



SEC 18 / 2026-27

25th May 2026

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 2026

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January 2026, we are forwarding herewith Annual Secretarial Compliance Report of the Company for the year ended 31st March 2026, issued by BMP & Co. LLP, Company Secretaries.

This is for your information and record.

Yours truly,
For TITAN COMPANY LIMITED

Dinesh Shetty
General Counsel & Company Secretary

Encl. As stated



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— COMPANY SECRETARIES —

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**Secretarial compliance report of Titan Company Limited
for the year ended 31st March 2026**

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015]

To,

The Board of Directors
Titan Company Limited
CIN: L74999TZ1984PLC001456
3, SIPCOT Industrial Complex,
Hosur-635126, Tamil Nadu, India.

We have conducted the review of the compliance of applicable statutory provisions and the adherence to good corporate practices by Titan Company Limited (CIN: L74999TZ1984PLC001456) (hereinafter referred as the '**Listed Entity**'), having its registered office at 3, SIPCOT Industrial Complex Hosur-635126, Tamil Nadu, India. The secretarial review was conducted in a manner that provided us with a reasonable basis for evaluating the corporate conduct/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 the Listed Entity has, during the review period covering the financial year ended on March 31, 2026, 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, **BMP & Co. LLP**, Practicing Company Secretaries, have examined:

- all the documents and records made available to us and explanation provided by the Listed Entity
- the filings/submissions made by the Listed Entity to the stock exchanges;
- website of the Listed Entity;
- any other document/filing, as may be relevant, which has been relied upon to make this certification;

for the year ended 31st March, 2026 ("**Review Period**") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and



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- ii. 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 (“SEBI LODR Regulations, 2015”) to the extent applicable;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - *Not applicable during the year under review;*
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the extent applicable;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - *Not applicable during the year under review;*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 to the extent applicable;
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable;
- (g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 – *Not applicable during the year under review;* and circulars/ guidelines issued thereunder;

and based on the 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 matters specified below: -

Sr. no.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Actions taken by	Type of Action	Details of violation	Fine amount	Observation/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

- (b) The Listed Entity has taken the following actions to comply with the observations made in previous reports:





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Sr. no.	Observations / Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March 2025	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	The Company is generally compliant. The delay was inadvertent and not wilful, arising due to the then recent changes in regulations pertaining to the fixation of record dates.	Delayed submission of notice of Record Date, under Regulation 60(2) of SEBI (Listing Obligations and Disclosure Requirements), 2015 during the year 2024-25	Regulation 60(2) The listed entity shall give notice in advance of at least three working days (excluding the date of intimation and the record date) to the recognised stock exchange(s) of the record date or of as many days as the stock exchange(s) may agree to or require specifying the purpose of the record date.	The Company delayed submission of notice of Record Date for payment of interests for Non-Convertible Debentures (NCDs) under Regulation 60(2) of SEBI (Listing Obligations and Disclosure Requirements), 2015, in the month of November 2024. A fine of ₹20,000 was levied by National Stock Exchange of India.	The Company had paid the fine. Further, the delay was inadvertent and not wilful, arising due to the then recent changes in regulations pertaining to the fixation of record dates.	The Board has noted that the Company has paid the amount to NSE during the review period, subsequent to the non-waiver of the fine imposed on the Company for this delay, as required under SEBI LODR. The matter was placed before the Board of Director for noting and the same was also informed to the Stock Exchange.

(c) We hereby report that, during the review period the compliance status of the Listed Entity with the following requirements is appended as below:



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Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks from PCS
1.	<u>Secretarial Standards:</u> The compliances of the Listed Entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	-
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Listed Entity.All the policies are in conformity with SEBI Regulations and has been reviewed & updated on time, as per the regulations/circulars/ guidelines issued by SEBI.	Yes	-
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">The Listed Entity is maintaining a functional website.Timely dissemination of the documents/ information under a separate section on the website.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	-
4.	<u>Disqualification of Director:</u> None of the Director(s) of the Listed Entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the Listed Entity.	Yes	None of the directors are disqualified.
5.	<u>Details related to Subsidiaries of Listed Entity have been examined w.r.t.:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA Yes	The company does not have any material subsidiary. However, the company has placed a policy for determining material subsidiary.
6.	<u>Preservation of Documents:</u> The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and	Yes	-

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	disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		
7.	<u>Performance Evaluation:</u> 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	-
8.	<u>Related Party Transactions:</u> (a) The Listed Entity has obtained prior approval of Audit Committee for all Related party transactions. (b) In case no prior approval has been obtained, the Listed Entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	Yes	-
9.	<u>Disclosure of events or information:</u> 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	-
10.	<u>Prohibition of Insider Trading:</u> The Listed Entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	-
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> 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.	NA	-
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u> In case of resignation of statutory auditor from the Listed Entity or any of its material subsidiaries during	NA	There was no resignation of statutory auditors in Bangalore the Listed Entity.

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	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 on compliance with the provisions of the SEBI LODR Regulations, 2015 by Listed Entity.		
13.	<u>No additional non-compliances observed:</u> No additional non-compliance observed for any of the SEBI regulation/ circular/guidance note etc. except as reported above.	NA	No additional non-compliance was observed for SEBI regulation/circular/guidance note during the year under review.

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 BMP & Co. LLP,
Company Secretaries

Pramod S M
Partner

Place: Bengaluru
Date: May 25, 2026

FCS No.: 7834, CP No.: 13784

PR No.: 6387/2025

UDIN: F007834H000467249