

## Quarterly Compliance Report on Corporate Governance

|    |                       |                               |
|----|-----------------------|-------------------------------|
|    |                       |                               |
| 1. | Name of Listed Entity | TTK Prestige Limited          |
| 2. | Quarter Ending        | 31st March, 2017 (IV Quarter) |

|    |                                   |
|----|-----------------------------------|
| I. | Composition of Board of Directors |
|----|-----------------------------------|

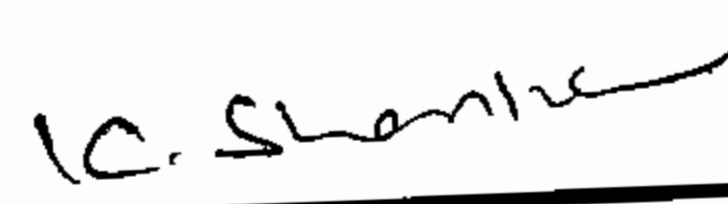
| <b>Title<br/>(Mr./<br/>Mrs.)</b> | <b>Name of the Director</b> | <b>PAN<sup>s</sup> &amp; DIN</b> | <b>Category (Chairperson<br/>/ Executive / Non-<br/>Executive /<br/>Independent /<br/>Nominee)<sup>&amp;</sup></b> | <b>Date of<br/>Appointment in<br/>the current term /<br/>cessation</b> | <b>Tenure*</b> | <b>No. of<br/>Directorship in<br/>listed entities<br/>including this<br/>listed entity<br/>[Refer Regulation<br/>25(1) of Listing<br/>Regulations]</b> | <b>No. of<br/>Memberships in<br/>Audit /<br/>Stakeholder<br/>Committee(s)<br/>including this<br/>listed entity<br/>[Refer Regulation<br/>26(1) of Listing<br/>Regulations]</b> | <b>No. of post of<br/>Chairperson in<br/>Audit /<br/>Stakeholder<br/>Committee held<br/>in listed entities<br/>including this<br/>listed entity<br/>[Refer Regulation<br/>26(1) of Listing<br/>Regulations]</b> |
|----------------------------------|-----------------------------|----------------------------------|--------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|----------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Mr.                              | T T Jagannathan             | 00191522                         | Chairperson - Executive                                                                                            | 1.07.2013                                                              | -              | 2                                                                                                                                                      | -                                                                                                                                                                              | -                                                                                                                                                                                                               |
| Mr.                              | T T Raghunathan             | 00043455                         | Non-Executive                                                                                                      | 3.8.1995                                                               | -              | 2                                                                                                                                                      | -                                                                                                                                                                              | -                                                                                                                                                                                                               |
| Mr.                              | Chandru Kalro               | 03474813                         | Executive                                                                                                          | 1.4.2015                                                               | -              | 1                                                                                                                                                      | -                                                                                                                                                                              | -                                                                                                                                                                                                               |
| Mrs.                             | Dr Vandana R Walvekar       | 00059160                         | Non-Executive -<br>Independent                                                                                     | 25.3.2015                                                              | 5 years        | 2                                                                                                                                                      | -                                                                                                                                                                              | -                                                                                                                                                                                                               |
| Mr.                              | K Shankaran                 | 00043205                         | Non-Executive                                                                                                      | 01.11.1993                                                             | -              | 2                                                                                                                                                      | 2                                                                                                                                                                              | 1                                                                                                                                                                                                               |
| Mrs.                             | R. Srinivasan               | 00043658                         | Non-Executive -<br>Independent                                                                                     | 21.8.2014                                                              | 5 years        | 4                                                                                                                                                      | 2                                                                                                                                                                              | 2                                                                                                                                                                                                               |
| Mr.                              | Mr. Dileep Krishnaswamy     | 00176595                         | Non-Executive -<br>Independent                                                                                     | 25.3.2015                                                              | 5 years        | 1                                                                                                                                                      | -                                                                                                                                                                              | 2                                                                                                                                                                                                               |
| Mr.                              | Arun Thiagarajan            | 00292757                         | Non-Executive -<br>Independent                                                                                     | 25.3.2015                                                              | 5 years        | 6                                                                                                                                                      | 5                                                                                                                                                                              | 3                                                                                                                                                                                                               |
| Mr.                              | Murali Neelakantan          | 02453014                         | Non-Executive -<br>Independent                                                                                     | 25.3.2015                                                              | 5 years        | 1                                                                                                                                                      | -                                                                                                                                                                              | -                                                                                                                                                                                                               |
| Dr.                              | T T Mukund                  | 07193370                         | Non-Executive                                                                                                      | 29.5.2015                                                              | -              | 1                                                                                                                                                      | -                                                                                                                                                                              | -                                                                                                                                                                                                               |

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

**&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.**

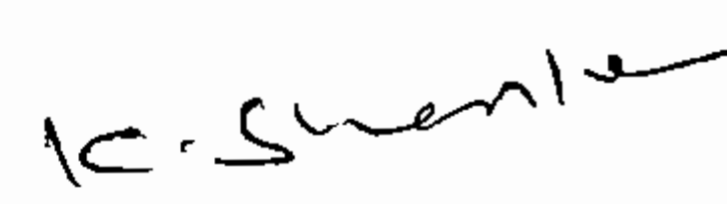
**\*To be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.**

|                                                                                                                                                                                               |                                           |                                                                 |                                                     |                                                                                          |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------|-----------------------------------------------------|------------------------------------------------------------------------------------------|
| 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)                              |
| 3.11.2016                                                                                                                                                                                     |                                           | 31.1.2017, 23.3.2017                                            |                                                     | 88                                                                                       |
| IV. Meeting of Committees - 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*                               |
| 3.11.2016                                                                                                                                                                                     |                                           | Yes. All 3 members (independent directors) attended the meeting | 31.1.207                                            | 88                                                                                       |
| 3.11.2016                                                                                                                                                                                     |                                           | Yes. 2 members (independent directors) attended the meeting     | 23.3.2017                                           | 50                                                                                       |
|                                                                                                                                                                                               |                                           |                                                                 |                                                     |                                                                                          |
| *This information has to be mandatorily be given for Audit Committee, for rest of the Committees giving this information is optional.                                                         |                                           |                                                                 |                                                     |                                                                                          |

|                                                                  |                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                 |
|------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|
| V.                                                               | Related Party Transactions                                                                                                                                                                                                                                                                                                                                    | Compliance Status (Yes / No / NA) refer note below                                                                                              |
|                                                                  | Subject                                                                                                                                                                                                                                                                                                                                                       | Yes. Within Omnibus approval                                                                                                                    |
|                                                                  | Whether prior approval of Audit Committee obtained                                                                                                                                                                                                                                                                                                            | N A                                                                                                                                             |
|                                                                  | Whether Shareholder approval obtained for material RPT                                                                                                                                                                                                                                                                                                        | Yes                                                                                                                                             |
|                                                                  | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee                                                                                                                                                                                                                                                        |                                                                                                                                                 |
| 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.                                                                                                                                                                                                                                                                                                |                                                                                                                                                 |
| VI.                                                              | 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:                                                                                                                                                                                                                          |                                                                                                                                                 |
|                                                                  | a. Audit Committee                                                                                                                                                                                                                                                                                                                                            | Yes                                                                                                                                             |
|                                                                  | b. Nomination & Remuneration Committee                                                                                                                                                                                                                                                                                                                        | Yes.                                                                                                                                            |
|                                                                  | c. Stakeholders Relationship Committee                                                                                                                                                                                                                                                                                                                        | Yes.                                                                                                                                            |
|                                                                  | d. Risk Management Committee (applicable to the top 100 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/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:                                                                                                                                                                  |                                                                                                                                                 |
|                                                                  | The Corporate Governance Report for the Quarter ended 31st December, 2016 was placed before the Board at its meeting held on 31st January, 2017 and the same was taken on record. There were no comments / observations / advice. The Corporate Governance Report for the Quarter ended 31st March, 2017 will be placed before the Board at the next meeting. |                                                                                                                                                 |
| Name & Designation                                               |                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                 |
| Company Secretary / Compliance Officer / Managing Director / CEO |                                                                                                                                                                                                                                                                                                                                                               | <br><b>K. SHANKARAN</b><br><b>DIRECTOR &amp; SECRETARY</b> |
| Note:                                                            | 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 is 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 31st March, 2017**

| <b>I. Disclosure on website in terms of Listing Regulations</b>                                                                         |                                      |                                                                      |                                                                      |
|-----------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------|----------------------------------------------------------------------|
| <b>Item</b>                                                                                                                             | <b>Compliance Status (Yes/No/NA)</b> | <b>If status is 'No' details of Non-compliance may be given here</b> | <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>                                 | <b>If status is 'No' details of Non-compliance may be given here</b> |
| 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>                                                                                                                                       |                       |     | <br><b>K SHANKARAN</b><br><b>DIRECTOR &amp; WHOLETIME SECRETARY /</b><br><b>COMPLIANCE OFFICER</b> |
| <b>Company Secretary / Compliance Officer / Managing Director / CEO</b>                                                                                             |                       |     |                                                                                                                                                                                         |