



**T.T. LIMITED**

(CIN: L18101DL1978PLC009241)

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

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

July 08, 2026

<b>M/s National Stock Exchange of India Ltd.</b> <b>“Exchange Plaza”</b> <b>Plot No. C/1, G Block</b> <b>Bandra Kurla Complex</b> <b>Bandra (E), Mumbai-400051</b> <b>Scrip Code: TTL</b>	<b>BSE Limited</b> <b>Floor 35, P.J. Towers</b> <b>Dalal Street</b> <b>Mumbai-400001</b> <b>Scrip Code: 514142</b>
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Dear Sir/Madam,

**Subject: Submission of the Notice of 47<sup>th</sup> Annual General Meeting of T T Limited.**

**Dear Sir/ Madam,**

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), please find enclosed the Notice of the Forty-Seventh Annual General Meeting ("AGM") of the Company, scheduled to be held on Thursday, 6<sup>th</sup> August, 2026 at 11:00 A.M. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"). Further, pursuant to section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI Listing Regulations, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, 31<sup>st</sup> July, 2026 to Thursday, 6<sup>th</sup> August, 2026 (both days inclusive) for the purpose taking record of the shareholders for the ensuing AGM of the Company.

The Company has also complied with the requirements of Regulation 36 of the SEBI Listing Regulations by providing the requisite information and disclosures to the shareholders.

The Notice of the 47<sup>th</sup> Annual General Meeting of the Company is also available on the website of the Company at:

<https://tttextiles.com/wp-content/uploads/2026/07/AGM-NOTICE2026.pdf>

We request you to kindly take the same on records.

Thanking you,

Yours Faithfully,

**For T. T. Limited**

**Sunil Mahnot**

**Whole Time Director & CFO**

**DIN: 006819974**

**Encl: As above**



# T T LIMITED

CIN: L18101DL1978PLC009241

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

☎ 0091 11 45060708 🎧 1800 1035 681 ✉ newdelhi@ttllimited.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: 21<sup>st</sup> 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](mailto: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](http://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](http://www.bseindia.com) and [www.nseindia.com](http://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 47th AGM 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](mailto: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 25th July, 2026 through email at [investors@ttlimited.co.in](mailto: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](mailto: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 accessed at <https://smartodr.in/login>. The detail circulars and process are also available on the website of the Company at <https://tttextiles.com/investor/online-dispute-resolution-odr/>.

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	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &amp; 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</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li> </ol> <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	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> </ol> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 &amp; voting during the meetings.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>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 &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 ate-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](http://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](http://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](http://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](mailto: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](mailto: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](mailto: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](mailto: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](mailto: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](mailto: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](mailto: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/-  
Rahul Maurya  
Company Secretary**

**Place: New Delhi**

**Date: 21<sup>st</sup> 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 **21<sup>st</sup> May, 2026 up to 20<sup>th</sup> 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: 21<sup>st</sup> 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]

<b>Name of the Director</b>	Smt. Jyoti Jain	Shri Hardik Jain	Shri Puneet Vijay Bothra	Shri Sanjay Kumar Sharma
<b>Date of Birth</b>	27-10-1971	15-06-2002	04-08-1979	06-09-1975
<b>DIN</b>	01736336	09585969	09353464	10670297
<b>Nationality</b>	Indian	Indian	Indian	Indian
<b>Date of Appointment on the Board</b>	15.01.1997	14.08.2024	20.10.2021	21.05.2026
<b>Qualifications</b>	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
<b>Expertise in specific functional area</b>	Marketing and Fashion Designing	Sales and Marketing	Marketing, Business Planning & Brand Promotion	Corporate law and Secretarial Practice
<b>Skills and capabilities required for the role and the manner in which the Directors meet the requirements</b>	Expertise in Hosiery Industry. She has 33 years of experience.	Expertise in marketing and finance	Expert in marketing	Corporate Law
<b>Term and condition of appointment / reappointment</b>	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
<b>Number of shares held in the Company</b>	19887500	8710744	-	-
<b>List of the directorships held in other companies*</b>	T T Brands Ltd	T T Brands Ltd	T T Brands Ltd. Hiolio International Pvt Ltd.	-
<b>Number of Board Meetings attended during the year 2025-26</b>	4	5	5	Nil
<b>Chairman/ Member in the Committees of the Boards of companies in which he is Director*</b>	3	1	3	Nil
<b>Name of the listed entities in which director(s) has resigned from the past three years.</b>	Nil	Nil	Nil	Nil
<b>Relationships between Directors inter-se</b>	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
<b>Remuneration details (Including Sitting Fees &amp; Commission) paid during F.Y. 2025-26</b>	Rs. 72.00 Lakh	Rs. 36.00 Lakh	Rs. 1.80 Lakh	-
<b>Remuneration proposed to be paid</b>	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).