

TTI ENTERPRISE LIMITED

CIN: L67120WB1981PLC033771

Registered Office: 4th Floor, 6/A, Tarachand Dutta Street, Near Krishna cinema and
ICICI Bank M G Road Branch, Kolkata, West Bengal-700073

Email: tti1711@gmail.com Contact No: 9874402935 Website: www.ttienterprises.com

Date: 04th December, 2025

To, The BSE Limited Listing Compliance Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001	To, The Calcutta Stock Exchange Limited, Listing Department 7, Lyons Range, Dalhousie, Kolkata- 700001, West Bengal
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Ref: TTI Enterprise Limited (Script Code- BSE: 538597 and CSE: 030137)

Sub: Postal Ballot Notice – Disclosure under Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“SEBI Listing Regulations”)

Respected Sir/Madam,

In compliance with the Regulation 30 of the SEBI Listing Regulations, we are enclosing a copy of the postal ballot notice (“Postal Ballot Notice”) to seek approval of the Members of the Company, for the following items as set out in the said Notice dated 04th December, 2025:

Sr. No.	Resolution	Type of Resolution
1.	REGULARISATION OF MR. HEMANT AGARWAL (DIN: 11363521) AS EXECUTIVE DIRECTOR OF THE COMPANY	ORDINARY
2.	FIXATION OF REMUNERATION OF MR. HEMANT AGARWAL (DIN: 11363521) AS EXECUTIVE DIRECTOR OF THE COMPANY	SPECIAL

In compliance with the Companies Act, 2013 and Circulars issued by Ministry of Corporate Affairs, the Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Registrar and Transfer Agent of the Company or Depository(ies)/ Depository Participant(s) and whose name appear in the Register of Members/List of Beneficial Owners of the Company provided by the RTA as on Friday, 28th November, 2025 .

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	Monday 08 th December, 2025 at 9:00 AM IST
End of remote e-voting	Tuesday 06 th January, 2026 at 05:00 PM IST

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The Company has engaged the services of NSDL as the agency to provide remote e-voting facility.

Please take the aforesaid on record.

For TTI ENTERPRISE LIMITED

CHANDRA
PRAKASH
SINGH

Digitally signed by
CHANDRA PRAKASH
SINGH
Date: 2025.12.04 19:51:09
+05'30'

CHANDRA PRAKASH SINGH
COMPANY SECRETARY AND COMPLIANCE OFFICER

ACS: 73339

Encl: A/a

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POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended and applicable circulars issued by the Ministry of Corporate Affairs, from time to time]

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 11/2022 dated December 28, 2022 along with subsequent circulars issued in this regard and the latest Circular No. 09/2024 and dated September 19, 2024, MCA General Circular No. 03/2025 dated 22nd September 2025 ("MCA Circulars") issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws and regulations, the resolutions being set out in this Postal Ballot Notice ("Notice") are proposed to be passed by the members of the Company through postal ballot only by way of Remote E-voting process ("E-voting"). Communication of assent or dissent of the Members would take place only through the remote e-voting system only.

An Explanatory Statement pursuant to the provisions of Section 102 and other applicable provisions of the Act read with the Rules, pertaining to the below resolutions setting out the material facts and the reasons/ rationale thereof, is appended and forms part of the Notice for your consideration.

Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the SEBI Listing Regulations and (iii) MCA Circulars, the Company has provided remote e-voting facility, to its Members to enable them to cast their votes electronically.

For this purpose, the Company has engaged the services of **NSDL** as the agency to provide remote e-voting facility.

In compliance with all the applicable Circulars issued by MCA and Securities Exchange Board of India ('SEBI') this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participant(s)/RTA as on Friday, 28th November, 2025 ("Cut-off date"). It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the below mentioned Resolutions in accordance with the process specified in this Notice. A person who is not a member as on the cut-off date should treat this notice

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of postal ballot for information purpose only. If the member's e-mail address is not registered or updated with the Company/ Depository Participant(s), they may follow the process provided in the Notes hereunder to receive the Notice, and remote e-Voting instructions.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote E-voting process, not later than 05.00 PM IST on Tuesday, 06th January, 2026. The Remote E-voting facility will be blocked by **National Securities Depository Limited** immediately thereafter and the Members will not be allowed to cast their votes beyond the said date and time.

Please note that there will be no dispatch of physical copies of Notice or Postal Ballot Forms to the Members of the Company, since such requirement is dispensed with as per the abovementioned MCA Circulars and consequently, no physical Ballot Forms are being dispatched and shareholders can vote only through remote E-Voting process.

Pursuant to Rule 22(5) of the Companies (Management & Administration) Rules, 2014, the Board of Directors ("Board") of the Company, at its meeting held on Monday 01st December, 2025 has appointed Ms. Prity Bishwakarma, Proprietor of M/s. Prity Bishwakarma & Co., Practising Company Secretary (Certificate of Practice Number: 27227 and Membership Number: A63580), as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot through remote e-Voting process in a fair and transparent manner.

The Scrutinizer will submit the report to the Chairman of the Company or the Company Secretary of the Company or any other person authorized by him, upon completion of the scrutiny of the Postal Ballot (through remote E-voting). The results of the Postal Ballot will be announced by any one of the Directors of the Company or the Company Secretary not later than 2 (Two) working days of the conclusion of the Postal Ballot.

The results of the Postal Ballot shall be posted on the Company's website www.ttienterprise.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, CSE at www.cse-india.com and on the website of NSDL <https://www.evoting.nsdl.com>.

The proposed resolutions, if approved by requisite majority, shall be deemed to have been passed on the last date of remote e-voting, i.e., Tuesday, 06th January, 2026.

For TTI ENTERPRISE LIMITED

CHANDRA PRAKASH SINGH
COMPANY SECRETARY AND COMPLIANCE OFFICER
ACS: 73339

Date: 03rd December, 2025

Place: Kolkata

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SPECIAL BUSINESSES:

ITEM OF BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT:

RESOLUTION 1:

REGULARISATION OF MR. HEMANT AGARWAL (DIN: 11363521) AS EXECUTIVE DIRECTOR OF THE COMPANY.

To Consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 , 196 , 197 and other applicable provisions of the Companies Act, 2013 (“Act”) read with rules made thereunder along with SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), Mr. Hemant Agarwal (DIN: 11363521) who was appointed as an Additional Director of the Company with effect from 04th November, 2025 by the Board of Directors as recommended by the Nomination and Remuneration Committee to hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, be and is hereby appointed as the Director (Executive) of the Company, whose period of office will be liable to retire by rotation.

“RESOLVED FURTHER THAT any Director of the Company and company secretary authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

RESOLUTION 2:

FIXATION OF REMUNERATION OF MR. HEMANT AGARWAL (DIN: 11363521) AS EXECUTIVE DIRECTOR OF THE COMPANY.

To Consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V, other applicable provisions of the Companies Act, 2013, and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the Articles of Association of the Company, the extent Rules / Regulations / Guidelines / Notifications and Circulars prescribed by any relevant authorities, the consent of the Members of the Company be and is hereby accorded for the overall managerial remuneration payable to Mr. Hemant Agarwal (DIN: 11363521) as an Executive Director of the Company, shall be such amount as may be fixed by the Board from time to time but not exceeding Rs. 6,00,000(Rupees Six Lakh only) per annum for the period of his tenure at any point of time and that the terms and conditions of the

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aforesaid remuneration payable to the said Executive Director be varied / altered / revised within said overall limit, in such manner as may be required during aforesaid period.

RESOLVED FURTHER THAT Mr. Hemant Agarwal (DIN: 11363521) as an Executive Director be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging, and such other expenses incurred by / for him in connection with meeting business requirements of the Company and in line with the Company policy.

RESOLVED FURTHER THAT when in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Hemant Agarwal (DIN: 11363521), Executive Director of the Company in accordance with the applicable provisions of Schedule V of the Companies Act, 2013.

“RESOLVED FURTHER THAT any Director of the Company and company secretary authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

For TTI ENTERPRISE LIMITED

CHANDRA PRAKASH SINGH
COMPANY SECRETARY AND COMPLIANCE OFFICER
ACS: 73339

Date: 03rd December, 2025

Place: Kolkata

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NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, in respect of the proposed Resolutions setting out all the material facts and reasons are enclosed herewith and forms part of this Notice.
2. In terms of Section 108 and 110 and of the Companies Act, 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 and Regulation 17(11) of the SEBI Listing Regulations, the businesses as set out in the Notice above is sought to be passed by Postal Ballot. Accordingly, your approval is sought for the resolutions contained in this Notice through remote e-voting.
3. The Postal Ballot Notice is being sent only through electronic mode to those Members who have registered their e-mail address with their Depository Participant(s) ('DPs') or with the Registrar and Share Transfer Agent of the Company and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL') as on Friday, 28th November, 2025 ('Cut-off date') in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA Circulars. In accordance with the applicable MCA Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote E-voting only.
4. The Cut-off date for reckoning the remote E-voting rights of the Members of the Company is Friday, 28th November, 2025 ("Cut-off date"). Member(s) holding Equity Shares as on Cut-off date may cast their vote through remote e-voting only and a person who is not a Member as on the Cut-off date shall treat this Notice for information purpose only.
5. The remote e-voting period starts on Monday 08th December, 2025 at 9:00 AM IST and ends on Tuesday 06th January, 2026 at 05:00 PM IST. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, 28th November, 2025.
6. The Board of Directors of the Company, at its Meeting held on Wednesday 3rd December, 2025 appointed Ms. Prity Bishwakarma, Proprietor of M/s. Prity Bishwakarma & Co., Practising Company Secretary (Certificate of Practice Number: 27227 and Membership Number: A63580), as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot (remote e-voting) process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.
7. The Notice of Postal Ballot is also placed on the Company's website www.ttienterprise.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, CSE at www.cse-india.com and on the website of NSDL <https://www.evoting.nsdl.com>.

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8. Resolutions passed by the Members through Postal Ballot are deemed to have been passed on the last day of remote e-voting i.e. on Tuesday 06th January, 2026 as if the same has been passed at a General Meeting of the Members.
9. The decision of the Scrutinizer on the validity of the votes cast through remote e-voting in this regard shall be final and binding.
10. All relevant documents referred in the Explanatory Statement shall be available for inspection through electronic mode, basis the request being sent on tti1711@gmail.com.
11. Procedure for registering the e-mail addresses for obtaining the Notice of Postal Ballot and remote e-voting instructions by the Members whose e-mail addresses are not registered with the DPs (in case of Members holding shares in demat form) or with RTA (in case of Members holding shares in physical form) is provided hereunder.
12. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Rule made there under, Companies can serve Notice and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository Participant(s). Members holding shares in physical form and have not registered their e-mail address with the Company are requested to update their email addresses by writing to the Company at tti1711@gmail.com. along with the copy of the signed request letter in Form ISR - 1 mentioning the name and address of the member, self-attested copy of the PAN card linked with Aadhaar and self-attested copy of any document (Eg.: Driving License, Election Identity Card, Passport) in support of the address of the member to enable the Company to register the e-mail address and for receiving the Notice of Postal Ballot and remote E-Voting instructions. Members holding shares in demat form are requested to register their, e-mail addresses with their Depository Participant(s) only. Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants/Company to enable servicing of notices/ documents/Annual Reports electronically to their email address.
13. Any queries/grievances pertaining to the remote E-voting process, you can write an email to evoting@nsdl.com

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THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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 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.

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">1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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.2. 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.

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	<p>NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none">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.jspVisit 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.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.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 evoting 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-

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	<p>Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</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. After successful authentication, user will be able to see the e-Voting option where the evoting 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) 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.

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.com or call at 022 - 4886 7000
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

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	<p>helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911</p>
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B) Login Method 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 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***

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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 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.com 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 on NSDL e-Voting system.

TTI ENTERPRISE LIMITED

CIN: L67120WB1981PLC033771

Registered Office: 4th Floor, 6/A, Tarachand Dutta Street, Near Krishna cinema and ICICI Bank M
G Road Branch, Kolkata, West Bengal-700073

Email: tti1711@gmail.com Contact No: 9874402935 Website: www.ttienterprises.com

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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.
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(ies) who are authorized to vote, to the Scrutinizer by e-mail to pritybishwakarma@gmail.com with a copy marked to evoting@nsdl.com. 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. 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.
3. 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 section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Deputy Manager at pritamd@nsdl.com / evoting@nsdl.com

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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
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. If you are an Individual shareholders 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard 2 on General Meetings)

ITEM NO. 1 & 2:

Mr. Hemant Agarwal (DIN: 11363521) has been appointed by the Board as an Additional Director (Executive) w.e.f. 04th November, 2025, to hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, subject to the approval of shareholders. Hence, he is required to be regularized at this Meeting.

Mr. Hemant Agarwal satisfies all the applicable conditions of the Act & he is not disqualified from being appointed as director in terms of Section 164 of the Act. He is not debarred from holding the office of Director, pursuant to any SEBI order or any other such authority.

The appointee shall devote his time and attention to the business activities of the Company and carry out such duties as may be entrusted to him by the Board, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board, in connection with and in the best interests of the Company.

Mr. Hemant Agarwal is resident of India and is a, B.COM and CS. he has good Experience Corporate laws, legal, Listing Regulations, Accounts and Audit Department.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the remuneration paid to Mr. Hemant Agarwal as decided by the Board is required to be approved by the members at their meeting.

It is hereby confirmed that the Company has not committed any default in respect of any of its debt or interest payable thereon for a period of 30 days in the preceding the financial year and in the current financial year.

I. General Information:

Sr. No.	Particulars	Details
1	Nature of Industry	NBFC
2	Date of commencement of commercial production / operations	12 th June, 1981
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA

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4	Financial performance based on given indicators	2024-25 (In Rs.)	2023-24 (In Rs.)
	Net worth	276821564	267717119
	Profit/ (Loss) after tax	91,04,445	22,64,390
5	Export performance and net foreign exchange collaboration	NA	
6	Foreign investments or collaborations, if any	NA	

II. Information about the Appointee:

Sr. No.	Particulars	Details
1	Background Details	Mr. Hemant Agarwal is resident of India and is a B.COM and CS. he has good Experience Corporate laws, legal, Listing Regulations, Accounts and Audit Department.
2	Past Remunerations	NA
3	Recognition or Awards	NA
4	Job Profile and Suitability	During the continuance of his tenure as and Executive Director, he devote his time to the business of the company and shall use his best endeavors to promote company.
5	Remuneration proposed	Remuneration not exceeding Rs. 6,00,000(Rupees Six Lakh only) per annum effective from 04 th November, 2025 which shall include Basic pay, HRA, Perquisites, Other / Special allowances, Employer PF contributions and other contributions and allowances as per the Company Policy.
6	Comparative remuneration profile with respect to industry, size of the company, profile of position and person	The remuneration proposed to be paid is commensurate with the experience, qualification and responsibilities entrusted to him by the Board and as prevailing in the industry
7	Pecuniary relationship with the company or relationship with the managerial personnel, if any	Except for receiving remuneration, he has no pecuniary relationship with the Company.

III. Other Information:

Sr. No.	Particulars	Details
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1	Reasons for loss or inadequate profits	<ul style="list-style-type: none">• High Non-Performing Assets (NPAs)• Regulatory Changes & Prudential Norms• High Borrowing Costs• Increased Operating & Compliance Costs• Asset-Liability Mismatch (ALM)• Delayed Recoveries or Collections
2	Steps taken or proposed to be taken for improvement	<ul style="list-style-type: none">• Strengthening Credit Appraisal & Risk Management• Improving Asset Quality• Cost Rationalization & Operational Efficiency• Digital Transformation• Better ALM (Asset-Liability Management) Practices• Strengthening Governance & Compliance
3	Expected increase in productivity and profits in measurable terms	Despite the current situation of inadequate profits, the Board is of the view that the continued engagement and motivation will result in a positive impact on the Company's overall performance. Based on internal projections and past trends, the Company anticipates an improvement in operational efficiency by approximately 10-20% and a corresponding increase in profitability in the range of 5-15% over the next 1 to 3 financial years. These improvements are expected to be reflected through enhanced revenue generation, cost optimization, and improved EBITDA margins.

Additional information in respect of Mr. Hemant Agarwal pursuant to the Secretarial Standards and SEBI (LODR) Regulations, 2015 on General Meetings is provided at Annexure A to this Notice.

Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience and other attributes, that his induction on the Board would be of immense benefit to the Company and it is desirable to avail his services as a Director to strengthen the management of the Company.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No. 1 as an ordinary and in Item No. 2 as a Special resolution.

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Except Mr. Hemant Agarwal, none of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution.

For TTI ENTERPRISE LIMITED

CHANDRA PRAKASH SINGH
COMPANY SECRETARY AND COMPLIANCE OFFICER
ACS: 73339

Date: 03rd December, 2025

Place: Kolkata

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Annexure A

The information required to be given for the Directors seeking appointment/ re-appointment to the Shareholders are as under:

Name of Appointees	Mr. Hemant Agarwal
DIN	11363521
Designation	Executive Director
Date of Birth	04/04/1990
Date of first appointment on Board	04/11/2025
Qualification and experience in specific functional area	Mr. Hemant Agarwal is resident of India and is a, B.COM and CS. he has good Experience Corporate laws, legal, Listing Regulations, Accounts and Audit Department.
Name(s) of the other Companies in which directorship held as on Date of Postal Ballot	NIL
Membership/ Chairmanship of the Committees in other companies as on date of Postal Ballot.	NIL
Listed Entities from which resigned as Director in past 3 years	NIL
Skills and capabilities required for the role and manner in which he/she meets such requirements	Mr. Hemant Agarwal possesses the requisite core skills, capabilities and competencies as required in context of the business of the Company
Shareholding of Non-executive Director	NIL
Relationships between Directors inter-se	Not Applicable
The number of meetings of the Board attended till the date of Postal Ballot Notice	2 (Two)

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Key terms and conditions of appointment	As per resolution in this Notice read with the explanatory statement thereto
Remuneration proposed to be paid	Remuneration not exceeding Rs. 6,00,000(Rupees Six Lakh only) per annum effective from 04 th November, 2025 which shall include Basic pay, HRA, Perquisites, Other / Special allowances, Employer PF contributions and other contributions and allowances as per the Company Policy.
Last drawn Remuneration	NA
Justification for choosing the appointees for appointment as an Independent Directors/ skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	As per Explanatory Statement to the resolution set out in the Notice of Postal Ballot