

**Quarterly Compliance Report on Corporate Governance**

<b>1.</b>	<b>Name of Listed Entity</b>	<b>TTK Prestige Limited</b>
<b>2.</b>	<b>Quarter Ending</b>	<b>30th June, 2018 (I Quarter)</b>

**I. Composition of Board of Directors**

<b>Title (Mr./ Mrs.)</b>	<b>Name of the Director</b>	<b>PAN<sup>§</sup> &amp; DIN</b>	<b>Category (Chairperson / Executive / Non-Executive / Independent / Nominee)<sup>§</sup></b>	<b>Date of Appointment in the current term / cessation</b>	<b>Tenure*</b>	<b>No. of Directorship in listed entities including this listed entity [Refer Regulation 25(1) of Listing Regulations]</b>	<b>No. of Memberships in Audit / Stakeholder Committee(s) including this listed entity [Refer Regulation 26(1) of Listing Regulations]</b>	<b>No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity [Refer Regulation 26(1) of Listing Regulations]</b>
Mr.	T T Jagannathan	AAEPJ4154C - 00191522	Chairperson - Executive	1.07.2013	-	2	-	-
Mr.	T T Raghunathan	AADPR5270J - 00043455	Non-Executive	3.8.2016	-	2	-	-
Mr.	Chandru Kalro	ABTPK3649P - 03474813	Executive	1.4.2015	-	1	1	-
Mrs.	Dr Vandana R Walvekar	AAAPW4908P - 00059160	Non-Executive - Independent	25.3.2015	5 years	2	-	-
Mr.	K Shankaran	AAIPS7832E - 00043205	Non-Executive	23.7.2015	-	2	2	1
Mrs.	R. Srinivasan	ABTPS5434Q - 00043658	Non-Executive - Independent	21.8.2014	5 years	4	2	2
Mr.	Mr. Dileep Krishnaswamy	ACUPK5768R - 00176595	Non-Executive - Independent	25.3.2015	5 years	1	-	2
Mr.	Arun Thiagarajan	AAUPT7709H - 00292757	Non-Executive - Independent	25.3.2015	5 years	7	2	5
Mr.	Murali Neelakantan	AABPN7036N - 02453014	Non-Executive - Independent	25.3.2015	5 years	1	-	-
Dr.	T T Mukund	AARPM8057C - 07193370	Non-Executive	11.8.2017	-	1	-	-

<sup>§</sup>PAN number of any Director would not be displayed on the website of Stock Exchange.

<sup>§</sup>Category of Directors means Executive / Non-executive / Independent / Nominee. If a Director fits into more than one category write all categories seperating them with hyphen.

\*To be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees				
Name of Committee		Name of Committee Members		Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>§</sup>
1.	Audit Committee	Mr. Dileep Krishnaswamy - Chairman		Non-Executive - Independent
		Mr. R. Srinivasan		Non-Executive - Independent
		Mr. Arun Thiagarajan		Non-Executive - Independent
2.	Nomination & Remuneration Committee	Mr. R. Srinivasan - Chairman		Non-Executive - Independent
		Mr. Arun Thiagarajan		Non-Executive - Independent
		Mr. Murali Neelakantan		Non-Executive - Independent
3.	Risk Management Committee (if applicable)	NA		NA
4.	Stakeholders Relationship Committee	Mr. Dileep Krishnaswamy - Chairman		Non-Executive - Independent
		Mr K Shankaran		Non-Executive - Non-Independent
		Mr Chandru Kalro		Executive - Non-Independent
5	Corporate Social Responsibility Committee	Mr. T T Jagannathan- Chairman		Executive
		Mr. R. Srinivasan - Chairman		Non-Executive - Independent
		Mr K Shankaran		Non-Executive - Non-Independent
<sup>§</sup> Category of Directors means Executive / Non-executive / Independent / Nominee. If a Director fits into more than one category write all categories seperating them with hyphen.				
III. 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)
24.1.2018		12.4.2018	21.5.2018	38
IV. Meeting of Audit Committee				
Date(s) of Meeting (if any) in the previous quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting (if any) in the relevant quarter		Maximum gap between any two consecutive in number of days*
24.1.2018	Yes. 2 members (independent directors) attended the meeting	12.4.2018, 21.5.2018		38
*This information has to be mandatorily be given for Audit Committee, for rest of the Committees giving this information is optional.				

<b>V.</b>	<b>Related Party Transactions</b>	
	<b>Subject</b>	<b>Compliance Status (Yes / No / NA) refer note below</b>
	<b>Whether prior approval of Audit Committee obtained</b>	<b>Yes. Within Omnibus approval</b>
	<b>Whether Shareholder approval obtained for material RPT</b>	<b>N A</b>
	<b>Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee</b>	<b>Yes</b>
Note:		
1.	In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "NA" may be indicated.	
2.	If status is "No" details of non-compliance may be given here.	
<b>VI.</b>	<b>Affirmations</b>	
1.	<b>The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</b>	
	<b>Yes.</b>	
2.	<b>The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:</b>	
	<b>a. Audit Committee</b>	<b>Yes</b>
	<b>b. Nomination &amp; Remuneration Committee</b>	<b>Yes.</b>
	<b>c. Stakeholders Relationship Committee</b>	<b>Yes.</b>
	<b>d. Risk Management Committee (applicable to the top 100 listed entities)</b>	<b>Not Applicable</b>
3.	<b>The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</b>	
	<b>Yes.</b>	
4.	<b>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.</b>	
	<b>Yes.</b>	
5.	<b>This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments / observations / advice of Board of Directors may be mentioned here:</b>	
	<i>The Corporate Governance Report for the Quarter ended 31st March, 2018 was placed before the Board at its meeting held on 21st May, 2018 and the same was taken on record. There were no comments / observations / advice. The Corporate Governance Report for the Quarter ended 30th June, 2018 will be placed before the Board at the next meeting.</i>	
<b>Name &amp; Designation</b>		
<b>Company Secretary / Compliance Officer / Managing Director / CEO</b>		<b>K. SHANKARAN DIRECTOR &amp; SECRETARY</b>
<b>Note:</b>	Information at Table I and II above need to be necessarily given in 1st Quarter of each financial year. However, if there is no change of information in subsequent Quarter(s) of that financial year, this information may not be given by Listed Entity and instead a statement "same as previous quarter" may be given.	

**ANNEXURE - II - Compliance Report on Corporate Governance for the year ended 3**

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance Status (Yes/No/NA)</b>	If status is 'No' details of Non-compliance may be given here	<b>Web address</b>
Details of Business	Yes		<a href="http://www.ttkprestige.com">www.ttkprestige.com</a>
Terms and conditions of appointment of Independent Directors	Yes		<a href="http://www.ttkprestige.com">www.ttkprestige.com</a>
Composition of various committees of Board of Directors	Yes		<a href="http://www.ttkprestige.com">www.ttkprestige.com</a>
Code of Conduct of Board of Directors and Senior Management Personnel	Yes		<a href="http://www.ttkprestige.com">www.ttkprestige.com</a>
Details of establishment of vigil mechanism / Whistle Blower Policy	Yes		<a href="http://www.ttkprestige.com">www.ttkprestige.com</a>
Criteria of making payments to Non-executive Directors	Yes		<a href="http://www.ttkprestige.com">www.ttkprestige.com</a>
Policy on dealing with related party transactions	Yes		<a href="http://www.ttkprestige.com">www.ttkprestige.com</a>
Policy for determining 'material' subsidiaries	NA		
Details of familiarization programmes imparted to Independent Directors	Yes		<a href="http://www.ttkprestige.com">www.ttkprestige.com</a>
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://www.ttkprestige.com">www.ttkprestige.com</a>
E-mail address for grievance redressal and other relevant details	Yes		<a href="http://www.ttkprestige.com">www.ttkprestige.com</a>
Financial Results	Yes		<a href="http://www.ttkprestige.com">www.ttkprestige.com</a>
Shareholding Pattern	Yes		<a href="http://www.ttkprestige.com">www.ttkprestige.com</a>
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		

<b>II. Disclosure on website in terms of Listing Regulations</b>			
<b>Particulars</b>	<b>Regulation No.</b>	<b>Compliance Status (Yes/No/NA)</b>	If status is 'No' details of Non-compliance may be given here
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'.	16(1)(b) & 25(6)	Yes	
Board composition	17(1)	Yes	
Meeting of Board of Directors	17(2)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees / compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of Nomination & Remuneration Committee	19(1)&(2)	Yes	
Composition of Stakeholder Relationship Committee	20(1)&(2)	Yes	
Composition and Role of Risk Management Committee	21(1),(2),(3),(4)	NA	
Vigil Mechanism	22	Yes	
Policy for Related Party Transaction	23(1),(5),(6),(7)&(8)	Yes	
Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2),(3)	Yes	
Approval for material related party transactions	23(4)	NA	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5)&(6)	NA	
Maximum Directorship & Tenure	25(1)&(2)	Yes	
Meeting of Independent Directors	25(3)&(4)	Yes	
Familiarization of Independent Directors	25(7)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management personnel	26(3)	Yes	
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
Policy with respect to obligations of Directors and Senior Management	26(2)&(5)	Yes	
<b>III. Affirmations</b>			
The listed entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		NA	
<b>Name &amp; Designation</b>			
<b>Company Secretary / Compliance Officer / Managing Director / CEO</b>			<b>K SHANKARAN</b> <b>DIRECTOR &amp; WHOLETIME SECRETARY /</b> <b>COMPLIANCE OFFICER</b>