COMPLIANCE CERTIFICATE

[Pursuant to Regulation 163(2) of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended)]

To
The Board of Directors
T T LIMITED
CIN: **L18101DL1978PLC009241**
879, Master Prithvi Nath Marg,
Karol Bagh, New Delhi-110005

Subject: Certificate of Practicing Company Secretary in respect of compliance of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("ICDR Regulations") for the preferential issue of Equity Shares and Equity Share Warrants

Respected Sir/Madam,

We, **Deepak Kukreja & Associates**, peer reviewed firm of Practicing Company Secretaries, have been appointed by **T T Limited** (hereinafter referred to as "**Company**"), to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of the ICDR Regulations.
In accordance with the ICDR Regulations, the Board of Directors of the Company at its Board meeting held on October 24, 2024 has approved the Preferential issue of following securities:

1. Upto 10,00,000 (Ten Lakh) fully paid-up Equity Shares of the face value of Rs. 10/- (Rupees Ten Only) at price of Rs. 122/-(One hundred twenty-two only) each per Equity Share (including a Premium of Rs.112/- (Rupees One Hundred twelve only) per Equity Share aggregating upto Rs. **12,20,00,000/- (Rupees Twelve Crore Twenty Lakhs only)**,to the following Non- promoter investors;

S. No	Name of the Proposed Allottee	Number Of Equity Shares Proposed to be allotted
1	Venus Partners	7,50,000
2	Vinitha Manish Jain	2,50,000

2. Upto 8,00,000 (Eight Lakh) Warrants carrying an entitlement to subscribe for equivalent number of fully paid-up Equity Shares of the Company in one or more tranches, within a period up to 18 (eighteen) months from the date of allotment of the warrants, at a price of Rs. 122/- (One hundred twenty-two only) per equity share (including a Premium of Rs.112/- (Rupees One hundred twelve only) per Equity Share aggregating upto Rs. 9,76,00,000/- (Rupee Nine Crore SeventySix Lakh Only) to the following non-promoter investors.

DEEPAK KUKREJA & ASSOCIATES COMPANY SECRETARIES C.P. No. 8265

31/36, Basement, Old Rajinder Nagar, New Delhi-110060 91-011-42432721
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S. No	Name of the Proposed Allottee	Number Of Equity Shares Proposed to be allotted
1	Subhash Phootarmal Rathod	6,00,000
2	VASM Consultants Pvt. Ltd	2,50,000

The abovementioned preferential issues of Securities is subject to the approval of shareholders in the forthcoming extra ordinary General Meeting of the Company to be held on November 21, 2024.

Verification

For the purpose of confirming that the aforesaid Preferential Issue of Securities is being made in compliance with the requirements of ICDR Regulations, we have verified/ examined the following documents/ representation as provided by the Company and its representatives:

i. Memorandum of Association and Articles of Association of the Company.

ii. The present capital structure including the details of the authorised, subscribed, issued and paid up share capital of the Company along with the shareholding pattern.

iii. Resolution passed at the meeting of the Board of Directors held on October 24, 2024 approving the aforementioned Preferential Issue of equity shares and Equity share warrants.

iv. Noted that the relevant date i.e. October 22, 2024 ('**Relevant Date**'), being the date 30 (thirty) days prior to the date of extra-ordinary general meeting('**EGM**') being convened on November 21, 2024 in which the resolution approving the Preferential Issue of Equity shares and Equity share warrants shall be considered by shareholders of the Company;

v. The requisite undertaking from the proposed Non- Promoters allottee's that they: (a) does not hold any Equity Shares of the Company as on the Relevant Date; (b) have not sold or transferred any Equity Shares of the Company during the 90 trading days preceding the Relevant Date;

vi. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the stock exchanges where the Equity Shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and any circular or notification issued by the Securities and Exchange Board of India ('**SEBI**') thereunder;

vii. Draft EGM notice & explanatory statement (as approved in the meeting of Board of Directors of the Company held on October 24, 2024):

   a. to verify the disclosures in explanatory statement as required under Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the ICDR Regulations.

   b. to verify that the tenure of the Warrants shall not exceed 18 (eighteen) months from the date of their allotment.

   c. to verify the Equity shares and Warrants allotted shall be subject to lock-in period as required under Regulation 167 of the ICDR Regulations.

   d. to verify the terms for payment of consideration and allotment as required under Regulation 169 of the Regulations.

   e. to verify that the minimum issue price is determined in accordance with the pricing

DEEPAK KUKREJA & ASSOCIATES CS C.P. No. 8268 COMPANY SECRETARIES formula prescribed under Regulation 164(1) and read with 166A of the ICDR Regulations;

viii. Valuation report of the independent registered valuer under Regulation 166A of SEBI Regulations;

ix. The requisite undertaking from the directors and promoters of the Company that they are not a wilful defaulter and or a fugitive economic offender as defined under the ICDR Regulations; and

x. The Company has no outstanding dues to SEBI, stock exchanges where its Equity Shares are listed (i.e., BSE Limited and National Stock Exchange of India Limited (collectively **'Stock Exchanges'**) and the depositories.

Management's Responsibility

- The compliance with Chapter V of the ICDR Regulations for the Preferential Issue and allotment of equity shares and warrants is the responsibility of the management of the Company.
- Management is also responsible for preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation / presentation of the Notice and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.
- The management is also responsible for providing all relevant information to the SEBI, Stock exchanges.
- The Company will file an application seeking in-principle approval for the Preferential Issue on the same day when the EGM notice is dispatched.
- The management is also responsible for ensuring that the Company complies with the below requirements of the ICDR Regulations:
  - Determination of the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue;
  - Determination of the minimum price of the equity shares and warrants in accordance with Regulation 164 and Regulation 166A of the ICDR Regulations.
  - Compliance with all the other requirements of the ICDR Regulations.

Certification:

Based on our examination and the verification procedures performed as mentioned above and information, explanations and representations provided by the Company, we certify that the Preferential Issue is in compliance with the provisions of Chapter V of the ICDR Regulations.

Assumptions & Limitation of Scope and Review:

- Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
- This certificate is solely for the intended purpose of compliance in terms of the ICDR

DEEPAK KUKREJA & ASSOCIATES
CS
C.P. No. 8265
COMPANY SECRETARIES

Regulations and for your information and it is not to be used, circulated, quoted or otherwise referred to for any other purpose other than compliance with the ICDR Regulations.

For DEEPAK KUKREJA & ASSOCIATES
COMPANY SECRETARIES

Date: 28.10.2024
Place: New Delhi
UDIN No: F004140F001807194

DEEPAK KUKREJA & ASSOCIATES
CS
C.P. No. 8265
COMPANY SECRETARIES

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