

QUARTERLY COMPLAINECE REPORT ON CORPORATE GOVERNANCE

Name of Company: T T LIMITED

Quarter Ending On: 31-03-2017

I.CompositionofBoardofDirectors								
Title (Mr/ Ms)	Name OftheDirector	PAN &DIN	Category (Chairperson /Executive/Non- Executive/independent/Nominee)	Dateof Appointme ntinthecurr entterm /cessation	Tenure	Noof Directorshi pinlistedenti tiesincludin gthislistede ntity (Refer Regulation 25(1)ofList ingRegulati ons)	Numberof membership sinAudit/Sta keholderCo mmittee(s)in cludingthisli stedentity (Refer Regulation 26(1)ofList ingRegulati ons)	Noofpo stof Chairp ersonin Audit/ Stakeh olderC ommitt eeheldi nlisted entities includi ngthisl isteden tity
MR.	RIKHAB CHAND JAIN	AEYPJ0493A/ 01736379	CHAIRMAN/EXECUTIVE DIRECTOR	29/09/1978	PERMANE NT	1	0	0
MR.	V. R. MEHTA	AFDPM6384D/ 00051415	NON-EXECUTIVE/ INDEPENDENT DIRECTOR	03.09.2014	2 Year and 7 months	1	2	1
MR.	NAVRATAN DUGAR	AABPD6875F/ 00197281	NON-EXECUTIVE/ INDEPENDENT DIRECTOR	03.09.2014	2 Year and 7 months	1	1	1

MR.	SANJAY KUMAR JAIN	ACKPJ1954C/ 01736303	MANAGING DIRECTOR/EXECUTIVE DIRECTOR	09.09.2015		1	2	0
MRS.	JYOTI JAIN	ACVPJ8823D/ 01736336	JOINT MANAGING DIRECTOR/EXECUTIVE DIRECTOR	14.09.2016		1	0	0
MR.	V.K. KOTHARI	AFXPK3292A/ 00389048	NON-EXECUTIVE/ INDEPENDENT DIRECTOR	03.09.2014	2 Year and 7 months	1	1	0
MR.	M.C. MEHTA	AAFPM5584J/ 00230409	NON-EXECUTIVE/ INDEPENDENT DIRECTOR	03.09.2014	2 Year and 7 months	1	0	0
MR.	SUNIL MAHNOT	AITPM9504E/ 06819974	WHOLE TIME DIRECTOR	21.05.2014		1	1	0

II. Composition of Committees

Name of Committee	Name of Committeemembers	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	SHRI NAVRATAN DUGAR (Chairman) DR. (PROF.) V.K. KOTHARI SHRI V. R. MEHTA SHRI SANJAY KUMAR JAIN	NON-EXECUTIVE INDEPENDENT DIRECTOR NON-EXECUTIVE INDEPENDENT DIRECTOR NON-EXECUTIVE INDEPENDENT DIRECTOR MANAGING DIRECTOR
2. Nomination & Remuneration Committee	DR. (PROF.) V.K. KOTHARI (Chairman) SHRI V. R. MEHTA SHRI NAVRATAN DUGAR	NON-EXECUTIVE INDEPENDENT DIRECTOR NON-EXECUTIVE INDEPENDENT DIRECTOR NON-EXECUTIVE INDEPENDENT DIRECTOR

3. Corporate Social Responsibility Committee	SHRI RIKHAB CHAND JAIN (Chairman) SHRI SANJAY KUMAR JAIN SHRI V. R. MEHTA	CHAIRMAN MANAGING DIRECTOR NON-EXECUTIVE INDEPENDENT DIRECTOR
4. Risk Management Committee (if applicable)	SHRI SANJAY KUMAR JAIN (Chairman) SHRI V. R. MEHTA SHRI NAVRATAN DUGAR SHRI RIKHAB CHAND JAIN	MANAGING DIRECTOR NON-EXECUTIVE INDEPENDENT DIRECTOR NON-EXECUTIVE INDEPENDENT DIRECTOR CHAIRMAN
5. Stakeholders Relationship Committee*	SHRI V. R. MEHTA (Chairman) SHRI SANJAY KUMAR JAIN SHRI SUNIL MAHNOT	NON-EXECUTIVE INDEPENDENT DIRECTOR MANAGING DIRECTOR DIRECTOR (FINANCE)

III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant Quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
10 th Nov 2016	10 th Feb 2017	91 Days

IV. Meeting of Committees

<i>Date(s) of meeting of The committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the Committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
10 th Feb 2017 (AUDIT COMMITTEE MEETING)	YES	10 th Nov 2016	91 Days

V. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained ¹	Yes
Whether shareholder approval obtained for material RPT	Yes
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. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
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 reports submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

FOR T T LIMITED

Reetika



REETIKA MAHENDRA
COMPANY SECRETARY
M NO.: ACS48493

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE AT THE END OF THE
FINANCIAL YEAR**

Name of Company: T T LIMITED

Year ending: 31st March 2017

I. Disclosure on website in terms of Listing Regulations		
<i>Item</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	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	NA	
Details of familiarization programmes imparted to independent directors	NA	
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	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)</i>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	<i>16(1)(b) & 25(6)</i>	Yes
<i>Board composition</i>	<i>17(1)</i>	Yes
<i>Meeting of Board of directors</i>	<i>17(2)</i>	Yes
<i>Review of Compliance Reports</i>	<i>17(3)</i>	Yes
<i>Plans for orderly succession for appointments</i>	<i>17(4)</i>	Yes
<i>Code of Conduct</i>	<i>17(5)</i>	Yes
<i>Fees/compensation</i>	<i>17(6)</i>	Yes
<i>Minimum Information</i>	<i>17(7)</i>	Yes
<i>Compliance Certificate</i>	<i>17(8)</i>	Yes
<i>Risk Assessment & Management</i>	<i>17(9)</i>	Yes
<i>Performance Evaluation of Independent Directors</i>	<i>17(10)</i>	Yes
<i>Composition of Audit Committee</i>	<i>18(1)</i>	Yes
<i>Meeting of Audit Committee</i>	<i>18(2)</i>	Yes
<i>Composition of nomination & remuneration committee</i>	<i>19(1) & (2)</i>	Yes
<i>Composition of Stakeholder Relationship Committee</i>	<i>20(1) & (2)</i>	Yes
<i>Composition and role of risk management committee</i>	<i>21(1),(2),(3),(4)</i>	Yes
<i>Vigil Mechanism</i>	<i>22</i>	Yes
<i>Policy for related party Transaction</i>	<i>23(1),(5),(6),(7) & (8)</i>	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	<i>23(2), (3)</i>	Yes

<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	NA
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	NA
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	NA
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. – **Not Applicable**

FOR T T LIMITED

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