

**Quarterly Compliance Report on Corporate Governance**

**Name of the Company: - TTI Enterprise Ltd.**

**Quarter ending on: - 31st December, 2013**

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
<b>I Board of Directors</b>	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	
<b>II Audit Committee</b>	49 II	Yes	
(A) Qualified and Independent Audit Committee	49(IIA)	Yes	
(B) Meeting of Audit Committee	49(IIB)	Yes	
(C) Powers of Audit Committee	49(IIC)	Yes	
(D) Role of Audit Committee	49(IID)	Yes	
(E) Review of Information by Audit Committee	49(IIE)	Yes	
<b>III Subsidiary Companies</b>	49 III	N.A	The Company has non- listed Indian Subsidiaries which is non-material as per the definition of Corporate Governance Code.
<b>IV Disclosures</b>	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.
(F) Management	49 (IVF)	Yes	
(G) Shareholders	49 (IVG)	Yes	
<b>V. CEO/CFO Certification</b>	49 V	Yes	
<b>VI Report on Corporate Governance</b>	49VI	Yes	
<b>VII Compliance</b>	49 VII	Yes	

For TTI Enterprise Ltd

**Binjal Mehta**  
Company Secretary