



## TTI ENTERPRISE LIMITED

1, R. N. Mukherjee Road, Martin Burn House, 4th Floor  
Suite No. 22, Kolkata - 700 001, Tele-fax : +91 33 2210-9197

E-mail : [tti1711@gmail.com](mailto:tti1711@gmail.com)

Web : [www.ttienterprise.net](http://www.ttienterprise.net)

CIN : L67120WB1981PLC033771

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Date: April 11, 2019

To  
The Manager  
Department of Corporate Office  
**BSE Limited**  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai – 400001

Dear Sir,

**Subject: Compliance Report on Corporate Governance for the quarter ended on March 31, 2019**

In compliance with Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed the Compliance Report on Corporate Governance, in the prescribed format for the fourth quarter ended on March 31, 2019.

Kindly take the aforesaid information on your records.

Thanking You,

Yours truly,

**For TTI Enterprise Limited**

**For TTI ENTERPRISE LTD**

*Minu Agarwal*

**Company Secretary**

**Minu Agarwal**

**• Company Secretary**

*Encl.: As above*

Copy to:

The Secretary  
The Listing Department  
**The Calcutta Stock Exchange Limited**  
7, Lyons Range,  
Kolkata- 700001



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Annexure-I

## Quarterly Report on Corporate Governance

Name of the Listed Entity: TTI Enterprise Limited

Quarter Ending: March 31, 2019

I. Composition of Board of Directors								
Title (Mr./Mrs)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term/ Cessation	Tenure	No. of Directorship in listed entities including this listed entity	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities, including this listed entity
Mr.	Alok Kumar Goenka	ACVPG9271A 00681040	Non-Executive Independent Director	30/09/2014	54 Months	1	2	2
Mrs.	Binjal Mehta	AHCPM8403E 00043830	Whole-time Director	30/09/2014	N.A	1	0	0
Mr.	Subrata Saha	ALKPS7615J 00959921	Non-Executive Independent Director	30/09/2014	54 Months	1	2	0
Mr.	Paraj Mehta	AEXPM8388J 00049230	Promoter & Non-Executive Director	14/11/2016	N.A	1	2	0

II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	Mr. Alok Kumar Goenka	Independent, Non-Executive - Chairman
	Mr. Subrata Saha	Independent, Non-Executive - Member
	Mr. Paraj Mehta	Non-Executive - Member
2. Nomination & Remuneration Committee	Mr. Alok Kumar Goenka	Independent, Non-Executive - Chairman
	Mr. Subrata Saha	Independent, Non-Executive - Member
	Mr. Paraj Mehta	Non-Executive - Member
3. Stakeholder Relationship Committee	Mr. Alok Kumar Goenka	Independent, Non-Executive - Chairman
	Mr. Subrata Saha	Independent, Non-Executive - Member
	Mr. Paraj Mehta	Non-Executive - Member

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
30 <sup>th</sup> October, 2018	31 <sup>st</sup> January, 2019	92 days





IV. Meeting of Audit Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting in the previous quarter	Maximum gap between any two consecutive meetings in number of days
31 <sup>st</sup> January, 2019	Yes	30 <sup>th</sup> October, 2018	92 days
Meeting of Nomination & Remuneration Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting in the previous quarter	Maximum gap between any two consecutive meetings in number of days
31 <sup>st</sup> January, 2019	Yes	No meeting was held in the previous quarter	

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations
1. The Composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. a. Audit Committee b. Nomination & remuneration committee c. Stakeholder relationship committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

For TTI Enterprise Limited  
**For TTI ENTERPRISE LTD.**

Minu Agarwal

**Company Secretary**

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 Company Secretary



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## Annexure-II

### Compliance Report on Corporate Governance for the Financial Year ended on 31.03.2019

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<i>Items</i>	<i>Compliance status (Yes/No/NA)</i>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors and senior management personnel	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non- executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
<b>II. Annual Affirmations</b>		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)</i>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25 (6)	Yes
Board composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/ compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1), (2),(3),(4)	N.A





Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (5), (6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4),(5) & (6)	N.A.
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & 25(4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<b>III. Affirmations:</b>		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		

For TTI Enterprise Limited  
For TTI ENTERPRISE LTD.

Minu Agarwal

Company Secretary

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Company Secretary