



T.T. LIMITED

(CIN L18101DL1978PLC009241)

879, Master Prithvi Nath Marg, Opp. Ajmal Khan Park, Karol Bagh, New Delhi, 110005, INDIA

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TTL/SEC/2022-23

21st May, 2022

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

Scrip Code: TTL

Scrip Code : 514142

Sub: Annual Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 24A of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, please find enclosed herewith the Annual Secretarial Compliance Report for the year ended 31st March, 2022 issued by M/s Deepak Kukreja & Associates, Practicing Company Secretaries.

You are requested to take the above on record.

Thanking You,
Yours Sincerely

For TT Limited




Pankaj Mishra
Company Secretary & Compliance Officer

DEEPAK KUKREJA & ASSOCIATES

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

SECRETARIAL COMPLIANCE REPORT OF T T LIMITED

FOR THE YEAR ENDED MARCH 31, 2022

We have examined:

- a) All the documents and records made available to us and explanation provided by **TT 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, 2022("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(herein after referred as "SEBI LODR");
- (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015(herein after referred as "SEBI PIT REGULATIONS");
- (c) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018and circulars/ guidelines issued thereunder;
- (d) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the review period)**
- (f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during the review period)**
- (g) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the review period)**
- (h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the review period)**
- (i) Securities and Exchange Board of India(Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013 **(Not applicable to the Company during the review period);**

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

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



Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 23(9) of SEBI (LODR) w.r.t disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website.	The company was required to file disclosure of related party transactions on a consolidated basis in the format specified in the relevant accounting standards and publish the same on its website, however, there was delay in filling disclosure for the half year ended September 30, 2021.	There was a delay of 84 days in filling the disclosure of related party transactions as required under regulation 23(9) of SEBI LODR on a consolidated basis to the stock exchanges for the half year ended September 30, 2021. BSE Limited and National Stock Exchange of India Limited had imposed fine of Rs.3,00,900/- each for the aforesaid non-compliance.

- b) The Company has maintained proper records under the provisions of the above regulations and circulars/ guidelines issued thereunder insofar 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.
1.	BSE Limited & National Stock Exchange of India Limited	Delay in Filling of disclosure of related Party Transaction under regulation 23(9) of SEBI LODR on consolidated basis for the half year ended September 30, 2021.	National Stock Exchange of India Limited and BSE Limited vide its e-mail dated 12.01.2022 & 14.01.2022 respectively imposed a fine of Rs.3,00,900/- in terms of SEBI Circular no. SEBI/HO/CFD/CMD/PRIP/2020/12 dated 22.01.2020	The company has made written request to BSE Limited and National Stock Exchange of India Limited to condone the delay in filling the disclosure of related party transaction and waiver of fine as imposed by BSE Limited and National Stock of India Limited. As on date of the report no response has been received from



				the Stock Exchanges.
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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 March 31, 2021	Actions taken by the Company, if any	Comments of the Practicing Company Secretary on the actions taken by the Company
NIL				

For **DEEPAK KUKREJA & ASSOCIATES**
COMPANY SECRETARIES

Date: 11.05.2022
Place: New Delhi
UDIN: F004140D000303043



Deepak Kukreja

(DEEPAK KUKREJA)

FCS, I.P., LL. B, ACIS(UK), B.Com.

PARTNER

CP No. 8265

FCS No. 4140

PEER REVIEW No.557/2017