DIRECTORS AND KMPs**

A statement containing the details of the Remuneration of Directors and KMPs as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel Rules, 2014) is mentioned in the Corporate Governance Report.

10. **POLICY ON REMUNERATION OF DIRECTORS, KMPs SENIOR MANAGEMENT PERSONNEL AND OTHER EMPLOYEES INCLUDING CRITERIA 'S AS DETERMINED BY NOMINATION AND REMUNERATION COMMITTEE**

The remuneration paid to Directors is in accordance with the Nomination and Remuneration Policy of the Company formulated in accordance with Section 178 of Companies Act, 2013 read with Regulation 19 of SEBI Listing Regulations (including any statutory modification(s) or re-

enactment(s) for the time being in force.

Nomination and Remuneration Committee has formulated the criteria for determining the qualifications, positive attributes and independence of directors in accordance with Section 178 of Companies Act 2013 and recommendedthe same to the Board.

The Nomination and Remuneration Policy may be accessed on the Company's website at the link https://tttextiles.com/investor/company-policies/

11. **BOARD OF DIRECTORS MEETING**

During the year five Board Meetings and four Audit Committee Meetings were convened and held. Details of the same are provided in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed limit under the Companies Act, 2013.

12. **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to Section 134 (5) of the Companies Act, 2013, your Directors report as under:

a) That in the preparation of the annual accounts, the applicable accounting standards have been followed.

b) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent to give a true and fair view of the state of affairs of the companyat the end of the financial year and of the profit or loss of the company for that period.

c) That the directors have taken proper and sufficient care for the maintenance of adequate accounting records inaccordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

d) That the Directors have prepared the annual accounts on a going concern basis.

e) That the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively.

f) That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

g) No fraud has been reported by the auditors under Section 143(12) of Companies Act 2013 for the F.Y. 2025-26.

13. EVALUATION OF BOARD AND COMMITTEES AND DIRECTORS' PERFORMANCE

Pursuant to the provisions of the Company's Act. 2013 and Regulation 17(10) of the SEBI (LODR), 2015,the Board of Directors have carried out an evaluation of its own performance, the performance of the directors individually and its committees for the financial year 2025-26.

Your directors feel pleasure in informing the members that the performance of the Board as a whole and its member individually was adjudged satisfactory. Your Company has framed policy and criteria for evaluation of Executive Directors, Chairperson, and Independent Directors and has also devised criteria for Board of Directors as a whole and individual Committees of the board.

14. CHANGES IN CAPITAL STRUCTURE

During the financial year 2025-26, the capital structure of the Company was changed pursuant to the Rights Issue made in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Pursuant to the said Rights Issue, the Company allotted 3,33,30,444 Equity Shares of face value Re. 1/- each at an issue price of Rs. 12/- per Equity Share, including a premium of Rs. 11/- per Equity Share, aggregating to Rs. 40,00,00,000/-. The proceeds of the Rights Issue are being utilized for the objects stated in the Letter of Offer.

Consequent to the aforesaid allotment, the paid-up equity shares capital of the Company increased from Rs. 22,49,80,500/- to Rs. 25,83,10,944/-.

15. CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees during day-to-day business operations of the Company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behavior of any form and the Board has laid down the directivesto counter such acts. The code laid down by the Board is known as "Code of Business Conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website www.ttlimited.co.in

16. AUDIT COMMITTEE DISCLOSURES

A. Composition

During the year, the Audit Committee met four times in compliance with the provisions of SEBI (Listing Obligationsand Disclosure Requirements) Regulations, 2015 and Companies Act, 2013. At present, the Committee comprises Shri Ankit Gulgulia, Independent Director, Shri Sanjay Kumar Sharma, Independent Director, Shri Brijmohan Sharma, Independent Director, Shri Puneet Vijay Bothra, Independent Director Shri Sunil Mahnot, Director (Finance) and Shri Sanjay Kumar Jain, Managing Director.

All the recommendations made by the Audit committee were accepted by the Board.

B. Vigil Mechanism / Whistle Blower Policy

The Vigil Mechanism of the Company, which also incorporates a Whistle Blower Policy in terms of the Listing Agreement, aims to provide a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of

conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and provide for direct access to the Chairman / Chairman of the Audit Committee in exceptional cases.

The policy of Vigil Mechanism and Whistle Blower Policy as approved by the Board may be accessed on the Company's website at the link: https://tttextiles.com/investor/company-policies/

17. **PREVENTION OF INSIDER TRADING**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The code of conduct stipulates such formats as are deemed necessary for making applications for pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance, recording of reasons for such decisions and for reporting levelof holdings in securities at specified intervals determined as necessary to monitor compliance with these regulations.The Board is responsible for implementation of the Code.

All Board of Directors and the designated employees have confirmed compliance with the code.

Further the Board of Directors of the Company has adopted Code of practices & procedures for fair disclosure of unpublished price sensitive information, in compliance with the SEBI (Prohibition of Insider Trading) (Amendment)Regulations, 2018.

17. **CORPORATE SOCIAL RESPONSIBILITY**

As part of its initiatives under "Corporate Social Responsibility" (CSR), the Company has been contributing funds for the schemes of eradicating hunger and poverty, promotion of education and medical aid. However, during the FY 2025-26 Company was not required to Spend any amount towards CSR expenditure due to inadequate profit in last Financial Years.

The policy of Corporate Social Responsibility as approved by the Board may be accessed on the Company's website at the link: https://tttextiles.com/investor/company-policies/

The Annual Report on CSR activities is annexed herewith as **Annexure B.**

18. **RISK MANAGEMENT**

The Risk Management Policy required to be formulated under the Companies Act, 2013 and SEBI (Listing Obligationsand Disclosure Requirements) Regulations, 2015 has been duly formulated and approved by the Board of Directors of the Company. The aim of Risk Management Policy is to maximize opportunities in all activities and to minimize adversity.

Effective risk management allows the Company to:

- ✓ Embed the management of risk as an integral part of its business processes;
- ✓ Establish an effective system of risk identification, analysis and treatment
- ✓ Make informed decisions.
- ✓ Avoid exposure to significant reputational or financial loss;
- ✓ Assess the benefits and costs of implementation of available options and controls to manage risk.
- ✓ Strengthen corporate governance procedures.

TTL adopts a systematic approach to mitigate various types of risks viz. Environmental, Business, Operational, Financial and others associated with accomplishment of objectives, operations, revenues and regulations.

The Risk Management Policy may be accessed on the Company's website at the link https://tttextiles.com/wp-content/uploads/2023/12/Risk-Management-policy-T-T-Ltd.pdf

19. **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations.The internal Audit functions reports to the Chairman of the Audit Committee and to Chairman and Managing Director of the Company.

The Internal Audit monitors and evaluates the efficiency and adequacy of internal control systems in the company and Its compliances with operating systems, accounting procedure and policies at all locations of the Company.

20. **TRANSFER OF DIVIDEND AND SHARES TO INVESTORS EDUCATION AND PROTECTION FUND (IEPF)**

During the year under review no unclaimed Dividend was pending for transferred to Investor Education and Protection Fund (IEPF) account.

21. **INTERNAL FINANCIAL CONTROLS**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

22. **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT**

The Company has not given any loan or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

23. **WEBLINK OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31st MARCH, 2026**

In accordance with the provisions of Sections 92 and 134(3)(a) of the Act read with the Companies (Management and Administration) Rules, 2014, Annual Return in Form No. MGT – 7, is uploaded on the website at : https://tttextiles.com/investor/results-reports/

24. **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS ANDOUTGO**

Energy Conservation continues to be an area of major emphasis in our Company. Efforts have been made to optimize the energy cost while carrying out manufacturing operations.

The information required to be furnished under section 134 (3)(m) of the Companies Act, 2013 read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 2014 relating to Conservation of Energy, Technology absorption and Foreign Exchange earnings and outgo is annexed as **Annexure "A"** herewith and forming part of this report.

25. **RELATED PARTIES TRANSACTIONS**

During the financial year 2025-26, the Company has entered into financial transactions, in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract/ arrangement/transaction with related parties which could be considered material in accordance with the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

The Policy on dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: https://tttextiles.com/investor/company-policies/

Further as required under Para A of Schedule V of the SEBI(LODR) Regulations following promoters are holding more than 10% of Shareholding as on 31st March, 2026 with whom transactions were held by the Company

1. T T Brands Ltd.

   Your directors draw attention of the members to Note 35 of the standalone financial statement which sets out related party disclosures.

26. **AUDITORS AND AUDITORS' REPORTS:**

a. **Statutory Auditor:**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 ('the Act'), read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) the Members of the Company at their 44th Annual General Meeting held in the year 2023, approved the appointment of M/s Doogar & Associates, Chartered Accountants, New Delhi (Firm Reg. No. 000561N), as the Statutory Auditors of the Company from the conclusion of 44th Annual General Meeting till the conclusion of ensuing 49th Annual General Meeting of the Company.

Further, Statutory Auditor of the Company has submitted Auditor's Report on the Accounts of the Companyfor the Financial year ended on 31st March 2026. The Auditor's report is self-explanatory and requires no comments.

b. **Secretarial Auditor**

M/s DMK Associates, Company Secretaries in Practice, were appointed as Secretarial Auditors of the Company, and their appointment has been approved by the Members for a term of five consecutive financial years commencing from FY 2025-26 to FY 2029-30

The Secretarial Auditors have submitted their Secretarial Audit Report in Form MR-3 for the Financial Year ended March 31, 2026, as required under Section 204 of the Companies Act, 2013. The said Report forms part of this Board's Report and is annexed herewith as **Annexure-C**.

The Secretarial Audit Report contains certain observations/qualifications. The observations of the Secretarial Auditors and the Management's explanations thereon are set out below:

S. No.	Observation of Secretarial Auditor	Management Reply
1.	The Company has received notices from BSE & NSE imposing fine for non-compliance with Regulation 17(1A) of SEBI LODR Regulations due to change in designation of Shri Rikhab Chand Jain (who has attained the age of 75 years) from Executive Director & Chairman to Non-Executive Director & Chairman w.e.f 01.04.2025, without prior shareholders' approval.	The said non-compliance was unintentional and without any mala fide intention, and arose only due to the timing of the Board's decision to the change designation of Shri Rikhab Chand Jain from Executive Chairman & Director to Non-Executive Chairman & Director, who had attained the age of seventy-five years for which approval of shareholder was required .Further, the shareholder approval for continuation of Shri Rikhab Chand Jain as Non- Executive Chairman has been obtained at the Annual General Meeting held on 24th September, 2025, thereby ensuring full compliance with Regulation 17(1A).
2.	The composition of the Audit Committee was not in compliance with Regulation 18(1)(b) of the SEBI LODR Regulations, 2015 for the period from May 21, 2025 to August 06, 2025, as the Committee comprised five members including two Executive Directors and three Independent Directors. The Company identified this non-compliance pursuant to observations received from BSE and NSE on the Integrated Governance Report filed for the quarter ended June 30, 2025. Subsequently, the Company inducted one additional Independent Director on the Audit Committee with effect from August 07, 2025 and reconstituted the Committee to ensure compliance with the said Regulation	The said non-compliance was unintentional and without any mala fide intention and came to the notice of the Company pursuant to receipt of communication from BSE and NSE and accordingly the Company reconstituted the Audit Committee with effect from August 07, 2025 to ensure compliance with the Regulation 18(1)(b) of SEBI LODR Regulations.

27. **PARTICULARS OF EMPLOYEES**

In terms of the first proviso to Section 136(1) of the Companies Act, 2013, the report and accounts are being sent to the members and others entitled thereto, excluding the information on Employees' remuneration particulars mentioned under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The said information is available for inspection by the Members during business hours on all days except Sunday and Holidays. Any Member interested in inspecting the same may write to the Company Secretary at the Registered Office of the Company.

28. **INDUSTRIAL RELATIONS**

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

29. **PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE**

The Company is committed to provide a protective environment at workplace for all its women employees. To ensure that every women employee is treated with dignity and respect the company has in place a formal policy for prevention of sexual harassment at workplace and the Company has also constituted the Internal Complaint Committee in Compliance with the requirement of Sexual Harassment of Women at Work Place (Prevention, Prohibition & Redressal) Act, 2013.Satus of Report is as under: -

S. NO.	Particular	Status
1.	Number of complaints of sexual harassment received in the year	**NIL**
2.	Number of complaints disposed off during the year	**NIL**
3.	Number of cases pending for more than ninety days	**NIL**

30. **SECRETARIAL STANDARDS**

The Directors state that applicable secretarial standards have been duly followed by the Company.

31. **MATERNITY BENEFIT**

The provisions of the Maternity Benefit Act, 1961 are applicable to the Company. The Company has complied with the applicable provisions of the Act during the financial year under review. No case requiring payment of maternity benefit arose during the year.

32. **GENERAL DISCLOSURES**

Your directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review: -

a. Details relating to deposits covered under Chapter V of the Act.

b. Issue of equity shares and differential rights as to dividend, voting or otherwise.

c. Issue of Shares (including sweat equity shares) to employees of the Company under any scheme.

d. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

e. Company does not have any subsidiary, Joint Venture and Associates.

f. There have been no material change(s) and commitment(s) affecting the financial position of the Company between the end of the financial year of the Company i.e., March 31, 2026, and the date of this Report. There has been no change in the nature of business of the Company during the financial year ended on March 31, 2026.

g. During the year under review no corporate insolvency resolution process was initiated under the Insolvency and Bankruptcy Code, 2016(IBC).

h. The provisions relating to maintenance of cost records under Section 148(1) of the Companies Act, 2013 are not applicable to the Company during the year under review.

i. The Company has not entered into any one-time settlement with any Bank or Financial Institution during the year under review and hence, the disclosure relating to difference in valuation is not applicable.

j. The Company does not propose to transfer any amount to reserves for the financial year ended 31st March, 2026

33. **ACKNOWLEDGEMENT**

Your directors place on records their sincere appreciation of the services rendered by the employees of the Company. They are grateful to shareholders, bankers, depositors, customers and vendors of the company for their continued valued support. The Directors look forward to a bright future for your Company with confidence.

For and on behalf of the Board

Sanjay Kumar Jain
Managing Director
DIN:01736303

Sunil Mahnot
Director (Finance)
DIN:06819974

Place: New Delhi
Date: 21st May, 2026

INDEX OF ANNEXURES
(Forming Part of Board Report)

Annexure No. Particulars

Annexure "A" Conservation of Energy, technology absorption, foreign exchange earnings and outgo.

Annexure "B" CSR Activities – Annual Report FY 2025-26

Annexure "C" Secretarial Auditor Report

Annexure "D" Corporate Governance Report.

ANNEXURE "A" TO THE DIRECTORS REPORT

Information pursuant to the Companies (Disclosure of Particulars) in the Report of the Board of Directors Rules, 2014.

A. **CONSERVATION OF ENERGY:**

a) Energy Conservation measures taken: The company has, always been conscious of the need to conserve energy. The company is continuously identifying the scope for improving end use efficiency by evaluating the techno-economic viability of various energy conservation measures.

Renewable Energy Initiatives: As part of its commitment towards sustainable manufacturing and utilization of renewable energy, the Company has installed solar power plants at both of its manufacturing facilities located at Avinashi and Howrah. The use of solar energy has contributed towards reducing dependence on conventional sources of power and promoting environmentally responsible business practices.

The Company continues to explore opportunities for adoption of energy-efficient technologies and processes to achieve optimal utilization of energy resources.

b) Total energy consumptions, energy consumptions per unit of production

A. Power and fuel consumption		**2025-26**	**2024-25**
1)	Electricity (KWH)		
a)	Purchased (Units)	677632	854206
	Total Amount (Rs)	7714877	8631752
	Rate per unit (Rs)	11.39	10.11
b)	Own Generation		
	Through Diesel Generator	-	-
	Units	6222	5832 units
	Units per Ltr. Of Diesel Oil	3.60 Unit/Per Ltr	3.60 Unit/Per Ltr
	Cost/Unit	INR 25.98	INR 25.95
2)	Coal	Not Used	Not Used
3)	Furnace Oil	Not Used	Not Used

B. FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the year under review your Company has exported goods worth Rs 4123.37 Lakhs. The details of foreign exchange earnings and outgo are given in the Notes to the accounts which form a part of the Annual Report.

For and on behalf of the Board

Place: New Delhi
Date: 21.05.2026

SANJAY KUMAR JAIN
Managing Director

ANNEXURE "B" TO THE DIRECTORS REPORT ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

The CSR Committee comprises Sh. Sanjay Kumar Jain as the Chairman of the Committee and Shri Rahul Jain, Independent director and Smt. Jyoti Jain, Jt. Managing Director are members of the Committee. Company's CSR policy duly approved by Board is available on Company's Website www.ttlimited.co.in.

The Focus areas that emerged are Education, Health, Care, Sustainable livelihood and sports. Most of our CSR projects/ activities are carried out through the following four trusts:

a) T T Charitable Trust
b) Veerayatan –Vidyapeeeth
c) Bhagwan Mahaveer Viklang Sahayata Samiti
d) Sri Venkateswara Nithya Annadanam Trust-Tirupati

Company does not have any CSR liability during the financial year.

For and on behalf of the Board

Place: New Delhi
Date: 21.05.2026

SANJAY KUMAR JAIN
Managing Director

COMPLIANCE CERTIFICATE
Pursuant to Regulation 17(8) of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015

The Board of Directors
T T Limited

Pursuant to the provisions of Regulation 17(8) of the Listing Regulations, we hereby certify that:

a) We have reviewed the financial statements and cash flow statement for the financial year 2025-26 and to the best of our knowledge and belief:

   i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.

b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2025-26 Which are fraudulent, illegal or violative of the Company's code of conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.

d) We have indicated to the Auditors and the Audit Committee:

   i) There has been no significant change in internal control over financial reporting during the year 2025-26;

   ii) There has been no significant change in accounting policies during the financial year 2025-26 and that the same have been disclosed in the notes to the financial statements; and

   iii) There has been no Instances of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

	Sd/-	**Sd/-**
Place: New Delhi	**Sanjay Kumar Jain**	**Sunil Mahnot**
Date: 21.05.2026	**Managing Director**	**Director (Finance)**

ANNEXURE "C" TO THE DIRECTORS REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2026

[Pursuant to section 204(1) of the Companies Act, 2013 read with rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Members,
T T Limited
CIN: L18101DL1978PLC009241
Plot No. 71/2C, 2nd Floor,
Poddar House,Rama Road, Moti Nagar,
Karam Pura, New Delhi-110015.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **T T LIMITED** (hereinafter called "**the Company**"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 ("**Audit Period**") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter along with **Annexure 1** attached to this report.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2026 according to the provisions of:

(i) The Companies Act, 2013 (the "**Act**") and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment("**FDI**"), Overseas Direct Investments **("ODI")** and External Commercial Borrowings("**ECB**"). **(No FDI and ECB was taken and no ODI was made by the Company during the Audit Period)**

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**') as amended from time to time:

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (herein after referred as "**SEBI ICDR Regulations**")

   (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable to the Company during the audit period)**

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable to the Company during the audit period)**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations,; **(Not applicable to the Company during the audit period)**

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the Company during the audit period)**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the audit period)**;

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (herein after referred as "**SEBI LODR Regulations**")

(vi) We further report that, as per the information provided and confirmed by the management, no sector specific law is applicable on the Company.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India (SS-1 and SS-2).

(ii) The Listing Agreements entered into by the Company with the National Stock Exchange of India Limited ("**NSE")** and BSE Limited("**BSE")**.

During the audit period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above *except for the following:*

1. The Company has received notices from BSE & NSE imposing fine of Rs. 2,14,760/- (inclusive of GST) each for non-compliance with Regulation 17(1A) of SEBI LODR Regulations due to change in designation of Shri Rikhab Chand Jain (who has attained the age of 75 years) from Executive Director & Chairman to Non-Executive Director & Chairman w.e.f April 01, 2025, without prior approval of Shareholders. The Company has paid the fines and taken the approval of shareholders in the AGM held on 24th September, 2025.

2. The composition of the Audit Committee was not in compliance with Regulation 18(1)(b) of the SEBI LODR Regulations for the period from May 21, 2025 to August 06, 2025, as the Audit Committee comprised five members including two Executive Directors and three Independent Directors. The Company identified this non-compliance pursuant to observations received from BSE and NSE on the Integrated Governance Report filed for the quarter ended June 30, 2025. Subsequently, the Company inducted one additional Independent Director on the Audit Committee with effect from August 07, 2025 and reconstituted the Committee to ensure compliance with the aforementioned Regulation.

Based on the information received and records maintained, we further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

2. Adequate notice was given to all directors to schedule the Board Meetings and Committee Meetings along with the agenda and detailed notes on agenda in compliance with the provisions of the Act and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting

3. All decisions at Board Meetings and Committee Meetings have been carried out unanimously or with requisite majority and recorded in the Minutes of the meetings. Further, as informed and verified from minutes, no dissent was given by any director in respect of the resolutions passed in the Board and the Committee Meetings.

Based on the compliance mechanism established by the Company, we further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period no events occurred which had bearing on the Company's affairs in pursuance of above referred laws, rules, regulations, guidelines, standards etc subject to the following:

1. The Company commenced Commercial production in its New Factory in Howrah, West Bengal in the month of July 2025.
2. The Right Issue Committee of the Board vide its Board Resolutions passed in its meeting held on August 05, 2025 has made Allotment of 3,33,30,444 fully paid equity share of face value of Rs.1/- each at a premium of Rs. 11/- each aggregating to Rs. 39,99,65,328 on Right basis in accordance with the provisions of the Section 23, 62 (1)(a) of the Act and SEBI ICDR and the aforementioned shares are listed and traded on the stock exchanges with effect from August 13, 2025.

FOR DMK ASSOCIATES
COMPANY SECRETARIES

Date: 21.05.2026
Place: New Delhi
UDIN: F004140H000436011

DEEPAK KUKREJA
PHD, FCS, LLB., ACIS (UK), IP.
PARTNER
CP No 8265
FCS No. 4140
Peer Review No. 6896/2025

ANNEXURE 1

To,
The Members
T T LIMITED
CIN: L18101DL1978PLC009241
Plot No. 71/2C, 2nd Floor,
Poddar House,Rama Road, Moti Nagar,
Karam Pura, New Delhi-110015

Sub: Our Secretarial Audit Report for the Audit Period is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our Audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the processes and practices, we followed provide a reasonable basis our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

FOR DMK ASSOCIATES
COMPANY SECRETARIES

Date :21.05.2026
Place: New Delhi
UDIN: F004140H000436011

DEEPAK KUKREJA
PHD, FCS, LLB., ACIS (UK), IP.
PARTNER
CP No 8265
FCS No. 4140

Peer Review No. 6896/2025

ANNEXURE "D" TO THE DIRECTORS REPORT

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2025-26

(As required under Schedule V of the Listing Agreement, 2015 entered into with the Stock Exchanges)

A BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in a way which ensure accountability, transparency, fairness in all its transactions in the widest sense and meet its stakeholder's aspirations and societal expectations.

The company firmly believes in good Corporate Governance. The Company, while conducting its business has been upholding the core values of T.T.'s i.e. transparency, integrity, honesty, accountability and compliance of laws. The Company continuously endeavor to improve on these aspects on an ongoing basis.

BOARD OF DIRECTORS:

1. The Board of Directors comprises Chairman, Managing Director, Whole Time Director and 5 non-executives (Independent) Directors. During the year 5 Board Meetings were held. The composition of Board of Directors and their attendance at the meeting during the year and at the last Annual General Meeting as also number of other Directorships/Memberships of Committees are as follows:

Sr. No.	Name of Director & DIN	Category of Directorships	No. of Board meetings attended	Attendance at last AGM	No. of other Directorships	No. of Shareholding	Committee Membership	
							Member	Chairman
1	Dr. RIKHAB C. JAIN **01736379**	CHAIRMAN	4/5	YES	1	13100	0	0
2	SHRI SANJAY KR JAIN **01736303**	MANAGING DIRECTOR	5/5	YES	2	5988795	4	1
3	MS. JYOTI JAIN **01736336**	EXECUTIVE DIRECTOR (JMD)	3/5	YES	1	19887500	3	1
4	SHRI HARDIK JAIN **09585969**	WHOLE TIME DIRECTOR	5/5	YES	1	8710744	1	0
5	SHRI SUNIL MAHNOT **06819974**	WHOLE TIME DIRECTOR	5/5	YES	NIL	NIL	4	0
6	SHRI BRIJMOHAN SHARMA **09646943**	INDEPENDENT NON-EXECUTIVE	5/5	YES	1	10689	4	1
7	SHRI ANKIT GULGULIA **08383546**	INDEPENDENT NON-EXECUTIVE	5/5	YES	1	NIL	4	3
8	RAHUL JAIN **00618923**	INDEPENDENT NON-EXECUTIVE	5/5	YES	3	NIL	3	0
9	PUNEET BOTHRA **09353464**	INDEPENDENT NON-EXECUTIVE	5/5	YES	2	Nil	3	0
10	AMIT DUGAR **09669701**	INDEPENDENT NON-EXECUTIVE	4/5	YES	1	45000	4	1

2. Number of Meeting of Board of Directors held and dates on which held:

During the financial year 2025-26 Five Board of Directors Meetings were held on 21.05.2025, 18.06.2025, 07.08.2025, 05.11.2025 and 28.01.2026.

3. **The names of the listed entities where the person is a director and the category of Directorship: -** None of our Directors holding Directorship in any of the Listed entity other than T T Limited.

4. **Relationship Inter-se**: Except Sh. Rikhab Chand Jain, Chairman of the Company, Smt. Jyoti Jain, Daughter of Sh. Rikhab Chand Jain and Sh. Sanjay Kumar Jain, Son in law of Sh. Rikhab Chand Jain, and Hardik Jain Grandson of Shri Rikhab Chand Jain none of the Directors of the Company are related to any other Director of the Company.

5. **Familiarisation programme for Independent Directors: -** The details of the Familiarisation Programme conducted for the Independent Director of the Company are available on the Company's website at the link: https://tttextiles.com/investor/company-policies/

6. **A chart or a matrix setting out the skills/expertise/competence of the board of directors specifying the following: -**

   The Company requires skills/expertise/competencies in the areas of strategy, finance, accounting, economics, legal and regulatory matters, mergers and acquisitions, Risk management, the textile operations of the Company's businesses to efficiently carry on its core businesses such as to carry on the business of textiles processing, textile, fibre making, combing, spinning, weaving, processing units using any kind of natural or synthetic fibres such as cotton, wool, hemp, jute, nylon, polyester, silk and rayon. All the above required skills/expertise/competencies are available with the Board.

   The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills, experience, expertise, diversity and independence. The Board provides leadership, strategic guidance, an objective and independent view to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure. The Board periodically evaluates the need for change in its composition and size.

Skills/Expertise/Competencies of the Directors					
Name of Directors	**Strategy and planning**	**Finance**	**Legal and regulatory matters**	**Markets understanding**	**Risk and compliance oversight**
Shri Rikhab Chand Jain	Yes	Yes	Yes	Yes	Yes
Shri Sanjay Kumar Jain	Yes	Yes	Yes	Yes	Yes
Smt. Jyoti Jain	Yes	Yes	Yes	Yes	Yes
Shri Hardik Jain	Yes	Yes	-	Yes	Yes
Shri Sunil Mahnot	Yes	Yes	Yes	Yes	Yes
Shri Brijmohan Sharma	Yes	Yes	Yes	-	Yes
Shri Ankit Gulgulia	Yes	Yes	Yes	Yes	Yes
Shri Rahul Jain	Yes	-	Yes	Yes	Yes
Shri Puneet Bothra	Yes	-	Yes	Yes	Yes
Shri Amit Dugar	Yes	-	Yes	Yes	-

7. **Confirmation of the Board**- The Board based on the declaration submitted by the Independent Directors of the Company as a part of Annual Disclosure, hereby certifies that all the Independent Directors of the Company fulfills the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

8. **Resignation of Independent Director**- None of the Independent Director has resigned before the expiry of his/her tenure.

9. **BOARD COMMITTEE:**

   (i) Board Committee, their composition and terms of reference are provided as under: -

Name of Committee	Composition	Terms of reference
Audit Committee	Shri Ankit Gulgulia – Chairman Shri Brijmohan Sharma- Member Shri Sanjay Kumar Sharma – Member Shri Puneet Vijay Bothra- Member Shri Sanjay Kumar Jain – Member Shri Sunil Mahnot- Member	The role of the Audit Committee is as per Section 177 of the Companies Act, 2013 read with Regulation 18 of the Listing Agreement 2015. The Vigil Mechanism of the Company, which also incorporates a whistle blower aims to provide a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The policy on Vigil mechanism or Whistle Browser Policy as approved by the Board may be accessed on the Company's website at the link http://www.tttextiles.com/investor/company-policies/ **Disclosure regarding Non-Compliance with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** During the Financial Year 2025-26, the Company reconstituted the Audit Committee with effect from May 21, 2025. Pursuant to such reconstitution, the Audit Committee comprised five members, of which two were Executive Directors and three were Independent Directors. Consequently, the composition of the Audit Committee was not in compliance with the requirements of Regulation 18(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which requires that two-thirds of the members of the Audit Committee shall be Independent Directors. The aforesaid non-compliance was identified pursuant to observations received from BSE Limited and National Stock Exchange of India Limited on the Integrated Governance Report submitted by the Company for the quarter ended June 30, 2025. Upon receipt of the observations, the Company took immediate corrective action and reconstituted the Audit Committee by inducting an additional Independent Director with effect from August 07, 2025, thereby ensuring compliance with the requirements of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company confirms that the composition of the Audit Committee stands compliant with the applicable provisions of the SEBI Listing Regulations as on the date of this Report. • **"The Audit Committee of the Company was reconstituted on 21st May 2026. Shri Rahul Jain ceased to be a member and Shri Sanjay Kumar Sharma appointed as the member of the Audit Committee.** The Policy on dealing with related Party transactions as approved by the Board may be accessed on the Company's website at the Link https://tttextiles.com/wp-content/uploads/2025/04/Related-Party-Transaction-Policy.pdf

Nomination and Remuneration Committee	Shri Brijmohan Sharma- Chairman Shri Ankit Gulgulia – Member Shri Puneet Vijay Bothra- Member Shri Rikhab Chand Jain- Member	**Formulated and recommended Nomination and Remuneration Policy.** • The Nomination & Remuneration Policy includes Policy on Director's appointment and remuneration including the criteria for determining qualification, positive attributes, independence of a Director and other matters as provided under Section 178 (3) of the Companies Act, 2013. • **"The Nomination and Remuneration Committee of the Company was reconstituted on 21st May 2026. Shri Amit Dugar ceased to be a member and Shri Rikhab Chand Jain appointed as the member of the Nomination and Remuneration Committee.** • Nomination and Remuneration policy of the Company forms part of the Board Report.
Corporate Social Responsibility Committee	Shri Sanjay Kumar Jain- Chairman Smt. Jyoti Jain- Member Shri Ankit Gulgulia – Member	• Formulated and recommended CSR Policy of the Company indicating CSR activities proposed to be undertaken by the Company pursuant to provisions of Schedule VII of the Companies Act, 2013 read with CSR rules, 2015. The CSR policy may be accessed on the Company's website at the Link: https://tttextiles.com/investor/corporate-social-responsibility/ • **The Corporate Social Responsibility Committee of the Company was reconstituted on 21st May 2026. Shri Ankit Gulgulia appointed as the member of the Committee and Mr. Rahul Jain ceased to be a member of the Corporate Social Responsibility Committee** • Recommended expenditure to be incurred for CSR activities / project and ensures effective monitoring of CSR policy of the Company from time to time. • The Annual Report on CSR activities undertaken by the Company forms part of the Board Report.
Stake Holders Relationship Committee	Shri Puneet Vijay Bothra – Chairman Shri Sanjay Kumar Jain- Member Shri Sunil Mahnot – Member	i. The Committee reviews and ensures the expeditious redressal of investor grievances and oversees matters relating to transfer/transmission of securities, issue of duplicate share certificates, non-receipt of annual reports, dividends and other investor-related services. ii. The Stakeholders Relationship Committee of the Company was reconstituted on 21st May, 2026. Pursuant to the reconstitution, Shri Puneet Vijay Bothra was appointed as the Chairman of the Committee and Mr. Amit Dugar ceased to be a Member of the Committee.

		iii. Mr. Rahul Maurya, Company Secretary & Compliance Officer of the Company, acts as the Compliance Officer for the purpose of Regulation 6 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and oversees investor grievance redressal and compliance functions of the Company. iv. During the year under review, the Committee noted complaints received from shareholders/investors relating to non-receipt of dividend, annual reports and other investor service matters. All such complaints were reviewed and resolved to the satisfaction of the shareholders/investors and no complaint remained pending as on March 31, 2026
Risk Management Committee	Shri Ankit Gulgulia- Chairman Shri Sanjay Kumar Jain – Member Smt. Jyoti Jain- Member Shri Hardik Jain- Member Shri Sunil Mahnot- Member Shri Brijmohan Sharma – Member	• The Risk Management Committee has formulated Risk Management Policy of the Company which aims to maximize opportunities in all activities and to minimize adversity. • The Risk management framework includes identifying type of risks and its assessment, risk handling, monitoring and reporting which in the opinion of the Board may threaten the existence of the Company. • The Risk Management Policy may be accessed on the Company's website at the https://tttextiles.com/investor/company-policies/

ii. **Meetings of Board Committees held during the year and Director's attendance**

Board Committee	Audit	CSR	Nomination & Remuneration	Stakeholder Relationship	Risk Management
Meetings held	**4**	**1**	**2**	**1**	**1**
Shri Rikhab C. Jain	NA	NA	NA	NA	NA
Shri Sanjay Kumar Jain	4	1	NA	1	1
Smt. Jyoti Jain	NA	1	NA	NA	NA
Shri Hardik Jain	NA	NA	NA	NA	NA
Shri Sunil Mahnot	3	NA	NA	1	NA
Shri Brijmohan Sharma	3	NA	1	NA	NA
Shri Ankit Gulgulia	4	NA	2	NA	1
Shri. Rahul Jain	4	1	1	NA	1
Shri. Puneet Vijay Bothra	3	NA	2	1	NA
Shri Amit Dugar	NA	NA	2	NA	1

Note: - N.A.: Not a member of the Committee.

iii. Performance Evaluation criteria for Independent Directors

Pursuant to the provision of the Regulation 17(10) of SEBI LODR 2015, the Nomination and Remuneration Committee, in its meeting held on 21.05.2026 has laid down the criteria for evaluation of performance of Independent Directors. The performance evaluation of Independent Directors was done by the entire Board of Directors excluding the Director being evaluated and was adjudged satisfactory.

iv. Redressal of Investor Grievances

The status of investor complaints received, disposed off, & pending during the Financial Year 2025-26 is as under:

Particulars	Status of Investor Complaint
Number of shareholders' complaints received	2
Number of Complaints solved to the satisfaction of shareholders	2
Number of Pending Complaints	0

10. SENIOR MANAGEMENT-

During the Financial Year 2025-26, Mr. Pankaj Mishra resigned from the position of Company Secretary & Compliance Officer of the Company with effect from 24th May, 2025. Subsequently, the Board of Directors appointed Mr. Rahul Maurya as the Company Secretary & Compliance Officer of the Company with effect from 18th June, 2025.

Except for the aforesaid change, there were no other changes in the Senior Management Personnel of the Company during the Financial Year 2025-26.

11. PARTICULARS OF REMUNERATION OF DIRECTORS AND KMPs

There were no pecuniary transactions with Non-Executive Director of the Company except for payment of sitting fee for attending the board/committee meetings.

The Company follows a policy on remuneration of Directors, Key Managerial Personnel and Senior Management Employees. In compliance of the provisions of the Companies Act, 2013 rules and regulations made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the policy has been formulated by the Nomination and Remuneration Committee and approved by the Board. The said policy forms a part of Directors Report and is also available on the Company's website www.ttlimited.co.in

A. The Remuneration of each of the Executive Directors of the Company for the Financial Year 2025-26: -

(Rs. in Lakhs)

Name	Designation	Salary	Perquisites and allowances	Provident Fund	Gross Remuneration
Sh. Sanjay Kumar Jain	Managing Director & CEO	96.00	NIL	0.22	96.22
Smt. Jyoti Jain	Jt. Managing Director	72.00	NIL	0.22	72.22
Shri Hardik Jain	Whole Time Director	36.00	NIL	0.22	36.22
Sh. Sunil Mahnot	Director (Finance) & CFO	42.53	NIL	0.22	42.75

B. Detail Of Sitting Fees Paid to Non-Executive Directors: -

Non-Executive Directors have not been paid any remuneration except sitting fees for attending Board & Committee Meetings. The detail of sitting fees paid to the Non-Executive Directors during the Financial Year 2025-26 is given hereunder: -

Name of Director	Sitting Fee (Rs. In Lakhs)
Shri Ankit Gulgulia	2.10
Shri Brijmohan Sharma	1.70
Shri Rahul Jain	1.95
Shri Puneet Vijay Bothra	1.80
Shri Amit Dugar	1.15
Sh. Rikhab Chand Jain	1.00

C. Stock Option Scheme:

The Company does not have any Stock Option Scheme for any of its director(s) or Employee(s)

D. **The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2025-26: -**

S. No.	Nature of Directorships Held & Name of Director	Ratio of Median Remuneration
1.	**Executive Directors**	
a)	Shri Sanjay Kumar Jain, Managing Director	19.78: 1
b)	Smt. Jyoti Jain, Joint Managing Director	14.84: 1
C)	Shri Sunil Mahnot, Director (Finance)	8.76: 1
d)	Shri Hardik Jain, Whole Time Director	7.41: 1
2.	**Non-Executive Directors**	
a)	Shri Rikhab C. Jain, Chairman, Non-Independent Director	Nil
b)	Shri Rahul Jain, Independent Director	Nil
c)	Shri Puneet Vijay Bothra, Independent Director	Nil
d)	Shri Ankit Gulgulia, Independent Director	Nil
e)	Shri Amit Dugar, Independent Director	Nil
f)	Shri Brijmohan Sharma, Independent Director	Nil

E. The percentage increase in remuneration of each Director, CFO, Secretary, of any, in the Financial Year 2025-26: -

S. No.	Name of KMP	% Increase in Remuneration
1.	Shri Sanjay Kumar Jain, Managing Director	Nil
2.	Smt. Jyoti Jain, Jt. Managing Director	Nil
3.	Shri Hardik Jain, Whole Time Director	Nil
3.	Shri Sunil Mahnot, Director (Finance)	10%
4.	Mr. Rahul Maurya, Company Secretary	10%

F. The Percentage Increase in the median Remuneration of Employees in the Financial Year 2025-26: -There was increase of 7.15 % in the median remuneration of employees in the financial year 2025-26.

G. **The number of permanent employees on the rolls of the Company: -** 363

H. **Average percentile increases already made in the Salaries of Employees other than the Managerial Personnel in the last Financial Year and its Comparison with the Percentile Increase in the Managerial Remuneration: -** The average increase in salaries of employees other than managerial personnel in 2025-26 was 10%, and increased in managerial remuneration for the year was 10%

Affirmation that the remuneration is as per the remuneration policy of the Company: - The Company remuneration policy is driven by the success and performance of the individual employees and the Company. The Company affirms remuneration is as per the remuneration policy of the Company which is available at the website of the Company at https://tttextiles.com/wp-content/uploads/2024/05/Nomination-and-Remuneration-Policy.pdf

12. GENERAL BODY MEETINGS:

A. Location, time and any special resolutions passed in last three Annual General Meetings are given below:

FINANCIAL YEAR	DATE	TIME	VENUE	WHETHER ANY SPECIAL RESOLUTION PASSED AT AGM AND (NO. OF SUCH RESOLUTION PASSED)
2022-23	27.09.2023	11 A.M.	Held through Video Conference.	No
2023-24	26.09.2024	11 A.M.	Held through Video Conference.	3
2024-25	24.09.2025	11 A.M.	Held through Video Conference.	2

All the resolutions proposed by the Directors to shareholders in last three years are approved by shareholders with requisite majority.

B. Postal Ballot

During the Financial Year 2025-26, the Company did not pass any resolution through Postal Ballot.

Details of the Postal Ballot conducted during the previous financial years are as under:

(i) Financial Year 2023-24

The Company sought the approval of the Members through Postal Ballot Notice dated April 15, 2024, for Sale, Transfer and Disposal of the Company's Textile Unit situated at Gajraula, Uttar Pradesh. The remote e-voting facility was provided to the Members through Central Depository Services (India) Limited (CDSL).

(ii) Financial Year 2024-25

The Company sought the approval of the Members through Postal Ballot for the following resolutions:

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

Procedure for postal ballot:

The Postal Ballot process was conducted in accordance with the provisions of the Companies Act, 2013, the rules made thereunder and applicable SEBI Regulations.

C. Mr. Deepak Kukreja, Proprietor of Deepak Kukreja & Associates, Practicing Company Secretary (Membership No. 8265, CP No. 4140), was appointed as the Scrutinizer for the Postal Ballot processes conducted during FY 2023-24 and FY 2024-25 to scrutinize the remote e-voting process in a fair and transparent manner.

13. MEANS OF COMMUNICATION:

The quarterly, half yearly and full year results are published in national newspapers i.e. Open Search (Hindi and English) and the company is also providing regular information to the Stock Exchanges as per the requirements of the Listing Agreements. The information submitted to stock exchanges are also available on company's website www.ttlimited.co.in.

No presentation of financial results has been made to Financial Institutions/ Analysts during the Financial Year ended on 31st March, 2026.

i. **NSE Electronic Application Processing System (NEAPS):** The NEAPS is a web-based application designed by NSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically on NEAPS.

ii. **BSE Corporate Compliance & Listing Centre (the 'Listing Centre')**: BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically on Listing Centre.

iii. **SEBI Complaints Redressal System (SCORES):** The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: Centralized Data Base of all complaints, online upload of Action Taken Report (ATRs) by the concerned companies and online viewing by investors of action taken on the complaint and its current status.

iv. **Online Dispute Resolution Portal (SMART ODR Portal)** SEBI vide circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023 (updated as on December 28, 2023), has issued a master circular on Online Dispute Resolution in the Indian Securities Market. The dispute resolution process under the ODR Mechanism shall have two levels of resolution i.e., Conciliation and Arbitration. The said mechanism shall be applicable to all the investors who register and lodge their complaint/dispute through SMART ODR Portal. The Complaint/Dispute lodged through SMART ODR Portal shall mandatorily follow the process of Online Conciliation first and in case of unsuccessful conciliation, the same may be taken up for online Arbitration. In case the investor is aggrieved with the arbitration award, it may file an appeal before a competent Court of law under section 34 of the Arbitration and Conciliation Act, 1996.

14. GENERAL SHAREHOLDER INFORMATION

A Annual General Meeting

Day & Date: **Thursday, 6th August, 2026**

Time: **11:00 A.M.**

Venue: **through OV/OAVM (Virtual Meeting)**

B Financial Calendar

The Company follows **April-March** as its financial year. The results for every quarter beginning from April is declared as under: -

QUARTER	DATE OF DECLARATION OF RESULTS
APRIL-JUNE	7th August, 2025
JUL-SEP	5th November, 2025
OCT-DEC	28th January, 2026
JAN-MAR	21st May, 2026

C Book Closure Dates

31st July, 2026 to 6th August, 2026

D Listing on Stock Exchanges

The Company's shares are listed on The National Stock Exchange of India Ltd (NSE) and Bombay Stock Exchange Ltd (BSE). Your company had duly made the payment of annual listing fee to NSE and BSE within stipulated time period.

Stock code at the NSE is TTL and BSE is 514142.

Demat ISIN Number in NSDL & CDSL is – INE592B01024

E Market Price Data

The monthly high and low quotations of shares traded on the Stock Exchange Limited; Mumbai is as follows:

MONTH	Share Price		BSE SENSEX	
	High (Rs.)	Low (Rs)	High	Low
April 2025	14.91	11.26	80,661.31	71,425.01
May 2025	15.18	12.32	82,718.14	78,968.34
June 2025	17.00	14.00	84,099.53	80,354.59
July 2025	16.32	12.56	83,935.01	80,575.45
August 2025	13.50	10.43	82,231.17	79,741.76
September 2025	11.68	10.21	83,141.21	79,818.38
October 2025	10.95	9.20	85,290.06	80,159.90
November 2025	10.08	8.70	86,055.86	82,670.95
December 2025	9.50	8.12	86,159.02	84,238.43
January 2026	8.64	6.70	85,883.50	81,088.59
February 2026	10.8	7.42	85,871.73	79,899.42
March 2026	9.85	8.06	80,632.55	71,774.13

F. In case the securities are suspended from trading, the Director's Report shall explain the reason thereof: Not Applicable

G Transfer of unclaimed / unpaid amounts to the Investor Education and Protection Fund:

Not Applicable.

H Registrar and Share Transfer Agent

M/S BEETAL FINANCIAL & COMPUTER SERVICES PVT LIMITED
99, MADANGIR, BEHIND LOCAL SHOPPING CENTRE,
NEW DELHI – 110062.
Telephone no(s) 011-29961281-83
E-mail beetal@beetalfinancial.com, beetalrta@gmail.com

Applications for transfer of shares held in physical form are received at the Regd. Office of the Company as well at the office of the Registrar and Share Transfer Agents of the Company. All valid transfers, as allowed as per SEBI circular are processed and affected within 15 days from the date of receipt.

Shares held in the dematerialized form are electronically traded by Depository Participants and the Registrar and Share Transfer Agents of the Company periodically receive from the Depository Participants the beneficially holdings so as to enable them to update their records and to send all corporate communications.

I. Distribution of shareholding and shareholding Pattern:

(a) The shareholding distribution of equity shares as on 31st March, 2026 is given below: -

Numbers of Equity Shares Held	Shareholders		Share Amount	
	Numbers	% age to Total	Rs.	% age
1 to 5000	19884	91.979	18508066	7.1650
5001 to 10000	808	3.739	6098324	2.3608
10001 to 20000	445	2.058	6660118	2.5783
20001 to 30000	145	0.671	3657523	1.4159
30001 to 40000	61	0.282	2159355	0.8360
40001 to 50000	55	0.254	2545622	0.9855
50001 to 100000	101	0.467	7236952	2.8016
100001 & above	119	0.550	211444984	81.8568
TOTAL	**21618**	**100**	**258310944**	**100**

(b) Shareholding Pattern as on 31st March, 2026:

Category	No. of Shares	% of Holding
Promoters	131796949	51.02
NRI	448310	0.18
Corporate Bodies	9503528	3.68
Banks	4000	0.00
INVESTOR EDUCATION AND PROTECTION FUND (IEPF)	11039780	4.27
Public	101884082	39.45
Trust/HUF/Clearing Members/Unclaimed Suspense Escrow Account	3634295	1.40
Total	**258310944**	**100**

J. Dematerialisation of Shares and Liquidity

The Company's shares are compulsorily traded in dematerialized form on NSE and BSE. Equity shares of the Company representing 97.647 percent of the Company's equity share capital are dematerialized as on March 31, 2026. The details of company's shareholding are as below:

Particular	No. of Shares	Percentage
In Physical Form	6079100	2.353
In Demat Form	252231844	97.647
Total	**258310944**	**100**

K. Outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments, conversion date and likely impact on equity- There are no GDRs/ADRs/ Warrants outstanding as on 31st March, 2026

L. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities- Not applicable as company is not associated in hedging activities.

M. Compliance with Indian Accounting Standards: The Company has followed Indian Accounting Standards ("Ind AS") in the preparation of the Financial Statements, as per the roadmap announced by Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

N. Certification of non-disqualification of Directors: A Certificate under clause (i) of point (10) of para-C of Schedule V of the SEBI Listing Regulations from M/s. Deepak Kukreja & Associates Practicing Company

conforming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority is attached as Annexure A.

O. CEO and CFO Certification: The Chief Executive Officer and the Chief Financial Officer of the Company provide annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the SEBI Listing Regulations. They also provide quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2)(a) & 52 of the SEBI Listing Regulations.

P. Declaration Regarding Compliance by Board Members and Senior Management Personnel with the Company's Code of Conduct: As provided under Regulation 34 read with Schedule V of the SEBI Listing Regulations, the Board Members and Senior Management Personnel have affirmed compliance of Code of Conduct as adopted by the Board for the year ended 31st March, 2026.

Q. Secretarial Audit

A peer reviewed firm qualified practicing Company Secretary M/s. Deepak Kukreja & Associates carried out a Secretarial Audit on quarterly basis to reconcile the total Share Capital with National Securities Depository Limited (NSDL), Central Depository Services Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with total number of shares in physical forms and total number of dematerialized shares held with NSDL & CDSL.

R. PLANT LOCATIONS:

Company's plants are located at Avinashi Distt, Tirupur (T.N) and Howrah, West Bengal.

S. ADDRESS FOR CORRESPONDENCE:

For any assistance regarding dematerialization of shares, shares transfer, transmissions, change of address or any other query relating to shares, please write to:

T T LIMITED
Poddar House, 71/2C, 2nd Floor,
Rama Road, Moti Nagar, New Delhi 110015.
Ph.: 45060708
E mail: investors@ttlimited.co.in or
Website: www.ttlimited.co.in

Register and Transfer Agent

M/S Beetal Financial & Computer Services Pvt Limited,
99, Madangir, Behind Local Shopping Centre, New Delhi 110062.
Telephone No(S) 011-29961281,
E-Mail: beetalrta@gmail.com, website: www.beetalfinancial.com

P. CREDIT RATING

Company has got the Bank Long rating done from India Rating & Research Private Limited. Current rating assigned is **IND BB+.**

15. LEGAL COMPLIANCE & REPORTING:

As required under Regulation 17 (8) of the Listing Agreement, 2015 the Board periodically reviews compliances of various laws applicable to the Company.

The Managing Director and Director (Finance) of the Company give (a) annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of Listing Regulations. (b) Quarterly certification on financial result to the Board in terms of listing Regulations.

16. OTHER DISCLOSURES:

A. During the financial year 2025-26, there were no materially significant related party transactions that may have potential conflict with the interest of listed entity at large. For reference, the details of related party transactions are given in the notes of the financial statements of the Annual Report.

B. No strictures have been imposed on the Company by any of the Stock Exchanges, the Securities and Exchange Board of India (SEBI), or any other statutory authority on any matter related to capital markets during the financial year 2025–26, except as stated below:

- **FY 2025–26:** Penalty imposed by the Stock Exchange for delay in obtaining shareholders' approval within the prescribed time for change in designation of Shri Rikhab Chand Jain from Executive Director to Non-Executive Director.

C. Pursuant to Section 177 of the Companies Act, 2013 and Regulation 22 of Listing Agreement our company has established Whistle Blower Policy/ Vigilance Mechanism for employee to report to the management instances of unethical behavior, actual or suspected fraud or violation of the law and to formulate a policy for the same.

D. All the related party transactions are in compliance with the provisions of SEBI Listing Regulations as applicable during the financial year ended 31st March, 2026.

E. Further, the Company has complied with all mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. The Company has not adopted non-mandatory requirements except separate post of Chairman of Company.

F. Web link where policy for determining "material" subsidiaries is disclosed - The Company does not have any 'material' subsidiaries as defined in Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

G. Web link where policy for dealing with related party transactions: The policy of the Company on "Related Party Transactions" is available on the website of the Company at https://tttextiles.com/investor/company-policies/

H. Details of utilization of funds raised through preferential allotment, rights issue or qualified institutions placement as specified under Regulation 32(7A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

During the financial year under review, the Company raised funds through preferential allotment of equity shares and convertible warrants to non-promoters and also through a Rights Issue.

The details of utilization of the funds so raised through preferential allotment are provided below:

Objects for which funds have been raised and where there has been a deviation/ variation, in the following table:						
Original object	Modified object, if any	Original allocation (*In Crore*)	Modified allocation, if any	Funds Utilized (*In Crore*)	Amount of deviation/ variation on for the quarter according to applicable object	Remarks if any
Expansion of Business	NA	3.00	-	3.00	-	Nil
Promotion of Brand	NA	5.64	-	5.64	-	Nil
Working Capital	NA	2.50	-	2.50	-	Nil
Repayment of Borrowing	NA	3.50	-	3.50	-	Nil

The details of utilization of the funds so raised through Rights Issue are provided below:

Objects for which funds have been raised and where there has been a deviation/ variation, in the following table:						
Original object	Modified object, if any	Original allocation (*In Crore*)	Modified allocation, if any	Funds Utilized (*In Crore*)	Amount of deviation/ variation on for the quarter according to applicable object	Remarks if any
Capital Expenditure	NA	3.00	-	3.00	-	Nil
Promotion of Brand	NA	4.00	-	-	-	Balance Rs. 4.00 cr will spend in current FY
Working Capital	NA	25.00	-	25.00	-	Nil
General Corporate Purposes	NA	4.57	-	4.57	-	Nil
Issue Related Expenses	NA	3.43	-	3.43	-	Nil

I. Certificate from a Company Secretary in practice- A certificate from a Company Secretary in Practice that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority forms part of this Report.

J. There was no occasion of non-acceptance of any recommendation of any committee by the Board of Directors.

K. DETAILS OF FEES PAID/PAYABLE TO THE STATUTORY AUDITORS

Particulars	Amount (in Rs)
Statutory Audit	9,00,000/-
Limited review/Certification/Reimbursement of Exp	1,41,998/-

L. Disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company follows an Anti-Sexual Harassment Policy in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The main objective of the Act is to provide:

• Protection against and Prevention of sexual harassment of women at workplace

• Redressal of complaints of sexual harassment

The Company as an equal employment opportunity provider is committed to creating a healthy working environment that enables employees to work without fear of prejudice, gender bias and sexual harassment. The Company also believes that all employees of the Company have the right to be treated with dignity. Sexual harassment at the work place or other than work place, if involving employees, is a grave offence and is, therefore, punishable.

Number of complaints received and resolved in relation to Sexual Harassment of Women at Workplace (Prevention, Protection, and Redressal) Act, 2013: during the year under review and their breakup is as under:

No. of Complaints filed during financial year	No. of Complaints disposed of during financial year	No. of Complaints pending as on the end of the financial year
NIL	NIL	NIL

M. Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount'- Not Applicable, as the Company has not given any loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount, during the year under review

N. Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries- Not Applicable

O. The Company has complied with all the applicable requirements specified in Regulation 17 to 27 and 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

P. Disclosure of the extent to which the discretionary requirements as specified in part E of Schedule II have been adopted: Separate posts of Chairperson and the Managing Director or the Chief Executive Officer: Presently Shri Rikhab Chand Jain Director (Non-executive Chairman and Director) of the Company is appointed as a Chairman of the Company and Shri Sanjay Kumar Jain is Managing Director of the Company

Q. Disclosure Of Certain Types of Agreements Binding Listed Entities: Information disclosed under clause 5A of paragraph A of Part A of Schedule III of these regulations: Not Applicable

R. DETAILS FOR UNCLAIMED SUSPENSE ACCOUNT FOR UNCLAIMED SHARES

As per Listing Regulations, the details of "T T Limited - Unclaimed Suspense Account" are as under: -

Outstanding at the beginning of the year i.e. April 1, 2025		No. of shareholders claimed during the year	No. of shareholders claim transferred during the year	Outstanding at the end of the year i.e. March 31, 2026	
No. of Shareholders	No. of Shares			No. of Shareholders	No. of Shares
1	7000	0	0	1	9000

The voting rights in respect of above shares shall remain frozen till the rightful owner of such shares claims the shares

DECLARATION

I, Sanjay Kumar Jain, Managing Director T T Limited declare that all Board Members and Senior Management Personnel have affirmed compliance with 'Code of Conduct for Board & Senior Management Personnel' for the year ended 31st March, 2026.

Place: New Delhi
Dated: 21st May, 2026

Sanjay Kumar Jain
Managing Director

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT (2025-26)

TEXTILE INDUSTRY OVERVIEW

The Indian textile industry continues to play a significant role in the country's economic growth, employment generation, exports and industrial production. The industry has a strong presence across the entire textile value chain including fiber, yarn, fabrics, garments and technical textiles.

India remains one of the leading global producers of cotton, cotton yarn and textile products, supported by strong raw material availability, skilled workforce, expanding manufacturing infrastructure and growing domestic demand.

During FY 2025-26, the textile industry witnessed gradual improvement in demand despite global economic uncertainties, inflationary pressures and volatility in raw material prices. The Government of India continued to support the sector through various initiatives including the PLI Scheme, PM MITRA Parks, National Technical Textile Mission, RoDTEP and SAMARTH schemes.

The shift in global sourcing strategies away from China continued to create opportunities for Indian textile manufacturers. Increasing urbanisation, rising disposable income, expansion of organised retail and e-commerce platforms and growing demand for sustainable and value-added products continued to support industry growth.

The technical textiles segment also emerged as a key growth area with increasing applications across healthcare, infrastructure, defence, agriculture and automotive sectors. The industry further continued to focus on sustainability, digitisation, automation and operational efficiency to align with evolving global market requirements.

SOME SIGNIFICANT DATA ON THE TEXTILE SECTOR:

- India's textile and apparel industry continued to demonstrate resilience during FY 2025–26 despite global economic uncertainties and demand fluctuations in international markets.
- Total textile exports, including handicrafts, increased to approximately ₹ 3.16 trillion during FY 2025–26 as compared to approximately ₹ 3.10 trillion in FY 2024–25, reflecting steady growth in the sector supported by improving global demand and policy support measures.
- Indian textile exports expanded across more than 120 international destinations during the year under review, with healthy demand witnessed from several key global markets.
- While exports recorded positive growth in rupee terms, certain industry estimates indicated marginal pressure in USD terms primarily due to currency fluctuations and depreciation of the Indian Rupee.
- The Government of India continues to focus on strengthening the textile sector through various initiatives and has set an ambitious target to significantly enhance textile exports by the year 2030.

Investments & Policy Support

- **Budget Allocation**

  The Union Budget 2025–26 allocated approximately ₹ 52.7 billion to the Ministry of Textiles, representing an increase of around 19% over the previous financial year's budget estimates.

- **PM MITRA Parks**

  The Government is developing 7 PM MITRA Parks with an estimated investment potential of over ₹ 274.3 billion aimed at creating integrated textile manufacturing infrastructure.

- **Foreign Direct Investment (FDI)**

  Total FDI inflows into the Indian textile sector stood at approximately USD 4.8 billion between April 2000 and June 2025.

- Export Promotion Schemes

  The Government extended the RoSCTL and RoDTEP schemes beyond March 2026 to continue supporting textile exports and improve global competitiveness.

- **Skill Development**

  Under the SAMARTH Scheme, around 541,000 persons have been trained, including nearly 88% women participants. The Government has further targeted training of an additional 200,000 persons during FY 2025–26.

Sectoral Trends

- **Technical Textiles**

  Under the National Technical Textiles Mission, approximately 168 projects worth nearly 5.09 billion had been approved by early 2025, with major focus on specialty fibres and high-performance textile applications.

- **Employment Generation**

  The textile sector continues to remain one of the largest employment generators in India with an estimated workforce exceeding 45 million people.

- **Sustainability & Innovation**

  The industry continued to witness increasing focus on:

  sustainable manufacturing,

  eco-friendly processes,

  recycled materials,

  energy-efficient production systems, and

  technology-driven "smart fabrics" and advanced textile solutions.

INDUSTRY OPPORTUNITIES

1. **Strong Domestic Demand**

   India's growing population, rising disposable income and increasing consumer spending continue to support strong domestic demand for apparel and textile products. Expansion of organised retail, growth of e-commerce platforms and increasing fashion awareness are expected to further drive industry growth.

2. **Global Sourcing Diversification**

   The shift in global sourcing strategies by international brands and retailers away from overdependence on China presents significant opportunities for Indian textile manufacturers. India's strong raw material base, integrated manufacturing ecosystem and skilled workforce position the country favourably to capture larger export opportunities.

3. **Government Policy Support**

   The Government's Production Linked Incentive (PLI) Scheme is expected to boost investment in man-made fibre apparel, fabrics and technical textiles. The scheme aims to enhance manufacturing scale, improve competitiveness and increase exports from the textile sector.

4. **PM MITRA Parks Development**

   PM MITRA Parks are expected to strengthen textile infrastructure through integrated manufacturing facilities, common utilities and logistics support. Such integrated textile parks are likely to reduce production costs, improve operational efficiency and strengthen supply chain management.

5. **Growth in Technical Textiles**

   The technical textiles sector presents substantial growth opportunities due to increasing applications across healthcare, defence, agriculture, infrastructure, automotive and industrial sectors. Rising infrastructure development and industrial expansion are expected to support long-term growth in this segment.

6. **Sustainability and Eco-Friendly Products**

Increasing global demand for sustainable and eco-friendly products is expected to create new opportunities for textile manufacturers adopting green manufacturing practices, recycled fabrics, water conservation measures and energy-efficient production systems.

7. **Digital Transformation and Automation**

Adoption of advanced manufacturing technologies including automation, artificial intelligence, digitalisation and smart manufacturing processes is expected to improve productivity, operational efficiency and product quality across the textile industry.

INDUSTRY CHALLENGES

1. **Volatility in Raw Material Prices**

Fluctuation in cotton prices, yarn prices and other raw material costs continues to remain one of the major concerns for textile manufacturers. Any significant volatility in raw material prices may adversely affect operating margins and profitability.

2. **Global Competition**

The textile industry faces increasing competition from countries such as Bangladesh, Vietnam and China due to lower labour costs, favourable trade agreements and export incentives available in such countries.

3. **Global Economic Uncertainties**

Global economic slowdown, inflationary pressures and geopolitical tensions may impact consumer spending and export demand across international markets. Any slowdown in key export destinations may adversely affect order flows and pricing realisations.

4. **Logistics and Supply Chain Disruptions**

Freight cost fluctuations and supply chain disruptions continue to pose operational challenges for exporters and manufacturers. Disruptions in logistics and transportation systems may affect delivery schedules, inventory management and overall business operations.

5. **Environmental and Sustainability Compliance**

Increasing environmental regulations and sustainability compliance requirements from global buyers require continuous investment in green manufacturing technologies, waste management systems and energy-efficient operations.

6. **Labour and Workforce Challenges**

Labour availability, rising wage costs and shortage of skilled workforce continue to remain key industry challenges. The industry requires continuous investment in employee training, skill development and automation to improve productivity and operational efficiency.

7. **Foreign Exchange Fluctuations**

Foreign exchange rate volatility may impact export competitiveness, import costs and the overall financial performance of textile companies engaged in international trade.

8. **Risk Mitigation Measures**

The Company continues to closely monitor these risks and undertakes appropriate mitigation measures through operational efficiency improvements, prudent financial management, diversification strategies, strengthening internal controls and continuous review of business processes.

COMPANY PERFORMANCE AND OUTLOOK

The Company continues to operate in the textile and apparel segment and focuses on improving operational efficiency, product quality and market presence.

During the year under review, the Company continued its efforts towards strengthening manufacturing capabilities, improving customer satisfaction and enhancing distribution channels.

The Company has successfully repositioned itself from a volume-driven textile player to a value-focused, brand-led organisation, with a clear emphasis on branded garments, value-added products, and export-oriented growth. This strategic shift is expected to drive sustainable profitability and long-term value creation.

Going forward, the Company aims to rebuild and significantly scale its top line through aggressive expansion across domestic and international markets. The domestic business is expected to witness strong growth driven by deeper penetration of the Company's brands in innerwear, casual wear, and active wear segments across traditional retail, modern trade, and e-commerce platforms.

The export segment is poised to emerge as a key growth driver, supported by favorable global trade dynamics, including Free Trade Agreements with key markets and India's increasing competitiveness in man-made fibre (MMF) textiles. The Company's strengthened sourcing capabilities and focus on MMF-based products are expected to further enhance its global positioning.

The newly commissioned garment manufacturing facility in Howrah is expected to stabilize and contribute meaningfully to operational performance in the coming periods. Additionally, the Company is exploring expansion opportunities within textile clusters such as PM MITRA Parks, which will provide scale efficiencies and ecosystem advantages.

Management remains committed towards enhancing operational efficiency, maintaining financial discipline and improving shareholder value through sustainable business growth.

RISK MANAGEMENT AND MITIGATION

The Company has established a comprehensive risk management framework to identify, assess, monitor and mitigate various business risks. The risk management process is regularly reviewed by the management and the Board to ensure effective implementation of mitigation measures.

Followings are potential risk in business of the Company-

Financial Risk

The textile industry faces various financial risks, from having lenient payment terms to negotiating weak contracts. You must practice caution to ensure prompt payments for items delivered, which is possible through various strategies, including placing requirements for advanced payments, leveraging invoice factoring, seeking bank guarantees, and insuring trade credit. Furthermore, be sure to evaluate the risk scores of your current and potential customers to minimize the likelihood of non-payment.

Operational Risk

These risks have a broad scope that covers elements like workers' health and safety, product quality, management externalities, and regulatory compliance. Monitoring factory conditions and work processes can help gauge your overall risk exposure on specific operations and facilitate the necessary improvements.

Supply Chain Risk

A study by the Institute of Supply Management revealed that about 75 percent of organizations reported supply disruptions since the commencement of the pandemic, and this brought about a renewed focus on supply chain risk mitigation. Maximum purchases are from india, hence not much logistic risk, however there is always risk of delayed supplies from Indian suppliers. The bigger risk is the fluctuating international freight rates and lead times while exporting.

Industry Risk

With a birds-eye view of the entire industry, you must closely follow trends in trade policies, competitive landscape disruptions, and macroeconomic developments. It's also essential to monitor changes to your controls, especially in today's business environment that experiences quick and frequent adjustments. Staying ahead of these risk factors will help you anticipate market developments and adapt your business strategies accordingly. Textiles is a global industry and hence both supply & demand is impacted by the events across the globe.

Compliance Risk

To stay ahead of compliance risk, organizations in the textile industry must meticulously understand the regulations governing their sector, evaluate their adherence level with each, identify any control setbacks, and take relevant corrective measures. These steps will prevent the fines and reputational damage resulting from non-compliance.

Mitigation of Various Risk

The Company has implemented a robust risk management framework to identify, assess and mitigate various business risks in a timely manner. Appropriate internal controls, monitoring mechanisms and compliance systems are in place to minimize financial, operational, supply chain and regulatory risks. The management regularly reviews risk factors affecting the business and takes necessary corrective measures to safeguard the interests of the Company.

The Company has reworked its dependence on cotton fibre and has shifted more of its fabric and garments to cotton/manmade fibre blends to reduce the risk of its business due to cotton volatility. However, we believe that risk has not subsided yet and we are constantly monitoring the situation.

A significant step taken by the Company has been introduction of credit insurance that apart from reducing bad debt, also give the Company confidence to sell more aggressively in the domestic market on credit. In exports, the Company does not sell anything on unsecured credit.

The Board of Directors periodically reviews the effectiveness of the risk management framework to ensure sustainable business operations and growth.

The Risk Management Policy may be accessed on the Company's website at the link https://tttextiles.com/wp-content/uploads/2023/12/Risk-Management-policy-T-T-Ltd.pdf

INTERNAL CONTROL SYSTEM

The Company has established adequate internal control systems commensurate with the size, scale and nature of its business operations.

The internal control framework is designed to ensure reliability of financial reporting, safeguarding of assets, compliance with applicable laws and regulations and operational efficiency.

The Company has implemented proper systems and procedures for monitoring business operations, financial transactions, inventory management and statutory compliance.

Internal audits are conducted periodically to evaluate the adequacy and effectiveness of internal controls, operational processes and compliance mechanisms. Audit findings and recommendations are reviewed by the Audit Committee and corrective actions are implemented wherever necessary.

The Audit Committee regularly reviews internal audit reports, risk management processes and financial reporting systems to ensure transparency and accountability in operations.

The Company also continues to strengthen digital systems, process automation and management information systems to improve efficiency and governance standards.

HUMAN RESOURCES

Human resources continue to remain one of the most valuable assets of the Company. The Company believes that employee engagement, skill development and performance-driven culture are essential for sustainable business growth.

The Company continued to focus on employee training, skill enhancement, safety awareness and leadership development initiatives during the year under review.

Industrial relations remained cordial throughout the year. The Company continues to maintain a healthy, safe and inclusive work environment for all employees.

Various employee welfare initiatives, safety measures and motivational programs were undertaken during the year to improve employee satisfaction and productivity.

The management remains committed towards creating a positive organisational culture based on teamwork, integrity, transparency and professional excellence.

FINANCIAL PERFORMANCE

During the year under review, the Company achieved Revenue from operations of Rs. 19151.94 lakhs as compared to Rs. 21,443.15 lakhs in the previous financial year. Further, the Company has earned profit after tax and exceptional items of Rs. 29.09 lakhs in the current financial year as against profit of Rs. 409.91 lakhs in the previous financial year..

J. FINANCIAL RATIOS

Ratios	2025-26 (%)	2024-25 (%)	% Variation	Reason for Changes
Current Ratio	2.00	1.83	9.74	Current Ratio has improved due to higher increase in current assets compared to current liabilities.
Debt – Equity Ratio	0.64	0.99	(35.62)	Debt Equity Ratio has changed due to lower borrowings and a stronger equity base during the year.
Debt Service Coverage Ratio	0.85	0.85	(0.63)	Debt Service Coverage Ratio (DSCR) remains almost unchanged, reflecting that the company's earnings available for debt servicing moved proportionately with debt obligations.
Return on Equity (ROE)	0.00	0.05	(94.66)	Return on Equity (ROE) is decreased due to increase in equity share capital & lower profitability.
Inventory Turnover Ratio	1.83	2.38	(23.08)	Inventory turnover ratio is decrease due lower cost of goods sold relative to average inventory.
Trade Receivables turnover ratio	4.18	5.75	(27.32)	Trade Receivable turnover ratio is decreased due to mainly faster debtors' recovery
Trade payables turnover ratio	14.35	17.47	(17.87)	Trade Payables Turnover Ratio has decreased, indicating faster payment to vendors/creditors
Net Capital turnover ratio	2.60	3.65	(28.84)	Net Capital Turnover Ratio has decreased, primarily due to increase in working capital.
Net profit ratio	0.00	0.02	(92.05)	Net profit has decreased due to significantly lower net profit margins during the year.
Return on capital employed (ROCE)	0.06	0.02	251.39	ROCE has improved due to a higher EBIT during the year, while capital employed increased at a lower proportion, resulting in better returns.

DISCLOSURE OF ACCOUNTING TREATMENT

The financial statements of the Company are prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendments thereto. The financial statements have been prepared under the historical cost convention on accrual basis except for certain financial instruments measured at fair value and in accordance with the guidelines issued by the Securities and Exchange Board of India (SEBI).

CAUTIONARY STATEMENT

Statements made in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may constitute forward-looking statements within the meaning of applicable laws and regulations.

Actual results may differ materially from those expressed or implied due to various factors including changes in government policies, economic conditions, raw material prices, market demand, foreign exchange fluctuations, competition and other risks and uncertainties beyond the control of the Company.

ACKNOWLEDGEMENT

The Directors of the Company wish to express their appreciation for the continued co–operation of the Central and State Governments, bankers, financial institutions, customers, dealers and suppliers and all the valuable assistance received from the shareholders. The Directors also wish to thank all the employees of the Company for their contribution, support and continued cooperation throughout the year..

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

AUDITOR'S CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

The Members of **T T Limited**

We have examined the compliance of conditions of corporate governance by **T.T. Limited ("the Company")**, for the year ended 31st March, 2026, as specified Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"the Regulations"**).

Management's Responsibility:

The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Govermance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditors' Responsibility:

Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We conducted our engagement in accordance with the "Guidance Note on Corporate Governance Certificate" issued by the Institute of Company Secretaries of India. Our responsibility is to certify based on the work done.

Conclusion:

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management as conducted the affairs of the Company.

Restrictions on use:

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

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For **Doogar & Associates**
Chartered Accountants
Firm Regn.No.000561N

Mukesh Goyal
Partner
M.No.081810
UDIN:26081810RMQBXC3093

Place: New Delhi
Date: 21/05/2026

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members,
T T Limited
Plot No. 71/2C, 2nd Floor,
Poddar House,Rama Road,
Moti Nagar, Karam Pura,
New Delhi-110015.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **T T Limited** having **CIN: L18101DL1978PLC009241** and having registered office at Plot No. 71/2C, 2nd Floor, Poddar House,Rama Road, Moti Nagar, Karam Pura, New Delhi-110015 (hereinafter referred to as '**the Company'**), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	*Date of Appointment
1.	SH. RAHUL JAIN	00618923	20/10/2021
2.	SH. SANJAY KUMAR JAIN	01736303	15/01/1997
3.	SMT.JYOTI JAIN	01736336	15/01/1997
4.	SH. RIKHAB CHAND JAIN	01736379	29/09/1978
5.	SH. SUNIL MAHNOT	06819974	21/05/2014
6.	SH. PUNEET BOTHRA	09353464	20/10/2021
7.	SH. ANKIT GULGULIA	08383546	01/04/2019
8.	SH. AMIT DUGAR	09669701	04/08/2022
9.	SH. BRIJMOHAN SHARMA	09646943	14/08/2024
10.	SH. HARDIK JAIN	09585969	14/08/2024

** The date of appointment is the Original date of appointment as per the MCA portal.*

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FOR DEEPAK KUKREJA & ASSOCIATES
COMPANY SECRETARIES

DEEPAK KUKREJA
PROPRIETOR
CP No. 8265
FCS No. 4140
Peer Review No. 2667/2022

Date: 21.05.2026
Place: New Delhi
UDIN: F004140H000436044

Independent Auditors' Report

To the Members of T T Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **T T Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and Notes to Financial Statement including a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended and accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2026, its profit (including other comprehensive income), changes in equity and its cash flows for the year then ended.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matter

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the Key Audit Matters to be communicated in our report.

The key audit matter	How the matter was addressed in our audit
As at 31st March, 2026 the Company, has receivables against claims/Subsidy amounting to Rs.1316.57 Lacs which is significant to the financial statements. We considered this to be a Key Audit Matter because recognition of accruals/claims and assessment of recoverability of the claims is subject to significant judgment of the Management. The area of judgement includes certainty around the satisfaction of conditions specified in the notifications/policies, collections, provisions thereof, likelihood of variation in the estimation of the related computation rates and the final notification, and basis for determination of accruals/ claims.	Our audit procedures included the following: • Obtaining an understanding of the process of identification of claims, litigations, arbitrations and contingent liabilities, and internal control relevant to the audit in order to design our audit procedures that are appropriate in the circumstances. • Evaluating the management's assessment regarding reasonable certainty for complying with the relevant conditions as specified in the Notifications / policies and collections. • Examining the relevant notifications/policies issued by various authorities to ascertain the appropriateness of the recognition of accruals/ claims, adjustments to claims already recognised pursuant to changes in the rates and basis for determination of claims. • Discussing and analysing material legal cases with the Company's legal department.

	• Ageing analysis and assessing the information used by the Management to determine the recoverability of the claims by considering historical trends of collection against claims, the level of expected credit loss charged over time, provisions created and reversal thereof in the financial statements. Based on the above procedures performed, the management's estimates related to recognition of subsidy accruals/ claim and their recoverability are considered to be reasonable.

Other Information

The Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of audit report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's responsibility for the financial statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of the financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the goings concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's responsibility

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the financial statements made by the Management and Board of Directors.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the **"Annexure A"** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit, we report that:
    a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and the Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.

d. In our opinion, the aforesaid Financial Statements comply with the Ind AS specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B".** Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has no pending litigations as confirmed by the Management; therefore, there is no impact on its financial position in its financial statements;

   ii. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   iii. There was no amount which is required to be transferred to the Investor education and Protection Fund by the Company.

   iv. (a) The Management has represented that, to the best of it's knowledge and belief as disclosed in the Note No. 41(v) to the Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

   (b) The Management has represented, that, to the best of it's knowledge and belief as disclosed in the Note No. 41(vi) to the Financial Statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entity (ies) ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

   (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) under clause (i) and (ii) of Rule (e) contain any material misstatement.

v. The Company has not proposed any dividend in the current financial year. The proposed final dividend for the financial year ended 31st March, 2025, which was subject to approval of members at the ensuing Annual General Meeting has been paid during this year. The amount of dividend paid is in accordance with Section 123 of the Companies Act, 2013, as applicable.

vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining their books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year in the respective software. Further, during the course of audit, we did not come across any instance of audit trail feature being tampered with.

Additionally, the audit trail that was enabled and operated for the year ended March 31, 2025, has been preserved by the Company as per the statutory requirements for record retention, as stated in Note 41(xi) to the financial statement.

For Doogar & Associates
Chartered Accountants
Firm Regn. No: 000561N

Mukesh Goyal
Partner
M. No: 081810
UDIN: 26081810ZNLPIM9003

Place: New Delhi
Date:21st May, 2026

Annexure A - Referred to in paragraph 1 under the heading "Report on other Legal and Regulatory Requirements' section of our report to the members of T T Limited of even date

I. (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The company is maintaining proper records showing full particulars, including quantitative details and situation of Intangible Assets.

(b) The Property, Plant and Equipment of the Company have been physically verified by the Management at reasonable intervals, which in our opinion, is considered reasonable having regard to the size of the company and the nature of its assets.

(c) In our opinion and according to information and explanations given to us and on the basis of our examination of the property tax receipts and lease agreement for land on which building is constructed, registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.

(d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.

(e) No Proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act 1988, (45 of 1988) and rules made thereunder.

II. (a) The inventories have been physically verified by the Management during the year at all its locations, except stock lying with third parties and at erstwhile unit of the company at Gajraula and goods in transit which have been verified, to the extent possible, with reference to correspondence with the third parties. In our opinion, the coverage and procedure of such verification is reasonable. No material discrepancies of 10% or more in the aggregate for each class of inventory were noticed on such physical verification. Inventories lying with third parties have been confirmed by the third parties as at year end and no such material discrepancies were noticed in respect of such confirmations.

(b) During the year, the company has been sanctioned working Capital Limits in excess of Rs. Five crores, in aggregate from Bank or Financial Institutions on the basis of security of Current Assets. According to the information and explanations given to us and on the basis of our examination of the records of the Company the quarterly returns or statements filed by the Company with such Bank or Financial Institutions are in agreement with the books of account of the Company. The differences, if any, are either not material or minor in nature.

III. (a) The Company has provided unsecured loans to other parties but has not provided any guarante or given any security or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year-

Particulars	Loans
A. Aggregate amount provided during the year	
-Loans to Others	510.00
B. Balance outstanding as at balance sheet date in respect of above	
-Loans to Others (exclusive of Interest)	410.00

(b) The terms and conditions of the grant of above-mentioned loans granted during the year are, in our opinion, prima facie, are not prejudicial to the Company's interest.

(c) The Company has granted loans which are re-payable on demand to other parties therefore the schedule of repayment of principal and payment of interest have not been stipulated. We are informed that the Company has not demanded repayment of any such loan during the year and thus there has been no default on the part of the parties to whom the money has been lent however receipt of interest on such loans are regular.

(d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.

(e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.

(f) According to information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year except for the loans mentioned in clause (a) above.

IV. According to information and explanation given to us, the Company complied with the provisions of sections 185 or 186 of the Companies Act, 2013 in respect of investments, loans, guarantee or security given, to the extent as applicable.

V. The Company has not accepted any deposits from the public within the meaning of directives issued by the Reserve Bank of India and provisions of sections 73 to 76 or any other relevant provisions of the Act and hence the rules framed thereunder are not applicable to the Company.

VI. We have broadly reviewed the books of accounts maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of Cost Records under section 148 of the Act, and are of opinion that prima facie, the prescribed accounts and records have been made and maintained, however, we have not made the detailed examination of such cost records.

VII. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is generally regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other statutory dues applicable to it with the appropriate authorities. There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other statutory dues in arrears as at 31st March, 2026 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us there are no dues of income tax, duty of customs, value added tax, GST or other applicable material statutory dues which have not been deposited as on 31st March, 2026 on account of any dispute.

VIII. According to the information and explanations given to us and the records of the Company examined by us, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961, as income during the year. Accordingly, the requirement to report on clause 3 (viii) of the Order is not applicable to the Company.

IX. (a) In our opinion and according to information and explanations given to us the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) In our opinion and according to information and explanations given to us the Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the term loans were applied for the purpose for which the loans were obtained.

(d) In our opinion and according to the information and explanations given to us, fund raised on short term basis have prima-facie not been used for long term purposes.

(e) The company does not have subsidiaries, associates or joint ventures and hence reporting under clause 3(ix) (e) of the Order is not applicable.

(f) The company does not have subsidiaries, associates or joint ventures and hence reporting on clause 3(ix) (f) of the Order is not applicable.

X. (a) The Company has not raised money by way of an initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x) (a) of the Order is not applicable.

(b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company.

XI. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have been informed of any such case by the Management.

(b) During the year, no report under section 143(12) of the Companies Act,2013 has been filed in form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors Rules,2014 with the Central Government.

(c) As represented to us by the Management, there are no whistle-blower complaints received by the Company during the year.

XII. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.

XIII. According to the information and explanations given to us, all transactions with the related parties are in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

XIV. (a) The Company has an internal audit system commensurate with the size and nature of its business.

(b) The internal audit reports of the Company issued till the date of the audit report, for the year under audit have been considered by us.

XV. According to information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with Directors or person connected with them. Accordingly, clause 3 (xv) of the Order is not applicable to the Company.

XVI. (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.

(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Accordingly reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.

(d) The Group does not have any Core investment Company (CIC) as part of the group and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

XVII. The Company has not incurred cash loss in this financial year and the preceding financial year.

XVIII. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying Financial Statements, our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

XIX. The company does not have any obligation under section 135 of the Companies Act, 2013. Accordingly, reporting under clause 3(xx)(a) and 3(xx)(b) of the Order are not applicable for the year.

For Doogar & Associates
Chartered Accountants
Firm Regn. No: 000561N

Mukesh Goyal
Partner
M. No: 081810
UDIN: 26081810ZNLPIM9003

Place: New Delhi
Date: 21st May, 2026

Annexure B - Referred to in paragraph 2(f) under the heading "Report on Other Legal and Regulatory Requirements" section of our report to the Members of T T Limited of even date

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of T T Limited (the Company") as of 31st March, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

An audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial control systems over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control system over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of Management and Directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial

controls over financial reporting were operating effectively as at 31st March 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by ICAI.

For Doogar & Associates
Chartered Accountants
Firm Regn. No: 000561N

Mukesh Goyal
Partner
M. No: 081810
UDIN: 26081810ZNLPIM9003

Place: New Delhi
Date: 21st May,2026

BALANCE SHEET AS AT MARCH 31, 2026

(₹ in lakhs)

Particulars	Notes	As at March 31, 2026	As at March 31, 2025
ASSETS			
(1) **Non - Current Assets**			
(a) Property, plant and equipment	2	6,573.04	5,234.95
(b) Capital work - in - progress	2	-	346.84
(c) Intangible assets		-	-
(d) Other intangible assets		-	-
(e) Financial assets			
(i) Others	3	426.53	797.16
(f) Deferred tax assets (net)	18	-	147.44
(g) Other non - current assets	4	973.68	970.04
Total Non-current assets		**7,973.26**	**7,496.44**
(2) **Current Assets**			
(a) Inventories	5	7,119.75	6,198.55
(b) Financial assets			
(i) Investments	6	0.03	0.03
(ii) Trade receivables	7	4,654.96	4,505.32
(iii) Cash and cash equivalents	8	45.67	25.84
(iv) Bank Balances other than (lll) above	10	31.23	12.19
(v) Loans	9	679.42	156.38
(vi) Others	3	1,034.55	1,101.92
(c) Current tax assets (net)		-	-
(d) Other current assets	4	1,174.18	1,007.00
		14,739.78	13,007.22
(e) Non Current assets held for Sale		-	-
Total Current assets		**14,739.78**	**13,007.22**
TOTAL ASSETS		**22,713.04**	**20,503.66**
(3) **EQUITY AND LIABILITIES**			
EQUITY			
(a) Equity share capital	11	2,583.11	2,249.81
(b) Other equity	12	9,927.97	6,766.84
Total Equity		**12,511.08**	**9,016.65**
(4) **Non - Current Liabilities**			
(a) Financial liabilities			
(i) Borrowings	13	2,722.12	4,360.07
(ii) Trade payables	15	-	-
a) Total outstanding dues of Micro enterprises and small enterprises		-	-
b) Total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
(iii) Other financial liabilities	16	-	-
(b) Provisions	17	-	-
(c) Deferred tax liabilities (net)	18	120.16	-
(d) Government grants	16A	-	-
(e) Other non-current liabilities		-	-
Total Non-current liabilities		**2,842.28**	**4,360.07**
(5) **Current Liabilities**			
(a) Financial liabilities			
(i) Borrowings	13	5,251.60	4,565.78
(ii) Trade payables	14		
a) Total outstanding dues of Micro enterprises and small enterprises	14	14.35	59.36
b) Total outstanding dues of creditors other than micro enterprises and small enterprises	14	803.13	882.76
(iii) Other financial liabilities	15	1,104.24	1,160.45
(b) Government grants	16A	-	-
(c) Other current liabilities	19	33.05	40.49
(d) Provisions	17	153.31	418.10
Total Current liabilities		**7,359.68**	**7,126.94**
TOTAL EQUITY & LIABLITIES		**22,713.04**	**20,503.66**

The accompany note no. (2 to 42) are integral part of the financial statements

Summary of significant accounting policies 1

As per our report of even date attached
For Doogar & Associates
Chartered Accountants
Firm Registration No. 000561N

(Mukesh Goyal)
Partner
M No. 081810

Place: New Delhi
Date : 21.05.2026

For and on behalf of the Board of Directors of
T T Limited

Sanjay Kumar Jain
Managing Director
(DIN : 01736303)

Sunil Mahnot
Director (Finance)
(DIN : 006819974)

Rahul Maurya
Company Secretary
(M: A73819)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2026

(₹ in lakhs)

Particulars	Notes	Year ended March 31, 2026	Year ended March 31, 2025
I) Revenue from operations	20	19,151.94	21,443.15
II) Other income	21	248.20	143.51
III) Total Income (I + II)		**19,400.14**	**21,586.66**
IV) Expenses			
Cost of materials consumed	22	5,763.82	5,393.07
Purchases of stock - in - trade	23	7,069.22	9,731.95
Changes in Inventories of finished goods, stock-in-trade and work-in-process	24	(626.25)	446.75
Employee benefits expenses	25	1,445.49	1,336.02
Finance costs	26	786.26	977.08
Depreciation and amortization expenses	27	193.69	130.15
Other expenses	28	4,417.32	4,266.98
Total expenses		**19,049.55**	**22,282.01**
V) Profit / (loss) before exceptional items and tax (III - IV)		350.60	(695.35)
VI) Exceptional items	33	-	1,704.25
VII) Profit / (loss) before tax (V - VI)		350.60	1008.90
VIII) Tax expense		-	-
(1) Current tax		119.35	360.29
(2) Current tax (MAT)		-	-
(3) MAT credit entitlement		-	-
Net Current Tax for the year		-	-
(4) Deferred tax Liability / (Assets)	29	267.59	238.70
(5) Adjustment of tax for previous years	29	(65.45)	-
Total		**321.50**	**598.99**
IX) Profit / (loss) from continuing operations (VII - VIII)		**29.10**	**409.91**
X) Profit / (loss) from discontinued operations (VII - VIII)		-	-
XI) Tax expense of discontinued operations		-	-
XII) Profit / (loss) from discontinued operations (after tax) (X - XI)		-	-
XIII) Profit / (loss) for the period (IX + XII)		**29.10**	**409.91**
XIV) Other comprehensive income			
A (i) Items that will not be reclassified to profit or loss		16.47	(45.97)
(ii) Income tax relating to items that will not be reclassfied to profit or loss			
B (i) Items that will be reclassified to profit or loss		(3.74)	10.66
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Net other comprehensive Income		**12.73**	**(35.31)**
XV) Total comprehensive income for the period (XIII - XIV)		**41.83**	**374.60**
XVI) Earnings per equity share			
(1) Basic		0.01	0.19
(2) Diluted		0.01	0.19

The accompany note no. (2 to 42) are integral part of the financial statements

Summary of significant accounting policies 1

As per our report of even date attached
For Doogar & Associates
Chartered Accountants
Firm Registration No. 000561N

(Mukesh Goyal)
Partner
M No. 081810

Place: New Delhi
Date : 21.05.2026

For and on behalf of the Board of Directors of
T T Limited

Sanjay Kumar Jain
Managing Director
(DIN : 01736303)

Sunil Mahnot
Director (Finance)
(DIN : 006819974)

Rahul Maurya
Company Secretary
(M: A73819)

STATEMENT OF CASH FLOW AS AT MARCH 31, 2026

(₹ in lakhs)

Particulars	Year ended March 31, 2026		Year ended March 31, 2025	
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		350.60		1008.90
Adjustments for:				
Depreciation and amortisation	193.69		130.15	
(Profit) / loss on sale of assets	(17.33)		(1702.54)	
Finance costs	786.26		977.08	
Interest income	(75.89)		(45.20)	
Adjustments to the carrying amount of investments	12.73		(35.31)	
		899.46		(675.82)
Operating profit / (loss) before working capital changes		1250.05		333.08
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	(921.20)		1305.90	
Trade receivables	(149.64)		(1556.24)	
Long-term loans and advances	366.99		(203.65)	
Other Current Assets	(641.89)		(53.93)	
	(1345.75)		(507.92)	
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	(124.64)		278.73	
Other current liabilities	(447.79)		(73.90)	
	(572.42)	(1918.16)	204.83	(303.08)
		(668.11)		30.00
Net income tax (paid) / refunds		65.45		-
Net cash flow from / (used in) operating activities (A)		**(602.67)**		**30.00**
B. Cash flow from investing activities				
Capital expenditure on fixed assets, including capital advances	(1,241.29)		(1,547.02)	
Proceeds from sale of fixed assets	73.68		5,017.93	
Interest received	75.89		45.20	
Government grants	-	(1091.72)	(61.74)	3454.36
Net cash flow from / (used in) investing activities (B)		**(1091.72)**		**3454.36**
C. Cash flow from financing activities				
Increase In Share Capital	333.30		100.00	
Increase In Securities Premium	3248.46		1,364.00	
Repayment of long-term borrowings	(1637.95)		(310.56)	
Net increase / (decrease) in working capital borrowings	685.82		(3653.20)	
Finance cost	(786.26)		(977.08)	
Dividend	(129.16)	1714.21	-	(3476.84)
Net cash flow from / (used in) financing activities (C)		**1714.21**		**(3476.84)**
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		**19.83**		**7.52**
Cash and cash equivalents at the beginning of the year		25.84		18.32
Cash and cash equivalents at the end of the year		**45.67**		**25.84**
Components of Cash and Cash equivalent				
Cash in Hand		5.89		5.70
With Banks in Current account		39.78		20.14
		45.67		**25.84**

The accompany note no. (2 to 42) are integral part of the financial statements

Summary of significant accounting policies 1

As per our report of even date attached
For Doogar & Associates
Chartered Accountants
Firm Registration No. 000561N

(Mukesh Goyal)
Partner
M No. 081810

Place: New Delhi
Date : 21.05.2026

For and on behalf of the Board of Directors of
T T Limited

Sanjay Kumar Jain
Managing Director
(DIN : 01736303)

Sunil Mahnot
Director (Finance)
(DIN : 006819974)

Rahul Maurya
Company Secretary
(M: A73819)

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2026

a. Equity share capital

Particulars	Amount (₹ in lakhs)
Balance at 01.04.2024	**2,249.81**
Changes in equity share capital during the year	-
Balance at 31.03.2025	**2,249.81**
Changes in equity share capital during the year	333.30
Balance at 31.03.2026	**2,583.11**

b. Other equity

(₹ in lakhs)

Particulars	Item of Other comprehensive income	Reserves and surplus					Total other equity
	Cash Flow hedging reserve	Capital reserve	General Reserve	Securities premium account	Money Received against Convertible Warrants	Retained earnings	
Balance at 01.04.2024	(8.74)	174.94	4,847.65	1,602.45	-	(1,588.06)	5,028.24
Profit for the year							-
Addition during the year	1.92			1,120.00	244.00	363.94	1,729.86
Transfer from Profit and Loss A/c	-						-
Transfer to Capital Redemption Reserve	-					-	-
Other Comprehensive Income for the year, net of income tax	8.74						8.74
Balance at 31.03.2025	**1.92**	**174.94**	**4,847.65**	**2,722.45**	**244.00**	**(1,224.12)**	**6,766.84**
Profit for the year							-
Dividend						(129.16)	(129.16)
Addition during the year	(1.82)			3,248.46	-	45.57	3,292.21
Transfer to Capital Redemption Reserve							-
Other comprehensive income for the year, net of income tax	(1.92)						(1.92)
Balance at 31.03.2026	**(1.82)**	**174.94**	**4,847.65**	**5,970.91**	**244.00**	**(1,307.71)**	**9,927.97**

The accompany note no. (2 to 42) are integral part of the financial statements

Summary of significant accounting policies 1

As per our report of even date attached
For Doogar & Associates
Chartered Accountants
Firm Registration No. 000561N

(Mukesh Goyal)
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Place: New Delhi
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For and on behalf of the Board of Directors of
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Sanjay Kumar Jain
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Sunil Mahnot
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Rahul Maurya
Company Secretary
(M: A73819)

1. Corporate information

T T Limited ("Company") is a public Company domiciled in India and is incorporated 29th Sept, 1978 under the provisions of the Companies Act applicable in India. Its shares are listed with the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE). The registered office of the Company is located on the 2nd Floor, Poddar House, 71/2C, Rama Road, Moti Nagar Delhi-110015. The Company is engaged in primarily one segment consisting of Textile (comprising of yarn manufacturing, Knitting, and cutting and sewing of textiles products).

The financial statements are authorized for issue in accordance with a resolution of the Board of Directors on 21st May 2026.

Note 1.2: Material accounting policies

This note provides list of the material accounting policies applied in the preparation of these standalone financialstatements.

1.2.1 Basis of preparation of Financial Statements

i) Compliance with Indian Accounting Standards (Ind AS)

The financial statements of the Company are prepared in accordance with Indian Accounting Standards (Ind AS) under historical cost convention on accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act 2013(the Act) and guidelines issued by the Securities & Exchange Board of India (SEBI). The Ind AS are prescribed under section 133 of the Act, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter:

ii) USE OF ESTIMATES

The preparation of financial statements in conformity with Indian Accounting Standards (Ind AS) requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the reporting period and reported amounts of revenues and expenses during the period. Although these estimates are based upon management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in Note 2.3.

iii) Functional and Presentation Currency

The financial statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates. All values are rounded to the nearest Lakhs (INR 00,000) except when otherwise indicated

(iv) Historical cost convention

The financial statements are prepared on accrual basis of accounting under historical cost convention in accordance with generally accepted accounting principles in India and the relevant provisions of the Companies Act, 2013 including Indian Accounting Standards notified there under, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

(v) Operating Cycle

All assets and liabilities have been classified as current or non-current according to the Company's operating cycle and other criteria set out in the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current non-current classification of assets and liabilities.

1.2.2 Summary of Material Accounting Policies

a) Revenue Recognition Sale of Goods

Revenue from sale of goods is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods. The Company assesses promises in the contract that are separate performance obligations to which a portion of transaction price is allocated.

Revenue is measured based on the transaction price as specified in the contract with the customer. It excludes discounts, incentives, volume rebates, goods & services tax and amounts collected on behalf of third parties. In determining the transaction price, the Company considers below, if any:

Variable consideration:

This includes discounts, incentives, volume rebates, etc. It is estimated at contract inception and constrained until it ishighly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. It is reassessed at end of each reporting period.

Consideration payable to a customer:

Such amounts are accounted as reduction of transaction price and therefore, of revenue unless the payment to the customer is in exchange for a distinct good that the customer transfers to the Company.

Further, in accordance with Ind AS 37, the Company recognises a provision for onerous contract when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received

Export benefits

Export benefits arising from DutyDrawback scheme, Merchandise Export Incentive Scheme, ROSL and ROSCTL are recognized on shipment of direct exports.

Revenue from exports benefits measured at the fairvalue of consideration received or receivable net ofreturns and allowances, cash discounts, trade discountsand volume rebates.

Revenue from rendering of services

Revenue from rendering of services is recognisedwhen the performance obligation to render the services arecompleted as per contractually agreed terms.

Interest income:

Interest income from a financial asset is recognised when it is probable that the economic benefitswill flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the amortised cost and at the effective interest rate applicable

b) Inventories

(i) Finished goods and work-in-progress are valued at lower of cost or net realizable value. Cost of inventories comprises of cost of purchase, cost of conversion,depreciation, other overheads to the extent applicableand other costs incurred in bringing them to their respective present location and condition.

By products are valued at net realizable value.

(ii) Stock in trade: cost includes cost of purchase and other costs incurred in bringing the inventoriesto their present location and condition. Cost isdetermined on weighted average basis

(iii) Stores and spares are stated at cost less provision,if any, for obsolescence.

(iv) Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average cost basis.

(v) Cost of finished goods, work-in-process and stores, spares and raw material are determined on the basis of weighted average method.

(vi) Obsolete stocks are identified every year on the basis of technical evaluation and are charged off to revenue.

(vii) Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

c) Property, Plant and Equipment

Property, Plant and Equipment ("PPE") are stated at Historical cost less accumulated depreciation and less accumulated impairment losses, if any. Historical Cost includes its purchase price including import duties, non-refundable taxes (net of CENVAT/GST or any duty credits wherever applicable), after deducting trade discounts and rebates. It includes other costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and the borrowing costs for qualifying assets and the initial estimate of restoration cost if the recognition criteria are met.

Capital work in progress is carried at cost, less any recognised impairment loss. Depreciation of these assets commenceswhen the assets are substantially ready for their intended use. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under "Other non-current Assets"

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Companyand the cost of the item can be measured reliably.

The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All otherrepairs and maintenance are charged to the statement of profit and loss during the reporting period in which they areincurred.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expectedto arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset andisrecognised in statement of profit and loss

d) Intangible Assets

Intangible assets with finite useful life are recognised when the Company controls the asset, it is probable that futureeconomic benefits attributed to the asset will flow to the Company and the cost of the asset can be reliably measured.

Intangible assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, ifany.

Intangible assets are amortized on a straight-line basis over the estimated useful economic life of 3 to 5 years. The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between thenet disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement ofProfit and Loss.

Intangible assets under development is carried at cost, less any recognised impairment loss. Amortisation of these assets commences when the assets are substantially ready for their intended use.

e) Expenses Incurred During Construction Period

Preliminary project expenditure, capital expenditure, indirect expenditure incidental and related to construction / implementation, interest on borrowings to finance fixed assets and expenditure on start-up / commissioning of assets forming part of a composite project are capitalized upto the date of commissioning of the project as the cost of respective assets.

f) Depreciation

Based on internal assessment and independent technical evaluation carried out by external valuer, the management believes that the useful lives as given below best represent the period over which management expects to use these assets. The useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013.

Assets description	Years of Useful Life
Building	30-60 Years
Plant and Machinery	22-25 Years
Office Equipment (Includes Computers and data processing units)	5-10 Years
Electrical Installation	5-20 Years
Furniture and Fixtures	15 Years
Vehicle	5-10 Years
Freehold Land	Not Amortised

And depreciation is charged on following basis:-

(i) Depreciation on All Assets is charged at Straight Line Method basis in the manner as prescribed in Companies Act 2013 and rate as per prescribed useful life above.

(ii) Cost of acquisition and improvement of lease hold land is amortized over the lease period.

(iii) Assets costing upto 5,000 are fully depreciated in the year of purchase.

(iv) Intangible assets are amortized over a period of 3-5 years on a straight line basis.

Estimated useful lives, residual values and depreciation methods are reviewed annually, taking into account commercial and technological obsolescence as well as normal wear and tear and adjusted prospectively, if appropriate

g) Impairment of assets

a) Financial assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the Financial assets which are not fair valued through standalone statement of profit and loss. For trade receivables, the Company applies thesimplified approach permitted by Ind AS 109 FinancialInstruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables. As a practical expedient, the Company uses a provision matrix to determine impairment loss of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. The ECL loss allowance (or reversal) during the year is recognized in the standalone statement of profit and loss.

b) Non Financial Assets

Non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets(cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

The company has the policy to assess at each reporting date for impairment required for each of its financial and non-financial assets

h) Foreign Exchange Transactions/Translation

Company designates certain foreign exchange forward contracts as cash flow hedges to mitigate the risk of foreign exchange exposure on highly probable forecast cash transactions.

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in other comprehensive income and accumulated in the cash flow hedging reserve. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the net profit in the statement of profit and loss. If the hedging instrument no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the forecasted transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the net profit in the statement of profit and loss upon the occurrence of the related forecasted transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedging reserve is reclassified to net profit in the statement of profit and loss.

i) Employee Benefits Expenses and liabilities in respect of employee benefits are recorded in accordance with Indian Accounting Standard 19 – Employee Benefits.

(i) Provident Fund

The Company pays contributions toward provident fund to the regulatory authorities as per local regulations whereas the Company has no further payment obligations. The contributions are recognised as employee benefit expense when they are due.

The Company makes contributions to Employee State Insurance in accordance with Employee State Insurance Act, 1948.

The Company has no obligation, other than the contribution payable to the provident fund.

(ii) Gratuity and other post-employment benefits

Gratuity is a post-employment benefit and is in the nature of a defined benefit plan. The liability recognised in the balance sheet in respect of gratuity is the present value of the defined benefit/ obligation at the balance sheet date less the fair value of plan assets, together with adjustment for unrecognized actuarial gains or losses and past service costs. The defined benefit/obligation is calculated at or near the balance sheet date by an independent actuary using the projected unit credit method.

Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligations recognized in Other Comprehensive Income. The effect of any plan amendments are recognized in net profits in the Statement of Profit and Loss.

(iii) Other Short Term Benefits

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

j) Leases

The Company assesses that the contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

(1) The contract involves the use of an identified asset,

(2) The Company has substantially all of the economic benefits from use of the identified asset,

(3) The Company has the right to direct the use of the identified asset.

Company as a lessee

The Company recognizes right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use asset is depreciated from the commencement date over the shorter of the lease term and useful life of the underlying asset. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments over the lease term. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company adopts the incremental borrowing rate for the entire portfolio of leases as a whole. The lease payments shall include fixed payments, variable lease payments, exercise price of a purchase option and payments of penalties for terminating the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The Company recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognizes any remaining amount of the re-measurement in statement of profit and loss.

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be of low value. The lease payments on short-term leases and leases of low-value assets are recognized as an expense on a straight-line basis over the lease term.

Company as a lessor

Leases where the Company does not transfer substantially all the risks and rewards incidental to ownership of the asset are classified as operating leases. Lease rentals under operating leases are recognized as income on a straight-line basis over the lease term.

k) Segment Accounting and Reporting

The Chief Operational Decision Maker monitors the operating results as one single business segment viz. Manufacturing and Sales of Textiles Goods for the purpose of making decisions about resource allocation and performance assessment and hence, there are no additional disclosures to be provided other than those already provided in the financial statements.

l) Taxes on Income

Income tax expense or credit represents the sum of the current tax and deferred tax.

Current and deferred tax is recognised in the Statement of Profit and Loss except to the extent it relates to items recognisedin 'Other comprehensive income' or directly in equity, in which case it is recognised in 'Other comprehensive income' or directly in equity, respectively

Current income tax

Current tax payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the Statement ofprofit and loss because some items of income or expense are taxable or deductible in different years or may never be taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Current tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority. The Company periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities

MAT credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the Minimum Alternative tax (MAT) credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

Deferred Tax

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purpose at reporting date. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

The carrying amount of deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilised. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow deferred tax assets to be recovered.

The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

m) Government grants and subsidies

Government grants are recognized where there is reasonable assurance that the company will comply with the conditions attaching to them and the grants will be received.

When the grant relates to an expense item, it Is recognisedas Income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

Government grants related to assets are treated as deferred income and are recognized in the statement of profit and loss on a systematic and rational basis.

Government grants related to revenue are recognized on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs which they are intended to compensate.

When the company receives grants of non-monetary assets, the asset and the grant are recorded at fair value and recognize to statement of profit and loss on a systematic basis over the useful life of the asset. The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

n) Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expenditure in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Interest bearing loans and borrowings has been restated to amortized cost using effective interest rate method with the discount accreted through the statement of profit and loss.

o) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and are liable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

p) Earning Per Share

Basic earnings per equity share are computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes affected prior to the approval of the financial statements by the Board of Directors.

q) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entityInitial recognition

Initial Measurement

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition.

Subsequent measurement

For the purpose of subsequent measurement financial assets is classifies in three broad categories:

A. Non-derivative financial instruments

(i) Debt instrument carried at amortized cost A debt instrument is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. Further, in cases where the company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

(iii) Financial assets at fair value through profit or loss

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through statement of profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through statement of profit or loss is recognised in statement of profit or loss in the period in which it arises. Interest income from these financial assets is included in other income.

iv) De-recognition of financial assets

A financial asset is derecognised only when:

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligationto pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risksand rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is notedrecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownershipof the financial asset, the financial asset is derecognised if the Company has not retained control of the financialasset. Where the Company retains control of the financial asset, the asset is continued to be recognised to theextent of continuing involvement in the financial asset.

(iv) Financial liabilities

i) Classification

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity inaccordance with the substance of the contractual arrangements and the definition of a financial liability and anequity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deductingall of its liabilities.

ii) Measurement

Financial liabilities are initially recognised at fair value, reduced by transaction costs (in case of financial liabilitynot at fair value through statement of profit or loss), that are directly attributable to the issue of financial liability. After initial recognition, financial liabilities are measured at amortised cost using effective interest method. Theeffective interest rate is the rate that exactly discounts estimated future cash outflow (including all fees paid, transaction cost, and other premiums or discounts) through the expected life of the financial liability, or, whereappropriate, a shorter period, to the net carrying amount on initial recognition. At the time of initial recognition, there is no financial liability irrevocably designated as measured at fair value through statement of profit andloss.

iii) Impairment of Financial Assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets whichare not fair valued through statement of profit or loss. Loss allowance for trade receivables with no significant financingcomponent is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses aremeasured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk frominitial recognition in which case those are measured at lifetime ECL. The amount ofexpected credit losses (orreversal) that is required to adjust the loss allowance at the reporting date is recognized as an impairment gain orloss in statement of profit and loss.

For trade receivables only, theCompany applies the simplified approach permitted by IndAS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables. As a practicalexpedient, the Company uses a provision matrix to determine impairment loss of its trade receivables. The provisionmatrix is based on its historically observed default rates over the expected life of the trade receivable and is adjustedfor forward looking estimates. The ECL loss allowance (or reversal) during the year is recognized in the statement ofprofit and loss.

iv) Derecognition:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as thede-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

v) Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. They are recognised initially at their fair value and subsequently measured amortised cost using the effective interest method.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realisethe asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

vi) Investment in Subsidiaries, Associates and Joint Ventures

Investment in subsidiaries, associates and joint ventures carried at cost in the separate financial statements

vii) Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

viii) Cash and cash equivalents

Cash and short-term deposits in the statement of financial position comprise cash at banks and on hand and short-term deposits with a maturity of three months or less, which are subject to an insignificant risk of changes in value. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

B. Derivative financial instruments

Initial recognition and subsequent measurement

The company holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

Financial assets or financial liabilities, at fair value through profit or loss.

This category has derivative financial assets or liabilities which are not designated as hedges. Although the company believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated a hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss.

Cash flow hedge

The company designates certain foreign exchange forward contracts as cash flow hedges to mitigate the risk of foreign exchange exposure on highly probable forecast cash transactions. When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in other comprehensive income and accumulated in the cash flow hedging reserve. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the net profit in the statement of profit and loss. If the hedging instrument no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the forecast transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the net profit in the statement of profit and loss upon the occurrence of the related forecasted transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedging reserve is reclassified to net profit in the statement of profit and loss.

r) Fair Value Measurement

The Company measures financial instruments such as derivatives and certain investments, at the fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

(i) In the principal market for the asset or liability. Or

(ii) In the absence of a principal market, in the most advantageous market for the assets or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial assets takes into account a market participant's ability to generate economic benefits by using the assets in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the balance sheet on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. For the purpose of fair value disclosures, the company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

1.4. Critical accounting estimates and judgments

The preparation of financial statements in conformity with Indian Accounting Standards (Ind AS) requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and disclosure of contingent liabilities at the end of the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Critical accounting estimates and Judgments a.

a. Useful lives of Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of property, plant and equipment are determined by the management based on technical assessment by internal team and external advisor. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes

in technology. The Company believes that the useful life best represents the period over which the Company expects to use these assets.

b. Contingent liability

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/ litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

c. Income taxes

The calculation of the Company's tax charge necessarily involves a degree of estimation and judgement in respect of certain items whose tax treatment cannot be finally determined until resolution has been reached with the relevant taxauthorityor, as appropriate, through a formal legal process. The Company reviews at each balance sheet date the carrying amount of Income Tax /deferred tax Liabilities.

d. Defined benefit plans (gratuity)

The Company's obligation on account of gratuity is determined based on actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

e. Insurance and other Claims

Insurance claims are recognized when the Company has reasonable certainty of recovery. Subsequently any change in recoverability is provided for.

f. Impairment of Financial Assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward estimate at the end of each reporting period.

2. PROPERTY, PLANT AND EQUIPMENT FOR THE YEAR ENDED 31st MARCH, 2026

Tangible Assets	Land		Buildings	Plant & Equipment	Office Equipment	Electrical Installation	Furniture & Fixtures	Vehicles	Total
	Freehold	Leasehold							
Cost or Valuation									
As at 1st April 2024	2,285.48	26.69	2,096.33	702.51	218.87	161.17	270.00	211.80	**5,972.86**
Additions / Purchase	-	1.03	1,284.00	88.59	7.85	7.18	21.05	10.51	**1,420.20**
Disposals / Sold	-	-	-	-	-	25.22	85.54	38.67	**149.42**
Adjustments	-	-	-	-	-	-	-	-	**-**
As at 31st March 2025	**2,285.48**	**27.73**	**3,380.33**	**791.10**	**226.71**	**143.13**	**205.51**	**183.63**	**7,243.63**
Additions / Purchase		-	850.13	343.38	32.17	189.57	107.56	65.31	**1,588.13**
Disposals / Sold	-	-	-	107.98	-	2.50	-	85.33	**195.81**
As at 31st March 2026	**2,285.48**	**27.73**	**4,230.46**	**1,026.50**	**258.88**	**330.20**	**313.08**	**163.61**	**8,635.95**
Depreciation									
As at 1st April 2024	-	-	1,011.22	191.10	220.32	157.94	265.80	155.64	**2,002.01**
Charged for the year	-	-	70.13	29.44	0.27	5.39	4.48	20.44	**130.15**
Disposals / Sold	-	-	-	-	-	25.22	85.54	12.73	**123.48**
Adjustments*	-	-	-	-	-	-	-	-	**-**
As at 31st March 2025	**-**	**-**	**1,081.35**	**220.54**	**220.59**	**138.11**	**184.74**	**163.35**	**2,008.68**
Charged for the year	-	-	130.09	33.80	2.27	11.02	4.03	12.48	**193.69**
Disposals / Sold	-	-	-	64.66	-	0.49	-	74.32	**139.46**
As at 31st March 2026	**-**	**-**	**1,211.44**	**189.68**	**222.86**	**148.65**	**188.77**	**101.51**	**2,062.91**
Net Block									
As at 1st April 2024	**2,285.48**	**26.69**	**1,085.11**	**511.41**	**(1.46)**	**3.23**	**4.20**	**56.15**	**3,970.84**
As at 31st March 2025	**2,285.48**	**27.73**	**2,298.98**	**570.56**	**6.12**	**5.02**	**20.77**	**20.28**	**5,234.95**
As at 31st March 2026	**2,285.48**	**27.73**	**3,019.03**	**836.82**	**36.02**	**181.56**	**124.31**	**62.09**	**6,573.04**

CAPITAL WIP		
Particulars	**As at 31st March, 2026**	**As at 31st March, 2025**
Opening Building and Plant and Equipment under erection/installation	346.84	220.02
Addition Building and Plant and Equipment under erection/installation	503.29	1,410.82
Less : Building capitalized during the year**	(850,13)	(1,284.00)
Total	**-**	**346.84**

CAPITAL CWIP	**Amount in CWIP for a period of**				
	0-1 years	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Projects in progress	-	-	-		346.84
Projects temporarily suspended	-	-	-	-	-

*Land has been alloted on 18.05.2022 (lease land) and 31.03.2022 (freehold land) considering lease integral part of conveyance deed it has been considered as non separable and hence not amortised.

**The Building at west bengal hosiery park factory was partly completed and capitalized as part of the building is capable of being used independently

3. Financial assets - Others

(₹ in lakhs)

Particulars	Non - current		Current	
	As at 31.03.2026	As at 31.03.2025	As at 31.03.2026	As at 31.03.2025
Claim Receivables from				
- Govt Authorities	-	-	713.12	713.12
- Others	434.30	499.15	169.15	182.37
Less : Expected Credit Loss	(112.96)	(105.43)	(32.83)	(29.18)
Other receivables	-	344.53	-	-
Other receivables - Capital Goods	-	-	172.84	235.61
Security deposits	105.19	58.91	-	-
Interest accrued on Unsecured Loan			12.26	-
Total	**426.53**	**797.16**	**1,034.55**	**1,101.92**

1. A sum of Rs 155.75 lakhs (previous year Rs 155.75) includes in claims receivable from Govt. Authorities pertains to subsidies receivables under the Technology Up-gradation Funds Scheme (TUFS) for Textiles established by Government of India & U.P State Govt. The amount of claims of subsidies filed are in accordance with policy issued, is subject of final adjustments that may arise on settlement with respective authority.
2. A sum of Rs 237.67 lakhs (previous year Rs 237.67) includes interest claims receivable from Govt. Authorities pertains to delayed export incentives received . The amount of claims of interest filed are in accordance with Policy issued, is subject of final adjustments that may arise on settlement with respective authority.
3. No Loans are due from directors or other officer of the group either severally or jointly with any other person. Nor any loans are due from firm or any private companies respectively in which any director is a partner, a director or a member other than stated above.

4. Other non-current assets

(₹ in lakhs)

Particulars	Non - current		Current	
	As at 31.03.2026	As at 31.03.2025	As at 31.03.2026	As at 31.03.2025
Capital Advances	117.85	6.18	-	-
Advances to Related Parties	287.06	200.00	-	-
MAT credit entitlement	563.90	754.09	-	-
Prepaid Expenses	-	-	44.38	35.52
Balances with statutory authorities	-	-	757.17	562.63
Interest Subsidy Receivable	-	-	133.88	133.88
Export Incentives Recoverable *	-	-	238.75	273.05
Foreign Exchange Receivable	-	-	-	1.92
Direct tax Recoverable	4.87	9.77	-	-
Total other assets	**973.68**	**970.04**	**1,174.18**	**1,007.00**

* Export Incentives includes transferable/Saleable Licencse of Rs. 154.01 Lacs (Previous Year Rs. 154.01 Lacs). The carrying value may be affected at the time of actual delivery.

5. Inventories

(₹in lakhs)

Particulars	Current	
	As at 31.03.2026	As at 31.03.2025
At lower of cost and net realizable value		
Raw Materials	1,150.77	912.95
Finished goods	5,289.22	4,756.59
Work - in - progress	459.70	366.08
Stores & Spares	220.06	162.93
Total	**7,119.75**	**6,198.55**

Refer Note 13 a(v) for information on inventories pledged as security by the company.

6. Investments

(₹in lakhs)

	Particulars	Non - current		Current	
		As at 31.03.2026	As at 31.03.2025	As at 31.03.2026	As at 31.03.2025
A	**SHARES IN COMPANIES**				
	Equity Shares - quoted	-	-	-	-
B	**SHARES IN SUBSIDIARY COMPANIES**	-	-	-	-
C.	**Others - Unquoted**	-	-	0.03	0.03
	West Bengal Hosiery Park Infrastructure Limited (300 shares @ ₹10/- face value)	-	-	-	-
	Total	**-**	**-**	**0.03**	**0.03**

a Quoted investments are Nil
b Unquoted investments are of Rs 0.03
c Impairment in value of investments is Nil

7. Trade Receivables

(₹in lakhs)

Particulars	Non - current		Current	
	As at 31.03.2026	As at 31.03.2025	As at 31.03.2026	As at 31.03.2025
a) Trade receivables considered good-Secured			Nil	Nil
b) Trade receivables considered good-Unsecured			4,654.96	4,505.32
c) Trade receivables which have significant increase in Credit Risk			Nil	Nil
d) Trade receivables - credit impaired *			84.29	78.75
Less: Impairment Allowance (allowance for bad and doubtful debts)			(84.29)	(78.75)
Current trade receivables			**4,654.96**	**4,505.32**

1. No trade or other receivable are due from directors or other officers of the Group either severally or jointly with any other person. Nor any trade or other receivable are due from firm or private companies respectively in which any director is a partner, a director or a member other than stated above.

*The provision for the impairment of trade receivable has been made in the previous year on the basis of the expected credit loss method and other cases based on management judgement.

7.1. Additional information as per Schedule III

(₹in lakhs)

	Outstanding for As at 31st March 2026							TOTAL
Particulars	**Unbilled**	**Not Due**	**Less than 6 months**	**6 months 1 year**	**1-2 years**	**2-3 year**	**More than 3 years**	
(i) Undisputed Trade receivables – considered good	-	4,308.49	160.56	103.65	48.38	22.15	53.20	4,696.43
(ii) Undisputed Trade Receivables which have significant increase in Credit Risk	-	-	-	-	-	-	-	-
iii) Undisputed Trade Receivables credit impaired	-	-	-	-	-	-	-	-
Less: Allowance for bad & doubtful debts*	-	-	-	(17.21)	(16.94)	(21.41)	(28.72)	(84.29)
	-	4,308.49	160.56	86.44	31.44	0.74	24.48	4,612.14
(iv) Disputed Trade Receivables considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables -which have significant increase in Credit Risk	-	-	1.25	-	5.52	4.34	31.71	42.82
vi) Disputed Trade Receivables credit impaired	-	-	-	-	-	-	-	-
	-	-	1.25	-	5.52	4.34	31.71	42.82
TOTAL	-	**4,308.49**	**161.81**	**86.44**	**36.96**	**5.08**	**56.19**	**4,654.96**
			Outstanding for As at 31st March 2025					**TOTAL**
	Unbilled	**Not Due**	**Less than 6 months**	**6 months 1 year**	**1-2 years**	**2-3 year**	**More than 3 years**	
(i) Undisputed Trade receivables – considered good	-	4,219.36	101.67	71.84	22.51	28.13	79.87	4,523.38
(ii) Undisputed Trade Receivables which have significant increase in Credit Risk	-	-	-	-	-	-	-	-
iii) Undisputed Trade Receivables credit impaired	-	-	-	-	-	-	-	-
Less: Allowance for bad & doubtful debts*	-	-	-	(12.91)	(10.07)	(25.71)	(30.06)	(78.75)
	-	4,219.36	101.67	58.93	12.44	2.42	49.81	4,444.63
(iv) Disputed Trade Receivables considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables -which have significant increase in Credit Risk	-	-	0.56	-	1.28	2.42	56.42	60.69
vi) Disputed Trade Receivables credit impaired	-	-	-	-	-	-	-	-
	-	**-**	**0.56**	**-**	**1.28**	**2.42**	**56.42**	**60.69**
TOTAL	-	**4,219.36**	**102.23**	**58.93**	**13.72**	**4.84**	**106.23**	**4,505.32**

8. Cash & Cash equivalents

(₹ in lakhs)

Particulars	**Non - current**		**Current**	
	As at 31.03.2026	**As at 31.03.2025**	**As at 31.03.2026**	**As at 31.03.2025**
Balances with banks				
- in Current Accounts	-	-	39.78	20.14
- in Cash in hand	-	-	5.89	5.70
Total	**-**	**-**	**45.67**	**25.84**

9. Loans

(₹ in lakhs)

Particulars	Non - current		Current	
	As at 31.03.2026	As at 31.03.2025	As at 31.03.2026	As at 31.03.2025
a) Loans to Others				
- Unsecured, considered good	-	-	410.00	-
b) Advance to vendors	-	-	199.09	101.90
Less : Expected credit loss*	-	-	(12.96)	(10.65)
c) Staff loans and advances	-	-	83.28	65.13
Total	**-**	**-**	**679.42**	**156.38**

9.1. Additional information as per Schedule III

a) Loans considered good-Secured	-	-
b) Loans considered good-Unsecured	666.46	145.73
c) Loans which have significant increase in Credit Risk	25.91	21.30
d) Loans - credit impaired	(12.96)	(10.65)
	679.42	**156.38**

1. No Loans are due from directors or other officer of the Group either severally or jointly with any other person. Nor any loans are due from firm or any private companies respectively in which any director is a partner, a director or a member other than stated above.
2. Loans and receivables are non-derivative financial assets which generate a fixed or variable interest income. The carrying value may be affected by changes in the credit risks of the counter parties
3. *The provision for the impairment of advances has been made on the basis of the expected credit loss method and other cases based on management judgement.

10. Bank Balance

(₹ in lakhs)

Particulars	Non - current		Current	
	As at 31.03.2026	As at 31.03.2025	As at 31.03.2026	As at 31.03.2025
Earmarked Balances - Unpaid Dividend account	-	-	11.55	8.48
Fixed Deposit including Interest accrued	-	-	19.68	3.71
Total	**-**	**-**	**31.23**	**12.19**

11. Share Capital

(₹ in lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Authorised		
45,00,00,000 equity shares of Rs 1 each (Previous Year: 45,00,00,000 equity shares of Rs 1 each)	4,500.00	4,500.00
Total	**4,500.00**	**4,500.00**
Issued Subscribed & Fully Paid up		
25,83,10,944 equity shares of Rs 1 each (Previous Year : 22,49,80,500 equity shares of Rs 1 each)	2,583.11	2,249.81
Total	**2,583.11**	**2,249.81**

a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

	2025-26		2024-25	
	No of Shares	₹ in lakhs	No of Shares	₹ in lakhs
Equity Shares				
At the beginning of the year also refer 11 (e)	22,49,80,500	2,249.81	21,49,80,500	2,149.81
Issued during the year	3,33,30,444	333.30	1,00,00,000	100.00
Bought back during the year	-	-	-	-
Outstanding at the end of the year	**2,583,10,944**	**2583.11**	**22,49,80,500**	**2249.81**

b) Reconciliation of the convertible warrant outstanding at the beginning and at the end of the reporting year

	2025-26		2024-25	
	No. of warrant	₹ in Lakhs	No. of warrant	₹in Lakhs
Convertible warrant				
At the beginning of the year	8,00,000	244	-	-
Issued during the year	-	-	8,00,000	244
Bought back during the year	-	-	-	-
Outstanding at the end of the year	**8,00,000**	**244**	**8,00,000**	**244**

c) Terms/rights attached to equity shares

Company has only one class of equity shares having a par value of Rs. 1/-. Each holder of equity shares is entitled to one vote per share.

Company has issued 8,00,000 convertible warrants @ Rs. 122/- each convertible into 80,00,000 equity shares of face value of Rs.1/- each within 18 months from the date of allotment i.e 16.12.2024.

d) Details of shareholders holding more than 5% shares in the company

S. No	Promoter name	2025-26		2024-25	
		No. of shares Held	% of total shares	No. of shares Held	% of total shares
1	M/s T T Brands Limited	8,88,13,322	34.38	8,64,93,610	40.23
2	Mrs. Jyoti Jain	1,98,87,500	7.70	1,71,51,500	7.98
	Others				
3	Mr Gandhi Tejas Harilal	1,32,15,770	5.12	1,14,88,010	5.34

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

e) Additional information as per Schedule III

Shares held by promoters at the end of the year		As at 31.03.2026			As at 31.03.2025		
S. No	Promoter name	No. of shares Held	% of total shares	% Change during the year	No. of shares Held	% of total shares	% Change during the year***
1	Mr. Rikhab Chand Jain	13,100	0.01	(0.00)	11,000	0.01	-
2	M/s T T Brands Limited	8,88,13,322	34.38	(5.85)	8,64,93,610	40.23	0.19
3	Mrs. Jyoti Jain	1,98,87,500	7.70	(0.28)	1,71,51,500	7.98	-
4	Mr. Hardik Jain	87,10,744	3.37	(0.66)	86,71,490	4.03	-
5	Ms. Muskaan Jain	83,83,488	3.25	(0.62)	83,16,220	3.87	-
6	Mr. Sanjay Kumar Jain	59,88,795	2.32	(0.26)	55,42,740	2.58	-

f) The company has not allotted any fully paid up shares pursuant to contract(s) without payment being received in cash nor has allotted any fully paid up shares by way of bonus shares nor has bought back any class of shares during the period of five years immediately preceding the balance sheet date.

g) With effect from 12th February, 2025, the Company has subdivided /splited of face value of Equity Shares of the Company from Rs. 10/- each fully paid up to Re. 1/- each fully paid-up.

12. Other equity

(₹ in lakhs)

Particulars	Reserves and Surplus								Items of other comprehensive income		
	Capital reserve	Securities premium	Profit & Loss	Money received from convertible warrents	Hedging Reserve	Revaluation Reserve	General Reserve	Retained earnings	Effective portion of cash flow hedges	Other items of other comprehensive income (specify nature)	Total
As at 31.03.2024	174.94	1,602.45	(2,091.37)	-	-	2,797.65	2,050.00	-	7.04	24.09	**4,564.80**
Dividend Adjustment											**-**
Additions during the year			463.19		-		-	-	(8.74)	16.03	**470.48**
Transfer to retained earnings			-								**-**
Deletion during the year									(7.04)		**(7.04)**
Restated balance as at 01.04.2024	**174.94**	**1,602.45**	**(1,628.18)**	**-**	**-**	**2,797.65**	**2,050.00**	**-**	**(8.74)**	**40.12**	**5,028.24**
Total comprehensive income for the year											
Dividends											**-**
Additions during the year	-	1,120.00	409.91	244.00	-	-	-	-	1.92	(45.97)	**1,729.86**
Transfer to retained earnings	-	-	-		-	-	-	-			**-**
Transfer to OCI	-	-			-	-	-	-			
Adjustment Ref note no.37	-	-	-		-	**(1,414.18)**	**1,414.18**	-	-		**-**
Deletion during the year	-	-			-	-	-	-	8.74	-	8.74
As at 31.03.2025	**174.94**	**2,722.45**	**(1,218.27)**	**244.00**	**-**	**1,383.47**	**3,464.18**	**-**	**1.92**	**(5.85)**	**6,766.84**
Total comprehensive income for the year											
Dividends Paid during the Year	-	-	(129.16)		-	-	-	-	-		**(129.16)**
Additions during the year	-	3,248.46	29.10		-	-	-	-	(1.82)	16.47	3,292.21
Transfer from Profit and Loss A/c	-	-	-		-	-	-	-	-		**-**
Adjustment Ref note no.37	-	-	-		-	-	-	-	-		**-**
Deletion during the year	-	-	-			-			(1.92)		**(1.92)**
As at 31.03.2026	**174.94**	**5,970.91**	**(1,318.33)**	**244.00**	**-**	**1,383.47**	**3,464.18**	**-**	**(1.82)**	**10.62**	**9,927.97**

13. Borrowings

(₹ in lakhs)

Particulars	Non - Current		Current	
	As at 31.03.2026	As at 31.03.2025	As at 31.03.2026	As at 31.03.2025
Term Loan from Banks				
- Secured Loans Indian Bank (Ref Note 13a(ii)	983.14	739.07	-	-
- Secured Loans HDFC Bank (Ref Note 13a(iii)	-	263.39	-	-
- Others	-	-	-	-
- Secured - From LIC	-	145.85	-	-
Term Loan from related parties				
-Unsecured- (Refer Note 13a (iv)	1,738.99	2,806.77	-	-
Deposits				
Inter corporate	-	405.00	-	-
Current maturities of long term debt*			405.91	801.38
Working capital loan from banks repayable on demand				
- Secured (Refer Note 13a (v & vi)	**-**	**-**	**4,845.68**	**3,764.40**
	-	-		
Total	**2,722.12**	**4,360.07**	**5,251.60**	**4,565.78**

a) Terms of repayment / details of security are as follows:

i) From Banks - Term Loans

(₹ in lakhs)

Lending institution	Outstanding	Annual repayment schedule		
	as on 31.03.2026	2026-27	2027-28	2028-29 & Beyond
Indian Bank - Term Loan	1,133.14	150.00	150.00	833.14
Hdfc Bank - Term Loan	255.91	255.91	-	-
Total	**1,389.05**	**405.91**	**150.00**	**833.14**

(ii) The Rupee Term Loan sanctioned by Indian Bank is secured by a first charge on the Company's immovable and movable assets located at Howrah, West Bengal. The loan is further secured by the personal guarantee of Shri Sanjay Kumar Jain (Managing Director) and Smt. Jyoti Jain (Joint Managing Director), along with a corporate guarantee from T T Brands Limited. The Term Loan carries interest at the Repo Rate plus a spread of 3.00%, presently aggregating to 8.25% per annum.

(iii) The Rupee Term Loan sanctioned by HDFC Bank is secured by a first charge on the Company's immovable and movable assets located at Avinashi, District Tiruppur (Tamil Nadu). The loan is further secured by the personal guarantee of Shri Sanjay Kumar Jain (Managing Director) and Smt. Jyoti Jain (Joint Managing Director), along with a corporate guarantee from T T Brands Limited. The Term Loan carries interest at the rate of 8.64% per annum.

(iv) Borrowings from Directors and others is the amount inducted by the promoters as per the terms and conditions stipulated in sanctions of the loans by the bankers, are not repayable in next 12 months therefore all such borrowings have been classified as "Long term in nature"

(v) The Working Capital Loans from HDFC Bank is secured by hypothecation of Raw Material, Work-in-Process, Packing Material, Finished Goods and Book Debts on a pari passu basis, along with a second charge over the Fixed Assets located at Avinashi. The facilities are further secured by the personal guarantee of Shri Sanjay Kumar Jain (Managing Director) and Smt. Jyoti Jain (Joint Managing Director), along with a corporate guarantee from T T Brands Limited.

(vi) The Working Capital Loans from Indian Bank is secured by hypothecation of Raw Material, Work-in-Process, Packing Material, Finished Goods and Book Debts on a pari passu basis, together with a second charge over the Fixed Assets located at Howrah. The facilities are further secured by the personal guarantee of Shri Sanjay Kumar Jain (Managing Director) and Smt. Jyoti Jain (Joint Managing Director), along with a corporate guarantee from T T Brands Limited.

14. Trade Payables

(₹ in lakhs)

Particulars	Non - current		Current	
	As at 31.03.2026	As at 31.03.2025	As at 31.03.2026	As at 31.03.2025
Due to parties registered under MSMED Act	-	-	14.35	59.36
Due to other parties	-	-	803.13	882.76
Total	**-**	**-**	**817.48**	**942.12**

14.1 Additional information as per Schedule III

(₹ in lakhs)

Particulars		Outstanding As at 31st March 2026				
	Not Due	Less than 12 months	1-2 years	2-3 years	More than 3 years	TOTAL
Due to MSME	12.35	2.00	-	-	-	14.35
Due to other parties	796.85	4.98	1.29	-	-	803.13
Disputed - Dues to MSME	-	-	-	-	-	-
Disputed -Dues to Others	-	-	-	-	-	-
	809.20	**6.98**	**1.29**	**-**	**-**	**817.48**
		Outstanding As at 31st March 2025				
Due to MSME	51.21	8.15	-			59.36
Due to other parties	878.42	2.26	2.07	-	-	882.76
Disputed - Dues to MSME						-
Disputed -Dues to Others			-	-	-	-
	929.63	**10.41**	**2.07**	**-**	**-**	**942.12**

The information as required to be disclosed under The Micro, Small and Medium Enterprises Development Act, 2006 ("the Act") has been determined to the extent such parties have been identified by the company, on the basis of information and records available with them. This information has been relied upon by the auditors. Disclosure as required under section 22 of the Act, is as under. Disclosure in respect of interest due on delayed payment has been determined only in respect of payments made after the receipt of information, with regards to filing of memorandum, from the respective suppliers.

S.No.	Particulars	2025-26	2024-25
(i)	Principal amount remaining unpaid as at end of the year	14.35	59.36
(ii)	Interest due on above	-	2.74
1	**Total of (i) & (ii)**	**14.35**	**62.10**
2	Interest paid on delayed payment of principal, paid along with such interest during the year	-	-
3	Interest paid on delayed payment of principal, paid without such interest during the year	-	-
4	Interest accrued but not due, in respect of delayed payments of principal due as at end of the year	-	-
5	Total interest due and payable together with that from prior year(s)	-	2.74

15. Other financial liabilities

(₹ in lakhs)

Particulars	Non - current		Current	
	As at 31.03.2026	As at 31.03.2025	As at 31.03.2026	As at 31.03.2025
Security Deposits from Customer			168.61	156.34
Employees related dues	-	-	66.50	54.76
Payable to Directors			14.54	14.82
Advance from Customer	-	-	165.61	173.17
Other Liabilities for Expenses	-	-	564.37	746.88
Commission, Discounts Payables	-	-	4.00	5.99
Unpaid Dividend	-	-	11.55	8.48
Creditors for Capital Goods	-	-	109.06	-
Total	**-**	**-**	**1,104.24**	**1,160.45**

16. Government grants

(₹ in lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Opening Balance	-	61.74
Grants during the year	-	-
Less : Statement of Profit or Loss	-	61.74
Total	**-**	**-**
Non-current portion	-	-
Current portion	-	-
Total	**-**	**-**

17. Provisions

(₹ in lakhs)

	Non - current		Current	
Particulars	**As at 31.03.2026**	**As at 31.03.2025**	**As at 31.03.2026**	**As at 31.03.2025**
Statutory Payables				
- Gratuity	-	-	13.64	77.85
- Bonus	-	-	37.66	32.09
- Leave Encashment	-	-	-	-
- Superannuation				
Others				
- Proposed Dividend	-	-	-	-
- Provision for Tax (net of current year tds receivable)	-	-	102.01	308.16
Less: Advance tax			-	-
Total	**-**	**-**	**153.31**	**418.10**

18. Deferred tax assets / (liabilities) (net)

(₹ in lakhs)

Particulars	Non - current	
	As at 31.03.2026	**As at 31.03.2025**
Deferred tax liabilities Opening	147.44	386.14
Movement during the year	(267.59)	(238.70)
Net deferred tax assets / (liabilities)	**(120.16)**	**147.44**

19. Other Liabilities

(₹ in lakhs)

Particulars	Non - current		Current	
	As at 31.03.2026	**As at 31.03.2025**	**As at 31.03.2026**	**As at 31.03.2025**
Foreign Exchange Liability			1.82	-
Statutory Payables				
- PF & ESI payables	-	-	9.45	9.08
- TDS/TCS payables	-	-	21.78	31.42
- Professional Tax Payable	-	-	-	-
Total	**-**	**-**	**33.05**	**40.49**

20. Revenue from operations

(₹ in lakhs)

Particulars	For the Year ended 31.03.2026		For the Year ended 31.03.2025	
A. Sale of Goods		18,930.45		21,100.46
Export	4,123.37		5,861.32	
Domestic	14,807.08		15,239.14	
B.Sale of Services		8.29		14.88
C.Other Operating Revenue		213.21		327.81
Total		**19,151.94**		**21,443.15**

21. Other Income

(₹ in lakhs)

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Interest income	75.89	45.20
Net Gain on sale of fixed assets	19.97	-
Government Grant	-	61.74
Others	152.35	36.57
Total	**248.20**	**143.51**

22. Cost of material consumed

(₹ in lakhs)

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Raw materials consumed	5,265.14	4,943.18
Other materials consumed	498.67	449.89
Total	**5,763.82**	**5,393.07**

The Raw material consumption figures are disclosed on the basis of derived figures and are after adjusting excesses and shortages ascertained on physical count, unserviceable items, etc.

23. Purchases of stock - in - trade

(₹ in lakhs)

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Yarn	2,594.17	4,622.64
Garments	4,475.05	4,291.26
Others	-	818.04
Total	**7,069.22**	**9,731.95**

24. Changes in inventories of finished goods, stock-in-trade & work-in-progress

(₹ in lakhs)

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Inventories at the end of the year		
Finished Goods	5,289.22	4,756.59
Work-in-progress	459.70	366.08
Processed Cotton	-	-
	5,748.93	**5,122.67**
Inventories at the beginning of the year		
Finished Goods	4,756.59	6,117.79
Work-in-progress	366.09	207.94
Processed Cotton	-	-
	5,122.66	**6,325.72**
Changes in Inventories	**(626.25)**	**1,203.06**
Less : Amount recognised as exceptional item	-	(756.31)
Net Changes in Inventories	**(626.25)**	**446.75**

25. Employees benefits expenses

(₹ in lakhs)

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Salary, Wages & Bonus	1,363.84	1,240.87
Contribution to provident & other funds	48.43	49.94
Workman and staff welfare	33.22	45.21
Total	**1,445.49**	**1,336.02**

26. Finance costs

(₹ in lakhs)

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Interest Expense	781.13	977.08
Interest on Statutory Liability	5.12	
Other Borrowing cost	-	-
Total	**786.26**	**977.08**

27. Depreciation and amortization expense

(₹ in lakhs)

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Depreciation of tangible assets	193.69	130.15
Amortization of intangible assets	-	-
Total	**193.69**	**130.15**

28. Other Expense

(₹ in lakhs)

Particulars	For the Year ended 31.03.2026	For the Year ended 31.03.2025
Consumption of stores & spare parts	97.80	215.22
Job work costs	1,812.38	1,629.94
Power & fuel	85.15	106.53
Repairs & maintenance	37.29	30.84
Insurance	28.94	27.69
Rent	58.91	21.02
Rates & Taxes	3.18	11.02
Freight & Forwarding	540.86	759.84
Commission to selling agents	51.82	91.17
Advertisement Expenses	360.77	126.08
Other selling expenses	361.14	329.41
Royalty	170.88	207.33
Audit Fees and Expenses*	10.42	10.57
Provision for doubtful debts/advances	19.03	27.82
Bad Debts	-	-
Bad Debts Recovered	(10.21)	(0.37)
Loss on sale of fixed assets	2.64	1.71
CSR expenditure	6.25	-
Other expenses	780.08	671.17
Total	**4417.32**	**4266.98**
*Payment to the statutory auditors		
As auditor		
Statutory Audit	9.00	9.00
Limited review/Certification/Reimbusement of Exp.	1.42	1.57
Total	**10.42**	**10.57**

Corporate Social Responsibility (CSR)	Year Ended 31.03.2026	Year Ended 31.03.2025
2% of average net profits (loss) over the last three years	-	-
Amount expended on CSR activities during the year	6.25	-
Pending obligations towards expenditure of CSR	-	-

The Company has incurred CSR expenditure in advance amounting to ₹ 6.25 lacs during the financial year 2025-26, which pertains to CSR obligations of subsequent financial years. The amount will be adjusted against future CSR obligations as approved by the CSR Committee.

29. Income Tax and deferred Tax

(₹ in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
1. Current Tax		
Income Tax	119.35	360.29
Less : Mat Credit	-	-
Net Income Tax		
Income Tax Previous year	(65.45)	-
2. Deferred Tax	267.59	238.70
	321.50	598.99
3. Tax expenses on other comprehensive Income		
Income Tax	-	-
Deferred Tax	-	-
Total	**321.50**	**598.99**

Deferred Tax related to the followings *(₹ in lakhs)*

Particulars	Balance Sheet		Profit and Loss Account	
	For the Year Ended 31st March 2026	For the Year Ended 31st March 2025	For the Year Ended 31st March 2026	For the Year Ended 31st March 2025
Accumulated depreciation for tax purposes	762.34	707.51	54.83	190.01
Assets on carry forward losses and unabsorbed depreciation	-	-	-	27.15
Employees Benefit	(14.27)	(34.30)	20.03	10.72
Assets on Provision for doubtful debts and advances	(64.01)	(66.57)	2.56	(8.45)
Assets on deferred government grants	-	-	-	19.25
Net deferred tax assets/(liabilites)	684.06	606.65	77.41	238.68
Less: Assets on MAT	563.90	754.09	563.90	754.09
	120.16	**(147.44)**	**641.31**	**992.76**
Reconciliation of Deferred Tax Assets/ Liablities				
Opening Balance as at 01-04-2025	147.44	386.14	-	-
Tax Income/(Expenses) during the Period Recgonised in Profit or Loss	(267.59)	(238.70)	-	-
Total	**(120.15)**	**147.44**	**641.31**	**992.76**

30. Financial Ratios

Sr. No	Type of Ratios	Formula	Current Year			Previous Year			Variance
			Numerator	Denominator	Ratio	Numerator	Denominator	Ratio	
1	Current Ratio	Current Assets/Current Liabilities	14,739.78	7,359.68	2.00%	13,007.22	7,126.94	1.83%	9.74%
2	Debt – Equity Ratio	Total Debt/ Shareholder's Equity	7,973.72	12,511.08	0.64%	8,925.85	9,016.65	0.99%	(35.62)%
3	Debt Service Coverage Ratio	Earnings available for debt service/Debt Service (Interest+pr. payment)	1,011.68	1,192.17	0.85%	1,518.85	1,778.47	0.85%	(0.63)%
4	Return on Equity (ROE):	Net Profits after taxes/ Average Shareholder's Equity	29.10	10,763.87	0.00%	409.91	8,097.35	0.05%	(94.66)%
5	Inventory Turnover Ratio	Cost of goods sold OR sales/Average Inventory	12,206.79	6,659.15	1.83%	16,328.08	6,851.50	2.38%	(23.08)%
6	Trade receivables turnover ratio	Net Credit Sales / Avg. Accounts Receivable	19,151.94	4,580.14	4.18%	21,443.15	3,727.20	5.75%	(27.32)%
7	Trade payables turnover ratio	Net Credit Purchases / Average Trade Payables	12,622.50	879.80	14.35%	14,023.49	802.75	17.47%	(17.87)%
8	Net capital turnover ratio	Net Sales / Working Capital	19,151.94	7,380.10	2.60%	21,443.15	5,880.29	3.65%	(28.84)%
9	Net profit ratio	Net Profit /Net Sales	29.10	19,151.94	0.00%	409.91	21,443.15	0.02%	(92.05)%
10	Return on capital employed (ROCE)	Earning before interest and taxes /Capital Employed	1,136.86	20,604.96	0.06%	281.73	17,942.50	0.02%	251.39%

Notes:-

2. Debt–Equity Ratio has reduced from **0.99 to 0.64,** indicating **lower borrowings** and a stronger equity base during the year.

4. Return on Equity (ROE) has decreased from **0.05 to 0.00** due to increase in equity share capital & lower profitablity.

6. Trade Receivables Turnover Ratio has decreased from **5.75 to 4.18,** mainly due to faster debtors recovery.

7. Trade Payables Turnover Ratio has decreased from **17.47 to 14.35,** indicating faster payment to vendors/creditors.

8. Net Capital Turnover Ratio has decreased from **3.65 to 2.60,** primarily due to **increase in working capital.**

9. Net Profit Ratio has dropped from **0.02 to 0.00 due to lower net profit margins** during the year.

10. ROCE has improved due to a higher EBIT during the year, while capital employed increased at a lower proportion, resulting in better returns.

31. Earnings per share

Basic earnings per equity share has been computed by dividing net profit after tax by the weighted average number of equity shares outstanding for the year.

(₹ in lakhs)

Particulars	For the year ended 31 March, 2026	For the year ended 31 March, 2025
Profit after tax (in Rs.)	29.10	409.91
Net earning for computing basic earnings per share	29.10	409.91
Number of equity shares	2,583,10,944	2,249,80,500
Weighted average number of equity shares used in computing the basic earnings per share	2,583,10,944	21,78,84,610
Basic earnings per share of Rs. 1 each	0.01	0.19
Diluted earnings per share of Rs. 1 each *	0.01	0.19
Face value per share (in Rs.)	1	1

* There are no potential equity shares

EPS of previous periods has been restated as per Ind As 33 also refer note 11e

32. Commitments and contingencies

A. Commitments

(₹ in lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
a) Estimated value of contracts remaining to be executed on capital account and not provided for (net of advances)	195.91	293.42
b) Bills discounted with banks under foreign letter of Credits	Nil	238.23

B. Contingent Liabilities

(₹ in lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
(a) Contingent Liabilities		
(i). Claims against the Company not acknowledged as debts	Nil	Nil
(ii) Demand contested by the Company *		
VAT/CST matters	Nil	Nil
(iii) EPCG License Obligation	Nil	Nil

* On the basis of current status of individual case for respective years and as per legal advice obtained by the company, wherever applicable, the company is confident of winning the above cases and is of the view that no provision is required in respect of above cases. .

C. Operating lease

As a lessee, the Company entered in to lease agreement for property . The Company previously classified leases as operating. As per the applicability of Ind AS 116, the Company is not required to recognises right-of-use assets and lease liabilities since the Lease Agreements were of short term and insignificant value. These lease arrangements range for a Average lease term is 1Year , which include cancellable leases. These leases are renewable for further period on mutually agreeable terms and also include escalation clauses.

(₹ in lakhs)

Particulars	For the year ended 31 March, 2026	For the year ended 31 March, 2025
Lease payments recognised in the Statement of Profit and Loss during the year	58.91	21.02

33. Employee Benefits

A Defined Contribution plans

The Company has recognised Rs.56.85 lakhs (31 March,2025: 48.29 lakhs) in statement of profit and loss as Company's contribution to provident fund, NIL (31st March, 2025:NIL) as Company's contribution to Superannuation Fund.

B.1. Defined Benefit plans- Gratuity

	Assumptions	**As at March 31, 2026**	**As at March 31, 2025**
i.	**The principal assumptions used for the purpose of the actuarial valuation were as follows:**		
	Economic Assumptions		
	Discount rate	7.78%	6.99%
	Salary escalation	6.00%	6.00%
	Demographic Assumptions		
	Retirement Age	60	60
	Mortality rates inclusive of provision for disability	100% of IALM (2012-14)	100% of IALM (2012-14)
	Attrition at Ages	**Withdrawal Rate (%)**	**Withdrawal Rate (%)**
	-Up to 30 Years	3%	3%
	-From 31 to 44 years	2%	2%
	-Above 44 years	1%	1%
ii.	**Movements in present value of the defined benefit obligation**	**As at March 31, 2026** *(₹ in lakhs)*	**As at March 31, 2025** *(₹ in lakhs)*
	Present value of obligation as at the beginning of the period	279.79	266.13
	Acquisition adjustment Out		
	Interest cost	19.56	19.19
	Current service cost	24.67	24.32
	Past Service Cost including curtailment Gains/Losses		
	Benefit paid	(42.69)	(75.69)
	Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(14.54)	45.84
	Actuarial (Gain)/Loss on arising from Experience Adjustment		
	Liability at the end of the year	**266.79**	**279.79**
iii.	**Movements in the fair value of plan assets**	**As at March 31, 2026** *(₹ in lakhs)*	**As at March 31, 2025** *(₹ in lakhs)*
	Fair Value of plan assets at the beginning of the period / year	201.95	161.25
	Difference in Opening	-	-
	Contribution from the employer	77.85	104.89
	Less: FMC Charges	-	(0.06)
	Actual return on plan assets	16.04	11.56
	Benefits paid	(42.69)	(75.69)
	Actuarial gain/loss for the year on asset	-	-
	Fair value of the plan assets at the end of the period / year	**253.15**	**201.95**

iv.	**Amount recognized in the Balance Sheet**	**As at March 31, 2026** *(₹ in lakhs)*	**As at March 31, 2025** *(₹ in lakhs)*
	Present Value of the obligation at end	266.79	279.79
	Fair value of plan assets at the end of the period /year	253.15	201.95
	Unfunded Liabilities recognised in the Balance Sheet	**(13.63)**	**(77.84)**
v.	**Expenses recognized in the Statement of Profit and Loss**	**As at March 31, 2026** *(₹ in lakhs)*	**As at March 31, 2025** *(₹ in lakhs)*
	Current service cost	24.67	24.32
	Net Interest cost	5.44	7.56
	Expense recognised in the Statement of Profit and Loss	**30.11**	**31.88**
vi.	**Other Comprehensive Income**	**As at March 31, 2026** *(₹ in lakhs)*	**As at March 31, 2025** *(₹ in lakhs)*
	Net cumulative unrecognized actuarial gain/(loss) opening	-	-
	Actuarial gain / (loss) for the year on PBO	14.54	(45.84)
	Actuarial gain /(loss) for the year on Asset	1.93	(0.13)
	Unrecognized actuarial gain/(loss) at the end of the year	**16.47**	**(45.97)**
vii.	**Description of plan assets:** **Major categories of plan assets**	**As at March 31, 2026**	**As at March 31, 2025**
	Insurer managed fund	100%	100%
viii.	**Change in Net benefit Obligations**	**As at March 31, 2026** *(₹ in lakhs)*	**As at March 31, 2025** *(₹ in lakhs)*
	Net defined benefit liability at the start of the period	77.85	104.90
	Total Service Cost	24.67	24.32
	Net Interest cost (Income)	5.44	7.56
	Re-measurements	(16.47)	45.97
	Contribution paid to the Fund	(77.86)	(104.90)
	Benefit paid directly by the enterprise	-	-
	Net defined benefit liability at the end of the period	**13.63**	**77.85**
ix.	**Bifurcation of PBO at the end of year in current and non current.**	**As at March 31, 2026** *(₹ in lakhs)*	**As at March 31, 2025** *(₹ in lakhs)*
	Current liability (Amount due within one year)	5.37	5.18
	Non-Current liability (Amount due over one year)	261.42	274.62
	Total PBO at the end of year	**266.79**	**279.80**

x.	**Sensitivity Analysis of the defined benefit obligation**	
	a)Impact of the change in discount rate	*(₹ in lakhs)*
	Present Value of Obligation at the end of the period	**266.79**
	-Impact due to increase of 0.50 %	(11.58)
	-Impact due to decrease of 0.50 %	12.51
	b) Impact of the change in salary increase	
	Present Value of Obligation at the end of the period	**266.79**
	-Impact due to increase of 0.50 %	11.04
	-Impact due to decrease of 0.50 %	(10.27)
	Sensitivities due to mortality and withdrawals are not material & hence impact of change not calculated. Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.	
xi.	The estimates of future salary increase considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors. The above information is certified by the actuary and relied upon by the auditors.	
xii.	**Maturity profile of Defined Benefit obligation**	
	Year	**As at March 31, 2026** *(₹ in lakhs)*
	0 to 1 Year	5.37
	1 to 2 Year	5.13
	2 to 3 Year	4.64
	3 to 4 Year	52.00
	4 to 5 Year	25.06
	5 to 6 Year	15.04
	6 Year onwards	159.55

34. LIST OF RELATED PARTIES AS PER IND AS 24 & REGULATION 23 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

S.No	Name of Related Party	Nature of Relationship
A (i)	**A person or a close member of that person's family of a reporting entity has control or joint control over the reporting entity**	
	Sh. Rikhab Chand Jain	Promoters having voting control
	Smt. Jyoti Jain	Promoters having voting control
(ii)	**A person or a close member of that person's family of a reporting entity has significant influence over the reporting entity**	
	N.A.	
(iii)	**A person or a close member of that person's family of a reporting entity is a member of the Key Management Personnel of the reporting entity or of a parent of the reporting entity.**	
	Dr. Rikhab Chand Jain	Chairman
	Mr. Sanjay Kumar Jain	Managing Director
	Mrs Jyoti Jain	Jt . Managing Director
	Mr. Hardik Jain	Executive Director
	Mr. Sunil Mahnot	Director (Finance)
	Mr. Rahul Maurya	Company Secretary

B (i)	**The entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others)** **N.A.**	
(ii)	**One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member)** **N.A.**	
(iii)	**Associated and other entities are joint ventures of the same third party.** **N.A.**	
(iv)	**One Entity is a joint venture of a third party and the other entity is an associate of the third entity** **N.A.**	
(v)	**The entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity** N.A.	
(vi)	**The entity is controlled or jointly controlled by a person identified in (a).**	
	M/s T T Brands Limited	Holding together more than 50% of Shareholding along with relatives in the Company.
	Mr. Sanjay Jain	
	Mrs Jyoti Jain	
	Mr. Hardik Jain	
	Ms. Muskaan Jain	
	Dr. Rikhab Chand Jain	
(vii)	**A person identified in (A)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).**	
	M/s T T Brands Limited	Holding together 20% or more Shareholding along with relatives in the Company.
	Mr. Sanjay Jain	
	Mrs Jyoti Jain	
	Mr. Hardik Jain	
(viii)	**The Entity, or any member of a group of which it is part , provide key management personal service to the reporting entity of to the parent of reporting entity.** **N.A.**	
(ix)	**Reporting entity being an associate of the other entity** **N.A.**	

35.1. Related Party Disclosures

Details of transactions with related parties *(₹ in lakhs)*

	Transactions		Other Related parties	Key managerial personnel	Total
i	**Sitting Fees paid to**				
	Sh. Ankit Gulgulia	31-Mar-26	2.10	-	2.10
		31-Mar-25	2.35	-	2.35
	Sh. Rikhab Chand Jain	31-Mar-26	0.80	-	0.80
		31-Mar-25	1.00	-	1.00
	Sh. Rahul Jain	31-Mar-26	1.95	-	1.95
		31-Mar-25	2.25	-	2.25
	Sh. Hardik Jain	31-Mar-26	-	-	-
		31-Mar-25	0.40	-	0.40
	Sh. Brij Mohan Sharma	31-Mar-26	1.70	-	1.70
		31-Mar-25	1.05	-	1.05
	Sh. Puneet Vijay Bothra	31-Mar-26	1.80	-	1.80
		31-Mar-25	2.35	-	2.35
	Sh. Amit Dugar	31-Mar-26	1.15	-	1.15
		31-Mar-25	1.55	-	1.55
	Total	**31-Mar-26**	**9.50**	**-**	**9.50**
		31-Mar-25	**10.95**	**-**	**10.95**
ii.	**Remuneration paid to**				
	Chairman/ Managing Director/Jt. Managing Director / Director / Company Secretary				
	-Salary and Allowances (Including Perquisites)	31-Mar-26	-	252.12	252.12
		31-Mar-25	-	222.79	222.79
	-Contribution to PF and superannuation	31-Mar-26	-	1.04	1.04
		31-Mar-25	-	0.92	0.92
	Total	**31-Mar-26**	**-**	**253.16**	**253.16**
		31-Mar-25	**-**	**223.71**	**223.71**
iii.	**Royalty paid to**				
	M/s T T Brands Limited	31-Mar-26	170.88	-	170.88
		31-Mar-25	207.33	-	207.33
	Total	**31-Mar-26**	**170.88**	**-**	**170.88**
		31-Mar-25	**207.33**	**-**	**207.33**
iv.	**Interest paid**				
	Mrs Jyoti Jain	31-Mar-26	50.83	-	50.83
		31-Mar-25	56.20	-	56.20
	M/s T T Brands Limited	31-Mar-26	212.03	-	212.03
		31-Mar-25	294.14	-	294.14
	Total	**31-Mar-26**	**262.86**	**-**	**262.86**
		31-Mar-25	**350.34**	**-**	**350.34**
v.	**Unsecured Loan " Due to"**				
	Mrs Jyoti Jain	31-Mar-26	350.52	-	350.52
		31-Mar-25	694.08	-	694.08
	M/s T T Brands Limited	31-Mar-26	1,360.61	-	1,360.61
		31-Mar-25	2,112.69	-	2,112.69
	Total	**31-Mar-26**	**1,711.12**	**-**	**1,711.12**
		31-Mar-25	**2,806.77**	**-**	**2,806.77**

vi.	**Outstanding " Due To"**				
	Royalty - M/s T T Brands Limited	31-Mar-26	27.86	-	27.86
		31-Mar-25	31.06	-	31.06
	Total	**31-Mar-26**	**27.86**	**-**	**27.86**
		31-Mar-25	**31.06**	**-**	**31.06**
vii.	**Advance "To"**				
	Advertisement Pool Money - M/s T T Brands Ltd.	31-Mar-26	287.06	-	287.06
		31-Mar-25	200.00	-	200.00
	Total	**31-Mar-26**	**287.06**	**-**	**287.06**
		31-Mar-25	**200.00**	**-**	**200.00**

1) The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions.

2) Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash.

3) There have been no guarantees provided or received for any related party receivables or payables.

For the year ended March 31, 2026, the company has not recorded any impairment of receivables relating to amounts owed by related parties.

This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates. . .

36. SEGMENT INFORMATION

The Chief Operational Decision Maker monitors the operating results as one single business segment viz. Manufacturing and Sales of Textiles Goods for the purpose of making decisions about resource allocation and performance assessment and hence, there are no additional disclosures to be provided other than those already provided in the financial statements.

There are no individual customers or a particular group contributing to more than 10% of revenue. .

Financial Instruments

37 Capital Management

The Company manages its capital to ensure that the entities in the Company will be able to continue as going concern while maximizing the return to shareholders and also complying with the ratios stipulated in the loan agreements through the optimization of the debt and equity balance.

The capital structure of the Company consists of net debt (borrowings as detailed in note 14 & 17 offset by cash and bank balances) and equity of the Company (comprising issued capital, reserves, retained earnings and non-controlling interests as detailed in note 14 & 17).

The capital structure of the Company consists of net debt (borrowings as detailed in Note 14 and 16 offset by cash and bank balances as detailed in Note 8 & 10) and total equity of the Company.

The Company is not subject to any externally imposed capital requirements.

37.1 Gearing ratio

The gearing ratio at the end of the reporting period was as follows:

(₹ in lakhs)

	As at 31 March, 2026	As at 31 March, 2025
Debt	7,973.72	8,925.85
Cash and bank balances	76.89	38.03
Net debt	**7,896.83**	**8,887.82**
Total equity	**12,511.08**	**9,016.64**
Net debt to equity ratio	0.63	0.99

Note:

i. Debt is defined as long and short-term borrowings (excluding derivative, financial guarantee contracts), as described in notes 14 and 16.

ii. In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to call loans and borrowings or charge some penal interest. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the current years and previous years.

37.2 Categories of financial instruments

(₹ in lakhs)

Particulars	As at 31 March, 2026	As at 31 March, 2025
Financial assets		
Measured at amortised cost		
Other non current assets	973.68	970.04
Other financial assets (non current)	426.53	797.16
Trade receivables	4,654.96	4,505.32
Cash and cash equivalents	45.67	25.84
Bank Balances other than Cash and cash equivalents	31.23	12.19
Other current assets	1,174.18	1,007.00
Other financial assets (current)	1,034.55	1,101.92
Loans	679.42	156.38
Measured at fair value through Profit & Loss		
Investments (Key Management Policy)	-	344.53
Financial liabilities		
Measured at amortised cost		
Borrowings (non-current)	2,722.12	4,360.07
Borrowings (current)	5,251.60	4,565.78
Trade payables	817.48	942.12
Other financial liabilities (non-current)	-	-
Other financial liabilities (current)	1,104.24	1,160.45
Other current liabilities	33.05	40.49

37.3 Fair value measurements

Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis

(₹ in lakhs)

Financial assets and financial liabilities	Fair value as at		Fair value hierarchy
	31-03-2026	**31-03-2025**	Levels
-Other Financial assets (non-current)	426.53	797.16	2

37.4 Fair value of the financial assets and liabilities that are not measured at fair value (but fair value disclosures are required)

(₹ in lakhs)

	As at March 31, 2026		As at March 31, 2025	
	Carrying amount	**Fair value**	**Carrying amount**	**Fair value**
Financial Assets				
Financial Assets at amortised cost :	9,020.21	9,020.21	8,195.80	8,195.80
Financial Liabilities				
Financial Liabilities held at amortised cost:	9,928.50	9,928.50	11,033.40	11,033.40
Total	**18,948.71**	**18,948.71**	**19,229.20**	**19,229.20**

37.5 Reconciliation of level 3 fair value measurements *(₹ in lakhs)*

For the year ended 31st March 2026	
Opening balance	344.53
Total Gains or losses	
-in Profit or Loss	-
- in Other Comprehensive Income	-
Closing balance	**344.53**
For the year ended 31st March 2025	
Opening balance	307.96
Total Gains or losses	
-in Profit or Loss	36.57
- in Other Comprehensive Income	
Closing balance	**344.53**

37.6 Financial risk management

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The market risk to the Company is foreign exchange risk and interest rate. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer

The Company's focus is to ensure liquidity which is sufficient to meet the Company's operational requirements. The Company monitors and manages key financial risks so as to minimise potential adverse effects on its financial performance. The Company has a risk management policy which covers the risks associated with the financial assets and liabilities. The details for managing each of these risks are summarised ahead..

37.7 Market risk

Market risk is the risk that the expected cash flows or fair value of a financial instrument could change owing to changes in market prices. The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates.

37.8 Foreign currency risk management

Foreign exchange risk is the risk that the fair value of future cash flows of financial instruments will fluctuate because of changes in foreign exchange rate.

The Company derives significant portion of its revenue in foreign currency, exposing it to fluctuations in currency movements. The Company has laid down a foreign exchange risk policy as per which senior management team reviews and manages the foreign exchange risks in a systematic manner, including regular monitoring of exposures, proper advice from market experts, hedging of exposures, etc

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

Details in respect of the outstanding hedge accounting relationships relating to a firm commitment given below:

($ in lakhs)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
	USD	USD
Firm Commitments-sell	15.25	1.01

The Following significant exchange rates has been applied during the year

Spot Rate (in INR)	Year ended March 31, 2026	Year ended March 31, 2025
	USD	USD
USD	93.00	87.15

37.9 Interest rate risk management

The company is exposed to interest rate risk because it borrows funds at both fixed and floating interest rates. The risk is managed by the company by maintaining an appropriate mix between fixed and floating rate borrowings.

The company's exposures to interest rates on financial assets and financial liabilities are detailed in the liquidity risk management section of this note.

Interest rate sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the company's:

i) Profit for the year ended 31 March, 2026 would decrease/increase by Rs. 27.62 lacs (31 March, 2025: decrease/increase by Rs. 26.92 lacs). This is mainly attributable to the company's exposure to interest rates on its variable rate borrowings..

37.10 Other price risks

The company is not exposed to any instrument which has price risks arising from equity investments which is not material.

37.11 Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company's exposure to credit risk primarily arises from trade receivables, balances with banks, investments and security deposits. The credit risk on bank balances is limited because the counterparties are banks with good credit ratings.

37.11.1 Trade Receivables

Trade receivables are derived from revenue earned from customers. Credit risk for trade receivable is managed by the Company through credit approvals, establishing credit limits and periodic monitoring of the creditworthiness of its customers to which the Company grants credit terms in the normal course of business . The Company also assesses the financial reliability of customers taking into account the financial condition, current economic trends and historical bad debts and ageing of accounts receivables. As per simplified approach, the Company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account a continuing credit evaluation of Company's customers' financial condition; aging of trade accounts receivable.

37.11.2. Investments

The Company limits its exposure to credit risk by generally investing with counterparties that have a good credit rating. The Company has funded defined-benefit gratuity plans. The funded status of these plans are influenced by movements in financial market. A negative performance of the financial markets could have a material impact on cash funding requirements.

37.11.3 Cash & cash equivalents

With respect to credit risk arising from financial assets which comprise of cash and cash equivalents, the Company s risk exposure arises from the default of the counterparty, with a maximum exposure equal to the carrying amount of these financial assets at the reporting date. Since the counter party involved is a bank, Company considers the risks of non-performance by the counterparty as non-material.

Exposure to credit risk *(₹ in lakhs)*

Particulars	As at 31.03.2026	As at 31.03.2025
Investments in shares	0.03	0.03
Cash and bank balances	45.67	25.84
Bank deposit	31.23	12.19
Short-term loans and advances	1713.97	1258.30

Credit risk on cash and cash equivalents and bank deposits is generally low as the said deposits have been made with banks having good reputation, good past track record and high quality credit rating and company also reviews their credit-worthiness on an on-going basis.

37.11.4 Financial assets for which loss allowance is measured using Life time Expected Credit Losses (ECL)

(₹ in lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Trade Receivables	4654.96	4505.32

The ageing analysis of the receivables (gross of provision) has been considered from the date the invoice falls due.

Particulars *(₹ in lakhs)*

As at 31.03.2026	
Up to 6 months	4351.32
More than 6 months	303.64
As at 31.03.2025	
Up to 6 months	4280.05
More than 6 months	225.27

During the year the Company has recognised loss allowance of Rs 32.83 Lacs (previous year Rs 29.18 lakhs) Under 12 months expected credit loss model.

No significant changes in estimation techniques or assumptions were made during the reporting period.

37.12 Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

As at 31.03.2026 *(₹ in lakhs)*

Particulars	Less than 1 year	1 to 5 years	Total
Non current borrowings	-	2,722.12	2,722.12
Current borrowings	405.91		405.91
Trade payables	817.48		817.48
Other financial liabilities	1,104.24		1,104.24

As at 31.03.2025

Particulars	Less than 1 year	1 to 5 years	Total
Non current borrowings	-	3,955.07	3,955.07
Current borrowings	1,206.38		1,206.38
Trade payables	942.12		942.12
Other financial liabilities	1,160.45		1,160.45

37.12a Commodity Risk

The Company is impacted by the Price volatility of Cotton and Cotton Yarn Due to significant volatility of the Price of cotton and Cotton Yarn in Domestic and international market, the management has developed and enacted a risk management. Strategy regarding commodity Price risk and its mitigation.

37.13 Fair value measurements

A. Financial instruments by category

There are no financial assets/liabilities that are measured at fair value through statement of profit and loss or other comprehensive income. The following financial assets/liabilities are measured at amortised cost:

(₹ in lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Financial assets		
Investments *	0.03	0.03
Other non-current financial assets**	426.53	997.16
Trade receivables	4,654.96	4,505.32
Cash and cash equivalents	45.67	25.84
Other bank balances	31.23	12.19
Loans (current)	679.42	156.38
Other current financial assets	1,034.55	1,101.92
Total Financial Assets	**6,872.38**	**6,798.84**
Financial Liabilities		
Borrowings - current	5,251.60	4,565.78
Trade payables	817.48	942.12
Other current financial liabilities	1,104.24	1,160.45
Total Financial Liabilities	**7,173.32**	**6,668.35**

*Investments is carried at cost

** The other non-current financial assets represents Claims Receivable and surrender Value of insurance.

B. Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level is as follows:-

Level 1 : Level 1 hierarchy includes financial instruments measured using quoted prices

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

37.14 Derivative financial instruments

The Company holds derivative financial instruments such as foreign currency forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The objective of hedges is to minimize the volatility of INR cash flows of highly probable forecast transaction. The Company's risk management policy is to hedge around 70% to 90% of net exposure with forward exchange contract,having a maturity upto 12 months.

Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument, including whether the hedging instrument is expected to offset changes in cash flows of hedged items.

As on March 31, 2026

Types of hedge and risks	Nominal value (Foreign Currency)				Carrying amount of hedging instruments (INR in Lakhs)	Maturity date	Hedge ratio
	USD		EURO				
	No. of Outstanding Contracts	Amount (in Lakhs)	No. of Outstanding Contracts	Amount (in Lakhs)			
Cash flow hedge-sell	14	15.25	-	-	93.00	Sep-26	1:1
Cash flow hedge-Buy	-	-	-	-	-	-	-

As on March 31, 2025

Types of hedge and risks	Nominal value (Foreign Currency)				Carrying amount of hedging instruments (INR in Lakhs)	Maturity date	Hedge ratio
	USD		EURO				
	No. of Outstanding Contracts	Amount (in Lakhs)	No. of Outstanding Contracts	Amount (in Lakhs)			
Cash flow hedge-sell	1	1.01	-	-	87.15	Apr-25	1:1
Cash flow hedge-Buy	-	-	-	-	-	-	-

Disclosure of effects of hedge accounting on financial performance

Cash Flow hedge	Changes in the value of the hedging instruments recognised in other Comprehensive Income	Hedge ineffectiveness recognised in profit & loss	Amount reclassified from cash flow hedging reserve to profit & loss
31-Mar-26	(1.82)	-	-
31-Mar-25	(1.92)	-	-

The Movement in hedging reserve during the year ended March 31, 2026 for derivatives designated as cash flow hedge (refer note no. 13) is as follows:

Particulars	Year ended March 31,2026	Year ended March 31,2025
Balance at the beginning of the year	1.92	(8.74)
Change in fair value of Effective portion of Cash Flow Hedge Recognised during the year	(1.82)	1.92
Amount Reclassified to Profit & Loss account during the period	(1.92)	8.74
Tax impact on above		
Closing Balance	**(1.82)**	**1.92**

38. Other Disclosers

a GST self assessment in different states have been completed up to the assessment year 2023-24. The Company has filed appeal against the total Tax Liability assessed at Rs Nil lacs (previous year Rs 1.24 lacs)

b Income Tax Assessment completed up to Assessment Year 2025-26 .

c Trade Payables include outstanding dues of small scale industries Rs. 14.35 lacs (Previous year Rs. 59.36 lacs). The above information regrading small scale industrial undertakings has been determined to the extent such parties have been identified by the company and on the basis of information available with them.

d Derivative instruments and unhedged foreign currency exposure as on date of Balance Sheet the company has gross exposure in the form of plain Vanilla Forward Contracts for the purpose of hedging export sales amounting to Rs. 1407.44 Lakhs (P Y Rs. 87.53 Lakhs). .

39 i) The response to letters sent by the company requesting confirmation of balances has been insignificant. In the managements opinion ,adjustments on reconciliation of the balances, if any required, will not be material in relation to the financial Statements of the company and the same will be adjusted in the financial statements as and when the confirmations are received and reconciliation completed.

ii) Inventories, Loans & advances , trade receivables and other current/ non- current assets are reviewed annually and in the opinion of the Management do not have a value on realization in the ordinary course of business, less than the amount at which they are stated in the Balance sheet.

39.a **Value of imports calculated on CIF basis in respect of :** (₹ in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Raw Material (Including dyes,chemicals & embellishments)	-	-
Stores & spares parts	7.05	1.98
Capital goods	-	-
Finished Goods	-	496.84
Expenditure in foreign currency		
Travelling	10.86	13.35
Commission	4.07	19.59
Export Claims (Quality)	-	-

39.b **Details of imported and indigenous raw material , stores & parts consumed** (₹ in Lakhs)

Particulars	**As at March 31, 2026**		**As at March 31, 2025**	
Finished Goods	Rs.	%	Rs.	%
Imported	-	-	-	-
Indigenous	-	-	-	-
	-	-	-	-
Stores & Spares Parts				
Imported	7.05	5.92	1.98	0.92
Indigenous	112.00	94.08	213.24	99.08
	119.05	**100.00**	**215.22**	**100.00**

39.c **Earnings in Foreign Currency** (₹ in Lakhs)

Particulars	**As at March 31, 2026**	**As at March 31, 2025**
FOB Value Export	4062.12	5,623.69

a) Figures in brackets, wherever given, are in respect of previous year.

b) The company has reclassified previous years figures to confirm to this year's classification.

40 On November 21, 2025, the Government of India notified provisions of the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020 (together, 'Labour Codes') which consolidate twenty-nine existing labour laws into a unified framework governing employee benefits during employment and post-employment. The Labour Codes, amongst other things introduces changes, including a uniform definition of wages and enhanced benefits relating to leave. The Company has assessed the financial implications of these changes which has resulted in increase in gratuity liability arising out of past service cost and incremental impact is included in employee benefit expenses. The Company continues to monitor the finalisation of Central / State Rules and clarifications from Government on other aspects of the labour code and would provide appropriate accounting effect on the basis of such development as needed.

41 **Other Statutory Information**

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(ii) The Company does not have any transactions with companies struck off.

(iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The Company have not advanced or loaned or invested funds (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).

(vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) Provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

(vii) The Company has no subsidiary, associates and joint venture down word.

(viii) The lender of the company has not declared the company as wilful defaulter and also the company has not defaulted in loan repayment of loan to the lender.

(ix) Quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.

(x) There is no transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(xi) The Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transaction recorded in the software. Additionally, the audit trail that was enabled and operated for the year ended March 31, 2025, has been preserved by the Company as per the statutory requirements for record retention.

42 The financial statements for the year ended 31st March, 2026 were approved by the Board of Directors and authorise for issue on 21st May, 2026

The accompany note no. (2 to 42) are integral part of the financial statements

Summary of significant accounting policies 1

As per our report of even date attached
For Doogar & Associates
Chartered Accountants
Firm Registration No. 000561N

(Mukesh Goyal)
Partner
M No. 081810

Place: New Delhi
Date : 21.05.2026

For and on behalf of the Board of Directors of
T T Limited

Sanjay Kumar Jain
Managing Director
(DIN : 01736303)

Sunil Mahnot
Director (Finance)
(DIN : 006819974)

Rahul Maurya
Company Secretary
(M: A73819)

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आप सभी का हार्दिक स्वागत है
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W.H.A.

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(Only 334 Well-Known TM in India (out of 30 lakh plus registered trademarks))

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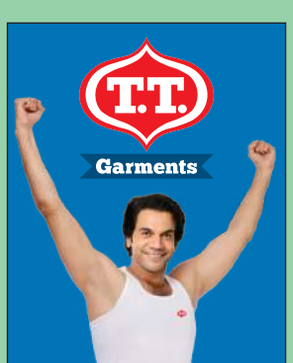
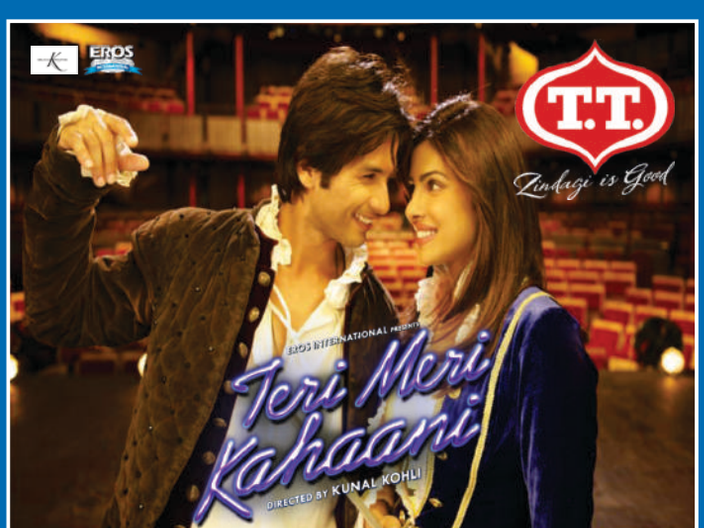
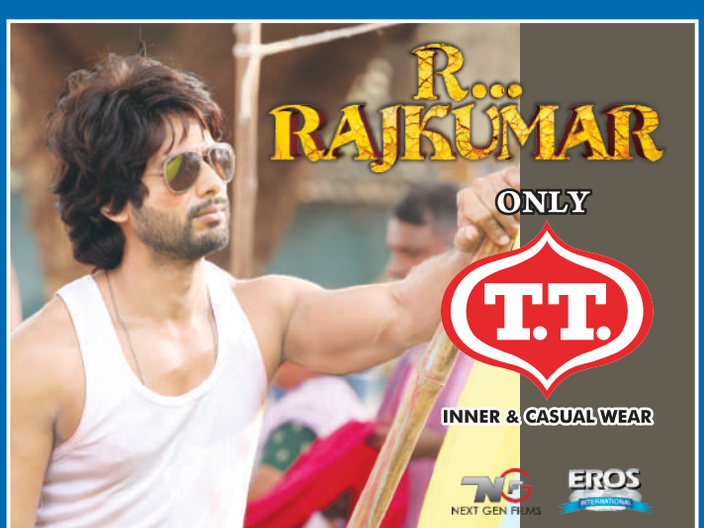


T.T. ka FiTT hamesha SuperhiTT

T.T. Garments

Our Brand Ambassadors & Film Collaborations





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