



## **T.T. LIMITED**

(CIN: L18101DL1978PLC009241)

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

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

TTL/SEC/2024 -25

07<sup>th</sup> November, 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: Corrigendum to the Notice of the Extra Ordinary General Meeting to be held on Thursday, 21<sup>st</sup> November, 2024**

**Ref : Original Notice of EOGM dated October 24, 2024**

The Notice of the EOGM (“EOGM Notice”) was dispatched to the Shareholders of the Company on 30<sup>th</sup> October, 2024 in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by Ministry of Corporate Affairs and Securities Exchange Board of India and all other applicable provisions.

The Company had filed In-Principle applications with the stock exchange namely BSE and NSE, for seeking in-principle approval in relation to the proposed preferential issue of Equity Shares and convertible Warrants for which the approval of the shareholders is being sought.

Thereafter, the Company has received observations from NSE vide letter reference no NSE/LIST/45010 through e-mail dated 5<sup>th</sup> November, 2024 and has directed the Company to rectify / provide additional details through Corrigendum.

Accordingly, Corrigendum has been sent to the members today i.e. 7<sup>th</sup> November, 2024 to inform the Shareholders to whom the Notice of EOGM has been sent regarding additions/revisions to the Notice of EOGM. A copy of Corrigendum issued to the shareholder is enclosed herewith.

This Corrigendum to the Notice of EOGM shall form an integral part of the Notice of EGM, the Notice of EGM shall always be read in conjunction with this Corrigendum. All other contents of the Notice of EGM, save and except as modified or supplemented by Corrigendum, shall remain unchanged.

This Corrigendum to the Notice of EGM is also available on Company's website ([www.tlimited.co.in](http://www.tlimited.co.in)) Stock Exchange website i.e. NSE ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com))

This is for your information and records.

Thanking You,  
Yours Sincerely

For **TT Limited**

**Pankaj Mishra**  
**Company Secretary & Compliance Officer**



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### **Corrigendum to the Notice of 1<sup>st</sup> Extra Ordinary General Meeting (EOGM) of T T Limited scheduled to be held on Thursday 21<sup>st</sup> November, 2024 at 11.00 AM through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).**

We draw attention of all the Members of T T Limited (the 'Company') that an Extraordinary General Meeting ('EOGM') of the Company is scheduled on Thursday, 21<sup>st</sup> November 2024, at 11.00 a.m. through Video Conferencing ('VC') to transact the businesses mentioned in the Notice convening the EOGM dated 24th October, 2024 ("EOGM Notice").

The Company has completed the dispatch of EOGM Notice on 30<sup>th</sup> October, 2024, through emails to those Members whose names appeared in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. 25<sup>th</sup> October, 2024.

The Members of the Company are requested to take note of the following additional information / disclosure / updation in the EOGM Notice:

#### **2. Issue of Warrants, Convertible into Equity Shares to the Non-Promoter on Preferential Basis**

Under Resolution no 2, point b of the EOGM notice read as under:-

**"The said Warrant(s) shall be issued and allotted to the NON-PROMOTER within a period of 15 days from the date of passing of this resolution in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions."**

#### **Instead of**

**"The said Warrant(s) shall be issued and allotted to the PROMOTER within a period of 15 days from the date of passing of this resolution in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions."**

#### **2. EXPLANATORY STATEMENT**

a) Under Point no. B(2)- of the Explanatory statement please read **"Resolution No. 2** instead of Resolution no. 3

b) Under Point no D of the Explanatory statement following line is added

**"We confirm that none of the Allottees are acting in concert"**



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Accordingly, following line of point D of Explanatory statement is deleted:

***“Since, the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company to the Allottee and the Allottees acting in concert, the pricing of the Convertible Warrants/ Equity Shares to be allotted is derived as the higher of the parameters provided under Regulation 164(1) of SEBI ICDR Regulations.”***

### FURTHER CLARIFICATION BY THE COMPANY

The valuation report from registered valuer is not statutorily required for the proposed allotment of Equity Shares and convertible warrants as there is no change in control or allotment of more than 5% to any single allottee or any allottee acting in concert. However, the report from registered valuer has been obtained for the purpose of independent assessment of the fair value and as a matter of better compliance and transparency.

The Registered Valuer Shri Chandra Shekhar Pandey a Registered Valuer (Reg No. IBBI/RV/13/2021/14533), M. No. IOVRVF/VM/F&SA/13571 having its office at Flat-210d, Pocket A, Mayur Vihar, Phase-2, Near Ram Mandir, East, Delhi-110091 has issued revised valuation report dated 07<sup>th</sup> November, 2024 and has confirmed that there is no change in issue price of ₹ 122 per equity share to be allotted. The revised valuation report is available for inspection by the members and the same may be accessed on the Company’s website at the link:

<https://tttextiles.com/wp-content/uploads/2024/11/Revised-Valuation-Report.pdf>

c) Under Point no G of the Explanatory statement Inadvertently company had taken pre issue shareholding as on 30.09.2024. Now company is taking pre issue shareholding as on 18.10.2024. Hence revised shareholding pattern before and after the proposed preferential issue is given below:

S. No.	Category	Pre-Issue*		Post Issue**	
		No. of Shares held	% of Share holding	No. of Shares held	% of Share holding
A	<b>Promoter’s Holding:</b>				
1	<b>Indian:</b>				
	Individual	3969395	18.46	3969395	17.04
	Bodies Corporate	8649261	40.24	8649261	37.12
	<b>Sub Total</b>	<b>12618656</b>	<b>58.70</b>	<b>12618656</b>	<b>54.16</b>
2	Foreign Promoters	Nil	Nil	Nil	Nil
	<b>Sub Total (A)</b>	<b>12618656</b>	<b>58.70</b>	<b>12618656</b>	<b>54.16</b>
B	<b>Non-Promoter’s holding:</b>				
1	Institutional Investors	9765	0.04	9765	0.04
2	<b>Non-Institution:</b>				
	Private Corporate Bodies	73316	0.34	273316	1.17
	Indian Public	7441133	34.61	9041133	38.81
	Others (including NRI’s)	1355180	6.31	1355180	5.82
	<b>Sub Total (B)</b>	<b>8879394</b>	<b>41.30</b>	<b>10679394</b>	<b>45.84</b>
	<b>Grand Total</b>	<b>21498050</b>	<b>100</b>	<b>23298050</b>	<b>100</b>



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\* pre issue shareholding is as on 18.10.2024

\*\*Post Issue Include post conversion of warrants

d) Under Point no H of the Explanatory statement is amended by including the time frame within which the preferential issue of warrants shall be completed. Hence, amended disclosure is given below:

As required under SEBI ICDR Regulations, the Company shall complete the allotment of the Equity Shares and convertible warrants on or before the expiry of 15 (Fifteen) days from the date of passing of special resolution by the Members granting consent for issue and allotment of the Equity Shares and Convertible warrants, and in the event the allotment of the Equity Shares and convertible warrants requires any approval(s) from any regulatory authority or the Central Government, within 15 (Fifteen) days from the date of such approval(s) or permission or within such further period as may be prescribed or allowed by the SEBI, Stock Exchanges or other regulatory authority or the Central Government, as the case may be.

e) Under Point no I of the Explanatory statement one column of nature of Securities is added. Accordingly, revised disclosure is given below for your reference:

S. No	Name of the Proposed Allottee	Category of the Proposed Allottee	Ultimate Beneficial Owners	Pre allotment equity holding	Number Of Equity Shares proposed to be allotted	Post allotment Equity holding and % of post allotment Shareholding *	Nature of Securities
1	Venus Partners	Non-Promoter	1. Shri Somasundaram B 2. Sahil 3. Puneet Arora	Nil	7,50,000	7,50,000 3.22%	Equity Shares
2	Vinitha Manish Jain	Non-Promoter	Not Applicable	Nil	2,50,000	2,50,000 1.07%	Equity Shares
3	Subhash phootarmal rathod	Non-Promoter	Not applicable	nil	6,00,000	6,00,000 2.57%	Convertible warrants
4	VASM Consultants Pvt Ltd	Non-Promoter	1. Shri Sahil Gupta	nil	2,00,000	2,00,000 0.86%	Convertible warrants

\* Post allotment shareholding is including after conversion of warrants into Equity shares



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f) Under Point no O(i) of the Explanatory statement is amended to read as “Neither the Company nor any of its Directors or Promoter is willful defaulter or fraudulent borrower or a fugitive economic offender as defined under the SEBI ICDR Regulations.”

g) Under Point no P of the Explanatory statement: it is clarified that certificate of practicing Company Secretary has already been obtained and placed on the website of the Company before the EOGM as required in regulation 163(2) of the SEBI (ICDR) Regulations, 2018. Link of the certificate uploaded on the website is given below:

<https://tttextiles.com/wp-content/uploads/2024/10/TT-Ltd.-Compliance-Certificate.pdf>

All other information and content as set out in the EOGM Notice dated 24<sup>th</sup> October, 2024 including the resolutions to be considered there at remain unchanged. The Members may note that the EOGM Notice and the Corrigendum to the EOGM Notice will also be available on the Company's website [www.ttlimited.co.in](http://www.ttlimited.co.in) and on website of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

This corrigendum to the EOGM Notice shall form an integral part of the EOGM Notice dated 24th October, 2024.

If you have any queries or issues regarding E-Voting you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 1800 21 099 11.

Thanking You,  
Yours Sincerely

For **TT Limited**

Sd-  
**Pankaj Mishra**  
Company Secretary & Compliance Officer