

**T.T. LIMITED**

(CIN: L18101DL1978PLC009241)

Poddar House, 71/2C, 2nd Floor, Rama Road, Moti Nagar, New Delhi - 110015

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TTL/SEC/2026-27

26th May, 2026

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	BSE 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, 2026 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**

Rahul Maurya
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, 2026

We have examined:

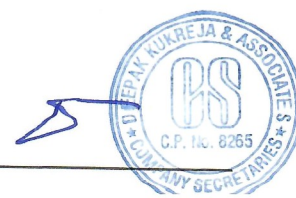
- all the documents and records made available to us and explanation provided by **T T LIMITED (CIN: L18101DL1978PLC009241)** "the Listed Entity"/ "the Company" having its registered office at 71/2C, 2nd Floor, Poddar House, Rama Road, Moti Nagar, Karam Pura, West Delhi, New Delhi, Delhi, 110015.
- the filings/ submissions made by the Listed Entity to the stock exchanges,
- website of the Listed Entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification

for the year ended 31st March, 2026 ("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 "**SEBI LODR Regulations**");
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (**Not applicable to the Listed Entity during the Review Period**)
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (**Not applicable to the Listed Entity during the Review Period**)
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible



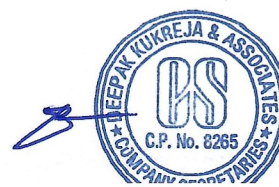
Securities) Regulations, 2021; (Not applicable to the Listed Entity during the Review Period)

- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, to the extent applicable;

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

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	1
Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	No listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect at the time of appointment or re-appointment or any time prior to the non-executive director attaining the age of seventy-five years.
Regulation/ Circular No.	Regulation 17(1A) of SEBI LODR Regulations
Deviations	Appointment or continuation of Non-executive Director who has attained the age of seventy-five years.
Action Taken by	a. The National Stock Exchange of India Limited ("NSE"). b. BSE Limited ("BSE")
Type of Action i.e. Advisory/Clarification/ Fine/ Show Cause Notice/ Warning, etc.	Fine
Details of Violation	There was change in designation of Shri Rikhab Chand Jain (who has attained the age of 75 years) from Executive Director & Chairman to Non-Executive Director & Chairman w.e.f 01.04.2025, without prior shareholders' approval.
Fine Amount	2,14,760/- (inclusive of GST) each by NSE & BSE
Observations/ Remarks of the Practicing Company Secretary	The Company has received notices from BSE & NSE imposing fine for non-compliance with Regulation 17(1A) of SEBI LODR Regulations



	due to change in designation of Shri Rikhab Chand Jain (who has attained the age of 75 years) from Executive Director & Chairman to Non-Executive Director & Chairman w.e.f 01.04.2025, without prior shareholders' approval.
Management Response	The said non-compliance was unintentional and without any mala fide intention, and arose only due to the timing of the Board's decision to the change designation of Shri Rikhab Chand Jain from Executive Chairman & Director to Non-Executive Chairman & Director, who had attained the age of seventy-five years for which approval of shareholder was required .Further, the shareholder approval for continuation of Shri Rikhab Chand Jain as Non- Executive Chairman has been obtained at the Annual General Meeting held on 24 th September, 2025, thereby ensuring full compliance with Regulation 17(1A).
Remarks	The Company has paid the fine to the NSE & BSE and taken the approval of shareholders under Regulation 17(1A) in the AGM held on 24 th September, 2025.

Sr. No.	2
Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	At least two-thirds of the members of audit committee shall be independent directors.
Regulation/ Circular No.	Regulation 18(1)(b) of SEBI LODR Regulations
Deviations	During the period from May 21, 2025 till August 06, 2025, the Company didn't have the two-thirds of the members of audit committee as independent directors.
Action Taken by	a. BSE b. NSE
Type of Action i.e. Advisory/Clarification/ Fine/ Show Cause Notice/ Warning, etc.	Observation
Details of Violation	The Company reconstituted its Audit Committee on May 21, 2025 comprising five members, of which two were Executive Directors and three



	were Independent Directors. Accordingly, the composition was not in compliance with Regulation 18(1)(b) of the SEBI LODR Regulations. The non-compliance came to the notice of the Company pursuant to observations received from BSE and NSE on the filing of the Integrated Governance Report for the quarter ended June 30, 2025. Subsequently, an additional Independent Director was inducted into the Audit Committee with effect from August 07, 2025.
Fine Amount	Nil
Observations/ Remarks of the Practicing Company Secretary	The composition of the Audit Committee was not in compliance with Regulation 18(1)(b) of the SEBI LODR Regulations, 2015 for the period from May 21, 2025 to August 06, 2025, as the Committee comprised five members including two Executive Directors and three Independent Directors. The Company identified this non-compliance pursuant to observations received from BSE and NSE on the Integrated Governance Report filed for the quarter ended June 30, 2025. Subsequently, the Company inducted one additional Independent Director on the Audit Committee with effect from August 07, 2025 and reconstituted the Committee to ensure compliance with the said Regulation.
Management Response	The said non-compliance was unintentional and without any mala fide intention and came to the notice of the Company pursuant to receipt of communication from BSE and NSE and accordingly the Company reconstituted the Audit Committee with effect from August 07, 2025 to ensure compliance with the Regulation 18(1)(b) of SEBI LODR Regulations.
Remarks	The Committee was reconstituted in accordance with the provisions the Regulation 18(1)(b) of SEBI LODR Regulations.



- b) The Listed Entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	1
Observations/ Remarks of the Practicing Company Secretary in Previous Reports	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 an 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.
Observations made in the Secretarial Compliance Report for the Year ended	2022-2023
Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	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.
Details of violation/deviations and actions taken/Penalty imposed, if any, on the listed entity	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-compliance.
Remedial actions, if any taken by the listed entity	The vacancy created in said office was filled by appointing Mr. Amit Duggar as an Independent Director of the company w.e.f 04.08.2022 and the company vide its letter 02.12.2022 has applied to NSE & BSE for waiver of the fines. However, on 02.12.2024, the Company has paid fines levied by NSE & BSE.
Comments of the PCS on the actions taken by the listed entity	The Company has paid the fines imposed by NSE & BSE on 02.12.2024 and the Waiver application filed by the Company its letter dated 02.12.2022 with the BSE & NSE has been rejected by the NSE vide their e-mail dated 25.03.2026 and as on the date of this report, response from BSE is awaited on the waiver application.

c) 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 Standards:</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. • 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 YES	NIL NIL



3.	<u>Maintenance and disclosures on Website:</u> • 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 re-directs to the relevant document(s)/ section of the website.	YES	NIL
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of the Companies Act, 2013.	YES	NIL
5.	<u>Details related to Subsidiaries of listed entities:</u> • Identification of material subsidiary companies. • Requirement with respect to disclosure of material as well as other subsidiaries.	NA NA	The Listed Entity has no subsidiary Company.
6.	<u>Preservation of Documents:</u> 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 the SEBI LODR Regulations.	YES	NIL
7.	<u>Performance Evaluation:</u> 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.	YES	NIL
8.	<u>Related Party Transactions:</u> • The Listed entity has obtained prior approval of Audit Committee for all Related party transactions.	YES	NIL



	In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee.	NA	All Related party transactions 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 the SEBI 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.	NO	Please refer point no. "a")
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 SEBI LODR Regulations by listed entities.	NA	There was no case of Resignation of Statutory Auditors.
13.	<u>No additional non-compliances observed:</u> No any additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc. except as reported above.	NA	No such non-compliance

- d) Further, the requirements for disclosure of Employee Benefit Scheme documents in terms of regulation 46(2)(za) of the SEBI LODR Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 are not applicable to the Listed Entity.

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 SEBI 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.

Place: New Delhi

Date: 21.05.2026

UDIN: F004140H000436033

**FOR DEEPAK KUKREJA & ASSOCIATES
COMPANY SECRETARIES**



**(DEEPAK KUKREJA)
PHD, FCS, LLB., ACIS (UK), IP.
Proprietor
C.P. No. 8265
FCS No. 4140
Peer Review No. 2667 /2022**