

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company : TITAN INDUSTRIES LIMITED

Quarter ending on : 30-SEPTEMBER- 2012

<b>PARTICULARS</b>	<b>CLAUSE OF LISTING AGREEMENT</b>	<b>COMPLIANCE STATUS YES / NO</b>	<b>REMARKS</b>
<b>I. Board of Directors</b>	49 I		
(A) Composition of Board	49 (IA)	<b>YES</b>	
(B) Non-Executive Directors' compensation & Disclosures	49 (IB)	<b>YES</b>	
(C) Other provisions as to Board and Committees	49 (IC)	<b>YES</b>	
(D) Code of Conduct	49 ((ID)	<b>YES</b>	
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	<b>YES</b>	
(B) Meeting of Audit Committee	49 (IIB)	<b>YES</b>	
(C) Powers of Audit Committee	49 (IIC)	<b>YES</b>	
(D) Role of Audit Committee	49 (IID)	<b>YES</b>	
(E) Review of Information by Audit Committee	49 (IIE)	<b>YES</b>	
<b>III. Subsidiary Companies</b>	49 (III)	<b>YES</b>	
<b>IV. Disclosures</b>	49 (IV)	<b>YES</b>	
(A) Basis of Related Party Transactions	49 (IVA)	<b>YES</b>	
(B) Disclosure of Accounting Treatment	49 (IVB)	<b>YES</b>	
(C) Board Disclosures - Risk Management	49 (IV)	<b>YES</b>	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IVD)	<b>N.A.</b>	
(E) Remuneration of Directors	49 (IVE)	<b>YES</b>	
(F) Management	49 (IVF)	<b>YES</b>	
(G) Shareholders	49 (IVG)	<b>YES</b>	Will be complied with at the AGM.
<b>V. CEO/CFO Certification</b>	49 (V)	<b>YES</b>	
<b>VI. Report on Corporate Governance</b>	49 (VI)	<b>YES</b>	Will be complied with in the next Annual Report.
<b>VII. Compliance</b>	49 (VII)	<b>YES</b>	