



## **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/2023-24

22<sup>nd</sup> May, 2023

<b>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</b>	<b>Bombay Stock Exchange Limited Floor 35, P.J.Towers Dalal Street Mumbai-400001 Fax-022-22722061/41/39/37</b>
<b>Scrip Code: TTL</b>	<b>Scrip Code : 514142</b>

### **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 31<sup>st</sup> March, 2023 issued by M/s Deepak Kukreja & Associates, Practicing Company Secretaries.

You are requested to take the above on record.

Thanking You,  
Yours Sincerely

**For TT Limited**

**Pankaj Mishra  
Company Secretary & Compliance Officer**

# DEEPAK KUKREJA & ASSOCIATES

C O M P A N Y S E C R E T A R I E S

SECRETARIAL COMPLIANCE REPORT OF

T T LIMITED

FOR THE YEAR ENDED 31st MARCH, 2023

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI's Circular No. CIR/CFD/CMD 1/27/2019 dated 8<sup>th</sup> February, 2019]

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 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 year ended 31st March, 2023 ("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 ("SEBI SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India("SEBI");

The specific Regulations, 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 "SEBI LODR");
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015(herein after referred as "SEBI PITREGULATIONS");
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018and circulars/ guidelines issued thereunder;
- 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)**
- The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021**(Not applicable to the Company during the review period)**
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the review period)**
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the review period)**



- (i) 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, except in respect of matters specified in **Annexure A**.
- b) The Company has taken the following actions to comply with the observations made in previous reports: **Annexure B**
- c) The Company has complied with the SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019 related to resignation of Statutory Auditors and their material subsidiaries.
- d) Pursuant to the NSE Circular No. NSE/CML/ 2023/21 & BSE Circular no. 20230316-14 dated March 16, 2023 read with NSE Circular No. NSE/CML/ 2023/30 & BSE Circular no. 20230410-41 dated April 10, 2023, we further affirm to the following:

S.NO.	Particulars	Compliance Status (Yes / No/ NA)	Observations/ Remarks by PCS
1.	<b><u>Secretarial Standard</u></b>  The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	YES	NIL
2	<b><u>Adoption and timely updation of the Policies:</u></b>		
	• 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.	<b><u>Maintenance and disclosures on Website:</u></b>		
	• The Listed entity is maintaining a functional website.	YES	NIL
	• Timely dissemination of the	YES	NIL



	documents/ information under a separate section on the website.		
	<ul style="list-style-type: none"> <li>• 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.</li> </ul>	YES	NIL
4.	<p><b><u>Disqualification of Director</u></b></p> <p>None of the Director of the Company are disqualified under Section 164 of the Companies Act, 2013.</p>	YES	NIL
5.	<p><b><u>To examine details related to Subsidiaries of listed entities</u></b></p>		
	<ul style="list-style-type: none"> <li>• Identification of material subsidiary companies.</li> </ul>	NA	The Company has no material subsidiary.
	<ul style="list-style-type: none"> <li>• Requirement with respect to disclosure of material as well as other subsidiaries.</li> </ul>	YES	Nil
6.	<p><b><u>Preservation of Documents:</u></b></p> <p>The listed entity is preserving and maintaining records asprescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	YES	NIL
7.	<p><b><u>Performance Evaluation:</u></b></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><b><u>Related Party Transactions:</u></b></p>		
	<ul style="list-style-type: none"> <li>• The Listed entity has obtained prior approval of Audit Committee for all Related party transaction</li> </ul>	YES	YES
	<ul style="list-style-type: none"> <li>• In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transaction were subsequently approved/ ratified/ rejected by the Audit Committee</li> </ul>	NA	All Related party transactions were entered after obtaining prior



			approval of the audit committee.
9.	<b><u>DISCLOSURE OF EVENTS OR INFORMATION:</u></b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder	YES	NIL
10.	<b><u>PROHIBITION OF INSIDER TRADING:</u></b>  The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	YES	NIL
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any</u></b>  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"	NO	Refer Annexure "A" attached with this report.
12.	<b><u>Additional Non-compliances, if any:</u></b> No any additional non compliance observed for all SEBI regulation/circular/guidance note etc.	YES	NIL

**Date:** 17.05.2023  
**Place:** New Delhi  
**UDIN:** F004140E000325001

**FOR DEEPAK KUKREJA & ASSOCIATES  
COMPANY SECRETARIES**



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

Annexure A										
Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action, i.e. Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount (In Rs.)	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	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 fifty per cent 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.	Regulation 17(1) of SEBI LODR	The Company didnot have the optimum combination of executive and non-executive directors for a period from 11.04.2022 till 03.08.2022.	BSE Limited ("BSE")  National Stock Exchange of India Limited ("NSE")	Fine levied  Fine levied	As the chairman of the Board of the Company is an executive director, the Company is 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 didnot have the optimum combination of executive and non-executive directors for the period from 11.04.2022 till 03.08.2022.	1,41,600/- (inclusive of 18% GST)  1,41,600/- (inclusive of 18% GST)	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 compliance.	The vacancy created in aforesaid office was beyond the control of the Company and the said vaccancy was filled by appointing Mr. Amit Duggar as an Independent Director of the company w.e.f 04.08.2022. The Company has applied for the waiver of the fined as imposed by BSE & NSE.	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.



## Annexure B

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action i.e. Advisory/Clarification/Fine/Show Cause Notice/Warning, etc.	Details of Violation	Fine Amount (in Rs.)	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Disclosures of related party transactions by the Company on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website.	Regulation 23(9) of SEBI LODR	Delay in Filing of disclosure of related Party Transaction under regulation 23(9) of SEBI LODR on consolidated - basis for the half year ended 30.09.2021.	BSE Limited ("BSE") National Stock Exchange of India Limited ("NSE")	Fine levied Fine levied	The company was required to file disclosure of related party transactions on a consolidated basis in the format specified in the relevant accounting standards and publish the same on its website, however, there was delay of 84 days in filling of disclosure for the half year ended 30.09.2021 for which the BSE & NSE had imposed a fine of Rs. 3,00,900 /-(inclusive of 18% GST ) each for the aforesaid non-compliance.	3,00,900 (inclusive of 18% GST) 3,00,900 (inclusive of 18% GST)	The company had made written representation to BSE & NSE to condone the delay in filling the said disclosure and waiver of fine, however fine as imposed not waived by BSE & NSE and the company has duly paid the fines to BSE & NSE on 18.07.2022.	The fines imposed by the NSE & BSE have been duly paid.	NIL

