



T.T. LIMITED

(CIN: L18101DL1978PLC009241)

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

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TTL/SEC/2024-25

15th May, 2024

M/s National Stock Exchange of India Ltd.“ Exchange Plaza” Plot No. C/1, G Block Bandra Kurla Complex Bandra (E), Mumbai-400051 Ph.: 022-26598100-8114	Bombay Stock Exchange Limited Floor 35, P.J.Towers Dalal Street Mumbai-400001 Fax-022-22722061/41/39/37
Scrip Code: TTL	Scrip Code : 514142

Sub: Annual Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 24A of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, please find enclosed herewith the Annual Secretarial Compliance Report for the year ended 31st March, 2024 issued by M/s Deepak Kukreja & Associates, Practicing Company Secretaries.

You are requested to take the above on record.

Thanking You,
Yours Sincerely

For T T Limited

**Pankaj Mishra
Company Secretary & Compliance Officer**

DEEPAK KUKREJA & ASSOCIATES

COMPANY SECRETARIES

ANNUAL SECRETARIAL COMPLIANCE REPORT OF T T LIMITED

FOR THE YEAR ENDED 31ST MARCH, 2024

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We have examined:

- all the documents and records made available to us and explanation provided by **T T Limited** (the Listed Entity" -hereinafter called "**the company**") having **CIN: L18101DL1978PLC009241** and its Registered Office at 879, Master Prithvi Nath Marg, Opp. Ajmal Khan Park, Karol Bagh, New Delhi-110005,
- the filings/ submissions made by the Company to the stock exchanges,
- website of the Company,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification

for the period from 1st April, 2023 till 31stMarch, 2024 ("**Review Period**") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**");

The specific Regulations(including amendments therein), whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred as "**LODR REGULATIONS**");
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, to the extent applicable;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not applicable to the Company during the review period**)



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- (f) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the review period)**
- (g) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the review period)**
- (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the review period)**

and based on the above examination, We hereby report that, during the review period:

- a) The Company has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder.
- b) The Company has taken the following actions to comply with the observations made in previous reports: **(Annexure A)**

We hereby report that, during the Review Period the Compliance status of the listed entity with the following requirements:

S.NO.	Particulars	Compliance Status (Yes / No / NA)	Observations/ Remarks by PCS
1.	<u>Secretarial Standard</u> The compliances of listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	Nil
2	<u>Adoption and timely updation of the Policies:</u>		
	• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.	Yes	Nil
	• All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars guidelines issued by SEBI.	Yes	Nil
3.	<u>Maintenance and disclosures on Website:</u>		



	<ul style="list-style-type: none"> The Listed entity is maintaining a functional website. Timely dissemination of the documents/information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website. 	Yes	Nil
		Yes	Nil
		Yes	Nil
4.	<p><u>Disqualification of Director</u></p> <p>None of the Director of the Company are disqualified under Section 164 of the Companies Act, 2013.</p>	Yes	Nil
5.	<p><u>Details related to Subsidiaries of listed entities</u></p>		
	<ul style="list-style-type: none"> Identification of material subsidiary companies. Requirement with respect to disclosure of material as well as other subsidiaries. 	NA	The Company has no material subsidiary.
		NA	The Company no subsidiary Company.
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under LODR Regulations.</p>	Yes	Nil
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	Nil
8.	<p><u>Related Party Transactions:</u></p>		
	<ul style="list-style-type: none"> The Listed entity has obtained prior approval of Audit Committee for all Related party transaction. In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether 	Yes	Nil
		NA	All Related party transactions



	the transaction were subsequently approved/ ratified/ rejected by the Audit Committee.		were entered after obtaining prior approval of the audit committee.
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of LODR Regulations within the time limits prescribed thereunder.	Yes	Nil
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any</u> No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	YES	NIL
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	Not applicable during the review period.
13.	<u>No additional non-compliances observed:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	Nil



ASSUMPTIONS & LIMITATION OF SCOPE AND REVIEW:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the LODR Regulations and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**FOR DEEPAK KUKREJA & ASSOCIATES
COMPANY SECRETARIES**

Date: 13.05.2024

Place: New Delhi

UDIN:F004140F000360311



A handwritten signature in blue ink, appearing to be 'Deepak Kukreja'.

**DEEPAK KUKREJA
FCS, LLB., ACIS (UK), IP.
PROPRIETOR
CP No. 8265
FCSNo. 4140
Peer Review No. 2667/2022**

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in Previous Report	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Annexure A Details of violation/deviations and actions taken/ Penalty imposed, if any, on the listed entity	Remedial actions, if any taken by the listed entity	Comments of PCS on the actions taken by the listed entity
1	The composition of the Board of Directors of the Company was not duly constituted as required under regulation 17(1) of SEBI LODR for the period from 11.04.2022 till 03.08.2022, on account of vacancy created in the office of a Independent Director due to the sad demise of Mr. MC Mehta on 11.04.2022. The NSE & BSE have levied a fine of Rs. 1,41,600/- (inclusive of 18% GST) each on the Company for the aforesaid non compallince.	According to Regulation 17(1) of SEBI LODR, the composition of board of directors of the listed entity shall be as follows: a) board of directors shall have an optimum combination of executive and non-executive directors with at least one woman director and not less than 50% of the board of directors shall comprise of non-executive directors; b) where the chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors and where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors.	As the chairman of the Board of the Company is an executive director, the Company was required to have at least half of the board of directors as Independent Directors. However, due to the demise of one Independent Director, Mr. MC Mehta on 11.04.2022, the Company had less than half of the independent Directors on its Board till 03.08.2022. Hence, the Company didn't have the optimum combination of executive and non-executive directors for the period from 11.04.2022 till 03.08.2022. The NSE & BSE have levied a fine of Rs. 1,41,600/- (inclusive of 18% GST) each on the Company for the aforesaid non compallince.	The vacancy created in aforesaid office was filled by appointing Mr. Amit Duggar as an Independent Director of the company w.e.f 04.08.2022. The company vide its letter 02.12.2022 has applied to NSE & BSE for waiver of the fines.	The company vide its letter 02.12.2022 has applied to NSE & BSE for waiver of the fines and as on the date of this report, response from NSE & BSE is awaited.

