



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/2022-23

29th June, 2022

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	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 43rd 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 43rd Annual General Meeting of the Company which is scheduled to be held on Wednesday the 3rd Day of August, 2022 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 Thursday 28th day of July, 2022 to Wednesday 3rd day of August, 2022 (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 27th July, 2022.

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 Saturday, 30th July, 2022 (09:00 AM) and ends on the close of Tuesday, 02nd August, 2022 (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

FOR T.T. LIMITED

Pankaj
PANKAJ MISHRA
COMPANY SECRETARY

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 43rd ANNUAL GENERAL MEETING of the Members of T T Limited. ("the Company") will be held on Wednesday, 3rd August, 2022 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, 2022 together with Directors and Auditors Report thereon.
2. To consider reappointment of Sh. Sanjay Kumar Jain (holding DIN 01736303) as Director of the Company who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Statutory Auditors and authorize Board of Directors to fix their remuneration and in this regard to consider and if thought fit, to pass, the following resolution, as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. R S Modi & Co, Chartered Accountants (Firm Registration No. 007921N), be and is hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this 43rd Annual General Meeting (AGM) until the conclusion of the 48th AGM, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

4. To confirm interim dividend already paid as final dividend

"RESOLVED THAT an Interim Dividend @10% i.e. Rs. 1/- per share on Equity Share Capital of the Company paid as per the Board Resolution dated 01st December, 2021 and record date as 10th December, 2021 for the financial year ended 31st March, 2022, be and is hereby confirmed as final Dividend for the financial year ended 31st March, 2022."

SPECIAL BUSINESS:

5. To approve the remuneration of the Cost Auditors for the Financial Year 2022-23

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof, for the time being in force) the consent of the members be and is hereby accorded for the payment of remuneration to M/S K.L. Jai Singh & Co., Cost Auditor appointed by the Board of Directors of the Company for the financial year ending March 31, 2023, at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) as recommended by the Board of Directors, or conducting cost audit for the financial year 2022-23.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. Appointment of Shri. Rahul Jain (DIN: 00618923) as a Director and as an Independent Director of the Company

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

"RESOLVED THAT Sh. Rahul Jain (DIN: 00618923), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 20th October, 2021 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (the Act) and Articles of Association of the Company but who is eligible for appointment as Director and notice in writing received from a members proposing his candidature for the office of Director, consent of the members be and is hereby accorded to appoint him as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 ,150, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Consent of the members be and is hereby accorded to appoint Sh. Rahul Jain (DIN: 00618923) as an Independent Director of the Company, to hold office for a term of 5 consecutive years, commencing from 20th October, 2021, on the Board of the Company, whose period of office will not be liable to determination by retirement of Directors by rotation..

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."

7. Appointment of Shri. Puneet Vijay Bothra (DIN: 09353464) as a Director and as an Independent Director of the Company

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

"RESOLVED THAT Sh. Puneet Vijay Bothra (DIN: 09353464), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 20th October, 2021 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (the Act) and Articles of Association of the Company but who is eligible for appointment as Director and notice in writing received from a members proposing his candidature for the office of Director, consent of the members be and is hereby accorded to appoint him as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 ,150, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Consent of the members be and is hereby accorded to appoint Sh. Puneet Vijay Bothra (DIN: 09353464) as an Independent Director of the Company, to hold office for a term of 5 consecutive years, commencing from 20th October, 2021, on the Board of the Company, whose period of office will not be liable to determination by retirement of Directors by rotation.

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."

8. Re-appointment of Sh. Rikhab Chand Jain as Chairman of the Company for a period of 5 years and remuneration payable to him.

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, and to the provisions of Section 196, 197 and 203 and schedule V of Companies Act 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force, and such other statutory approvals as may be required, Shri Rikhab Chand Jain (DIN - 01736379), be and is hereby re-appointed as Chairman of the Company for a period of 5(five) years w.e.f. 01st April, 2022, on the terms and conditions of remuneration as set out in the Explanatory Statement annexed to this Notice, with the liberty to the Board/Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board/Nomination and Remuneration Committee and Shri Rikhab Chand Jain.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Shri Rikhab Chand Jain remuneration, perquisites not exceeding the ceiling laid down in Section II of Part II of Schedule V of Companies Act 2013, as may be decided by the Board of Directors."



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

9. Re-appointment of Sh. Sanjay Kumar Jain as Managing Director of the Company for a period of 5 years and remuneration payable to him.

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

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee, and to the provisions of Section 196, 197 and 203 and schedule V of Companies Act 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force, and such other statutory approvals as may be required, Shri Sanjay Kumar Jain (DIN No. 0176303), be and is hereby re-appointed as Managing Director of the Company for a period of 5(five) years w.e.f. 01st April, 2022 on the terms and conditions of remuneration as set out in the Explanatory Statement annexed to this Notice, with the liberty to the Board/Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board/Nomination and Remuneration Committee and Shri Sanjay Kumar Jain.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the company will pay Shri Sanjay Kumar Jain remuneration, perquisites not exceeding the ceiling laid down in Section II of Part II of Schedule V of Companies Act 2013, as may be decided by the Board of Directors.

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

10. To consider to appoint Smt. Jyoti Jain as Executive Director designated as Jt. Managing Director.

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

“**RESOLVED THAT** pursuant to section 196, 197, 198 and 203 and other applicable provisions (if any) of the Companies Act, 2013 read with schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any Statutory modification(s) or reenactment thereof for the time being in force) and as per the recommendation of the Nomination & Remuneration Committee, the consent of the members, be and is hereby accorded to appoint Smt. Jyoti Jain, (DIN No.-01736336) as Executive Director (Designated as Jt. Managing Director) of Company for a period of 5 years with effect from 1st June, 2022, whose office shall be liable to retire by rotation, on the terms and conditions as stated in the explanatory statement of the notice.

RESOLVED FURTHER THAT notwithstanding anything hereinabove stated, where in any financial year, during the currency of Smt. Jyoti Jain as Jt. Managing Director, the company has no profit or its profits are inadequate, the company shall pay to her remuneration by way of salary and allowances as specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Smt. Jyoti Jain”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such acts, deeds, 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/-
Pankaj Mishra
Company Secretary
M. No. 40550

Place: New Delhi
Date: 11.05.2022



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 and Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/ 2021/11 dated January 15, 2021 and MCA vide circular No 02/2022 dated May 05, 2022 allowed conducting 43rd 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 43rd 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 43rd 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 43rd AGM and the Annual Report for the year 2021-22 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

- a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company at: investors@ttlimited.co.in
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with 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 2021-22 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 43rd AGM along with the Annual Report for Financial Year 2021-22 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. 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.
10. 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 30th July, 2022 through email at investors@ttlimited.co.in.
11. **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.
12. **Nomination:** Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the Members may please contact their respective depository participant.
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.
16. **Bank Account Details:** Regulation 12 and Schedule I of SEBI Listing Regulation requires all companies to use the facilities of electronic clearing services for payment of dividend. In compliance with these regulations, payment of dividend will be made only by electronic mode directly into the bank account of Members and no dividend warrants or demand drafts will be issued without bank particulars.
17. **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.
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. **Unclaimed/Unpaid Dividend:** Pursuant to Section 124 of the Companies Act, 2013, the unpaid Dividend that are due to transfer to the Investor Education and Protection Fund (IEPF) are as follows:

Financial Year	Date of Declaration	Tentative Date for transfer to IEPF
Financial 2014-15	09.09.2015	14.09.2022
Financial 2015-16	14.09.2016	19.09.2023

Members who have not encashed their dividend warrants pertaining to the aforesaid years may approach the Company/ its Registrar, for obtaining payments thereof at least 30 days before they are due for transfer to the said fund.

20. **Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Account:** Pursuant to Section 124 of the Companies Act 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF.

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>

21. **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. 27th July 2022 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 INTRUCTIONS 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 30th July, 2022 at 9.00 A.M. and ends on 2nd August, 2022 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 27th July, 2022 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.



	<p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting 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 eVoting" 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 eVoting 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	<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 & voting during the meeting.</p>

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.
- (v) 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 /

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant, Company Name i.e., T T Limited on which you choose to vote.



- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) 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 Laptop / IPad for better experience.
5. Further shareholders will require 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 atleast 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.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call to 1800 22 55 33 .

By Order of the Board of Directors
For T T Limited

Sd/-

Pankaj Mishra
Company Secretary
M. No. 40550

Place: New Delhi
Date: 11.05.2022



ANNEXURE TO ITEM 6, 7, 8, 9 and 10 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	Shri Rikhab Chand Jain	Shri. Sanjay Kumar Jain	Smt. Jyoti Jain	Shri Rahul Jain	Shri Puneet Vijay Bothra
Date of Birth	24-08-1944	06-09-1969	27-10-1971	16-05-1977	04-08-1979
DIN	01736379	01736303	01736336	00618923	09353464
Nationality	Indian	Indian	Indian	Indian	Indian
Date of Appointment on the Board	29.09.1978	15.01.1997	15.01.1997	20.10.2021	20.10.2021
Qualifications	MBA (IIM, Calcutta) PhD. In business management, FCS, AICS (UK), Chartered Secretary London	MBA (IIMA) Gold medalist, ACS, AICWA, B.COM(Hons)	B.com, Diploma in Garment Technology, Diploma in Sales Management	MBA from MDI Gurgaon, OHBE from Laureate US University and is a Fellow Company Secretary.	MBA,(Marketing and Human Resources) MA in Sociology, BA,
Expertise in specific functional area	Finance, Marketing & Business Management	Finance, Marketing & Business Management	Marketing & Fashion Designing	Motivational Speaker & Financial Planning	Marketing , Business Planning & Brand Promotion
Number of shares held in the Company	8554762	549274	1715150	Nil	Nil
List of the directorships held in other companies*	One	4	Nil	3	Nil
Number of Board Meetings attended during the year 2021-22	5	5	5	2	2
Chairman / Member in the Committees of the Boards of companies in which he is Director*	Nil	2	Nil	1	2
Relationships between Directors inter-se	Father of Mrs Jyoti Jain, Father in law of Sanjay Kumar Jain	Son in Law of Shri Rikhab Chand Jain, Husband of Mrs. Jyoti Jain	Daughter of Shri Rikhab Chand Jain Wife of Shri Sanjay Kumar Jain	NA	NA
Remuneration details (Including Sitting Fees & Commission) paid during F.Y. 2021-22	Rs. 1.05 lakh	Rs. 77.02 lakh	Rs. 1.05 Lakh	Rs. 0.65 Lakh	Rs. 0.55 Lakh
Remuneration proposed to be paid	Rs. 4 Lakh Per month	Rs. 8 Lakh Per Month	Rs. 6 Lakh Per month	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).

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 5**

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/S K.L. Jai Singh & Co., Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2023. The Board fixed the remuneration of Rs. 50,000/- (Fifty Thousand only)

In accordance with the provision of section 148 of the Act, read with the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly consent of the members is sought for passing an ordinary resolution as set out item no. 5 of the notice for ratification of the remuneration payable to the Cost Auditor for the F.Y. 2022-23. None of Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The Board recommends the Ordinary Resolution set out at item no. 5 of the Notice for approval by the members

Item No. 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Shri. Rahul Jain (DIN: 00618923) as Additional Director of the Company and also as Independent Director, not being liable to retire by rotation, w.e.f. 20th October, 2021 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 Rahul Jain holds office only upto the date of this Annual General Meeting (AGM) 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.

Shri. Rahul Jain aged 45 years. He is a Founder & Director of Edutech company Bizwiz Learning which is India's one of the finest potential transformation platform focusing on continuous education. He is a Mentor to IIM Ahmedabad, CIIE and passionate about equity research and spiritualism.

Shri Rahul Jain completed his MBA from MDI Gurgaon, OHBE from Laureate US University and is a Fellow Company Secretary. He has been key note speaker/presenter at various national and international conferences/seminars. He has consulted and coached many startups, companies and colleges. His Business Interest lies in Edtech, Fashion & Equity Investments.

He is a Director Development & Licensee LMI- India. LMI is world's largest people development company. He's a thought leader on leadership, sales, business Simulations and venture Planning.

The Board is of the view that the association of Shri Rahul Jain would benefit the Company, given the knowledge, experience and performance of Shri Rahul Jain, and contribution to Board processes by him. Declaration has been received from Shri Rahul Jain that he meets the criteria 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 Rahul Jain 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 Rahul Jain would be entitled to remuneration by way of sitting fees for attending the meetings of the Board and its Committees.

Details of Shri Rahul 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.

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 Sunday and holidays), upto the date of the AGM and also at the venue during the AGM.

Accordingly, approval of the members is sought for passing an Ordinary Resolution for appointment Shri Rahul Jain, in terms of Section 149 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Shri Rahul Jain and his relatives are interested in this ordinary 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 Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

Item No. 7

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Sh. Puneet Vijay Bothra (DIN: 09353464) as Additional Director of the Company and also as Independent Director, not being liable to retire by rotation, w.e.f 20th October, 2021 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 Puneet Vijay Bothra holds office only up to the date of this Annual General Meeting (AGM) 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.

Shri Puneet Vijay Bothra aged 43 years. Shri. Puneet Vijay Bothra Completed his MBA in (Marketing & Human Resource) from Government Engineering College, University of Rajasthan. He has expertise in Business Development, Channel Management, Key Account Management, Product Promotion/launches, Brand Management, Retails Operations, and Team Management.

The Board is of the view that the association of Shri Puneet Vijay Bothra would benefit the Company, given the knowledge, experience and performance of Shri Puneet Vijay Bothra, and contribution to Board processes by him. Declaration has been received from Shri Puneet Vijay Bothra that he meets the criteria 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 Puneet Vijay Bothra 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 Puneet Vijay Bothra would be entitled to remuneration by way of sitting fees for attending the meetings of the Board and its Committees.

Details of Shri Puneet Vijay Bothra 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.

13

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 an Ordinary Resolution for appointment Shri Puneet Vijay Bothra, in terms of Section 149 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Shri Puneet Vijay Bothra and his relatives are interested in this ordinary 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 Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

Item No 8

Shri Rikhab Chand Jain aged 78 years, Founder, Chairman of T T Group has been in Textile Business for more than 60 years. He had graduated from St. Xavier's college at Kolkata. He had completed his M.B.A in Marketing and Business Management from Indian Institute of Management, Kolkata. He is a Chartered Secretary from U.K and a Fellow Member of the Indian Institute of Company Secretaries. He had received an honorary Ph. D degree in Business Management from West Indies University. He had been a visiting Professor at Indian Institute of Management, Kolkata.

Shri Rikhab Chand Jain was reappointed as the chairman of the Company for a period of five years up to 31st March, 2022.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors again reappointed Shri Rikhab Chand Jain as Chairman of the company for a further period of five years w.e.f. 01st April, 2022, subject to the approval of shareholders.

The material terms of the agreement entered into by the Company with Shri Rikhab Chand Jain, inter alia are as follows:-



A. Salary - Rs 4 lakh per month with such revision as may be approved by the Board from time to time.

B. Commission- Not exceeding 5% of net profit in an accounting year as may be decided by the Board from time to time.

C. Perquisites and Allowances

In addition to salary Shri Rikhab Chand Jain shall entitled to perquisites and allowances like accommodation or House Rent Allowance in lieu thereof, medical reimbursement, leave travel allowance for self and family, club fees, premium for medical insurance, retirement benefits etc. In accordance with the company's rules in force or as may be approved by the Board time to time provided that aggregate value of such perquisites shall not exceed Rs. 4 lakh per month. In addition to above, he will also be entitled to the following benefits as may be approved by the Board from time to time:

i. Company maintained car with driver

ii. Telephone/Laptop/mobile at residence

iii. Perquisites and Allowances

D. The total remuneration including perquisites shall not exceed the limits specified in schedule V to the Companies Act 2013. The Board is of the opinion that his appointment would be in the interest of your company.

Except Shri Rikhab Chand Jain, Executive Chairman, Smt.Jyoti Jain, Director and Shri Sanjay Kumar Jain, Managing Director 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 aforesaid Resolution for the approval by the Members as Special Resolution.

Item No. 9

Mr. Sanjay K Jain aged 53 years, Managing Director of the Company. He is a MBA-Gold Medalist from IIM (Ahmedabad) and a Fellow member of Institute of Company Secretaries of India (FCS) and Institute of Cost Accountant of India. He is a regular speaker in conferences and writer of articles. He is an expert in marketing and finance and is overall in charge of the Company. He has travelled to over 40 countries and has wide exposure on textiles issues.

Shri Sanjay Kumar Jain was reappointed as the Managing Director of the Company for a period of five years upto 31st March, 2022.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors again reappointed Shri Sanjay Kumar Jain as Managing Director, liable to retire by rotation, of the company for a further period of five years w.e.f. 01st April, 2022, subject to the approval of shareholders.

The material terms of the agreement entered into by the Company with Shri Sanjay Kumar Jain, inter alia are as follows:-

A. Salary- Rs 8 lakh per month with such revision as may be approved by the Board from time to time.

B. Commission - Not exceeding 5% of net profit in an accounting year as may be decided by the Board from time to time.

C. Perquisites and Allowances

In addition to salary Shri Sanjay Kumar Jain shall entitled to perquisites and allowances like accommodation or House Rent Allowance in lieu thereof, medical reimbursement, children education allowance, leave travel allowance for self and family, club fees, premium for medical insurance, retirement benefits etc. In accordance with the company's rules in force or as may be approved by the Board time to time provided that aggregate value of such perquisites shall not exceed Rs 8.00 lakh per month.

In addition to above, he will also be entitled to the following benefits as may be approved by the Board from time to time:

i. Company maintained car with driver

ii. Telephone/Laptop/mobile at residence

iii. Company's contribution to Provident Fund and Superannuation Fund

iv. Payment of Gratuity and retirement benefits and

v. Encashment of Leave



D. The total remuneration including perquisites shall not exceed the limits specified in schedule VI to the Companies Act, 2013.

The Board is of the opinion that his appointment would be in the interest of your company.

Except Shri Rikhab Chand Jain, Executive Chairman, Smt. Jyoti Jain, Director and Shri Sanjay Kumar Jain, Managing Director, 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 aforesaid Resolution for the approval by the Members as Special Resolution.

Item No. 10

Smt. Jyoti Jain aged 51 years has 31 years' experience in the Hosiery Industry. She is a post graduate in marketing and sales management from NIFT Garment Technology.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors on 11th May, 2022, appointed Smt. Jyoti Jain as Executive Director (designated as Jt. Managing Director) of the company, liable to retire by rotation, for a period of five years w.e.f. 01st June, 2022, subject to the approval of shareholders.

.The material terms of the agreement entered into by the company with Smt. Jyoti Jain, inter alia are as follows:-

A. Salary: Rs.6 lakh per month with such revision as may be approved by the Board from time to time.

B. Commission: Not exceeding 5% of the Net Profit in an accounting year as may be decided by the Board from time to time.

C. Perquisites and Allowances:

In addition to salary Smt. Jyoti Jain shall be entitled to perquisites and allowances like accommodation or House Rent Allowance in lieu thereof, medical reimbursement, children education allowance, leave travel allowance for self and family, club fees, premium for medical insurance, retirement benefits etc. In accordance with the company's rules in force or as may be approved by the Board from time to time provided that aggregate value of such perquisites shall not exceed Rs.6 lakh per month.

In addition to the above, she will also be entitled to the following benefits as may be approved by the Board from time to time:

- I. Company maintained car with driver;
- II. Telephone / mobile at residence
- III. Company's contribution to Provident Fund and Superannuation Fund;
- IV. Payment of Gratuity and retrial benefits and
- V. Encashment of Leave

D. The total remuneration including perquisites shall not exceed the limits specified in schedule V to the Companies Act, 2013.

The Board is of the opinion that her appointment would be in the interest of your company.

Smt. Jyoti Jain shall be liable to retire by rotation.

Except Shri Rikhab Chand Jain, Chairman, Mrs. Jyoti Jain, Jt. Managing Director and Shri Sanjay Kumar Jain, Managing Director, 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. 10 of the notice for approval by the members.

By Order of the Board of Directors
For TT Limited

Sd/-

Pankaj Mishra
Company Secretary
M. No. 40550

Place: New Delhi
Date: 11.05.2022