

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: January 14, 2020

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

· Dear Sir,

Subject: <u>Compliance Report on Corporate Governance for the quarter ended</u> <u>December 31, 2019</u>

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 ended on December 31, 2019.

Kindly take the aforesaid information on your records.

Thanking You,

Yours truly, For TTI Enterprise Limited

Thing local Company Secretary

Ritika Goel Company Secretary

Encl.: As above

Copy to:

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

1	Jama of Listad L	FOrm	<u>Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis</u>	Corporate Go	vernance to be	<u>e submittec</u>	d by a listed e	entity on quar	rterly basis			
2.6	juarter ending :	2. Quarter ending : 31st December, 2019	KFKISE LIMII	ED				200 ⁻¹ 				
	omposition of	∞				11/2						2
Mr./ Ms)	e Name of the ./ Director	PAN & DIN	Category (Chairperson/ Executive/No n-	Category (Initial Date Chairperson/ of Executive/No Appointment n-	Date of Re- appointment	Date of Cessation	Tenure	Date of Birth	lip	No. of Nı Independent me Directorship in in listed Au	Number of memberships in Audit/Stakeho	No. of post of Chairperson in Audit/Stakehol der Committee
			dependent/N ominee)				а 1		including this listed entity	entities including this listed entity	lders Committee(s) including this listed entity	held in listed entities including this listed entity
									[in [in refrence (Refer reference to to proviso to Regulation Regulation regulation 26(1) of 17A(1)] 17A(1)] Listing	[in refrence to proviso to regulation 17A(1)]		(Refer Regulation 26(1) of Listing
Mr.	ALOK KUMAR GOENKA	ACVPG9271A & Non- DIN-00681040 Exect	2 Non- Executive - Independent	30/09/2014	01/10/2019		63(Months)	24/01/1962	-		Kegulations)	Kegulations)
Mrs.	BINJAL MEHTA	AHCPM8403E Executiv & DIN-00043830 Director	Executive Director	14/08/2014	01/10/2019	-		09/11/1976	1	0	0	
Mr.	PARAJ MEHTA	AEXPM8388J & DIN-00049230	Non- Executive - Non Independent	14/11/2016				31/05/1975	1	0	0	0
Mr.	KAMALESH VELJI THAKKAR	KAMALESH ABQPT6910P & VELJI DIN-00977332 THAKKAR		23/09/2019			3(Months)	27/09/1956	1	1	2	0
		Whether Regular Chairperson appointed : NO Whether Chairnerson is related to managing d	Chairperson ap	pointed : NO							0810	
		The second contain personal is related to initialiaging director or CEU : N	ISON IS ICIAICO IC	Intallaging dire	ctor or CEU: I	NOT APPLICABLE	ICABLE				1132 (337)	

ANNEX-I

: Format of report on Corn

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II Composition of Committees

		Whether	9 1	Category		
SI	Name of	Regular		(Chairperson/Executive/Non-		
No	Committee	Chairperson	Name of Committee	Executive/Independent/Nominee		Date of .
INO		appointed	Members)	Appointment	Cessation
	Audit		a 27	Chairperson (Non Executive		7
1	Committee	Yes	Mr.Alok Kumar Goenka	Independent Director)	01/06/2008	
				Member (Non Executive		• •
			Mr.Kamalesh Velji Thakkar	Independent Director)	04/10/2019	
	100 A 2	2		Member (Non Executive Non-		
15	(A 1) - 2,		Mr. Paraj Mehta	Independent Director)	24/01/2017	
5	39					
2	Nomination	Yes	Mr.Alok Kumar Goenka	Chairperson (Non Executive	27/01/2014	
	and	*		Independent Director)		
10 A	Remuneration		Mr.Kamalesh Velji Thakkar	Member (Non Executive	04/10/2010	
	Committee	·	ivit irkultateshi velji i hakkai	Independent Director)	04/10/2019	
3.8			Mr. Paraj Mehta		04/01/0017	
		4	with I araj wienta	Member (Non Executive Non-	24/01/2017	e - 18 - 19
				Independent Director)		10. 10.
-				10 A		
	^н в			Chairperson (Non Executive		е 8 Ф. К.
3	Stakeholders	Yes	Mr.Alok Kumar Goenka	Independent Director)	23/05/2014	
2	Relationship	= 3		Member (Non Executive		с., т.с. 1
	Committee		Mr.Kamalesh Velji Thakkar	Independent Director)	04/10/2019	
		2 2		Member (Non Executive Non-		
		ж л	Mr. Paraj Mehta	Independent Director)	24/01/2017	
12			d and a second the second s	1	24/01/2017	



III Meeting of Board of Directors

	Date(s) of Meetings(if any) in the previous quarter	Date(s) of Meetings(if any) in the relevant quarter	requirement of	Number of Directors	Number of independent directors	Maximum gap between any two consecutive meetings (in number of days)	
1	09/08/2019	1	Yes	• 4	2	- ²⁵	· _
2	13/09/2019	04/10/2019	Yes	4	2	2	20
3	• •	09/12/2019	Yes	4	2	(65

IV Meetings of Committees

5 10	of the Committee in	Whether requirement of Quorum met (details)	Number of Directors present*	Number of independent directors present*	Date (s) of meeting of the	Maximum gap between any two consecutive meetings in number of days
1	Audit Committee	21 A	т. 		6	
×	09/12/2019	Yes		3 2	2 13/09/2019	86
2	Nomination and Rem	uneration Committe	е			- · · ·
	09/12/2019	Yes		3 2	09/08/2019	121
3	Stakeholders Relation	nship Committee	-			ero
	09/12/2019	Yes		3 2	2 09/08/2019	121.

V Related Party Transactions

1	Subject	Compliance status (Yes/No/NA)
1	Whether prior approval of audit committee obtained	Yes
. 2	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

1.0	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
2	requirements) Regulations, 2015.
	a. Audit Committee
2	b. Nomination and Remuneration Committee
	c. Stakeholders Relationship Committee
1	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
4	in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5	The report submitted in the previous quarter has been placed before Board of Directors.
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For TTI Enterprise Limited

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Ritika Goel **Company Secretary**