

Quarterly Compliance Report on Corporate Governance

Name of the Company: - TTI Enterprise Ltd.

Quarter ending on: - 31st December, 2014

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)	N.A	
(D) Other provisions as to Board and Committee	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49(IIF)	N.A	
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.

Binjal Mehta
Whole-Time Director