

Format of Quarterly Compliance Report on Corporate Governance

Name of the Company: Titan Company Limited

Quarter ending on: 31st March 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)	Yes	
(A) Composition of Board	49 (II A)	Yes	
(B) Independent Directors	49 (II B)	Yes	A meeting of the Independent Directors was held on 17 th March 2015.
(C) Non-executive Directors' compensation & disclosures	49 (II C)	Yes	
(D) Other provisions as to Board and Committees	49 (II D)	Yes	
(E) Code of Conduct	49 (II E)	Yes	Refer Note 1
(F) Whistle Blower Policy	49 (II F)	Yes	Refer Note 1
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	
(B) Meeting of Audit Committee	49 (III B)	Yes	
(C) Powers of Audit Committee	49 (III C)	Yes	
(D) Role of Audit Committee	49 (III D)	Yes	
(E) Review of Information by Audit Committee	49 (III E)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	Refer Note 1
V. Subsidiary Companies	49 (V)	Yes	Refer Note 1
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	N.A.	There are no material transactions with the Related Parties during the quarter.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Refer Note 1
(C) Remuneration of Directors	49 (VIII C)	Yes	Refer Note 1

(D) Management	49 (VIII D)	Yes	Refer Note 1
(E) Shareholders	49 (VIII E)	Yes	Refer Note 1
(F) Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIII F)	Not Applicable.	
IX. CEO / CFO Certification	49 (IX)	Yes	Refer Note 1
X. Report on Corporate Governance	49 (X)	Yes	Refer Note 1
XI. Compliance	49 (XI)	Yes	Refer Note 1

Note 1: The Annual Report disclosure requirement shall be complied with in the Annual Report for FY 2014-15.