SEC 18 / 2025-26

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai 400 001 Maharashtra, India Scrip Code: **500114** National Stock Exchange of India Limited Exchange Plaza, C-1, Block G Bandra Kurla Complex Bandra (E), Mumbai 400 051 Maharashtra Symbol: **TITAN**

Dear Sir/ Madam,

Sub: Annual Secretarial Compliance Report for the year ended 31st March 2025

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMDI/27/2019 dated 8th February 2019, we are forwarding herewith Annual Secretarial Compliance Report of the Company for the year ended 31st March 2025, issued by V Sreedharan & Associates, Company Secretaries.

This is for your information and record.

Yours truly, For TITAN COMPANY LIMITED

Dinesh Shetty General Counsel & Company Secretary

Encl. As stated

Titan Company Limited`INTEGRITY` #193 Veerasandra Electronics City P.O. Off Hosur Main Road, Bangalore 560100 India. Tel: 9180 6704 7000 Fax: 9180 6704 6262Registered Office 3, Sipcot Industrial Complex Hosur 635 126 TN India. Tel-91 4344 664 199 Fax 91 4344 276037, CIN: L74999TZ1984PLC001456www.titancompany.in



9th May 2025

EDHARAN AND ASSOCIATES

Company Secretaries Plot No. 293, # 201, 2nd Floor, 10th Main Road, 3rd Block, Jayanagar, Bengaluru - 560 011 \$ + 91 80 49594533 Second compliance@sreedharancs.com



Secretarial compliance report of Titan Company Limited for the year ended March 31, 2025

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Titan Company Limited (hereinafter referred as 'the listed entity'), having its Registered Office at 3 Sipcot Industrial Complex Hosur Tamil Nadu 635126. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined:

- (a) all the documents and records made available to us and explanation provided by the listed entity;
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

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For the year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the Company during the Audit Period);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the Company during the Review Period);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021
- (g) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not Applicable to the Company during the Review Period);

PRADEEP BHEEMSEN KULKARNI BKULKARNI BC: 2025.05.08 18:26:54 +05'30' (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

And circulars/ guidelines issued thereunder;

and based on above examination, we hereby report that during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder except in respect of matter specified in Annexure -01.
- b) The listed entity has taken following actions to comply with the observations made in the previous reports- **Not Applicable**

Sl.	Observations/	Observations made in	Compliance	Details of violation /	Remedial	Comments of		
No.	Remarks of the	the secretarial	Requirement	deviations and actions	actions, if	the PCS on		
	Practicing	compliance report for the	(Regulations/circul	taken / penalty	any, taken	the actions		
	Company	year ended March 2023	ars/	imposed, if any, on the	by the	taken by the		
	Secretary in		guidelines	listed entity	listed entity	listed entity		
	the previous		including					
reports		specific clause)						
Not Applicable								

c) We hereby report that, during the Review Period the compliance status of the listed entity with the following requirements

Sr. No	Particulars	Compliance	Observations/ remarks
		Status	by PCS
		(Yes/No/NA)	
1.	Secretarial Standards		
	The compliances of the listed entity are in		
	accordance with the applicable Secretarial	YES	Nil
	Standards (SS) issued by the Institute of		
	Company Secretaries India (ICSI).		
2.	Adoption and timely updation of the		
	Policies:		
	• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.	Yes	Nil
	• All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations / circulars / guidelines issued by SEBI.	Yes	Nil

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3.	Maintenance and disclosures on Website:		
	• The Listed entity is maintaining a functional website.	Yes	Nil
	• Timely dissemination of the documents/ information under a separate section on the website.	Yes	Nil
	• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and		
	specific which re-directs to the relevant document(s)/ section of the website.	yes	Nil
4.	Disqualification of Directory		
4.	Disqualification of Director:		
	None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	Nil
5.	Details related to Subsidiaries of listed		
	entities have been examined w.r.t: (a) Identification of material subsidiary companies.	N.A	The company does not have any material subsidiary.
	(b) Disclosure requirement of material.	Yes	However, the company has placed a policy for determining material subsidiary.

6.	Preservation of Documents:		
	The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil
7.	Performance Evaluation:		
	The listed entity has conducted performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.	Yes	Nil
8.	Related Party Transactions:		
	 (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. 	Yes	Nil
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit committee.	Yes.	Nil

9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	No.	As mentioned in Annexure- 01.

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12.	Resignation of statutory auditors from the			
	listed entity or its material subsidiaries:			
	In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary (ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 on compliance with the provisions of the LODR Regulations by listed entities.	NA	There was no resignation of the statutory auditors in the listed entity	
13.	Additional non-compliances, if any: No additional non-compliance observed for all SEBI regulation / circular / guidance note etc.	Yes	No additional non- compliance observed for all SEBI regulation/circular/ guidance note etc except mentioned in Annexure- 01.	

PRADEEP BHEEMSEN KULKARNI BHELKARNI KULKARNI 18:29:49 +0530' Assumptions & Limitation of scope and Review:

- 1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- 2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- 3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
- 4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For V. SREEDHARAN & ASSOCIATES

PRADEEP BHEEMSEN KULKARNI KULKARNI BAGES BHEEMSEN KULKARNI Date: 2025.05.08 18:25:55 +05'30'

(Pradeep B. Kulkarni) Partner FCS: 7260; CP No. 7835

Place: Bengaluru Date: May 08, 2025 UDIN: F007260G000299321 Peer Review Certificate No. 5543/2024

Annexure – 01

Sl.	Compliance	Regulation/	Deviations	Action Taken by	Type of	Details of Violation	Fine	Observations/ Remarks	Management Response	Remarks
No.	Requirement	Circular No.			Action		Amount	of the Practicing		
	(Regulations/							Company Secretary		
	circulars/									
	guidelines									
	including									
	specific clause)									
01.	Regulation 60(2) -	Regulation	Delayed	Company	Imposition	The Company	Rs. 20,000	The Company is	The delay was	NA
	The listed entity	60(2) of SEBI	submission	received an	of fine	delayed submission		generally compliant.	inadvertent and	
	shall give notice in	(Listing	of notice of	email from NSE	levied by	of notice of Record		The delay was	occurred as a result of	
	advance of at least	Obligations and	Record Date	dated Feb 21,	NSE.	Date for payment of		inadvertent and not	recent changes in	
	three working days	Disclosure		2025 pertaining		interests for Non-		wilful, arising due to	regulations related to	
	(excluding the date	Requirements)		to non-waiver of		Convertible		recent changes in	the fixation of record	
	of intimation and	Regulation,		fine imposed on		Debentures (NCDs)		regulations pertaining to	dates	
	the record date) to	2015		the company		under Regulation		the fixation of record		
	the recognised			amounting to Rs.		60(2) of SEBI		dates.		
	stock exchange(s)			20,000/		(Listing Obligations				
	of the record date					and Disclosure				
	or of as many days					Requirements)				
	as the stock					Regulation, 2015, in				
	exchange(s) may					the month of				
	agree to or require					November 2024.				
	specifying the									
	purpose of the									
	record date.									

For V. SREEDHARAN & ASSOCIATES

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(Pradeep B. Kulkarni) Partner FCS: 7260; CP No. 7835 Place: Bengaluru Date: May 08, 2025 UDIN: F007260G000299321 Peer Review Certificate No. 5543/2024