

Format of Compliance Report on Corporate Governance

Name of the Company: Titan Company Limited.

Date: 31st March 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)	Yes	-
(A) Composition of Board	49 (II A)	Yes	-
(B) Independent Directors	49 (II B)	Yes	A meeting of the Independent Directors was held on 17th March 2015.
(C) Non-executive Directors' compensation & disclosures	49 (II C)	Yes	-
(D) Other provisions as to Board and Committees	49 (II D)	Yes	-
(E) Code of Conduct	49 (II E)	Yes	Refer Note 1
(F) Whistle Blower Policy	49 (II F)	Yes	Refer Note 1
III. Audit Committee	49 (III)		-
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	-
(B) Meeting of Audit Committee	49 (III B)	Yes	-
(C) Powers of Audit Committee	49 (III C)	Yes	-
(D) Role of Audit Committee	49 (III D)	Yes	-
(E) Review of Information by Audit Committee	49 (III E)	Yes	-
IV. Nomination and Remuneration Committee	49 (IV)	Yes	Refer Note 1
V. Subsidiary Companies	49 (V)	Yes	Refer Note 1
VI. Risk Management	49 (VI)	Yes	-
VII. Related Party Transactions	49 (VII)	Yes	-
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	N.A.	There are no material transactions with the Related Parties

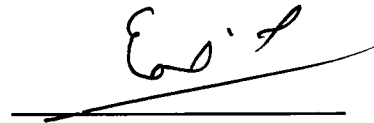
Titan Company Limited
(formerly Titan Industries Limited)

* No. 132/133 DivyaSree Technopolis Yamalur Main Road Yamalur Post Bengaluru 560 037 India. Tel 91 80 6660 9000 Fax 91 80 6660 8073
Registered Office 3 Sipcot Industrial Complex Hosur 635 126 TN India Tel 91 4344 664 199 Fax 91 4344 276037. CIN: L74999T21984PLC001456
www.titan.co.in



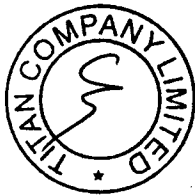
			during the quarter.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Refer Note 1
(C) Remuneration of Directors	49 (VIII C)	Yes	Refer Note 1
(D) Management	49 (VIII D)	Yes	Refer Note 1
(E) Shareholders	49 (VIII E)	Yes	Refer Note 1
(I) Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIII I)	Not Applicable.	-
IX. CEO / CFO Certification	49 (IX)	Yes	Refer Note 1
X. Report on Corporate Governance	49 (X)	Yes	Refer Note 1
XI. Compliance	49 (XI)	Yes	Refer Note 1

Note 1: The Annual Report disclosure requirement shall be complied with in the Annual Report for FY 2014-15.



Company Secretary

Date: 28-07-2015



CERTIFIED TRUE COPY
For TITAN COMPANY LIMITED



A.R. RAJARAM
HEAD-LEGAL & COMPANY SECRETARY