

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - Titan Company Limited  
 2. Quarter ending - 30-Sep-2017

<b>I. Composition of Board of Directors</b>										
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.	T.K.Arun	02163427	AA DP A27 26J	NED,ND	31-Jul-2012			4	9	1
Mr.	N.N. Tata	00024713	AA APT 560 2P	NED,ND	07-Aug-2003			5	2	1
Mr.	Bhaskar Bhat	00148778	AA NP B30 13D	ED	01-Apr-2012			5	3	0
Mr.	Harish Bhat	00478198	ABP PBO 072 K	NED,ND	31-Jul-2015			4	3	0
Mr.	T.K.Balaji	002010	AAF PB7 797 J	NED,ID	01-Aug-2014		3 years 2 month	3	3	1
Ms.	Vinita Bali	00032940	AFD PB1 852 R	NED,ID	01-Aug-2014		3 years 2 month	2	1	0

Mrs.	Hema Ravichandrar	00032929	AAS PRO 583 P	NED,ID	01-Aug-2014		3 years 2 month	3	5	0
Mr.	Das Narayandas	03518031	AFT PN4 036 K	NED,ID	01-Aug-2014		3 years 2 month	1	0	0
Mrs.	Ireena Vittal	05195656	AA DP V13 33J	NED,ID	01-Aug-2014		3 years 2 month	6	9	0
Mr.	Ashwani Puri	00160662	AA APP 387 6F	NED,ID	06-May-2016		1 year 5 months	3	0	3
Mr.	Atulya Misra	02210369	AAL PM 496 7H	C,NED,ND	24-Mar-2017		6 months	3	0	0

## II. Composition of Committees

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

<b>Stakeholders Relationship Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Bhaskar Bhat	ED	Member
2	T.K.Arun	NED,ND	Member
3	Harish Bhat	NED,ND	Member
4	T.K.Balaji	NED,ID	Chairperson

<b>Risk Management Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	S.Subramaniam	Member	Member
2	Ajoy Chawla	Member	Member
3	N.N.Tata	NED,ND	Member

4	Bhaskar Bhat	ED	Member
5	Hema Ravichandar	NED,ID	Member
6	Ashwani Puri	NED,ID	Member
7	Vinita Bali	NED,ID	Chairperson
8	Atulya Misra	C,NED,ND	Member

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

<b>III. Meeting of Board of Directors</b>		
<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>
12-May-2017	03-Aug-2017	82

<b>IV. Meeting of Committees</b>				
<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>
				82
Audit Committee	02-Aug-2017	Yes.	11-May-2017	
Stakeholders Relationship Committee	02-Aug-2017	Yes.	11-May-2017	

<b>V. Related Party Transactions</b>	
<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

#### **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:

**The report of the previous quarter was placed before the Board of Directors on 3rd August 2017 and this report will be placed in the next Board meeting of the Company scheduled on 3rd November 2017.**

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

### ANNEXURE III

#### Affirmations

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes

Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
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Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

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