



TTI ENTERPRISE LIMITED

Registered Office Add: Office No- 822, 8th Floor,
4 Synagogue Street, Kolkata - 700 001, Ph: +91 33 4061 9020
E-mail : tti1711@gmail.com
Web : www.ttienterprise.net
GST : 19AABCT2625C1ZO
CIN : L67120WB1981PLC033771

September 03, 2024

To
BSE Limited
Department of Corporate Services
P. J. Towers, 25th Floor, Dalal Street,
Mumbai- 400 001

Ref: TTI Enterprise Limited ,
Scrip Code: 538597
ISIN : INE404F01031

Sub: Notice of the 43rd Annual General Meeting and submission of Annual Report for the financial year 2023-24.

Dear Sir/Madam,

We wish to inform you that the 43rd Annual General Meeting (the 'AGM') of the Members of the Company will be held on **Monday, September 30, 2024 at 11.00 A.M** through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

The schedule of remote e-voting facility is set out as under:

Event	Day, Date, Time
Commencement of Remote E-Voting	Friday – 27.09.2024 at 9:00 A.M
End of remote E-Voting	Sunday – 29.09.2024 at 5:00 P.M

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the **Annual Report of the Company along with the Notice of the AGM for the financial year 2023-24**, which is also being sent through electronic mode, only to those Members whose email addresses are registered with the Company/ Depository Participant(s).



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The same is also being made available on the Company's website at
www.ttienterprises.com .

Kindly take the same on record.

Thanking You,
For TTI Enterprise Limited

VS

RANGANATHAN

Digitally signed by VS RANGANATHAN
DN: c=IN, o=MELKER TTI BIOFUELS LIMITED, ou=ALL,
2.5.4.20=73310595469e4e013a33413a227117be307a8beeb
a7bc309e325f562479e, postalCode=401114, st=Goa,
serialNumber=7a43fc3a92d7d5150a9e3e6e2ed29e044
09a4961a3a3e5d220a0a4f4, cn=VS RANGANATHAN
Date: 2024.09.03 14:20:10 +05'30'

**VS RANGANATHAN
EXECUTIVE DIRECTOR
DIN0278624**

Enclosure :- Annual Report FY 2023-24

ANNUAL REPORT
FY 2023-2024



TTI ENTERPRISES LIMITED
L67120WB1981PLC033771

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NOTE

In this Annual Report, we have disclosed certain forward-looking information to enable investors to comprehend our prospect and take informed investment decisions. This report and other statement - written and oral-that we periodically make, may contain forward - looking statements that set out anticipated results based on the Management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'intends', 'believes' and words of similar substance in connection with any discussion of future performance.

SAFE HARBOUR

"TTI Enterprise Limited" cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in our assumption. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should know or unknown risks or uncertainties materialize or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or expected. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

CORPORATE INFORMATION

BOARD OF DIRECTORS
Mr. Valath Sreenivasan Ranganathan , Executive Director
Mrs. Mridula Mukundan , Managing Director , (Resigned 14/08/2023)
Mr. Sabu Thomas , Managing Director , (Appointed 28/08/2023)
Mr. Asir Raja Selvan , Independent Director
Mrs. Payal Bafna Independent Woman Director,
Mrs. Sonal Atal , Independent Director
Mr. Anshuman Behra ,Chief Financial officer, (Resigned 30/06/2024)
Mr. Nikhil Kombath Mohanan , Chief Financial officer, (appointed 31/08/2024)
Mrs. Jagrati Suhalka , Company Secretary and Compliance officer, (Resigned 30/05/2024)
Mr. Chadra Prakash Singh , Company Secretary and Compliance officer, (Appointed 27/08/2024)

REGISTERED OFFICE ADDRESS
Room No-822, 8th Floor, 4 Synagogue Street Kolkata - 700001 CIN: L67120WB1981PLC033771, Email: tti1711@gmail.com

STATUTORY AUDITORS	SECRETARIAL AUDITORS
M/s. MARK & Co, (Chartered Accountants) (Firm Registration No. 142902W) Membership No: 148787 E-503, Remi Bizcourt, Off Veera Desai Road, Andheri West, Mumbai - 400053 Email : mnj_ca@yahoo.co.in Partner: Rahul Lodha	Aparna Tripathi & Associates. Practicing Company Secretary, Proprietor - Aparna Tripathi FRN – S2023MH956300 M.No.67594. COP 25278 603, Shivsthan Building, Manpada, Next to Hansraj Heights, Off Khewra Circle Road, Thane (West) - 400 607. Email : csaparnatripathi@gmail.com

REGISTRAR AND SHARE TRANSFER AGENT
NICHE TECHNOLOGIES PRIVATE LIMITED SEBI Reg. No.: INR000003290 Add: 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata-700017 Tel No.: 033- 23016761 / 23012518 Email ID: nichetechpl@nichetechpl.com Website: www.nichetechpl.com

PRINCIPAL BANKERS
Kotak Mahindra Bank Dhanlaxmi Bank Ltd

LISTED ON
BSE Limited (Scrip code: 538597) ISIN: INE404F01031 The Calcutta Stock Exchange Limited

COMPOSITION OF COMMITTEES

1. AUDIT COMMITTEE

DIN	NAME	DESIGNATION	POSITION IN COMMITTEE
09075302	PAYAL BAFNA	Non-Executive - Independent Director	Chairperson
09308801	SONAL ATAL	Non-Executive - Independent Director	Member
02786224	RANGANATHAN V S	Executive Director	Member
07586210	ASIR RAJA SELVAN	Non-Executive - Independent Director	Member

2. NOMINATION AND REMUNERATION COMMITTEE

DIN	NAME	DESIGNATION	POSITION IN COMMITTEE
09308801	SONAL ATAL	Non-Executive - Independent Director	Chairperson
09075302	PAYAL BAFNA	Non-Executive - Independent Director	Member
07586210	ASIR RAJA SELVAN	Non-Executive - Independent Director	Member

3. STAKEHOLDERS RELATIONSHIP COMMITTEE

DIN	NAME	DESIGNATION	POSITION IN COMMITTEE
07586210	ASIR RAJA SELVAN	Non-Executive - Independent Director	Chairperson
09075302	PAYAL BAFNA	Non-Executive - Independent Director	Member
09308801	SONAL ATAL	Non-Executive - Independent Director	Member
08242853	SABU THOMAS <i>(appointed 28/08/2023)</i>	Managing Director	Member



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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 43rd ANNUAL GENERAL MEETING OF TTI ENTERPRISE LIMITED WILL BE HELD ON MONDAY, 30TH DAY OF SEPTEMBER, 2024 AT 11:00 A.M THROUGH VIDEO CONFERENCING ('VC)/OTHER AUDIO-VISUAL MEANS ('OAVM') FACILITY TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

ITEM NO. 1: ADOPTION OF THE AUDITED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2024:

❖ To receive, consider and adopt:

The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024, together with reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024 together with the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

RESOLVED FURTHER THAT the any Director and the Company Secretary of the Company be and are hereby severely authorized by the Board on behalf of Company to do all such acts, deeds, resolutions and things and execute all such agreements, documents and instruments as may be required from time to time for giving effect to the above resolution and matters related thereto."

ITEM NO. 2: APPOINTMENT OF MR. SABU THOMAS (DIN:08224794) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION:

To appoint Mr. Sabu Thomas (DIN:08224794), who retires by rotation and, being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an,

Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of The Companies Act, 2013; Mr. Sabu Thomas (DIN:08224794), who retires by rotation at this meeting, be and is hereby re-appointed as an Managing Director of the Company.”

RESOLVED FURTHER THAT the any Director and the Company Secretary of the Company be and are hereby severely authorized by the Board on behalf of Company to do all such acts, deeds, resolutions and things and execute all such agreements, documents and instruments as may be required from time to time for giving effect to the above resolution and matters related thereto.”

SPECIAL BUSINESS:

ITEM NO. 3: INCREASING BORROWING LIMITS OF THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180 OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of The Companies Act, 2013; including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, the consent of the shareholders of the Company be and is hereby accorded to borrow such monies from banks, financial institution(s), foreign lender, body corporate entity(ies), authority(ies) from time to time, with or without security, on such terms and

conditions as it may consider fit notwithstanding that the amount to be borrowed together with amount already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of paid-up capital and free reserves and securities premium provided that the total amount that may be borrowed by the Board and outstanding at any point of time shall not exceed ₹ 150,00,00,000/- (Rupees One Hundred and Fifty Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the any Directors of the Company or Chief Financial Officer or Company Secretary be and are hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

ITEM NO. 4: AUTHORIZATION TO MAKE LOAN(S) AND GIVE GUARANTEE(S), PROVIDE SECURITY(IES) OR MAKE INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 read with The Companies (Meetings of Board and its Powers) Rules, 2014, Section 179 and other applicable provisions of The Companies Act, 2013; read with rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) and upon recommendation of the Board of Directors, the consent of shareholders of the Company be and is hereby accorded to authorize the Board of Directors for making Investments in other bodies corporate / giving or granting Loans to any other person (s) or body corporate (s)/ providing Guarantees / Securities on behalf of loan availed by any other person (s) or body corporate (s), from time to time, on such terms and conditions and with or without security as the Board of Directors may think fit which, together with the investments made / loans given or granted / guarantees / securities already made by the Company, which may exceed 60% of paid up capital and free reserves and securities premium OR 100% of free reserves and securities premium, that is to say, reserves not set apart for any specific purpose, whichever is more, provided that the total amount of investments made / loans given / guarantees / securities already made by the Company, shall not at any time exceed the limit of ₹ 10,00,00,000/- (Rupees Ten Crores Only).

RESOLVED FURTHER THAT the any Directors of the Company, be and is hereby authorized to negotiate and settle terms and conditions of the investments / loans / guarantees / securities which may be made by the Company from time to time, by the Company, finalize the agreements/ contracts and documents in this regard and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT any Directors of the Company or Chief Financial Officer or Company Secretary be and are hereby severally authorized to sign such forms/returns and various documents as may be required to be submitted to the Registrar of Companies or such other authorities and to do all the acts, deeds and things which may be necessary to give effect to the above said resolution.”

ITEM NO. 5: AUTHORIZATION TO ADVANCE ANY LOAN OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to Section 185 and all other applicable provisions of The Companies Act, 2013; read with The Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by Company or any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested up to an aggregate sum of ₹ 10,00,00,000/- (Rupees Ten Crores Only), in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the any Directors of the Company be and are hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, Investment, Corporate Guarantee and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

ITEM NO. 6: APPROVAL FOR RELATED PARTY TRANSACTION AS PER COMPANIES ACT, 2013 FOR THE FINANCIAL YEAR 2024-2025

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

RESOLVED THAT pursuant to the provision of Section 188 of the Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies (Meetings of Board and its power) Rules 2014, the Companies Policy on Related party transaction, and any other applicable provision including any amendments thereto for the time being in force , the consent of the members be and is hereby accorded to the Board of Directors out shall be at ARM'S LENGTH BASIS and in the ORDINARY COURSE OF BUSINESS of the Company for the Financial Year 2024-25 with respect to rendering of any service(s), rendering consultancy services, rent, investment, taking loan from related parties, giving loans to related parties, pay remuneration to directors , pay sitting fees to directors, rent , interest (paid received etc.) ,contract(s)/arrangement(s) /transaction(s) with Melker Premium LLP, Ujjam Estates LLP and directors of the company (Sabu Thomas, Payal Bafna, Sonal Atal, Asir Raja Selvan, V S Ranganathan), related parties within the meaning of Section 2(76) of the Act, on such terms and conditions as the Board of the Directors may deem fit, up to the maximum aggregate value of Rs. 22,00,00,000/- Crores (Rupees Twenty-Two Crores) for the financial year 2024-2025 provided that the said contract(s)/arrangement(s) /transaction(s) so carried out shall be at the arm’s Length Basis and in the ordinary course of business of the Company.

The List of Related party transaction is as follows: -

Sr. No	Name of the Related Party transaction	Relationship	Nature of Transaction	Amount of Transaction Rs. Crore	Year
1	Melker Premium LLP	Enterprises in which KMP and their relatives have Significant Influence	Loans taken and Loans Repaid, Interest Received	15.00	2024-2025
2	Ujjam Estates LLP	Enterprises in which KMP and their relatives have Significant Influence	Rent	5.00	2024-2025
3	Sabu Thomas V S Ranganathan Payal Bafna Sonal Atal Asir Raja Selvan	Managing Director Executive Director Independent Director Independent Director Independent Director	Remuneration / Sitting Fees	2.00	2024-2025

RESOLVED FURTHER THAT any Directors or KMP of the Company be and is hereby authorized to the said Related Party transactions and to do such other things, deeds and matters as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

For TTI Enterprises Limited

SD/-

Valath Sreenivasan Ranganathan
Executive Director
DIN: 02786224
Place: Kolkata
Date: 31.08.2024

SD/-

Sabu Thomas
Managing Director
Din : 08224794

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT
AT THE ANNUAL GENERAL MEETING
[PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND
DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]**

Particulars	
Name of the Director	Mr. Sabu Thomas
DIN	08224794
Date of Birth:	30/03/1975
PAN	AEYPT7540N
Date of first appointment on board	28 th August 2023
Brief Resume Qualification(s), Experience and Nature of expertise in specific functional areas, Recognition or awards	He is a Chartered Accountant by Profession, Graduation in BSE Maths, MBA, having more than 20 years of in his field. He has experienced in the field of accounts, taxation, banking and administration. He is Chairman of ICAI Kottayam Branch
Email and Phone Number	casabuthomas@gmail.com , Cell - 9447035886
Relationship with other Directors and Key Managerial Personnel	Not related to any Director or Key Managerial Personnel of the Company
Directorships held as on date of this Notice	FASTTAG BUSINESS SOLUTIONS PRIVATE LIMITED FASTTAG NIDHI LIMITED
Chairmanship/ Membership of Board Committees as on date of this Notice	Founding Chairman – Leaders and Ladders International School of Autism Founding Partners - Leaders and Ladders Group Managing Director- ST Financial Solutions Kottayam

Shareholding in the company as on date of this report (including shareholding as a beneficial Owner)	None
Listed entities from which resigned in past three years	None
Number of Meetings of the Board attended during the year	3 (three)
Memberships / Chairmanships of committee including this listed entity	TTI Enterprise Limited Stakeholders Relationship Committee – Member

NOTES:

- 1) The Explanatory Statement pursuant to Section 102(1) of The Companies Act, 2013 read with Section 100 of the Companies Act, 2013 ("Act") together with the rules made thereunder relating to the businesses to be transacted at the AGM is annexed thereto. The brief details of the persons seeking appointment/re-appointment as Directors as required under Regulation 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the ICSI, is also annexed to this Notice.

- 2) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its General Circulars no. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021, and 3/2022 dated 5th May 2022 and 11/2022 dated 28th December, 2022 (collectively referred to as "MCA Circulars") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, vide circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") permitted the holding of AGM through Video Conferencing/ Other Audio Visual Means (OAVM) without the physical presence of the members at a common venue. Accordingly, the AGM of the company is being held through VC/OAVM. Instructions for attending the meeting through VC/OAVM and remote e-voting are prescribed in the Notice.

- 3) The Members can join the AGM through VC/OAVM 15 minutes before the scheduled time of the commencement of the Meeting and during the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 4) Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
- 5) Shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of The Companies Act, 2013. Shareholders can attend and participate in the AGM through VC/OAVM only.
- 6) Members are informed that in case of joint holders attending the Meeting, only such joint holder whose name stands first in the Register of Members of the Company/ list of Beneficial Owners as received from National Securities Depository Limited ("NSDL") /Central Depository Services (India) Limited ("CDSL") (collectively referred to as "Depositories") in respect of such joint holding will be entitled to vote.
- 7) Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. Since this AGM is being held through VC / OAVM pursuant to the MCA circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the proxy form and attendance slip are not annexed hereto.
- 8) **Mrs. Aparna Tripathi** (Proprietor Aparna Tripathi & Associates), a Practicing Company Secretary (Membership No. 67594), has been appointed as "Scrutinizer" to scrutinize the e-voting process and voting at the AGM in a fair and transparent manner and she has communicated her willingness to be appointed.
- 9) In pursuance of Section 112 and Section 113 of The Companies Act, 2013; representatives of the members such as the President of India or the

Governor of a State or body corporate can attend the AGM through VC/ OAVM and cast their votes through e-voting. Institutional / Corporate Members intending to appoint Authorized Representative to attend and vote on their behalf at the AGM are required to send a scanned copy (PDF/JPG format) of its Board or Governing body resolution /authorization letter etc. authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting at least 48 hours before the AGM. The said resolution / authorization shall be sent to the scrutinizer by e-mail through its registered e-mail address to csaparnatripathi@gmail.com or upload on the VC portal / e-voting portal i.e. www.evoting.nsdl.com.

- 10) The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at Room No-822, 8th Floor, 4 Synagogue Street Kolkata 700001, which shall be the deemed venue of the AGM.
- 11) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of **23.09.2024**. Members shall have one vote for every one fully paid share of the Company held by them as on the cut-off date. Members can vote for their entire voting rights as per their discretion.

Pursuant to the MCA Circulars, the Notice of the AGM is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories and whose names appears in the Register of Members as on **23.08.2024**. Copy of the Notice of the AGM is also available for download on the website of the Company at <https://www.ttienterprise.com>, the e-voting portal i.e. www.evoting.nsdl.com and on the websites of the Stock Exchanges, i.e. BSE at <https://www.bseindia.com>

- 12) Members who have not registered their email addresses with the Company/ RTA or their Depositories for receiving all communication (including Notice and Annual Report) from the Company electronically can get the same registered as follows:
- i. Members holding shares in physical mode and who have not registered/ updated their email addresses with the Company/ RTA are requested to register by visiting: www.nichetechpl.com
 - ii. Members holding shares in dematerialized mode are requested to register/ update their email addresses with the relevant Depositories.

- 13) Members will be able to attend AGM through VC/ OAVM by logging on to the e-voting website of NSDL at www.evoting.nsdl.com by using their e-voting login credentials. On this webpage, click on the tab Shareholders / Members, the Video Conferencing/ webcast link would be available.
- 14) Members who would like to express their views/ ask questions during the AGM may register themselves as a speaker by sending their request in advance at least seven days before the AGM. Members who do not wish to speak during the AGM but have queries may send their queries, mentioning the name, securities demat account number/folio number, email id, mobile number to tti1711@gmail.com can send their queries in advance 7 days prior to meeting.
- 15) Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM for a maximum time of 2 (Two) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.
- 16) Electronic copy of all documents referred to in this Notice of AGM will be available for inspection by shareholders in electronic mode, Shareholders are requested to write to tti1711@gmail.com for inspection, which shall be made available electronically for inspection to the shareholders.
- 17) SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are required to submit their PAN to their Depository Participants and Members holding shares in physical form shall submit their PAN to Niche Technologies Private Limited, Kolkata (Company's Registrar & Share Transfer Agents) or to the Company Secretary at the registered or corporate office of the Company.
- 18) Members seeking any information or clarification with regard to the accounts are requested to write to the Company at least TEN days in advance of meeting so that the required information can be readily available in the Meeting.

- 19) Members who are present in the meeting through VC / OAVM and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
- 20) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- 21) The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, 24.09.2024, to Monday 30.09.2024 (both days inclusive)** for the purpose of Annual General Meeting (AGM).
- 22) As per Regulation 40 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended, securities of listed companies can be transferred/ transmitted/ transposed only in dematerialized form with effect from 01st April, 2019. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
- 23) Members holding shares in physical form and wishing to avail of the nomination facility, are requested to send the duly filled in nomination form (Form SH-13) to the Company's Registrar & Share Transfer Agent.
- 24) Members are requested to notify any changes to their respective Depository Participants.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on **Friday, 27.09.2024 at 09:00 A.M. and ends on Sunday, 29.09.2024 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., **Monday, 23.09.2024**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Monday, 23.09.2024**.

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 and joining virtual meeting 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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<ol style="list-style-type: none"> 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 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 or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on   
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

	<ol style="list-style-type: none"> 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 or joining virtual meeting & voting during the meeting. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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</p>	<p>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 or joining virtual meeting & voting during the meeting.</p>

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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting 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:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
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***
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 . b) Physical User Reset Password? " (If you are holding shares in physical mode) option available on 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.co.in 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 csaparnatripathi@gmail.com with a copy marked to evoting@nsdl.co.in. 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 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 or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

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

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. If you are an Individual shareholder 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Shareholders are encouraged to join the Meeting through Laptops for better experience.
3. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at tti1711@gmail.com (company email id) latest by 05:00 p.m. (IST) on **Monday, 23.09.2024**. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good internet speed.
8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of The Companies Act, 2013; the following explanatory statements sets out all material facts relating to the businesses mentioned under Item Nos. 3 to 6 of the accompanying notice:

ITEM NO. 3: INCREASING BORROWING LIMITS OF THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180 OF THE COMPANIES ACT, 2013.

As per the provisions of Section 180(1)(c) of The Companies Act, 2013; the Board of Directors of the Company cannot, except with the consent of the Shareholders in the General Meeting by a Special Resolution, borrow the monies apart from temporary loans (loans viz., means loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature) where the monies to be borrowed together with the monies already borrowed does not exceed ₹ 150,00,00,000/- (Rupees One Hundred and Fifty Crores Only) from banks, financial institution(s), foreign lender, body corporate entity(ies), authority(ies) individuals or any entities in the ordinary course of business.

Hence, it is necessary for the Members to pass Special Resolution under Section 180 (1)(c) of The Companies Act, 2013 and other applicable provisions and the Board of Directors accordingly recommends the passing of this Special Resolution set out at Item No. 3 of accompanying notice.

None of the directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding.

ITEM NO. 4: AUTHORIZATION TO MAKE LOAN(S) AND GIVE GUARANTEE(S), PROVIDE SECURITY (IES) OR MAKE INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

The Company has been making investments in shares, securities & other instruments, giving loans and guarantees and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary or

associates, if any) for the purpose of their business activities, from time to time, in compliance with the applicable provisions of the Act. The Board of Directors intends to provide loan, investment, guarantee and security to other person(s) and/or Body Corporate(s) in view of company's strategic plans.

Hence, as per sub-section (2) & (3) of Section 186 of The Companies Act, 2013, a Company is required to obtain the prior approval of the members through special resolution, in case the Company wants to-

- a. Give any loan to any person or other body corporate;
- b. Give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c. Acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

Exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account or 100% of its free reserve and securities premium account, whichever is more.

Your company is growing and therefore in order to capitulate the various opportunities of the prevailing industry, the Board of directors is seeking approval of the members pursuant to Section 186 of The Companies Act, 2013 over and above the limit as specified in the resolution No. 4.

None of the Directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding.

The Board commends the passing of the special resolution set out at item No. 4 of accompanying notice.

ITEM NO. 5: AUTHORIZATION TO ADVANCE ANY LOAN OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013.

As per Section 185 of The Companies Act, 2013 a company may advance any loan including any loan represented by a book debt, or give guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested, subject to the condition that:

- a. Special Resolution is passed by the Company in the general meeting
- b. The loans are utilized by the borrowing company for its principal business activities.

The Loan amount to the extent of ₹ 10,00,00,000/- (Rupees Ten Crores Only) to be lent and will be used by the borrowing company for the purpose of its principal business activity.

None of the Directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding.

The Board commends the passing of the special resolution set out at item No. 5 of accompanying notice.

ITEM NO. 6: APPROVAL FOR RELATED PARTY TRANSACTION AS PER COMPANIES ACT, 2013 FOR THE FINANCIAL YEAR 2024-2025

Section 188 (1) of the Companies Act, 2013 provides no company shall enter into any contracts or arrangements with a related party except with the consent of the Board of Directors given by a resolution at a meeting of the Board of Directors.

Pursuant to the provisions of Section 188 of The Companies Act, 2013 ("**the Act**"), read with The Companies (Meetings of Board and its Powers) Rules, 2014 ("**Rules**"), the Company is required to obtain consent of the Board of Directors and to take prior approval of the Shareholders by way of special Resolution, in case certain transactions with related parties exceeds such sum as specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

Pursuant to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI LODR Regulations**"), as amended from time to time, mandates prior approval of Members of a listed entity by means of an special resolution for all material related party transactions, even if such transactions are in the ordinary course of business and at an arm's length basis. Effective from April 1, 2024, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds INR 1,000 Crore or 10.00% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The list of related parties is as follows, with whom Company may enter into business transaction (s) during the financial year 2024-25:

Sr. No	Name of the Related Party transaction	Relationship	Nature of Transaction	Amount of Transaction Rs. Crore	Year
1	Melker Premium LLP	Enterprises in which KMP and their relatives have Significant Influence	Loans taken and Loans Repaid, Interest Received	15.00	2024-2025
2	Ujjam Estates LLP	Enterprises in which KMP and their relatives have Significant Influence	Rent	5.00	2024-2025
3	Sabu Thomas V S Ranganathan Payal Bafna Sonal Atal Asir Raja Selvan	Managing Director Executive Director Independent Director Independent Director Independent Director	Remuneration / Sitting Fees	2.00	2024-2025

Moreover, the estimated value of the transaction(s) relating to ongoing sale, purchase or supply of any good(s) or material(s), selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any service(s), appointment of agent for purchase or sale of good(s), material(s), service(s) or property or otherwise disposing of any goods, materials or property or availing or rendering of any services, borrowings/lending of loans and advances, to give premises on rent, to give donation, to give inter corporate deposits, on such term(s) and condition(s) as the Board of Directors may deem fit or appointment of such related party to any office or place of profit in the Company for an amount during the financial year 2024-25 as mentioned in the below list are likely to exceed the threshold prescribed under Section 188 of The Companies Act, 2013, read with the rules made there and under Regulation 23 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Indian Accounting Standard (IND AS) 24 and will be considered material and therefore

would require the approval of shareholders of the Company by a Special Resolution.

The particulars of the Contract (s) /Arrangement (s) /transaction (s) pursuant to sub-rule (3) of Rule 15 of The Companies (Meetings of the Board and its Powers) Rules, 2014 read along with recommended by Audit Committee grant the omnibus approval as per Regulation 23 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular no SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021.

The particulars of transactions to be entered into by the Company with related parties are as under:

Sr. No	Particulars	Details		
1	Name of the Related Party	1.Melker Premium LLP	2.Ujjam Estates LLP	3.Sabu Thomas 4.V S Ranganathan 5.Payal Bafna 6. Sonal Atal 7.Asir Raja Selvan
2	Name of the Director of KMP who is related	V S Ranganathan	V S Ranganathan	-----
3	Nature of Relationship (including nature of interest, financial or otherwise)	- Enterprises in which KMP and their relatives have Significant Influence	Enterprises in which KMP and their relatives have Significant Influence	Managing Director Executive Director Independent Director Independent Director Independent Director
4	Nature of Transaction	Loans taken and Loans Repaid, Interest Received	Rent	Remuneration / Sitting Fees
5	Tenure of Transaction	One year	One year	One year
6	Maximum value of Transactions	15.00	05.00	2.00

Sr. No	Particulars	Details		
7	Type, Material terms and particulars of the proposed transaction	NA	NA	NA
8	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	10.47%	NA	2.16%
9	Percentage of the listed entity's Subsidiary - annual standalone turnover, for the immediately preceding financial year, that is represented by the value of the proposed Transaction (In case of RPT involving a Subsidiary)	NA	NA	NA
10	Details of the source of funds if the transaction related to any loans, inter corporate deposits, advances or investments made or given by listed entity or its subsidiary.	Own Fund	NA	Own Fund
11	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments (nature of indebtedness / Cost of Funds and Tenure to be specified)	NA	NA	NA
12	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured	NA	NA	NA

Sr. No	Particulars	Details		
	or unsecured; if secured, the nature of security;			
13	the purpose for which the funds will be utilized by the ultimate beneficiary pursuant to the RPT	Loans taken and Loans Repaid, Interest Received	Rent	Remuneration / Sitting Fees
14	Justification as to why the RPT is in the interest of the listed entity;	---	---	---
15	A copy of the Valuation or other external party report, if any such report has been relied upon.	NA	NA	NA
16	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	3.87%	NA	NA
17	Any other information relevant or important for the members to take a decision on the proposed resolution	---	---	---

Percentage mentioned in the Explanatory Statement are rounded off.

The Indicative base price/ current contracted price and the formula for variation in the price if any: It cannot be ascertained at this moment, it depends on the purchase during said period.

Other conditions as the audit committee may deem fit: NIL

Manner of determining the pricing: All the Proposed transaction (s) would be carried out as part of business requirement of the Company and are ensured to be on arm's length basis.

Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors: All factors have been considered.

Members may note that these Related Party Transaction(s)/ contract(s)/ arrangement(s), placed for members' approval, shall, at all times, be subject to prior approval of the Audit Committee of the Company and shall continue to be in the ordinary course of business and at arm's length and have a significant role in the Company's operations. In view of the above, the Board of Directors recommends passing the resolution stated in the accompanying Notice as a Special Resolution.

Any subsequent material modifications in the proposed transactions, as may be defined or identified by the Audit Committee pursuant to Company's Policy on Related Party Transactions, shall be placed before the members for approval, in terms of Regulation 23(4) of the Listing Regulations.

Further, as per Regulation 23 (7) of the Listing Regulations, all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not. None of the Directors / Key Managerial Personnel of the Company except as specified in the specific resolution are concerned or interested financially or otherwise in the resolution except to the extent of their shareholding in the Company, if any.

For TTI Enterprises Limited

SD/-

SD/-

Valath Sreenivasan Ranganathan
Executive Director
DIN: 02786224
Place: Kolkata
Date: 31.08.2024

Sabu Thomas
Managing Director
DIN: 08224794

DIRECTORS' REPORT

Dear Shareholders,

Your directors have pleasure in presenting the 43rd Annual Report of the Company together with Standalone Audited Accounts for the financial year ended on 31st March, 2024.

1. COMPANY OVERVIEW:

TTI Enterprise Limited is a public limited company incorporated on 12th June, 1981 under The Companies Act, 1956 and having its registered office at Room No-822, 8th Floor, 4 Synagogue Street Kolkata, West Bengal – 700 001. The company is a non-deposit taking Non-Banking Finance Company vide the Reserve Bank of India registration number B.05.02515.

2. FINANCIAL RESULTS:

Particulars	(₹ in Lakhs)	
	Standalone	
	Current Year 2023-24	Previous Year 2022-23
Total Income	297.76	310.84
Expenses	269.14	314.92
Profit Before Depreciation & Taxation & Exceptional Items	29.51	(4.08)
Exceptional Items	0.00	0.00

Profit Before Depreciation & Taxation	29.51	(4.08)
Less: Depreciation	0.89	2.42
Less: Current Tax	5.75	0.00
Less: Deferred Tax	0.03	19.17
Profit / (Loss) After Taxation	22.84	(25.67)
Add: Balance b/f from Previous Year	0.00	0.00
Less: Transferred to Statutory Reserve	0.00	0.00
Less: Fair Valuation of Equity Instrument	0.00	0.00
Add/(Less): Other Adjustment	(0.20)	0.01
Add: Contingent Provision for Standard Assets	0.00	0.00
Balance Carried to Balance Sheet	22.64	(25.66)

3. OPERATIONS/STATE OF COMPANY'S AFFAIRS:

The profit before depreciation and tax during the year is ₹ 29.51 Lakhs against loss before depreciation & tax was ₹ (4.08) Lakhs in previous year. The profit after tax is ₹ 22.64 against the loss after tax is ₹ (25.67) Lakhs in previous year. The present business activities of the Company are investment in shares & securities, lending of loans to individual, body corporates, etc. Your directors are identifying prospective areas and will make appropriate investments that will maximize the revenue of the Company in the current Financial Year.

4. CHANGES IN THE NATURE OF BUSINESS:

There was no change in the nature of business of the Company.

5. LISTING OF EQUITY SHARES:

The Company's equity shares are listed on The BSE Limited (Scrip Code: 538597) and on Calcutta Stock Exchange.

The Company has paid the Annual Listing Fees for the financial year 2023-24 to the said Stock Exchange as required.

6. BRIEF DESCRIPTION OF THE STATE OF COMPANY'S AFFAIRS:

The Company is a Non-Banking Finance Company and is presently engaged in the business of investing and financing.

7. DIVIDEND:

In view of strengthening the financial position of the Company and to enhance the reserve base of the Company, the Directors have not recommended any dividend during the financial year 2023-24.

8. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

Since there was no unpaid/unclaimed Dividend declared and paid in the previous year, the provisions of Section 125 of The Companies Act, 2013 is not applicable to the Company.

9. SHARE CAPITAL:

The paid-up capital of the Company as on 31st March, 2024 was ₹ 25,40,44,220. During the financial year, the Company has not allotted any equity shares.

10. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

There is no such material change and commitment, affecting the financial position of the Company which have occurred between the end of the financial year ended on 31st March, 2024 and the date of the report.

11. TRANSFER TO RESERVES:

The Company during the year under review, in accordance with Section 45-IC (1) of The Reserve Bank of India Act, 1934 has not transferred any amount to Statutory Reserve.

12. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:

The Company is committed to provide and promote safe, healthy and congenial atmosphere irrespective of gender, caste, creed, color or social status of the employee. All employees (permanent, contractual, temporary, trainees) are covered. During the financial year, no complaints were received.

a.	Number of complaints filed during the financial year	NIL
b.	Number of complaints disposed off during the financial year	NA
c.	Number of complaints pending as on end of the financial year	NA

13. HOLDING, SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES COMPANIES AS PER THE COMPANIES ACT, 2013:

The Company does not have any holding, subsidiary, joint venture and associate companies as per The Companies Act, 2013.

14. CORPORATE SOCIAL RESPONSIBILITY:

The provisions of Section 135 of The Companies Act, 2013 read with The Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to the Company. Hence, there is no need to develop CSR policy and to take initiative thereon.

15. RISK MANAGEMENT:

The Company has framed a Risk Management Policy containing the elements of risks and implementation strategy to mitigate those risks. During the year,

the risk management policy was reviewed by the management of the Company; to make it more focused in identifying and prioritizing the risks, role of various executives in monitoring & mitigation of risk and reporting process. Its aim is to enhance shareholders value and to provide an optimum risk reward tradeoff.

The Risk Management Policy has been reviewed and found adequate to the requirements of the Company, and approved by the Board of Directors. Presently, the composition of Risk Management Committee as required under Regulation 20 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company.

The Management evaluated various risks and that there is no element of risk identified that may threaten the existence of the Company.

16. COMPLIANCE:

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with the regulatory and internal guidelines. The Compliance Department of the Company continues to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by the Regulators, the Board of Directors and the Company's Compliance Policy. The Audit Committee reviews the performance of the Compliance Department and the status of compliance with the regulatory or internal guidelines on a periodic basis. New instructions and guidelines issued by the regulatory authorities were disseminated across the Company to ensure that the business and functional units' functions with the boundaries set up by the regulators and that the compliance risks are suitably monitored and mitigated in course of their activities and processes.

Non-Compliance observed during the year under review- The Company has received several Notices/Emails from BSE listing departments for non-compliance of SDD software, as per BSE website company's status is SDD non-compliant. The Company have updated SDD software and have entered all relevant data/entries in the software.

There was delay in reporting Related party transactions for half year ended 31st March 2024 and penalty was levied by Listing department of BSE and paid by the company for the said non- compliance.

17. AUDITORS:

Statutory Auditors

The Company has appointed M/s. MARK & Co, Chartered Accountants, Mumbai with Firm Registration Number 142902W as the Statutory Auditors of the Company for FY 2023-2024

The Companies Act, 2013 and any other applicable provisions of The Companies Act, 2013 and Rules made thereunder (including any statutory modifications and re-enactment thereof for the time being in force), has done away with the requirement of ratification of statutory auditors at every Annual General Meeting. There is no qualification or adverse remark in Auditor's report. The observations of Statutory Auditor in their Report read with relevant Notes to Accounts are self-explanatory and therefore, do not require any further explanation.

Secretarial Auditor

Pursuant to the provisions of Section 204 of The Companies Act, 2013 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014; the Company have appointed Aparna Tripathi and Associates (Proprietor. Aparna Tripathi, FRN – S2023MH956300) , Practicing Company Secretary, Thane as a Secretarial Auditor, to conduct the secretarial audit for the financial year 2023-24. The Secretarial Audit Report in Form MR-3 forms part of the Report on Corporate Governance. There are no qualifications, reservations or adverse remarks made by the Secretarial Auditor in her Report. The Report does not contain any qualification, reservation or adverse remark.

Annual Secretarial Compliance Report

Your Company has undertaken an audit for the financial year 2023-24 for all applicable compliances as per The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars/Guidelines issued thereunder. The Annual Secretarial Compliance Report issued by Aparna Tripathi &

Associates (Proprietor - Aparna Tripathi), Secretarial Auditor for the financial year 2023-24 has been submitted to the stock exchange and forms part of the Report.

18. INSTANCES OF FRAUD, IF ANY, REPORTED BY THE AUDITORS, 2015:

There have been no instances reported by the Auditors to the Audit Committee or the Board under Section 143 (12) of The Companies Act, 2013.

19. DIRECTORS:

The composition of Board of Directors of the Company as on 31st March, 2024 are as under:

Sr. No	DIN	Name of Director	Category	Appointment	Cessation
1.	08224794	Sabu Thomas	Managing Director	28.08.2023	----
2.	02786224	Valath Sreenivasan Ranganathan	Executive Director	23.05.2022	----
3.	07586210	Asir Raja Selvan	Independent Director	11.08.2022	----
4.	09075302	Payal Bafna	Independent Director	23.05.2022	----
5.	09308801	Sonal Atal	Independent Director	23.05.2022	----
6	08242853	Mridula Mukundan	Managing Director	23.05.2022	14.08.2023

Directors liable to retire by rotation

In accordance with the provisions of The Companies Act, 2013 and the Articles of Association of Company, Mr. Sabu Thomas (DIN: 08224794) retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for re-appointment. The Board recommends all the

resolutions placed before the members relating to appointment / re-appointment of Directors for their approval.

Number of Board Meetings of the Board of Directors

The schedules of Board and Committee meetings are prepared and circulated in advance to the Directors. The details of the number of Board Meetings and meetings of various Committees are given in the Report on Corporate Governance. The intervening gap between the meetings was within the time period prescribed under The Companies Act, 2013, the revised Secretarial Standards – 1 (SS-1) issued by The Institute of Company Secretaries of India and The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the financial year, 05 (Five) Board Meetings were convened and held. The details of which are given in the Report on Corporate Governance. The intervening gap between the meetings was within the period prescribed under The Companies Act, 2013.

Details of the attendance of the Directors at the Board meetings held during the financial year ended on 31st March, 2024 are as follows:

Name of the Director	DIN	Category	Number of Board Meetings		Attendance at the last AGM (29/09/2023)
			Held	Attended	
Mridula Mukundan (Resigned wef, 14/08/2023)	08242853	Managing Director, Executive Director	05	01	NO
Valath Sreenivasan Ranganathan	02786224	Executive Director	05	05	YES
AsirRaja Selvan	07586210	Non-Executive Independent Director	05	05	YES
Payal Bafna	09075302	Non-Executive -	05	05	YES

		Woman Independent Director			
Sonal Atal	09308801	Non-Executive Independent Director	05	05	YES
Sabu Thomas (appointed w.e.f 28.08.2023)	08224794	Managing Director	05	03	YES

20. DIRECTORS RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 134 OF THE COMPANIES ACT, 2013:

Your Directors make the following statements in terms of Section 134 of The Companies Act, 2013, which is to the best of their knowledge and belief and according to the information and explanations obtained by them.

Pursuant to the requirement under Section 134 of The Companies Act, 2013 with respect to the Directors' Responsibility Statement, the Board of Directors of the Company hereby confirms:

- i. In the preparation of the annual accounts for the Financial Year ended 31st March, 2024 the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. That Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year ended 31st March, 2024;
- iii. The Directors have taken sufficient and proper care for the maintenance of adequate accounting records in accordance with the provisions of Act for safeguarding the assets of the Company and for preventing and detecting material fraud and other irregularities;
- iv. The Directors have prepared the annual accounts for the Financial Year ended 31st March, 2024 on a going concern basis;
- v. That the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were

- adequate and operating effectively;
- vi. That the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

21. COMMITTEES OF THE BOARD:

The Board of Directors have the following Committees:

- a) Audit Committee
- b) Nomination and Remuneration Committee
- c) Stakeholders' Relationship Committee

The details of the Committees along with their composition, number of meetings held and attendance at the meetings are provided in the Report on Corporate Governance.

22. KEY MANAGERIAL PERSONNEL:

In terms of Section 203 of The Companies Act, 2013; following are the Key Managerial Personnel as on the financial year ended on 31st March, 2024.

Sr. No.	Name of Key Managerial Personnel	Designation
1.	Mrs. Mridula Mukundan (Resigned w.e.f. 14/08/2023)	Managing Director
2.	Mr. Sabu Thomas (appointed w.e.f. 28/08/2023)	Managing Director
4.	Anshuman Behra (Appointed on 23/05/2022) Resigned i.e. 30/06/2023)	Chief Financial Officer
5.	Chandra Prakash Singh (Appointed w.e.f. 27/08/2023)	Company Secretary and Compliance Officer
6.	Jagrati Suhalka (Appointed on 01/07/2022 Resigned wef 30/05/2023)	Company Secretary and Compliance Officer

23. DECLARATION BY INDEPENDENT DIRECTORS:

All the Independent Directors of the Company have given their declaration to the Company under Section 149(7) of The Companies Act, 2013; that they meet the criteria of independence as provided under Section 149(6) of The Companies Act, 2013 read with Regulation 16(1)(b) of The SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. The Board has also confirmed that they are not aware of any circumstances or situation which exist or may be reasonable anticipated that could impair or impact their ability to discharge their duties and that they are independent of the management.

The Board, after undertaking assessment and on examination of the relationships disclosed, considered the following Non-Executive Directors as Independent Directors:

- Mrs. Payal Bafna
- Mrs. Sonal Atal
- Mr. Asir Raja Selvan

24. MEETING OF INDEPENDENT DIRECTORS:

A separate meeting of the Independent Directors was held on 30.01.2023 as per the provisions of Schedule IV (Code for Independent Directors) of The Companies Act, 2013 and Regulation 25(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; in which the following matters were considered:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors.
- Evaluation of the performance of the Chairman, taking into account the views of the Executive and Non- Executive Directors.
- Evaluation of the quality, content and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Independent Directors expressed satisfaction with the overall performance of the Directors and the Board as a whole.

25. ANNUAL EVALUATION BY THE BOARD:

The Board has carried out an annual evaluation of its own performance, Committees of the Board and individual Directors pursuant to the provisions of The Companies Act, 2013 and The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors expressed their satisfaction with the evaluation process.

26. CODE OF CONDUCT:

The Company has laid down the rules for code of conduct for the Members of the Board and Senior Management Personnel of the Company. The code of conduct has also been posted on Company's website viz. www.ttienterprises.com. In compliance with this code, the Board Members and Senior Management Personnel have affirmed their compliance with the code for the financial year ended on 31st March, 2024. A declaration to this effect duly signed by the Chairman & Managing Director forms part of this Annual Report.

27. PARTICULARS OF LOANS, GUARANTEES, SECURITIES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

The details of Loans, Investments, Guarantees and Securities made during the financial year ended 31st March, 2024 as per the provisions of Section 186 of The Companies Act, 2013 and Schedule V of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given in the Notes to the Financial Statements forming part of Annual Report.

28. CONTRACTS AND AGREEMENTS WITH RELATED PARTIES:

Your Company has adopted the practice of undertaking related party transactions only in the ordinary and normal course of business and on arms' length as part of its philosophy of adhering to highest ethical standards, transparency and accountability. In line with the provisions of The Companies Act, 2013 and The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has approved a policy on related party transactions.

During the financial year 2023-24; all contracts/arrangements/transactions entered into by your Company with related parties under Section 188(1) of The Companies Act, 2013 were in the ordinary course of business and on an arm's length basis and has been approved by the Audit Committee of the Company.

During the financial year 2023-24; there are no materially significant related party transactions entered into by the Company with the Promoters, Directors, Key Managerial Personnel or other designated persons.

29. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information with respect to conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to Section 134(3) (m) of The Companies Act, 2013 read with The Companies (Accounts) Rules, 2014 are not applicable to the Company.

30. DISCLOSURE UNDER RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

Disclosures pertaining to remuneration and other details required under Section 197(12) of The Companies Act, 2013 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 have been annexed to this Board's Report as **Annexure – B**.

31. ANNUAL RETURN:

A copy of Annual Return as required under The Companies Act, 2013 has been placed on the Company's website viz. <https://www.ttienterprises.com>.

32. ACCEPTANCE OF PUBLIC DEPOSIT:

During the financial year under review, your Company has neither accepted nor renewed any deposits from the public or its employees within the meaning of Section 73 of The Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014. The details of loans and advances, which are required

to be disclosed in the annual accounts of the Company, are provided as part of the financial statements.

33. COST AUDIT AND COST RECORDS:

During the financial year 2023-24; the provisions of Section 148 of The Companies Act, 2013 are not applicable to the Company.

34. VIGIL MECHANISM/WHISTLE BLOWER POLICY:

The Company has established a vigil mechanism for Directors and employees pursuant to the requirements of Section 177(9) of The Companies Act, 2013 and Regulation 22 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same has been communicated to the Directors and employees of the Company. The vigil mechanism policy / whistle blower policy is also posted on the website of the Company.

The whistle blower policy/vigil mechanism enables a director or an employee to report confidentially to the management, without fear of victimization, any unacceptable and/or unethical behavior, suspected or actual fraud, violation of the Company's code of conduct or ethics policy and instances of leak or suspected leak of unpublished price sensitive information which are detrimental to the organization's interest. It provides safeguards against victimization of directors/ employees who avail of the mechanism and allows direct access to the Chairman of the Audit Committee in exceptional cases.

During the financial year under review, no such incidence was reported and no person was denied access to the Chairman of the Audit Committee. The policy of the whistle blower is posted on the company's website at www.ttienterprises.com.

35. COMPLIANCE WITH THE APPLICABLE SECRETARIAL STANDARDS:

During the financial year, the Company has complied with all the applicable Secretarial Standards issued by The Institute of Company Secretaries of India and approved by the Central Government from time to time.

36. STATUTORY DISCLOSURES:

A copy of audited financial statements of the Company will be made available to the members of the Company, seeking such information at any point of time. A cash flow statement for the financial year 2023-24 is attached to the Balance Sheet.

37. PROHIBITION OF INSIDER TRADING:

As per The SEBI (Prohibition of Insider Trading) Regulation, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading. The Company has appointed Company Secretary as Compliance Officer who is responsible for setting forth procedures and implementing of the code for trading in Company's securities. During the year under review, there has been due compliance with the said code.

38. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report, which gives a detailed account of state of affairs of the company's operations forms part of this Annual Report as **Annexure-C**.

39. CORPORATE GOVERNANCE REPORT:

As per requirement of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance practices followed by the Company, together with a certificate from Practicing Company Secretary confirming compliances, forms an integral part of the report.

40. SIGNIFICANT AND MATERIAL ORDER PASSED BY THE REGULATORS OR COURTS:

No significant and material order has been passed by the regulator, court, tribunal, statutory and quasi-judicial body impacting the going concern status of the Company and its future operations.

During the year under review, no application was made or any proceedings pending against the Company under the Insolvency and Bankruptcy Code, 2016.

41. ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

The Company has an internal financial control system commensurate with the size and scale of its operations. The internal financial controls have been designed to provide reasonable assurance about recording and providing reliable financials information, ensuring integrity in conducting business, accuracy and completeness in maintaining accounting records and prevention and detection of frauds and errors. These controls are adequate and operating effectively so as to ensure orderly and efficient conduct of business operations. During the year under review, such controls were assessed and no reportable material weaknesses in the design or operation were observed.

42. CREDIT RATING:

The Company has not issued any debt instruments and does not have any Fixed Deposit Programme or any scheme or proposal involving mobilization of funds in India or abroad during the financial year ended 31st March, 2024. Hence during the financial year; there was no requirement to obtain such Credit Ratings.

43. ACKNOWLEDGEMENTS:

Your directors place its gratitude and appreciation for the support and co-operation received from its members, business associates, The Reserve Bank of India, financial institutions and other various government authorities for their continued support extended to your Company during the year under review.

Your directors wish to place on record their appreciation of the contribution made by employees at all levels to the continued growth and prosperity of your Company. Your directors also wish to place on record their appreciation to the shareholders, consumers and banks for their continued support.

For TTI Enterprises Limited

SD/-

SD/-

Valath Sreenivasan Ranganathan
Executive Director
DIN: 02786224
Place: Kolkata
Date: 31.08.2024

Sabu Thomas
Managing Director
DIN: 08224794

ANNEXURE-B TO THE DIRECTORS' REPORT
Statement of Particulars as Per Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The remuneration and perquisites provided to the employees and Management are at par with the industry levels. The remunerations paid to the Managing Director and senior executives are reviewed and recommended by the Nomination and Remuneration Committee.

- (i) **The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24.**

Sr. No.	Name of the Director, Key Managerial Personnel	Designation	Remuneration of Directors, Key Managerial Personnel for the financial year 2023-24 (Amount in ₹)	Ratio of the remuneration to the median remuneration of the employees
1.	Mridula Mukundan (Resigned w.e.f. 14/08/2023)	Managing Director, Executive Director	1,00,000	NA
2.	Sabu Thomas	Managing Director Executive Director	3,50,000	NA

Sr. No.	Name of the Director, Key Managerial Personnel	Designation	Remuneration of Directors, Key Managerial Personnel for the financial year 2023-24 (Amount in ₹)	Ratio of the remuneration to the median remuneration of the employees
	(Appointed w.e.f. 28/08/2023)			
3.	Valath Sreenivasan Ranganathan	Executive Director	NA	NA
4.	Sonal Atal	Non-Executive Independent Director	1,20,000	NA
5.	Payal Bafna	Non-Executive-Woman Independent Director	1,20,000	NA
6.	Asir Raja Selvan	Non-Executive Independent Director	60,000	NA
7.	Anshuman Behra (Appointed on 23/03/2022)	Chief Financial Officer	NA	NA
8.	Jagrati Suhalka (Appointed on 23rd May, 2022)	Company Secretary & Compliance Officer	NA	NA

(ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year 2023-24.

Sr. No.	Name of the Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager	Designation	Percentage increase in remuneration
1.	Mrs. Mridula Mukundan (Resigned w.e.f. 14/08/2023)	Managing Director	NA
2.	Mr. Sabu Thomas (appointed i.e. 28/08/2023)	Managing Director	NA
3.	Mr. Valath Sreenivasan Ranganathan	Executive Director	NA
4.	Mrs. Sonal Atal	Non-Executive Independent Director	NA
5.	Mrs. Payal Bafna	Non-Executive-Woman Independent Director	NA
6.	Mr. Asir Raja Selvan	Non-Executive Independent Director	NA
7.	Mr. Anshuman Behra (resigned i.e. 30/06/2024)	Chief Financial Officer	NA
8.	Mrs. Jagrati Suhalka (resigned w.e.f. 31/05/2024)	Company Secretary & Compliance Officer	NA
9.	Mr. Chandra Prakash Singh (appointed i.e. 27/08/2023)	Company Secretary & Compliance Officer	NA

(iii) The number of permanent employees on the rolls of Company.

There are 3 (three) permanent employees on the rolls of the Company.

(iv) Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration if any: Not Applicable

(v) Affirmation that the remuneration is as per the remuneration policy of the Company: Yes

The Company affirms that the remuneration is as per the remuneration policy of the Company.

- (vi)** During the year, there were no employees in the Company who have drawn or have received a remuneration aggregate not less than ₹ 1.20 crores and none of the employees who were appointed for a part of the financial year is in receipt of remuneration of ₹ 80 lakhs or more (₹ 8.5 Lakhs per month for any part of that year).
- (vii)** There is profit during the financial year, so Managing Director of the Company have received and not taken any remuneration as per the terms and conditions mentioned in the Agreement. Apart from the Managing Director; the employees had drawn the salary during the financial year under review.
- (viii)** The Company has not appointed any employee(s) in receipt of remuneration exceeding the limits specified under Rule 5 (2) of The Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

For TTI Enterprises Limited

SD/-

Valath Sreenivasan Ranganathan
Executive Director
DIN: 02786224
Place: Kolkata
Date: 31.08.2024

SD/-

Sabu Thomas
Managing Director
DIN: 08224794

ANNEXURE-C TO THE DIRECTORS' REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In this Management Discussion and Analysis Report, your directors present a comprehensive overview of the company's performance, achievements and prospects for the financial year ended on 31st March, 2024. This report aims to provide stakeholders with insights into the company's operations, key financial metrics, risk management, opportunities, threats and future outlook.

OUTLOOK

The outlook for the Indian economy in the financial year 2024 is cautiously optimistic, with several key factors shaping its trajectory. After experiencing a rebound from the pandemic-induced downturn, the economy entered a phase of steady growth in the previous years, and this momentum is expected to continue.

One of the primary drivers of India's economic growth is likely to be the revival of domestic demand. As vaccination campaigns gained traction, consumer confidence improved, leading to increased spending on goods and services. The pent-up demand from the pandemic period further fueled this consumption surge. Additionally, the rural economy is expected to play a crucial role as agriculture, and allied sectors have shown resilience during challenging times.

Moreover, the government's focus on infrastructure development is set to boost economic activities. Projects related to roads, railways, airports, and other key sectors are likely to attract investment and generate employment opportunities, providing an impetus to the economy. The government's commitment to reforms and ease of doing business is likely to attract both domestic and foreign investments, further driving economic growth.

However, challenges persist that require careful attention. Inflationary pressures may continue to pose a threat, affecting consumer purchasing power and overall economic stability. The government and the central bank would need to strike a balance between controlling inflation and supporting economic expansion. Geopolitical uncertainties and global economic conditions could also impact India's trade and investment landscape.

Another crucial aspect is the emphasis on technology and innovation. Embracing digitalization and fostering a startup-friendly ecosystem can contribute

significantly to economic growth and job creation. By leveraging its demographic dividend and a growing tech-savvy population, India can accelerate its transformation into a digital economy.

Furthermore, sustainability and environmental concerns are increasingly gaining prominence. Initiatives promoting green technologies, renewable energy, and responsible manufacturing practices are likely to gain momentum, providing opportunities for sustainable growth and attracting investments in green sectors.

Overall, while challenges persist, India's economic outlook for the financial year 2024 remains positive. A combination of proactive policies, robust domestic demand, infrastructure investments, and technological advancements can pave the way for sustained and inclusive growth, making India one of the world's fastest-growing major economies.

FORWARD LOOKING STATEMENTS

Statements in the Management Discussion and Analysis of financial condition and results of operations of the company describing the company's objectives, expectations or predictions, market and industry trends, strategic initiatives, technological advancements which may be forward looking within the meaning of applicable securities laws and regulations. Forward looking statements involves risks, uncertainties, assumptions and expectations of future events. These statements are based on current expectations and projection about future events and financial performance which may not necessarily prove accurate.

The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. Actual results may differ materially from those expressed in the statement.

INDUSTRY STRUCTURE AND DEVELOPMENTS

Non-Banking Financial Companies (NBFCs) play a crucial role in the financial system by providing a wide range of financial services and products to various sectors of the economy. The NBFC sector operates as an integral part of the financial services industry, complementing the traditional banking sector. NBFCs are financial institutions that are engaged in various activities such as lending, investment, asset financing, wealth management and insurance services among others. NBFCs are characterized by a diverse array of players, ranging from small specialized entities catering to niche markets to large, systemically important NBFCs with extensive geographical presence. NBFCs contribute significantly to credit flow in the economy. They provide credit to various sectors, including small

and medium sizes enterprises (SMEs), which often face challenges in obtaining credit from banks due to stricter lending norms. NBFCs plays a crucial role in the development of rural and semi-urban areas by offering financial services in these regions, they promote economic growth, create job opportunities and improve the overall standard of living.

The growth of NBFCs lead to the creation of job opportunities across various functions, including sales, operations, risk management and administration. NBFCs complement the banking system and provide additional sources of funds to various sectors. This enhances the overall stability of the financial system by reducing over-dependence on banks and creating a more resilient financial ecosystem.

NBFCs play a vital role in promoting financial inclusion, enhancing credit flow, fostering innovation and contributing to the overall economic growth and stability of a nation. Their significance lies in their ability to serve diverse customer segments and fill the gaps left by traditional banking institutions.

BUSINESS PERFORMANCE AND SEGMENT REPORTING

The analysis in this section relates to the financial results for the year ended on 31st March, 2024. Significant accounting policies used in the preparation of the financial statements are disclosed in the notes to the Standalone financial statements.

SUMMARY OF FINANCIAL PERFORMANCE

During the financial year 2023-24; the company achieved operating revenue amounting to ₹ 91.25 lakhs, which is much lower than the financial year 2022-23 operating revenue amounting to ₹ 159.61 lakhs.

Net Profit for the financial year 2023-24 is ₹ 22.64 lakhs which is 188.24% higher than the Net Loss for financial year 2022-23 i.e., ₹ (25.66) lakhs.

- **Revenue**

(INR in lakhs)	FY 2023-24	FY 2022-23	Change
Operating Revenue	91.25	159.61	57 % (decline)
Other Income	206.51	151.17	188.24% (increase)
Total	297.76	310.78	

- **Finance cost**

(INR in lakhs)	FY 2023-24	FY 2022-23	Change
Finance Cost	NIL	NIL	NA
% of Revenue	NIL	NIL	NA

- **Employee benefit expenses**

(INR in lakhs)	FY 2023-24	FY 2022-23	Change
Employee Benefits Expense	9.30	20.82	55.33% (decrease)
% of Revenue	10.19%	13.40%	

- **Depreciation & Amortization expenses**

(INR in lakhs)	FY 2023-24	FY 2022-23	Change
Depreciation & Amortization Expense	0.89	2.42	63.16% (decrease)
% of Revenue	0.98%	1.52%	

- **Administration & Other expense**

(INR in lakhs)	FY 2023-24	FY 2022-23	Change
Other Expense	88.91	42.36	109.91% (increase)
% of Revenue	97.44%	26.54%	

VISION

Our vision is to become one of India's most preferred financial service organizations. Through timely new and innovative products, we seek to be one of the most trusted financial service providers by everyone who is seeking finance. We seek to provide customers with personalized, fast and reliable assistance.

We will provide easy finance with hassle-free documentation through a speedy and transparent process.

The Government of India is strongly focusing on new policy to promote electric vehicles and we believe that we have a significant part to play by financing electric vehicles.

SEGMENT WISE PERFORMANCE

The Company is into single segment reporting.

ROAD AHEAD & FUTURE OUTLOOK

Looking ahead, the Company remains optimistic about its prospects. We will be exploring newer growth avenues like:

- Retail financing particularly, financing of electronics products manufactured by the group company & other established brands;
- Vehicles finance, particularly financing of two-wheeler electric vehicles manufactured by the group Company;
- Working Capital requirements;
- Consumer finance;
- General Corporate purpose;
- Investment in its group Company specifically in the hospitality sector; herbal & ayurvedic products, financial products, frozen foods & aviation sector;
- Temporary lending of loans & advances;
- Investment in marketable securities/mutual funds, etc.
- Investment in real estate sector

INTERNAL CONTROL AND ADEQUACY OF INTERNAL CONTROL

The Company has a well-defined organizational structure, documented policy guidelines, and a defined authority matrix that ensures efficiency of operations, compliance with internal policies and applicable laws and regulations, as well as protection of resources.

The Company believes that a strong internal control system and processes play a critical role in the day-to-day operations of the Company. To this end, the Company has put in place an effective internal control system to synchronize its business processes, operations, financial reporting, fraud control and compliance with extant regulatory guidelines and compliance parameters. Strict internal control and systems are devised as a depiction of the principles of the highest standards of governance.

The Company ensures that a standard and effective internal control framework operates throughout the organization, providing assurance about safekeeping of the assets and execution of transactions as per the authorization in compliance with the internal control policies of the Company. The Audit Committee of the Board provides necessary oversight and directions to the internal audit function and periodically reviews the findings and ensures corrective measures are taken.

OPPORTUNITY

NBFCs (Non-Banking Financial Companies) have a plethora of opportunities in the financial sector. One of the key advantages of being an NBFC is the ability to cater to specific market segments and offer a diverse range of financial services without the regulatory constraints faced by traditional banks. Some prominent opportunities include venturing into niche financial services, such as micro finance for underserved communities or specialized lending for particular industries.

Consumer finance presents a significant opportunity, driven by the rising middle class and increasing demand for personal loans, credit cards, and other consumer credit products. Additionally, there's immense potential in rural and agricultural finance, supporting rural development and reaching unbacked populations.

Opportunities for NBFCs lie in niche financial services, consumer finance, rural and agricultural finance, digital transformation, and fintech partnerships. They can capitalize on the growing demand for housing finance and MSME lending, while also exploring trade finance and infrastructure financing. Embracing green finance and offering credit rating and analytics services can further diversify their portfolio. Leveraging digital technologies to enhance customer experience will be crucial in gaining a competitive edge. By staying innovative, NBFCs can tap into underserved markets and meet the evolving financial needs of businesses and individuals.

THREATS

NBFCs face a variety of threats that can impact their financial stability, reputation, and overall operations. Some of the key threats faced by NBFCs include:

1. Competition from captive finance companies, small banks, FinTech's and new entrants.
2. Inadequate availability of bank finance and an upsurge in borrowing costs.
3. Regulatory and compliance related changes in the sector affecting NBFC.
4. Sudden change in funding challenges in the availability or cost of funding can impact the liquidity and operations.

5. Challenges in loan recovery, increased default rates and reduced demand for their financial products and services during the economic downturn.
6. A successful cyber-attack can compromise sensitive customer information, disrupt operations and lead to financial losses.

RISKS AND CONCERNS

As with any financial institution, the company faces certain risks that could impact its performance. Some of the risks are as follows:

1. Credit risk – the potential for borrowers to default on their obligations due to economic downturns or unexpected events.
2. Liquidity risk – Ensuring sufficient liquidity to meet obligations and withstand unforeseen liquidity demands.
3. Interest rate risks – Vulnerability to fluctuations in interest rates that may affect borrowing costs and interest income.
4. Regulatory risk – Adapting to changes in regulatory policies and compliance requirements.
5. Information Technology risk – The risk arising as a result of IT infrastructural failure or data loss/threats causing operational setback and financial losses.

To mitigate these risks, the Company has framed the risk management policy and the risk management review framework provides complete oversight on various risk management practices and processes to mitigate the risks.

REVIEW OF OPERATIONS OF THE COMPANY

The financial operations of the company for the financial year ended on 31st March, 2024 are as under: **(₹ in lakhs)**

Particulars	Standalone	
	FY 2023-24	FY 2022-23
Net Sales/ Income from Operations	91.25	159.61
Other Income	206.51	151.17
Total Income	297.76	310.79
Total Expenses	269.14	317.34
Profit/(Loss) before Tax	28.63	(6.50)
Tax Expense	5.98	19.16
Net profit after Tax	22.64	(25.66)

HUMAN RESOURCES

Human Resources Development, in all its aspects like training in safety and social values is under constant focus of the management. Relations between the management & the employees at all levels remained healthy & cordial throughout the year. The Company's core philosophy is centered on promoting a safe, healthy, and happy workplace while fostering a conducive work environment among its employees.

To foster a positive workplace environment, free from harassment of any nature, the Company has framed a policy for Prevention of Sexual Harassment at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and reviews the same periodically.

DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

The details of significant changes in key financial ratios are as under:

Particulars	FY 2023-24	FY 2022-23
Debtors Turnover	NIL	NIL
Inventory Turnover	N. A	N. A
Interest Coverage Ratio	N. A	N. A
Current Ratio	4.74: 1	176.07:1
Debt Equity Ratio	0.05: 1	0.00:1
Return on Equity Ratio	0.89	-1.01
Return on Capital Employed	0.01	-0.00

COMPLIANCE

The Compliance department of the company ensures strict observance of all statutory and regulatory requirements for the company. The Compliance Department of the Company continues to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by different regulators, the Company's Board of Directors and the Company's Compliance Policy.

By complying with the provisions of the SEBI Listing Regulations, the Company has an optimum combination of executive and non-executive directors with a woman independent director. The Different Committees of the Board reviews the

performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

CAUTIONARY STATEMENT

Investors and stakeholders are cautioned that the statements in this management discussion and analysis report are subject to various risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements. Risks and uncertainties that could adversely impact future results include, but are not limited to market conditions, competitive landscape, regulatory changes, technological advancements, currency and interest rate, credit and liquidity risks, environmental and social risks, etc. The company undertakes no obligation to update or revise any forward-looking statements to reflect new information, future events, or changes in circumstances, except as required by law. This report should be read in conjunction with the financial statements included herein and the notes thereto.

For TTI Enterprises Limited

SD/-

Valath Sreenivasan Ranganathan
Executive Director
DIN: 02786224
Place: Kolkata
Date: 31.08.2024

SD/-

Sabu Thomas
Managing Director
DIN: 08224794

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

TTI Enterprise Limited is committed towards achieving the highest standards of Corporate Governance right from its establishment by staying true to its core values. The Company continuously works towards managing, monitoring and overseeing various corporate systems in such a manner that the Company's reliability and reputation are not at stake.

The Company is in compliance with Non-Banking Financial Company Corporate Governance (Reserve Bank) Directions, 2015 and the applicable The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company's governance structure comprises of Board of Directors, Committees of the Board and the Senior Management. The Company is in compliance with the Corporate Governance requirements as enshrined in The Companies Act, 2013 read with the Rules made there under as amended from time to time, The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and other applicable laws and regulations.

A Report on compliance with the principles of Corporate Governance as prescribed by The Securities and Exchange Board of India (SEBI) in Chapter IV read with Schedule V of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations/the LODR") as amended till date, is given below.

2. BOARD OF DIRECTORS:

The Board of Directors along with its committees provides leadership and guidance to the Company's management and supervises the Company's performance.

The Board has an optimum combination of Independent Woman Director, Executive as well as Non-Executive Directors that is in conformity with the provisions of Regulation 17 of the Listing Regulations. As at 31st March, 2023, the Board of Directors ("Board") comprised of Five Directors, of which One is Executive

Directors, one is Managing Director and three are Non-Executive Directors. The Company has an Executive Chairman and three Independent Directors. Independent Directors comprise more than half of the total strength of the Board of Directors.

The maximum tenure of Independent Directors is in compliance with The Companies Act, 2013 and The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the Independent Directors have confirmed that they meet the criteria as mentioned in Regulation 16(1) (b) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149(6) of The Companies Act, 2013. The Independent Directors provide an annual confirmation that they meet the criteria of independence. Based on the confirmations/ disclosures received from the Independent Directors, the Board is of the opinion that the Independent Directors fulfill the conditions specified in The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are Independent of the Management.

The Directors on the Board are professionals, having expertise in their respective functional areas and bring an extensive range of skills and experience to the Board.

The Board has an unfettered and complete access to any information within the Company. Members of the Board have complete freedom to express their views on agenda items and can discuss any matter at the Meeting with the permission of the Chairperson.

a) The composition and category of the Board of Directors is as follows:

The Board of the Company comprises of Five Directors as on 31st March, 2024.

None of the Director is a Director in more than 10 Public Limited Companies (as specified in Section 165 of The Companies Act, 2013) and Director in more than 7 Listed Entities (as specified in Regulation 17A of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or acts as an Independent Director (including any alternate directorships) in more than 7 Listed Companies or 3 equity Listed Companies in case he/she serves as a Whole-time Director/ Managing Director in any Listed Company (as specified in Regulation 17A of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, none of the Directors on the Board is a member of more than 10 Committees and Chairperson of more than 5 Committees (as specified in Regulation 26 of The SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015), across all the Indian public limited Companies in which he/she is a director.

Sr. No.	Name of the Director	DIN	Category
1.	*Mrs. Mridula Mukundan	08242853	Managing Director
2.	*Mr. Sabu Thomas	08224794	Managing Director
3.	Mr. Valath Sreenivasan Ranganathan	02786224	Executive Director
4.	Mrs. Payal Bafna	09075302	Non-Executive -Independent Director
5.	Mrs. Sonal Atal	09308801	Non-Executive - Woman Independent Director
5.	Mr. Asir Raja Selvan	07586210	Non-Executive Independent Director

**Mrs. Mridula Mukundan resigned from the post of Directorship with effect from 14/08/2023 and Mr. Sabu Thomas was appointed with effect from 28/08/2023.*

b) The attendance of each director at the meeting of the Board of Directors and the last Annual General Meeting (AGM):

The details of the attendance of the Directors at the Board Meetings held during the financial year ended on 31st March, 2024 and at the last Annual General Meeting (AGM) held on 29th September, 2023 are given below:

Name of the Director	DIN	Category	Number of Board Meetings		Attendance at the last AGM (29/09/2023)
			Held	Attended	
Mridula Mukundan (Resigned on 14/08/2023)	08242853	Managing Director, Executive Director	05	01	NO

Name of the Director	DIN	Category	Number of Board Meetings		Attendance at the last AGM (29/09/2023)
			Held	Attended	
Sabu Thomas (appointed on 28/08/2023)	08224794	Managing Director, Executive Director	05	03	YES
Valath Sreenivasan Ranganathan	02786224	Executive Director	05	05	YES
Asir Raja Selvan	07586210	Non-Executive Independent Director	05	05	YES
Payal Bafna	09075302	Non-Executive - Woman Independent Director	05	05	YES
Sonal Atal	09308801	Non-Executive Independent Director	05	05	YES

c) Other Directorships:
(as per CGR report for quarter ending 30/06/2024)

Name of the Director	No. of other Directorships*	In the Other Public companies**	No. of Audit Committee and Stakeholders Relationship Committee***	
			Member	Chairperson
Mridula Mukundan (Resigned on 14/08/2023)	-	-	-	-
Sabu Thomas (appointed on 28/08/2023)	3	2	1	0
Valath Sreenivasan Ranganathan	7	0	1	0
Asir Raja Selvan	3	2	3	1
Payal Bafna	7	6	4	1
Sonal Atal	3	2	4	1

* Includes Directorships in all Indian Public Companies and Private Companies incorporated under The Companies Act, 2013 excluding TTI Enterprise Limited.

** Excluding TTI Enterprise Limited

*** Only Audit Committee and Stakeholders Relationship Committee as provided in Regulation 26(1) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including TTI Enterprise Limited.

Names of the Listed Companies wherein the Directors of the Company are Directors: -

Name of the Director	No. of Directorships in other Listed Companies*	Name of the Listed Companies in which Directors of the Companies are Directors	Category of Directorship
Mridula Mukundan (Resigned w.e.f., 14/08/2023)	---	---	---
Sabu Thomas (appointed i.e. 28/08/2023)	---	---	---

Name of the Director	No. of Directorships in other Listed Companies*	Name of the Listed Companies in which Directors of the Companies are Directors	Category of Directorship
Valath Sreenivasan Ranganathan	---	----	----
Asir Raja Selvan	1.COROMANDEL ENGINEERING COMPANY LIMITED	1.COROMANDEL ENGINEERING COMPANY LIMITED	Non-Executive Independent Director
Payal Bafna	1.VIJAY TEXTILES LTD 2.PREMIER AUTO FINANCE LTD	1.VIJAY TEXTILES LTD 2.PREMIER AUTO FINANCE LTD	Director Director
Sonal Atal	1.NYSSA CORPORATION LIMITED	1.NYSSA CORPORATION LIMITED	Non-Executive Independent Director

* Excluding TTI Enterprise Limited

d) Number of Board Meetings:

5 (Five) Board Meetings were held during the Financial Year 2023-24. The maximum gap between any 2 (Two) consecutive meetings did not exceed 120 (One Hundred and Twenty) days as prescribed under The Companies Act, 2013.

The dates on which the Board meetings were held and convened during the Financial Year 2023-24 are as follows:

27th May 2023, 14th August 2023, 28th August 2023, 14th November 2023 and 14th February 2024.

e) Disclosure of relationship between Directors inter-se:

Sr. No.	Name of Director	Relationship
1.	Mridula Mukundan (Resigned i.e., 14/08/2023)	Managing Director - No relations with other Directors
2.	Sabu Thomas (appointed w.e.f. 28/08/2023)	Managing Director - No relations with other Directors
3.	Valath Sreenivasan Ranganathan	Executive Director - No relations with other Directors
4.	Asir Raja Selvan	Independent Director - No relations with other Directors
5.	Payal Bafna	Independent Director - No relations with other Directors
6.	Sonal Atal	Independent Director - No relations with other Directors

f) Number of shares and convertible instruments held by non-executive directors:

The number of equity shares of the Company held by non-executive directors, as on 31st March, 2024 are as follows:

Name of the Director	No. of equity shares (face value ₹ 1.00 each) held in the Company
Asir Raja Selvan	NIL
Payal Bafna	NIL
Sonal Atal	NIL

g) Chart or a matrix setting out the skills/expertise/competence of the Board of Directors:

By complying with the relevant provision under The SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015; the Board has list out the core skills/expertise and competence of the Board of Directors which are as follows:

- Finance, accounts and audit
- Strategy and Business Planning
- Governance, Ethics and Regulatory Oversight
- Technology Innovation
- Financial services
- Risk, Assurance and Internal controls
- Human Resource
- Leadership skills

Professional Background/Qualifications of Directors:

<p>Mrs. Mridula Mukundan Managing Director (Resigned w.e.f. 14/08/2023)</p> <p>She has completed her Post Graduate Diploma in Management from IIM Lucknow in the year 2015, B.S. and Business Administration from Carnegie Mellon University, Qatar in the year 2011.</p> <p>She has more than 9 years rich experience holding various positions such as marketing manager, course instructor, associate general manager, and business development coordinator with various companies</p>	<p>Mr. Valath Sreenivasan Ranganathan Executive Director</p> <p>He is a Business Development Manager. He is a high integrity energetic leader known for ability to envision and create successful outcomes in complex situations. New brands and products got launched in various fields during his term as the Business Development Manager. Have more than 28 years of experience. M. A. English Literature from University of Kerala 1984 (Course Completed in May 1984) and B.Sc. Math's from University of Callicat 1982</p>
<p>Mr. Asir Raja Selvan Non-Executive Independent Director</p> <p>He is a Practicing Company Secretary since 2017. He has done Bachelor of Law, Madras Law college in 2000. He is also a Fellow member of Institute of Chartered Accountant of India, since 2005. He is a Registered Insolvency</p>	<p>Mrs. Payal Bafna Non-Executive Independent Director</p> <p>Having more than 11 years of vast experience In Company Law, Securities Exchange Board of India (SEBI) Act, Rules and Regulations, Listing Agreement, Incorporation of Companies. She is B. Com(H).</p>

<p>Professional, IBBI, since Feb 2018. He is also a Registered Valuer for Securities of Financial Assets, IBBI, since May 2019. He has done Forensic Accounting & Fraud detection, ICAI, course in August 2019.</p> <p>He has Vast experience in Company Law, Securities Exchange Board of India (SEBI) Act, Rules and Regulations, Listing Agreement, Incorporation of Companies. He will add value to the company with his vast knowledge & experience and it will be best interest of the Company to appoint him as Independent Director for the five consecutive years</p>	<p>(Accounts & Finance) from University of Calcutta 2011. Company Secretary and bachelor Degree of Law and accounting technician certificate.</p>
<p>Mrs. Sonal Atal Non-Executive Independent Director</p> <p>Experience in diverse fields of company Law, Corporate Governance, Legal Compliance, Corporate Social Responsibility and Quality Control, having more than 8 years of experience she is Bachelor of commerce and Company Secretary.</p>	<p>Mr. Sabu Thomas Executive Director, Managing Director</p> <p>He is a Chartered Accountant by Profession, Graduation in BSE Math's, MBA, have more than 21 years of in his field. He is Chairman of ICAI Kottayam Branch</p>

Names of Directors possessing the skills/expertise/competence as specified by the Board of Directors

Industry Skills	Name of the Director possessing the skill/expertise/competence
<p>Strategy & Business Planning, Technology Innovation, Risk, Assurance and internal controls</p>	<p>Valath Sreenivasan Ranganathan Sabu Thomas Asir Raja Selvan Payal Bafna Sonal Atal</p>
Governance and Collective Skills	Name of the Director possessing the skill/expertise/competence

Finance, Accounts & Audit, Governance, Ethics and Regulatory Oversight	Valath Sreenivasan Ranganathan Sabu Thomas Asir Raja Selvan Payal Bafna Sonal Atal
Personal Attributes	Name of the Director possessing the skill/expertise/competence
Integrity and Ethical Standards, Leader and Team Player, Critical and Innovative Thinker	Valath Sreenivasan Ranganathan Sabu Thomas Asir Raja Selvan Payal Bafna Sonal Atal

h) Confirmation from the Board of Directors:

In the opinion of the Board of Directors, all the Independent Directors, fulfill the criteria of independence as laid down in Section 149(6) of The Companies Act, 2013 and Regulation 16(1)(b) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such is based on the declaration received from all the Independent Directors. The Board has also confirmed that they are not aware of any circumstances or situation which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties and that they are independent of the management.

As on 31st March, 2024; following are the Independent Directors of the Company:

Name of Independent Directors	Category
Asir Raja Selvan	Non- Executive Independent Director
Payal Bafna	Non- Executive Independent Director
Sonal Atal	Non- Executive Independent Director

Separate Meeting of Independent Directors

In accordance with the provisions of Schedule IV (Code for Independent Directors) of The Companies Act, 2013 and Regulation 25(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a meeting of the Independent Directors of the Company was held on **30.03.2024** in which the following matters were considered: -

- Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the Chairman, taking into account the views of the Executive and Non-Executive Directors;
- Evaluation of quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonable perform its duties.

The performance evaluation of the Chairman & Managing Director and the Non-Executive Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process. The Board of Directors confirms that the Independent Directors fulfill the conditions specified in The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are independent of the management.

i) Detailed reasons for resignation of Directors:

During the financial year 2023-24, old board members resigned detailed as under:

Mridula Mukundan resigned from the post of Managing Director of the Company with effect from 14th August, 2023 as she will be migrating abroad for a short period and might not devote time for the day-to-day affairs of the company, there is no other material reason other than those mentioned in her resignation letter.

3. AUDIT COMMITTEE {SECTION 177 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 18 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015}:

a) Brief description of terms of reference

The terms of reference of the Audit Committee as per Part C of Schedule II of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are as follows:

A. Role of Audit Committee shall include the following:

1. oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

2. recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of The Companies Act, 2013;
 - b) changes, if any, in accounting policies and practices and reasons for the same;
 - c) major accounting entries involving estimates based on the exercise of judgment by management;
 - d) significant adjustments made in the financial statements arising out of audit findings;
 - e) compliance with listing and other legal requirements relating to financial statements;
 - f) disclosure of any related party transactions;
 - g) modified opinion(s) in the draft audit report;
5. reviewing with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter;
7. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. approval or any subsequent modification of transactions of the listed entity with related parties;
9. scrutiny of inter-corporate loans and investments;
10. valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. evaluation of internal financial controls and risk management systems;

12. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. discussion with internal auditors of any significant findings and follow up there on;
 15. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 16. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 17. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. to review the functioning of the whistle blower mechanism;
 19. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
 20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
 21. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
 22. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- B. The Audit Committee shall mandatorily review the following information:
- a) management discussion and analysis of financial condition and results of operations;
 - b) management letters / letters of internal control weaknesses issued by the statutory auditors;

- c) internal audit reports relating to internal control weaknesses; and
- d) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- e) statement of deviations:
 - i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - ii. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

All the recommendations made by the Committee during the year under review, were accepted by the Board.

In addition, reviewing of such other functions as envisaged under Section 177 of The Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended and Regulation 18 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

b) Composition, name of members and chairperson (As on 31st March, 2024)

Name of the Director	Designation	Position in Committee
Payal Bafna	Non-Executive Independent Director	Chairperson
Sonal Atal	Non-Executive Independent Director	Member
Ranganathan V S	Executive Director	Member
Asir Raja Selvan	Non-Executive Independent Director	Member

c) Meetings and attendance during the year ended on 31st March, 2024.

During the period, Audit Committee met 5 (five) times on 27th May 2023, 14th August 2023, 28th August 2023, 14th November 2023 and 14th February 2024.

Composition of the Audit Committee and Attendance of their meeting are as under:

Name of the Director	Position on the Committee	Number of Audit Committee Meetings	
		Held	Attended
Payal Bafna	Chairperson	5	5
Sonal Atal	Member	5	5
Ranganathan V S	Member	5	5
Asir Raja Selvan	Member	5	5

4. NOMINATION AND REMUNERATION COMMITTEE {SECTION 178 OF THE COMPANIES ACT, 2013, READ WITH REGULATION 19 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015}:

a) Brief description of terms of reference

The terms of reference of the Nomination and Remuneration Committee as per Part D of Schedule II of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the

remuneration of the directors, key managerial personnel and other employees;

1A For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- i. use the services of an external agencies, if required;
 - ii. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - iii. consider the time commitments of the candidates.
2. formulation of criteria for evaluation of performance of independent directors and the board of directors;
 3. devising a policy on diversity of board of directors;
 4. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
 5. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
 6. recommend to the board, all remuneration, in whatever form, payable to senior management.

b) Composition, name of members and chairperson (As on 31st March, 2024)

Name of the Director	Designation	Position in Committee
Sonal Atal	Non-Executive Independent Director	Chairperson
Payal Bafna	Non-Executive Independent Director	Member

Asir Raja Selvan	Non-Executive Independent Director	Member
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c) Meetings and attendance during the year ended on 31st March, 2024

During the period, Nomination and Remuneration Committee met 1(one) time on 28th August 2023.

Composition of the Nomination Remuneration and Compensation Committee and Attendance of their meeting are as under:

Name of the Director	Position on the Committee	Number of Nomination, Remuneration and Compensation Committee Meetings	
		Held	Attended
Sonal Atal	Chairperson	1	1
Payal Bafna	Member	1	1
Asir Raja Selvan	Member	1	1

d) Performance evaluation criteria for independent directors

Pursuant to the provisions of The Companies Act, 2013, and The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of its own performance and that of its committees as well as performance of the Directors individually. Feedback was sought by way of a structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance and the evaluation was carried out based on responses received from the all the Directors.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE {SECTION 178(5) OF THE COMPANIES ACT, 2013 READ WITH REGULATION 20 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015}:

Role of Stakeholders Relationship Committee

The role of the Stakeholders Relationship Committee as per Part D of Schedule II of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

- 1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- 2) Review of measures taken for effective exercise of voting rights by shareholders.
- 3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- 4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

a) COMPOSITION OF THE COMMITTEE, MEETINGS AND ATTENDANCE AS ON 31ST MARCH, 2024.

As on 31st March, 2024; The Stakeholders Relationship Committee comprised of 4 (Four) Directors with all 1 (One) being Managing Director and 3 (Three) being Independent Directors. Mr. Asir Raja Selvan acting as its chairperson.

Name of the Director	Category	Position on the Committee
Asir Raja Selvan	Non-Executive Independent Director	Chairperson
Payal Bafna	Non-Executive Independent Director	Member
Sonal Atal	Non-Executive Independent Director	Member
Sabu Thomas (w.e.f. 28/08/2023)	Managing Director	Member

b) Number of shareholders' complaints received during the financial year:

As required by The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; Jagruti Suhalka, Company Secretary is the Compliance Officer of the Company, who oversees the redressal of Investor Grievance. The shareholders of the company can e-mail their grievances on tti1711@gmail.com

The SEBI has initiated processing of investor complaints in a centralized web- based complaint redress system "SCORES". Under the said system, the complaints received from SEBI shall be processed timely.

The Company had received no complaint from shareholder through SCORES during the financial year 2023-24.

The status of Complaints received at SCORES portal is:

- a. Number of shareholders' complaints received during the financial year: NIL
- b. Number of complaints not solved to the satisfaction of shareholders: NIL
- c. Number of pending complaints: NIL

6. RISK MANAGEMENT COMMITTEE {REGULATION 20 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015}:

The composition of Risk Management Committee as required under Regulation 20 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company.

7. REMUNERATION OF DIRECTORS:

- i. There were no pecuniary relationship or transactions with any Non-Executive Director.
- ii. Non-Executive Directors are paid Sitting Fees.

Following are the details of Sitting Fees paid to the Non-Executive Directors during the Financial Year ended on 31st March, 2023:

Name of the Director	Category	Sitting Fees (Amount (₹) in Lakhs)
Sonal Atal	Non-Executive Independent Director	0.00
Payal Bafna	Non-Executive - Woman Independent Director	0.00
Asir Raja Selvan	Non-Executive Independent Director	0.60

(iv) Remuneration paid to the Managing Director and Executive Directors during the year is as follows:

(₹ In lakhs)

Name of the Director and Designation	Category	Salary	Benefits	Bonuses	Pension	Service Contracts	Notice	Total
*Mrs. Mridula Mukundan	Managing Director, Chairman	1.00	NIL	NIL	NIL	Resigned i.e., from 14-08-2023	NIL	NIL
Mr. Valath Sreenivasan Ranganathan	Executive Director	NIL	NIL	NIL	NIL	Liable to retire by Rotation	NIL	NIL
**Mr. Sabu Thomas	Managing director	3.50	NIL	NIL	NIL	Liable to retire by Rotation	NIL	NIL

**Resigned w.e.f. 14.08.2023*

*** appointed wef 28.08.2023*

8. GENERAL BODY MEETINGS:

a) The details of date, location and time of the last Annual General Meetings held are as under:

Financial year Ended	Date	Time (IST)	Venue
2022-2023	29/09/2023	11.00 AM	Through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") without the physical Presence of the Members at a common venue, in compliance with General Circulars issued by Ministry of Corporate Affairs (MCA Circulars).

b) Special Resolutions passed during the last Annual General Meetings:

Financial Year	Date	Time (IST)	Resolutions Passed
2022-2023	29/09/2023	11.00 AM	ORDINARY BUSINESS: ITEM NO. 1: ADOPTION OF THE AUDITED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023: - ORDINARY RESOLUTION ITEM NO. 2: APPOINTMENT OF MR. VALATH SREENIVASAN RANGANATHAN (DIN 02786224) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION: - ORDINARY RESOLUTION SPECIAL BUSINESS: ITEM NO. 3: TO APPOINT MR. SABU THOMAS (DIN:08224794) AS MANAGING DIRECTOR AND

			<p>CHAIRPERSON OF THE COMPANY: - SPECIAL RESOLUTION ITEM NO. 4: INCREASING BORROWING LIMITS OF THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180 OF THE COMPANIES ACT, 2013: - SPECIAL RESOLUTION ITEM NO. 5: AUTHORIZATION TO MAKE LOAN(S) AND GIVE GUARANTEE(S), PROVIDE SECURITY(IES) OR MAKE INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013: - SPECIAL RESOLUTION ITEM NO. 6: AUTHORIZATION TO ADVANCE ANY LOAN OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013: - SPECIAL RESOLUTION</p>
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c) Special Resolutions passed during Financial Year 2023-24 through Postal Ballot:

During the financial year 2023-24, no resolution was passed through Postal Ballot.

d) No Extra-Ordinary General Meeting was held during the Financial Year 2023-24 on through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM").

9. MEANS OF COMMUNICATION:

Quarterly, Half Yearly and Yearly Financial Results of the Company are published in widely circulating national and local dailies namely Business Standard (Kolkata and Ahmedabad) and Arthik Lipi (Bengali), Free Press Journal, Navshakti etc. and are disseminated to the BSE and CSE where the shares of the Company are listed and uploaded on the website of the Company.

The Company discloses to the stock exchange regarding information required to be disclosed under Regulation 30 read with Part A of Schedule III of The SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, including material information which have a bearing on the performance / operations of the Company. All information is filed electronically on BSE's online portal and BSE Listing Centre and on CSE.

The Annual Report of the company, the quarterly / half-yearly and the annual financial statements of the Company are also placed on the Company's website at www.ttienterprises.com which can also be downloaded.

MINISTRY OF CORPORATE AFFAIRS (MCA)

The Company has periodically filed all the necessary documents with MCA. The Company has filed its Audited Financial Statements on MCA through XBRL.

10. GENERAL SHAREHOLDER INFORMATION:

**a) Annual General Meeting: 43rd Annual General Meeting
(Financial year 01st April, 2023 to 31st March, 2024)**

- Date : 30/09/2024
- Time : 11.00 AM
- Venue : Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") without the physical presence of the Members.

b) Financial Year: 01st April, 2023 to 31st March, 2024

Financial Calendar for 2024-25 (Tentative)	1st April, 2024 to 31st March, 2025
Adoption of Quarterly Results for the quarter ending	
1st quarter ended on 30th June, 2024	On or before 14 th August, 2024
2nd quarter ended on 30th September, 2024	On or before 14 th November, 2024
3rd quarter ended on 31st December, 2024	On or before 14 th February, 2025
Audited financial results for the year ended on 31st March, 2025	On or before 30 th May, 2025

c) Dividend Payment date: No dividend has been proposed and approved by the Board of Directors of the Company.

d) Name and address of Stock Exchange:

Name and address of Stock Exchange where Company's equity shares are listed at:

Name and Address of the Stock Exchange	Scrip Code	ISIN No.
BSE Limited Phiroze Jeejeebhoy Towers, Dalal street, Mumbai - 400 001, Maharashtra, India.	538597	INE404F01031
The Calcutta Stock Exchange	030137/TTIENTPR	INE404F01031

The listing fees for the FY 2023-24 has been paid delayed along with interest to the above stock exchange within the stipulated time limit.

e) Stock Code:

Name of the Stock Exchange	Scrip Code
BSE Limited	538597

- f) **Market price data - high/low during each month in the past financial year:** As the Company's share being listed on BSE Limited.

Share Price at BSE

Month	High (₹)	Low (₹)	No of equity shares	No. of Trades	TTIEL Close
Apr 23	15.00	11.36	2,57,238	976	14.21
May 23	14.60	11.25	3,90,199	1,186	11.78
Jun 23	14.80	11.25	3,26,704	1,401	12.35
Jul 23	12.94	10.55	4,67,872	1,635	10.80
Aug 23	12.50	10.01	5,92,165	2,023	12.04
Sep 23	17.50	11.66	14,42,381	4,080	12.38
Oct 23	15.40	12.50	5,05,213	1,656	14.33
Nov 23	15.64	12.83	2,97,229	1,334	13.05
Dec 23	20.00	12.77	25,81,822	5,867	20.00
Jan 24	24.30	17.38	27,22,644	6,635	18.04
Feb 24	18.25	16.13	6,42,411	2,244	17.12
Mar 24	17.50	13.36	4,22,188	1,351	13.70

- g) There was no suspension of trading in the Securities, i.e., Equity Shares of the Company during the financial year 2023-24.

h) Registrars to an Issue & Share Transfer Agents:

NICHE TECHNOLOGIES PRIVATE LIMITED

SEBI Reg. No.: INR000003290

Add: 3A, Auckland Place, 7th Floor,

Room No. 7A & 7B, Kolkata-700017

Tel No.: 033- 23016761 / 23012518

Email ID: nichetechpl@nichetechpl.com

Website: www.nichetechpl.com

i) Share transfer system:

The Company's shares are traded in the stock exchanges compulsorily in demat form. The Company's Registrar and Transfer agent is the common agency to look demat registry work. Shares lodged for transfer with the registrar are processed and returned to shareholders within the stipulated time.

Members may please note that with effect from 01st April, 2019, shares held in physical form cannot be transferred. Therefore, shareholders are requested to take action to dematerialize the equity shares of the Company by opening a demat account.

Pursuant to SEBI Circular SEBI / HO / MIRSD / MIRSD_RTAMB / P / CIR / 2022 / 8 dated 25th January, 2022, the listed companies shall issue the securities in dematerialized form only, for processing any service requests from shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition, etc. After processing the service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing those shares.

j) Distribution of Shareholding:

Shareholding pattern as on 31st March, 2024:

Sr. No.	Category	No of Shares Held	Percentage of Shareholding
1.	Promoters And Promoters Group	1,58,08,461	62.227
2.	Public	95,95,961	37.773
Total		2,54,04,422	100.00

Distribution of shareholding as on 31st March, 2024

Category (Amount)	Number of Holders	% of Total	Number of Shares	% of Total
Up to 500	6918	82.0251	6,64,026	2.6138
501-1,000	609	7.2208	4,99,977	1.9681
1001 - 5,000	668	7.9203	16,03,486	6.3118
5,001 - 10,000	115	1.3635	8,42,528	3.3165
10,001 - 50,000	97	1.1501	21,12,835	8.3168
50,001 - 1,00,000	16	0.1897	12,74,708	5.0177
1,00,001 - Above	11	0.1304	1,84,06,862	72.4553
Total	8434	100.0000	2,54,04,422	100.0000

k) Dematerialization of shares and liquidity:

The Company's shares are available for dematerialization with both the Depositories, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

2,53,59,177 equity shares were dematerialized representing 99.82% of the total paid up equity share capital of the Company as on 31st March, 2024.

l) Outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments:

There are no outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments as on 31st March, 2024.

m)Commodity price risk or foreign exchange risk and hedging activities:

The Company is not carrying any Commodity Business and has also not undertaken any hedging activities, hence same are not applicable to the Company.

n) Plant location:

TTI Enterprise Limited, being a Non-Banking Finance Company does not have any manufacturing plant.

o) Address for correspondence:

Company Secretary and Compliance Officer
Mr. Chandra Prakash Singh

TTI Enterprise Limited
CIN: L67120WB1981PLC033771
Room No-822, 8th Floor,
4 Synagogue Street Kolkata 700001
Email: tti1711@gmail.com
Telephone No.: +91 98832035669
Web-site: www.ttienterprise.com

p) Credit Rating:

The Company has not issued any debt instruments and does not have any Fixed Deposit Programme or any scheme or proposal involving mobilization of funds in India or abroad during the financial year ended 31st March, 2024. Hence, during the year under review, there was no requirement to obtain such Credit Ratings.

11. OTHER DISCLOSURES:

a) Related Party Transactions:

Transactions with related parties are disclosed in the Notes to Accounts in the Financial Statements. All transactions with related parties are at arms' length basis and in compliance with transfer pricing regulations. Consideration is paid/ received through cheque/ online payment.

All Related Party Transactions are entered into by the Company only after obtaining the prior approval of the Audit Committee and Board of Directors and are entered into on an Arms' length basis.

In terms of The Companies Act, 2013, and The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the

Company has adopted a policy to determine Related Party Transactions.

Related Party Transaction policy is placed on the Company's website at:

<https://ttienterprises.com/Uploads/20220904180643860RelatedPartyTransactionPOLICYunderCA,2013.pdf>

Material Related Party Transactions:

During the year ended 31st March, 2024 there were no materially significant related party transactions, which had potential conflict with the interests of the Company at large. The transactions with related parties are disclosed in the Notes to the Annual Accounts.

b) Details of non-compliance:

As seen on the BSE website TTIEL is SDD non-compliant status – company have received several emails notices for SDD compliances. Company have updated SDD data as on report
There was delay in reporting RPT for half year ended 31st March 2024 and Company has paid penalty for the same.

c) Details of establishment of Vigil Mechanism / Whistle Blower Policy:

The Company had established a Vigil Mechanism / Whistle Blower Policy for all stakeholders including Directors, employees, vendors and suppliers to report concerns about unethical behavior, actual or suspected fraud or violation of Code of Conduct and Ethics. The policy provides for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional case. During the year under review, no personnel have been denied access to the Audit Committee

The details of establishment of such mechanism have been posted by the Company on its website :-

<https://ttienterprises.com/Uploads/20220904180716600VIGILMECHANISMANDWHISTLE-BLOWERPOLICYunderCA,2013.pdf>

d) Details of compliance with Mandatory requirements and non-Mandatory requirements:

The Company has complied with all the mandatory and non-mandatory requirements of Corporate Governance as per The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

e) Commodity price risk or foreign exchange risk and hedging activities:

The Company is not carrying any Commodity business and has not undertaken any hedging activities, hence same are not applicable to the Company.

f) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A):

During the year under review, there was neither any transaction of fund raising through preferential allotment nor any transaction of Qualified Institutional Placement as specified under Regulation 32(7A) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

g) The Company has received certificate dated 31.08.2024 from Aparna Tripathi and Associates (Proprietor - Aparna Tripathi), Practicing Company Secretary, stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Company by The SEBI and Ministry of Corporate Affairs or any such statutory authority is enclosed to this report.

h) There was no such instance during the Financial Year 2023-24, where the Board has not accepted any recommendation of any committees of the Board.

- i) Given below are the details of fees paid to M/s. MARK & Co., Chartered Accountants, Statutory Auditors of the Company on a consolidated basis during the Financial Year ended 31st March, 2024.
(Amount (₹) in lakhs)

Sr. No.	Payments to the Statutory Auditors (excluding taxes)	Fees paid
1	Statutory Audit fees paid for Audit of the Company	1.50
Total		1.50

- j) Disclosures in relation to The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

a.	Number of complaints filed during the financial year	NIL
b.	Number of complaints disposed of during the financial year	NA
c.	Number of complaints pending as on end of the financial year	NA

- k) **Disclosure by Listed entity and its subsidiaries of "loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount":**

During the financial year 2023-24, the company has not given loans to the company in which directors are interested.

- l) **Details of material subsidiaries of the listed entity, including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:**

Referring to the definition of Material Subsidiary given in Regulation 16 of the Listing Regulations, the Company does not have any Material Subsidiary as on 31st March, 2024.

- 12.** The Company has complied with the requirements of Schedule V: Corporate Governance Report: sub-paras (2) to (10) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

13. DETAILS OF ADOPTION OF DISCRETIONARY REQUIREMENTS:

The Company has complied with all the discretionary requirements of Corporate Governance as specified in Para E of Schedule II of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board	As per Para A of Part E of Schedule II of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a non-executive Chairperson of the Board may be entitled to maintain a chairperson's office at the Company's expense and also allowed reimbursement of expenses incurred in performance of his duties. The Chairperson of the Company is an Executive Director and hence this provision is not applicable to the Company.
Shareholder's Rights	Considering the dynamic shareholder demography and trading on the stock exchanges, as a prudent measure, we display our quarterly and half yearly results on our website www.ttienterprises.com and also publish our results in newspapers. We publish the voting results of shareholders meetings and make it available on our website www.ttienterprises.com and report the same to Stock Exchanges in terms of Regulation 44 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Modified opinion(s) in audit report	The Auditors have issued an unmodified opinion on the financial statements of the Company.
Separate posts of Chairman and CEO	The Company does not have separate post of Chairman and MD/CEO.

14. The Disclosures of the compliance with Corporate Governance requirements specified in regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 are as follows:

Regulation No.	Particulars of Regulations	Compliance status (Yes/No)
17	Board of Directors	Yes
17A	Maximum number of Directorships	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	NA
22	Vigil mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirements with respect to subsidiary of listed entity	NA
24A	Secretarial Audit and Secretarial Compliance Report	Yes
25	Obligations with respect to Independent Directors	Yes
26	Obligations with respect to employees including senior management, key managerial personnel, directors and promoters	Yes
26A	Vacancies in respect of certain Key Managerial Personnel	Yes
27	Other Corporate Governance requirements	Yes
46(2)(b) to (i)	Website	Yes

15. CODE OF CONDUCT:

The Board has laid down a Code of Conduct covering the ethical requirements to be complied with, covering all the Board members and all employees of the Company which is available on the Company's website. As per the requirements of the Listing Regulations, this is to confirm that all the Members of the Board and Senior Management Personnel have affirmed with the Code of Conduct of the Company for the Financial Year 2023-24 and accordingly have received, a declaration of compliance with the Code of Conduct from them.

16. CEO AND CFO CERTIFICATION:

As required under Regulation 17(8) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; certificate duly signed by Mr. Sabu Thomas, Managing Director and Mr. Nikhil Kombath Mohanan, Chief Financial Officer were placed at the meeting of the Board as contemplated in Schedule - V of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and forms part of the Annual Report.

17. CERTIFICATE ON CORPORATE GOVERNANCE:

A Compliance certificate received from Aparna Tripathi & Associates (Proprietor - Aparna Tripathi, (Membership No. 67594), Practicing Company Secretary, Thane); pursuant to Schedule V of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding compliance of conditions of Corporate Governance forms part of the Annual Report.

18. RECONCILIATION OF SHARE CAPITAL AUDIT:

A practicing Company Secretary carries out reconciliation of share capital audit, on quarterly basis to reconcile the total admitted capital with NSDL & CDSL and total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL & CDSL.

19. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT:

The Listed entity shall disclose the following details in its annual report, as long as there are shares in the demat suspense account or unclaimed suspense account, as applicable;

- aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year; - Not Applicable
- number of shareholders who approached listed entity for transfer of shares from suspense account during the year; - Not Applicable
- number of shareholders to whom shares were transferred from suspense account during the year; - Not Applicable
- aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year; - Not Applicable
- that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares. - Not Applicable

20. DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES:

No agreements are entered under clause 5A of paragraph A of Part A of Schedule III of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For TTI Enterprises Limited

SD/-

Valath Sreenivasan Ranganathan
Executive Director
DIN: 02786224
Place: Kolkata
Date: 31.08.2024

SD/-

Sabu Thomas
Managing Director
DIN: 08224794

CODE OF CONDUCT DECLARATION

**Declaration as required under Schedule V Part D of The SEBI
(Listing Obligations and Disclosure Requirements) Regulations,
2015**

As provided under Schedule V of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Board of Directors and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the Financial Year ended 31st March, 2024.

For TTI Enterprises Limited

SD/-

Valath Sreenivasan Ranganathan
Executive Director
DIN: 02786224
Place: Kolkata
Date: 31.08.2024

SD/-

Sabu Thomas
Managing Director
DIN: 08224794

CEO/CFO Compliance Certificate
(Regulation 17(8) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

We hereby certify that:

- a) We have reviewed Audited Financial Statements and the Cash Flow Statement for the Financial Year ended 31st March, 2024 and that to the best of our knowledge and belief:
 - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee that there are no:
 - i) Significant changes in internal control over financial reporting during the year;
 - ii) Significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and

- iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

For TTI Enterprises Limited

SD/-

Sabu Thomas
Managing Director
DIN: 02786224
Place: Kolkata
Date: 31.08.2024

SD/-

Nikhil Kombath Mohanan
Chief Financial Officer



APARNA TRIPATHI & ASSOCIATES

Practicing Company Secretary

Social Impact Assessor -ICSI-ISA

Peer Reviewed Unit - ACS, Proprietor - Aparna Tripathi
M. No. A67594 | COP : 25278 . FRN : S2023MH956300

601, Shivsthan Building, Manpada,
Next to Hansraj Heights,
Off Khewra Circle Road,
Thane (West) - 400 607.
csaparnatripathi@gmail.com
+91 98196 94118

FORM MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
TTI ENTERPRISES LIMITED
CIN: L65993WB1983PLC035815

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TTI ENTERPRISES LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon. Based on my virtual verification of the TTI Enterprises Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I/We hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on **31st March, 2024**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined virtually the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2024** according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under including any amendments in force;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - **Applicable to the Company during the Audit period;**
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 including amendments in force; **Applicable to the Company during the Audit period;**
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Not Applicable to the Company as the Company during the Audit period;**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; Disclosure Requirements) Regulations, 2009; **Not Applicable to the Company as the Company during the Audit period;**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable to the Company during the Audit Period;**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not Applicable to the Company during the Audit Period;**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and - **Not Applicable to the Company during the Audit Period.**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 or Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018- **Not Applicable to the Company during the Audit Period;**

I have also examined virtually compliances with the applicable clauses of the following:

- I. Secretarial Standards issued by the Institute of Company Secretaries of India.
- II. The Listing Agreement entered into by the Company with BSE Ltd and CSE Ltd;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions were carried through and there were no dissenting members' whose views were required to be captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period;

1. There was no issue of shares during the year under review, further there were no redemption or buy back of securities during the year, there were no merger or amalgamation during the year.
2. The Company has filed certain forms with ROC/MCA with late fees during the year.

3. The company reported Related Party Transactions delayed for half year ended 31st March 2024, and for the same penalty was levied under SEBI LODR.
4. There was change in Key Managerial personnel and board of directors as follows:

Sr. No	Name of KMP	Designation	Date of Appointment/ Cessation
1	Jagruti Suhalka	Company Secretary and compliance officer	Resigned with effect from 30 th May 2024
2	Anshuman Behra	Chief Financial Officer	Resigned with effect from 30 th June 2024
3	Mrudula Mukundan	Managing Director	Resigned with effect from 9 th August 2023
4	Sabu Thomas	Managing Director	Appointed with effect from 28 th August 2023

5. The Company has not altered its share capital during 2023-2024.
6. The Company has appointed Mrs. Aparna Tripathi as Secretarial Auditor of the Company for the financial year 2023-24 at its Board Meeting dated 27th May, 2023.
7. The Company has appointed M/s. MARK & Co, Chartered Accountants, Mumbai with Firm Registration Number 142902W as the Statutory Auditors of the Company for FY 2022-2023 and they continue to be Statutory Auditor of the company for FY 2023-2024.
8. The Company has held its 42nd Annual General Meeting (AGM) through Video conferencing and other Audio-Visual Means for following matters:

Date of Notice	Date of AGM	Particulars of AGM Resolution
2 nd September 2023	29 th September 2023	<p><u>Ordinary business:</u> Item no. 1: Adoption of the audited financial statements as at 31st march, 2023 Item no. 2: Appointment of Mr. Valath Sreenivasan Ranganathan (Din 02786224) as a director liable to retire by rotation</p> <p><u>Special business:</u> Item no. 3: to Appoint Mr. Sabu Thomas (Din:08224794) as Managing director and Chairperson of the company.</p> <p>Item no. 4: Increasing borrowing limits of the board of directors of the company under section 180 of the companies act, 2013 Item no. 5: Authorization to make loan(s) and give guarantee(s), provide security(ies) or make investments under section 186 of the companies act, 2013 Item no. 6: Authorization to advance any loan or give any guarantee or provide any security under section 185 of the companies act, 2013</p>

9. The Company have not conducted any Extra Ordinary General Meeting (EOGM) in the F.Y 2023-2024.

Others

1. The Company being a Non-Banking Financial Company, the Reserve Bank of India Act, 1934 is applicable to the Company which includes Rules, Regulations, Guidelines and Directions issued by the Reserve Bank of India for Non-Deposit taking NBFCs; as specifically applicable to the Company. The Company has complied with all the regulations specified for an NBFC under the RBI Act.
2. The Company has not issued any prospectus since last 10 years, nor made any Public Issue during 2023-2024.

3. The Company has only fully paid-up equity shares.
4. The Company has not created any Charges during the year.
5. The Board has not recommended any dividend.
6. The Company has not removed any director during the year.
7. The Company has not made any rights issue/bonus issue/qualified institutional placement or Indian Depository receipt during the year.
8. CSR is not applicable to the Company.

Additional Information

1. Change in the Managing Director during FY 2023-2024

Resignation from Managing Director - On **9th August, 2023** the Company has received a resignation letter from Mrs. Mridula Mukundan (DIN: 08242853), tendering her resignation as Managing Director of the Company with effect from Board meeting dated 14th August, 2023 (after closing of Business hours).

New Managing Director appointed - Mr. Sabu Thomas (DIN: 08224794) has been appointed as Managing Director and chairperson, of the Company who was appointed as an Additional Executive Director on **28th August 2023** for a period of five (5) years with effect from 28th August 2023 to 27th August 2028 on the terms and conditions including the remuneration as approved by the Nomination and Remuneration Committee.

2. **Resignation of CFO** - Due to preoccupation CFO Anshuman Behra have tendered his resignation with effect from 30th June 2024.
3. **Resignation of Company Secretary, Compliance Officer** - The Company has received resignation letter from Jagrati Suhalka, Company Secretary and Compliance officer with effect from 30th May 2024.
4. **SDD non-compliant status**- as seen on BSE India TTI enterprise limited page, it is reflecting status as SDD non-compliant. The company have received several notices and emails from BSE for updating of SDD software. The Company has updated all data in SDD software.

I further report that Compliance of applicable Financial Laws including direct and indirect tax Laws by the Company has not been reviewed in the Audit since the same has been subject to review by the statutory auditor and other designated professionals.

FOR APARNA TRIPATHI & ASSOCIATES
Practicing Company Secretary

SD/-

APARNA TRIPATHI
Proprietor
FRN:- S2023MH956300
Membership No: A67594
COP No: 25278
Peer Review No.:5444/2024
UDIN: A067594F001091309
Date: 31/08/2024
Place: Thane

This report is to be read with the letter which is annexed as **Annexure A and forms an integral part of this report.*

Disclaimer: - We have conducted the assignment by examining the secretarial records and management undertaking given to us by the company etc. received by way of electronic mode from the company and was randomly verified by us. The management has confirmed that the records submitted to us are True and Correct. This report is limited to statutory compliances on law / regulations / guidelines listed in our report which have been complied by the company pertaining to financial year 23-24. We are not commenting on the statutory compliances whose due dates are extended by Registrars from time to time or still there is time line to comply with such compliances.

'Annexure A'

To,
The Members,
TTI ENTERPRISE LIMITED
CIN: L67120WB1981PLC033771

My report is to be read along with this letter.

1. Maintenance of Secretarial Record is the responsibility of the management of the company. My responsibility is to express an opinion on Secretarial Records based on my Audit as presented by management to us.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the companies.

FOR APARNA TRIPATHI & ASSOCIATES
Practicing Company Secretary
SD/-
APARNA TRIPATHI
Proprietor
FRN:- S2023MH956300
Membership No: A67594
COP No: 25278
Peer Review No.:5444/2024
UDIN: A067594F001091309
Date: 31/08/2024
Place: Thane

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
TTI Enterprise Limited
CIN: L67120WB1981PLC033771

I have examined virtually the relevant registers, records, forms, returns and disclosures received from the Directors of **TTI Enterprise Limited** (CIN L67120WB1981PLC033771) and having registered office at **Room No-822, 8th Floor, 4 Synagogue Street, Kolkata, West Bengal, India, 700001** (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, I hereby certify that none of the Directors (as on 31st March, 2024) on the Board of the Company as stated below have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI) and Ministry of Corporate Affairs (MCA), or any such other Statutory Authority.

Details of Directors as on 31/03/2024

Sr. No	Name of Director	DIN	Date of Appointment	Date of Cessation
1	Valath Sreenivasan Ranganathan	02786224	23/05/2022	-
2	Asir Raja Selvan	07586210	11/08/2022	-
3	Sabu Thomas	08224794	28/08/2023	-
4	Payal Bafna	09075302	23/05/2022	-
5	Sonal Atal	09308801	23/05/2022	-

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our virtual verification. 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.

FOR APARNA TRIPATHI & ASSOCIATES
Practicing Company Secretary

SD/-

APARNA TRIPATHI
Proprietor
FRN:- S2023MH956300
Membership No: A67594
COP No: 25278
Peer Review No.:5444/2024
UDIN: A067594F001093291
Date: 31/08/2024
Place: Thane

**CERTIFICATE OF COMPLIANCE
WITH THE CORPORATE GOVERNANCE REQUIREMENTS
UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015**

**To,
The Members,
TTI Enterprise Limited
CIN: L67120WB1981PLC033771**

We have examined virtually the compliance of conditions of Corporate Governance by TTI Enterprise Limited for the year ended on 31st March, 2024 as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub- regulation (1) of Regulation 46 and para-C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and representations made by the Directors and the Management, we certify that the Company has complied with all the mandatory requirements of Corporate Governance as stipulated in the Provisions as specified in Schedule II of the said Regulations. As regards Discretionary Requirements specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FOR APARNA TRIPATHI & ASSOCIATES

Practicing Company Secretary

SD/-

APARNA TRIPATHI

Proprietor

FRN:- S2023MH956300

Membership No: A67594

COP No: 25278

Peer Review No.:5444/2024

UDIN: A067594F001093333

Date: 31/08/2024

Place: Thane

Date: 30-05-2024

To,

TTI Enterprise Limited

Room No-822, 8th Floor,

4 Synagogue Street,

Kolkata – 700001

Dear Sir,

**Sub: - Annual Secretarial Compliance Report of TTI Enterprise limited
for the financial year ended 31st March 2024**

I, have conducted the virtual review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **TTI Enterprise Limited** (hereinafter referred as 'the listed entity'), having its **Registered Office at Room No-822, 8th Floor, 4 Synagogue Street, Kolkata – 700001** Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our virtual verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on **March 31, 2024**, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I Aparna Tripathi & Associates, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by **TTI Enterprise Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31st March, 2024** ("Review Period") in respect of compliance with the provisions of:

- a. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b. 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, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; - **Applicable to the Company during the period under review.**
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **Not Applicable to the Company during the period under review.**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - **Applicable to the Company during the period under review.**
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not Applicable to the Company during the period under review.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - **Not Applicable to the Company during the period under review.**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable to the Company during the period under review.**

- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - **Not Applicable to the Company during the period under review.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; - **Applicable to the Company during the period under review.**
- (i) Securities and Exchange Board of India (Procedure of Board Meeting) Regulation, 2001 - **Applicable to the company during the period under review.**
- (j) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agent), Regulations 1993 - **Applicable to the company during the period under review.**
- (k) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018. - **Applicable to the Company during the period under review.**

The Company has submitted the quarterly disclosure under Regulation 74(5) and Regulation 76 to the BSE Limited within the prescribed time and circulars/ guidelines issued thereunder;

I hereby report that, during the Review Period (01/04/2023 – 31/03/2024) the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	YES	None

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
2.	<p>Adoption and timely updating of the Policies:</p> <ul style="list-style-type: none"> ● 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 have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	<p>YES</p> <p>YES</p>	<p>None</p> <p>None</p>
3.	<p>Maintenance and disclosures on Website:</p> <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 re-directs to the relevant document(s)/section of the website 	<p>YES</p> <p>YES</p> <p>YES</p>	<p>None</p> <p>None</p> <p>None</p>
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	<p>YES</p>	<p>None</p>
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	<p>Not Applicable</p>	<p>Not Applicable as the company does not have any subsidiaries</p>

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
6.	<p>Preservation of Documents:</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 SEBI LODR Regulations, 2015.</p>	Yes	The company is preserving and maintaining records as prescribed under SEBI Regulations
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	YES	As informed by management, since performance evaluation report is confidential, hence the same was not reviewed by me.
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	No Yes	Certain related party approval has not been taken.
9.	<p>Disclosure of events or information:</p> <p>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.</p>	YES	None

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	YES	Company have received notices from BSE dated 06/11/2023, 23/01/2024 and on 01/03/2024 regarding updating of SDD compliance status and submission of SDD compliance certificate and company have submitted reply for the same.
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been 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 except as provided under separate paragraph herein (**).</p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	YES	Company have received notices from BSE dated 06/11/2023, 23/01/2024 and on 01/03/2024 regarding updating of SDD compliance status and submission of SDD compliance certificate, as on date of report company have replied to notice dated 01/03/2024 by submitting compliance certificate as on 31/03/2024
12.	<p>Additional non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	Not Applicable	As Informed by the company, there is no other non-compliance, other than stated above

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	None
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	Not Applicable	None
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	Not Applicable	None
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as		

	by the auditor.		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	Not Applicable	None

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below during the period under review (01/04/2023 – 31/03/2024): -

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
----- NIL -----										

- (a) The listed entity has taken the following actions to comply with the observations made in previous reports:

<u>Sr. No.</u>	<u>Observations/ Remarks of the Practicing Company Secretary in the previous reports) (PCS)</u>	<u>Observations made in the secretarial compliance report for the year ended 31-03-2023.</u>	<u>Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)</u>	<u>Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity</u>	<u>Remedial actions, if any, taken by the listed entity</u>	<u>Comments of the PCS on the actions taken by the listed entity</u>
1	Reply to the notice have been submitted to Listing Department of BSE Limited on 03/04/2023 with detailed clarification and supporting documents	Jagruti Suhalka, Company secretary and compliance officer of the company have not generated ESCIN on 1st July 2022 (date of her appointment). There is a delay of nine	Intimation for Resignation of Company Secretary and Compliance Officer of the Company under Regulation 30 of SEBI ((Listing Obligations and Disclosures Requirements) Regulations, 2015 Intimation of	Same Compliance Officer in more than one Company as disclosed in Reconciliation of Share Capital Audit Report of the Company	Jagruti Suhalka, has very clearly resigned from the first company which is called as "Vaishno Cements Ltd." before joining our organization as the compliance officer. Unfortunately, they have not updated on the MCA site with the details of her resignation and that is why it is her name is appearing in two	Reply to the notice have been submitted to Listing Department of BSE Limited on 03/04/2023 with detailed clarification and supporting documents.

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended 31-03-2023.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	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 the PCS on the actions taken by the listed entity
		months in generating ECSIN which was generated on 30th March 2023	Appointment and generation of ECSIN at the time of appointment. (ICSI Members entering into or ceasing to be in employment on or after 1st October 2019, shall mandatorily be required to generate eCSIN for appointment and for Cessation.)		different Companies. Her copy of her resignation letter which was acknowledged by the previous employer without any issues was enclosed in the reply to notice dated 03/04/2023, submitted to BSE Limited. Subsequently they have done an MCA filing which was much later from the date of Resignation. It is a misdeed	

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended 31-03-2023.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	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 the PCS on the actions taken by the listed entity
					that took place from the side of the previous employer of Jagrati Suhalka i.e., Vaishno Cements Limited. The above reply was filled by the Company, which has been represented here verbatim.	

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 certify 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 Aparna Tripathi & Associates
Practicing Company Secretary

SD/-

Aparna Tripathi

ACS – 67594

COP: 25278

Peer Review: 5444/2024

UDIN: A067594F000494438

Place: Thane

Date: 30-05-2024

Disclaimer: - We have conducted the assignment by examining the secretarial records received by way of electronic mode from the company and was randomly verified by us. The management has confirmed that the records submitted to us are True and Correct. This report is limited to statutory compliances on law / regulations / guidelines listed in our report which have been complied by the company pertaining to financial year 23-24. We are not commenting on the statutory compliances whose due dates are extended by Registrars from time to time or still there is time line to comply with such compliances.

**Independent Auditor's Report on the Audit
of Standalone Financial Results**

To
The Board of Directors of
TTI ENTERPRISE LIMITED

Report on the audit of the Standalone Financial Results

Opinion

We have audited the accompanying standalone quarterly financial results of TTI ENTERPRISE LIMITED (hereinafter referred to as 'the company') for the quarter ended 31st March 2024 and the year to date results for the period from 01st April 2023 to 31st March 2024, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us these standalone financial results:

- i. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- ii. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards and other accounting principles generally accepted in India of the net profit/loss and other comprehensive income and other financial information for the quarter ended 31st March 2024 as well as the year to date results for the period from 01st April 2023 to 31st March 2024.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Results* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial results under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have

fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's Responsibilities for the Standalone Financial Results

These quarterly financial results as well as the year to date standalone financial results have been prepared on the basis of the interim financial statements. The Company's Board of Directors are responsible for the preparation of these financial results that give a true and fair view of the net profit/loss and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, 'Interim Financial Reporting' prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial results, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the standalone financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial results, including the disclosures, and whether the financial results

represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matters

The standalone financial results include the results for the quarter ended 31st March 2024 being the balancing figures between the audited figures in respect of the full financial year and the limited reviewed figures published up to the end of the third quarter of the current financial year. The figures up to the end of the third quarter had only been reviewed and not subjected to audit.

For MARK & Co.

Chartered Accountant
Firm Registration No. 142902W
SD/-

Rahul Lodha

Partner
Membership No. 148787

Place: Mumbai
Date: 28.05.2024
UDIN: 24148787BKASFZ1300

TTI ENTERPRISE LIMITED

BALANCE SHEET AS AT 31ST MARCH 2024

<u>I. ASSETS</u>	<u>Note</u>	<u>31.03.2024</u>	<u>31.03.2023</u>
		Amount (`)	Amount (`)
(1) Non-current Assets			
(a) Property, plant and equipment	2	52 067	141 335
(b) Other Intangible Assets			
(2) Financial Assets			
<u>Non Current Assets</u>			
Investments			
Loans	3	214 173 398	139 319 125
Other Financial Assets	4	5 000	785 616
<u>Current Assets</u>			
Inventories (Stock in Trade)	5	63 000 000	80 000 000
Cash & Cash Equivalent	6	2 368 095	8 622 820
Other Bank Balances	7	-	35 189 172
		<u>279 598 559</u>	<u>264 058 068</u>
(2) Non Financial Assets (Current)			
Current Tax Assets (Net)	8	1 935 797	2 112 436
Deferred Tax Assets (Net)		22 845	25 592
		<u>1 958 642</u>	<u>2 138 028</u>
TOTAL		<u>281 557 201</u>	<u>266 196 096</u>
<u>II. EQUITY & LIABILITIES</u>			
(1) Shareholder's Funds :			
Equity Share Capital	9	254 044 220	254 044 220
Other Equity	10	13 672 899	11 408 509
		<u>267 717 119</u>	<u>265 452 729</u>
(2) Provisions (Non Current)			
Provision for Standard Assets	11	40 157	40 157
(3) Financial Liabilities			
(i) Trade Payables	12	48 002	105 210
(ii) Other Financial liabilities	13	336 154	598 000
(iii) Borrowings	14	13 415 769	-
(4) Non Financial Liabilities (Current)			
Deferred Tax Liabilities		-	-
TOTAL		<u>281 557 201</u>	<u>266 196 096</u>

Significant Accounting Policies & Notes to Financial Statements

1-24

In terms of our report attached

For MARK & Co.

Chartered Accountants

Firm No. 142902W

sd/-

(Rahul Lodha)

Partner

CP No:148787

UDIN: 23148787BGUUIR8589

Place : Mumbai

Date : 28th May, 2024

For and on behalf of the Board of Directors

sd/-

sd/-

SABU THOMAS
Director
DIN:08224794

VALATH SREENIVASAN RANGANAT
Director
DIN:00049230

sd/-

Jagrati Suhalka
Company Secretary

TTI ENTERPRISE LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2024

PARTICULARS	Note	31.03.2024 Amount (`)	31.03.2023 Amount (`)
Revenue from Operations			
(a) Sale of Shares / Units of Mutual Funds	15	9 125 000	15 961 476
(b) Interest Income	16	20 651 314	14 168 600
(c) Dividend Income		-	-
(d) Other operating Revenue		-	-
(e) Net Gain on Fair Value Changes	17	-	948 496
Total Revenue form Operations		29 776 314	31 078 572
Other Income		-	5 217
Misc. Income		-	1
1 Total Income		29 776 314	31 083 790
Expenses			
(a) Purchases of Stock in Trade		-	-
(b) Changes in Stock in Trade	18	17 000 000	16 018 295
(c) Employee Benefits Expense	19	930 000	2 081 917
(d) Depreciation & Amortisation	2	89 268	242 310
(e) Administrative and Other expenses	20	8 890 994	4 235 637
(f) Bad Debts Written Off		3 428	-
(g) Provision for Debts (<i>I Tax-Spl Reserve</i>)		-	-
(h) Provision for Doubtful Debts		-	9 156 000
2 Total Expenses		26 913 690	31 734 159
3 Profit /(Loss) before tax (1-2)		2 862 624	(650 369)
4 Tax Expense:			
(a) Current Tax Expense for the year		575 000	-
(b) Deferred Tax (Assets) / Liabilities		2 747	1 916 838
(c) Tax Adjustments for earlier years		20 487	(1 163)
Net tax expense		598 234	1 915 675
5 Profit /(Loss) For the year from Continuing Operations		2 264 390	(2 566 044)
Total Comprehensive Income		2 264 390	(2 566 044)
6 Earning Per Share (of ` 10/- each)			
Basic & Diluted for all opeartions	20		
Significant Accounting Policies & Notes to Financial Statements	1-24		

In terms of our report attached

For MARK & Co.

Chartered Accountants

Firm No. 142902W

sd/-

(Rahul Lodha)

Partner

CP No:148787

UDIN: 23148787BGUUIR8589

Place : Mumbai

Date : 28th May, 2024

For and on behalf of the Board of Directors

sd/-

sd/-

SABU THOMAS

Director

DIN:08224794

VALATH SREENIVASAN RANGANAT

Director

DIN:00049230

sd/-

Jagrati Suhalka
Company Secretary

TTI ENTERPRISE LIMITED
Cash Flow Statement for the year ended 31st March, 2024

Particulars	For the year ended		For the year ended	
	31st March, 2024		31st March, 2023	
	Amount in `	Amount in `	Amount in `	Amount in `
Cash flow from operating activities				
Net Profit / (Loss) before taxation		2 862 624		(650 369)
<i>Adjustments for</i>				
Provisions	-		9 156 000	
Depreciation	89 268		-	
Net (gain) / loss on sale of investments	-	89 268	(948 496)	8 207 504
Operating profit / (loss) before working capital changes		2 951 892		7 557 135
<i>Changes in Working Capital</i>				
(Increase)/Decrease in Inventories	17 000 000		16 018 295	
(Increase)/Decrease in Other Financial Assets	34 790 811		961 093	
Increase/(Decrease) in Other current liabilities	(319 054)	51 471 757	676 850	17 656 238
Cash generated from operations		54 423 650		25 213 373
Direct Taxes (Paid) / Received (Net)		(20 487)		(1 170 157)
Net cash generated from/(used in) operating activities (a)		54 403 163		24 043 216
Cash flow from investing activities				
(Increase)/ Decrease in Fixed Assets	-		(141 335)	
(Increase)/ Decrease in Other Investments	(74 854 273)		(25 820 268)	
(Increase)/Decrease in Short-term loans and advances	780 616		(131 158 512)	
(Increase)/Decrease in Borrowings	13 415 769			
(Purchase) / Sale of investments		(60 657 888)	141 200 776	(15 919 339)
Net cash generated from/(used in) investing activities (b)		(60 657 888)		(15 919 339)
Net increase / (decrease) in Cash and cash equivalents (a+b)		(6 254 725)		8 123 877
Cash and cash equivalents at the beginning of the year		8 622 820		498 943
Cash and cash equivalents at the end of the year		2 368 095		8 622 820
* Comprises:				
(a) Cash in hand	292 026		66 666	
(b) Balances with banks				
In current accounts	2 076 069	2 368 095	8 556 154	8 622 820

- Notes:**
- The above Statement of Cash Flows has been prepared in accordance with the Indian Accounting Standard 7 'Statement of Cash Flows'.
 - Previous year figures have been rearranged/ regrouped wherever necessary to conform to the current year's classification.

In terms of our report attached
For MARK & Co.
Chartered Accountants
Firm No. 142902W

sd/-

(Rahul Lodha)
Partner
CP No:148787
UDIN: 23148787BGUUIR8589
Place : Mumbai
Date : 28th May, 2024

For and on behalf of the Board of Directors

sd/-

sd/-

SABU THOMAS **VALATH SREENIVASAN RANGANATHAN**
Director Director
DIN:08224794 DIN:00049230

sd/-

Jagrati Suhalka
Company Secretary

TTI ENTERPRISE LIMITED

NON-CURRENT ASSETS

NOTE 2 : PROPERTY, PLANT & EQUIPMENTS

Particulars	Software	Laptop	Total
Gross Block			
As on 01/04/2023	60 000	323 645	383 645
Additions/Adjustment	-	-	-
As on 31/03/2024	60 000	323 645	383 645
Accumulated Depreciation			
As on 01/04/2023	37 896	204 414	242 310
For the half year 2022-23	13 960	75 308	89 268
As on 31/03/2024	51 856	279 722	331 578
Net Block as on 31/03/2023	22 104	119 231	141 335
Net Block as on 31/03/2024	8 144	43 923	52 067

TTI ENTERPRISE LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2024

	<u>31.03.2024</u> Amount (`)	<u>31.03.2023</u> Amount (`)
Opening year	254 044 220,00	254 044 220,00
During the year	-	-
During the year	<u>254 044 220,00</u>	<u>254 044 220,00</u>
(Capital in the prior periods thus no changes required)		

						<u>Amount (`)</u>
	Statutory Reserves U/s 45 IC of RBI Act	Special Reserve U/s 36 (1) (viii) of Income Tax Act	Capital reserves	General Reserves	Retained Earnings	Total
Opening year	2 238 109,00	430 000,00	724 980,00	1 000 000,00	7 015 419,52	11 408 508,52
During the year					2 264 390,28	2 264 390,28
(Income Tax)					-	-
	<u>2 238 109,00</u>	<u>430 000,00</u>	<u>724 980,00</u>	<u>1 000 000,00</u>	<u>9 279 809,80</u>	<u>13 672 898,80</u>
Opening year	2 238 109,00	430 000,00	724 980,00	1 000 000,00	9 581 463,85	13 974 552,85
During the year					(2 566 044,33)	(2 566 044,33)
(Income Tax)					-	-
	<u>2 238 109,00</u>	<u>430 000,00</u>	<u>724 980,00</u>	<u>1 000 000,00</u>	<u>7 015 419,52</u>	<u>11 408 508,52</u>

Notes to Financial Statements 1- 24

For and on behalf of the Board of Directors

SABU THOMAS
Director
DIN:08224794

VALATH SREENIVASAN RANGANATHAN
Director
DIN:00049230

Jagrati Suhalka
Company Secretary

TTI ENTERPRISE LIMITED*Financial Year 2023-24***Notes to Financial Statements Continued.....**

	31.03.2024	31.03.2023
	Amount (₹)	Amount (₹)
Note 4 : Loans		
<i>Loans at Amortised Cost</i>		
Loans Repayable on Demand - Gross	214 173 398	154 579 125
Less: Impairment Loss Allowance	-	15 260 000
<u>Net Loans</u>	214 173 398	139 319 125
<i>Unsecured Loans in India to others</i>		
Unsecured Loans in India to others	214 173 398	154 579 125
Less: Impairment Loss Allowance	-	15 260 000
Net Unsecured Loans in India to Others	214 173 398	139 319 125
Note 5 : Other Financial Assets		
GST Paid Recoverable	-	692 603
Other Receivables	-	-
Security Deposit (CDSL)	5 000	5 000
Santoshkumar KamleshChand	-	29 213
Bloom Enterprises	-	58 800
	5 000	785 616
Note 6 : Cash & Cash Equivalents		
(a) Cash in hand	292 026	66 666
<i>(As Certified by the Management)</i>		
(b) Balances with banks		
In current accounts		
Kotak Mahindra Bank	466 257	502 947
Dhanlaxmi Bank Ltd	1 609 812	8 053 207
	2 368 095	8 622 820
Note 7 : Other Bank Balances		
Deposits with Residual Maturity of less than 12 months (Along with Accrued Interest)	-	35 189 172
	-	35 189 172
Note 8 : Current Tax Assets		
Income Tax Refundable (Net of Provisions)	1 935 797	2 112 436
	1 935 797	2 112 436
Note 9 : Share Capital		
<u>(a) Authorised Share Capital</u>	<i>No. of Shares</i> 25 500 000 <i>(of ₹ 10/- each)</i>	255 000 000
<u>(b) Issued Subscribed & Fully Paid up Share Capital</u>	25 404 422 <i>(of ₹ 10/- each)</i>	254 044 220
	254 044 220	254 044 220

a. The Company has just one class of Equity shares having par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per equity share. All shares issued carry equal rights with respect to payment of Dividend and repayment of capital. There are no restrictions attached to any of the shares

b. In the event of Liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

TTI ENTERPRISE LIMITED
Financial Year 2023-24

Notes to Financial Statements Continued.....

31.03.2024
Amount (‘)

31.03.2023
Amount (‘)

Note 9(a): Reconciliation of Equity Share Outstanding at the beginning and at the end of the year

Equity Shares <i>Issued Subscribed and and Fully Paid up</i>	As on 31st March,2024		As on 31st March,2023	
	No. of Shares	Amount (‘)	No. of Shares	Amount (‘)
At the beginning of the year	25 404 422	254 044 220	25 404 422	254 044 220
At the end of the year	25 404 422	254 044 220	25 404 422	254 044 220

Note 9(b): Details of Shares held by each shareholder holding more than 5% shares.

Class of Shares / Name of Shareholder	As on 31st March,2024		As on 31st March,2023	
	No. of Shares held	% holding in that class of share	No. of Shares held	% holding in that class of share
Equity Shares with Voting rights				
Pragnay Advisors LLP	-	-	5 121 945	20
Kashyapi Advisors LLP	-	-	4 398 319	17
Meghnath Wealth Creators LLP	-	-	1 380 400	5
Irawati Enterprises LLP	-	-	2 200 000	9
Vaikundam Advisors LLP	-	-	2 415 000	10
Vanshi Infra Projects LLP	-	-	2 629 173	10
KALARIKKAL CHANDRASEKHARA	3 792 601	15	-	-
KANAKAVALLY PRATHAPAN	3 754 101	15	-	-
VALATH SREENIVASAN RANGANA	7 292 684	29	-	-

Note:9 (c) Details of Shareholdings of the Promoters

SL No.	Class of Shares / Name of Promoter	As on 31st March,2024			As on 31st March,2023	
		No. of Shares held	% holding in that class of share	chan ge durin g the	No. of Shares held	% holding in that class of share
	Equity Shares with Voting rights					
1	Jitendra Kumar Mehta	-	-	-	52 000	0
2	Paraj Mehta	-	-	-	79 510	0
3	Paraj Mehta (HUF)	-	-	-	131 275	1
4	Binjal Mehta	-	-	-	92 390	0
5	Irawati Enterprises LLP	-	-	-	2 200 000	9
6	Vaikundam Advisors LLP	-	-	-	2 415 000	10
7	Meghnath Wealth Creators LLP	-	-	-	1 380 400	5
8	KALARIKKAL CHANDRASEKHARA	3 792 601	15	15	-	-
9	KANAKAVALLY PRATHAPAN	3 754 101	15	15	-	-
10	MRIDULA MUKUNDAN	39 500	0	0	-	-
11	VALATH SREENIVASAN RANGANA	7 292 684	29	29	-	-
12	VASANTHY RANGANATHAN .	924 065	4	4	-	-
13	VENUGOPALAN SUJITH	5 510	0	0	-	-

Note 10 : Other Equity

(a) Capital Reserve	724 980	724 980
(b) General Reserves	1 000 000	1 000 000
(c) Statutory Reserves (Sec 45-IC of RBI Act)	2 238 109	2 238 109
(d) Special Reserves (Sec 36 (i) (viii) of the Income Tax Act)	430 000	430 000
(e) Retained Earnings	9 279 810	7 015 420

13 672 89911 408 509

Statutory Reserves - Every Year, the Company transfers a sum of not less than 20% of net profits of that year as disclosed in the statement of profit and loss to its Statutory Reserves pursuant to Section 45-IC of the RBI Act, 1934. As per the above Section, no appropriation of any sum from the reserve fund shall be made by the company except for the purpose as may be specified by the RBI from time to time.

Special Reserves- Funds transferred to Special Reserves upto 5% of Total Taxable Income of the Company.

TTI ENTERPRISE LIMITED

Financial Year 2023-24

Notes to Financial Statements Continued.....

	<u>31.03.2024</u>	<u>31.03.2023</u>
	Amount (₹)	Amount (₹)
Note 11 : Short Term Provisions		
Contingent Provision for Std. Assets (0.40%)	40 157	40 157
	<u>40 157</u>	<u>40 157</u>

The Company makes provision against standards assets @ 0.25% as per RBI Prudential Norms. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. However, the provisions made against Standard Assets once created is not written back until and unless the management is of the view that the provisions made are far in excess of the requirements as per prudential norms. Provisions for Non Performing Assets is made as per Prudential Norms of RBI

Short Term Loans and Advances are unsecured, considered good by the management except as otherwise disclosed and provided for.

Note 12 : Trade Payable

(i) Trade Payables - Others	48 002	105 210
	<u>48 002</u>	<u>105 210</u>

The Company does not have any payable to Mico Small and Medium Enterprises as on 31.03.22
All payables are undisputed and are outstanding for a period of less than 1 year.

Note 13 : Other Financial Liabilities

(i) Audit Fees Payable	112 500	135 000
(ii) GST Payable	148 654	-
(iii) Other Liabilities	75 000	463 000
	<u>336 154</u>	<u>598 000</u>

The Company does not have any payable to Mico Small and Medium Enterprises as on 31.03.24
All payables are undisputed and are outstanding for a period of less than 1 year.

Note 14 : Borrowings

DealSky Ventures Pvt Ltd	708 389	-
Trupearl Ventures Pvt Ltd	12 707 380	-
	<u>13 415 769</u>	<u>-</u>

Note 15 : Interest Income

Interest on Loans	20 462 449	13 958 364
Interest on IT Refund	23 657	
Interest on Deposits with Bank	165 208	210 236
	<u>20 651 314</u>	<u>14 168 600</u>

Note 16 : Net Gain on Fair Value Changes

Net Gain on Investments at Fair Value Through Profit & Loss Account (FVTPL)	-	948 496
	<u>-</u>	<u>948 496</u>

Fair Value Changes

Realised	-	2 763 324
Unrealised	-	(1 814 828)

Total Net gain on Fair Value Changes	-	948 496
Note 17 : Other Income		
Interest on IT Refund	-	5 217
Short Term Capital Gain	-	-
	-	5 217
Note 18 : Changes In Stock In Trade		
Inventories at the end of the year	63 000 000	80 000 000
Inventories at the beginning of the year	80 000 000	96 018 295
Net (increase)/ decrease	17 000 000	16 018 295
Note 19 : Employee Benefit Expense		
(a) Salary Paid	240 000	501 371
(b) Salary Payment to Directors	690 000	516 935
(c) Staff Welfare Expenses	-	1 063 611
	930 000	2 081 917

TTI ENTERPRISE LIMITED

Financial Year 2023-24

Notes to Financial Statements Continued.....

	<u>31.03.2024</u>	<u>31.03.2023</u>
	Amount (')	Amount (')
Note 20 : Administrative & Other Expenses		
Depository Charges	87 846	195 672
Listing Fees	365 000	340 000
Payment to Directors		
For Sitting Fees	60 000	207 000
Payment to Auditors		
For Statutory Audit	150 000	150 000
Legal and professional charges	1 172 407	917 500
STT	-	5 990
Rent, taxes and energy costs	300 000	230 000
Repairs and maintenance	3 601 500	
Communication Costs	-	945
Printing and stationery	-	158 287
Advertisement and publicity	213 520	175 496
Filing Fees	6 600	2 910
Travelling Expenses	62 821	140 900
Other Administrative Expenses	2 871 300	1 710 937
	8 890 994	4 235 637

TTI ENTERPRISE LIMITED*Financial year 2023-24***Notes to Financial Statements Continued.....****Note 21: Related Party Disclosures**

Related party disclosures, as stipulated by A S-18 "Related Party Disclosures", issued by ICAI, are given below :

i) Key Management Personnel:

Valath Ranganathan, Whole Time Director

Asir Selvan, Director

Payal Bafna, Director

Sonal Atal, Director

Sabu Thomas, Managing Director

Mridula Mukundan, Director*

Anshuman Behera, CFO

Jagrati Suhalka, Company Secretary

ii)Enterprises in which KMP and their relatives have Significant Influence

Melker Premium LLP

Transactions with Related Parties:

Name of the Party and nature of relationship	Nature of Transaction	For the year ended 31.03.2024		For the year ended 31.03.2023	
		Amount	Balance Outstanding as on 31.03.2024	Amount	Balance Outstanding as on 31.03.2023
KMP					
Mridula Mukundan*	Remuneration	100 000		0	-
Payal Bafna	Remuneration	120 000		0	-
Sonal Atal	Remuneration	120 000		0	
Sabu Thomas	Remuneration	350 000		0	
Asir Selvan	Sitting Fees	60 000		0	-
Paraj Mehta	Sitting Fees	0		7 000	-
Enterprises in which KMP and their relatives have Significant Influence					
Ujjam Estates LLP	Rent Paid	0		80 000	-
Melker Premium LLP	Loan Given	22 512 240			
Melker Premium LLP	Loan Return	19 463 000			
Melker Premium LLP	Interest Received	49 917			