

# **TTI ENTERPRISE LIMITED**

CIN: L67120WB1981PLC033771

Registered Office: 03<sup>rd</sup> Floor, PNB House, 18B Brabourne Road,  
Kolkata, West Bengal-700001

Email: [tti1711@gmail.com](mailto:tti1711@gmail.com) Contact No: 9874402938 Website: [www.ttienterprises.com](http://www.ttienterprises.com)

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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, 13<sup>th</sup> February, 2026("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 of postal ballot for information purpose only. If the member's e-mail address is not registered or

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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 Friday, 27<sup>th</sup> March, 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 Friday 20<sup>th</sup> February, 2026 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](http://www.ttienterprise.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), CSE at [www.cse-india.com](http://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. Friday 27<sup>th</sup> March, 2026.

**For TTI ENTERPRISE LIMITED**

**CHANDRA PRAKASH SINGH**  
**COMPANY SECRETARY AND COMPLIANCE OFFICER**  
**M. No: A73339**

**Date: 20<sup>th</sup> February, 2026**

**Place: Kolkata**

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## **SPECIAL BUSINESSES:**

### **ITEM OF BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT:**

#### **RESOLUTION 1:**

#### **TO ALTER THE EXISTING OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION (“MOA”) 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 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”) and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations™”) and any other applicable law(s), rule(s), regulation(s), guideline(s), the consent and approval of the Members of the Company be and is hereby accorded to modify the Clause III) A “The Main Objects to be pursued by the Company on its incorporation are” of the Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** the existing Clause III) A “The Main Objects to be pursued by the Company on its incorporation are” of the Memorandum of Association of the Company be and is hereby substituted with the following objects, as mentioned below:

- a) To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere.
- b) To carry on the business of retail, wholesale, bulk trade, and distribution of all kinds of food products, beverages, dairy products, confectionery, snacks, grains, cereals, pulses, edible oils, spices, and allied food items.
- c) To carry on the business as super market, hyper market, exhibitors of various goods, services and merchandise and to undertake the necessary activities to promote sales of goods, services and merchandise manufactured/dealt with/provided by the Company including food products, beverages, dairy products, groceries, packaged foods, frozen foods, and other allied consumable goods.
- d) To establish, operate, and manage food processing units, manufacturing plants, factories, warehouses, cold storage, and storage facilities for processing, preserving, packaging, storing, and marketing of food products and all other goods.
- e) To undertake the import, export, buying, selling, trading, and distribution of all types of goods, including but not limited to food products, beverages, raw materials, and packaging materials, and to carry on online, e-commerce, retail, wholesale, and delivery services in respect of such goods.

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- f) To engage in research and development, quality control, standardization, fortification, and innovation in food products and food processing technologies.
- g) To undertake branding, marketing, advertising, franchising, and promotion of food products and services.
- h) To act as retail consultants and business advisors to Private Limited Companies, Public Limited Companies, Partnership Firms, Limited Liability Partnerships, Registered Multi-State Credit Co-operative Societies, and other registered entities, in relation to retail operations, store planning, merchandising, sourcing, supply-chain management, inventory control, sales optimisation, customer experience, and allied retail business activities.
- i) To carry on the business of manufacturing, designing, assembling, trading, buying, selling, importing, exporting, and dealing in all types of jewellery, jewellery products precious metals, gems, accessories, ornaments, watches, curios, cutlery, utensils and articles made of or containing platinum, gold, silver, or any combination thereof, or any composition of the same with any other metal, alloy or material whether retail, wholesale, or bulk.
- j) To establish and operate showrooms, retail outlets, online platforms, workshops, and manufacturing units for jewellery and related products.
- k) To undertake customised jewellery designing, engraving, hallmarking, certification, repair, refurbishment, and valuation services.
- l) To buy, sell, exchange, and deal in old, used, scrap, broken, or surplus jewellery and precious metals.
- m) To carry on business in investment in precious metals, gemstones, and jewellery, and to offer services related to jewellery consultancy, appraisals, and auctions.

**RESOLVED FURTHER THAT** for the purpose of giving effect to above resolution, any of the Directors or Key Managerial Personnel (KMP) of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient and to file, sign, verify and execute all such forms (including e-forms), papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to the aforementioned resolution.”

## **RESOLUTION 2:**

### **ALTERATION OF MEMORANDUM OF ASSOCIATION (“MOA”) AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013:**

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

“**RESOLVED THAT** that pursuant to the provisions of Section 4 and 13 of Companies Act, 2013 ('the Act'), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re enactment thereof for

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the time being in force), consent of the members be and is hereby accorded subject to the approval of regulatory authorities for Alteration of the of Memorandum of Association of the Company in place of the existing Memorandum of Association of the Company in line with the Companies Act, 2013 such that Following Clause be altered and amended as follows:

A) Clause III) B of the Objects clause of the Memorandum of Association of the Company be titled as (b)'MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3 (a)ARE' and make necessary changes as may be appropriate.

B) Clause III) C be deleted and 'Other Objects 'with Clause III) C Objects Incidental or Ancillary to the attainment of the Main Objects' to appear under new Clause 3 (b)'Matters which are necessary for furtherance of the objects specified in Clause 3(a) are' and consequently changing the object numbering and make necessary changes as may be appropriate.

C) Other amendments required to align the existing memorandum of association with Table A of the Schedule I of the Companies Act, 2013 including change in numbering as per new schedule.

**RESOLVED FURTHER THAT** necessary revision in numbering, addition, deletion of clauses be made which were earlier stated in "Ancillary Objects or "Other Objects" and not proposed to be carried out by the Company in the near future and also to make it in line with the Schedule I of the Companies Act, 2013.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 4, 13 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable law(s), rule(s), regulation(s), guideline(s) or provision(s), consent of the members be and is hereby accorded for amendment of Clause IV of the Memorandum of Association by substituting the same with the following:

4. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

**RESOLVED FURTHER THAT** any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and make such alterations as required by requisite authorities and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** any one of the above Directors or Company Secretary be hereby authorized to certify a copy of this resolution and furnish to all such authorities as may be necessary."

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## RESOLUTION 3:

### **TO SURRENDER THE NON-BANKING FINANCIAL COMPANY (“NBFC”) LICENCE 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 the Reserve Bank of India Act, 1934, read with the Master Direction – Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016, and in accordance with RBI Press Release No. 2022-2023/1289 dated December 01, 2022, the consent of the Members of the Company be and is hereby accorded for the voluntary surrender of the Certificate of Registration (CoR) No. B.05.02515, originally issued by the Reserve Bank of India on December 23, 2000, to carry on the business of a Non-Banking Financial Institution.

**RESOLVED FURTHER THAT** the Members hereby take note of the decision of the Board of Directors, as approved in their meeting held on February 20, 2026, to cease all non-banking financial activities with immediate effect; and the Company hereby affirms and undertakes that it shall not, henceforth, engage in any activities requiring registration under Section 45-IA of the Reserve Bank of India Act, 1934.

**RESOLVED FURTHER THAT** consequent to the cessation of NBFC activities, the consent of the Members be and is hereby accorded, pursuant to Section 13 and other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, to amend the Main Objects of the Memorandum of Association (MoA) of the Company to align with its revised business objectives and to pursue new avenues as identified by the Board in the best interests of the Company and its stakeholders.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and publish such public notices in newspapers or other media as may be mandated by the Reserve Bank of India, the Securities and Exchange Board of India (SEBI), or any other regulatory authority to inform the stakeholders and the general public regarding the surrender of the NBFC license.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to settle any questions, difficulties, or doubts that may arise in this regard and to do all such acts, deeds, matters, and things as may be deemed necessary, proper, or expedient to implement this resolution, and to represent the Company before any statutory authority to give full effect to the transition in the Company's business objects.”

## RESOLUTION 4:

### **TO REGULARISE MR. KUSHAL AGRAWAL (DIN: 11533036), AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

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

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**“RESOLVED THAT** in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force Mr. Kushal Agrawal (DIN: 11533036), who was appointed as an Additional Director of the Company with effect from 12<sup>th</sup> February, 2026, pursuant to Section 161 of the Act and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, approval of the Members be and hereby accorded to appoint Mr. Kushal Agrawal (DIN: 11533036), to continue as Non-Executive Independent Director of the Company for the remaining period of her term of 5 years.”

**“RESOLVED FURTHER THAT** Mr. Kushal Agrawal (DIN: 11533036), Non-executive Independent Director of the Company, 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 a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years with effect from 12<sup>th</sup> February, 2026.”

**“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 5:**

**TO REGULARISE MR. SHASHANK SUHALKA (DIN: 09767749), AS A NON-EXECUTIVE INDEPENDENT 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** in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force Mr. Shashank Suhalka (DIN: 09767749), who was appointed as an Additional Director of the Company with effect from 12<sup>th</sup> February, 2026, pursuant to Section 161 of the Act and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, approval of the Members be and hereby accorded to appoint Mr. Shashank Suhalka (DIN: 09767749), to continue as Non-Executive Independent Director of the Company for the remaining period of her term of 5 years.”

**“RESOLVED FURTHER THAT** Mr. Shashank Suhalka (DIN: 09767749), Non-executive Independent Director of the Company, 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

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and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years with effect from 12<sup>th</sup> February, 2026.”

“**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 6:**

### **RATIFICATION OF CESSATION OF MR. VALATH SREENIVASAN RANGANATHAN (DIN: 02786224) DIRECTOR DUE TO DISQUALIFICATION:**

**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 164 and Section 167 of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and all other applicable statutory provisions (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the members hereby ratify and approve the automatic cessation of office of Mr. Valath Sreenivasan Ranganathan (DIN: 02786224) as a Director of the Company.

**RESOLVED FURTHER THAT** in accordance with the mandate of Section 167(1)(a) of the Companies Act, 2013, the office of Mr. Valath Sreenivasan Ranganathan stands automatically vacated with effect from 3<sup>rd</sup> December, 2025, the date on which he incurred disqualification under Section 164(2) of the Act, as confirmed and recorded by the Board of Directors.

**RESOLVED FURTHER THAT** any Director of the Company or the Company Secretary be and is hereby severally authorized to file necessary e-forms (including Form DIR-12) with the Registrar of Companies, intimate the BSE Limited and The Calcutta Stock Exchange Limited, update the Register of Directors and Key Managerial Personnel, and to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution.”

**For TTI ENTERPRISE LIMITED**

**CHANDRA PRAKASH SINGH**  
**COMPANY SECRETARY AND COMPLIANCE OFFICER**  
**ACS: 73339**

**Date: 20<sup>th</sup> February, 2026**

**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, 13<sup>th</sup> February, 2026 ('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, 13<sup>th</sup> February, 2026 ("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 Thursday 26<sup>th</sup> February, 2026 at 9:00 AM IST and ends on Friday 27<sup>th</sup> March, 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, 13<sup>th</sup> February, 2026.
6. The Board of Directors of the Company, at its Meeting held on Friday 20<sup>th</sup> February, 2026 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](http://www.ttienterprise.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), CSE at [www.cse-india.com](http://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 Friday 27<sup>th</sup> March, 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](mailto: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](mailto: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](mailto: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"><li>1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.js">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.js</a>. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li></ol>

# TTI ENTERPRISE LIMITED

CIN: L67120WB1981PLC033771

Registered Office: 03<sup>rd</sup> Floor, PNB House, 18B Brabourne Road,  
Kolkata, West Bengal-700001

Email: [tti1711@gmail.com](mailto:tti1711@gmail.com) Contact No: 9874402938 Website: [www.ttienterprises.com](http://www.ttienterprises.com)

	<p>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;"> <b>App Store</b>     <b>Google Play</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the 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-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>

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	<p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.**

### **How to cast your vote electronically on NSDL e-Voting system?**

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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](mailto:pritybishwakarma@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Deputy Manager at [pritamd@nsdl.com](mailto:pritamd@nsdl.com) / [evoting@nsdl.com](mailto: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](mailto: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](mailto: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](mailto: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:**

#### **TO ALTER THE EXISTING OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION (“MOA”) OF THE COMPANY:**

The Company intends to amend and substitute its existing main object clause of Memorandum of Association (“MOA”), as outlined in the resolution above in Item no. 1.

The Company proposes to modify its objects clause to engage in FMCG, Jewels and Gems sector activities, subject to approval from the Members of the Company. The alteration in the Object Clause of the MOA, as described in the resolution, is aimed at facilitating diversification. This move will enable the Company to broaden its scope of operations, conduct its business more economically and efficiently, and position itself advantageously for future endeavours.

In its meeting held on 12<sup>th</sup> February, 2026, the Board approved the alteration of the MOA. The Board now seeks Members' approval to proceed with this change.

The draft copy of the MOA of Company with the proposed alteration is available for inspection at the registered office of the Company on any working day during Business Hours till the date of EGM. The amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

Furthermore, none of the Directors, Key Managerial Personnel, or their relatives have any financial or other interest in the passing of this resolution.

The Board recommends the Resolution set out under Item No. 1 of the accompanying Notice, for the approval of the Members of the Company as a Special Resolution.

### **ITEM NO. 2:**

#### **ALTERATION OF MEMORANDUM OF ASSOCIATION (“MOA”) AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013:**

Upon enactment of the Companies Act, 2013, (“Act”) the Memorandum of Association of the Company were required to be re-aligned as per the provisions of the new Act. As per the Companies Act, 2013, a Company can have only following objects clause in its Memorandum of Association.

1. The objects to be pursued by the company on its incorporation i.e. main objects.
2. Matters which are necessary for furtherance of the main objects.

The company is proposing this amendment to make necessary alterations. As a result, we are re-proposing the matters for consideration again proposed the matters which are necessary for

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furtherance of main objects in Clause III (B). It is proposed to delete the other businesses, which were earlier stated in "Other Objects" and not proposed to be carried out by the Company in the near future and also to make it in line with the Schedule I of the Companies Act, 2013. Accordingly, the existing Clause III B and Clause III C of the Memorandum of Association of the Company are proposed to be replaced by substituting and inserting Clause III B with new numbering of the clauses as per the Memorandum of Association as submitted before the meeting and more particularly enumerated in the resolution. Further, Clause IV of the Memorandum of Association by substituting the same with "The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by

The Board of Directors at their meeting held on 20<sup>th</sup> February, 2026 has approved subject to the approval of members the amendment in the Memorandum of Association of the Company as aforesaid. In terms of Section 4 and 13 of the Act, the consent of the Members by way of Special Resolution is required for change in objects clause of the Memorandum of Association of the Company

A draft copy of the altered Memorandum of Association of the Company and other documents would be available for inspection without any fee by the members electronically during business hours on any working day, upto the last date of remote e voting through Postal Ballot, i.e., Friday 27<sup>th</sup> March, 2026

Furthermore, none of the Directors, Key Managerial Personnel, or their relatives have any financial or other interest in the passing of this resolution.

The Board recommends the Resolution set out under Item No. 2 of the accompanying Notice, for the approval of the Members of the Company as a Special Resolution.

## **ITEM NO. 3:**

### **TO SURRENDER THE NON-BANKING FINANCIAL COMPANY ("NBFC") LICENCE OF THE COMPANY:**

TTI Enterprise Limited is a public limited company incorporated on June 12, 1981, and is currently registered with the Reserve Bank of India (RBI) as a non-deposit taking Non-Banking Financial Company ("NBFC") under Section 45-IA of the Reserve Bank of India Act, 1934. The Company holds a Certificate of Registration (CoR) bearing No. B.05.02515, dated December 23, 2000.

The Board of Directors of the Company, at its meeting held on Friday, February 20, 2026, conducted a comprehensive review of the Company's current operations and long-term strategic direction. Following this review, the Board noted that the Company has not been actively engaged in substantial NBFC operations in recent years. Furthermore, the Board determined that maintaining the NBFC license involves significant regulatory, prudential, and compliance-related costs which may no longer be justified given the Company's current business scale. Discontinuing NBFC activities will allow the Company to optimize its resources and explore alternate business opportunities that offer better growth potential and shareholder value.

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The Reserve Bank of India, via Press Release No. 2022-2023/1289 dated December 01, 2022, established a formalized process for the voluntary surrender of CoR by NBFCs. This process requires a formal application by entities that no longer intend to carry out non-banking financial activities. In compliance with these guidelines and to ensure a transparent exit from the NBFC sector, the Board has approved the proposal to voluntarily surrender the said license.

Following the surrender of the NBFC license, the Company will cease to be a "financial institution" under the RBI Act. Consequently, the Company will no longer be permitted to carry on the business of a non-banking financial institution and intends to amend its Main Objects in the Memorandum of Association (MoA) in due course to reflect its new line of business. The Company remains committed to achieving new heights and appreciates the continued faith of its stakeholders.

None of the Directors or Key Managerial Personnel (KMP) of the Company, or their relatives, are in any way concerned or interested, financially or otherwise, in the passing of this resolution, except to the extent of their shareholding in the Company, if any. Relevant documents referred to in this Notice are available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the meeting. The Board of Directors believes that this strategic transition is in the best interest of the Company and its Members; accordingly, the Board recommends the Special Resolution set out at Item No. 3 for the approval of the Members.

## **ITEM NO. 4:**

### **TO REGULARISE MR. KUSHAL AGRAWAL (DIN: 11533036), AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Kushal Agrawal (DIN: 11533036), aged 38 years, as an Additional Director (Independent Director) of the Company, with effect from 12<sup>th</sup> February, 2026 under Section 149, 150 and 152 of the Companies Act, 2013.

Mr. Kushal Agrawal (DIN: 11533036), is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Kushal Agrawal (DIN: 11533036), signifying his candidature as an Independent Director of the Company.

The Company has also received a declaration of independence from Mr. Kushal Agrawal (DIN: 11533036). In the opinion of the Board, he fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Brief Profile of Mr. Kushal Agrawal is mentioned in Annexure I.

The Sitting fees payable to Mr. Kushal Agrawal (DIN: 11533036), shall be governed by the Policy of the Company. The Board considers that his association would be of immense benefit to the Company. The broad terms of reference of the Independent Director, as approved by the Board, in

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compliance with Section 149 of the Companies Act, 2013 and Regulation 25(4) of the Listing Regulations, are as follows:

- (a) evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- (b) evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- (c) evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties; and
- (d) other related matters

An independent director shall be held liable, only in respect of such acts of omission or commission by the listed entity which had occurred with his knowledge, attributable through processes of board of directors, and with his consent or connivance or where he had not acted diligently with respect to the provisions contained in these regulations.

Except Mr. Kushal Agrawal (DIN: 11533036), being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Mr. Kushal Agrawal (DIN: 11533036) as an Independent Director in the interest of the Company and recommends the Special resolution as set out in Item No. 4 in the Notice for approval of Members.

## **ITEM NO. 5:**

### **TO REGULARISE MR. SHASHANK SUHALKA (DIN: 09767749), AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Shashank Suhalka (DIN: 09767749), aged 26 years, as an Additional Director (Independent Director) of the Company, with effect from 12<sup>th</sup> February, 2026 under Section 149, 150 and 152 of the Companies Act, 2013.

Mr. Shashank Suhalka (DIN: 09767749), is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Shashank Suhalka (DIN: 09767749), signifying his candidature as an Independent Director of the Company.

The Company has also received a declaration of independence from Mr. Shashank Suhalka (DIN: 09767749). In the opinion of the Board, he fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

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Brief Profile of Mr. Shashank Suhalka is mentioned in Annexure I.

The Sitting fees payable to Mr. Shashank Suhalka (DIN: 09767749), shall be governed by the Policy of the Company. The Board considers that his association would be of immense benefit to the Company. The broad terms of reference of the Independent Director, as approved by the Board, in compliance with Section 149 of the Companies Act, 2013 and Regulation 25(4) of the Listing Regulations, are as follows:

- (a) evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- (b) evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- (c) evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties; and
- (d) other related matters

An independent director shall be held liable, only in respect of such acts of omission or commission by the listed entity which had occurred with his knowledge, attributable through processes of board of directors, and with his consent or connivance or where he had not acted diligently with respect to the provisions contained in these regulations.

Except Mr. Shashank Suhalka (DIN: 09767749), being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Mr. Shashank Suhalka (DIN: 09767749) as an Independent Director in the interest of the Company and recommends the Special resolution as set out in Item No. 5 in the Notice for approval of Members.

## **ITEM NO. 6:**

### **RATIFICATION OF CESSATION OF MR. VALATH SREENIVASAN RANGANATHAN (DIN: 02786224) DIRECTOR DUE TO DISQUALIFICATION.**

The Board recommends ratification of the automatic cessation of office of Mr. Valath Sreenivasan. Mr. Valath Sreenivasan Ranganathan was serving as an Executive Director of the Company. However, the Company was recently made aware of certain non-compliances that triggered the disqualification provisions under Section 164(2) of the Companies Act, 2013.

Under the provisions of Section 167(1)(a) of the Act, the office of a director shall become vacant in case he incurs any of the disqualifications specified in Section 164. Such vacation of office is automatic by operation of law and does not require a formal resignation or removal process.

The Board of Directors, at its meeting, took note of this statutory disqualification and recorded the vacation of his office effective from 3<sup>rd</sup> December, 2025. Although the vacation is automatic, as a

## **TTI ENTERPRISE LIMITED**

CIN: L67120WB1981PLC033771

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Kolkata, West Bengal-700001

Email: tti1711@gmail.com Contact No: 9874402938 Website: www.ttienterprises.com

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matter of good corporate governance and to ensure clear records for the Registrar of Companies and Stock Exchanges, the Board seeks the ratification of this cessation by the members.

None of the Directors or Key Managerial Personnel (KMP) of the Company, or their relatives, are in any way concerned or interested, financially or otherwise, in the passing of this resolution, except to the extent of their respective shareholdings in the Company.

The Board recommends the Resolution set out at Item No. 6 for the approval of the Members of the Company as a Special Resolution.

**For TTI ENTERPRISE LIMITED**

**CHANDRA PRAKASH SINGH**  
**COMPANY SECRETARY AND COMPLIANCE OFFICER**  
**ACS: 73339**

**Date: 20<sup>th</sup> February, 2026**

**Place: Kolkata**

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The information required to be given for the Directors seeking appointment/ re-appointment to the Shareholders as per regulation 36 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 are as under:

<b>Name of Appointees</b>	Mr. Kushal Agrawal	Mr. Shashank Suhalka
<b>DIN</b>	11533036	09767749
<b>Designation</b>	Non-Executive Independent Director	Non-Executive Independent Director
<b>Date of Birth</b>	15/02/1988	28/04/2000
<b>Date of first appointment on Board</b>	12/02/2026	12/02/2026
<b>Qualification and experience in specific functional area</b>	Mr. Kushal Agrawal is resident of India and he has experience of more than 7 years in the field of Accounts, Audits and Finance department	Mr. Shashank Suhalka is resident of India and he has experience of more than 5 years in the field of Accounts, Audits and Finance department
<b>Name(s) of the other Companies in which directorship held as on Date of Postal Ballot</b>	NIL	NIL
<b>Membership/ Chairmanship of the Committees in other companies as on date of Postal Ballot.</b>	NIL	NIL
<b>Listed Entities from which resigned as Director in past 3 years</b>	NIL	NIL
<b>Skills and capabilities required for the role and manner in which he/she meets such requirements</b>	Mr. Kushal Agrawal possesses the requisite core skills, capabilities and competencies as required in context of the business of the Company	Mr. Shashank Suhalka possesses the requisite core skills, capabilities and competencies as required in context of the business of the Company
<b>Shareholding of Non-executive Director</b>	NIL	NIL
<b>Relationships between Directors inter-se</b>	Not Applicable	Not Applicable

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<b>The number of meetings of the Board attended during the year (2025-26)</b>	1 (One)	1 (One)
<b>Key terms and conditions of appointment</b>	As per resolution in this Notice read with the explanatory statement thereto	As per resolution in this Notice read with the explanatory statement thereto
<b>Remuneration proposed to be paid</b>	Sitting Fees for attending the Board and Committee Meetings.	Sitting Fees for attending the Board and Committee Meetings.
<b>Last drawn Remuneration</b>	NA	NA
<b>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.</b>	As per Explanatory Statement to the resolution set out in the Notice of Postal Ballot	As per Explanatory Statement to the resolution set out in the Notice of Postal Ballot