

Annexure - 5



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For TITAN COMPANY LIMITED

A.R. RAJARAM
HEAD LEGAL & COMPANY SECRETARY

SHAREHOLDING PATTERN OF TITAN COMPANY LIMITED PRE AND POST SCHEME OF ARRANGEMENT

Since there is no issue of shares pursuant to the scheme of arrangement the pre and post shareholding of Titan Company Limited would remain unchanged. The pre and post shareholding pattern which are identical are given below.

CLAUSE 31 OF EQUITY LISTING AGREEMENT

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Statement showing Shareholding Pattern

Name of the Company:		TITAN COMPANY LIMITED		
Scrip Code, Name of the scrip, class of security		31st March 2018		
Quarter ended		No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the company
Partly paid up shares				
Held by Promoter / Promoters Group		0	0.00	0.00
Held by public		0	0.00	0.00
Total		0	0.00	0.00
Outstanding convertible securities				
Held by Promoter / Promoters Group		0	0.00	0.00
Held by public		0	0.00	0.00
Total		0	0.00	0.00
Warrants				
Held by Promoter / Promoters Group		0	0.00	0.00
Held by public		0	0.00	0.00
Total		0	0.00	0.00
Total paid-up capital of the company assuming full conversion of warrants and convertible securities				

Category Code (I)	Category of Shareholder (II)	Number of shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialised form (V)	TOTAL Shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)	Number of shares (VIII)	As a Percentage (IX)/(VII) * 100
(A)	Shareholding of Promoter and Promoter Group¹							
(1)	Indian							
(a)	Individuals / Hindu Undivided Family							
(b)	Central Government / State Government(s)	1	247,476,720	247,476,720	27.88	27.88		
(c)	Bodies Corporate	13	223,531,200	223,531,200	25.18	25.18		
(d)	Financial Institutions / Banks							
(e)	Any Other (specify)							
	Sub-Total (A) (1)	14	471,007,920	471,007,920	53.06	53.06		
(2)	Foreign							
(a)	Individuals - Non Resident Individuals / Foreign Individuals							
(b)	Bodies Corporate							
(c)	Institutions							
(d)	Qualified Foreign Investor							
(e)	Any Other (specify)							
	Sub-Total (A) (2)							
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	14	471,007,920	471,007,920	53.06	53.06		
(B)	Public Shareholding²							
(1)	Institutions							
(a)	Mutual Funds / FIIs	23	19,585,000	19,544,437	2.09	2.09	N/A	N/A
(b)	Financial Institutions / Banks	27	349,260	311,091	0.04	0.04		
(c)	Central Government / State Government(s)							
(d)	Venture Capital Funds							
(e)	Insurance Companies	29	7,391,796	6,186,139	1.03	1.03		
(f)	Foreign Institutional Investors	152	150,157,463	150,107,461	20.29	20.29		
(g)	Foreign Venture Capital Investors							
(h)	Qualified Foreign Investor							
(i)	Any Other (specify)							
	Sub-Total (B) (1)	385	219,431,280	219,326,900	24.72	24.72		
(2)	Non-Institutions							
(a)	Bodies Corporate	1545	9,835,441	9,746,821	1.11	1.11		
(b)	Individuals							
(c)	Individual Shareholders holding nominal share capital up to Rs.1 Lakh	113,056	93,404,639	72,001,902	10.52	10.52		
(d)	Individual Shareholders holding nominal share capital in excess of Rs.1 Lakh	51	93,741,144	47,139,444	10.56	10.56		
(e)	Qualified Foreign Investor							
(f)	Any Other (specify)							
(g)	Trust	4	156,736	596,736	0.04	0.04		
(h)	O.C.B.	1	9,900	9,000	0.00	0.00		
	Sub-Total (B) (2)	114,788	187,346,960	174,896,493	22.23	22.23		
	Total Public Shareholding (B) = (B)(1)+(B)(2)	118,073	416,778,240	394,223,393	46.95	46.95		
	TOTAL (A)+(B)	118,087	887,786,160	865,234,313	100.00	100.00		
(C)	Shares held by Custodians and against which Depository Receipts have been issued							
(a)	Public							
(b)	Promoter / Promoter Group	116,087	887,786,160	865,228,223	100.00	100.00		
	GRAND TOTAL (A)+(B)+(C)	116,087	887,786,160	865,228,223	100.00	100.00		

¹ For determination of public, not including for the purpose of Clause 40A
² For definitions of Promoter and Promoter Group refer to Clause 40B
³ For definitions of Public Shareholding refer to Clause 40C

Titan Company Limited
(Formerly Titan Industries Limited)

No. 132/133 DivyaSree Technopolis Yamalur Main Road Yamalur Post Bengaluru 560 037 India. Tel 91 80 6660 9000 Fax 91 80 6660 8073
Registered Office 3 Sipcot Industrial Complex Hosur 635 126 TN India Tel 91 4344 664 199 Fax 91 4344 276037. CIN: L74999TZ1984PLC001456
www.titan.co.in

A TATA Enterprise



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(I) (b) Statement showing holding of securities (including shares,warrants,convertible securities) of persons belonging to the category "Promoter and Promoter Group"

Sr. No. (I)	Name of the shareholder (II)	Details of Shares held		Encumbered Share			Details of warrants		Details of convertible securities		Total shares(including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital (XII)
		No.of Shares held (III)	As a % of Grand Total (A)+(B)+(C) (IV)	Number of Shares (V)	As a Percentage (VI)=(V)/(III)*100	As a % of grand total (A)+(B)+(C) of sub-clause (I)(a) (VII)	No.of warrants held (VIII)	As a % of total numbers of warrants of the same class (IX)	No.of convertible securities held (X)	As a % of total numbers of convertible securities of same class (XI)	
1	Refer Annexure-A										
TOTAL											

(I) (c) (i) Statement showing holding of securities (including shares,warrants,convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No. (I)	Name of the shareholder (II)	Details of Shares held		Details of warrants		Details of convertible securities		Total shares(including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No.of Shares held	Shares as a percentage of total number of shares {i.e. Grand Total (A)+(B)+(C) indicated in Statement at para (I) (a) above}	No.of warrants held	As a % of total number of warrants of the same class	No.of convertible securities held	% w.r.t. total number of convertible securities of same class	
1	JHUNJHUNWALA RAKESH RADHESH	50,287,645	5.66	0	0.00	0	0.00	5.66
2	MATTHEWS PACIFIC TIGER FUND	27,457,503	3.09	0	0.00	0	0.00	3.09
3	DENDANA INVESTMENTS (MAURITIUS)	19,526,000	2.20	0	0.00	0	0.00	2.20
4	NATIONAL WESTMINSTER BANK PLC AS DEPOSITARY OF FIRST STATE ASIA PACIFIC LEADERS FUND A SUB FUND OF FIRST STATE INVESTMENTS ICVC	15,276,170	1.72	0	0.00	0	0.00	1.72
5	JHUNJHUNWALA REKHA RAKESH	14,866,575	1.67	0	0.00	0	0.00	1.67
6	COPTHALL MAURITIUS INVESTMENT	13,601,390	1.53	0	0.00	0	0.00	1.53
TOTAL		140,995,283	15.88	0	0.00	0	0.00	15.88



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(I) (c) (ii) Statement showing holding of securities (including shares,warrants,convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company

Sr. No. (I)	Name of the shareholder (II)	Details of Shares held		Details of warrants		Details of convertible securities		Total shares(including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No.of Shares held	Shares as a percentage of total number of shares (i.e. Grand Total (A)+(B)+(C) indicated in Statement at para (I) (a) above)	No.of warrants held	As a % of total number of warrants of the same class	No.of convertible securities held	% w.r.t. total number of convertible securities of same class	
1	JHUNJHUNWALA RAKESH RADHESHYAM	50,267,645	5.66	0	0.00	0	0.00	5.66
TOTAL		50,267,645	5.66	0	0.00	0	0.00	5.66

(I) (d) Statement showing details of locked-in shares

Sr. No.	Name of the Shareholder	Category of Shareholders (Promoters / Public)	Number of locked-in Shares	Locked-in shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I) (a) above)
NIL				
TOTAL				

(II) (a) Statement showing details of Depository Receipts (DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I) (a) above)
N.A.				
TOTAL				

(II) (b) Statement showing Holding of Depository Receipts (DRs), where underlying shares held by 'Promoter / Promoter Group' are in excess of 1% of the total number of shares

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I) (a) above)
N.A.				
TOTAL				



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(III) (a) Statement showing the voting pattern of shareholders, if more than one class of shares / securities is issued by the issuer.

Category code (I)	Category of Shareholder (II)	Number of Voting Rights held in each class of securities			Total Voting Rights (III+IV+V)	Total Voting Rights i.e. (VI)	
		Class X (III)	Class Y (IV)	Class Z (V)		As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)
(A)	Shareholding of Promoter and Promoter Group						
(1)	Indian						
(a)	Individuals / Hindu Undivided Family						
(b)	Central Government / State Governments(s)						
(c)	Bodies Corporate						
(d)	Financial Institutions / Banks						
(e)	Any Other (Trust)						
	Sub-Total (A) (1)	0	0	0	0.00	0.00	0.00
(2)	Foreign						
(a)	Individuals (Non-Resident individuals / Foreign Individuals)						
(b)	Bodies Corporate						
(c)	Institutions						
(d)	Any Other (specify)						
	Sub-Total (A) (2)	0	0	0	0.00	0.00	0.00
	Total Shareholding of Promoter and Promoter	0	0	0	0.00	0.00	0.00
(B)	Public Shareholding						
(1)	Institutions						
(a)	Mutual Funds / UTI						
(b)	Financial Institutions / Banks						
(c)	Central Government / State Governments(s)						
(d)	Venture Capital Funds						
(e)	Insurance Companies						
(f)	Foreign Institutional Investors						
(g)	Foreign Venture Capital Investors						
(h)	Any Other (specify)						
	Sub-Total (B) (1)	0	0	0	0.00	0.00	0.00
(2)	Non-Institutions						
(a)	Bodies Corporate						
(b)	Individuals -						
	i Individual shareholders holding nominal share capital upto Rs. 1 lakh						
	ii Individual shareholders holding nominal share capital in excess of Rs. 1 lakh						
(c)	Any Other (specify)						
	i Trusts						
	ii Foreign Corporate Bodies						
	Sub-total (B) (2)	0	0	0	0.00	0.00	0.00
	Total Public Shareholding (B) = (B)(1)+(B)(2)	0	0	0	0.00	0.00	0.00
	TOTAL (A)+(B)	0	0	0	0.00	0.00	0.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued						
	GRAND TOTAL (A)+(B)+(C)	0	0	0	0.00	0.00	0.00

Note

Only one class of Securities is issued by the Company, hence column (III) (a) is not applicable

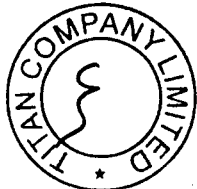


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(I)
(b) **Statement showing holding of securities (including shares,warrants,convertible securities) of persons belonging to the category "Promoter and Promoter Group"**

Sr. No. (I)	Name of the shareholder (II)	Details of Shares held		Encumbered Share			Details of warrants		Details of convertible securities		Total shares(including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital (XII)
		No.of Shares held (III)	As a % of Grand Total (A)+(B)+(C) (IV)	Number of Shares (V)	As a Percentage (VI)=(V)/(III)*100	As a % of grand total (A)+(B)+(C) of sub-clause (I)(a) (VII)	No.of warrants held (VIII)	As a % of total numbers of warrants of the same class (IX)	No.of convertible securities held (X)	As a % of total numbers of convertible securities of same class (XI)	
1	TAMILNADU INDUSTRIAL DEVELOPMENT CORPORATION LTD	247476720	27.88	-	-	-	-	-	-	-	27.88
2	TATA SONS LIMITED	135125411	15.22	-	-	-	-	-	-	-	15.22
3	TATA STEEL LTD	38775840	4.37	-	-	-	-	-	-	-	4.37
4	TATA INVESTMENT CORPORATION LTD	17225640	1.94	-	-	-	-	-	-	-	1.94
5	TATA CHEMICALS LIMITED	13826180	1.56	-	-	-	-	-	-	-	1.56
6	TATA GLOBAL BEVERAGES LIMITED	9248060	1.04	-	-	-	-	-	-	-	1.04
7	EWART INVESTMENTS LIMITED	4964480	0.56	-	-	-	-	-	-	-	0.56
8	TATA INTERNATIONAL LIMITED	2559589	0.29	-	-	-	-	-	-	-	0.29
9	PIEM HOTELS LIMITED	1806000	0.20	-	-	-	-	-	-	-	0.20
	TOTAL	471007920	53.05	-	-	-	-	-	-	-	53.05

#TATA AIA LIFE INSURANCE COMPANY LIMITED is not considered part of Promoter Group holds 2040102 Equity Shares representing 0.23% of the paidup Equity Share Capital. Accordingly, their holding is included under Public Shareholding under the head "Institutions"-Insurance Companies



TITAN ENGINEERING AND AUTOMATION LIMITED

CIN: U33111TZ2015PLC021232

No. 3, SIPCOT Industrial Complex, Hosur 635 126 Tamil Nadu India

SHAREHOLDING PATTERN OF TITAN ENGINEERING AND AUTOMATION LIMITED PRE AND POST SCHEME OF ARRANGEMENT

Since there is no issue of shares pursuant to the scheme of arrangement, the pre and post shareholding of Titan Engineering & Automation Limited would remain unchanged. The pre and post shareholding pattern which are identical are given below.

Sr. No.	Shareholders	No. of Shares	Percentage
	Titan Company Limited	49,993	99.986%
2.	Mr. Bhaskar Bhat as a nominee of Titan Company Limited	01	0.002%
3.	Mr. C.K. Venkataraman as a nominee of Titan Company Limited	01	0.002%
4.	Mr. S.Ravi Kant as a nominee of Titan Company Limited	01	0.002%
5.	Mr. H.G. Raghunath as a nominee of Titan Company Limited	01	0.002%
6.	Mr. S. Subramaniam as a nominee of Titan Company Limited	01	0.002%
7.	Mr.R. Rajnarayan as a nominee of Titan Company Limited	01	0.002%
8.	Mr. R. Vivekanandah as a nominee of Titan Company Limited	01	0.002%
	TOTAL	50,000	100%

For Titan Engineering & Automation Limited



Company Secretary / Director

