

FORM NO. MGT-7

[Pursuant to sub-Section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L74999TZ1984PLC001456

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACT5131A

(ii) (a) Name of the company

TITAN COMPANY LIMITED

(b) Registered office address

3SIPCOT INDUSTRIAL COMPLEX
HOSUR
HOSUR
Tamil Nadu
635126

(c) *e-mail ID of the company

dineshshetty@titan.co.in

(d) *Telephone number with STD code

08067046600

(e) Website

www.titancompany.in

(iii) Date of Incorporation

26/07/1984

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67120MH1985PLC037369

Pre-fill

Name of the Registrar and Transfer Agent

TSR DARASHAW LIMITED

Registered office address of the Registrar and Transfer Agents

10, Moosa Haji Patrawala Industrial Estate,
20 Dr. E. Moses Road, Mahalaxmi

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes No

(f) Specify the reasons for not holding the same

AGM will be held on 1st August 2023

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C13	Other manufacturing including jewellery, musical instruments, medical instruments,	88.43
2	G	Trade	G2	Retail Trading	8.55

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	TITAN WATCHES SWITZERLAND +		Subsidiary	100
2	TITAN WATCH COMPANY HON +		Subsidiary	100
3	TITAN ENGINEERING & AUTOM +	U33111TZ2015PLC021232	Subsidiary	100
4	GREEN INFRA WIND POWER TH +	U40105HR2011PLC070256	Associate	26.79
5	CARATLANE TRADING PRIVATE +	U52393TN2007PTC064830	Subsidiary	72.3
6	TITAN HOLDINGS INTERNATIO +		Subsidiary	100
7	TITAN GLOBAL RETAIL LLC DU +		Subsidiary	99.6
8	TITAN COMMODITY TRADING +	U67190KA2020PLC137042	Subsidiary	100
9	STUDIO C INC		Subsidiary	72.3
10	TCL NORTH AMERICA INC		Subsidiary	100
11	TEAL USA INC		Subsidiary	100
12	TITAN INTERNATIONAL QFZ LL +		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	1,200,000,000	887,786,160	887,786,160	887,786,160
Total amount of equity shares (in Rupees)	1,200,000,000	887,786,160	887,786,160	887,786,160

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	1,200,000,000	887,786,160	887,786,160	887,786,160
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	1,200,000,000	887,786,160	887,786,160	887,786,160

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	4,000,000	0	0	0
Total amount of preference shares (in rupees)	400,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	4,000,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	400,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	8,509,183	879,276,977	887,786,160	887,786,160	887,786,160	
Increase during the year	0	1,384,400	1384400	0	0	0
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0

x. Others, specify		1,384,400	1384400			
Decrease during the year	1,384,400	0	1384400	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify	1,384,400		1384400			
At the end of the year	7,124,783	880,661,377	887786160	887,786,160	887,786,160	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text" value="26/07/2022"/>	
Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor	<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee	<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

382,704,646,904

(ii) Net worth of the Company

119,052,358,249

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	247,476,720	27.88	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	222,125,200	25.02	0	
10.	Others	0	0	0	
	Total	469,601,920	52.9	0	0

Total number of shareholders (promoters)

6

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	142,737,964	16.08	0	
	(ii) Non-resident Indian (NRI)	7,496,002	0.84	0	
	(iii) Foreign national (other than NRI)	2,807	0	0	
2.	Government				
	(i) Central Government	20,960	0	0	
	(ii) State Government	600	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	37,992,753	4.28	0	
4.	Banks	1,972,514	0.22	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	155,477,149	17.51	0	
7.	Mutual funds	51,311,981	5.78	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	12,635,302	1.42	0	
10.	Others Trust and Alternate Investm	8,536,208	0.96	0	

	Total	418,184,240	47.09	0	0
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Total number of shareholders (other than promoters) 719,161

**Total number of shareholders (Promoters+Public/
Other than promoters)** 719,167

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company 971

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Attached as Annexure <small>+</small>					

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	6	6
Members (other than promoters)	578,246	719,161
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	5	1	5	0	0.01
B. Non-Promoter	0	6	0	6	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	6	0	6	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0

Total	1	11	1	11	0	0.01
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Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 14

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
NOEL NAVAL TATA	00024713	Director	46,900	
BHASKAR BHAT	00148778	Director	80,960	
ASHWANI KUMAR PUF	00160662	Director	0	
SANDEEP SINGHAL	00422796	Director	24	
SANTHANAM	00494806	Director	0	
PRADYUMNA RAMESH	02359563	Director	0	
JAYASHREE MURALID	03048710	Director	0	
SARANYAN KRISHNAN	03439632	Director	0	
MARIAM PALLAVI BAL	09281201	Director	0	
VENKATARAMAN KRIS	05228157	Managing Director	14,000	
MOHANASANKAR	08497296	Director	0	
SINDHU GANGADHAR	08572868	Director	0	
DINESH SHIVANNA SH	AAOPS7584F	Company Secretar	10	
ASHOK KUMAR SONT	AIOPS0439B	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
PANKAJ KUMAR BANS	05197128	Director	26/07/2022	Cessation
MARIAL PALLAVI BALI	09281201	Additional director	04/01/2023	Appointment
MARIAL PALLAVI BALI	09281201	Director	21/03/2023	Change in designation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	26/07/2022	722,483	114	52.94

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/04/2022	12	8	66.67
2	03/05/2022	12	12	100
3	05/08/2022	11	10	90.91
4	04/11/2022	11	11	100
5	02/02/2023	12	10	83.33
6	23/02/2023	12	11	91.67
7	29/03/2023	12	12	100

C. COMMITTEE MEETINGS

Number of meetings held

19

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Board Audit Co	02/05/2022	7	7	100
2	Board Audit Co	04/08/2022	6	6	100
3	Board Audit Co	03/11/2022	6	6	100
4	Board Audit Co	01/02/2023	7	7	100
5	Board Audit Co	14/03/2023	7	7	100
6	Board Ethics C	03/11/2022	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
7	Stakeholders F	04/11/2022	4	4	100
8	Risk Managem	04/08/2022	5	4	80
9	Risk Managem	25/01/2023	5	5	100
10	Risk Managem	14/03/2023	5	5	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	NOEL NAVAL	7	7	100	4	4	100	
2	BHASKAR BH	7	7	100	7	7	100	
3	ASHWANI KU	7	7	100	10	10	100	
4	SANDEEP SI	7	7	100	13	13	100	
5	SANTHANAM	7	6	85.71	10	10	100	
6	PRADYUMNA	7	7	100	8	8	100	
7	JAYASHREE	7	4	57.14	6	4	66.67	
8	SARANYAN K	7	6	85.71	0	0	0	
9	MARIAM PAL	3	3	100	4	4	100	
10	VENKATARAI	7	7	100	9	9	100	
11	MOHANASAN	7	7	100	12	12	100	
12	SINDHU GAN	7	6	85.71	9	9	100	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	C K Venkataraman	Managing Director	15,000,000	75,000,000	0	25,214,500	115,214,500
	Total		15,000,000	75,000,000	0	25,214,500	115,214,500

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	DINESH SHIVANN	Company Secretary	16,468,541	0	0	0	16,468,541
2	ASHOK SONTHALI	CFO	42,027,157	0	0	0	42,027,157
	Total		58,495,698	0	0	0	58,495,698

Number of other directors whose remuneration details to be entered

12

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SARANYAN KRISHNAN	Director	0	6,300,000	0	300,000	6,600,000
2	PANKAJ KUMAR B	Director	0	2,200,000	0	140,000	2,340,000
3	JAYASHREE MURUGAN	Director	0	6,300,000	0	270,000	6,570,000
4	MARIAM PALLAVI	Director	0	2,000,000	0	290,000	2,290,000
5	NOEL NAVAL TATA	Director	0	6,500,000	0	470,000	6,970,000
6	BHASKAR BHAT	Director	0	7,800,000	0	590,000	8,390,000
7	ASHWANI KUMAR	Director	0	11,300,000	0	680,000	11,980,000
8	SANTHANAM	Director	0	10,800,000	0	640,000	11,440,000
9	PRADYUMNA RAMAN	Director	0	8,300,000	0	580,000	8,880,000
10	MOHANASANKAR	Director	0	9,000,000	0	730,000	9,730,000
11	SINDHU GANGADHAR	Director	0	7,700,000	0	570,000	8,270,000
12	SANDEEP SINGHA	Director	0	11,300,000	0	730,000	12,030,000
	Total		0	89,500,000	0	5,990,000	95,490,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Pradeep B Kulkarni

Whether associate or fellow

Associate Fellow

Certificate of practice number

7835

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

- Company Secretary
 Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

List of attachments

Annexure to MGT-7 TW_TRANS_2023.pdf
FormMGT8Titan Company Limited.pdf
FII - ANNEXURE TO MGT-7.pdf
Annexure to MGT-7- Committee Meetings

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company