

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Titan Company Limited
 2. Quarter ending - 31-Mar-2016

I. Composition of Board of Directors										
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.	C.V. Sankar	00703204	AAJPS6297C	ND,C & NED	31-Oct-2013			3	2	0
Mr.	T.K.Arjun	02163427	AA DPA2726J	NED	31-Jul-2012			4	9	1
Mr.	N.N. Tata	00024713	AA APT5602P	NED,ND	07-Aug-2003			5	2	1
Mr.	Bhaskar Bhat	00148778	AA NPB3013D	ED	01-Apr-2012			5	3	0
Mr.	Harish Bhat	00478198	ABP PBO072K	NED,ND	31-Jul-2015			4	5	0
Mr.	T.K.Balaji	00002010	AAF PB7797J	NED,ID	01-Aug-2014		1 year 7 months	3	3	2
Mr.	Dr. C.G.K	0005	AAF PN9	NED,ID	01-Aug-2014		1 year	3	3	4

	rishn adas Nair	96 86	411 R				7 mon ths			
Ms.	Vinit a Bali	00 03 29 40	AFD PB1 852 R	NED,ID	01-Aug- 2014		1 year 7 mon ths	2	1	0
Mrs.	Hem a Ravic hand ar	00 03 29 29	AAS PRO 583 P	NED,ID	01-Aug- 2014		1 year 7 mon ths	2	2	0
Mr.	Das Nara yand as	03 51 80 31	AFT PN4 036 K	NED,ID	01-Aug- 2014		1 year 7 mon ths	1	0	0
Mrs.	Ireen a Vittal	05 19 56 56	AA DPV 133 3J	NED,ID	01-Aug- 2014		1 year 7 mon ths	5	6	1

II. Composition of Committees

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

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

Risk Management Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	C.V. Sankar	ND,C & NED	Member
2	N.N.Tata	NED,ND	Member
3	Bhaskar Bhat	ED	Member
4	Vinita Bali	NED,ID	Chairperson

5	Hema Ravichandar	NED,ID	Member
6	Ireena Vittal	NED,ID	Member

Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	C.V. Sankar	ND,C & NED	Member
2	N.N.Tata	NED,ND	Member
3	T.K.Balaji	NED,ID	Member
4	Dr. C.G.Krishnadas Nair	NED,ID	Member
5	Hema Ravichandar	NED,ID	Chairperson

III. Meeting of Board of Directors		
<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>
30-Oct-2015	28-Jan-2016	89

IV. Meeting of Committees				
<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>
Audit Committee	28-Jan-2016	Yes.	30-Oct-2015	89
Risk Management Committee	22-Jan-2016	yes.		
Nomination & Remuneration Committee	22-Jan-2016	Yes.		
Nomination & Remuneration Committee	16-Mar-2016	Yes.		
Risk Management Committee	17-Mar-2016	Yes.		
Stakeholders Relationship Committee	17-Mar-2016	Yes.		

V. Related Party Transactions	
<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:

<p>The report of the previous quarter was placed before the Board of Directors on 28th January 2016 and this report will be placed in the next Board meeting of the Company scheduled on 6th May 2016.</p>

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

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Not Applicable	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Yes	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes

<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

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