



## **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

27<sup>th</sup> September, 2024

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

Dear Sir/Madam,

**Sub: Voting Result and the Scrutinizer's Report of the 45<sup>rd</sup> Annual General Meeting held on 26<sup>th</sup> September, 2024**

Pursuant to Regulation 44(3) of Listing Regulations, please find enclosed herewith Voting results and Scrutinizer Report of the Annual General Meeting held on Thursday, 26<sup>th</sup> September, 2024 through Video Conferencing/Other Audio Visual Means ('VC/OAVM').

Please take the same on record.

Thanking You

For or on behalf of  
**T.T. LIMITED**

Pankaj Mishra  
Company Secretary

<b>Voting results</b>	
Record date	19-09-2024
Total number of shareholders on record date	14475
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	5
b) Public	70
<b>No. of resolution passed in the meeting</b>	<b>5</b>

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				to receive, consider, approve and adopt the Audited Financial Statement of the Company for the year ended March 31, 2024 together with Directors and Auditors Report thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	12618656	12613556	99.9596	12613556	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		12618656	12613556	99.9596	12613556	0	100.0000
Public-Institutions	E-Voting	1139759	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		1139759	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	7739635	77261	0.9983	74829	2432	96.8522	3.1478
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		7739635	77261	0.9983	74829	2432	96.8522
<b>Total</b>		21498050	12690817	59.0324	12688385	2432	99.9808	0.0192

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				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.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	12618656	12613556	99.9596	12613556	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		12618656	12613556	99.9596	12613556	0	100.0000
Public- Institutions	E-Voting	1139759	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		1139759	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	7739635	82261	1.0629	74829	7432	90.9653	9.0347
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		7739635	82261	1.0629	74829	7432	90.9653
<b>Total</b>		21498050	12695817	59.0557	12688385	7432	99.9415	0.0585

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				TO APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	12618656						
	Postal Ballot (if applicable)							
	<b>Total</b>	12618656	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1139759						
	Postal Ballot (if applicable)							
	<b>Total</b>	1139759	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		82261	1.0629	74829	7432	90.9653	9.0347
	Poll	7739635						
	Postal Ballot (if applicable)							
	<b>Total</b>	7739635	82261	1.0629	74829	7432	90.9653	9.0347
<b>Total</b>		21498050	82261	0.3826	74829	7432	90.9653	9.0347

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	12613556
Public Insitutions	
Public - Non Insitutions	

Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve the appointment of Shri Hardik Jain (DIN: 09585969) as Director, designated as Non Executive and Non Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	12618656	12613556	99.9596	12613556	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		12618656	12613556	99.9596	12613556	0	100.0000
Public- Institutions	E-Voting	1139759	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		1139759	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	7739635	82261	1.0629	74829	7432	90.9653	9.0347
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		7739635	82261	1.0629	74829	7432	90.9653
<b>Total</b>		21498050	12695817	59.0557	12688385	7432	99.9415	0.0585

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve the appointment of Shri Brij Mohan Sharma (DIN: 09646943) as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	12618656	12613556	99.9596	12613556	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		12618656	12613556	99.9596	12613556	0	100.0000
Public-Institutions	E-Voting	1139759	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		1139759	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	7739635	82261	1.0629	74829	7432	90.9653	9.0347
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		7739635	82261	1.0629	74829	7432	90.9653
<b>Total</b>		21498050	12695817	59.0557	12688385	7432	99.9415	0.0585

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

# DEEPAK KUKREJA & ASSOCIATES

## COMPANY SECRETARIES

### CONSOLIDATED SCRUTINIZER'S REPORT

#### T.T. LIMITED

[Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time]

To,  
The Chairman,  
T.T. LIMITED  
CIN- L18101DL1978PLC009241  
Registered office: 879 Master Prithvi Nath Marg,  
Opp. Ajmal Khan Park, Karol Bagh, New Delhi 110005

**Sub.: Consolidated Scrutinizer's Report on e-voting conducted 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 from time to time, for the 45<sup>th</sup> Annual General Meeting of T.T. Limited held on Thursday, September, 26 2024 at 11:00 A.M. (IST) through Video Conferencing/Other Audio Visual Means.**

Dear Sir,

- 1) The Board of Directors of T.T. Limited (hereinafter referred as "the Company") at its meeting held on Thursday, May 23<sup>rd</sup>, 2024 has appointed us as Scrutinizer pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and all other provision as applicable, to scrutinize the remote e-voting and e-voting conducted at Company's 45<sup>th</sup> Annual General Meeting ("AGM") in fair and transparent manner.
- 2) In view of the Ministry of Corporate Affairs ("MCA") Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and the subsequent circulars issued in this regard, the latest being Circular no. 09/2023 dated September 25, 2023 and other relevant circulars issued from time to time ("MCA Circulars"), the AGM was convened through Video Conferencing and the physical attendance of the Members to the AGM venue was not required.
- 3) The Company has engaged Central Depository Services Limited ("CDSL") as the service provider, for extending the facility of electronic voting (remote e-voting and e-voting facility provided during the AGM) to the shareholders of the Company.
- 4) The Remote e-voting process was started on Sunday, September 22, 2024 at 09:00 A.M. (IST) and ended on Wednesday September 25, 2024 at 5.00 P.M. (IST).





- 5) As on September 19, 2024 i.e. the cut-off date, there were 14,475 Shareholders of the Company who were entitled to vote on the resolutions placed for the approval of the shareholders through remote e-voting as well as e- voting facility provided at the AGM of the Company.
- 6) We have monitored the process of e-Voting through the scrutinizer's secured link provided by CDSL through its designated website.
- 7) On completion of e-voting during the AGM, the report one-voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked by us in the presence of two witnesses who were not in the employment of the Company. We have downloaded the e-voting report from the website of CDSL in respect of Members, who voted through e-voting and votes were counted.
- 8) We have scrutinized and reviewed the remote e-voting and e-voting facility provided to shareholders during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system.
- 9) The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules made thereunder including MCA circulars and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to remote e-voting and e-voting during the AGM on the resolutions contained in the Notice of the AGM.
- 10) Our responsibility as Scrutinizer fore-voting process (remote e-voting and e-voting facility provided during the AGM) is restricted to making Consolidated Scrutinizer's Report of the votes cast "in favor" or "against" the resolutions contained in the Notice of AGM, based on the reports generated from the e-voting system provided by CDSL.
- 11) We now submit our consolidated Report as under on the result of the remote e- voting and e-voting done during the AGM in respect of the said resolutions.



**ORDINARY BUSINESS**

**RESOLUTION NO.1- ORDINARY RESOLUTION**

TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 TOGETHER WITH DIRECTORS AND AUDITORS REPORT THEREON.

**(I) VOTED IN FAVOUR OF THE RESOLUTION:**

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
100	1,26,88,385	99.98

**(II) VOTED AGAINST THE RESOLUTION:**

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
14	2,432	0.02

**(III) INVALID VOTES OF THE RESOLUTION:**

Number of Members whose votes were declared as invalid	No. of invalid votes Cast by them
0	0

**RESULT**

As the number of votes cast in favor of the resolution were more than number of votes cast against the resolution, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

**RESOLUTION NO.2 ORDINARY RESOLUTION**

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.

**(I) VOTED IN FAVOUR OF THE RESOLUTION:**

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
100	1,26,88,385	99.98



**(II) VOTED AGAINST THE RESOLUTION:**

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
15	7,432	0.06

**(III) INVALID VOTES OF THE RESOLUTION:**

Number of Members whose votes were declared as invalid	No. of invalid votes Cast by them
0	0

**RESULT**

As the number of votes cast in favor of the resolution were more than number of votes cast against the resolution, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

**SPECIAL BUSINESS**

**RESOLUTION NO. 3-SPECIAL RESOLUTION**

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

**(I) VOTED IN FAVOUR OF THE RESOLUTION:**

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
94	74,829	90.97

**(II) VOTED AGAINST THE RESOLUTION:**

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
15	7,432	9.03

**(III) INVALID VOTES OF THE RESOLUTION:**

Number of Members whose votes were declared as invalid	No. of invalid votes Cast by them
6	1,26,13,556



**RESULT**

As the number of votes cast in favour of the resolution were three times more than number of votes cast against the resolution, we report that the special resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**RESOLUTION NO. 4 – SPECIAL RESOLUTION**

**TO APPROVE THE APPOINTMENT OF SHRI HARDIK JAIN (DIN: 09585969) AS DIRECTOR, DESIGNATED AS NON EXECUTIVE AND NON INDEPENDENT DIRECTOR OF THE COMPANY.**

**(I) VOTED IN FAVOUR OF THE RESOLUTION:**

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
100	1,26,88,385	99.98

**(II) VOTED AGAINST THE RESOLUTION:**

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
15	7,432	0.06

**(III) INVALID VOTES OF THE RESOLUTION:**

Number of Members whose votes were declared as invalid	No. of invalid votes Cast by them
0	0

**RESULT**

As the number of votes cast in favour of the resolution were three times more than number of votes cast against the resolution, we report that the special resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**RESOLUTION NO. 5– SPECIAL RESOLUTION**

**TO APPROVE THE APPOINTMENT OF SHRI BRIJMOHAN SHARMA (DIN: 09646943) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

**(I) VOTED IN FAVOUR OF THE RESOLUTION:**

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
100	1,26,88,385	99.98



(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
15	7,432	0.06

(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes Cast by them
0	0

**RESULT**

As the number of votes cast in favour of the resolution were three times more than number of votes cast against the resolution, we report that the special resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

- 12) The electronic data and other relevant records relating to remote e-voting and e-voting during the AGM are under our safe custody until the Chairman considers, approves and sign the minutes of AGM and the same will be handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you  
Yours Sincerely

**FOR DEEPAK KUKREJA & ASSOCIATES  
COMPANY SECRETARIES**

Date: 27.09.2024  
Place : New Delhi  
UDIN No.: F004140F001336306



**(DEEPAK KUKREJA)**  
**PROPRIETOR**  
FCS, LLB., ACIS (UK), IP.  
CP No. 8265  
FCS No. 4140  
Peer Review No. 2667/2022

**For T.T. LIMITED**

**Shri Sunil Manhot**  
**Director Finance & CFO**  
**(Authorised by Chairperson)**