

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Company: T T LIMITED

Quarter Ending On: 30-06-2019

| I. Composition of Board of Directors | | | | | | | | |
|---|----------------------|---------------------|---|--|-----------|---|---|--|
| Title (Mr./Ms) | 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 (refer Regulation 25(1)of listing regulations) | Number of Memberships in audit/stakeholder committee(s) including this listed entity (refer Regulation 26(1)of listing regulations) | No of post of Chairperson in audit/stakeholder committee held in listed entities including this listed entity (refer Regulation 26(1)of listing Regulations) |
| MR. | RIKHAB CHAND JAIN | AEYPJ0493A/01736379 | CHAIRMAN/ EXECUTIVE DIRECTOR | 01.04.2017 | Permanent | 1 | 0 | 0 |
| MR. | V. R. MEHTA | AFDPM6384D/00051415 | NON-EXECUTIVE/ INDEPENDENT DIRECTOR | 01.04.2019 | 60 months | 1 | 1 | 1 |
| MR. | ANKIT GULGULIA | ALGPG0252R08383546 | NON-EXECUTIVE/ INDEPENDENT DIRECTOR | 01.04.2019 | 60 months | 1 | 1 | 0 |
| MR. | SANJAY KUMAR JAIN | ACKPJ1954C/01736303 | MANAGING DIRECTOR/EXECUTIVE DIRECTOR | 01-04-2017 | 60 months | 1 | 2 | 0 |
| MRS. | JYOTI JAIN | ACVPJ8823D/01736336 | JOINT MANAGING DIRECTOR/EXECUTIVE DIRECTOR | 01.04.2016 | 60 months | 1 | 0 | 0 |
| MR. | V.K. KOTHARI | AFXPK3292A/00389048 | NON-EXECUTIVE/ INDEPENDENT DIRECTOR | 01.04.2019 | 60 months | 1 | 1 | 0 |
| MR. | M.C. MEHTA | AAFPM5584J/00230409 | NON-EXECUTIVE/ INDEPENDENT DIRECTOR | 01.04.2019 | 60 months | 1 | 0 | 1 |
| MR. | SUNIL MAHNOT | AITPM9504E/06819974 | WHOLE TIME DIRECTOR & CFO | 01.04.2019 | 60 months | 1 | 1 | 0 |

Composition of Committees

| Name of Committee | Name of Committee members & Date of appointment | Category (Chairperson/Executive/Non-Executive/independent/Nominee) |
|--|--|---|
| 1. AUDIT COMMITTEE | SHRI M. C. MEHA (Chairman) 01.04.2019 DR. (PROF.) V.K. KOTHARI 21.05.2014 SHRI V. R. MEHTA 01.04.2019 SHRI ANKIT GULGULIA 01.04.2019 SHRI SANJAY KUMAR JAIN 21.05.2014 | NON-EXECUTIVE INDEPENDENT DIRECTOR NON-EXECUTIVE INDEPENDENT DIRECTOR NON-EXECUTIVE INDEPENDENT DIRECTOR NON-EXECUTIVE INDEPENDENT DIRECTOR MANAGING DIRECTOR |
| 2. NOMINATION & REMUNERATION COMMITTEE | DR. (PROF.) V.K. KOTHARI (Chairman) 21.05.2014 SHRI V. R. MEHTA 01.04.2019 SHRI ANKIT GULGULIA 01.04.2019 SHRI M. C. MEHA 18.05.2014 | NON-EXECUTIVE INDEPENDENT DIRECTOR NON-EXECUTIVE INDEPENDENT DIRECTOR NON-EXECUTIVE INDEPENDENT DIRECTOR NON-EXECUTIVE INDEPENDENT DIRECTOR |
| 3. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE | SHRI RIKHAB CHAND JAIN (Chairman) 21.05.2014 SHRI SANJAY KUMAR JAIN 21.05.2014 SHRI V. R. MEHTA 01.04.2019 | CHAIRMAN MANAGING DIRECTOR NON-EXECUTIVE INDEPENDENT DIRECTOR |
| 4. STAKEHOLDERS RELATIONSHIP COMMITTEE | SHRI V. R. MEHTA (Chairman) 01.04.2019 SHRI SANJAY KUMAR JAIN 21.05.2014 SHRI SUNIL MAHNOT 21.05.2014 | NON-EXECUTIVE INDEPENDENT DIRECTOR MANAGING DIRECTOR DIRECTOR (FINANCE) |

II. 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) |
|---|---|---|
| 14-02-2019 | 15-05-2019 | 89 Days |

III. Meeting of Committees

| Date(s) of meeting of The committee in the relevant quarter | Whether Requirement of Quorum met (details) | Date(s) of meeting of the Committee in the relevant quarter | Date(s) of meeting of the Committee in the previous quarter | Maximum gap between Any two consecutive meetings in number of days* |
|---|---|---|---|---|
| AUDIT COMMITTEE MEETING | YES | 15-05-2019 | 14-02-2019 | 89 Days |
| STAKEHOLDER RELATIONSHIP COMMITTEE | YES | 15-05-2019 | 14-02-2019 | 89 Days |
| NOMINATION AND REMUNERATION COMMITTEE | YES | 15-05-2019 | - | - |

IV. Related Party Transactions

| <i>Subject</i> | <i>Compliance status (Yes/No/NA) Refer note below</i> |
|--|---|
| Whether prior approval of audit committee obtained | 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 |

V. Affirmations

1. The Composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - YES
 2. The Composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - YES
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk Management Committee (applicable to the top100 listed Entities) -NOT APPLICABLE
 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. - YES
 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.-YES
 5. This report and/other report submitted in the previous quarter has been placed before Board of Directors.-YES
- Any comments / observations / advice of Board of Directors may be mentioned here: NIL

FOR T T LIMITED


NEHA LAKHERA
COMPANY SECRETARY
M NO.: ACS31978