



GOURAV SARAF B.COM (HONS), ACS
COMPANY SECRETARY IN WHOLETIME IN PRACTICE

ANNUAL SECRETARIAL COMPLIANCE REPORT OF
TTI ENTERPRISE LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

To,

The Board of Directors

TTI ENTERPRISE LIMITED

CIN: L46300WB1981PLC033771

**Registered Office: Ground Floor, 3/25, Azadgarh (Regent Park),
LP-15/26/2/0, Kolkata, 700040, West Bengal, India.**

I have conducted the 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 Ground Floor, 3/25, Azadgarh (Regent Park), LP-15/26/2/0, Kolkata, 700040, West Bengal, India. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my 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, I hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2026 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I, the undersigned Mr. Gourav Saraf, Practicing Company Secretaries (COP: 18108), 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 financial year ended **31st March, 2026** (“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 there under; and
- (b) The Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, 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 listed entity during the Review Period)



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- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the listed entity during the Review Period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021; **(Not Applicable to the listed entity during the Review Period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the listed entity during the Review Period)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable to the listed entity during the Review Period)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Registrar to an issue and Share Transfer Agents) Regulations, 1993.
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations 2018;
- (k) Other regulations as applicable and circulars/ guidelines issued there under

I, hereby further report that, during the Review Period as advised in the BSE Notice No. 20230329-21 dated 29th March 2023 as well as BSE Notice No. 20230410-41 dated 10th April 2023, following are the additional information which is the parts of ongoing Annual Secretarial Audit Report:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards: 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.	YES	NIL
2.	Adoption and timely up-dation of the Policies: 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.	YES	NA
3.	Maintenance and disclosures on Website: The Listed entity is maintaining a functional website.	YES	



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	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.		
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	YES	NIL
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries (Company is not having any material subsidiaries).	NA NA	No Material Subsidiaries
6.	Preservation of Documents: 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.	YES	As per the Clarification received from the Company due to operational and space constraints, the Company has undergone multiple office relocations in the last three months to accommodate business requirements, staff expansion, and administrative convenience. During the above transitions, various office files and records were packed and transported in multiple batches through internal staff and support personnel. After the final relocation, it has been observed that certain files are not traceable despite thorough



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			internal checks and verification. The Company has lodged a complaint regarding the said loss/misplacement with the concerned Police Station, at Bow bazar Police Station, dated 24-04-2026. The missing records broadly pertain to routine administrative, statutory, and financial documentation maintained in the ordinary course of business
7.	Performance Evaluation: 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.	YES	NIL
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (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.	YES NA	NIL No such event
9.	Disclosure of events or information: 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.	NO	During the review, the Company has submitted the delay disclosure for resignation of Mr. Asir Raja Selver Independent Director and for the same Company has submitted the



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			clarification with the BSE.
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	NO	The Company has not complied with the requirements of Structural Digital Data Base for the FY 2025-26 in terms of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 including various Circulars issued by SEBI thereunder and Circular(s) issued by BSE Limited dated March 16, 2023 and received various notices from BSE. However, as on date of this Report company has stated updating the Structural Digital Data Base in their Software in terms of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 including various Circulars issued by SEBI thereunder and Circular(s) issued by BSE Limited dated March 16, 2023
11.	Actions taken by SEBI or Stock Exchange(s), if any: 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	NO	1. The Company has received the Notice from BSE regarding SOP Fines for Non-Compliance for June 2025 Quarter for Regulation 18(1) of SEBI (LODR) Regulations, 2015 for



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	issued thereunder except as provided under separate paragraph herein (**).		Constitution of Audit Committee Amounting to Rs. 1,67,560/- and Regulation 19(1)/19(2) of SEBI (LODR) Regulations, 2015 for Constitution of NRC Committee on 29th August, 2025 Amounting to Rs. 167560 and the same fine paid by the company on 03-09-2025 and 12-09-2025 respectively. 2. On 14th August, 2025 Company has received the Notice vide Email from BSE regarding delay Submission of SHP for June 2025 Quarter under Regulation 31 of SEBI (LODR) Regulations, 2015 and imposed fine Amounting to Rs. 4720/- and the same is paid the company on 18-08-2025. 3. On 17th November, 2025 Company has received the Notice vide Email from BSE regarding delay submission of Annual Report under regulation 34 of SEBI (LODR) Regulations, 2015 and imposed fine amounting the Rs. 2360/- and the same is paid by the company on 18-11-2025. 4. The company has received the warning letter dated 21st August, 2025 under Regulation 4(2)(e) of SEBI
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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: **Not Applicable as there was no resignation of Statutory Auditors**

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 ii. If the auditor has resigned after 45 days from the end of a quarter of a	NA NA	No such event No such event



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	financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or 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.	NA	No such event
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 non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.	NA	The auditor of the listed entity has not reported any concern during the review period.



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	c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required 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 18 th October, 2019.	NA	No such event

*Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

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

Sr No.	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 Practicing Company Secretary	Management Response	Remarks
1	Non-Compliance for June 2025 Quarter for Constitution of Audit Committee	Regulation 18(1) of SEBI (LODR) Regulations, 2015	Non-Compliance for Constitution of Audit Committee	BSE	Fine	Non-Compliance for Constitution of Audit Committee	Rs. 167560	The Company has paid fine Amounting to Rs. 167560 on 12-09-2025	The Company has paid fine Amounting to Rs. 167560 on 12-09-2025	As on date Company is Complied



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2	Non-Compliance for June 2025 Quarter for Constitution of NRC Committee	Regulation 19(1)/19(2) of SEBI (LODR) Regulations, 2015	Non-Compliance for Constitution of NRC Committee	BSE	Fine	Non-Compliance for Constitution of NRC Committee	Rs. 167560	The Company has paid fine Amounting to Rs. 167560 on 03-09-2025	The Company has paid fine Amounting to Rs. 167560 on 03-09-2025	As on date Company is Complied
3	Delay Submission of SHP for June 2025	Regulation 31 of SEBI (LODR) Regulations, 2015	Delay Submission of SHP for June 2025	BSE	Fine	Delay Submission of SHP for June 2025	Rs. 4720	The Company has paid fine Amounting to Rs. 4720 on 18-08-2025	The Company has paid fine Amounting to Rs. 4720 on 18-08-2025	--
4	Delay submission of Annual Report For FY 2024-25	Regulation 34 of SEBI (LODR) Regulations, 2015	Delay submission of Annual Report For FY 2024-25	BSE	Fine	Delay submission of Annual Report For FY 2024-25	Rs. 2360	The Company has paid fine Amounting to Rs. 2360 on 18-11-2025	The Company has paid fine Amounting to Rs. 2360 on 18-11-2025	--
5	The company has received the warning letter dated 21 st August, 2025 from BSE	Regulation 4(2)(e) of SEBI (LODR) regulations, 2015	Warning Letter	BSE	Warning Letter	For Not appointing qualified company secretary as mandated under Regulation 6(1) of SEBI (LODR) Regulations, 2015	NA	The Company took the note of the same and assure the timely compliances	The Company took the note of the same and assure the timely compliances	--
6	Delay Submission of resignation of Mr. Asir Raja	Regulation 30 of SEBI (LODR)	Delay Submission of Resignati	BSE	Clarification	Delay Submission of Resignati	NA	The Company has submitted	The Company has submitte	--



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	Selven Independent Director of the Company	regulation ns, 2015	on of Independ ent Director			on of Independ ent Director of the Compan y		the Clarificati on vide its letter dated 28 th Novembe r, 2025 with BSE	d the Clarificat ion vide its letter dated 28 th Novemb er, 2025 with BSE	
7	The Company has not complied with the requirements of Structural Digital Data Base for the FY 2025-26	SEBI (PIT) Regulati on, 2015 includin g various Circulars issued by SEBI thereund er and Circular(s) issued by BSE Limited dated March 16, 2023	Not complied with the requirem ents of Structura l Digital Data Base for the FY 2025-26	BSE	Show Cause Notice	Not complied with the requirem ents of Structura l Digital Data Base for the FY 2025-26	NA	As on date of this Report company has stated updating the Structur al Digital Data Base in their Software in terms of SEBI (PIT) Regulati on, 2015 including various Circulars issued by SEBI thereund er and Circular(s) issued by BSE Limited dated March 16, 2023	As on date of this Report compan y has stated updating the Structur al Digital Data Base in their Software in terms of SEBI (PIT) Regulati on, 2015 includin g various Circular s issued by SEBI thereun der and Circular (s) issued by BSE Limited dated March 16, 2023	--



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(b) The listed entity has taken the following actions to comply with the observations made in previous reports.

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 Practicing Company Secretary	Management Response	Remarks
1	Non submission of the financial results within the period prescribed under this regulation	Regulation 33	Late Submission	BSE	Charged Fine of Rs, 5900 and several communications sent for asking reasons of delayed submission	Late Submission and No reply for delayed submission	Rs. 5900/-	Company have paid fine to BSE Limited on 13.01.2025	Company have paid fine to BSE Limited on 13.01.2025	---
2	Delay in furnishing prior intimation about the meeting of the board of directors	Regulation 29(2)1 29(3)	Late Submission	BSE	Charged fine of Rs. 11800/- for delayed submission of Board Meeting Intimation	Late Submission of Board Meeting Intimation	Rs. 11800/-	Company have paid fine to BSE Limited on 13.01.2025	Company have paid fine to BSE Limited on 13.01.2025	---
3	Delayed Submission of Share holding Pattern	Regulation 31	Late Submission	BSE	Charge delay submission fine of Rs 24240	Late Submission	Rs. 24240/-	Company have paid fine to BSE Limited on 10.06.2025	Company have paid fine to BSE Limited on 10.06.2025	----
4	Delayed submission corporate governance report	Regulation 27	Late Submission	BSE	Mail Received for Delay Submission	Late Submission	----	The Company has submit the clarification along with the revised Corporate Governance Report for March 2025	The Company has submit the clarification along with the revised Corporate Governance Report for March 2025	----



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								quarter on 03 rd June, 2025	quarter on 03 rd June, 2025	
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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. The compliance review has been carried out on the basis of records, papers, documents, filings, data and explanations furnished by the Company through electronic means including e-mail correspondence. I have also undertaken independent verification from available statutory records and public platforms to the extent considered necessary. Responsibility for accuracy, completeness and genuineness of the records so furnished rests with the management of the Company.
3. My responsibility is to certify based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
4. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
5. 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.



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We further report that, during the Review Period, the disclosure requirements of Employee Benefit Scheme Documents in terms of Regulation 46(2) (za) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the listed entity.

Assumptions & limitation of scope and review:

Compliance of the applicable laws and ensuring the authenticity of documents information furnished, are the responsibilities of the management of the listed entity.

Our responsibility is to report based upon our examination of relevant documents information. This is neither an audit nor an expression of opinion.

We have not verified the correctness and appropriateness of financial Records and Book of Accounts of the listed entity.

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.

Place: KOLKATA

Date: 28/05/2026

Practicing Company Secretary

M. No.: 49646

C. P. No.: 18106

PR: 5758/2024

UDIN: A049646H000527684