

**TTI ENTERPRISE LIMITED**

1, R. N. Mukherjee Road, Martin Burn House, 4th Floor
Suite No. 22, Kolkata - 700 001, Tele-fax : +91 33 2210-9197
E-mail : tti1711@gmail.com
Web : www.ttienterprise.net
CIN : L67120WB1981PLC033771

Date: 22nd July, 2022

To,
BSE Limited
Corporate Relations Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001

Ref: - TTI Enterprise Limited (Script Code: 538597).

Sub: Notice of Extra-Ordinary General Meeting (EOGM).

Dear Sir,

This is to inform you that, in compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities Exchange Board of India, the Extra-ordinary General Meeting ("EOGM") of the Company will be held on **Friday, 19th August, 2022 at 10:00 AM** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). The copy of the Notice of EGM together with explanatory statement is enclosed herewith for your kind reference.

Notice of EOGM is being send through electronic mode to all the shareholder of the Company whose email address are registered with the Company or Depository participant(s) as the requirement of sending physical copy of notice to shareholders has been dispensed with Notice of EOGM is also available on the Company's website www.ttienterprise.net.

Further, Members of the Company, holding shares either in physical form or dematerialized form, as on **12th August, 2022** (Cut-off date for eligibility to vote) shall be entitled to vote by electronic means. The schedule of remote e-voting facility is set out as under:

Event	Day, Date, Time
Commencement of Remote E-Voting	Tuesday – 16 st August, 2022 (09:00 A.M)
End of remote E-Voting	Thursday – 18 th August, 2022 (05:00 P.M)
Cut-off date	Friday – 12 th August, 2022

Please take above information on record.

Thanking you,
For TTI Enterprises Limited

Jagrati Suhalka
Company Secretary & Compliance Officer

TTI ENTERPRISE LIMITED

CIN: L67120WB1981PLC033771

Registered Office: 1, R.N. Mukherjee Road, Martin Burn House, 4th Floor, Suite No. 22 Kolkata-700001.

Tel: +91 9446536580

Website: www.ttienterprise.net | Email ID: tti1711@gmail.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting (“EOGM”) of the Shareholders of **TTI Enterprises Limited** (“Company”) will be held on **Friday, August 19, 2022 at 10:00 A.M.** (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) facility (“Notice”), to transact the following businesses: -

SPECIAL BUSINESS:

ITEM NO. 1: TO APPOINT MR. VALATH SREENIVASAN RANGANATHAN (ALIAS V S RANGNATHAN) (DIN: 02786224) AS EXECUTIVE NON-INDEPENDENT DIRECTOR:

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

“**RESOLVED** THAT pursuant to Sections 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘Act’) and various Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. **Valath Sreenivasan Ranganathan (Alias V S Rangnathan)** (DIN – 02786224), who was appointed as an Additional Director on **23RD May, 2022** pursuant to the provisions of sub-section (1) of section 161 of the Companies Act, 2013 & the Articles of Association of the Company & who holds office up to the date of this Meeting & in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be & is hereby appointed as an Executive- Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company.”

ITEM NO. 2: TO APPOINT MRS. MRIDULA MUKUNDAN (DIN: 08242853) AS EXECUTIVE NON-INDEPENDENT DIRECTOR:

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

“**RESOLVED THAT** pursuant to Section 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘Act’) and various Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mrs. Mridula Mukundan (DIN – 08242853)**, who was appointed as an Additional Director on **23rd May, 2022** pursuant to the provisions of sub-section (1) of section 161 of the Companies Act, 2013 & the Articles of

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Association of the Company & who holds office up to the date of this Meeting & in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be & is hereby appointed as an Executive- Non- Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company.”

ITEM NO. 3: TO APPOINT MRS. PAYAL BAFNA (DIN: 09075302) AS NON-EXECUTIVE NON-WHOLE TIME INDEPENDENT WOMAN DIRECTOR:

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

“**RESOLVED THAT**, pursuant to sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and various Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Rules framed there under, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) **Mrs. Payal Bafna (DIN: 09075302)**, who was appointed as an Additional Non-Whole Time Independent woman Director on **23rd May, 2022**, whose term of office expires at the ensuing Shareholders Meeting and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Non-Executive Non-Whole Time Independent Woman Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from **19th August, 2022 to 18th August, 2027** of the Company.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company.”

ITEM NO. 4: TO APPOINT MRS. SONAL ATAL (DIN: 09308801) AS NON-EXECUTIVE NON-WHOLE TIME INDEPENDENT DIRECTOR:

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

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“RESOLVED THAT, pursuant to sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and various Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Rules framed there under, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) **Mrs. Sonal Atal (DIN: 09308801)**, who was appointed as an Additional Non-Whole Time Independent Director on **23rd May, 2022**, whose term of office expires at the ensuing Shareholders Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Non-Executive Non-Whole Time Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from **19th August, 2022 to 18th August, 2027** of the Company.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company.”

**By Order of the Board
For TTI Enterprise Limited**

Sd/-

Jagrati Suhalka

(Company Secretary)

Membership No.: ACS56544

Registered Office: 1, R.N. Mukherjee Road, Martin Burn House, 4th Floor, Suite No. 22

Kolkata-700001

CIN: L01122WB1953PLC021090

Email: tti1711@gmail.com

Place: Kolkata

Date: 22-07-2022

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Notes:

- 1) In view of the ongoing COVID-19 pandemic, social distancing norms to be followed and pursuant to General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020 read with General Circular No. 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 and 3 /2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the forthcoming EOGM will thus be held through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of the members at a common venue. Hence, Members can attend and participate in the ensuing EOGM through VC/OAVM.
- 2) The Members can join the EOGM through VC/OAVM 15 minutes before the scheduled time of the commencement of the Meeting and during the EOGM by following the procedure mentioned in the Notice. The facility of participation at the EOGM 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, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.
- 3) Since the EOGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
- 4) Members are informed that in case of joint holders attending the Meeting, only such joint holder whose name stands first in the Register of Members of the Company/ list of Beneficial Owners as received from National Securities Depository Limited ("NSDL") /Central Depository Services (India) Limited ("CDSL") (collectively referred to as "Depositories") in respect of such joint holding will be entitled to vote.
- 5) GENERALLY, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS EOGM IS BEING HELD THROUGH VC / OAVM PURSUANT TO THE MCA CIRCULARS, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE EOGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.

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- 6) **Mrs. Pooja Amit Gala**, a Practicing Company Secretary (Membership No. 69393), has been appointed as “Scrutinizer” to scrutinize the e-Voting process and voting at the EOGM in a fair and transparent manner and he has communicated his willingness to be appointed.
 - 7) 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 EOGM through VC/ OAVM and cast their votes through e-voting. Institutional / Corporate Members intending to appoint Authorized Representative to attend and vote on their behalf at the EOGM are required to send a scanned copy (PDF/JPG format) of its Board or Governing body resolution /authorization letter etc. authorizing its representative to attend the EOGM through VC / OAVM on its behalf and to vote through remote e-voting at least 48 hours before the EOGM. The said resolution / authorization shall be sent to the scrutinizer by e-mail through its registered e-mail address to cs poo jagala@gmail.com or upload on the VC portal / e-voting portal i.e., www.evoting.nsdl.com.
 - 8) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the business to be transacted at the EOGM is annexed hereto.
 - 9) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of **Friday, the 12th August, 2022**. Members shall have one vote for every one fully paid share of the Company held by them as on the cut-off date. Members can vote for their entire voting rights as per their discretion.
 - 10) Pursuant to the MCA Circulars, the Notice of the EOGM is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Copy of the Notice of the EOGM is also available for download on the website of the Company at tti1711@gmail.com, the e-voting portal i.e., www.evoting.nsdl.com and on the websites of the Stock Exchanges, i.e., BSE at **[www.bseindia](http://www.bseindia.com)** and CSE Limited at **www.cse-india.com**.
 - 11) Members who have not registered their email addresses with the Company/ RTA or their Depositories for receiving all communication (including Notice and Annual Report) from the Company electronically can get the same registered as follows:
 - i. Members holding shares in physical form may register their email address and mobile number with the Company/Company’s Registrar and Transfer Agents, M/s. Niche Technologies Private Limited by sending an email request at the email ID tti1711@gmail.com or nichetechpl@nichetechpl.com along with signed scanned copy of the request letter providing the complete postal address with PIN code, email address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate for registering their email address and receiving the AGM Notice and the e-voting instructions.
 - ii. Members holding shares in dematerialized mode are requested to register/ update their email addresses with the relevant Depositories.
 - 12) Members will be able to attend EOGM through VC/ OAVM by logging on to the e-voting website of NSDL at www.evoting.nsdl.com by using their e-voting login

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credentials. On this webpage, click on the tab SHAREHOLDERS / MEMBERS, the Video Conferencing/ webcast link would be available.

- 13) Members who would like to express their views/ ask questions during the EOGM may register themselves as a speaker by sending their request in advance at least seven days before the EOGM. Members who do not wish to speak during the EOGM but have queries may send their queries, mentioning the name, securities demit account number/folio number, email id, mobile number to www.ttienterprise.net send their queries in advance 7 days prior to meeting.
- 14) Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the EOGM for a maximum time of 2 (Two) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the EOGM.
- 15) Members who are present in the meeting through VC / OAVM and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
- 16) The Members who have cast their vote by remote e-voting prior to the EOGM may also attend/participate in the EOGM through VC / OAVM but shall not be entitled to cast their vote again.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on **August 16, 2022 at 09:00 A.M.** and ends on **August, 18, 2022 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., **August 12, 2022**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **August 12, 2022**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

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Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="630 495 1425 1066">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<li data-bbox="630 1079 1425 1234">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="630 1247 1425 1864">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<li data-bbox="630 1877 1425 1906">4. Shareholders/Members can also download NSDL Mobile





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	<p>App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">1. Existing users who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi.2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.

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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting 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 i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password 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., NSDL and CDSL.

Login type	Helpdesk details
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
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 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL

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eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial

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- password’.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

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7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(is) who are authorized to vote, to the Scrutinizer by e-mail to cs poojagala@gmail.com <Please mention the e-mail ID of Scrutinizer> with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e., **August 12, 2022**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990 and 1800 22 44 30**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., **August 12, 2022** may follow steps mentioned in the Notice of the AGM/EOGM under Step 1: "Access to NSDL e-Voting system" (Above).
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download

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section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 tti1711@gmail.com (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to tti1711@gmail.com (Company email id). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EOGM/AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EOGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EOGM/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 in the EOGM/AGM.

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-
3. Members who have voted through Remote e-Voting will be eligible to attend the EOGM/AGM. However, they will not be eligible to vote at the EOGM/AGM.
 4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EOGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EOGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EOGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join Meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at www.ttienterprise.net (company email id) latest by 05:00 p.m. (IST) on **Friday 12th day of August, 2022**. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.

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8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EOGM.

Members who need assistance before or during the AGM/EOGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.

EXPLANATORY STATEMENT

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(Pursuant to Section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013, the following explanatory statements sets out all material facts relating to the business mentioned under Item Nos. 1 to 6 of the accompanying notices:

ITEM NO: 1 - TO APPOINT MR. VALATH SREENIVASAN RANGANATHAN (ALIAS V S RANGNATHAN) (DIN: 02786224) AS EXECUTIVE NON-INDEPENDENT DIRECTOR

At the Board Meeting of the Company held on **23rd May, 2022** the Board had appointed Mr. Valath Sreenivasan Ranganathan (Alias V S Ranganathan) as an additional Executive Non-Independent Director of the Company with immediate effect. In terms of Section 161(1) of the Act, Mr. Valath Sreenivasan Ranganathan (Alias V S Ranganathan) holds office up to the date of this ensuing general meeting and is eligible for appointment as Executive Non-Independent Director.

The appointment of Mr. Valath Sreenivasan Ranganathan (Alias V S Ranganathan) shall be effective upon approval by the members in the Meeting. Mr. Valath Sreenivasan Ranganathan (Alias V S Ranganathan) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Brief profile of Mr. Valath Sreenivasan Ranganathan (Alias V S Ranganathan)

Mr. Valath Shreenivasan Ranganathan, is the Promoter of our Company. He has completed M. A. English Literature from University of Kerala 1984 (Course Completed in May 1984) and B.Sc. Maths from University of Calicut 1982. He has experience of more than three decades which includes 26 years in Middle East. He is well versed in Computer Applications, independently handles CAD Software and other related programs like MS Project, etc.

He had Established own business in UAE irrespective of the numerous hurdles in the process. New brands and products got launched in various fields during his term as the Business Development Manager. He is a high integrity energetic leader known for ability to envision and create successful outcomes in complex situations.

Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of Director	Valath Sreenivasan Ranganathan (Alias V S Ranganathan)
Fathers' Name:	Sreenivasan Ranganathan
Date of Birth:	01-10-1961
Date of First Appointment on Board:	23-05-2022

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Nature of his expertise in specific functional areas:	He is a Business Development Manager. He is a high integrity energetic leader known for ability to envision and create successful outcomes in complex situations. New brands and products got launched in various fields during his term as the Business Development Manager.
Years of Experience:	26 years
Qualification:	M. A. English Literature from University of Kerala 1984 (Course Completed in May 1984) and B.Sc. Maths from University of Calicut 1982
Directorship in Other Companies:	1. TTI Enterprise Limited 2. Melker Finance And Leasing Private Limited 3. Melker Travel Tours And Cargo Private Limited 4. Melker Impex Private Limited 5. Trustlink Insurance Brokers Private Limited 6. Tmp Melker Infra Private Limited 7. Melker Premium Lp
Name of other public limited Companies, where he is Director	Nil
*Member/Chairman of the Committee including this listed entity	He is Member in Audit Committee of TTI Enterprise Limited
Shareholding in the Company as on 30th June, 2022 (including shareholding as a beneficial owner)	49,64,225 (19.54%)
Last Drawn remuneration:	Nil
Relationship with other Directors and KMP:	Nil

*** Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.**

Accordingly, the Board commends the Special Resolution as set out in item No. 1 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mr. Valath Sreenivasan Ranganathan (Alias V S Ranganathan) and / or their relatives holding, if any to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

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ITEM NO: 2 - TO APPOINT MRS. MRIDULA MUKUNDAN (DIN: 08242853) AS EXECUTIVE NON-INDEPENDENT DIRECTOR

At the Board Meeting of the Company held on **23rd May, 2022** the Board had appointed Mrs. Mridula Mukundan as an additional Executive Non- Independent Director of the Company with immediate effect. In terms of Section 161(1) of the Act, Mrs. Mridula Mukundan holds office up to the date of this ensuing general meeting and is eligible for appointment as Executive Non- Independent Director.

The appointment of **Mrs. Mridula Mukundan** shall be effective upon approval by the members in the Meeting. **Mrs. Mridula Mukundan** is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Brief profile of Mrs. Mridula Mukundan

Mridula Mukundan holds a Post Graduate Diploma in Management from IIM Lucknow, specialized in Finance and Marketing. She has been felicitated with University Honors for accelerated graduation in Bachelor of Science in Business Administration from Pittsburg, U.S based Carnegie Mellon University, Qatar Campus.

She has close to 7 years of formal work experience comprising of e-commerce start-ups and realtors, in the areas of finance, strategy, marketing and customer experience.

Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of Director	Mridula Mukundan
Fathers' Name:	Thayyath Mukundan
Date of Birth:	14/05/1990
First Appointment on Board:	23/05/2022
Nature of his expertise in specific functional areas:	Formal work experience comprising of e-commerce start-ups and realtors, in the areas of finance, strategy, marketing and customer experience
Years of Experience:	7 years
Qualification:	Post Graduate Diploma in Management from IIM Lucknow. Graduation in Bachelor of Science in Business Administration from Pittsburg, U.S based Carnegie Mellon University, Qatar Campus

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Directorship in Other Companies:	TTI Enterprise Limited
Name of other public limited Companies, where he is Director	Nil
*Member/Chairman of the Committee including this listed entity	She is the member in Stakeholders Relationship Committee of TTI Enterprise Limited
Shareholding in the Company as on 30th June, 2022 (including shareholding as a beneficial owner)	39,500 (0.16%)
Last Drawn remuneration:	Nil
Relationship with other Directors and KMP:	Nil

** Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.*

Accordingly, the Board commends the Special Resolution as set out in item No. 2 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except **Mrs. Mridula Mukundan**, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 3: TO APPOINT MRS. PAYAL BAFNA (DIN: 09075302) AS NON-EXECUTIVE NON-WHOLE TIME INDEPENDENT WOMAN DIRECTOR.

At the Board Meeting of the Company held on 23rd May, 2022 the Board had appointed Mrs. **Payal Bafna** as an additional Non-Executive Non-whole Time Independent Woman Director w.e.f. 23rd May, 2022 of the Company with immediate effect. In terms of Section 161(1) of the Act, **Mrs. Payal Bafna** holds office up to the date of this ensuing General Meeting and is eligible for appointment as Non-Executive Non-whole Time Independent Woman Director.

The appointment of Mrs. **Payal Bafna** shall be effective upon approval by the members in the Meeting. Mrs. **Payal Bafna** is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company and has given declaration to the Board that he meets criteria for independence as provided under section 149(6) of the Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

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Brief resume of Mrs. Payal Bafna

Ms. Payal Bafna is the Director of Bihar Foundry and Casting Limited Company. She has completed B.Com(H). (Accounts & Finance) from University of Calcutta 2011 (Course Completed in June 2011) and She obtained her Company Secretary Membership imparted by the Institute of Company Secretary of India also she posses bachelor Degree of Law and accounting technician Certificate from the Institute of Chartered Accountants of India .

CS Payal Bafna is an Associate Member of ICSI and a lawyer with experience in diverse fields of Company Law, Corporate Governance, Legal Compliance, Corporate Social Responsibility and Quality Control.

Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of Director	Payal Bafna
Fathers' Name:	Laxmi Pat Bafna
Date of Birth:	28-10-1989
First Appointment on Board:	23-05-2022
Nature of his expertise in specific functional areas:	Vast experience in Company Law, Securities Exchange Board of India (SEBI) Act, Rules and Regulations, Listing Agreement, Incorporation of Companies.
Years of Experience:	9 Years
Qualification:	B.Com(H). (Accounts & Finance) from University of Calcutta 2011 . Company Secretary and bachelor Degree of Law and accounting technician Certificate
Directorship in Other Companies:	1. Bihar Foundry & Casting Limited. 2. Godavari Commodities Limited.
Name of other public limited Companies, where he is Director	1. Bihar Foundry & Casting Limited. 2. Godavari Commodities Limited
Member/Chairman of the Committee including this listed entity	He is the Chairman of Audit Committee and Stakeholders Relationship Committee of TTI Enterprises Limited.
Shareholding in the Company as on 30th June, 2022 (including shareholding as a beneficial owner)	Nil
Last Drawn remuneration:	Nil
Relationship with other Directors and KMP:	Nil
The skills and capabilities required for the role and the manner in which the proposed person	She has Vast experience in Company Law, Securities Exchange Board of India (SEBI) Act,

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meets such requirements	Rules and Regulations, Listing Agreement, Incorporation of Companies, the company will add value and it will be best interest of the Company to appoint her as Independent Director for the five consecutive years
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*** Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.**

Accordingly, the Board commends the Special Resolution as set out in item No. 3 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives, is in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 5: TO APPOINT MRS. SONAL ATAL (DIN: 09308801) AS NON-EXECUTIVE NON-WHOLE TIME INDEPENDENT WOMAN DIRECTOR.

At the Board Meeting of the Company held on 23RD may, 2022 the Board had appointed Mr. **Sonal Atal** as an additional Non-Executive Non-whole Time Independent Director 23RD May, 2022 of the Company with immediate effect. In terms of Section 161(1) of the Act, Mr. **Sonal Atal** holds office up to the date of the ensuing general and is eligible for appointment as Non-Executive Non-whole Time Independent Director.

The appointment of Mrs. **Sonal Atal** shall be effective upon approval by the members in the Meeting. Mrs. **Sonal Atal** is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company and has given declaration to the Board that he meets criteria for independence as provided under section 149(6) of the Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Brief Resume of Sonal Atal:

Ms. Sonal Atal has completed B.Com from North Bengal University 2013(Course Completed in June 2013) and She obtained her Company Secretary Membership imparted by the Institute of Company Secretary of India.

CS Sonal Atal is an Associate Member of ICSI with experience in diverse fields of Company Law, Corporate Governance, Legal Compliance, Corporate Social Responsibility and Quality Control.

She is having good exposure and more than 6 years of vast experience in Company Law, Securities Exchange Board of India (SEBI) Act, Rules and Regulations, Listing Agreement, Incorporation of Companies

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Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of Director	Sonal Atal
Fathers' Name:	Binod Kumar Atal
Date of Birth:	17/08/1992
First Appointment on Board:	23/05/2022
Nature of his expertise in specific functional areas:	Experience in diverse fields of Company Law, Corporate Governance, Legal Compliance, Corporate Social Responsibility and Quality Control
Years of Experience:	6 Years
Qualification:	B.Com and Company Secretary
Directorship in Other Companies:	1. Nyassa Corporation Limited. 2. Vaishno Cement Company Limited
Name of other public limited Companies, where she is Director	1. Nyassa Corporation Limited. 2. Vaishno Cement Company Limited
Member/Chairman of the Committee including this listed entity	She is the member in Audit and Stakeholder Relationship Committee of TTI Enterprise Limited
Shareholding in the Company as on 30th June, 2022 (including shareholding as a beneficial owner)	Nil
Last Drawn remuneration:	Nil
Relationship with other Directors and KMP:	Not related to any Director or Key Managerial Personnel of the Company
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Expertise in consultancy especially in indirect taxation (GST) and regulatory compliance, the company will add value and it will be best interest of the Company to appoint him as Independent Director for the five consecutive years.

*** Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.**

Accordingly, the Board commends the Special Resolution as set out in item No. 4 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives, is in any way, concerned or interested, financially or otherwise, in the resolution.

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**By Order of the Board
For TTI Enterprise Limited**

Sd/-

Jagrati Suhalka

(Company Secretary)

Membership No.: ACS56544

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Kolkata-700001

CIN: L01122WB1953PLC021090

Email: tti1711@gmail.com

Place: Kolkata

Date: 22-07-2022