



# TT 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>



July 31, 2020

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
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Reg.: Scrip Code : TTL/ 514142

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2020.


Dear Sir/ Madam,

In terms of clause 3(b)(iii) of the SEBI circular no. CIR/CFD/CMD/27/2019 dated February 08, 2019, we are submitting the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2020, issued by Sh. Deepak Kukreja, Practicing Company Secretary and the Secretarial Auditor of the Company.

You are requested to take the above on record.

Thanking You,  
Yours Sincerely

For TT Limited

  
Sanjay Kumar Sharma  
Company Secretary  
M No. : FCS7311



Encl.: As above.

# DEEPAK KUKREJA & ASSOCIATES

## COMPANY SECRETARIES

### SECRETARIAL COMPLIANCE REPORT OF T T LIMITED

#### FOR THE YEAR ENDED MARCH 31, 2020

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, 2020("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.	Prior Intimation under Regulation 29 (1)(a) of SEBI(LODR)	As per Regulation 29(1), the Company was required to give prior intimation of Board meeting, it is observed that the Company has not given intimation to BSE Limited of its Board Meeting held on May 15, 2019.	The Company Equity shares are listed at National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), during the Audit Period the Company has given prior notices of all its Board Meetings to both NSE & BSE <i>except the notice for the Board Meeting held on May 15, 2019 to BSE Limited.</i> We have been informed that the Company has prepared and given prior notice of Board Meeting dated May 15, 2019 to NSE, however due to inadvertent mistake it was not sent to BSE Limited.
2.	Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018	In terms of Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018, the Company was required to submit Compliance Certificate to exchanges where the securities are listed, however the Company has not submitted Compliance certificate for the period ended 31.03.2019.	The Company has submitted compliance certificates as required under Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018 for all the quarters except for the period ended March 31, 2019, however we have been informed that the Company is regular in submitting the certificate(s) timely but due to oversight certificate for the period ending March 31, 2019 was not submitted.



- 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 March 31, 2019	Actions taken by the Company, if any	Comments of the Practicing Company Secretary on the actions taken by the Company
1	Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	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	<i>The Company has appointed two additional Directors in the category of (Non-Executive Independent Director) effective from April 1, 2019.</i>	The non compliance has been made good and the Board of Directors is duly constituted in compliance of the Regulation.

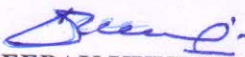


		<p>provisions of SEBI LODR Mr. Veerendra Raj Mehta &amp; Mr. Navratan Dugar, Non Executive Independent Directors who has attained the age of 75 years has resigned from the Company on March 30, 2019 and as a result the composition of Board got affected for last two days of the Financial Year ended March 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	<p>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 &amp; 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</p>	<p>The Company has appointed two additional Directors in the category of (Non-Executive Independent Director) by circulation effective from April 1, 2019. These Directors form part of the Nomination and Remuneration Committee</p>	<p>The non compliance has been made good and the Nomination &amp; Remuneration Committee has been duly constituted in Compliance of the Regulation.</p>

		<i>Nomination &amp; Remuneration Committee got affected for last two days of the Financial Year ended March 31, 2019.</i>		
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- e) Since the Auditor has already been appointed, terms of appointment of Statutory Auditor have been suitably modified to give effect to 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

**For DEEPAK KUKREJA & ASSOCIATES  
COMPANY SECRETARIES**

  
**(DEEPAK KUKREJA)**  
**FCS, LL.B., ACIS(UK), IP.**  
 UDIN: F004140B000333161  
 FCS 4140  
 C P 8265  
 Place: New Delhi  
 Date: 10.06.2020

