

Format of Quarterly Compliance Report on Corporate Governance

Name of the Company: Titan Company Limited

Quarter ending on: 31st December 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)	Yes	
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	Yes	
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)	Yes	
(A) Related party transactions	49 (VIIIA)	N.A.	There are no material transactions with the Related Parties during the quarter.
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	

(C) Remuneration of Directors	49 (VIII C)	N.A	Will be disclosed in the Annual Report of FY 2014-15.
(D) Management	49 (VIII D)	N.A	Will be disclosed in the Annual Report of FY 2014-15.
(E) Shareholders	49 (VIII E)	N.A	Will be complied with in the Annual Report of FY 2014-15.
(F) Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIII I)	N.A	There has been no Public /Rights/ Preferential issue of shares in this year.
IX. CEO / CFO Certification	49(IX)	N.A	Will be complied with in the Annual Report of FY 2014-15.
X. Report on Corporate Governance	49(X)	N.A	Will be complied with in the Annual Report of FY 2014-15.
XI. Compliance	49(XI)	N.A	Will be complied with in the Annual Report of FY 2014-15.