



T.T. LIMITED

(CIN: L18101DL1978PLC009241)

879, Master Prithvi Nath Marg, Opp. Ajmal Khan Park, Karol Bagh, New Delhi, 110005, INDIA

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TTL/SEC/2024-25

22nd August, 2024

M/s National Stock Exchange of India Ltd. “Exchange Plaza” Plot No. C/1, G Block BandraKurla Complex Bandra (E), Mumbai-400051 Ph.: 022-26598100-8114	Bombay Stock Exchange Limited Floor 35, P.J.Towers Dalal Street Mumbai-400001 Fax-022-22722061/41/39/37
Scrip Code: TTL	Scrip Code : 514142

Dear Sir/Madam,

Sub: Notice of 45th Annual General Meeting

Pursuant to Regulation 30 read with Schedule III Part A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 we are enclosing herewith a copy of notice for convening 45th Annual General Meeting of the Company which is scheduled to be held on Thursday the 26th Day of September, 2024 at 11.00 AM through video conferencing to transact the Businesses as set out in the Notice.

Further, Pursuant to the Regulation 42 of SEBI (Listing Disclosure and Obligation Requirements Regulation 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Friday 20th September, 2024 to Thursday 26th September, 2024, (both days inclusive) for the purpose of AGM.

The Cut-off date for ascertaining the members who shall be eligible to cast vote through the process of e-voting on the resolutions covered by the Notice of the aforesaid AGM is 19th September, 2024.

The Company is pleased to provide to its members the facility to cast their Vote(s) on all resolutions set forth in the Notice by electronic means (“E-voting”). The Remote E-voting Period begins on Sunday, 22nd September, 2024 (09:00 AM) and ends on the close of Wednesday, 25th September, 2024 (5.00 PM). The instructions for E-voting are mentioned in the notice attached.

You are requested to take the above on record.

Thanking You,
Yours Sincerely

For TT Limited

Pankaj Mishra
Company Secretary & Compliance Officer

T T LIMITED

CIN: L18101DL1978PLC009241

879 Master Prithvi Nath Marg, Opp. Ajmal Khan Park, Karol Bagh, New Delhi 110005

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

NOTICE

NOTICE is hereby given that the 45th ANNUAL GENERAL MEETING of the Members of T T Limited. ("the Company") will be held on Thursday, 26th September, 2024 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, 2024 together with Directors and Auditors Report thereon.
2. 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:

3. **TO APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013.**

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

" **RESOLVED THAT** pursuant to the applicable provision of Companies Act, 2013 ("Act") read with applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force and in terms of Regulation 23 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also on dealing with Related Party Transactions" and all other laws and regulations, as may be applicable, as amended, supplemented or re-enacted from time to time and pursuant to the consent of the Audit Committee and the consent of the Board of Directors, consent of the members be and is hereby accorded for ratification/approval of material related party transactions entered into by the Company with the following parties for borrowing/availing of loans/ advances, within the limits approved by the members pursuant to Section 180(1)(c) of the Act vide special resolution passed on 14th September, 2016 in one or more tranches.

Sr. No.	Nature of Transactions	Name of the Related Party	Name of Director/KMP who is related	Upto an amount (Rs. in Crore)
1	Borrowing	T T Brands Limited	Sh. Rikhab Chand Jain Sh. Sanjay Kumar Jain Smt. Jyoti Jain	Rs. 50.00

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution."

4. **To approve the appointment of Shri Hardik Jain (DIN: 09585969) as Director, designated as Non Executive and Non Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) , the Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the Company, as amended from time to time, Shri Hardik Jain (DIN: 09585969), who was appointed as an Additional Director of the Company, by the Board of Directors of the Company ("the Board"), based on the recommendation of the Nomination and Remuneration Committee with effect from 14th August, 2024, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director (Category: Non-Executive, Non Independent Director) of the Company, liable to retire by rotation, provided that his appointment shall be subject to approval by the shareholders in a general meeting at-least once in every five years.

RESOLVED FURTHER THAT any of the of Directors of the Company or the Company Secretary of the Company, be and are hereby severally authorized to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things and take such steps as may be necessary, expedient or desirable.

5. **To approve the appointment of Shri Brijmohan Sharma (DIN: 09646943) as an Independent Director of the Company**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. Shri Brijmohan Sharma (DIN:09646943), who was appointed as an Additional Director by the Board of Directors of the Company ("the Board") based on the recommendation of the Nomination and Remuneration Committee with effect from 14th August, 2024, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from 14th August, 2024, till 13th August, 2029."

"RESOLVED FURTHER THAT any Director or Company Secretary be and is hereby severally authorized to file requisite form with Registrar of Companies (ROC), Mumbai and to do all acts, deeds and things as may be necessary to give effect to aforesaid resolution."

By Order of the Board of Directors
For T T Limited

Place: New Delhi
Date: 14th August, 2024

Sd/-
Pankaj Mishra
Company Secretary

Notes:-

1. In view of the continuing of the COVID-19 pandemic, social distancing norm to be followed Ministry of Corporate affairs vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No 02/2022 dated May 05, 2022 2022 and Circular No. 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 and Securities and Exchange Board of India (SEBI) vide i t s C i r c u l a r N o . S E B I / H O / C F D / C M D 1 / C I R / P / 2 0 2 0 / 7 9 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/ 2021/11 dated January 15, 2021, 10/2022 dated December 28, 2022 and and MCA vide circular No 09/2023 dated September 25, 2023 allowed conducting 45th Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of members at a common venue. Thus, in compliance with the said Circulars, the Annual General Meeting (AGM) of the Company will be held through video conferencing (VC) or other audio-visual means (OAVM). Members can attend and participate in the AGM through VC/OAVM only. The deemed venue for the 45th 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 45th 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 45th AGM and the Annual Report for the year 2023-24 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](mailto:investors@ttllimited.co.in)

b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has appointed Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e- voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
4. The Members can join the EGM/AGM In the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of

the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

5. Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members may also note that the Notice of this Annual General Meeting and the Annual Report for the year 2023-24 will also be available on the Company's website www.ttlimited.co.in for their download. The same shall also be available on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL [https:// www.evotingindia.com](https://www.evotingindia.com). Members may also note that pursuant to Sections 101 and 136 of the Act read with the Rules framed there under, the Notice calling the 45th AGM along with the Annual Report for Financial Year 2023-24 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/](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 19th September, 2024 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 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

Fax: 011-29961284

Email: beetal@beetalfinancial.com

If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants (DPs).

19. SEBI Vides its Master circular SEBI/HO/OIAE/_IAD-1/P/CIR/2023/145 dated 11th August, 2023, has introduced Online Dispute Resolution ('ODR'), which is in addition to the existing SEBI Complaints Redress System ('SCORES') platform, which can be utilized by the investors and the Company for dispute resolution. Please note that investor can initiate the dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The SMART ODR portal can be assessed at <https://smartodr.in/login>. The detail circulars and process are also available on the website of the Company at <https://tttextiles.com/investor/online-dispute-resolution-odr/>.
20. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated 16th March 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/ MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024), in supersession of earlier Circular(s) issued on the subject, has prescribed common and simplified norms for processing investor service requests by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details. As per the said Circular, it is mandatory for the shareholders holding securities in physical form to, inter alia, furnish PAN, KYC, and nomination details. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.
21. SEBI vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) has mandated that with effect from April 01, 2024 dividend to shareholders holding shares in physical form shall be paid only through electronic mode. Such payment shall be made only if the folio is KYC 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. 19th September, 2024 only shall be entitled to vote at the Annual General Meeting by availing the facility of remote e-voting or by voting at the Annual General Meeting.

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

- i. The voting period begins on 22nd September, 2024 at 9.00 A.M. and ends on 25th September, 2024 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September, 2024 may cast their vote electronically. The evoting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- A. Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Dematmode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-voting period 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</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account.</p> <p>After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the E-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meetings.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on eVoting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no.: 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

(iv) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth(DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id /

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

- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) Facility for Non-Individual Shareholders and Custodians –Remote Voting

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

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE 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 / IPads for better experience.
5. Further shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
6. Please note that participants connecting from mobile devices or tablets or through laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning

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

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

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

1. For physical shareholders- please provide necessary details like folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to the Company/RTA
2. For demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For individual demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
4. 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
5. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll-free no.1800 22 55 33.

By Order of the Board of Directors
For T T Limited

Sd/-

Pankaj Mishra

Company Secretary

Place: New Delhi

Date: 14th August, 2024

ANNEXURE TO ITEM 2 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 Brijmohan Sharma
Date of Birth	27-10-1971	15-06-2002	23-06-1963
DIN	01736336	09585969	09646943
Nationality	Indian	Indian	Indian
Date of Appointment on the Board	15-01-1997	14 th August, 2024	14 th August, 2024
Qualifications	B.com, Diploma in Garment Technology, Diploma in Sales Management	B.com- Finance and Marketing University of Melbourne, Victoria	B.com (Gold Medalist), M.com (Medalist), CAIIB,
Expertise in specific functional area	Marketing and Fashion Designing	Finance and Marketing	Banking, Financial Service sector
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Expertise in Hosiery Industry. She has 31 years of experience.	Six months of experience in Hosiery Industry	Expertise in Risk Management, Business Development, Internal Control, Planning and Development
Term and condition of appointment/reappointment	Retire by rotation. She was reappointed as Joint Managing Director for the period of 5 years w.e.f. June 1, 2022	As per the details provided under the Resolution and Explanatory Statement	As per the details provided under the Resolution and Explanatory Statement
Number of shares held in the Company	1715150	867149	Nil
List of the directorships held in other companies*	Nil	T T Brands Ltd	Nil
Number of Board Meetings attended during the year 2023-24	5	NA	NA
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	Nil	Nil	Nil

Name of the listed entities in which director(s) has resigned from the past three years.	Nil	Nil	Canara Bank Ltd
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	Son of Smt. Jyoti Jain, Vice Chairperson cum Jt Managing Director and Shri Sanjay Jain, Managing Director and grandson of Shri Rikhab Chand Jain, Chairman	Not related to any Director
Remuneration details (Including Sitting Fees & Commission) paid during F.Y. 2023-24	Rs. 72.00 Lakh	Nil	NIL
Remuneration proposed to be paid	Rs. 72.00 Lakh	Sitting fee	Sitting fee

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

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

Item No. 3

Pursuant to the applicable provision of the Companies Act, 2013 ("Act") read with the applicable rules issued under the Act, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof ("SEBI Listing Regulations") all material related party transactions of the Company require prior approval of the members of the Company through resolution.

In accordance with the Regulation 23 of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 provides that transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower

Audit committee and Board of Directors of the Company have approved the transactions along with the limits subject to the approval of members of the Company. All disclosures prescribed to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its powers) Rules, 2014 are provided in the table appended below for the perusal of the members.

Sr. No.	Nature of Transactions	Name of the Related Party	Name of Director/KMP who is related	Upto an amount (Rs. in crores)
1	Borrowing	T T Brands Limited	Sh. Rikhab Chand Jain Sh. Sanjay Kumar Jain Smt. Jyoti Jain	Rs. 50.00 crore

Members of the Company at an Annual General Meeting held on 16/09/2016 approved the borrowing/availing of loans/advances of Rs. Rs.750 Crores. (Rs. Seven Hundred Fifty Crores Only) in one or more tranches.

The Company does borrow from banks and/ or financial institutions, in compliance with provisions of applicable laws, in its normal course of business, however such borrowings have certain standard restrictive covenants due to which immediate release of funds by the banks/ financial institutions sometimes takes longer than expected. Accordingly, to ensure continuity of working capital for operations of the Company, it is proposed to keep the option of availing borrowings form the promoter companies of the Company, in normal course of its business and on arms' length basis. Hence the approval of the members is being sought for the proposal for borrowing upto an amount of Rs. 50.00 in one or more tranches from above mentioned related party. The Board recommends and proposes this resolution to the members of the Company for their approval in the best interest of the Company

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

The Board recommends the Special Resolution set out at item no. 3 of the notice for approval by the members.

Item 4

The Board of Directors ('Board') of the Company on 14th August, 2024, pursuant to the recommendation of the Nomination and Remuneration Committee ('NRC'), approved appointment of Shri Hardik Jain (DIN: 09585969), as an Additional Director in the capacity of a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation. The Company has received the requisite consent and disclosure forms relating to his appointment as a Director and a notice under Section 160(1) of the Act from a member signifying his intention to propose Hardik Jain appointment as a Director of the Company.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Shri Hardik Jain can hold office as an additional Director up to the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier.

Accordingly, in terms of the provisions of the Companies Act, 2013 and Regulation 17(1C) of SEBI Listing Regulations, it is proposed to obtain approval of the Members / shareholders for appointment of Shri Hardik Jain (DIN: 09585969) as Non-Executive Non-Independent Director of the Company for a period of 5 years w.e.f. 14th August, 2024, on the term and conditions as mutually agreed between the Company and Shri Hardik Jain.

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

Shri Hardik Jain, Non-Executive and Non-Independent Director, was appointed on the Board of the Company on 14th August, 2024 in terms of Companies Act, 2013. Shri Hardik Jain, being relative of Shri Rikhab Chand Jain, Chairman, Shri Sanjay Kumar Jain, Managing Director, Smt. Jyoti Jain, Vice Chairperson cum Jt. Managing Director. belong to promoter group of the Company.

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

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

A notice in writing under Section 160 of the Act has been received from a member signifying the intention to propose the name of Shri Hardik Jain as a candidate for the office of Director.

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

The Board of Directors recommends the resolution regarding appointment of Shri Hardik Jain, as Non-Executive Non-Independent Director of the Company for consideration and approval of the Members of the Company by way of a Special Resolution.

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

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

Item 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Sh. Brijmohan Sharma (DIN: 09646943) as an Additional Director of the Company and also as Independent Director, not being liable to retire by rotation, w. e. f 14th August, 2024 subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Shri Brijmohan Sharma holds office only up to the date of next AGM or three months from the date of Appointment as an additional Director i.e. upto 26th September, 2024, whichever occur first and is eligible to be appointed as Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice proposing his candidature for the office of Director.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, a listed entity shall ensure

that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Shri Brijmohan Sharma aged 61 years holds the degree of B.com (Gold Medalist), M.com (Medalist) and CAIIB. He has 40 years of experience in Banking and Financial Services Sector. He was retired from the post of Executive Director at Canara Bank. He was awarded "Splendid 7" by PFRDA for outstanding performance in Atal Pension Yojana.

Shri Brijmohan Sharma possess vast knowledge in Banking and Financial services, Team Leader, Internal Control, Risk Management etc.

In the opinion of the Board, Shri Brijmohan Sharma fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director. The Board is of the view that Shri Brijmohan Sharma requisite skills, and Knowledge would benefits the Company. Declaration has been received from Shri Brijmohan Sharma of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Shri Brijmohan Sharma fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for appointment as an Independent Director and that he is independent of the management of the Company.

Shri Brijmohan Sharma would be entitled to remuneration by way of sitting fees for attending the meetings of the Board and its Committees.

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

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

Accordingly, approval of the members is sought for passing a Special Resolution for appointment Shri Brijmohan Sharma, in terms of Section 149 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Shri Brijmohan Sharma and his relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

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

By Order of the Board of Directors
For T T Limited

Sd/-

Pankaj Mishra

Company Secretary

Place: New Delhi

Date: 14th August, 2024