

**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-2017

<b>I. Composition of Board of Directors</b>										
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.	T.K.Arun	02163427	AA DPA 2726J	NED,ND	31-Jul-2012			4	9	1
Mr.	N.N. Tata	00024713	AA APT 5602P	NED,ND	07-Aug-2003			5	2	1
Mr.	Bhaskar Bhat	00148778	AA NPB 3013D	ED	01-Apr-2012			5	2	0
Mr.	Harish Bhat	00478198	ABP PBO 072K	NED,ND	31-Jul-2015			4	3	0
Mr.	T.K.Balaji	00002010	AAF PB7 797J	NED,ID	01-Aug-2014		2 years 8 months	3	2	2
Ms.	Vinita Bali	00032940	AFD PB1 852R	NED,ID	01-Aug-2014		2 years 8 months	2	1	0
Mrs.	Hem	00	AAS	NED,ID	01-Aug-		2	2	3	0

	a Ravichandar	03 29 29	PRO 583 P		2014		years 8 months			
Mr.	Das Narayandas	03 51 80 31	AFT PN4 036 K	NED,ID	01-Aug-2014		2 years 8 months	1	0	0
Mrs.	Ireena Vittal	05 19 56 56	AA DPV 133 3J	NED,ID	01-Aug-2014		2 years 8 months	6	8	0
Mr.	Ashwani Puri	00 16 06 62	AA APP 387 6F	NED,ID	06-May-2016		11 months	3	0	3
Mr.	Atulya Misra	02 21 03 69	AAL PM 496 7H	C,NED,ND	24-Mar-2017		0.5 month	1	0	0

## II. Composition of Committees

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

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

<b>Risk Management Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	S.Subramaniam	Member	Member
2	Ajoy Chawla	Member	Member
3	N.N.Tata	NED,ND	Member
4	Bhaskar Bhat	ED	Member
5	Hema Ravichandar	NED,ID	Member

6	Ashwani Puri	NED,ID	Member
7	Vinita Bali	NED,ID	Chairperson
8	Atulya Misra	C,NED,ND	Member

<b>Nomination and Remuneration Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	N.N.Tata	NED,ND	Member
2	T.K.Balaji	NED,ID	Member
3	Hema Ravichandar	NED,ID	Chairperson
4	Ireena Vittal	NED,ID	Member
5	Atulya Misra	C,NED,ND	Member

<b>III. Meeting of Board of Directors</b>		
<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>
07-Feb-2017		94

<b>IV. Meeting of Committees</b>				
<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>
				94
Audit Committee		Yes.	06-Feb-2017	
Stakeholders Relationship Committee		Yes.	06-Feb-2017	
Nomination & Remuneration Committee		Yes.	13-Mar-2017	
Risk Management Committee		Yes.	13-Jan-2017	

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
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><b>The report of the previous quarter was placed before the Board of Directors on 7th February 2017 and this report will be placed in the next Board meeting of the Company scheduled in May 2017.</b></p>
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**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)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	
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	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
<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 &amp; 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 &amp; 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 &amp; 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**