

## 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 Web: www.ttienterprise.net CIN: L67120WB1981PLC033771

Date: October 15, 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 September 30, 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 quarter and half year ended on September 30, 2019.

Kindly take the aforesaid information on your records.

Thanking You,

Yours truly,

For TTI Enterprise Limited For TTI ENTERPRISE LTD.

Whole-time Director

Binjal Mehta Whole Time Director

Encl.: As above

Copy to:

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

Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

<sup>2.</sup> Quarter ending; 30th September, 2019

I. Composition of Board of Directors

1		area or services										
Tritle (Mr./ Ms)	/ Director	PAN & DIN	Category ( Ini Chairperson/Ex of ecutive/Non- Ap Executive/inde pendent/Nomin ee)	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure*	Date of Birth	No. of directorship in listed entities including this listed entity	No. of No. of No. of No. of Olivectorship Independent me in listed Directorship in entities in listed Au including entities Ide this listed including Company this listed include Company this listed Company this listed Co		Number of No. of post of memberships Chairperson in Audit/Stakehol der Committee Iders held in listed Committee(s) entities including this listed entity listed entity
	-								[ in reference to Regulation 17A(1)]	[ in refrence to proviso to regulation 17A(1)]	(Refer Regulation 26(1) of Listing Regulations)	(Refer Regulation 26(1) of Listing Regulations)
Mr.		ACVPG9271A & DIN-00681040	Non-Executive - Independent Director	30/09/2014			09	24/01/1962	1		2	
Mrs.	BINJAL MEHTA	AHCPM8403E & DIN-00043830	Executive Director	14/08/2014	30/09/2014			09/11/1976	1	0	0	0
Mr.	SUBRATA SAHA	ALKPS7615J & DIN-00959921	Non-Executive - Independent Director	14/08/2014	30/09/2014	30/09/2019	09	16/02/1976		1	2	0
Mr.	PARAJ MEHTA	AEXPM8388J & DIN-00049230	Non-Executive - Non Independent Director	14/11/2016	23/09/2017			31/05/1975	ı	0	2	0
Mr.	KAMALESH VELJI THAKKAR	ABQPT6910P & DIN-00977332	Non-Executive - Independent Director	23/09/2019			0	27/09/1956	1	Г	O O BRISE	0
		Whether Regular Chairperson appointed: NO	hairperson appoi	nted: NO							TI X	
		Whether Chairperson is related to managing director or CEO:	on is related to m	anaging directe		NOT APPLICABLE	BLE					

<sup>1.</sup> Name of Listed Entity: TTI ENTERPRISE LIMITED

## II Composition of Committees

200	Name of Committee	Whether Regular Chairpers on appointed	Name of Committee Members	Category (Chairperson/Executive/Non- Executive/Independent/Nominee)	Date of Appointmen t	Date of Cessation
1	Audit Committee	Yes	Mr.Alok Kumar Goenka	Chairperson (Non Executive Independent Director) Member (Non Executive	01/06/2008	
			Mr.Subrata Saha	Independent Director)	17/09/2014	30/09/2019
			Mr. Paraj Mehta	Member (Non Executive Non- Independent Director)	24/01/2017	
2	Nomination and Remuneration Committee	Yes	Mr.Alok Kumar Goenka Mr.Subrata Saha Mr. Paraj Mehta	Chairperson (Non Executive Independent Director) Member (Non Executive Independent Director) Member (Non Executive Non-Independent Director)	27/01/2014	30/09/2019
_			1	Chairperson (Non Executive	24/01/2017	
	Stakeholders Relationship Committee	Yes	Mr.Alok Kumar Goenka Mr.Subrata Saha	Independent Director) Member (Non Executive Independent Director) Member (Non Executive Non-	23/05/2014 17/09/2014	30/09/2019
			Mr. Paraj Mehta	Independent Director)	24/01/2017	



III Meeting of Board of Directors

		Date(s) of Meetings(if any) in the relevant quarter	requirement of	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
1	17/05/2019				4	2 83
2		13/09/2019	Yes		4	2 83

IV Meetings of Committees

시 바닷가 없는 걸 맛있다면 맛있다면 하다 가게 되었다.	Whether requirement of Quorum met (details)	Number of Directors present*	Number of independent directors present*	committee in the	Maximum gap between any two consecutive meetings in number of days
1 Audit Committee					
13/09/2019	Yes	3	2	17/05/2019	118
2 Nomination and Ren	nuneration Commi	llee		1770372017	116
09/08/2019	Yes	3		No meeting was held in the previous Quarter	
3 Stakeholders Relatio	nship Committee		2	· · · · ·	5V = 5.
09/08/2019	Yes	3	2	17/05/2019	

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	NA
Whether details of RPT entered into pursuant omnibus approval have been reviewed by the Audit committee	Yes

## VI Affirmations

The Composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements)

1 Regulations, 2015.

The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements)

- 2 Regulations, 2015.
  - a. Audit Committee
  - b. Nomination and Remuneration Committee
  - c. Stakeholders Relationship Committee

The committee members have been made aware of their powers, role and responsibilities as specified in SEBI

3 (Listing obligations and disclosure requirements) Regulations, 2015.

The meetings of the board of directors and the above committees have been conducted in the manner as specified in

4 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

5 The report submitted in the previous quarter has been placed before Board of Directors.

For TTI Enterprise Limited For TTI ENTERPRISE LTD.

Whole-time Director

Binjal Mehta

Whole Time Director

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## Compliance Report on Corporate Governance for 6 months ended on September 30, 2019

Broad Heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

For TTI Enterprise Limited For TTI ENTERPRISE LTD.

Binjal Mehta Director

Whole Time Director