



SEC 20 / 2020-21

22<sup>nd</sup> June 2020

The General Manager, DCS – CRD  
BSE Limited  
Corporate Relationship Department  
1st Floor, New Trading Ring  
Rotunda Building, P J Towers  
Dalal Street, Fort,  
MUMBAI - 400 001  
Scrip Code: **500114**

The General Manager, DCS – CRD  
National Stock Exchange of India Ltd  
Exchange Plaza,  
Bandra-Kurla Complex,  
Bandra (East),  
MUMBAI - 400 051  
Symbol: **TITAN**

Dear Sirs,

**Sub: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March 2020**

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February 2019, we are forwarding herewith Annual Secretarial Compliance Report of the Company for the year ended 31<sup>st</sup> March 2020, issued by Mr. Vijayakrishna K T, Practicing Company Secretary.

This is for your information and record.

Yours truly,

for TITAN COMPANY LIMITED



Dinesh Shetty  
General Counsel & Company Secretary

Encl. As stated

**SECRETARIAL COMPLIANCE REPORT OF TITAN COMPANY LIMITED  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

I, Vijayakrishna KT, Practising Company Secretary, have examined all the documents and records made available to us and explanation provided by Titan Company Limited, having its Registered Office at 3, SIPCOT Industrial Complex, Hosur, Tamil Nadu – 635 126 with CIN:L74999TZ1984PLC001456 ("the listed entity"), the filings/submissions made by the listed entity to the stock exchanges, website of the listed entity and other document/filing as may be relevant, which has been relied upon to make this certification for the financial year ended 31<sup>st</sup> March, 2020 (1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2020) in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;



- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Circulars/Guidelines issued thereunder.

Based on the above examination, I hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above regulations and circulars/guidelines issued except in respect of matters specified below:

Sl. No.	Compliance Requirement (Regulations/circulars/Guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
NIL			

- (b) The listed entity has maintained proper records under the provisions of the above regulations and circulars/guidelines issued there under insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its Promoters/Directors/Material Subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and Circulars/Guidelines issued thereunder:

Sl. No.	Action taken by	Details of violation	Details of action taken ex. Fines, warning letter, debarment etc.	Observations/Remarks of the Practicing Company Secretary, if any
NIL				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports –NA

Place: Bengaluru  
Date: 08.06.2020

  
 Vijayakrishna KT  
 Company Secretary  
 FCS: 1788 CP: 980  
 UDIN: F001788B000324154