



T T LIMITED

(CIN NO.-L18101DL1978PLC009241)
879, MASTER PRITHVI NATH MARG
OPP: AJMALKHANPARK, KAROL BAGH,
NEW DELHI – 110 005, INDIA
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WEBSITE: <http://www.ttlimited.co.in>



30th May, 2019

M/s National Stock Exchange of India Ltd
"Exchange Plaza"
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (E), Mumbai-400051
Ph: 022-26598100-8114

Bombay Stock Exchange Limited
Floor 35, P.J. Towers
Dalal Street
Mumbai-400001
Fax-022-22722061/41/39/37

Reg: Scrip Code: TTL/ 514142

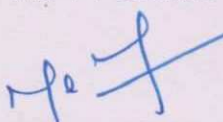
Sub: Annual Secretarial Compliance Report for the year ended March 31, 2019

Dear Sir/Madam,

In terms of clause 3(b)(iii) of the SEBI circular no. CIR/CFD/CMDI/27/2019 dated February 08, 2019, we are submitting the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2019, issued by Sh. Deepak Kukreja, Practicing Company Secretary and the Secretarial Auditor of the Company.

We request you to take the above record.

Thanking You
Cordially Yours
For T T Limited


Neha Lakhera
Company Secretary
ACS31978



SECRETARIAL COMPLIANCE REPORT OF T T LIMITED
FOR THE YEAR ENDED MARCH 31, 2019

We have examined:

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

for the year ended March 31, 2019 ("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;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the Review Period)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during the Review Period)**
- (e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Review Period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Review Period)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not applicable to the Company during the Review Period);**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;



and based on the above examination, We hereby report that, during the Review Period:

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

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The company does not have proper composition of board of directors as on March 31, 2019.	<p>As per Regulation 17(1)(a) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Board of Directors shall have an optimum combination of executive and non-executive directors and not less than fifty percent of the board of directors shall comprise of non-executive directors. In view of the amended provisions of SEBI LODR Mr. Veerendra Raj Mehta & Mr. Navratan Dugar, Non Executive Independent Directors who has attained the age of 75 years has resigned from the Company on March 30, 2019 and as a result the composition of Board got affected for last two days of the Financial Year ended March 31, 2019.</p> <p>Later the Company has appointed two additional Directors in the category of (Non Executive Independent Director) by circulation effective from April 1, 2019.</p>



2.	Regulation 19(1)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The composition of Nomination & remuneration committee is not as per LODR as on March 31,2019	As per Regulation 19(1)(a) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 , the Nomination and Remuneration Committee shall comprise of atleast three non-executive directors. In view of the amended provisions of SEBI LODR Mr. Veerendra Raj Mehta & Mr. Navratan Dugar, Non Executive Independent Directors who has attained the age of 75 years has resigned from the Company on March 30, 2019 and <i>As a result the composition of Nomination & Remuneration Committee got affected for last two days of the Financial Year ended March 31, 2019.</i>
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- b) The Company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from our examination of those records.
- c) The following are the details of actions taken against the Company/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				

- d) The Company has taken the following actions to comply with the observations made in previous reports:



Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the Company, if any	Comments of the Practicing Company Secretary on the actions taken by the Company
Not Applicable *				

**This being the first year of submission of this Report, therefore observation of previous years not applicable.*

**For DMK ASSOCIATES
COMPANY SECRETARIES**



**(DEEPAK KUKREJA)
FCS, LL.B., ACIS(UK)
PARTNER**

FCS 4140
C P 8265
Place: New Delhi
Date: 29.05.2019