

Quarterly Compliance Report on Corporate Governance

Name of the Company: - TTI Enterprise Ltd.

Quarter ending on: - 31st March, 2015.

| Particulars | Clause of Listing Agreement | Compliance Status (Yes/No) | Remarks |
|--|-----------------------------|----------------------------|---|
| II. Board of Directors | 49(II) | Yes | |
| (A) Composition of Board | 49 (IIA) | Yes | |
| (B) Independent Directors | 49 (IIB) | Yes | |
| (C) Non-Executive Directors' compensation and disclosure | 49 (IIC) | Yes | |
| (D) Other provisions as to Board and Committee | 49 (IID) | Yes | |
| (E) Code of Conduct | 49 (IIE) | Yes | |
| (F) Whistle Blower Policy | 49(IIF) | Yes | |
| III. Audit Committee | 49 III | Yes | |
| (A) Qualified and Independent Audit Committee | 49(IIIA) | Yes | |
| (B) Meeting of Audit Committee | 49(IIIB) | Yes | |
| (C) Powers of Audit Committee | 49(IIIC) | Yes | |
| (D) Role of Audit Committee | 49(IIID) | Yes | |
| (E) Review of Information by Audit Committee | 49(IIIE) | Yes | |
| IV. Nomination and Remuneration Committee | 49 (IV) | Yes | |
| V. Subsidiary Companies | 49 (V) | N.A | The Company has non-listed Indian Subsidiaries which are non-material as per the definition of Corporate Governance Code. |
| VI. Risk Management | 49(VI) | N.A | |
| VII. Related Party Transactions | 49(VII) | N.A | |
| VIII. Disclosures | 49 (VIII) | Yes | |
| (A) Related party transactions | 49 (VIII A) | N.A | |
| (B) Disclosure of Accounting Treatment | 49 (VIII B) | N.A | |
| (C) Remuneration of Directors | 49(VIII C) | Yes | The Whole-Time Director is receiving remuneration from the Company. |
| (D) Management | 49 (VIII D) | Yes | |
| (E) Shareholders | 49 (VIII E) | Yes | |
| (F) Proceeds from public issues, right issues, preferential issues, etc. | 49 (VIII F) | N.A. | |
| IX. CEO/CFO Certification | 49 (IX) | Yes | |
| X. Report on Corporate Governance | 49 (X) | Yes | |
| XI. Compliance | 49 (XI) | Yes | |

For TTI Enterprise Ltd.

Sradha Gupta
Company Secretary