

<b>General information about company</b>	
Scrip code	500114
NSE Symbol	TITAN
MSEI Symbol	
ISIN	INE280A01028
Name of the entity	TITAN COMPANY LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Applicable

Annexure I															
Annexure I to be submitted by listed entity on quarterly basis															
I. Composition of Board of Directors															
Disclosure of notes on composition of board of directors explanatory															
Wether the listed entity has a Regular Chairperson													Yes		
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	N Muruganandam	AAKPM0966H	00540135	Non-Executive - Nominee Director	Chairperson		14-03-2019			0	0	0		
2	Mr	Ramesh Chand Meena	ABEPR6685F	08009394	Non-Executive - Nominee Director	Not Applicable		03-01-2018			0	2	0		
3	Mr	V Arun Roy	ADAPV6725C	01726117	Non-Executive - Nominee Director	Not Applicable		26-11-2018			0	0	0		
4	Mr	N N Tata	AAAPT5602P	00024713	Non-Executive - Nominee Director	Not Applicable		07-08-2003			1	3	1		

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Harish Bhat	ABPPB0072K	00478198	Non-Executive - Nominee Director	Not Applicable		31-07-2015			0	5	1		
6	Mr	Bhaskar Bhat	AANPB3013D	00148778	Executive Director	Not Applicable	MD	01-04-2017			1	4	0		
7	Mr	T K Balaji	AAFPB7797J	00002010	Non-Executive - Independent Director	Not Applicable	Shareholder Director	01-08-2014		56	1	4	1		
8	Mrs	Hema Ravichandar	AASPR0583P	00032929	Non-Executive - Independent Director	Not Applicable	Shareholder Director	01-08-2014		56	3	4	1		

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
9	Mrs	Ireena Vittal	AADPV1333J	05195656	Non-Executive - Independent Director	Not Applicable	Shareholder Director	01-08-2014		56	5	6	0		
10	Mr	Ashwani Puri	AAAPP3876F	00160662	Non-Executive - Independent Director	Not Applicable	Shareholder Director	06-05-2016		35	2	3	3		
11	Mr	B Santhanam	AAEPS9909C	00494806	Non-Executive - Independent Director	Not Applicable	Shareholder Director	03-08-2018		8	2	1	0		
12	Mr	Pradyumna Rameshchandra Vyas	AAXPV2039H	02359563	Non-Executive - Independent Director	Not Applicable	Shareholder Director	25-03-2019		0	2	0	0		

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes	Date of Cessation	Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment		
1	00160662	Ashwani Puri	Non-Executive - Independent Director	Chairperson	20-10-2016		
2	01726117	V Arun Roy	Non-Executive - Nominee Director	Member	25-03-2019		
3	00002010	T K Balaji	Non-Executive - Independent Director	Member	21-03-2001		
4	05195656	Ireena Vittal	Non-Executive - Independent Director	Member	31-10-2013		
5	00494806	B Santhanam	Non-Executive - Independent Director	Member	10-05-2018		
6	00478198	Harish Bhat	Non-Executive - Nominee Director	Member	20-04-2015		
7	08009394	Ramesh Chand Meena	Non-Executive - Nominee Director	Member	28-03-2018	25-03-2019	

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00032929	Hema Ravichandar	Non-Executive - Independent Director	Chairperson	06-05-2014		
2	08009394	Ramesh Chand Meena	Non-Executive - Nominee Director	Member	28-03-2018		
3	05195656	Ireena Vittal	Non-Executive - Independent Director	Member	20-10-2016		
4	00002010	T K Balaji	Non-Executive - Independent Director	Member	06-05-2014		
5	00024713	N N Tata	Non-Executive - Nominee Director	Member	06-05-2014		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00002010	T K Balaji	Non-Executive - Independent Director	Chairperson	17-03-2016		
2	01726117	V Arun Roy	Non-Executive - Nominee Director	Member	25-03-2019		
3	00478198	Harish Bhat	Non-Executive - Nominee Director	Member	17-03-2016		
4	00148778	Bhaskar Bhat	Executive Director	Member	06-05-2014		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00478198	Harish Bhat	Non-Executive - Nominee Director	Chairperson	10-05-2018		
2	01726117	V Arun Roy	Non-Executive - Nominee Director	Member	25-03-2019		
3	00032929	Hema Ravichandar	Non-Executive - Independent Director	Member	07-05-2015		
4	00160662	Ashwani Puri	Non-Executive - Independent Director	Member	20-10-2016		
5	00148778	Bhaskar Bhat	Executive Director	Member	01-04-2017		



Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	05195656	Ireena Vittal	Non-Executive - Independent Director	Chairperson	03-05-2013		
2	01726117	V Arun Roy	Non-Executive - Nominee Director	Member	25-03-2019		
3	00032929	Hema Ravichandar	Non-Executive - Independent Director	Member	08-11-2018		
4	00148778	Bhaskar Bhat	Executive Director	Member	03-05-2013		
5	08009394	Ramesh Chand Meena	Non-Executive - Nominee Director	Member	03-01-2018	25-03-2019	

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00032929	Hema Ravichandar	Ethics Committee	Non-Executive - Independent Director	Chairperson	
2	00160662	Ashwani Puri	Ethics Committee	Non-Executive - Independent Director	Member	
3	08009394	Ramesh Chand Meena	Ethics Committee	Non-Executive - Nominee Director	Member	
4	00148778	Bhaskar Bhat	Ethics Committee	Executive Director	Member	
5	00478198	Harish Bhat	Executive Committee of the Board	Non-Executive - Nominee Director	Member	
6	08009394	Ramesh Chand Meena	Executive Committee of the Board	Non-Executive - Nominee Director	Member	
7	00494806	B Santhanam	Executive Committee of the Board	Non-Executive - Independent Director	Member	

<b>Annexure 1</b>				
<b>Annexure 1</b>				
<b>III. Meeting of Board of Directors</b>				
Disclosure of notes on meeting of board of directors explanatory				
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
1	09-11-2018			
2		01-02-2019	83	
3		25-03-2019	51	

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee	31-01-2019	Yes	5	08-11-2018	83		
2	Audit Committee	24-03-2019	Yes	4	08-11-2018	135		
3	Nomination and remuneration committee	01-02-2019	Yes	5	08-11-2018	84		
4	Stakeholders Relationship Committee	31-01-2019	Yes	3				Last meeting of Stakeholder Relationship Committee was held on 02-August- 2018
5	Risk Management Committee	31-01-2019	Yes	4				Last meeting of Risk Management Committee was held on 01-March- 2018
6	Risk Management Committee	07-03-2019	Yes	4				Last meeting of Risk Management Committee was held on 01-March- 2018

Annexure 1								
IV. Meeting of Committees								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
7	Other Committee	31-01-2019	Yes	3			Board Ethics Committee	Last meeting of Board Ethics Committee was held on 01-August- 2018

<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	Dinesh Shetty
2	Designation	Company Secretary



<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://www.titan.co.in">https://www.titan.co.in</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.titan.co.in">https://www.titan.co.in</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.titan.co.in">https://www.titan.co.in</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.titan.co.in">https://www.titan.co.in</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.titan.co.in">https://www.titan.co.in</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www.titan.co.in">https://www.titan.co.in</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.titan.co.in">https://www.titan.co.in</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.titan.co.in">https://www.titan.co.in</a>

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.titan.co.in">https://www.titan.co.in</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://www.titan.co.in">https://www.titan.co.in</a>
12	Financial results	Yes		<a href="https://www.titan.co.in">https://www.titan.co.in</a>
13	Shareholding pattern	Yes		<a href="https://www.titan.co.in">https://www.titan.co.in</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	Yes	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	No	The company does not have any unlisted material subsidiary
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

<b>Annexure II</b>		
1	Name of signatory	Dinesh Shetty
2	Designation	Company Secretary

<b>Annexure II</b>		
<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

<b>Annexure II</b>		
1	Name of signatory	Dinesh Shetty
2	Designation	Company Secretary



<b>Signatory Details</b>	
Name of signatory	Dinesh Shetty
Designation of person	Company Secretary
Place	Bangalore
Date	12-04-2019

