

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Titan Company Limited
 2. Quarter ending - 31-Mar-2018

I. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DI N	P A N	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	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
Mr.	Atulya Misra	02210369	AALPM4967H	C,NED,ND	24-Mar-2017	01-Feb-2018		3	0	0
Mr.	K. Gnanadesikan	00111798	AAEPG6432G	C,NED,ND	01-Feb-2018			3	0	0
Mr.	Ramesh Chand Meena	08009394	ABEPR6685F	NED,ND	03-Jan-2018		3	2	1	0
Ms.	Shilpa Prabhakar Sathish	07820677	AXSPP9911E	NED,ND	29-Mar-2018			1	1	0
Mr.	N.N. Tata	00024713	AAAPT5602P	NED,ND	07-Aug-2003			5	3	1
Mr.	Harish	0047	ABPPBO	NED,ND	31-Jul-2015			4	4	0

	Bhat	81 98	072 K							
Mr.	Bhas kar Bhat	00 14 87 78	AA NPB 301 3D	ED	01-Apr- 2017		5	3	0	
Mr.	T.K.B alaji	00 00 20 10	AAF PB7 797 J	ID	01-Aug- 2014	44	3	3	1	
Ms.	Vinit a Bali	00 03 29 40	AFD PB1 852 R	ID	01-Aug- 2014	44	3	1	0	
Mrs.	Hem a Ravic hand ar	00 03 29 29	AAS PRO 583 P	ID	01-Aug- 2014	44	3	5	0	
Mr.	Das Nara yand as	03 51 80 31	AFT PN4 036 K	ID	01-Aug- 2014	44	1	0	0	
Mrs.	Ireen a Vittal	05 19 56 56	AA DPV 133 3J	ID	01-Aug- 2014	44	6	7	0	
Mr.	Ashw ani Puri	00 16 06 62	AA APP 387 6F	ID	06-May- 2016	23	3	3	3	

II. Composition of Committees

Audit Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Ashwani Puri	ID	Chairperson
2	Ireena Vittal	ID	Member
3	Vinita Bali	ID	Member
4	T.K.Balaji	ID	Member
5	Ramesh Chand Meena	NED,ND	Member
6	Harish Bhat	NED,ND	Member

Stakeholders Relationship Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	T.K.Balaji	ID	Chairperson
2	Shilpa Prabhakar Satish	NED,ND	Member
3	Harish Bhat	NED,ND	Member

4	Bhaskar Bhat	ED	Member
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Risk Management Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Vinita Bali	ID	Chairperson
2	Ashwani Puri	ID	Member
3	Hema Ravichandar	ID	Member
4	Shilpa Prabhakar Satish	NED,ND	Member
5	N.N.Tata	NED,ND	Member
6	Bhaskar Bhat	ED	Member

Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Hema Ravichandar	ID	Chairperson
2	Ireena Vittal	ID	Member
3	T.K.Balaji	ID	Member
4	Ramesh Chand Meena	NED,ND	Member
5	N.N.Tata	NED,ND	Member

III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
03-Nov-2017	01-Feb-2018	89
	28-Mar-2018	

IV. Meeting of Committees				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
				89
Audit Committee	31-Jan-2018	5	02-Nov-2017	
Nomination & Remuneration Committee	31-Jan-2018	4	02-Nov-2017	
Stakeholders Relationship Committee	31-Jan-2018	3	02-Nov-2017	
Risk Management Committee	31-Jan-2018	5		

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
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
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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 : **A.R. Rajaram**
Designation : **Company Secretary**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Not Applicable	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes

<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Not Applicable
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

Name : **A.R. Rajaram**
Designation : **Company Secretary**