

Report on Corporate Governance

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - TTK Prestige Limited
2. Quarter ending - 30-Jun-2019

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee)	Sub Category	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Memberships in Committees of the Company	Remarks
Mr.	T T Jagannathan	00191522		C, NED		01-Jul-2018		60	0	0	0	RMC,NRC	
Mr.	T T Raghunathan	00043455		NED		03-Aug-2016			0	0	0		
Mr.	Chandru Kalro	03474813		ED	CEO-MD	01-Apr-2015		60	0	0	0	SC,RC	
Mrs.	Dr Vandana R Walvekar	00059160		ID		25-Mar-2016		60	2	1	0	SC	
Mr.	K Shankaran	00043205		ED		25-Jul-2018		60	0	1	1	SC,RC	
Mr.	R. Srinivasan	00043658		ID		21-Aug-2014		60	6	3	3	AC,RC,NRC	
Mr.	Dileep Krishnaswamy	00176595		ID		25-Mar-2015		60	1	1	1	AC,SC	
Mr.	Arun Thiagarajan	00292757		ID		25-Mar-2015		60	5	4	3	AC,NRC	

Mr.	Murali Neelakantan	02453014		ID		25-Mar-2015		60	1	0	0	RMC,NRC	
Mr.	T T Mukund	07193370		NED		11-Aug-2017			0	0	0		
Mr.	Dhruv Sriratan Moondhra	00151532		ID		01-Apr-2019		60	1	0	0		

Company Remarks	Mr. T T Jagannathan has resigned as Executive Chairman w.e.f. 01.04.2019 and will continue as Non-Executive Chairman. Mr. Shankaran has been re designated as Whole time Director with effect from 1.4.2019
Whether Permanent chairperson appointed	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Arun Thiagarajan	ID	Member	21-Aug-2014	
2	R. Srinivasan	ID	Member	21-Aug-2014	
3	Dileep Krishnaswamy	ID	Chairperson	21-Aug-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Dr Vandana R Walvekar	ID	Member	24-Oct-2018	
2	Chandru Kalro	ED	Member	01-Apr-2015	
3	K Shankaran	ED	Member	13-Oct-2014	
4	Dileep Krishnaswamy	ID	Chairperson	03-Nov-2016	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Manas Martha	Member	Member	24-Oct-2018	
2	V Sundaresan	Member	Member	24-Oct-2018	
3	H T Rajan	Member	Member	24-Oct-2018	
4	Murali Neelakantan	ID	Member	24-Oct-2018	
5	Chandru Kalro	ED	Member	24-Oct-2018	
6	K Shankaran	ED	Member	24-Oct-2018	
7	T T Jagannathan	C,NED	Member	24-Oct-2018	
8	R. Srinivasan	ID	Chairperson	24-Oct-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	T T Jagannathan	C,NED	Member	24-Oct-2018	
2	Murali Neelakantan	ID	Member	25-Mar-2015	
3	Arun Thiagarajan	ID	Member	21-Aug-2014	
4	R. Srinivasan	ID	Chairperson	21-Aug-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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
28-Jan-2019	29-May-2019
29-Mar-2019	

Company Remarks	
Maximum gap between any two consecutive (in number of days)	60

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee		28-Jan-2019	3	Yes
Audit Committee		29-Mar-2019	3	Yes
Audit Committee		29-May-2019	3	Yes
Nomination & Remuneration Committee		29-Mar-2019	4	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	0

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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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) - **Yes**
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.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name : **K Shankaran**
Designation : **Company Secretary & Compliance Officer**