

Quarterly Compliance Report on Corporate Governance

Name of the Company: - TTI Enterprise Ltd.

Quarter ending on: - 30th June, 2013

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
I Board of Directors	49I	Yes	
(A) Composition of Board	49 (IA)	Yes	
(B) Non-Executive Directors' compensation and disclosure	49 (IB)	N.A	
(C) Other provisions as to Board and Committee	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
II Audit Committee	49 II	Yes	
(A) Qualified and Independent Audit Committee	49(IIA)	Yes	
(B) Meeting of Audit Committee	49(II B)	Yes	
(C) Powers of Audit Committee	49(II C)	Yes	
(D) Role of Audit Committee	49(II D)	Yes	
(E) Review of Information by Audit Committee	49(II E)	Yes	
III Subsidiary Companies	49 III	N.A	The Company has non- listed Indian Subsidiaries which is non-material as per the definition of Corporate Governance Code.
IV Disclosures	49 IV	Yes	
(A) Basis of related party transactions	49 (IVA)	N.A	
(B) Disclosure in Accounting Treatment	49 (IVB)	Yes	The company is following the same accounting treatment as prescribed by the accounting standards in the preparation of its financial statements
(C) Board Disclosures	49 (IVC)	Yes	
(D) Proceeds from public issues, right issues, preferential issues, etc.	49 (IVD)	N.A.	
(E) Remuneration of Directors	49 (IVE)	N.A	No Director is receiving remuneration from the Company except Sitting Fees.
(F) Management	49 (IVF)	Yes	Management Discussion & Analysis will appear in Annual Report.
(G) Shareholders	49 (IVG)	Yes	Will be complied in Annual Report.
V. CEO/CFO Certification	49 V	Yes	Certification will appear in Annual Report.
VI Report on Corporate Governance	49VI	Yes	Corporate Governance Section will be complied in Annual Report.
VII Compliance	49 VII	Yes	Certification will appear in Annual Report.

For **TTI Enterprise Ltd.**

Binjal Mehta
Company Secretary