



## **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

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Date:- 20 May, 2025

To,  
Department of Corporate Services,  
BSE Ltd.,  
Ground Floor, P.J Towers,  
Dalal Street, Fort,  
Mumbai – 400 001.

Ref: TTI Enterprise Limited (Script code: 538597)

Sub: Submission of Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2025 as per Regulation 24A of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 24A of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February 2019, please find enclosed herewith the Annual Secretarial Compliance Report dated 17 May, 2025 for the year ended 31<sup>st</sup> March, 2025 issued by Aparna Tripathi & Associates, Practicing Company Secretaries.

Kindly take the above intimation on the record.

Thanking You,

For TTI Enterprises Limited

V S RANGANATHAN

Digitally signed by V S Ranganathan  
DN: cn=V S Ranganathan, o=TTI Enterprises Limited, email=vsranganathan@ttienterprise.net, c=IN

Name: Valath Sreenivasan Ranganathan

Designation: Director

DIN: 02786224

Enclosure: - As mentioned above



## 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

Date: 17/05/2025

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 31<sup>st</sup> March 2025**

I **Aparna Tripathi** (Proprietor 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 Report,

for the year ended **31<sup>st</sup> March, 2025** (01/04/2024-31/03/2025) 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.**



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

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 (01/04/2024 – 31/03/2025): -

Sr .n o	Compl iance Requir ement (Regul ations / circula rs/ guidel ines	Regul ation / Circul arNo.	Devia tions	Action Taken By BSE	Details of Violatio n	Fine Amo unt	Observ ations/ Remar ks of the Practic ing Compa ny Secret ary	Manag ement Respo nse	Re mar ks
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	including specific clause )								
1	Non-submission of the financial results within the period prescribed under this regulation	Regulation 33	Late Submission	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 the 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)129(3)	Late Submission	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 the fine to BSE Limited on 13.01.2025	----- -



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					Total	17,700			
3	Delayed Submission of Shareholding Pattern	<b>Regulation 31</b>	Late submission	Charged delayed submission fine of Rs. 24240	Late Submission	Rs 24240	As on date of report not paid	As on date of report not paid	----
4	Delayed submission corporate governance report	<b>Regulation 27</b>	Late Submission	Mail received for delayed submission	Late Submission	-----	Late Submission with discrepancies	Late Submission with discrepancies	----

Note - The Company has submitted the disclosure under Regulation 74(5) to the BSE Limited for March 2025 quarter delayed on 30/04/2025 (delayed filing of 15 days approx.) and The Company has submitted the quarterly disclosure under Regulation 76 to the BSE Limited which was delayed for December 2024 Quarter it should have been filed on or before 14/02/2025 and it was filed on 25/03/2025 (delayed filing of 41 days) apart from the said quarter other disclosures like Regulation 31 shareholding pattern and Regulation 27 corporate governance report for March 2025 was filed delayed on 30/04/2025 (delayed filing of 9 days approx.). Also it has been observed that few intimations have not been submitted on time to relevant exchanges.

- (a) The listed entity has taken the following actions to comply with the observations made in previous reports (01/04/2023-31/03/2024):



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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 31-03-2024.	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
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I hereby report that, during the Review Period (01/04/2024 – 31/03/2025) the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<b>Secretarial Standards:</b> 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	None
2.	<b>Adoption and timely updating of the Policies:</b> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the approval of board of</li></ul>	YES	None



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	directors of the listed entities <ul style="list-style-type: none"><li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li></ul>	YES	None
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"><li>The Listed entity is maintaining a functional website</li><li>Timely dissemination of the documents/information under a separate section on the website</li><li>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</li></ul>	No  No  No	As the company has not maintained active website – unable to check and comment on the same the weblink is <a href="http://www.ttenterprises.com">www.ttenterprises.com</a>   None
4.	<b>Disqualification of Director:</b> None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	No	I have not received declarations from any of the Directors
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b>  (a) Identification of material subsidiary companies  (b) Disclosure requirement of material as well as other subsidiaries	Not Applicable	Not Applicable as the company does not have any subsidiaries
6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation	Yes	Have not personally verified / or visited registered office and have relied on undertaking given by management in this



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	of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		regard.  The company is preserving and maintaining records as prescribed under SEBI Regulations.
7.	<b>Performance Evaluation:</b>  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	As informed by management, since performance evaluation report is confidential, hence the same was not reviewed by me.
8.	<b>Related Party Transactions:</b>  (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.	No  No	None
9.	<b>Disclosure of events or information:</b>  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	Company have not uploaded all intimations on time and few intimations have not been given
10.	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading)	No	Company have received several notices from BSE regarding updating of SDD compliance status and submission



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	Regulations, 2015.		of SDD compliance certificate. As on date of report company is SDD non compliant status as reflected on BSEINDIA page
11.	<p><b>Actions taken by SEBI or Stock Exchange(s), if any:</b></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	<p>Company have received several notices from BSE regarding updating of SDD compliance status and submission of SDD compliance certificate, as on date of report company is SDD non compliant status as reflected on BSEINDIA page.</p> <p>Also, Company have received several notices from BSE listing department -regarding delayed submission of Financial Results for December 2024 quarter and mails asking reasons for delayed submission which was have not replied as on date of the report.</p> <p>Also Company have received several Advisory letters related to KMP and Statutory Auditors asking explanation of delayed intimation of Resignation of CS and CFO.</p> <p>Also company have received mail from BSE indicating discrepancies</p>



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			in SHP and CGR report. BSE have charges delayed filing SOP fined for delayed submission of SHP. Promoters DMAT account has been freeze due to delayed submission of Quarterly report for December 2024
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	Not Applicable
13.	<p><b>Additional non-compliances, if any:</b></p> <p>Few non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	No	<p>It has been observed that for March 2025 quarterly compliances under Regulation 74(5) , 31 and 27 was submitted delayed beyond due date on 30/04/2025. Also queries has been raised from BSE regarding discrepancies and delayed filing sop fine has been charged of Rs.21,240/-.</p> <p>Company have received mails for discrepancies in SHP and CGR for 31<sup>st</sup> March 2025 quarter.</p>



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			Payal Bafna Independent Director have resigned with effect from 10/09/2024
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I further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations. **NA**

### 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

Aparna  
Santoshkumar  
Tripathi

Digitally signed by Aparna  
Santoshkumar Tripathi  
Date: 2025.05.20 16:20:09  
+05'30'

**Aparna Tripathi**

**ACS – 67594**

**COP: 25278**

**Peer Review: 5444/2024**

**UDIN: A067594G000353066**

**Place: Thane**

**Date: 17-05-2025**

*Disclaimer: - I 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 24-25. 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.*