

**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

Date: 02nd September, 2025

To, The BSE Limited Listing Compliance Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001	To, The Calcutta Stock Exchange Limited, Listing Department 7, Lyons Range, Dalhousie, Kolkata- 700001, West Bengal
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Ref: TTI Enterprise Limited (Script Code: 538597)

Sub: Notice convening the 44th Annual General Meeting and Annual Report of the Company for financial year 2024-25

Dear Sir/ Madam,

Pursuant to provisions of Regulation 34(1) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, please find enclosed herewith Annual Report for the Financial Year 2024-25 containing Notice convening 44th Annual General Meeting of the Members of **TTI ENTERPRISE LIMITED** will be held on Thursday, **25th September, 2025** at 12:30 PM through Video Conferencing/ Other Audio Visuals Means ("VC/OAVM").

The Annual Report containing Notice of AGM is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories.

For TTI ENTERPRISE LIMITED

VALATH SREENIVASAN
RANGANATHAN

Digitally signed by VALATH
SREENIVASAN RANGANATHAN
Date: 2025.09.02 13:17:49
+05'30'

VALATH SREENIVASAN RANGANATHAN
EXECUTIVE DIRECTOR
DIN: 02786224
Encl: A/a

ANNUAL REPORT

FY 2024-2025

TTI ENTERPRISES LIMITED
L67120WB1981PLC033771

CORPORATE INFORMATION

COMPOSITION OF BOARD OF DIRECTORS AND KMP

Name	Designation
Mr. Valath Sreenivasan Ranganathan	Executive Director
Mr. Sabu Thomas	Managing Director
Mr. Asir Raja Selvan	Independent Director (Resigned w.e.f 17 th July, 2025)
Mrs. Payal Bafna	Independent Director (Resigned w.e.f 10 th September, 2024)
Mrs. Sonal Atal	Independent Director
Mr. Hitenkumar Jayantilal Prajapati	Independent Director (Appointed w.e.f 11 th June, 2025)
Mr. Chirah R Shah	Independent Director (Appointed w.e.f 29 th August, 2025)
Mr. Anshuman Behra	Chief Financial Officer (Resigned w.e.f 30/06/2024)
Mr. Nikhil Kombath Mohanan	Chief Financial Officer (appointed w.e.f 31/08/2024)
Mrs. Jagrati Suhalka	Company Secretary and Compliance officer (Resigned w.e.f 30/05/2024)
Mr. Chadra Prakash Singh	Company Secretary and Compliance officer (Appointed w.e.f 27/08/2024)

REGISTERED OFFICE ADDRESS

Room No-822, 8th Floor, 4 Synagogue Street Kolkata - 700001
CIN: L67120WB1981PLC033771,
Email: tti1711@gmail.com

STATUTORY AUDITORS

M/s. MARK & Co, (Chartered Accountants) (Firm Registration No. 142902W) Membership No: 148787
E-503, Remi Bizcourt, Off Veera Desai Road, Andheri West, Mumbai - 400053

SECRETARIAL AUDITORS

M/s. Aparna Tripathi & Associates.
Practicing Company Secretary,
Proprietor - Aparna Tripathi
FRN - S2023MH956300
M.No.67594. COP 25278 603,
Shivsthan Building, Manpada, Next to

Email : mnj_ca@yahoo.co.in Partner: Rahul Lodha	Hansraj Heights, Off Knewra Circle Road, Thane (West) - 400 607. Email : csaparnatripathi@gmail.com M/s. Prity Bishwakarma & Co., Practicing Company Secretary, J/G 7, Aswini Nagar, Baguiati, Bidhannagar, Kolkata-700159, West Bengal Contact No.: 091-8777760846 Email: pritybishwakarma@gmail.com
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REGISTRAR AND SHARE TRANSFER AGENT

NICHE TECHNOLOGIES PRIVATE LIMITED
SEBI Reg. No.: INR000003290
Add: Tel 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata-700017
No.: 033- 23016761 / 23012518
Email ID: nichetechpl@nichetechpl.com
Website: www.nichetechpl.com

PRINCIPAL BANKERS

Kotak Mahindra Bank
Dhanlaxmi Bank Ltd

LISTED ON

BSE Limited (Scrip code: 538597) ISIN: INE404F01031
The Calcutta Stock Exchange Limited

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NOTICE

NOTICE is hereby given that the 44th Annual General Meeting of the Members of **TTI ENTERPRISE LIMITED** will be held on Thursday, **25th September, 2025** at 12:30 PM through Video Conferencing/ Other Audio Visuals Means ("VC/OAVM") in compliance with provisions of the Companies Act, 2013 ("the Act") and Rules framed thereunder and the Securities Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("the SEBI Listing Regulations") to transact the businesses as set forth in the Notice of the AGM ("Notice"), which will be circulated for convening the AGM in due course:

ORDINARY BUSINESS:

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED MARCH 31, 2025, TOGETHER WITH REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON:**

"RESOLVED THAT the Audited Annual Financial Statements of the Company for the financial year 2024-25, comprising of Statement of Profit & Loss, Balance Sheet, Cash Flow Statement, Directors' Report and Auditors' Report thereon be and are hereby received, considered and adopted."

- 2. TO APPOINT DIRECTOR IN PLACE OF MR. VALATH SREENIVASAN RANGANATHAN (DIN 02786224) WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR RE APPOINTMENT**

RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Valath Sreenivasan Ranganathan (DIN 02786224), who retires by rotation at this meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

- 3. APPOINTMENT OF M/S. PRITY BISHWAKARMA & CO., PRACTISING COMPANY SECRETARY AS THE SECRETARIAL AUDITOR FOR A TERM OF FIVE CONSECUTIVE YEARS:**

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Prity Bishwakarma, Proprietor of M/s. Prity Bishwakarma & Co., Practising Company Secretary (Peer Review Certificate No. 5738/2024) be and are hereby appointed a Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office commencing from Financial Year 2025-

26 to Financial Year 2029–30, on such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors, from time to time.

RESOLVED FURTHER THAT any of the Director of the Company, be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

4. TO REGULARISE MR. HITENKUMAR JAYANTILAL PRAJAPATI (DIN: 10002315) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

To Consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“**RESOLVED THAT** in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Hitenkumar Jayantilal Prajapati (DIN: 10002315) who was appointed as an Additional Director of the Company with effect from 11TH June, 2025, pursuant to Section 161 of the Act and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, approval of the Members be and hereby accorded to appoint Mr. Hitenkumar Jayantilal Prajapati (DIN: 10002315), to continue as Non-Executive Independent Director of the Company for the remaining period of her term of 5 years.”

“**RESOLVED FURTHER THAT** Mr. Hitenkumar Jayantilal Prajapati (DIN: 10002315), Non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years with effect from 11th June, 2025.”

“**RESOLVED FURTHER THAT** any Director of the Company and company secretary authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

5. TO REGULARISE MR. CHIRAG R SHAH (DIN: 08174425), AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

To Consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Chirag R Shah (DIN: 08174425), who was appointed as an Additional Director of the Company with effect from 29th August, 2025, pursuant to Section 161 of the Act and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, approval of the Members be and hereby accorded to appoint Mr. Chirag R Shah (DIN: 08174425), to continue as Non-Executive Independent Director of the Company for the remaining period of her term of 5 years.”

“RESOLVED FURTHER THAT Mr. Chirag R Shah (DIN: 08174425), Non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years with effect from 29th August, 2025.”

“RESOLVED FURTHER THAT any Director of the Company and company secretary authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

6. REVISION IN THE TERMS OF REMUNERATION OF MR. SABU THOMAS (DIN: 08224794), MANAGING DIRECTOR OF THE COMPANY:

To consider and if thought to pass with or without modification(s), as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V, other applicable provisions of the Companies Act, 2013, and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the Articles of Association of the Company, the extent Rules / Regulations / Guidelines / Notifications and Circulars prescribed by any relevant authorities, the consent of the Members of the Company be and is hereby accorded for the overall managerial remuneration payable to Mr. Sabu Thomas (DIN: 08224794) as a Managing Director (MD) of the Company, shall be such amount as may be fixed by the Board from time to time but not exceeding Rs. 20,00,000(Rupees Twenty Lakh only) per annum for the period of his tenure at any point of time and that the terms and conditions of the aforesaid remuneration payable to the said Managing Director be varied / altered / revised within said overall limit, in such manner as may be required during aforesaid period.

RESOLVED FURTHER THAT Mr. Sabu Thomas (DIN: 08224794) Managing Director be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging, and such other expenses incurred by / for him in connection with meeting business requirements of the Company and in line with the Company policy.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

7. REVISION IN THE TERMS OF REMUNERATION OF MR. VALATH SREENIVASAN RANGANATHAN (DIN: 02786224), EXECUTIVE DIRECTOR OF THE COMPANY:

To consider and if thought to pass with or without modification(s), as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V, other applicable provisions of the Companies Act, 2013, and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the Articles of Association of the Company, the extent Rules / Regulations / Guidelines / Notifications and Circulars prescribed by any relevant authorities, the consent of the Members of the Company be and is hereby accorded for the overall managerial remuneration payable to Mr. Valath Sreenivasan Ranganathan (DIN: 02786224) as an Executive Director of the Company, shall be such amount as may be fixed by the Board from time to time but not exceeding Rs. 30,00,000 (Rupees Thirty Lakh only) per annum for the period of his tenure at any point of time and that the terms and conditions of the aforesaid remuneration payable to the said Managing Director be varied / altered / revised within said overall limit, in such manner as may be required during aforesaid period.

RESOLVED FURTHER THAT Mr. Valath Sreenivasan Ranganathan (DIN: 02786224) as an Executive Director be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging, and such other expenses incurred by / for him in connection with meeting business requirements of the Company and in line with the Company policy.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

8. APPROVAL FOR RELATED PARTY TRANSACTION AS PER COMPANIES ACT, 2013 FOR THE FINANCIAL YEAR 2025-2026 WITH MELKER PREMIUM LLP:

To consider and if thought to pass with or without modification(s), as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment thereto or re-enactment thereof) (“Listing Regulations”), applicable provisions of the Companies Act, 2013 (“Act”), if any, and the rules framed thereunder and the Memorandum and Articles of Association of the Company; and other applicable statutory provisions and regulations, if any, as amended from time to time including any statutory modification(s) or re-enactment(s) thereof and the Company’s Policy on Related Party Transactions (“RPT”), basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company and subject to such other necessary registrations, consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines, approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “Board”, which term shall include any duly authorised Committee constituted by the Board) for executing and/ or renewing contracts/ transactions or continuing the obligations under previous contracts/ agreements, the consent of the members be and is hereby accorded to the Board of Directors out shall be at ARM'S LENGTH BASIS and in the ORDINARY COURSE OF BUSINESS of the Company for the Financial Year 2025-26 with respect to rendering of any service(s), rendering consultancy services, rent, investment, taking loan from related parties, giving loans to related parties, rent , interest (paid received etc.) ,contract(s)/arrangement(s) /transaction(s) with Melker Premium LLP related party within the meaning of Section 2(76) of the Act, on such terms and conditions as the Board of the Directors may deem fit, up to the maximum aggregate value of Rs. 1,00,00,000/- Crores (Rupees One Crores) for the financial year 2025-2026 provided that the said contract(s)/arrangement(s) /transaction(s) so carried out shall be at the arm’s Length Basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform or cause to be done all such acts, deeds, matters and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, to enter into the above-mentioned contract/transaction/arrangement and to execute, deliver and perform all such transaction documents, contracts, deeds, undertakings and subsequent modifications thereto; to file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities to suitably inform and apply to all the concerned authorities, including in respect of the requirements of the Central and/or State Government(s) and/or local authorities; and to take all necessary steps in the matter as it may deem necessary, desirable or expedient, to give effect to the above resolution and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers or authorities herein conferred by this resolution to any Committee of Directors and/or Director(s) and/or official(s) of the Company/ or any other Officer(s)/Authorised Representative(s) or any other person(s) so authorised by it, or to engage any advisor, consultant, agent or intermediary as deemed necessary by the Board in accordance with applicable laws and to do all such acts, deeds, matters and things and also to execute such documents, writings etc., as may be considered necessary or expedient to give effect to the aforesaid resolution

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

9. APPROVAL FOR RELATED PARTY TRANSACTION AS PER COMPANIES ACT, 2013 FOR THE FINANCIAL YEAR 2025-2026 WITH UJJAM ESTATES LLP:

To consider and if thought to pass with or without modification(s), as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment thereto or re-enactment thereof) (“Listing Regulations”), applicable provisions of the Companies Act, 2013 (“Act”), if any, and the rules framed thereunder and the Memorandum and Articles of Association of the Company; and other applicable statutory provisions and regulations, if any, as amended from time to time including any statutory modification(s) or re-enactment(s) thereof and the Company’s Policy on Related Party Transactions (“RPT”), basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company and subject to such other necessary registrations, consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines, approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “Board”, which term shall include any duly authorised Committee constituted by the Board) for executing and/ or renewing contracts/ transactions or continuing the obligations under previous contracts/ agreements, the consent of the members be and is hereby accorded to the Board of Directors out shall be at ARM'S LENGTH BASIS and in the ORDINARY COURSE OF BUSINESS of the Company for the Financial Year 2025-26 with respect to rendering of any service(s), rendering consultancy services, rent, investment, taking loan from related parties, giving loans to related parties, rent , interest (paid received etc.) ,contract(s)/arrangement(s) /transaction(s) with Ujjam Estates LLP related party within the meaning of Section 2(76) of the Act, on such terms and conditions as the Board of the Directors may deem fit, up to the maximum aggregate value of Rs. 1,00,00,000/- Crores (Rupees One Crores) for the financial year 2025-2026 provided that the said contract(s)/arrangement(s) /transaction(s) so carried out shall be at the arm’s Length Basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform or cause to be done all such acts, deeds, matters and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, to enter into the above-mentioned contract/transaction/arrangement and to execute, deliver and perform all such transaction documents, contracts, deeds, undertakings and subsequent modifications thereto; to file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities to suitably inform and apply to all the concerned authorities, including in respect of the requirements of the Central and/or State Government(s) and/or local authorities; and to take all necessary steps in the matter as it may deem

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necessary, desirable or expedient, to give effect to the above resolution and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers or authorities herein conferred by this resolution to any Committee of Directors and/or Director(s) and/or official(s) of the Company/ or any other Officer(s)/Authorised Representative(s) or any other person(s) so authorised by it, or to engage any advisor, consultant, agent or intermediary as deemed necessary by the Board in accordance with applicable laws and to do all such acts, deeds, matters and things and also to execute such documents, writings etc., as may be considered necessary or expedient to give effect to the aforesaid resolution

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

For, **TTI ENTERPRISES LIMITED**

VALATH SREENIVASAN RANGANATHAN
EXECUTIVE DIRECTOR
DIN: 02786224

SABU THOMAS
MANAGING DIRECTOR
DIN: 08224794

PLACE: KOLKATA
DATE: 29TH AUGUST, 2025

NOTES

1. Statement giving details of the Directors seeking appointment/ re-appointment is annexed with this Notice pursuant to the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.
2. Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 and as per the Listing Regulations, concerning resolutions vide item No. 3 to 8 in the Notice of this Annual General Meeting is annexed hereto and forms part of this Notice.
3. In compliance with provisions of the Companies Act, 2013 ("the Act") and Rules framed thereunder and the Securities Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), read with General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 2/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 9/2023 dated September 25, 2023 and the Latest being General Circular No. 09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs and Circulars no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and the Latest being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by Securities Exchange Board of India ("SEBI") (hereinafter collectively referred to as "the Circulars"), Companies are allowed to hold Annual General Meeting through VC/OAVM without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the 44th AGM of the Company is being held through Video Conferencing (VC)/Other Audio-Visual Means (OAVM). The deemed venue for the 44th AGM will be the Registered Office of the Company
4. Share Transfer Books of the Company will remain closed from 19-09-2025 to 25-09-2025 (both days inclusive) for the purpose of Annual General Meeting (AGM) of the Company to be held on 25-09-2025.
5. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
6. As per the provisions of Section 72 of the Act read with the rules made thereunder and in terms of SEBI circulars, facility for nomination is available to Individuals holding shares in the Company. Members holding shares in physical form who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members may download the Nomination Form from the <https://nichetechpl.com/downloads/>. Members holding shares in demat mode

should file their nomination with their Depository Participant for availing this facility.

7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
9. Members holding share certificate(s) in multiple accounts in identical names, or joint accounts in the same order of names, are requested to apply to the Company's RTA for consolidation of such shareholding into one account.
10. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
11. Since the AGM is being held through Video-Conference, the facility for appointment of proxies by Members is not available, as provided in the MCA Circulars. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The attachment of the route map for the AGM venue is also dispensed with.
12. In compliance with the Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company's Registrar and Share Transfer Agent/Depositories and whose name appears as on cut-off date i.e 22nd August, 2025 Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.ttienterprise.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, CSE at www.cse-india.com and on the website of NSDL <https://www.evoting.nsdl.com>.
13. Company has engaged the services of NSDL. The Board of Directors of the Company has appointed **Ms. Prity Bishwakarma, Proprietor of M/s. Prity Bishwakarma & Co., Practising Company Secretary (Certificate of Practice Number: 27227 and Membership Number: A63580)**, as the Scrutinizer for this purpose. The detailed instructions for e-voting are given as a separate attachment to this notice. The e-voting period begins on September 22, 2025 at 9.00 AM and ends on September 24, 2025 at 5.00 PM.

14. Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the AGM through e-voting facility. Body corporates are entitled to appoint authorized representative(s) to attend the AGM through VC/ OAVM and to cast their votes through remote e-voting / e-voting at the AGM. In this regard, the body corporates are required to send a latest certified copy of the Board Resolution/ Authorization.
15. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote through e-mail at tti1711@gmail.com with a copy marked to evoting@nsdl.com on or before September 22, 2025, up to 5:00 pm without which the vote shall not be treated as valid.
16. The voting rights of Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date is Friday, 18th September, 2025.
17. The Scrutinizer shall, after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and votes cast at the AGM, in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours of the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit it to the Chairperson of the Company or, in his absence to his duly authorized Director / officer, who shall countersign the Scrutinizer's Report and declare the result. The Chairperson shall declare the results within forty- eight hours of the conclusion of the meeting.
18. The Scrutinizer's decision on the validity of the votes shall be final and binding.
19. The result along with the Scrutinizer's report shall be placed on the website of the Company immediately after the result is declared and shall simultaneously be forwarded to the Bombay Stock Exchange and CSE where the Company's shares are listed.
20. Resolutions will be deemed to be passed on the AGM date, subject to receipt of the requisite number of votes in favour of the resolutions.
21. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the

Company at www.ttienterprise.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday 22nd September, 2025 at 09:00 A.M. and ends on Wednesday 24th September, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday 18th September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday 18th September, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your

vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘**Shareholder/Member**’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial

password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your ‘initial password’?

(i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pritybishwakarma@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com / evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to t11711@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to t11711@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login

method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at tti1711@gmail.com. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

ITEM NO. 3: APPOINTMENT OF M/S. PRITY BISHWAKARMA & CO., PRACTISING COMPANY SECRETARY AS THE SECRETARIAL AUDITOR FOR A TERM OF FIVE CONSECUTIVE YEARS:

Pursuant to provisions of Section 204 of the Companies Act, 2013, and relevant rules thereunder, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practising Company Secretary. The Board of Directors of the Company had appointed M/s. Prity Bishwakarma & Co., Practising Company Secretary (Peer Review Certificate No. 5738/2024) (Certificate of Practice Number: 27227 and Membership Number: A63580), as Secretarial Auditors of the Company for the financial year 2024-25 and they have issued their report which is annexed to the report of the Board of Directors of the Company as a part of the Annual Report. SEBI vide notification no. SEBI/LAD NRO/GN/2024/218 dated 12th December 2024 has introduced 'SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024' to establish detailed norms governing the appointment, reappointment, and removal of Secretarial Auditors in listed entities, effective from 31st December, 2024. The recent amendment mandates that the listed companies have to obtain shareholders' approval for appointment of Secretarial Auditors.

SEBI vide notification no. SEBI/LAD-NRO/GN/2024/218 dated 12th December 2024 has introduced 'SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024' to establish detailed norms governing the appointment, reappointment, and removal of Secretarial Auditors in listed entities, effective from 31st December, 2024. The recent amendment mandates that the listed companies have to obtain shareholders' approval for appointment of Secretarial Auditors.

Accordingly, the Board of Directors of the Company, pursuant to the recommendations of the Audit Committee, has recommended appointment of M/s. Prity Bishwakarma & Co., Practising Company Secretary (Certificate of Practice Number: 27227 and Membership Number: A63580), a firm of Practising Company Secretaries, as the Secretarial Auditors of the Company for a term of 5 (five) consecutive financial years commencing from 1st April, 2025 till 31st March, 2030.

M/s. Prity Bishwakarma & Co., Practising Company Secretary (Certificate of Practice Number: 27227 and Membership Number: A63580) is a Practising Company Secretary, Proprietor of M/s. Prity Bishwakarma & Co., Company Secretaries, a Peer Reviewed Firm since April, 2024. She has a vast experience in the field of Secretarial as well as Listing Compliances of Stock Exchanges and other matter of Stock Exchange. She also acts as a representative for companies and individuals in dealings with the NCLT, Stock Exchanges, ROC, RD, SEBI etc. M/s. Prity Bishwakarma & Co., Practising Company Secretary (Peer Review Certificate No. 5738/2024) (Certificate of Practice Number: 27227 and Membership Number: A63580), has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India

and hold a valid peer review certificate and they are not disqualified from being appointed as Secretarial Auditors and have no conflict of interest.

The Board of Directors in consultation with the Audit Committee has approved a remuneration of Rs. 50,000/- (Rupees fifty thousand only) per annum plus reimbursement of applicable taxes and out of pocket expenses incurred in the process of conducting the Secretarial Audit during their tenure.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in this resolution.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 3 of the Notice for approval of the Members.

ITEM NO. 4: TO REGULARISE MR. HITENKUMAR JAYANTILAL PRAJAPATI (DIN: 10002315) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Hitenkumar Jayantilal Prajapati (DIN: 10002315), aged 43 years, as an Additional Director (Independent Director) of the Company, with effect from 11th June, 2025 under Section 149, 150 and 152 of the Companies Act, 2013.

Mr. Hitenkumar Jayantilal Prajapati is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Hitenkumar Jayantilal Prajapati signifying her candidature as an Independent Director of the Company.

The Company has also received a declaration of independence from Mr. Hitenkumar Jayantilal Prajapati. In the opinion of the Board, Mr. Hitenkumar Jayantilal Prajapati fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for his appointment. Mr. Hitenkumar Jayantilal Prajapati is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. Pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Hitenkumar Jayantilal Prajapati has provided a confirmation that he has registered himself in the Independent Director's data bank maintained by the Indian Institute of Corporate Affairs.

Brief Profile of Mr. Hitenkumar Jayantilal Prajapati: He is Master of Business Administration (MBA) and He has experience of more than 7 years in the field of corporate laws, legal, Corporate Governance, Accounts, Audits and finance department.

His appointment will enhance the Board's oversight and strengthen corporate governance and will significantly benefit the Company.

The Sitting fees payable to Mr. Hitenkumar Jayantilal Prajapati shall be governed by the Policy of the Company. The Board considers that his association would be of immense benefit to the Company. The broad terms of reference of the Independent Director, as

approved by the Board, in compliance with Section 149 of the Companies Act, 2013 and Regulation 25(4) of the Listing Regulations, are as follows:

- (a) evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- (b) evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- (c) evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties; and
- (d) other related matters

An independent director shall be held liable, only in respect of such acts of omission or commission by the listed entity which had occurred with his knowledge, attributable through processes of board of directors, and with his consent or connivance or where he had not acted diligently with respect to the provisions contained in these regulations.

Except Mr. Hitenkumar Jayantilal Prajapati, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Mr. Hitenkumar Jayantilal Prajapati as an Independent Director in the interest of the Company and recommends the Special resolution as set out in Item No. 4 in the Notice for approval of Members.

ITEM NO. 5: TO REGULARISE MR. CHIRAG R SHAH (DIN: 08174425), AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Chirag R Shah (DIN: 08174425), aged 47 years, as an Additional Director (Independent Director) of the Company, with effect from 29th August, 2025 under Section 149, 150 and 152 of the Companies Act, 2013.

Mr. Chirag R Shah is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Chirag R Shah signifying her candidature as an Independent Director of the Company.

The Company has also received a declaration of independence from Mr. Chirag R Shah. In the opinion of the Board, Mr. Chirag R Shah fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for his appointment. Mr. Chirag R Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. Pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Chirag R Shah has provided a confirmation that he has registered himself in the Independent Director's data bank maintained by the Indian Institute of Corporate Affairs.

Brief Profile of Mr. Chirag R Shah:

- **Fellow Member** of the Institute of Chartered Accountants of India (ICAI)
- **Fellow Member** of the Institute of Company Secretaries of India (ICSI)
- **Diploma Holder in Information System Audit**
- **Certified in Concurrent Audit**
- **Registered Valuer – Securities & Financial Assets (ICAI-RVO)**
- **Insolvency Professional – Member of Insolvency & Bankruptcy Board of India (IBBI) & Member of Indian Institute of Insolvency Professionals of ICAI**

Mr. Chirag R Shah brings a unique blend of **financial acumen, corporate governance expertise, and regulatory insight** to the Board. His background as a **Chartered Accountant, Company Secretary, Registered Valuer, and Insolvency Professional** enables him to provide **independent judgment, strategic guidance, and robust oversight** in the best interest of stakeholders.

His appointment will enhance the Board's oversight and strengthen corporate governance and will significantly benefit the Company.

The Sitting fees payable to Mr. Chirag R Shah shall be governed by the Policy of the Company. The Board considers that his association would be of immense benefit to the Company. The broad terms of reference of the Independent Director, as approved by the Board, in compliance with Section 149 of the Companies Act, 2013 and Regulation 25(4) of the Listing Regulations, are as follows:

- (a) evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- (b) evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- (c) evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties; and
- (d) other related matters

An independent director shall be held liable, only in respect of such acts of omission or commission by the listed entity which had occurred with his knowledge, attributable through processes of board of directors, and with his consent or connivance or where he had not acted diligently with respect to the provisions contained in these regulations.

Except Mr. Chirag R Shah, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Mr. Chirag R Shah as an Independent Director in the interest of the Company and recommends the Special resolution as set out in Item No. 5 in the Notice for approval of Members.

ITEM NO. 6: REVISION IN THE TERMS OF REMUNERATION OF MR. SABU THOMAS (DIN: 08224794), MANAGING DIRECTOR OF THE COMPANY:

Mr. Sabu Thomas (DIN: 08224794) who was appointed as a Managing Director for a period of five (5) years with effect from 28th August, 2023. Considering the contribution of Mr. Sabu Thomas and the progress made by the Company under his leadership and guidance and as per the recommendation of the Nomination & Remuneration Committee, the Board at its meeting held on 29th August, 2025 approved the revision in remuneration of Mr. Sabu Thomas for the period effective from 01st April, 2025 to 27th August, 2028 on terms and conditions enumerated in the resolution.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revised remuneration of Mr. Sabu Thomas (DIN: 08224794) as decided by the Board is required to be approved by the members at their meeting.

It is hereby confirmed that the Company has not committed any default in respect of any of its debt or interest payable thereon for a period of 30 days in the preceding the financial year and in the current financial year.

I. General Information:

Sr. No.	Particulars	Details	
1	Nature of Industry	NBFC	
2	Date of commencement of commercial production / operations	12 th June, 1981	
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA	
4	Financial performance based on given indicators	2024-25 (In Rs.)	2023-24 (In Rs.)
	Net worth	276821564	267717119
	Profit/ (Loss) after tax	91,04,445	22,64,390
5	Export performance and net foreign exchange collaboration	NA	
6	Foreign investments or collaborations, if any	NA	

II. Information about the Appointee:

Sr. No.	Particulars	Details
1	Background Details	He is a Chartered Accountant by Profession, Graduation in BSE Maths, MBA, having more

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		than 20 years of in his field. He has experienced in the field of accounts, taxation, banking and administration.
2	Past Remunerations	During the Financial Year 2024-25 Mr. Sabu Thomas was paid remuneration of INR 6,00,000.
3	Recognition or Awards	NA
4	Job Profile and Suitability	As Managing Director of the Company he is responsible for the complete operations of the Company. He is entrusted with to perform such duties and exercise such powers as have been or may from time to time be entrusted or conferred upon him by the Board. Taking into account his previous experience, educational background, knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person as the Managing Director of the Company.
5	Remuneration proposed	Remuneration not exceeding Rs. 20,00,000(Rupees Twenty Lakh only) per annum effective from 01 st April, 2025 to 27 th August, 2028 which shall include Basic pay, HRA, Perquisites, Other / Special allowances, Employer PF contributions and other contributions and allowances as per the Company Policy.
6	Comparative remuneration profile with respect to industry, size of the company, profile of position and person	The remuneration proposed to be paid to Mr. Sabu Thomas is commensurate with the experience, qualification and responsibilities entrusted to him by the Board and as prevailing in the industry
7	Pecuniary relationship with the company or relationship with the managerial personnel, if any	Except for receiving remuneration as MD, Mr. Sabu Thomas has no pecuniary relationship with the Company.

III. Other Information:

Sr. No.	Particulars	Details
1	Reasons for loss or inadequate profits	• High Non-Performing Assets (NPAs) • Regulatory Changes & Prudential Norms • High Borrowing Costs • Increased Operating & Compliance Costs • Asset-Liability Mismatch (ALM) • Delayed Recoveries or Collections

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2	Steps taken or proposed to be taken for improvement	• Strengthening Credit Appraisal & Risk Management • Improving Asset Quality • Cost Rationalization & Operational Efficiency • Digital Transformation • Better ALM (Asset-Liability Management) Practices • Strengthening Governance & Compliance
3	Expected increase in productivity and profits in measurable terms	Despite the current situation of inadequate profits, the Board is of the view that the continued engagement and motivation will result in a positive impact on the Company's overall performance. Based on internal projections and past trends, the Company anticipates an improvement in operational efficiency by approximately 10-20% and a corresponding increase in profitability in the range of 5-15% over the next 1 to 3 financial years. These improvements are expected to be reflected through enhanced revenue generation, cost optimization, and improved EBITDA margins.

Pursuant to the applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) consent of the members is being sought by way of Special resolution for the item no.6.

Except Mr. Sabu Thomas, none of the promoters, directors, key managerial personnel and their relatives is considered to be concerned or interested financially or otherwise, in the resolution.

Additional information in respect of Mr. Sabu Thomas pursuant to the Secretarial Standards on General Meetings is provided at Annexure A to this Notice.

ITEM NO. 7: REVISION IN THE TERMS OF REMUNERATION OF MR. VALATH SREENIVASAN RANGANATHAN (DIN: 02786224), EXECUTIVE DIRECTOR OF THE COMPANY:

Mr. Valath Sreenivasan Ranganathan (DIN: 02786224) who was appointed as an Executive Director with effect from 23rd May, 2022. Considering the contribution of Mr. Valath Sreenivasan Ranganathan and the progress made by the Company under his leadership and guidance and as per the recommendation of the Nomination & Remuneration Committee, the Board at its meeting held on 29th August, 2025 approved the revision in remuneration of Mr. Valath Sreenivasan Ranganathan for the period effective from 01st April, 2025 on terms and conditions enumerated in the resolution.

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Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revised remuneration of Mr. Valath Sreenivasan Ranganathan as decided by the Board is required to be approved by the members at their meeting.

It is hereby confirmed that the Company has not committed any default in respect of any of its debt or interest payable thereon for a period of 30 days in the preceding the financial year and in the current financial year.

IV. General Information:

Sr. No.	Particulars	Details	
1	Nature of Industry	NBFC	
2	Date of commencement of commercial production / operations	12 th June, 1981	
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA	
4	Financial performance based on given indicators	2024-25 (In Rs.)	2023-24 (In Rs.)
	Net worth	276821564	267717119
	Profit/ (Loss) after tax	91,04,445	22,64,390
5	Export performance and net foreign exchange collaboration	NA	
6	Foreign investments or collaborations, if any	NA	

V. Information about the Appointee:

Sr. No.	Particulars	Details
1	Background Details	He is a Business Development Manager. He is a high integrity energetic leader known for ability to envision and create successful outcomes in complex situations. New brands and products got launched in various fields during his term as the Business Development Manager
2	Past Remunerations	During the Financial Year 2024-25 Mr. Valath Sreenivasan Ranganathan was paid remuneration of INR 24,00,000.
s3	Recognition or Awards	NA
4	Job Profile and Suitability	During the continuance of his tenure as Director, he devote his time to the business of

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		the company and shall use his best endeavors to promote company.
5	Remuneration proposed	Remuneration not exceeding Rs. 30,00,000(Rupees Thirty Lakh only) per annum effective from 01 st April, 2025 which shall include Basic pay, HRA, Perquisites, Other / Special allowances, Employer PF contributions and other contributions and allowances as per the Company Policy.
6	Comparative remuneration profile with respect to industry, size of the company, profile of position and person	The remuneration proposed to be paid is commensurate with the experience, qualification and responsibilities entrusted to him by the Board and as prevailing in the industry
7	Pecuniary relationship with the company or relationship with the managerial personnel, if any	Except for receiving remuneration, Mr. Valath Sreenivasan Ranganathan has no pecuniary relationship with the Company.

VI. Other Information:

Sr. No.	Particulars	Details
1	Reasons for loss or inadequate profits	• High Non-Performing Assets (NPAs) • Regulatory Changes & Prudential Norms • High Borrowing Costs • Increased Operating & Compliance Costs • Asset-Liability Mismatch (ALM) • Delayed Recoveries or Collections
2	Steps taken or proposed to be taken for improvement	• Strengthening Credit Appraisal & Risk Management • Improving Asset Quality • Cost Rationalization & Operational Efficiency • Digital Transformation • Better ALM (Asset-Liability Management) Practices • Strengthening Governance & Compliance
3	Expected increase in productivity and profits in measurable terms	Despite the current situation of inadequate profits, the Board is of the view that the continued engagement and motivation will result in a positive impact on the Company's overall performance. Based on internal projections and past trends, the Company anticipates an improvement in operational

		efficiency by approximately 10–20% and a corresponding increase in profitability in the range of 5–15% over the next 1 to 3 financial years. These improvements are expected to be reflected through enhanced revenue generation, cost optimization, and improved EBITDA margins.
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Pursuant to the applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) consent of the members is being sought by way of Special resolution for the item no.7.

Except Mr. Valath Sreenivasan Ranganathan, none of the promoters, directors, key managerial personnel and their relatives is considered to be concerned or interested financially or otherwise, in the resolution.

Additional information in respect of Mr. Valath Sreenivasan Ranganathan pursuant to the Secretarial Standards on General Meetings is provided at Annexure A to this Notice.

ITEM NO. 8 & 9:

Section 188 (1) of the Companies Act, 2013 provides no company shall enter into any contracts or arrangements with a related party except with the consent of the Board of Directors given by a resolution at a meeting of the Board of Directors. with The Pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”), read to Companies (Meetings of Board and its Powers) Rules, 2014 (“Rules”), the Company is required to obtain consent of the Board of Directors and take prior approval of the Shareholders by way of special Resolution, in case certain transactions with related parties exceeds such sum as specified in the said Rules.

The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis. Pursuant to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR Regulations”), as amended from time to time, mandates prior approval of Members of a listed entity by means of a special resolution for all material related at a party transactions, even if such transactions are in the ordinary course of business and arm's length basis. Any transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds INR 1,000 Crore or 10.00% of the annual consolidated turnover of the listed entity as per whichever is lower.

The list of related the parties last is audited financial statements of the listed entity, as follows, with whom Company may enter into business transaction (s) during the financial year 2025-26:

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Name of the Related Party	Relationship	Nature of Transaction	Amount of Transaction Amount INR	For Financial Year
Melker Premium LLP	Enterprise in which KMP and their relatives have significant influence	Loan Takes, Loan Repaid, Interest Received	1,00,00,000/-	2025-26
Ujjam Estates LLP	Enterprise in which KMP and their relatives have significant influence	Rent	1,00,00,000/-	2025-26

Moreover, the estimated value of the transaction(s) relating to ongoing sale, purchase or supply of any good(s) or material(s), selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any service(s), appointment of agent for purchase or sale of good(s), material(s), service(s) or property or otherwise disposing of any goods, materials or property or availing or rendering of any services, borrowings/lending of loans and advances, to give premises on rent, to give donation, to give inter corporate deposits, on such term(s) and condition(s) as the Board of Directors may deem fit or for appointment of such related party to any office or place of profit in the Company an amount during the financial year 2025-26 as mentioned in the below list are likely to exceed the threshold prescribed under Section 188 of The Companies Act, 2013, read with the rules made there and under Regulation 23 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Indian Accounting Standard (IND AS) 24 and will be considered material and therefore.

The particulars of the Contract (s) /Arrangement (s) /transaction (s) pursuant to sub-rule (3) of Rule 15 of The Companies (Meetings of the Board and its Powers) Rules, 2014 read along with recommended by Audit Committee grant the omnibus approval as per Regulation 23 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021.

The particulars of transactions to be entered into by the Company with related party are as under:

Sr. No.	Particulars	Details	
1.	Name of the Related Party	Melker Premium LLP	Ujjam Estates LLP
2.	Name of the Director of KMP who is related	Mr. Valath Sreenivasan Ranganathan	Mr. Valath Sreenivasan Ranganathan

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3.	Nature of Relationship (including nature of interest, financial or otherwise)	Enterprise in which KMP and their relatives have significant influence	Enterprise in which KMP and their relatives have significant influence
4.	Nature of Transaction	Loan Takes, Loan Repaid, Interest Received	Rent
5.	Tenure of Transaction	For FY 2025-26	For FY 2025-26
6.	Maximum value of Transactions	1 Crore	1 Crore
7.	Type, Material terms and particulars of the proposed transaction	Transaction is at arm's length basis in Ordinary Course of Business	Transaction is at arm's length basis in Ordinary Course of Business
8.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	35.81%	35.81%
9.	Percentage of the listed entity's Subsidiary - annual standalone turnover, for the immediately preceding financial year, that is represented by the value of the proposed Transaction (In case of RPT involving a Subsidiary)	NA	NA
10.	Details of the source of funds if the transaction related to any loans, inter corporate deposits, advances	Own Fund	NA

	or investments made or given by listed entity or its subsidiary.		
11.	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments (nature of indebtedness / Cost of Funds and Tenure to be specified)	No	NA
12.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	Unsecured Loan Amounting to Rs. 1,68,47,903 repayable on Demand at the Interest Rate @ 12%	NA
13.	the purpose for which the funds will be utilized by the ultimate beneficiary pursuant to the RPT	Loans taken and Loans Repaid, Interest Received	NA
14.	Justification as to why the RPT is in the interest of the listed entity;	Transection is at arm's length basis in Ordinary Course of Business	Transection is at arm's length basis in Ordinary Course of Business
15.	copy of the Valuation or other external party report, if any such report has been relied upon.	NA	NA
16.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the	--	--

	proposed RPT on a voluntary basis		
17.	Any other information relevant or important for the members to take a decision on the proposed resolution	NA	NA

#Percentage mentioned in the Explanatory Statement are rounded off.

The Indicative base price/ current contracted price and the formula for variation in the price if any: It cannot be ascertained at this moment, it depends on the purchase during said period.

Other conditions as the audit committee may deem fit: NIL

Manner of determining the pricing: All the Proposed transaction (s) would be carried out as part of business requirement of the Company and are ensured to be arm's length basis.

Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors: All factors have been considered.

Members may note that these Related Party Transaction(s)/ contract(s)/ arrangement(s), placed for members' approval, shall, at all times, be subject to prior approval of the Audit Committee of the Company and shall continue to be in the ordinary course of business and at arm's length and have a significant role in Company's operations.

Any subsequent material modifications in the proposed transactions, as may be defined or identified by the Audit Committee pursuant to Company's Policy on Related Party Transactions, shall be placed before the members for approval, in terms of Regulation 23(4) of the Listing Regulations. Further, as per Regulation 23 (7) of the Listing Regulations, all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not.

In view of the above, the Board of Directors recommends consent of the members is being sought by way of Special resolution for the item no.8 & 9.

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None of the Directors / Key Managerial Personnel of the Company except as specified in the specific resolution are concerned or interested financially or otherwise in the resolution except to the extent of their shareholding in the Company, if any.

For, **TTI ENTERPRISES LIMITED**

VALATH SREENIVASAN RANGANATHAN
EXECUTIVE DIRECTOR
DIN: 02786224

SABU THOMAS
MANAGING DIRECTOR
DIN: 08224794

PLACE: KOLKATA
DATE: 29TH AUGUST, 2025

Annexure A

The information required to be given for the Directors seeking appointment/ re-appointment to the Shareholders as per regulation 36 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 are as under:

Name of Appointees	Mr. Valath Sreenivasan Ranganathan	Mr. Sabu Thomas	Mr. Hitenkumar Jayantilal Prajapati	Mr. Chirag R Shah
DIN	02786224	08224794	10002315	08174425
Designation	Executive Director	Managing Director	Independent Director	Independent Director
Date of Birth	01 st February, 1961	30 th March, 1975	21 st July, 1982	25 th October, 1978
Date of first appointment on Board	28 th August, 2023	28 th August, 2023	11 th June, 2025	29 th August, 2025
Qualification and experience in specific functional area	Qualification: He is a M.A. English Literature - University of Kerala 1984 B.Sc. Maths — University of Calicut 1982 Experience: He has more than 26 years of Experience and is a Business Development Manager. He is a high integrity energetic leader known for ability to envision and create successful	Qualification: He is a Chartered Accountant by Profession, Graduation in BSE Maths, MBA Experience: Having more than 20 years of in his field. He has experienced in the field of accounts, taxation, banking and administration	Qualification: He is a Master of Business Administration (MBA). Experience: He has experience of more than 7 years in the field of corporate laws, legal, Corporate Governance, Accounts, Audits and finance department	Qualification: Fellow Member of the Institute of Chartered Accountants of India (ICAI) Fellow Member of the Institute of Company Secretaries of India (ICSI) Diploma Holder in Information System Audit Certified in Concurrent Audit Registered Valuer – Securities & Financial

	outcomes in complex situations. New brands and products got launched in various fields during his term as the Business Development Manager.			Assets (ICAI-RVO) Insolvency Professional – Member of Insolvency & Bankruptcy Board of India (IBBI) & Member of Indian Institute of Insolvency Professionals of ICAI Experience: Mr. Chirag Shah brings a unique blend of financial acumen, corporate governance expertise, and regulatory insight to the Board. His background as a Chartered Accountant, Company Secretary, Registered Valuer, and Insolvency Professional enables him to provide independent judgment, strategic guidance, and robust oversight in the
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				best interest of stakeholders.
Name(s) of the other Companies in which directorship held as on Date of AGM	1. Melker Impex Private Limited 2. Tmp Melker Infra Private Limited 3. Melker Finance And Leasing Private Limited 4. Melker Travel Tours And Cargo Private Limited 5. Trustlink Insurance Brokers Private Limited	1. Fasttag Business Solutions Private Limited 2. Fasttag Nidhi Limited	1. Maxwell Engineering Solutions Limited 2. Maitri Valuation Private Limited 3. Maitri Valuation LLP	
Membership/ Chairmanship of the Committees in other companies as on date of AGM.	NIL	NIL	NIL	
Listed Entities from which resigned as Director in past 3 years	NIL	NIL	NIL	

Skills and capabilities required for the role and manner in which he/she meets such requirements	Mr. Valath Sreenivasan Ranganathan possesses the requisite core skills, capabilities and competencies as required in context of the business of the Company	Mr. Sabu Thomas possesses the requisite core skills, capabilities and competencies as required in context of the business of the Company	Mr. Hitenkumar Jayantilal Prajapati possesses the requisite core skills, capabilities and competencies as required in context of the business of the Company	Mr. Chirag R Shah possesses the requisite core skills, capabilities and competencies as required in context of the business of the Company
Shareholding of Director	37,92,684	NIL	NIL	NIL
Relationships between Directors inter-se	Not Applicable	Not Applicable	Not Applicable	Not Applicable
The number of meetings of the Board attended during the year (2024-25)	Five (5)	Five (5)	Not Applicable	Not Applicable
Key terms and conditions of appointment	As per resolution in this Notice read with the explanatory statement thereto	As per resolution in this Notice read with the explanatory statement thereto	As per resolution in this Notice read with the explanatory statement thereto	As per resolution in this Notice read with the explanatory statement thereto
Remuneration proposed to be paid	INR 30,00,000 per annum	INR 24,00,000 per annum	Sitting Fees for attending the Board and	Sitting Fees for attending the Board and

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			Committee Meetings.	Committee Meetings.
Last drawn Remuneration	INR 24,00,000 per annum	INR 6,00,000	NA	NA
Justification for choosing the appointees for appointment as an Independent Directors/ skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	As per Explanatory Statement to the resolution set out in the Notice of AGM	As per Explanatory Statement to the resolution set out in the Notice of AGM	As per Explanatory Statement to the resolution set out in the Notice of AGM	As per Explanatory Statement to the resolution set out in the Notice of AGM

DIRECTORS' REPORT

Dear Members,

The Directors of your Company have pleasure in presenting the 44th Annual Report of TTI Enterprise Limited ("the Company") together with the audited financial statements for the financial year ended 31st March, 2025.

1. FINANCIAL PERFORMANCE

The Company's financial performance for the year ended 31st March, 2025 as compared to the previous financial year is summarised below:

(Amount in Rs.)

Particulars	Standalone	
	FY 2024-25	FY 2023-24
Revenue from operations	2,84,03,349	2,97,76,314
Other Income	0	0
Total Income	2,84,03,349	2,97,76,314
Expenses	1,92,85,616	2,69,13,690
Profit before tax	91,17,733	28,62,624
Less: Tax Expense	13,287	5,98,234
Profit after Tax	91,04,445	22,64,390
Other comprehensive Income (net of taxes)	0	0
Total Comprehensive income for the year	91,04,445	22,64,390

2. STATE OF AFFAIRS / HIGHLIGHTS

TTI Enterprise Limited is a public limited company incorporated on 12 June, 1981 under the Companies Act, 1956 and having its registered office at Room No-822, 8th Floor, 4 Synagogue Street Kolkata, West Bengal - 700 001. The company is a non-deposit taking Non-Banking Finance Company vide the Reserve Bank of India registration number B.05.02515.

3. DIVIDEND

In the view of strengthening the financial position of the Company and to enhance reserve base of the Company, the Directors have not recommended any dividend during the financial year 2024-25.

4. TRANSFER TO RESERVES

The Company during the year under review, in accordance with Section 45-IC (1) of The Reserve Bank of India Act, 1934 has not transferred any amount to Statutory Reserve. As on date of board report the company has transferred to the Statutory Reserve aggregating to Rs. 23,88,268/- as required under regulations applicable to NBFC.

5. SHARE CAPITAL

The total Authorised capital of the Company as on March 31, 2025 is Rs. 25,50,00,000/- comprising of 2,55,00,000 Equity Shares of Rs. 10/-

During the financial year, the Company has not increased its Authorised Share Capital.

The total paid up capital of the Company as on March 31, 2025 is Rs. 25,40,44,220/- comprising of 2,54,04,422 Equity Shares of Rs. 10/-

During the financial year, the Company has not allotted any equity shares.

6. BUSINESS OUTLOOK:

Your Company is fully aware and well positioned to tap market opportunities. We would like to add that Management is looking forward to an optimistic year 2025-26 and we appreciate all our stakeholders for their faith in the Company especially during these challenging times. We are optimistic about the opportunities ahead of us, and we look forward to taking our Company to greater heights and achieving many more successes in the years to come.

7. CONSOLIDATED FINANCIAL STATEMENTS

In compliance with the applicable provisions of the Companies Act, 2013 including the relevant Indian Accounting Standards (Ind AS) as issued by the Institute of Chartered Accountants of India and notified under Section 133 of the Companies Act, 2013, Consolidated financial statements are not applicable to the Company.

8. REPORT ON THE PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

The Company does not have any Subsidiaries, Associates and Joint Venture within the meaning of Section 2(6) of the Companies Act, 2013.

9. RELATED PARTY TRANSACTIONS

In line with the requirements of the Act and the SEBI Listing Regulations, the Company has adopted a Policy on the Related Party Transactions, which is available on the Company's website at <https://www.ttienterprises.com/Uploads/20220904180643860RelatedPartyTransactionPOLICYunderCA,2013.pdf>

All the related party transactions and subsequent modifications are placed before the Audit Committee for their review and approval. Prior Omnibus approval is obtained before the commencement of the new financial year, for the transactions which are repetitive in nature and for transactions which are not foreseen (subject to a financial limit).

A statement of all related party transactions is placed before the Audit Committee on a quarterly basis specifying the nature, value and terms & conditions of the transactions.

During the year under review, all the transactions entered into by the Company with the Related Parties were at arm's length and in the ordinary course of business. These transactions were pre approved by the Independent Directors of the Audit Committee. The transactions entered by the Company with the related parties during the year were in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations.

The details of actual transactions were reviewed by the Audit Committee on a quarterly basis. The transactions entered by the Company during the year under review were in conformity with the Company's Policy on Related Party Transactions.

10. PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES

In terms of Rule 11(2) of the Companies (Meetings of Board and its Powers) Rules, 2014, NBFCs are excluded from the applicability of Section 186 of the Act, 2013, where the loans, guarantees and securities are provided in the ordinary course of its business. Details of investments under Section 186 of the Act, 2013 for the financial year 2024-25 are provided in the financial statement.

11. MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

As on date of the report, the Board of Directors of the Company comprises of Five Directors, of which Two are Executive Directors and three Independent Directors (including Woman Independent Director).

The constitution of the Board of Directors of the Company is in accordance with Section 149 of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, as amended from time to time.

Following changes have taken place in the Board of Directors:

Appointments of Directors and KMP:

- Mr. Chandra Prakash Singh was appointed as a Company Secretary and Compliance Officer of the Company with effect from 27th August, 2024.
- Mr. Nikhil Kombath Mohanan is appointed as Chief Financial Officer (CFO) of the Company with effect from 31st August, 2024.
- Mr. Hitenkumar Jayantilal Prajapati (DIN: 10002315) appointed as an Additional Non-Executive and Independent Director of the company with effect from 11th June, 2025 subject to the approval in ensuing Annual General Meeting of the Company.

- Mr. Chirag R Shah (DIN: 08174425), appointed as an Additional Non-Executive and Independent Director of the company with effect from 29th August, 2025 subject to the approval in ensuing Annual General Meeting of the Company.

Resignation of Directors and KMP:

- Ms. Payal Bafna (DIN: 09075302) resigned from the post of Non-Executive and Independent Director of the company with effect from 10th October, 2024.
- Mrs. Jagrati Suhalka resigned as a Company Secretary and Compliance Officer of the Company with effect from 30th May, 2024.
- Mr. Anshuman Behra resigned as a Chief Financial Officer of the Company with effect from 23rd May, 2024.
- Mr. Asir Raja Selvan (DIN: 07586210), vide his resignation letter dated 17th July, 2025 has resigned as Independent Director from the Board of the Company with effect from 17th July, 2025, due to his preoccupation and other professional commitments

Directors liable to retire by rotation:

- In Director accordance with the provisions of The Companies Act, 2013 and the Articles of Association of Company, Mr. Valath Sreenivasan Ranganathan (DIN: 02786224) retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for re-appointment.

The Board recommends all the resolutions placed before the members relation to the appointment / re-appointment of directors for their approval.

12.STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR

With regard to integrity, expertise and experience (including the proficiency) of the Independent Directors appointed/ re-appointed during the Financial Year 2024- 25, the Board of Directors have taken on record the declarations and confirmations submitted by the Independent Directors and is of the opinion that all the Independent Directors are persons of integrity and possess relevant expertise and experience and their continued association as Directors will be of immense benefit and in the best interest of the Company.

13.DECLARATIONS BY INDEPENDENT DIRECTORS

In accordance with Section 149(7) of the Companies Act, 2013, and Regulation 25(8) of the Listing Regulations, as amended, each Independent Director of the Company has provided a written declaration confirming that he/she meets the criteria of independence as stipulated under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Independent Directors fulfil the conditions specified in Companies Act, 2013 read with the Schedules and Rules issued thereunder as well as Listing Regulations and are independent from Management. All the Independent Directors of the Company have enrolled their names in the online database of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

14. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company arranges detailed presentations at the Board meetings to familiarise Independent Directors with the Company's business, strategy, annual plan and budget, operations, etc. Functional heads are invited to provide update and insights in the areas of HR, Supply chain and logistics, IT and Cyber Security, IFC, ESG and CSR, etc.

Directors are regularly briefed on the regulatory changes and legal updates applicable to the Company. This facilitates Board interaction and engagement with the Senior Management team. The details of the training and familiarisation programmes arranged by the Company during FY 2024-25 are disclosed on the Company's website under the web-link <https://www.ttienterprises.com/Uploads/20220904180555123FAMILIARIZATIONPROGRAMMEFORINDEPENDENTDIRECTORS.pdf>

15. DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES

Board Meetings

The Board of Directors met Five (5) times during the financial year under review. The details of the Board meetings and attendance of each Director thereat are provided in the Corporate Governance Report forming part of the Annual Report.

Audit Committee

The Company's Audit Committee composition is in line with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The composition of the Audit Committee as on date of this report is as under:

Sr. No.	Name	Designation	Category
1	Chirag R Shah	Chairperson	Non-Executive - Independent Director
2	Sonal Atal	Member	Non-Executive - Independent Director
3	Ranganathan V S	Member	Executive Director

The terms of reference of the Audit Committee and the particulars of meetings held, and attendance thereat are mentioned in the Corporate Governance Report forming part of the Annual Report.

The Members of the Audit Committee are financially literate and have requisite accounting and financial management expertise. During the year under review, all the recommendations made by the Audit Committee were accepted by the Board.

Nomination and Remuneration Committee

The composition of the Nomination and Remuneration Committee as on date of this report is as under:

Sr. No.	Name	Designation	Category
1	Sonal Atal	Chairperson	Non-Executive - Independent Director
2	Chirag R Shah	Member	Non-Executive - Independent Director
3	Hitenkumar Jayantilal Prajapati	Member	Non-Executive - Independent Director

The terms of reference of the Nomination and Remuneration Committee and the particulars of meetings held, and attendance thereat are mentioned in the Corporate Governance Report forming part of the Annual Report.

The Company has formulated a Nomination and Remuneration Policy, which sets standards for appointment, remuneration and evaluation of the Directors, Key Managerial Personnel, Senior Management Personnel and other employees of the Company.

The said policy inter-alia other matters include the criteria for determining qualifications, attributes, independence of Directors as required under sub-section (3) of Section 178 of the Companies Act, 2013 and the Listing Regulations.

The Nomination and Remuneration Policy of the Company is available on the Company's website under the web-link <https://www.ttienterprises.com/Uploads/20220904180609942NominationandRemunerationPolicyunderCA,2013.pdf>

Stakeholders Relationship Committee

The Stakeholders Relationship Committee was constituted by the Board of Directors in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

The Composition as on date of this report is as under:

Sr. No.	Name	Designation	Category
1	Hitenkumar Jayantilal Prajapati	Chairperson	Non-Executive - Independent Director

2	Sabu Thomas	Member	Executive Director
3	Chiarg R Shah	Member	Non-Executive - Independent Director

The brief terms of reference of the Stakeholders' Relationship Committee and particulars of meetings held and attendance thereat are mentioned in the Corporate Governance Report forming part of the Annual Report.

16. DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended 31st March, 2025; the Board of Directors hereby confirms that:

- a) in the preparation of annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) such accounting policies have been selected and applied consistently and the Directors made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2025 and of the profit of the Company for that year;
- c) proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts of the Company have been prepared on a going concern basis;
- e) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- f) proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

17. VIGIL MECHANISM

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, and in accordance with Regulation 22 of the Listing Regulations, the Company had adopted 'Vigil Mechanism Policy' for Directors, Employees and other Stakeholders of the Company to report concerns about unethical behaviour.

The policy provides a mechanism, which ensures adequate safeguards to Employees, Directors and other stakeholders from any victimisation on raising concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, and so on.

The employees of the Company have the right/option to report their concern/grievance to Chairperson of the Audit Committee. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. The Vigil Mechanism Policy is hosted on the Company's website <https://www.ttienterprises.com/Uploads/20220904180716600VIGILMECHANISMANDWHISTLE-BLOWERPOLICYunderCA,2013.pdf>

18.ANNUAL EVALUATION OF DIRECTORS, COMMITTEES AND BOARD

Pursuant to the provisions of the Companies Act, 2013 and as per the Listing Regulations, the Board of Directors carried out annual performance evaluation of its own performance, individual directors as well as the working of its committees.

The performance of the Board as a whole and of its committees was evaluated by the Board through structured questionnaire which covered various aspects such as adequacy of composition of Board and its Committees, execution and performance of specific duties and obligations, preparedness and participation in discussions, quality of inputs, effectiveness of the functions allocated, relationship with management, appropriateness and timeliness of information etc.

Taking into consideration the responses received from the Individual Directors to the questionnaire, the performance of the Board and its Committees was evaluated. The Directors expressed their satisfaction with the evaluation process.

In terms of requirements of Schedule IV of the Companies Act, 2013, a separate meeting of Independent Directors of the Company was held on 28th May, 2024 and 16th January, 2025 to review:

- The performance of non-independent directors and the Board as a whole and its committees thereof
- The performance of the Chairman of the Company, taking into account the views of executive directors and non executive directors;
- To assess the quality, quantity and timeliness of the flow of information between the Management and the Board. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

19.PARTICULARS OF EMPLOYEES

The disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report.

In terms of Section 136(1) of the Act, details of employee remuneration as required under provisions of Section 197 of the Companies Act, 2013 and rule 5(2) and rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is available for inspection. Any member interested in obtaining a copy of the same may write to Company at tti1711@gmail.com from their registered e-mail address.

20.INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The details of the internal financial control systems and their adequacy are included in the Management Discussions and Analysis Report, which forms part of the Annual Report.

21. AUDITORS AND REPORTS

The matters relating to the Auditors and their Reports are as under:

STATUTORY AUDITORS:

M/s. Mark & Co. Chartered Accountant (FRN: 142902W) were appointed as Statutory Auditors of the Company at the 41st AGM held on 28th September, 2022 till the conclusion of Annual Meeting of the Company to be held in the year 2027. The Auditors have issued an unmodified opinion on the Financial Statements for the financial year ended 31st March, 2025. The said Auditors' Report(s) for the financial year ended 31st March, 2025 on the financial statements of the Company forms part of this Annual Report.

Observations of Statutory Auditors on Accounts for the year ended 31st March, 2025

The Auditors Report for the financial year ended 31st March, 2025 does not contain any qualification, adverse remark or reservation and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013. The Auditors have not reported any matter to the Company required to be disclosed under Section 143(12) of the Companies Act, 2013.

COST AUDITORS:

The Company has not appointed the Cost Auditor as pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit is not applicable to the Company.

SECRETARIAL AUDITOR:

In terms of Section 204 of the Act and Rules made there under, Ms. Prity Bishwakarma, Practising Company Secretary, Proprietor of M/s. Prity Bishwakarma & Co., a Peer Reviewed Firm, has been appointed as the Secretarial Auditor of the Company for the Financial Year 2024-2025 and for the same MR-3 Secretarial Audit Report was issued as **ANNEXURE I**.

The said report contains certain observation or qualifications which are as under:

1. Company have received several notices from BSE regarding updating of SDD compliance status and submission.

Board Comment: Company has purchased the SDD Software and will update it at earliest.

2. Company have not uploaded all intimations on time and few intimations have not been given.

Board Comment: Company will take care of it in future to avoid any Non Compliances and late submission.

3. It is noted that while several forms have been submitted on delay, there are still some that remain pending including Annual Filing.

Board Comment: Company will file all the pending forms at the earliest.

Furthermore, The Board of Directors of the Company, pursuant to the recommendations of the Audit Committee, has recommended appointment of /s. Prity Bishwakarma & Co., a Peer Reviewed Firm, as the Secretarial Auditors of the Company for a term of 5 (five) consecutive financial years commencing from 1st April, 2025 till 31st March, 2030 subject to approval of Members in the ensuing 41th Annual General Meeting.

22. RISK MANAGEMENT:

The Company has framed a Risk Management Policy containing the elements of risks and implementation strategy to mitigate those risks. During the year, the risk management policy was reviewed by the management of the Company; to make it more focused in identifying and prioritizing the risks, role of various executives in monitoring & mitigation of risk and reporting process. Its aim is to enhance shareholders value and to provide an optimum risk reward trade off.

The Risk Management Policy has been reviewed and found adequate to the requirements of the Company, and approved by the Board of Directors. Presently, the composition of Risk Management Committee as required under Regulation 20 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company.

The Management evaluated various risks and that there is no element of risk identified that may threaten the existence of the Company.

The Risk Management Policy has been uploaded on the website of the Company and can be accessed at www.ttienterprises.com

23. CODE OF CONDUCT:

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day-to-day business operations of the Company. The code laid down by the Board is known as “Code of Business Conduct” which forms an Appendix to the Code. The Code has been posted on the Company’s website.

24. INTERNAL AUDIT AND CONTROL

The Company has an internal financial control system commensurate with the size and designed reliable scale to of its provide financials operations. The internal financial controls have been reasonable assurance about recording and providing information, ensuring integrity in conducting business, accuracy and completeness in maintaining accounting records and prevention and detection of frauds and errors. These controls are adequate and

operating effectively so as to ensure orderly and efficient conduct of business operations. During the year under review, such controls were assessed and no reportable material weaknesses in the design or operation were observed.

25.ANNUAL RETURN

In terms of Section 92(3) of the Companies Act, 2013 read with Section 134(3)(a) of the Companies Act, 2013, the Annual Return of the Company as on 31st March, 2025 is available on the Company's website at www.ttienterprises.com

26.CREDIT RATING

The Company has not issued any debt instruments and does not have any Fixed Deposit Programme or any scheme or proposal involving mobilization of funds in India or abroad during the financial year ended 31st March, 2025. Hence during the financial year; there was no requirement to obtain such Credit Ratings.

27.LISTING WITH STOCK EXCHANGES

The Company's equity shares are listed on The BSE Limited (Scrip Code: 538597) and on Calcutta Stock Exchange.

28.SHARE TRANSFER / DEMAT CONNECTIVITY

The Company has appointed Niche Technologies Private Limited having its Registration Number: INR000003290 as Share Transfer Agent of the Company.

The Company is having demat connectivity with both depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited.

29.CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Being a Non-Banking Finance Company and not involved in any industrial or manufacturing activities, the Company's activities involve low energy consumption and has no particulars to report regarding conservation of energy , technology and absorption.

30.REPORT ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS

A separate report on Corporate Governance is provided together with the Certificate from the Practicing Company Secretaries confirming compliance of conditions of Corporate Governance as stipulated under the Listing Regulations. Pursuant to the provisions of Regulation 34 read with Schedule V of the Listing Regulations, a report on Management Discussion & Analysis is attached separately, which forms part of this Annual Report.

31.SECRETARIAL STANDARDS COMPLIANCE

During the year under review, the Company has complied with all the applicable Secretarial Standards issued by The Institute of Company Secretaries of India and approved by the Central Government pursuant to Section 118 of the Companies Act, 2013.

32.DISCLOSURES AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules thereunder for prevention and redressal of complaints of sexual harassment at workplace.

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The details of complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during FY 2024-25 are as follows:

- | | |
|--|---|
| • No. of complaints received during the year | 0 |
| • No. of complaints disposed off during the year | 0 |
| • No. of complaints pending as on 31st March, 2025 | 0 |

33. MATERIAL CHANGES AND/OR COMMITMENTS THAT COULD AFFECT THE COMPANY'S FINANCIAL POSITION, WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY AND THE DATE OF THIS REPORT

No material changes and commitments, affecting the financial position of the Company occurred between the end of the Financial Year of the Company i.e. 31st March, 2025 and the date of this Directors' Report except mentioned in the report.

34.SIGNIFICANT OR MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

Company has filled waiver Request to BSE in the matter of fine imposed for Non-Compliance of the Requirement under Regulation 6(1) of SEBI (LODR) Reg, 2015 for the quarter June 2024 and BSE granted the waiver of fine and issues the warning letter to the Company to files relevant and adequate information regarding material events/incidents impacting the company in compliance with the SEBI (LODR) Regulations, 2015 not only in letter but in spirit.

No significant and material order has been passed by the regulator, court, tribunal, statutory and quasi-judicial body impacting the going concern status of the Company and its future operations.

35.FIXED DEPOSIT

The Company being non-deposit taking Non-Banking Financial Company - Investment and Credit Company (NBFC-ICC), has not accepted any deposits during the year under review. Further, the Company had also passed a board resolution to the effect that the company has neither accepted public deposit nor would accept any public deposit during the year under review, as per the requirements of Master Direction - Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank Directions)2016

36. GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions for the same during the year under review:

- a) Non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Companies Act, 2013 read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014;
- b) Receipt of any remuneration or commission from any of its subsidiary companies by the Managing Director or the Whole-time Directors of the Company;
- c) Revision of the financial statements pertaining to previous financial periods during the financial year under review; Maintenance of cost records as per sub-section (1) of Section 148 of the Companies Act, 2013;
- d) Frauds reported as per Section 143(12) of the Companies Act, 2013;
- e) There were no employees who are in receipt of salary in excess of the limits prescribed under Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- f) The details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year and
- g) The details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.

ACKNOWLEDGEMENTS AND APPRECIATION

Your Board takes this opportunity to thank Company's employees at all levels for their hard work and commitment. Your Board also places on record its sincere appreciation for the continued support received from the customers, members, suppliers, bankers, financial institutions and all other business partners/associates.

For and on behalf of the Board of Directors of
For, TTI ENTERPRISE LIMITED

VALATH SREENIVASAN RANGANATHAN
DIRECTOR
DIN: 02786224

SABU THOMAS
MANAGING DIRECTOR
DIN: 08224794

DATE: 29TH AUGUST, 2025
PLACE: KOLKATA

**INFORMATION REQUIRED UNDER SECTION 197 OF THE COMPANIES ACT, 2013
READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION
OF MANAGERIAL PERSONNEL) RULES, 2014**

- 1. Ratio of Remuneration of each Director to the median remuneration of all the employees and details of percentage increase in the remuneration of Directors, Chief Financial Officer and Company Secretary in the financial year 2024-25 are as follows:**

Sr. No.	Name of Director, KMP	Designation	Remuneration of Directors, KMP for the Financial Year 2024-25 (In Rs.)	Ratio of remuneration of each Director/ to median remuneration of employees
1	*Mr. Sabu Thomas	Managing Director	6,00,000	NA
2	*Mr. Valath Sreenivasan Ranganathan	Director	24,00,000	NA
3	*Ms. Jagruti Suhalkar	Company Secretary	30,000	NA
4	*Mr. Chandra Prakash Singh	Company Secretary	1,78,226	NA
5	*Mr. Anshuman Behra	CFO	NIL	NA
6	*Mr. Nikhil Kombath Mohanan	CFO	NIL	NA
7	*Mr. Asir Raja Selvan	Independent Director	NA	No Remuneration Paid
8	*Ms. Payal Bafna	Independent Director	NA	No Remuneration Paid
9	*Ms. Sonal Atal	Independent Director	NA	No Remuneration Paid

***Refer Point 11. MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL above in this Directors Report**

2.the percentage increase in the median remuneration of employees in the financial year:

Sr. No.	Name of Director, KMP	Designation	Percentage increase in remuneration
1	*Mr. Sabu Thomas	Managing Director	58.33%
2	*Mr. Valath Sreenivasan Ranganathan	Director	No Remuneration paid last year
3	*Ms. Jagruti Suhalkar	Company Secretary	NA
4	*Mr. Chandra Prakash Singh	Company Secretary	NA
5	*Mr. Anshuman Behra	CFO	NA
6	*Mr. Nikhil Kombath Mohanan	CFO	NA
7	*Mr. Asir Raja Selvan	Independent Director	NA
8	*Ms. Payal Bafna	Independent Director	NA
9	*Ms. Sonal Atal	Independent Director	NA

3.the number of permanent employees on the rolls of company: 4 (Four) as on 31st March, 2025

4. average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Since there was takeover of the Company under SEBI(SAST) Regulations and the new employees been appointed by new promoters during the financial year. **Not Applicable**

5.The key parameters for any variable component of remuneration availed by the directors are considered by the Board of directors based on the recommendations of the Nomination and Remuneration Committee of the company

6.This is to affirm that the remuneration is as per the remuneration policy of the company.

7.A statement showing the names of the top ten employees in terms of remuneration drawn and the name of every employee, who-

(i) if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees: **Not Applicable as there are no employees throughout the financial year, was in receipt of**

remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees

(ii) if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month: **Not Applicable as there was no employees a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month.**

(iii) if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company: **Not Applicable as there was no such instance.**

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

TTI Enterprise Limited is committed towards achieving the highest standards of Corporate Governance right from its establishment by staying true to its core values. Company continuously works towards managing, monitoring and overseeing various corporate systems in such a manner that the Company's reliability and reputation are not at stake. The Company is in compliance with Non-Banking Financial Company Corporate Governance (Reserve Bank) Directions, 2015 and the applicable The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company's governance structure comprises of Board of Directors, Committees of with the Board and the Senior Management. The Company is in compliance with the Corporate Governance requirements as enshrined in The Companies Act, 2013 read the Securities and Rules made there under as amended from time to time, The Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and other applicable laws and regulations.

A Report on compliance with the principles of Corporate Governance as prescribed The Securities and Exchange Board of India (SEBI) in Chapter IV read with Schedule V of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations/the LODR") as amended till date, is given below.

2. BOARD OF DIRECTORS:

• **Meeting of Board of Directors:**

Five (5) Board Meetings were held during the Financial Year ended March 31, 2025. The maximum gap between any two Board Meetings was less than one Hundred and Twenty days. Details are given as follows:

Date of meeting	Total Number of directors as on the date of meeting	Number of directors attended	% of attendance
28 th May, 2024	5	5	100
13 th August, 2024	5	5	100
31 st August, 2024	5	5	100
18 th November, 2024	4	4	100
16 th January, 2025	4	4	100

• **Composition:**

The composition of the Board, directorships/committee membership positions in other companies held by Directors of the Company as on 31st March, 2025 is given below:

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Name of Director	Category	No. of Other Directorships and Committee Chairmanship(s)/Membership(s)			Particulars of Directorships in other Listed Entities	
		*Directorships	#Chairmanship	#Membership	Name of the Company	Category of Directorship
Mr. Sabu Thomas	Managing Director	1	Nil	Nil	Nil	Nil
Mr. Valath Sreenivasan Ranganathan	Executive Director	1	Nil	Nil	Nil	Nil
Mr. Asir Raja Selvan	Non-Executive - Independent Director	1	Nil	Nil	Nil	Nil
Ms. Sonal Atal	Non-Executive - Independent Director	1	2	Nil	NYSSA CORPORATION LIMITED	Independent Director

* The above list of other directorships includes Public Companies (listed and unlisted) but does not include Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013.

It includes Chairmanship or Membership of the Audit Committee and Stakeholders' Relationship Committee of Public Companies (listed and unlisted) only.

None of the Directors of the Company are related to each other. The number of Directorship(s), Committee Membership(s)/Chairmanship(s) of all Directors is within the respective limits prescribed under the Act and the SEBI Listing Regulations as amended from time to time.

The Board of Directors is of the opinion that all Independent Directors of the Company fulfill the conditions of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) and 25(8) of the Listing Regulations and hereby confirm that they are independent of the management

- Details of attendance of the Directors at Board Meetings during the Financial Year together with the number of other Directorships held by them are as follows:**

Name	Designation	Category	Attendance	
			Board	Last
			Meeting	AGM held on 30 th September, 2024
Mr. Sabu Thomas	Managing Director	Executive	5	Yes

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Mr. Valath Sreenivasan Ranganathan	Executive Director	Executive	5	Yes
Mr. Asir Raja Selvan	Non-Executive - Independent Director	Non-Executive	5	Yes
Ms. Sonal Atal	Non-Executive - Independent Director	Non-Executive - Independent Director	5	Yes
Ms. Payal Bafna*	Non-Executive - Independent Director	Non-Executive - Independent Director	3	NA

* Ms. Payal Bafna (DIN: 09075302) resigned from the post of Non-Executive and Independent Director of the company with effect from 10th October, 2024.

Shareholding of Directors as on 31st March, 2025

Name of Directors	Category	No of Equity Shares held	% of Holding
Mr. Sabu Thomas	Managing Director	0	-
Mr. Valath Sreenivasan Ranganathan	Executive Director	37,92,684	14.93
Mr. Asir Raja Selvan	Non-Executive - Independent Director	0	-
Ms. Sonal Atal	Non-Executive - Independent Director	0	-

• **Separate Meeting of Independent Directors:**

As stipulated by the Code of Independent Directors under Schedule IV of the Companies Act, 2013 and Regulation 25 of the Listing Regulations, a Separate meeting of the Independent Directors of the Company was held on 28th May, 2024 and 16th January, 2025 to review the performance of Non-independent Directors (Including Chairman) and the Board as a whole. There are no relationships between directors inter-se.

• **Agenda:**

All the meetings are conducted as per well designed and structured agenda. All the agenda items are backed by necessary supporting information and documents (except for critical price sensitive information, which is circulate in the meeting) to enable the Board to take

informed decisions. Agenda also includes minutes of the meetings of the Board and Committees for the information of the Board. Agenda papers are circulated Seven days prior to the Board Meeting except in case of some urgent matters.

3. APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS:

Following changes have taken place in the Board of Directors:

Appointments of Directors and KMP:

- Mr. Chandra Prakash Singh was appointed as a Company Secretary and Compliance Officer of the Company with effect from 27th August, 2024.
- Mr. Nikhil Kombath Mohanan is appointed as Chief Financial Officer (CFO) of the Company with effect from 31st August, 2024.

Resignation of Directors and KMP:

- Ms. Payal Bafna (DIN: 09075302) resigned from the post of Non-Executive and Independent Director of the company with effect from 10th October, 2024.
- Mrs. Jagrati Suhalka resigned as a Company Secretary and Compliance Officer of the Company with effect from 30th May, 2024.
- Mr. Anshuman Behra resigned as a Chief Financial Officer of the Company with effect from 30th June, 2024.

Directors liable to retire by rotation:

In Director accordance with the provisions of The Companies Act, 2013 and the Articles of Association of Company, Mr. Valath Sreenivasan Ranganathan (DIN: 02786224) retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for re-appointment.

The Board recommends all the resolutions placed before the members relation to the appointment / re-appointment of directors for their approval.

4. CODE OF CONDUCT:

The Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company. The said code is also posted on the website of the Company. All the members and senior management personnel have confirmed compliance with the same.

A declaration by Executive Director of the Company affirming the compliance of the same in respect of the financial year ended on 31st March 2025 by the members of the Board and senior Management Personnel, as applicable to them, is also annexed to this Annual Report.

5. PROHIBITION OF INSIDER TRADING POLICY:

The Company has formulated and implemented the Code of Conduct for Prevention of Insider Trading to comply with relevant regulations laid down by SEBI. Accordingly, the Company announces closure of Trading Windows, free period, declaration of prohibited period etc. The Company has designed a reporting system to prevent insider trading by designated persons. As mentioned in the said policy and takes quarterly and annual disclosure from the concerned persons.

6. A CHART OR A MATRIX SETTING OUT THE SKILLS/EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS SPECIFYING THE LIST OF CORE SKILLS/EXPERTISE/COMPETENCIES IDENTIFIED BY THE BOARD OF DIRECTORS AS REQUIRED IN THE CONTEXT OF ITS BUSINESS(ES) AND SECTOR(S) FOR IT TO FUNCTION EFFECTIVELY AND THOSE ACTUALLY AVAILABLE WITH THE BOARD:

By and core complying with the relevant provision under The SEBI (Listing Obligations Disclosures Requirements) Regulations, 2015; the Board has list out the skills/expertise and competence of the Board of Directors which are as follows:

- Finance, accounts and audit
- Strategy and Business Planning
- Governance, Ethics and Regulatory Oversight
- Technology Innovation
- Risk, Assurance and Internal controls
- Human Resource
- Leadership skills

1. Mr. Valath Sreenivasan Ranganathan - Executive Director

He Business Development Manager. He is a high integrity energetic leader known for ability to envision and create successful outcome in complex situations. News brands and products got launched in various fileds during his term as the Business Development Manager. Have more than 28 years of experience. M.A. English Literature from university of Kerala in 1984 (Course Completed in May 1984) and B.Sc. Math's from university of Callicat 1982.

2. Mr. Sabu Thomas - Executive and Managing Director

He is a Chartered Accountant by Profession, Graduation in BSE Math's, MBA, have more than 21 years of in his field.

3. Mrs. Sonal Atal - Non-Executive Independent Director

Experience in diverse fields of company Law, Corporate Governance, Legal Compliance, Corporate Social Responsibility and Quality Control, having more than 9 years of experience she is Bachelor of commerce and Company Secretary.

4. Mr. Asir Raja Selvan - Non-Executive Independent Director

He is a Practicing Company Secretary since 2017. He has done Bachelor of Law, Madras Law college in 2000. He is also a Fellow member of Institute of Chartered Accountant of India, since 2005. He is a Registered Insolvency Professional, IBBI, since Feb 2018. He is also Securities a _ of Registered Financial Valuer Assets, for IBBI, since May 2019. He has done Forensic Accounting & Fraud detection, ICAI, course in August 2019. He has Vast experience in SEBI Act, Rules and Regulations, Listing Agreement, Incorporation of Companies. He will add value to the company with his vast knowledge & experience and it will be best interest of the Company to appoint him as Independent Director for the five consecutive years.

5. Mrs. Payal Bafna- Non-Executive Independent Director

Having more than 12 years if Vast experience in Company law, SEBI Act, Rules and Regulations, Listing Agreement. She is B.com (Accounts & Finance) from University of and Calcutta 2011. Company Secretary bachelor Degree of Law and accounting technician certificate.

Industry Skills	Name of Directors who has such skills/ Expertise/ Competencies
Strategy and Business Planning, Technology Innovation Risk, Assurance and Internal controls	Mr. Valath Sreenivasan Ranganathan Mr. Sabu Thomas Mr. Asir Raja Selvan Ms. Payal Bafna Ms. Sonal Atal
Governance and Collective Skills	Name of Directors who has such skills/ Expertise/ Competencies
Finance, accounts and audit Governance, Ethics and Regulatory Oversight	Mr. Valath Sreenivasan Ranganathan Mr. Sabu Thomas Mr. Asir Raja Selvan Ms. Payal Bafna Ms. Sonal Atal
Personal Attributes	Name of Directors who has such skills/ Expertise/ Competencies
Human Resource Leadership skills	Mr. Valath Sreenivasan Ranganathan Mr. Sabu Thomas Mr. Asir Raja Selvan Ms. Payal Bafna Ms. Sonal Atal

7. CONFIRMATION THAT IN THE OPINION OF THE BOARD, THE INDEPENDENT DIRECTORS FULFILL THE CONDITIONS SPECIFIED IN THESE REGULATIONS AND ARE INDEPENDENT OF THE MANAGEMENT:

All the Independent Directors have furnished declarations stating they meet the criteria of independence as laid down in the Companies Act, 2013 and Listing Regulations. The Board of Directors hereby confirms that in their opinion, the Independent Directors fulfill the conditions specified in the Listing Regulations and are Independent of the Management.

The Company through familiarization programmes has updated the Independent Directors with nature of Industry, business of the Company and their roles, responsibilities, rights in the Company etc. The detail of such familiarization programme is available at the website of the Company at <https://www.ttienterprises.com/Uploads/20220904180555123FAMILIARIZATIONPROGRAMMEFORINDEPENDENTDIRECTORS.pdf>

8. DETAILED REASONS FOR THE RESIGNATION OF AN INDEPENDENT DIRECTOR WHO RESIGNS BEFORE THE EXPIRY OF HIS OR HER TENURE ALONG WITH A CONFIRMATION BY SUCH DIRECTOR THAT THERE ARE NO OTHER MATERIAL REASONS OTHER THAN THOSE PROVIDED:

- Mr. Payal Bafna (DIN: 09075302) Resigned w.e.f. 10th October, 2024 from the position of Independent Director of the Company and Detailed reasons for the resignation of directors was due to preoccupation. There were no other material reasons other than those mentioned herein.

9. AUDIT COMMITTEE:

• **Composition, Name of Members and Chairperson:**

In accordance with provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has initially constituted Audit Committee with Ms. Payal Bafna, Ms. Sonal Atal, Mr. Asir Raja Selvan and Mr. Sabu Tomas. But due to the resignation of Ms. Payal Bafna from the position of directorship she cease to be members of the Audit committee and therefore re-constitution of Audit Committee took place with effect from 18th November, 2024 which is as under:

Committee Member	Designation	No. of meetings attended
*Ms. Payal Bafna	Chairperson and Member	3
Mrs. Sonal Atal	Chairperson and Member	5
Mr. Asir Raja Selvan	Member	5
Mr. Sabu Thomas	Member	5

#Mr. Valath Sreenivasan Ranganathan	Member	2
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*Resigned with effect from 10th September, 2024

#Appointed with effect from 18th November, 2024.

During the year under review, a total five meetings of the Audit Committee were held, on 28th May, 2024, 13th August, 2024, 31st August, 2024, 18th November, 2024 and 16th January, 2025.

The role of the Audit committee is to monitor and provide effective supervision of the Company's financial reporting process with a view to ensure that the financial statements are accurate, sufficient and reliable.

• **The terms of reference of the audit committee as defined by the Board are:**

1. oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity
3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to;
 - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) changes, if any, in accounting policies and practices and reasons for the same;
 - (c) major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) significant adjustments made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions;
 - (g) modified opinion(s) in the draft audit report;
5. reviewing, with the management, the quarterly financial statements before submission to the board for approval
6. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or

- qualified institutions placement], and making appropriate recommendations to the board to take up steps in this matter;
7. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 8. approval or any subsequent modification of transactions of the listed entity with related parties;
 9. scrutiny of inter-corporate loans and investments;
 10. valuation of undertakings or assets of the listed entity, wherever it is necessary;
 11. evaluation of internal financial controls and risk management systems;
 12. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. discussion with internal auditors of any significant findings and follow up there on;
 15. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 16. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 17. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. to review the functioning of the whistle blower mechanism;
 19. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
 20. Carrying out any other terms of reference as may be decided by the Board or specified/provided under the Companies Act, 2013 or the SEBI Listing Regulations or by any other regulatory authority;
 21. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;

22. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;
23. The audit committee shall mandatorily review the following information:
- management discussion and analysis of financial condition and results of operations;
 - management letters / letters of internal control weaknesses issued by the statutory auditors;
 - internal audit reports relating to internal control weaknesses; and
 - the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;
 - statement of deviations:
 - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

10. Stakeholders' Relationship Committee:

- Composition, Name of Members and Chairperson as well as Meeting & Attendance during the year:**

In accordance with provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has initially constituted Stakeholders' Relationship Committee with Ms. Payal Bafna, Ms. Sonal Atal, Mr. Asir Raja Selvan and Mr. Sabu Tomas. But due to the resignation of Ms. Payal Bafna from the position of directorship she cease to be members of the Audit committee and therefore re-constitution of Stakeholders' Relationship Committee took place with effect from 18th November, 2024 which is as under:

Committee Member	Designation	No. of meetings attended
*Ms. Payal Bafna	Member	1
Mrs. Sonal Atal	Member	2
Mr. Asir Raja Selvan	Chairperson and Member	2
Mr. Sabu Thomas	Member	2
#Mr. Valath Sreenivasan Ranganathan	Member	1

*Resigned with effect from 10th September, 2024

#Appointed with effect from 18th November, 2024.

During the year under review, a total two meeting of the Stakeholders' Relationship Committee were held, on 28th May, 2024 and 16th January, 2025.

- Number of shareholders' complaints received, not solved and pending during the financial year**

Number of shareholders' complaints received so far	Number not solved to the satisfaction of shareholders	Number of pending complaints
0	0	0

• **Terms of Reference:**

1. Redressal of shareholders' and investors' complaints, including and in respect of:
 - a) Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the space at back for recording transfers have been fully utilized.
 - b) Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
 - c) Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
2. Review the process and mechanism of redressal of Shareholders' /Investor's grievance and suggest measures of improving the system of redressal of Shareholders' /Investors' grievances.
3. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
4. Reviewing on a periodic basis the approval/refusal of transfer or transmission of shares, debentures or any other securities;
5. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
6. Allotment and listing of shares;
7. Review of measures taken for effective exercise of voting rights by shareholders.
8. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
9. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
10. Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 as amended from time to time.
11. Resolving grievances of debenture holders related to creation of charge, payment of interest/principal, maintenance of security cover and any other covenants;

12. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting, and

13. Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

14. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such Committee.

11. NOMINATION AND REMUNERATION COMMITTEE:

- **Composition, Name of Members and Chairperson:**

In accordance with provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has constituted Nomination and Remuneration Committee has initially with Ms. Payal Bafna, Ms. Sonal Atal, Mr. Asir Raja Selvan and Mr. Sabu Tomas. But due to the resignation of Ms. Payal Bafna from the position of directorship she cease to be members of the NRC committee and therefore re-constitution of NRC Committee took place with effect from 18th November, 2024 which is as under:

Committee Member	Designation	No. of meetings attended
*Mrs. Sonal Atal	Chairperson and Member	2
**Ms. Payal Bafna	Chairperson and Member	2
Mr. Asir Raja Selvan	Member	2
Mr. Sabu Thomas	Member	2

*Mrs. Sonal Atal Appointed as Chairperson with effect from 18th November, 2024

** Ms. Payal Bafna has Resigned with effect from 10th September, 2024

During the year under review, a total two meetings of the Nomination and Remuneration Committee were held, on 28th May, 2024 and 13th August, 2024.

- **Terms of Reference:**

1. Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;

2. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the level and composition of remuneration of the directors, key managerial personnel and other employees;

3. Formulation of criteria for evaluation of independent directors and the Board;
4. Devising a policy on Board diversity; and
5. Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors
6. Determine our Company's policy on specific remuneration package for the Managing Director /Executive Director including pension rights;
7. Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
8. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
9. Decide the amount of Commission payable to the Whole Time Directors;
10. Recommend to the board, all remuneration, in whatever form, payable to senior management.
11. For every appointment of an independent director, they shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates
12. recommend to the board, all remuneration, in whatever form, payable to senior management and
13. To undertake specific duties as may be prescribed by the Companies Act, 2013, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable laws or as may be prescribed by the Board of Directors of the Company, from time to time.

• **Remuneration Policy:**

The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The Company endeavours to attract, retain, develop and motivate the high-caliber executives and to incentivize them to develop and implement the Companies Strategy, thereby enhancing the business value and maintain a high-performance workforce. The policy ensures that the level and composition of remuneration of the Directors is optimum.

The policy is available on the Company's website.

- **Selection and appointment of the Board Members:**

The Committee, along with the Board, reviews on an annual basis, appropriate skills, characteristics and experience required for the Board as a whole and its individual members. The objective is to have a Board with diverse background and experience in business, government, academics, technology and in areas that are relevant for the Company's operations.

- **Remuneration to Executive Directors, Key Managerial Personnel(s) (KMPs) and Senior Management Personnel (s) (SMPs):**

Their remuneration shall be governed by the external competitive environment, track record, potential, individual performance and performance of the company as well as industry standards. The remuneration determined for MD/ WTDs, KMPs and SMPs are subjected to the approval of the Board of Directors in due compliance of the provisions of Companies Act, 2013.

The Company has in place a policy for remuneration to the Directors, the Key Managerial Personnel and the Senior Management Personnel, criteria for the selection of candidates for appointment to the said positions which has been approved by the Board. The policy covers the compensation structure i.e. Remuneration to Non-Executive Directors, Remuneration to Executive Directors, KMP and Senior Management Personnel.

The Non-executive Directors of the company are paid remuneration by way of sitting fees only for attending the meetings of the Board of Directors. Beside the sitting fees they are also entitled to reimbursement of expenses. The Non-executive Directors of the Company are not paid any other remuneration.

- **Remuneration to Directors:**

1. There were no pecuniary relationship or transactions with any Non- Executive Director.
2. Non-Executive Directors are paid Sitting Fees.

Following are the details of Sitting Fees paid to the Non-Executive Directors during the Financial Year ended on 31st March, 2025:

Name of the Director	Category	Sitting Fees (Amount in Rs.)
Sonal Atal	Non-Executive Independent Director	1,20,000
Payal Bafna	Non-Executive Independent Director	1,20,000
Asir Raja Selvan	Non-Executive Independent Director	60,000

Following are the details of Remuneration paid to the Executive Directors during the Financial Year ended on 31st March, 2025:

Name of the Director	Category	Remuneration (Amount in Rs.)
Sabu Thomas	Managing Director	6,00,000
Valath Sreenivasan Ranganathan	Executive Director	24,00,000

• **Performance Evaluation:**

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Committee has carried out the annual performance evaluation of Directors and Key Managerial Personnel. The Board of Directors also carried out annual performance evaluation of Independent Directors and Committees of the Board. Performance evaluation was carried out based on approved criteria such as adherence to ethical standards and code of conduct, constructive participation in board meetings, implementing good corporate governance practices etc. The Directors expressed their satisfaction with the evaluation process. The independent directors also held separate meeting to review the performance of Non-Independent Directors and Board as whole, reviewed the performance of Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board.

12. GENERAL BODY MEETINGS:

a. **Location and time, where last three annual general meetings held is as under:**

Annual General Meeting along with Financial Year	Day, Date and Time of AGM	Venue
41 st Annual General Meeting (Financial year 2021-22)	Wednesday, 28 th Day of September, 2022 at 11:00 A.M	Through Video Conferencing ('VC)/Other Audio-Visual Means ('OAVM')
42 nd Annual General Meeting (Financial year 2022-23)	Friday, 29 th Day of September, 2023 at 11:00 A.M	Through Video Conferencing ('VC)/Other Audio-Visual Means ('OAVM')
43 rd Annual General Meeting (Financial year 2023-24)	Monday, 30 th September, 2024 at 11.00 A.M.	Through Video Conferencing ('VC)/ Other Audio-Visual Means ('OAVM')

b. whether any special resolutions passed in the previous three annual general meetings: **YES, the details are as under:**

Annual General Meeting along with Financial Year	Agenda	Special Resolution Passed or not
41 st Annual General Meeting (Financial year 2021-22)	1. to appoint mrs. mridula mukundan (din: 08242853) as managing director of the company 2. increasing borrowing limits of the board of directors of the company under section 180 of the companies act, 2013 3. authorisation to make loan(s) and give guarantee(s), provide security (ies) or make investments under the companies act, 2013 4. Approval of loans, investments, guarantee or security under section 185 of companies act, 2013: 5. To appoint Mr. Arsir Raja Selvan (DIN: 07586210) as non-executive non-whole time independent director 6. To appoint Mr. Valath Sreenivasan Ranganathan (Alias V S Rangnathan) (DIN: 02786224) as executive non-independent director 7. To Appoint Mrs. Mridula Mukundan (DIN: 08242853) as executive non-independent director 8. To Appoint Mrs. Payal Bafna (DIN: 09075302) as non-executive non-whole time independent woman director 9. To Appoint Mrs. Sonal Atal (DIN: 09308801) as non-executive non-whole time independent director	Special Resolution was passed for all the agendas
42 nd Annual General Meeting (Financial year 2022-23)	1. To appoint Mr. Sabu Thomas (Din:08224794) as managing director and	Special Resolution was passed for all the agendas

	chairperson of the company. 2. Increasing Borrowing Limits of The Board of Directors of The Company Under Section 180 of the Companies Act, 2013. 3. Authorization to make Loan(S) and give guarantee(S), provide security(Ies) or make investments under section 186 of the Companies Act, 2013. 4. Authorization To Advance any loan or give any guarantee or provide any security under Section 185 of the Companies Act, 2013	
43 rd Annual General Meeting (Financial year 2023-24)	1. Increasing borrowing limits of the board of directors of the company under section 180 of the companies act, 2013: - special resolution 2. Authorization to make loan(s) and give guarantee(s), provide security(ies) or make investments under section 186 of the companies act, 2013 3. Authorization to advance any loan or give any guarantee or provide any security under section 185 of the companies act, 2013 4. Approval for related party transaction as per companies act, 2013 for the financial year 2024-2025	Special Resolution was passed for all the agendas

- c. whether any special resolution passed last year through postal ballot: **No resolution was passed through postal ballot during the year under review**
- d. person who conducted the postal ballot exercise: **Not Applicable**

- e. whether any special resolution is proposed to be conducted through postal ballot: **No Special Resolution is proposed to be conducted through postal ballot for the year ended March 31, 2025**
- f. procedure for postal ballot: **Not Applicable**

13. GENERAL DISCLOSURES:

a. Related Party Transactions:

Transactions with related parties are disclosed in the Notes to Accounts in the Financial Statements. All transactions with related parties are at arms' length basis and in compliance with transfer pricing regulations. Consideration is paid/ received through cheque/ online payment. All Related Party Transactions are entered into by the Company only after obtaining the prior approval of the Audit Committee and Board of Directors and are entered into on an Arms' length basis. terms of The Companies Act, 2013, and The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has Transactions. adopted a policy to determine Related Party Transaction policy is placed on the Company's website at: <https://www.ttienterprises.com/Uploads/20220904180643860RelatedPartyTransactionPOLICYunderCA,2013.pdf>

- b. In preparing the Annual Accounts in respect of the Financial Year ended 31st March, 2025, no accounting treatment was different from that prescribed in the Accounting Standards;

d. Means of Communication:

The quarterly unaudited results of the Company are announced within forty-five days of the end of respective quarter and the audited financial results for the year are announced within sixty days from end of Financial Year and same has been uploaded on the BSE Website i.e. <https://www.bseindia.com/> and on CSE Website as well as on Company's website i.e. www.ttienterprises.com.

The Company discloses to the stock exchange regarding information required to be disclosed under Regulation 30 read with Part A of Schedule III of The SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, including material information which have a bearing on the performance / operations of the Company. All information is filed electronically on BSE's online portal and BSE Listing Centre and on CSE.

Furthermore, Newspaper Advertisement has also been given for the all the quarter and year ended.

MINISTRY OF CORPORATE AFFAIRS (MCA)

The Company has periodically filed all the necessary documents with MCA. The Company has not filed its Audited Financial Statements on MCA.

17. GENERAL SHAREHOLDER INFORMATION:

- a. The 44th Annual General Meeting will be held on 25th September, 2025, at 12.30 p.m., via Video Conferencing ("VC")/other Audio Visual Means ("OAVM")
- b. The Company follows 01st April - 31st March as its financial year. The results for every quarter beginning from April will be declared within the time period prescribed under Listing Regulations.
- c. The Company's Shares are listed on BSE Limited and CSE (CIN: L67120WB1981PLC033771) having Registered Office at Room No-822, 8th Floor, 4 Synagogue Street, Kolkata, Kolkata, West Bengal, India, 700001 and we confirm that the Annual Listing Fees has been paid to such stock exchange. (The ISIN Number of the Company's Shares in the Demat form is INE404F01031) (BSE Code: 538597)
- d. Register of Shareholders will remain closed from 19th September, 2025 to 25th September, 2025, both days inclusive.
- e. Cut-off date for remote E-voting:

The remote e-voting / voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on Cut-off date i.e. 12th September, 2025.

- f. Board Meetings approval of Results:

June 30, 2024: 13th August, 2024
September 30, 2024: 18th November, 2024
December 31, 2024: 16th January, 2025
March 31, 2025: 21st May, 2025

- g. Dividend:

In view of the planned business growth, your directors deem it proper to preserve the resources of the Company for its activities and therefore, do not propose any dividend for the Financial Year ended March 31, 2025.

- h. Shareholding Pattern as on 31st March, 2025:

Category	No. of Shares held	% of holding
A. Promoter Holding		
1. Promoters	-	-
Indian Promoters	1,00,00,243	39.36%
Persons acting in concert	-	-
Total Promoter Holding	1,00,00,243	39.36%
B. Non-Promoter Holding		
2. Institutional Investors	-	-
Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/	-	-

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Non-Government Institutions, NBFCs registered with RBI, Other Financial Institutions)		
a. FIIs	-	-
b. Mutual Funds	-	-
Sub Total	-	-
3. Others	-	-
a. Bodies Corporate	71,93,395	28.32%
b. Indian Public	81,31,504	32%
c. NRIs/ OCBs	77,280	0.30%
d. HUF	-	-
e. Clearing Members	2000	0.01%
f. Trusts	-	-
g. LLP	-	-
h. Foreign Corporate Bodies	-	-
Sub Total	1,54,04,179	60.64%
Total Non-Promoter Holding	1,54,04,179	60.64%
Grand Total	2,54,04,422	100.00%

i. **Distribution of shareholding as on 31st March, 2025**

No. of shares	No. of Holders	% to Total Holders	Holding	% to Holding	Amount (Rs)	% to Capital
1 to 500	6838	82.3558	6,28,428	2.4737	62,84,280	2.4737
501 to 1000	559	6.7325	4,51,202	1.7761	45,12,020	1.7761
1001 to 5000	662	7.9730	15,84,790	6.2382	1,58,47,900	6.2382
5001 to 10000	117	1.4091	8,82,984	3.4757	88,29,840	3.4757
10001 to 50000	99	1.1923	21,53,724	8.4778	2,15,37,240	8.4778
50001 to 100000	14	0.1686	10,62,326	4.1817	1,06,23,260	4.1817
100001 to Above	14	0.1686	1,86,40,968	73.3769	18,64,09,680	73.3769
Total	8303	100.00	2,54,04,422	100	254044220	100

j. **Shares in Demat mode as on 31st March, 2025**

Particulars	No. of Shares	% of Shares
No. of shares held in Demat Form	2,53,59,177	99.82%
No. of shares held in Physical Form	45,245	0.18%
Total	2,54,04,422	100.00%

18. GREEN INITIATIVES:

As per directions of the Ministry of Corporate Affairs your Company too has initiated for online Annual Accounts to the shareholders to save paper and hence we request all the shareholders to inform their brokers of DP to get the Annual Reports through email.

19. SHARE TRANSFER SYSTEM:

In terms of Listing Regulations, equity shares of the Company can only be transferred in dematerialised form including transmission or transposition of shares held in physical. Requests for dematerialisation of shares are processed and confirmation thereof is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services India Limited (CDSL), within the statutory time limit.

Share Transfer Agent:

NICHE TECHNOLOGIES PRIVATE LIMITED

SEBI Reg. No.: INR000003290

Add: No.: 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata-700017 Tel 033-23016761 / 23012518

Email ID: nichetechpl@nichetechpl.com

Website: www.nichetechpl.com

20. DEMATERIALIZATION OF SHARES:

As on 31st March 2025 about 99.82% of the Company's Equity Shares has been held in dematerialized form with NSDL & CDSL. The ISIN Number of the Company's Shares in the Demat form is INE404F01031.

21. OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY:

the Company has not issued GRSS, ADRs or any other Convertible Instruments during financial year ended 31st March, 2025.

22. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:

The Company does not trade in commodities. The Commodity price risk and commodity hedging activities are not applicable to the Company.

23. RECONCILIATION OF SHARE CAPITAL AUDIT:

As Stipulated by Securities and Exchange Board of India (SEBI), a qualified Practicing Company Secretary carries out the Share Capital Audit to reconcile that the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to stock exchanges and is also placed before the board of Directors. No discrepancies were noticed during these audits.

24. ADDRESS FOR CORRESPONDENCE:

For any assistance regarding dematerialization of shares, share transfers, transmissions, change of address, non-receipt of dividend on any other query relating shares, the

investor can write to registrar and Share Transfer Agent (address mentioned above) or please write to:

NICHE TECHNOLOGIES PRIVATE LIMITED

SEBI Reg. No.: INR000003290

Add: No.: 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata-700017 Tel 033-23016761 / 23012518

Email ID: nichetechpl@nichetechpl.com

Website: www.nichetechpl.com

TTI Enterprise Limited

REGISTERED OFFICE:

Room No-822, 8th Floor, 4 Synagogue Street,

Kolkata, Kolkata, West Bengal, India, 700001

E-Mail Id: tti1711@gmail.com

25. DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES:

No such Agreement.

26. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT:

There were no such instances where any shares of the Shareholders are in the demat suspense account or unclaimed suspense account

(a) aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: **No Such instances**

(b) number of shareholders who approached listed entity for transfer of shares from suspense account during the year: **No Such instances**

(c) number of shareholders to whom shares were transferred from suspense account during the year: **No Such instances**

(d) aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: **No Such instances**

(e) that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: **No Such instances.**

27. COMPLIANCE CERTIFICATE WITH CORPORATE GOVERNANCE REQUIREMENTS:

- The certification by the Managing Director and Chief Financial Officer of the Company, in compliance of Regulation 17(8) read with Part B, Schedule II of the SEBI Listing Regulations, is annexed here with as a part of the report.
- CS Prity Bishwakarma, Practising Company Secretary, Proprietor of M/s. Prity Bishwakarma & Co. (A Peer Reviewed Firm) have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Schedule V of the SEBI Listing Regulations and the said certificate is annexed to the Report.
- The Company has received a certificate from CS Prity Bishwakarma, Practising Company Secretary, Proprietor of M/s. Prity Bishwakarma & Co. (A Peer Reviewed

Firm) that none of the Directors on the board of the company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Board/Ministry of Corporate Affairs or any such statutory authority. The Certificate of Company Secretary in practice is annexed herewith as a part of the report.

28. OTHER DISCLOSURES:

- (a) disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large: **There are no materially significant transactions with the related parties that had potential conflict with the interest of the Company. Transactions with related parties as per applicable Indian Accounting Standard have been disclosed in the notes forming part of the Financial Statement.**

The Policy on related party transactions, which provides the criteria for determining the materiality of related party transactions and also the manner of dealing with related party transactions, adopted by the Board in accordance with the provisions of Regulation 23(1) of the Listing Regulations, has been uploaded on the website of the Company, accessible at <https://www.ttienterprises.com/Uploads/20220904180643860RelatedPartyTransactionPOLICYunderCA,2013.pdf>

- (b) As seen on the BSE website TTI Enterprise Limited is SDD non-compliant status - company have received several emails notices for SDD compliances. Company have updated SDD data as on report There was delay in reporting RPT for half year ended 31st March 2025. The details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years: **Refer Annual Secretarial Compliance Report issued by the Practicing Company Secretary for the last three year and the weblink for the same is www.ttienterprises.com**
- (c) details of establishment of vigil mechanism/whistle blower policy, and affirmation that no personnel has been denied access to the audit committee: **The Company has adopted a Whistle Blower Policy/Vigil Mechanism and has established the necessary mechanism for directors/employees to report concerns about unethical behavior. The Policy has been uploaded on website of the Company at the Weblink <https://www.ttienterprises.com/Uploads/20220904180716600VIGILMECHANISMANDWHISTLE-BLOWERPOLICYunderCA,2013.pdf>**
- (d) Disclosure of Commodity Price Risk and Commodity Hedging Activities: **The Company does not trade in commodities. The Commodity price risk and commodity hedging activities are not applicable to the Company. Therefore, the said disclosure is not applicable to the Company**

- (e) details of compliance with mandatory requirements and adoption of the non-mandatory requirements: **The Company complies with all the mandatory requirements of SEBI Listing Regulations, 2015 with regard to Corporate Governance. In addition, Company has adopted the following non-mandatory requirement:**
- **Shareholders rights: The Company has not adopted the practice of sending out half-yearly declaration of financial performance to shareholders. Quarterly / Half yearly / Annual Financial results as approved by the Board is disseminated to Stock Exchange and updated on the Website of the Company and published in the newspapers.**
 - **Modified opinion(s) in audit report: There are no modified opinions in audit report.**
- (f) web link where policy for determining 'material' subsidiaries is disclosed: **Not Applicable as there are no material subsidiaries.**
- (g) web link where policy on dealing with related party transactions: <https://www.ttienterprises.com/Uploads/20220904180643860RelatedPartyTransacti onPOLICYunderCA,2013.pdf>
- (h) disclosure of commodity price risks and commodity hedging activities: **The Company does not trade in commodities. The Commodity price risk and commodity hedging activities are not applicable to the Company. Therefore, the said disclosure is not applicable to the Company.**
- (i) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A): **During the year under review, the Company has not raised any funds through preferential allotment or qualified institutions placement during the year under review.**
- (j) a certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority: **Attached as Annexure.**
- (k) where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof: **During FY 2024-25, there were no instances where the Board had not accepted any recommendation of any committee of the Board.**
- (l) total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part: The details related to fees paid to the statutory auditors are given in the Note No. 18 of the Financial Statement

- (m) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
a. number of complaints filed during the financial year: **NIL**
b. number of complaints disposed of during the financial year: **NIL**
c. number of complaints pending as on end of the financial year: **NIL**
- (n) disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount: **The Company does not have material subsidiary Companies as on reporting date. Hence, the said disclosure is not applicable.**
- (o) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries: **The Company does not have material subsidiary Companies as on reporting date. Hence, the said disclosure is not applicable.**
- (p) Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) above, with reasons thereof shall be disclosed: **No such instances.**
- (q) List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilisation of funds, whether in India or abroad: **Not Applicable.**

For, TTI ENTERPRISE LIMITED

VALATH SREENIVASAN RANGANATHAN
DIRECTOR
DIN: 02786224
DATE: 29TH AUGUST, 2025
PLACE: KOLKATA

SABU THOMAS
MANAGING DIRECTOR
DIN: 08224794

**Declaration Regarding Compliance of Code of Conduct under Securities and
Exchange Board of India (Listing Obligations and Disclosure Requirements)
Regulations, 2015**

Pursuant to provisions of Schedule-V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors and Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the Financial Year, 2024-2025.

For, TTI ENTERPRISE LIMITED

VALATH SREENIVASAN RANGANATHAN
DIRECTOR
DIN: 02786224

SABU THOMAS
MANAGING DIRECTOR
DIN: 08224794

DATE: 29TH AUGUST, 2025
PLACE: KOLKATA

CEO / CFO Certification

We hereby certify that:

- a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2025 and to the best of our knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) They are, to the best of our knowledge and belief; no transactions entered into by the Company during the year ended 31st March, 2025 are fraudulent, illegal or violate any of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee that there are no:
 - i) Significant changes in internal control over financial reporting during the year under reference;
 - ii) Significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - iii) Instances during the year of significant fraud with involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

For, TTI ENTERPRISE LIMITED

NIKHIL KOMBATH MOHANAN
CFO

DATE: 29TH AUGUST, 2025
PLACE: KOLKATA

SABU THOMAS
MANAGING DIRECTOR
DIN: 08224794

**CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE
GOVERNANCE**

**(As per Provisions of Chapter IV of Securities and Exchange Board of India (Listing
Obligations and Disclosure requirements) Regulations, 2015 as amended from
time to time)**

To
The Members
TTI ENTERPRISE LIMITED
Room No-822, 8th Floor,
4 Synagogue Street, Kolkata,
Kolkata, West Bengal, India, 700001

I, CS Prity Bishwakarma, Practising Company Secretary, Proprietor of M/s. Prity Bishwakarma & Co. (A Peer Reviewed Firm), being the Secretarial Auditor of **TTI ENTERPRISE LIMITED** ("Company") have examined all relevant records of the Company for the purpose of certifying compliance of the conditions of Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2025. I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of the above certification.

The compliance of conditions of corporate governance is the responsibility of the management. My examination was carried out in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. My examination was limited to the procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of corporate governance. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

On the basis of my examination of the records produced, explanations and information furnished, I certify that the Company has complied with the mandatory conditions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable and amended from time to time for the financial year ended March 31, 2025.

For, Prity Bishwakarma & Co.
Practising Company Secretary
Sd/-
Prity Bishwakarma
Proprietor
Membership No. A63580
C. P. No. 27227
Peer Review No. 5738/2024
UDIN: A063580G001115356
Date: 29.08.2025
Place: Kolkata

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS (Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members
TTI ENTERPRISE LIMITED
Room No-822, 8th Floor,
4 Synagogue Street, Kolkata,
Kolkata, West Bengal, India, 700001

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **TTI ENTERPRISE LIMITED** (hereinafter called "the Company") having CIN: L67120WB1981PLC033771, produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment
1.	Mr. Valath Sreenivasan Ranganathan	02786224	23-05-2022
2.	Mr. Asir Raja Selvan	07586210	11-08-2022
3.	Ms. Sonal Atal	09308801	23-05-2022
4.	Mr. Sabu Thomas	08224794	28-08-2023

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, Prity Bishwakarma & Co.
Practising Company Secretary
Sd/-
Prity Bishwakarma
Proprietor
Membership No. A63580
C. P. No. 27227
Peer Review No. 5738/2024
UDIN: A063580G001115389
Date: 29.08.2025
Place: Kolkata

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In this Management Discussion and Analysis Report, your directors present a comprehensive overview of the company's performance, achievements and prospects for the financial year ended on 31st March, 2025. This report aims to provide stakeholders with insights into the company's operations, key financial metrics, risk management, opportunities, threats and future outlook.

INDUSTRY OVERVIEW

The NBFC sector in India has undergone a remarkable transformation since its inception, driven by significant growth in segments such as mortgages, consumer finance and MSME finance. This growth is driven by various factors such as a growing middle class, enhanced financial inclusion, digitisation and democratisation of data and positive policy interventions. NBFCs have managed to cater to the diverse needs of borrowers efficiently, considering their vast geographical footprint, understanding of various financial requirements of the people and fast turnaround times.

The sector has leveraged digitisation to offer alternative financing options, especially to MSMEs, which face challenges in obtaining loans from banks. In FY24, MSME-related products constituted around 45% of India's total exports, underscoring their role in establishing the country as a global manufacturing hub. New budgetary measures aim to provide better access to resources to MSMEs. The limits for investment and turnover classification have been increased by 2.5 times and 2 times, respectively. ABCL continues to focus on providing credit support to these MSMEs and being a part of their growth story.

In January 2025, the FIDC submitted a proposal to the Government of India to create a refinance or liquidity facility to boost lending for priority sectors like agriculture and small businesses. The proposal includes raising borrowing limits for priority sector financing and establishing a structured mechanism to ensure smoother and more organised access to funds.

On 25th February 2025, the RBI lowered the risk weights on bank loans to NBFCs and MFIs to stimulate credit flow and lending, reversing an earlier increase in risk weights. This move enhances banks' Tier 1 capital ratio and holds the potential to reduce funding costs for NBFCs.

BUSINESS OVERVIEW

The Company has come out of suspension in the said financial year and was also able to do some business in the said financial year. Going forward the company will try to set up a more robust NBFC business and try to maximize the business potential from the same.

FORWARD LOOKING STATEMENTS

Statements in the Management Discussion and Analysis of financial condition and results of operations of the company describing the company's objectives, expectations or

predictions, market and industry trends, strategic initiatives, technological advancements which may be forward looking within the meaning of applicable securities laws and regulations. Forward looking statements involves risks, uncertainties, assumptions and expectations of future events. These statements are based on current expectations and projection about future events and financial performance which may not necessarily prove accurate. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. Actual results may differ materially from those expressed in the statement.

BUSINESS PERFORMANCE AND SEGMENT REPORTING

The analysis in this section relates to the financial results for the year ended on 31st March, 2025. Significant accounting policies used in the preparation of the financial statements are disclosed in the notes to the Standalone financial statements.

ABOUT THE COMPANY:

TTI Enterprise Limited is a public limited company incorporated on 12 June, 1981 under The Companies Act, 1956. The company is a non-deposit taking Non-Banking Finance Company vide the Reserve Bank of India registration number B.05.02515.

Financial performance & review

Particulars	Standalone	
	FY 2025	Fy 2024
Revenue From operation	28403349	29776314
Other Income	0	0
Expenses	19285616	26913690
Profit Before Tax	9117733	2862624
Profit After Tax	9104445	2264390
EPS (Basis) (In Rs.)	0.36	0.09
EPS (Diluted) (In Rs.)	0.36	0.09

SEGMENT WISE PERFORMANCE

The Company is into single segment reporting.

OUTLOOK

We remain focused on simplifying finance for our customers while leveraging our digital capabilities to drive profitable growth.

RISK MANAGEMENT

Key factor in determining a company's performance is the company's ability to manage the risks in its business/environment effectively. Many risks exist in a company's

operating environment, and they emerge on a regular basis, Viz Currency Risk, Commodity price Risk, Human Resource Risk. Risk management is embedded in the operating framework of your Company. Your Company believes that managing risks helps in maximizing returns. The risk management framework is reviewed periodically by the Board and the Audit Committee. Like any other industry, the retail industry is also exposed to the risk of competition, government policies, fluctuation of commodity prices, natural factors like change in climate etc.

OPPORTUNITIES AND THREATS:

Opportunities:

NBFCs (Non-Banking Financial Companies) have a plethora of opportunities in the financial sector. One of the key advantages of being an NBFC is the ability to cater to specific market segments and offer a diverse range of financial services without the regulatory constraints faced by traditional banks. Some prominent opportunities include venturing into niche financial services, such as micro finance for underserved communities or specialized lending for particular industries. Consumer finance presents a significant opportunity, driven by the rising middle class and increasing demand for personal loans, credit cards, and other consumer credit products. Additionally, there's immense potential in rural and agricultural finance, supporting rural development and reaching unbanked populations. Opportunities for NBFCs lie in niche financial services, consumer finance, rural and agricultural finance, digital transformation, and fintech partnerships. They can capitalize on the growing demand for housing finance and MSME lending, while also exploring trade finance and infrastructure financing. Embracing green finance and offering credit rating and analytics services can further diversify their portfolio. Leveraging digital technologies to enhance customer experience will be crucial in gaining a competitive edge. By staying innovative, NBFCs can tap into underserved markets and meet the evolving financial needs of businesses and individuals.

Threats:

NBFCs face a variety of threats that can impact their financial stability, reputation, and overall operations. Some of the key threats faced by NBFCs include:

- Competition from captive finance companies, small banks, FinTech's and new entrants.
- Inadequate availability of bank finance and an upsurge in borrowing costs.
- Regulatory and compliance related changes in the sector affecting NBFC.
- Sudden change in funding challenges in the availability or cost of funding can impact the liquidity and operations.

RISKS AND CONCERNS:

As with any financial institution, the company faces certain risks that could impact performance. Some of the risks are as follows:

- Credit risk - the potential for borrowers to default on their obligations due to economic downturns or unexpected events.
- Liquidity risk - Ensuring sufficient liquidity to meet obligations and withstand unforeseen liquidity demands.
- Interest rate risks - Vulnerability to fluctuations in interest rates that may affect borrowing costs and interest income.
- Regulatory risk - Adapting to changes in regulatory policies and compliance requirements.
- Information Technology risk - The risk arising as a IT infrastructural failure or data loss/threats causing operational setback and financial losses.

To of mitigate these risks, the Company has framed the risk management policy and the risk management review framework provides complete oversight on various risk management practices and processes to mitigate the risks.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has a well-defined organizational structure, documented policy guidelines, and a defined authority matrix that ensures efficiency of operations, compliance with internal policies and applicable laws and regulations, as well as protection of resources.

The Company believes that a strong internal control system and processes play a critical role in the day-to-day operations of the Company. To this end, the Company has put in place an effective internal control system to synchronize its business processes, operations, financial reporting, fraud control and compliance with extant regulatory guidelines and compliance parameters. Strict internal control and systems are devised as a depiction of the principles of the highest standards of governance.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

The Financial Statements are prepared under the historical cost convention in accordance with Indian generally accepted accounting principles and the provisions of the Companies Act, 2013. All Income and Expenditure having a material bearing on the Financial Statements are recognized on accrual basis. The Management has taken utmost care for the integrity and the objectivity of these Financial Statements, as well as for various estimates and Judgments used therein.

Subsidiaries

The Company has no subsidiary as on 31st March, 2025.

Material Developments in Human Resources and Industrial Relations Front:

Company takes pride in the commitment, competence and dedication shown by its employees in all areas of business. Your directors wish to convey their gratitude and place on record their appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year. Industrial relations were cordial throughout the year.

Details Of Significant Changes (i.e. Change of 25% or more as compared to the immediately previous financial year) in key financial ratios. The Company has identified the following ratios as key financial ratios:

Ratio's	Numer ator	Denomi nator	Year ended 31.03. 2025	Year ended 31.03. 2024	% Cha nge	Rea son for cha nge in rati o mor e tha n 25 %
<u>P&L Ratios:</u>						
1. Net profit ratio	91,04,445	2,84,03,349	32.05	7.60	24.45	-
2. Interest coverage ratio (in times)	7,69,497	2,84,03,349	2.71	1.89	0.82	-
3. Earnings per share	91,04,445	2,54,04,422	0.36	0.09	0.27	-
<u>Balance sheet ratios:</u>						
1. Current ratio	6,38,85,493	1,40,00,742	4.56	4.74	0.18	-
2. Quick ratio	8,85,493	1,40,00,742	0.06	0.17	0.11	-
3. Return on equity ratio	91,04,445	27,68,21,564	0.03	0.01	0.02	-
4. Trade receivables to turnover ratio (No of days)	-	-	-	-	-	-
5. Trade payables to turnover (No of days)	-	-	-	-	-	-
6. Net capital turnover ratio	27,68,21,564	2,84,03,349	9.75	8.99	0.76	-
7. Return on capital employed ratio	9,88,7230	4,98,84,751	0.20	0.07	0.13	-

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8. Inventory Turnover	6,30,00,000	2,84,03,349	2.22	2.12	-0.1	-
9. Debt Equity Ratio	1,02,31,065	27,68,21,564	0.04	0.05	0.01	-
10. Operating Profit Margin (%)	2,84,03,349	2,84,03,349	1	0.43	-0.57	-

COMPLIANCE:

The Compliance department of the company ensure strict observance of all statutory and regulatory requirements for the company. The Compliance Department of the Company continues to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by different regulators, the Company's Board of Directors and the Company's Compliance Policy.

By has complying with the provisions of the SEBI Listing Regulations, the Company an optimum combination of executive and non-executive directors with a woman independent director. The Different Committees of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

CAUTIONARY STATEMENT:

Investors and stakeholders are cautioned that the statements in this management discussion and analysis report are subject to various risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements. and Risks and uncertainties that could adversely impact future results include, but are not limited to market conditions, competitive landscape, regulatory changes, technological advancements, currency and interest rate, credit liquidity risks, environmental and social risks, etc. The company undertakes no obligation to update or revise any forward-looking statements to reflect new information, future events, or changes in circumstances, except as required by law. This report should be read in conjunction with the financial statements included herein and the notes thereto.

For, TTI ENTERPRISE LIMITED

VALATH SREENIVASAN RANGANATHAN
DIRECTOR
DIN: 02786224

SABU THOMAS
MANAGING DIRECTOR
DIN: 08224794

DATE: 29TH AUGUST, 2025
PLACE: KOLKATA

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

(Pursuant to section 204(1) of the Companies Act, 2013 and the Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members
TTI ENTERPRISE LIMITED
CIN: L67120WB1981PLC033771
Registered Office: Room No-822, 8th Floor,
4 Synagogue Street, Kolkata, West Bengal, India, 700001.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TTI ENTERPRISE LIMITED** (hereinafter called “the Company”) pursuant to the applicability of Section 204(1) of the Companies Act, 2013 read with rule 9(1)(c) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and representations made by the management of the company, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended **March 31, 2025 ('Relevant Audit Period')**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **TTI ENTERPRISE LIMITED** (“the company”) for the financial year ended March 31, 2025 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- iv. Provisions of the Foreign Exchange Management Act, 1999 (FEMA) and the rules and Regulations made thereunder to the extent of External Commercial Borrowings were not attracted to the company under the Audit period.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - b) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018; **[Not applicable to the company during the Audit Period]**
 - c) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - d) SEBI (Buyback of Securities) Regulations, 2018; **[Not applicable to the company during the Audit Period]**
 - e) SEBI (Share Based Employee Benefits and Sweat Equity) Regulations 2014; **[Not applicable to the company during the Audit Period]**
 - f) SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **[Not applicable to the company during the Audit Period].**

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- g) SEBI (Prohibition of Insider Trading) Regulations, 2015;
h) SEBI (Depositories and Participants) Regulations, 2018;
- i) SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
j) SEBI (Delisting of Equity Shares) Regulations, 2021 and circulars/ guidelines issued thereunder **[Not applicable to the company during the Audit Period]**.

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): -

S no	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken By BSE	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	Charged Fine of Rs. 5900 and several communications sent for asking reasons of delayed submission	Late Submission and No reply for delayed submission	Rs.5 900/-	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	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	Charged 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	Regulation 27	Late Submission	Mail received for delayed submission	Late submission	----	Late Submission with discrepancies	Late Submission with discrepancies	
5	Delayed submission corporate governance	Regulation 27	Late Submission	mail received	Late Submission	----	Late Submission	Late Submission	

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	report for 31 st March, 2025								
5	Discrepancy in Shareholding Pattern	Regulation 31	Discrepancy	mail received	Discrepancy: 1. 1. Difference of A, B, C OR Grand total is more than 5. Total of A in current quarter is 10000243 and in previous quarter is 15808461. Total of B in current quarter is 15404179 and in previous quarter is 9595961. Grand Total in current quarter is 25404422 and in previous quarter is	----	Reply pending	Reply pending	

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					254044 22. 2. Differen ce in percent age of A B OR C2 is more than 5 in Promot er group (Catego ry : Indian(I ndividu als/Hin du undivid ed Family)) VALATH SREENI VASAN RANGA NATHA N				
6	Non -Compliance of 3(5) & 3(6) SEBI (Prohibition of Insider Trading)	3(5) & 3(6) SEBI (Prohibiti on of Insider Trading)	Non- Compli ance	Company have received several notices from BSE regarding updating of SDD complianc e status and submissio n of SDD complianc e certificate, as on date of report company is SDD non compliant status	Non - Mainten ance	----	Non - Maintenan ce	Non - Mainten ance	

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7	Reconciliation of Share Capital Audit Report for 30 th June, 2024 and 31 st December, 2024	Reg 76	Non Submission	Company have received query from BSE	Non Submission within time	----	Late Submission	Late Submission	
8	Regulation 74(5) for 31 st March, 2025	Regulation 74(5)	Delay Submission	Company have received mail from BSE	Delay Submission	---	Late Submission	Late Submission	

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.

I have also examined compliance with the applicable clauses of the following:

- i. The Listing Agreements entered into by the Company with Stock Exchanges
- ii. Secretarial Standards (SS-1 & SS-2) issued by the Institute of Company Secretaries of India;

the following Non compliances observed

1. Company have received several notices from BSE regarding updating of SDD compliance status and submission.
2. Company have not uploaded all intimations on time and few intimations have not been given.
3. It is noted that while several forms have been submitted on delay, there are still some that remain pending including Annual Filing.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

I further report that; as represented by the Company and relied upon by me there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the Company has not passed any Board & Special Resolutions which may have major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

I further report that during the audit period; there were no instances of:

1. Public/Preferential Issue of securities;
2. Redemption/Buy Back of Securities;

3. Foreign technical Collaborations
4. Right Issue of Equity Shares

I further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, Accounting Standards etc. has not been reviewed in this Audit, since the same is subject to review by designated professional/s during the course of statutory financial audit.

I further report that during the audit period there were no specific events/actions having a major bearing on Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc.

I further state that my report of even date is to be read along with "Annexure – A" appended hereto.

for, **Prity Bishwakarma & Co.**
(Peer Reviewed Firm)

Sd/-

Prity Bishwakarma

Proprietor

Practising Company Secretary

Membership No. A63580

C. P. No. 27227

Peer Review No. 5738/2024

UDIN: **A063580G001115334**

Date: 29.08.2025

Place: Kolkata

Note: This report is to be read with our letter of even date which is annexed as Annexure 'A' and forms an integral part of this report.

Annexure – A

To,
The Members
TTI ENTERPRISE LIMITED
Registered Office: Room No-822, 8th Floor,
4 Synagogue Street, Kolkata West Bengal, India, 700001.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

for, **Prity Bishwakarma & Co.**
(Peer Reviewed Firm)

Sd/-

Prity Bishwakarma

Proprietor

Practising Company Secretary

Membership No. A63580

C. P. No. 27227

Peer Review No. 5738/2024

UDIN: **A063580G001115334**

Date: 29.08.2025

Place: Kolkata

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.

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 31st 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 **31st 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. no	Compliance Requirement (Regulations / circulars/ guidelines)	Regulation / Circular No.	Devi a tions	Actio n Take n By BSE	Details of Violati on	Fin e Am o unt	Obser v ations / Rema rks o f the Practi cing Comp a ny Secret ary	Manag ement Respo nse	Re ma rks

	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	---- -

					Total	17,700			
3	Delayed Submission of Shareholding Pattern N	Regulation 31	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	Regulation 27	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):

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 / deviation 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
---	-----	-----	NIL	-----	-----	-----

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.	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	None
2.	Adoption and timely updating of the Policies: All applicable policies under SEBI Regulations are adopted with the approval of board of	YES	None

	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	None
3.	Maintenance and disclosures on Website: - The Listed entity is maintaining a functional website - 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	No No No	As the company has not maintained active website – unable to check and comment on the same the weblink is www.ttenterprises.com None
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.	No	I have not received declarations from any of the Directors
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	Not Applicable	Not Applicable as the company does not have any 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	Yes	Have not personally verified / or visited registered office and have relied on undertaking given by management in this

	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.	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	As informed by management, since performance evaluation report is confidential, hence the same was not reviewed by me.
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.	No No	None
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	Company have not uploaded all intimations on time and few intimations have not been given
10.	Prohibition of Insider Trading: 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

	Regulations, 2015.		of SDD compliance certificate. As on date of report company is SDD non compliant status as reflected on BSEINDIA page
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 issued thereunder except as provided under separate paragraph herein (**). The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last	YES	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. 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

	column.		delayed submission which was have not replied as on date of the report. Also Company have received several Advisory letters related to KMP and Statutory Auditors asking explanation of delayed intimation of Resignation of CS and CFO. Also company have received mail from BSE indicating discrepancies 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.	Resignation of statutory auditors from the listed entity or its material subsidiaries: 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.	NA	Not Applicable
13.	Additional non-compliances, if any: Few non-compliance observed for any SEBI regulation/circular/guidance note etc.	No	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/-. Company have received mails for discrepancies in SHP and CGR for 31 st March 2025 quarter. Payal Bafna Independent Director have resigned with effect from 10/09/2024
--	--	---

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

Sd/-

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.

Independent Auditor's Report on the Audit of Standalone Financial Results

To
The Board of Directors of
TTI ENTERPRISE LIMITED

Report on the audit of the Standalone Financial Results

Opinion

1. We have audited the accompanying standalone financial results of **TTI ENTERPRISE LIMITED** (hereinafter referred to as "the Company") for the year ended March 31, 2025, attached herewith, the Standalone Statement of Assets and Liabilities as on that date and the Standalone Statement of Cash Flows for the year ended on that date (the "Standalone Financial Results") which are included in the accompanying 'Statement of unaudited/audited Standalone financial results for the Quarter and Financial year ended March 31, 2025' (the "Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 and Regulation 52 read with Regulation 63 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. In our opinion and to the best of our information and according to the explanations given to us, the Standalone Financial Results:
 - (i) are presented in accordance with the requirements of Regulation 33 and Regulation 52 read with Regulation 63 of the Listing Regulations; and
 - (ii) give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards prescribed under Section 133 of the Companies Act, 2013 (the "Act") read with relevant rules issued thereunder, the circulars, guidelines and directions issued by the Reserve Bank of India (RBI) Guidelines ("RBI Guidelines") and other accounting principles generally accepted in India, of the net profit and other comprehensive income and other financial information for the year ended March 31, 2025, and also the Standalone Statement of Assets and Liabilities as at March 31, 2025 and the Standalone Statement of Cash Flows for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013 (the "Act") and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ("ICAI"). Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Results' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the ICAI together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Board of Directors' Responsibilities for the Standalone Financial Results

4. These Standalone Financial Results have been prepared on the basis of the Standalone annual audited financial statements. The Company's Board of Directors are responsible for the preparation and presentation of these Standalone Financial Results that give a true and fair view of the net profit and other comprehensive income and other financial information, the Standalone Statement of Assets and Liabilities and the Standalone Statement of Cash Flows in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder, the RBI Guidelines and other accounting principles generally accepted in India and in compliance with Regulation 33 and Regulation 52 read with Regulation 63 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Results that give a true and fair view and are free from material misstatement, whether due to fraud or error.
5. In preparing the Standalone Financial Results, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
6. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

7. Our objectives are to obtain reasonable assurance about whether the Standalone Financial Results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Results.
8. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the Standalone Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Standalone financial statements in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
 - Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to

the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Standalone Financial Results, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.
9. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
10. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matters

11. The Standalone Financial Results include the results for the quarter ended March 31, 2025 being the balancing figures between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

Our opinion on the Standalone Financial Results is not modified in respect of above matters.

For MARK & Co.

Chartered Accountant

Firm Registration No. 142902W

Rahul Lodha

Partner

Membership No. 148787

Place: Mumbai

Date: 21.05.2025

UDIN: 25148787BMIBYL7403

TTI ENTERPRISE LIMITED
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TTI ENTERPRISE LIMITED

BALANCE SHEET AS AT 31ST MARCH 2025

		(Rs. In Lakhs)	
I. ASSETS	Note	31.03.2025	31.03.2024
		Amount (')	Amount (')
(1) Non-current Assets			
(a) Property, plant and equipment	2	0.19	0.52
(b) Other Intangible Assets			
(2) Financial Assets			
Non Current Assets			
Investments			
Loans	3	2,233.99	2,141.73
Other Financial Assets	4	0.05	0.05
Current Assets			
Inventories (Stock in Trade)	5	630.00	630.00
Cash & Cash Equivalent	6	8.04	23.68
Other Bank Balances	7	0.82	-
		2,873.09	2,795.99
(2) Non Financial Assets (Current)			
Current Tax Assets (Net)	8	35.37	19.36
Deferred Tax Assets (Net)		0.16	0.23
		35.54	19.59
TOTAL		2,908.62	2,815.57

II. EQUITY & LIABILITIES

(1) Shareholder's Funds :			
Equity Share Capital	9	2,540.44	2,540.44
Other Equity	10	227.77	136.73
		2,768.22	2,677.17
(2) Provisions (Non Current)			
Provision for Standard Assets	11	0.40	0.40
(3) Financial Liabilities (Current)			
(i) Trade Payables	12	16.96	0.48
(ii) Other Financial liabilities	13	20.74	3.36
(iii) Borrowings	14	102.31	134.16
(4) Non Financial Liabilities (Current)			
Deferred Tax Liabilities		-	-
TOTAL		2,908.62	2,815.57

**Significant Accounting Policies &
Notes to Financial Statements**

1-24

In terms of our report attached
For **MARK & Co.**
Chartered Accountants
Firm No. 142902W

For and on behalf of the Board of Directors

Sabu Thomas
Director
DIN: 08224794

Valath Sreenivasan Ranganathan
Director
DIN:00049230

(Rahul Lodha)
Partner
CP No:148787
UDIN: 25148787BMIBYL7403
Place : Mumbai
Date : 21st May, 2025

Chandra Prakash Singh
Company Secretary

TTI ENTERPRISE LIMITED
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TTI ENTERPRISE LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2025

PARTICULARS	Note	(Rs. in Lakhs)	
		31.03.2025 Amount (')	31.03.2024 Amount (')
Revenue from Operations			
(a) Sale of Shares / Units of Mutual Funds	14	-	91.25
(b) Interest Income	15	284.03	206.51
(c) Dividend Income		-	-
(d) Other operating Revenue		-	-
(e) Net Gain on Fair Value Changes	16	-	-
Total Revenue form Operations		284.03	297.76
Other Income		-	-
Misc. Income		-	-
1 Total Income		284.03	297.76
Expenses			
(a) Purchases of Stock in Trade		-	-
(b) Changes in Stock in Trade	17	-	170.00
(c) Employee Benefits Expense	18	49.64	9.30
(d) Depreciation & Amortisation	2	0.33	0.89
(e) Administrative and Other expenses	19	76.98	88.91
(f) Bad Debts Written Off		65.90	0.03
(g) Provision for Debts (I Tax-Spl Reserve)		-	-
(h) Provision for Doubtful Debts		-	-
2 Total Expenses		192.86	269.14
3 Profit /(Loss) before tax (1-2)		91.18	28.63
4 Tax Expense:			
(a) Current Tax Expense for the year		-	5.75
(b) Deferred Tax (Assets) / Liabilities		0.06	0.03
(c) Tax Adjustments for earlier years		0.07	0.20
Net tax expense		0.13	5.98
5 Profit /(Loss) For the year from Continuing Operations		91.04	22.64
Total Comprehensive Income		91.04	22.64
6 Earning Per Share (of ` 10/- each)		0.36	0.09
Basic & Diluted for all opeartions	19		
Significant Accounting Policies & Notes to Financial Statements	1-24		

In terms of our report attached
For MARK & Co.

Chartered Accountants
Firm No. 142902W

For and on behalf of the Board of Directors

Sabu Thomas
Director
DIN: 08224794

Valath Sreenivasan Ranganathan
Director
DIN:00049230

(Rahul Lodha)

Partner
CP No:148787
UDIN: 25148787BMIBYL7403
Place : Mumbai
Date : 21st May, 2025

Chandra Prakash Singh
Company Secretary

TTI ENTERPRISE LIMITED
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TTI ENTERPRISE LIMITED

NON-CURRENT ASSETS

NOTE 2 : PROPERTY, PLANT & EQUIPMENTS

Particulars	Software	Laptop	Total
Gross Block			
As on 01/04/2024	0.60	3.24	3.84
Additions/ Adjustment	-	-	-
As on 31/03/2025	0.60	3.24	3.84
Accumulated Depreciation			
As on 01/04/2024	0.52	2.80	3.32
For the half year 2024-25	0.05	0.28	0.33
As on 31/03/2025	0.57	3.07	3.64
Net Block as on 31/03/2024	0.08	0.44	0.52
Net Block as on 31/03/2025	0.03	0.16	0.19

TTI ENTERPRISE LIMITED
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TTI ENTERPRISE LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2025

	<u>31.03.2025</u> Amount (')	<u>31.03.2024</u> Amount (')
A. Equity Share Capital		
Balance at the beginning of the reporting year	2,540.44	2,540.44
Changes in Equity Share Capital during the year	-	-
Balance at the end of the reporting year	<u>2,540.44</u>	<u>2,540.44</u>
(There are no errors in Equity Share Capital in the prior periods thus no changes required)		

	Amount (')					
	Statutory Reserves U/s 45 IC of RBI Act	Special Reserve U/s 36 (1) (viii) of Income Tax Act	Capital reserves	General Reserves	Retained Earnings	Total
Balance at on 01.04.24	22.38	4.30	7.25	10.00	92.80	136.73
Total Comprehensive Income for the Year					91.04	91.04
Transfer to Statutory Reserves (RBI)						-
Transfer to Special Reserves (Income Tax)						-
Balance as on 31.03.2025	22.38	4.30	7.25	10.00	183.84	227.77
Balance as on 01.04.2023	22.38	4.30	7.25	10.00	70.15	114.09
Total Comprehensive Income for the Year					22.64	22.64
Transfer to Statutory Reserves (RBI)						-
Transfer to Special Reserves (Income Tax)		-				-
Balance as on 31.03.24	22.38	4.30	7.25	10.00	92.80	136.73

Significant Accounting Policies & Notes to Financial Statements 1- 24

In terms of our report attached

For MARK & Co.

Chartered Accountants

Firm No. 142902W

(Rahul Lodha)

Partner

CP No:148787

UDIN: 25148787BMIBYL7403

Place : Mumbai

Date : 21st May, 2025

For and on behalf of the Board of Directors

SABU THOMAS

Director

DIN: 08224794

VALATH SREENIVASAN RANGANATHAN

Director

DIN:00049230

Chandra Prakash Singh
Company Secretary

TTI ENTERPRISE LIMITED
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TTI ENTERPRISE LIMITED

Financial Year 2024-25

Income Tax & Provision for Taxation

Particulars	31.03.2025	31.03.2024
Income Tax Paid AY 2012-13	-	-
Income Tax Paid AY 2012-13 (Nirja)	2.14	2.14
TDS AY 2022-23 & Adv IT	-	-
TDS AY 2024-24 & Adv IT	4.21	4.21
TDS AY 2024-25 & Adv IT	6.81	18.76
TDS AY 2025-26 & Adv IT	22.22	-
	35.37	25.11
Less: Provision for Taxation AY 24-25	-	5.75
	-	5.75
	35.37	19.36

31.03.2025

31.03.2024

Details of Administrative Expenses

AGM Expenses

Annual fees	0.80	0.10
Bank Charges	0.03	0.08
Business promotion	4.87	6.20
D P Charges		
GST Exp	1.62	16.10
Interest On Late Fees		
Legal Expenses		
Loan Interest Exp	7.69	5.62
Membership Fees		
Miscellaneous Expenses		
Office Maintenance	2.16	0.07
Other Charges Sale		
Processing Fees	0.40	0.40
ROC Fees	0.04	
RTA Fees	0.29	0.06

TTI ENTERPRISE LIMITED
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Penalty Charges	1.64	
SERVICE CHARGES		
Settlement Fees		
Web Designing Epenses / Website Expesnse		0.08
	19.55	28.71

TTI ENTERPRISE LIMITED
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TTI ENTERPRISE LIMITED

Financial Year 2024-25

(Rs. In Lakhs)

Notes to Financial Statements Continued.....

	31.03.2025	31.03.2024
	Amount (')	Amount (')
Note 4 : Loans		
<u>Loans at Amortised Cost</u>		
Loans Repayable on Demand - Gross	2,233.99	2,141.73
Less: Impairment Loss Allowance	-	-
<u>Net Loans</u>	<u>2,233.99</u>	<u>2,141.73</u>
 <u>Unsecured Loans in India to others</u>	 2,233.99	 2,141.73
Less: Impairment Loss Allowance	-	-
Net Unsecured Loans in India to Others	<u><u>2,233.99</u></u>	<u><u>2,141.73</u></u>
 Note 5 : Other Financial Assets		
GST Paid Recoverable	-	-
Other Receivables	-	-
Security Deposit (CDSL)	0.05	0.05
Santoshkumar KamleshChand	-	-
Bloom Enterprises	-	-
	<u>0.05</u>	<u>0.05</u>
 Note 6 : Cash & Cash Equivalents		
(a) Cash in hand	2.95	2.92
<i>(As Certified by the Management)</i>		
(b) Balances with banks		
In current accounts		
Kotak Mahindra Bank	5.05	4.66
Dhanlaxmi Bank Ltd	0.04	16.10
	<u>8.04</u>	<u>23.68</u>
 Note 7 : Other Bank Balances		
Deposits with Residual Maturity of less than 12 months (Along with Accrued Interest)	0.82	-
	<u>0.82</u>	<u>-</u>
 Note 8 : Current Tax Assets		
Income Tax Refundable (Net of Provisions)	35.37	19.36
	<u>35.37</u>	<u>19.36</u>
 Note 9 : Share Capital		
<u>(a) Authorised Share Capital</u>	<u>No. of Shares</u>	
	25,500,000	<u>2,550.00</u>
	(of ` 10/- each)	
 <u>(b) Issued Subscribed & Fully Paid up Share Capital</u>	 25,404,422	 2,540.44
	(of ` 10/- each)	
	<u>2,540.44</u>	<u>2,540.44</u>

- a. The Company has just one class of Equity shares having par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per equity share. All shares issued carry equal rights with respect to payment of Dividend and repayment of capital. There are no restrictions attached to any of the shares
- b. In the event of Liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

TTI ENTERPRISE LIMITED
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TTI ENTERPRISE LIMITED
Financial Year 2024-25

Notes to Financial Statements Continued.....

31.03.2025
Amount (₹)

31.03.2024
Amount (₹)

Note 9(a): Reconciliation of Equity Share Outstanding at the beginning and at the end of the year

Equity Shares	As on 31st March,2025	
<i>Issued Subscribed and and Fully Paid up</i>	No. of Shares	Amount (₹)
At the beginning of the year	254.04	2,540.44
At the end of the year	254.04	2,540.44

As on 31st March,2024	
No. of Shares	Amount (₹)
254.04	2,540.44
254.04	2,540.44

Note 9(b): Details of Shares held by each shareholder holding more than 5% shares.

Class of Shares / Name of Shareholder	As on 31st March,2025	
	<i>No. of Shares held</i>	<i>% holding in that class of share</i>
Equity Shares with Voting rights		
Kalarikkal Chandrashekharan Bindu	27.34	10.76
Kanakavally Prathapan	25.04	9.86
Valath Sreenivasan Ranganathan	37.93	14.93
Real One Multitrade India	57.96	22.82

As on 31st March,2024	
<i>No. of Shares held</i>	<i>% holding in that class of share</i>
37.93	14.93
37.54	14.78
72.93	28.71
-	-

Note:9 (c) Details of Shareholdings of the Promoters

SL No.	Class of Shares / Name of Promoter	As on 31st March,2025			As on 31st March,2024	
		<i>No. of Shares held</i>	<i>% holding in that class of share</i>		<i>No. of Shares held</i>	<i>% holding in that class of share</i>
	Equity Shares with Voting rights			% change during the Year		
1	Kalarikkal Chandrashekharan Bindu	27.34	10.76	(4.17)	37.93	14.93
2	Kanakavally Prathapan	25.04	9.86	(4.92)	37.54	14.78
3	Mridula Mukundan	0.40	0.16	-	0.40	0.16
4	Valath Sreenivasan Ranganathan	37.93	14.93	(13.78)	72.93	28.71
5	Vasanthy Ranganathan	9.24	3.64	-	9.24	3.64
6	Venugopalan Sujith	0.06	0.02	-	0.06	0.02

Note 10 : Other Equity

(a) Capital Reserve	7.25	7.25
(b) General Reserves	10.00	10.00
(c) Statutory Reserves (Sec 45-IC of RBI Act)	22.38	22.38
(d) Special Reserves (Sec 36 (i) (viii) of the Income TaxI Act)	4.30	4.30
(e) Retained Earnings	183.84	92.80
	227.77	136.73

Statutory Reserves - Every Year, the Company transfers a sum of not less than 20% of net profits of that year as disclosed in the statement of profit and loss to its Statutory Reserves pursuant to Section 45-IC of the RBI Act, 1934. As per the above Section, no appropriation of any sum from the reserve fund shall be made by the company except for the purpose as may be specified by the RBI from time to time.

Special Reserves - Funds transferred to Special Reserves upto 5% of Total Taxable Income of the Company.

TTI ENTERPRISE LIMITED
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TTI ENTERPRISE LIMITED
Financial Year 2024-25

Notes to Financial Statements Continued.....

	31.03.2025	31.03.2024
	Amount (₹)	Amount (₹)

Note 11 : Short Term Provisions

Contingent Provision for Std. Assets (0.40%)	0.40	0.40
	0.40	0.40

The Company makes provision against standards assets @ 0.25% as per RBI Prudential Norms. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. However, the provisions made against Standard Assets once created is not written back until and unless the management is of the view that the provisions made are far in excess of the requirements as per prudential norms. Provisions for Non Performing Assets is made as per Prudential Norms of RBI

Short Term Loans and Advances are unsecured , considered good by the management except as otherwise disclosed and provided for.

Note 12 : Trade Payable

(i) Trade Payables - Others	16.96	0.48
	16.96	0.48

The Company does not have any payable to Mico Small and Medium Enterprises as on 31.03.22

All payables are undisputed and are outstanding for a period of less than 1 year.

Note 13 : Other Financial Liabilities

(i) Audit Fees Payable	0.68	1.13
(ii) GST Payable	-	0.59
(iii) TDS Payable	7.61	0.90
(iii) Other Liabilities	12.45	0.75
	20.74	3.36

The Company does not have any payable to Mico Small and Medium Enterprises as on 31.03.22

All payables are undisputed and are outstanding for a period of less than 1 year.

Note 14 : Borrowings

DealSky Ventures Pvt Ltd	-	7.08
Trupearl Ventures Pvt Ltd	16.64	127.07
Ranganathan V S	85.67	
	102.31	134.16

Note 14 : Interest Income

Interest on Loans	283.97	204.62
Interest from REIT	-	0.24
Interest on IT Refund	0.05	-
Interest on Deposits with Bank	0.02	1.65
	284.03	206.51

Note 15 : Net Gain on Fair Value Changes

Net Gain on Investments at Fair Value Through Profit & Loss Account (FVTPL)	-	-
	-	-
<u>Fair Value Changes</u>		
Realised	-	-
Unrealised	-	-
Total Net gain on Fair Value Changes	-	-

Note 14 : Other Income

Interest on IT Refund	-	-
Short Term Capital Gain	-	-
	-	-

Note 16 : Changes In Stock In Trade

Inventories at the end of the year	630.00	630.00
Inventories at the beginning of the year	630.00	800.00
Net (increase)/ decrease	-	170.00

Note 17 : Employee Benefit Expense

(a) Salary Paid	14.08	2.40
(b) Salary Payment to Directors	32.40	6.90
(c) Staff Welfare Expenses	3.16	-
	49.64	9.30

TTI ENTERPRISE LIMITED
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TTI ENTERPRISE LIMITED
Financial Year 2024-25

Notes to Financial Statements Continued.....

	<u>31.03.2025</u>	<u>31.03.2024</u>
	Amount (')	Amount (')
<u>Note 18 : Administrative & Other Expenses</u>		
Depository Charges	0.75	0.88
Listing Fees	3.25	3.65
Payment to Directors		
For Sitting Fees	0.60	0.60
Payment to Auditors		
For Statutory Audit	1.50	1.50
Legal and professional charges	9.91	11.72
STT	-	-
Rent, taxes and energy costs	3.00	3.00
Repairs and maintenance	22.45	36.02
Communication Costs	-	-
Printing and stationery	1.12	-
Advertisement and publicity	-	2.14
Filing Fees	-	0.07
Travelling Expenses	14.86	0.63
Other Administrative Expenses	19.55	28.71
	<u>76.98</u>	<u>88.91</u>

TTI ENTERPRISE LIMITED
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TTI ENTERPRISE LIMITED

Financial year 2024-25

Notes to Financial Statements Continued.....

Note 20: Related Party Disclosures

Related party disclosures, as stipulated by A S-18 "Related Party Disclosures", issued by ICAI, are given below:

i) Key Management Personnel:

Sabu Thomas, Chairman and Executive Director
Ranganathan V S, Executive Director
Asir Raja Selvan, Non - Executive and Independent Director
Payal Bafna, Non - Executive and Independent Director*
Sonal Atal, Non - Executive and Independent Director
Chandra Prakash Singh, Company Secretary
Nikhil Khombat Mohanan, CFO

ii) Enterprises in which KMP and their relatives have Significant Influence

Melker Premium LLP

Transactions with Related Parties:

Name of the Party and nature of relationship	Nature of Transaction	For the year ended 31.03.2025		For the year ended 31.03.2024	
		Amount	Balance Outstanding as on 31.03.2025	Amount	Balance Outstanding as on 31.03.2024
KMP					
Asir Raja Selvan	Sitting Fees	60,000	105,000	60,000	45,000
Sonal Atal	Remuneration	120,000	90,000	120,000	-
Sabu Thomas	Remuneration	600,000	585,000	315,000	45,000
Payal Bafna	Remuneration	120,000	-	120,000	-
Jagruiti Suhalkar	Salary	30,000	20,000	120,000	30,000
Chandra Prakash Singh	Salary	178,226	178,226	-	-
Ranganathan V S	Remuneration	2,400,000	8,567,172	-	-
Ranganathan V S	Loan Interest	113,000	8,567,172	-	-
Enterprises in which KMP and their relatives have Significant Influence					
Melker Premium LLP	Loan Interest	2,050,257	13,416,180	55,463	3,099,157

* Payal Bafna resigned w.e from 01.10.2024

TTI ENTERPRISE LIMITED
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TTI ENTERPRISE LIMITED

Financial Year 2022-23

Annexure I

SCHEDULE TO THE BALANCE SHEET OF A NON BANKING FINANCIAL COMPANY AS REQUIRED IN TERMS OF PARAGRAPH 19 OF MASTER DIRECTIONS- NON BANKING FINANCIAL COMPANY- NON SYSTEMICALLY IMPORTANT NON-DEPOSIT TAKING COMPANY (RESERVE BANK) DIRECTIONS, 2016

Amount in `

Sl.No	PARTICULARS	Amount out-standing	Amount overdue
	Liabilities Side		
1	Loans and advances availed by the NBFCs inclusive of Interest accrued thereon but not paid :		
	a) Debentures, secured	NIL	NIL
	Unsecured, (other than falling within the meaning of public deposits)		
	b) Deferred Credits	NIL	NIL
	c) Term Loans	NIL	NIL
	d) Inter - corporate loans and borrowing	NIL	NIL
	e) Commercial Paper	NIL	NIL
	f) Public Deposits	NIL	NIL
	g) Other Loans (specify nature)	NIL	NIL
2	Break - up of (1) (f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid) :		
	a) In the form of Unsecured debentures	NIL	NIL
	b) In the form of partly secured debentures, i.e. debentures where there is a shortfall in the value of security	NIL	NIL
	c) Other public deposits	NIL	NIL
	Assets side :	Amount Outstanding	
3	Break - up of loans and advances including bills receivables [other than those included in (4) below]		
	a) Secured		NIL
	b) Unsecured		2,234
4	Break - up of leased Assets and stock on hire and Hypothecation loans counting towards EL/HP activities		
	I) Lease assets including lease rentals under sundry debtors :		
	a) Financial lease		NIL
	b) Operating lease		NIL
	II) Stock on hire including hire charges under sundry debtors :		
	a) Assets on hire		NIL
	b) Repossessed Assets		NIL
	III) Hypothecation loans counting towards EL/HP activities		
	a) Loans where assets have been repossessed		NIL
	b) Loans other than (a) above		NIL
5	Break - up of Investment :		
	Current Investments :		
	A) Quoted :		
	I) Shares :		
	a) Equity		NIL
	b) Preference		NIL
	II) Debentures and Bonds		NIL
	III) Unit of Mutual funds		NIL
	IV) Government Securities		NIL
	V) Others Stock in Trade		
	B) Unquoted :		
	I) Shares		
	a) Equity		NIL
	b) Preference		NIL
	II) Debentures and Bonds		NIL
	III) Unit of Mutual funds		#REF!
	IV) Government Securities		NIL
			630

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TTI ENTERPRISE LIMITED

Financial Year 2022-23

		Amount in `
Sl.No		Amount Outstanding
	Long - Term investments :	
	1 Quoted :	
	I) Shares :	
	a) Equity	NIL
	b) Preference	NIL
	II) Debentures and Bonds	NIL
	III) Units of Mutual funds	NIL
	IV) Government Securities	NIL
	V) Others (please specify)	NIL
	2 Unquoted :	
	I) Shares :	
	a) Equity	NIL
	b) Preference	NIL
	II) Debentures and Bonds	NIL
	III) Units of Mutual funds	NIL
	IV) Government Securities	NIL
	V) Others (please specify)	NIL
6	Borrower group - wise classification of all leased assets , stock -on -hire and loans and advances :	
	Category	Amount net of provisions
		Secured Unsecured Total
	1 Related Parties	
	a) Subsidiaries	NIL NIL NIL
	b) Companies in the same Group	NIL NIL NIL
	c) Other related parties	NIL NIL NIL
	2 Other than related parties	NIL 2,234 2,234
	Total	- 2,234 2,234
7	Investor group -wise classification of all investments (current and long - term) in shares and securities (both quoted and unquoted) :	
	Category	Market Value/ Break up or fair value or NAV Book Value (Net of Provisions)
	1 Related Parties	
	a) Subsidiaries	NIL NIL
	b) Companies in the same group	NIL NIL
	c) Other than related parties	NIL NIL
	2 Other than related parties	#REF! #REF!
	Total	#REF! #REF!
8	Other Information	
	Particulars	Amount `
	I) Gross Non - performing Assets	
	a) Related parties	NIL
	b) Other than related parties	15,260,000
	II) Net Non - Performing Assets	
	a) Related Parties	NIL
	b) Other than related parties	15,260,000
	III) Assets acquired in satisfaction of debt	NIL

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Cash Flow Statement for the year ended 31st Mar, 2025				
Particulars	For the year ended		For the year ended	
	31st March,2025		31st March,2024	
	Amount in `	Amount in `	Amount in `	Amount in `
Cash flow from operating activities				
Net Profit / (Loss) before taxation		91		29
<u>Adjustments for</u>				
Provisions	(6,909)		-	
Depreciation	0		1	
			-	
Net (gain) / loss on sale of investments	-	(6,909)	-	1
Operating profit / (loss) before working capital changes		(6,817)		30
<u>Changes in Working Capital</u>				
(Increase)/Decrease in Inventories	-		17,000,000	
(Increase)/Decrease in Other Financial Assets	(17)		34,790,811	
Increase/(Decrease) in Other current liabilities	34	17	(319,054)	51,471,757
Cash generated from operations		(6,800)		51,471,787
Direct Taxes (Paid) / Received (Net)				(20,487)
Net cash generated from/(used in) operating activities (a)		(6,800)		51,451,300
Cash flow from investing activities				
(Increase)/ Decrease in Fixed Assets	-		-	
(Increase)/ Decrease in Other Investments	(92)		(74,854,273)	
(Increase)/Decrease in Short-term loans and advances	-		780,616	
(Increase)/Decrease in Borrowings	(32)		13,415,769	
(Purchase) / Sale of investments		(124)		(60,657,888)
Net cash generated from/(used in) investing activities (b)		(124)		(60,657,888)
Net increase / (decrease) in Cash and cash equivalents (a+b)		(6,925)		(9,206,588)
Cash and cash equivalents at the beginning of the year		24		8,622,820
Cash and cash equivalents at the end of the year		(6,901)		(583,768)
* Comprises:				
(a) Cash in hand	3		3	
(b) Balances with banks				
In current accounts	5	8	21	24

Notes:

- The above Statement of Cash Flows has been prepared in accordance with the Indian Accounting Standard 7 'Statement of Cash Flows'.
- Previous year figures have been rearranged/ regrouped wherever necessary to conform to the current year's classification.

In terms of our report attached

For MARK & Co.

Chartered Accountants

Firm No. 142902W

For and on behalf of the Board of Directors

SABU THOMAS

Director

DIN: 08224794

VALATH SREENIVASAN RANGANATHAN

Director

DIN:00049230

(Rahul Lodha)

Partner

CP No:148787

UDIN: 25148787BMIBYL7403

Place : Mumbai

Date : 21st May, 2025

ASIR RAJA SELVAN

Director

Din: 07586210

Chandra Prakash Singh

Company Secretary

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Annexure-2
DEPRECIATION CHART AS PER INCOME TAX
Ass. Year 2025-26

PARTICULARS	Rate %	W. D. V. 01.04.2024 (Rs.)	Addition more than Six Months (Rs.)	Addition Less than Six Months (Rs.)	Less Sold during the Year	Total (Rs.)	Depreciation for the year (Rs.)	W. D. V. 31.03.2025 (Rs.)
Computer & Printer	40	1.23	-	-	-	1.23	0.49	0.74
Software	40	0.29	-	-	-	0.29	0.12	0.17
TOTAL		1.52	-	-	-	1.52	0.61	0.91

WDV AS PER COMPANY ACT (A)	0.19
WDV AS PER INCOME TAX ACT (B)	0.91
(A-B)	(0.72)
DEFFERED TAX LIABILITIES (CLOSING)	(0.16)
DEFFERED TAX LIABILITIES (OPENING)	(0.23)
PROVISION REQUIRED DURING THE YEAR	0.06