

**COMPLIANCE CERTIFICATE**

**[Pursuant to Regulation 13 of the Securities Exchange Board of India
(Share Based Employee Benefits and Sweat Equity) Regulations, 2021]**

To,
The Members
Titan Company Limited
3, SIPCOT Industrial Complex
Hosur- 635126

We have been appointed by the Board of Directors of Titan Company Limited (hereinafter referred to as 'the Company') having CIN: L74999TZ1984PLC001456 and having its registered office at 3, SIPCOT Industrial Complex Hosur- 635126, at its meeting held on November 03, 2023 as the Secretarial Auditors of the Company.

This certificate is issued under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations"), for the year ended March 31, 2024.

Management Responsibility:

It is the responsibility of the Management of the Company to implement the Scheme(s) including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:

The Company has implemented 'Titan Company Limited Performance Based Stock Unit Scheme, 2023' ("Scheme 2023"), -in accordance with the Regulations and the Special Resolution(s) passed by the members through Postal Ballot on March 21, 2023.



For the purpose of verifying the compliance of the Regulations, we have examined the following:

1. Scheme received from the Company.
2. Articles of Association of the Company.
3. Resolutions passed at the meeting of the Board of Directors.
4. Shareholders resolutions passed by means Postal Ballot
5. Shareholders resolution passed by means Postal Ballot w.r.t approval for implementing the scheme(s) through a trust.
6. Minutes of the meetings of the Compensation/NRC Committee.
7. Trust Deed.
8. Details of trades in the securities of the company executed by the trust through which the scheme is implemented.
9. Detailed terms and conditions of the scheme as approved by Compensation/ NRC Committee.
10. Details of acceptance of Application money received under the scheme(s); (Not applicable during the review period 2023-24)
11. Exercise Price / Pricing formula.
12. Statement filed with recognised Stock Exchange(s) in accordance with Regulation 10 of these Regulations. (Not applicable during the review period 2023-24)
13. Disclosure by the Board of Directors.
14. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder.
15. Other relevant document / filing / records / information as sought and made available to us and the explanations provided by the Company.

Further, we have been informed by the Company that the relevant Accounting Standards relating to ESOPs as prescribed by the Central Government have been complied with.



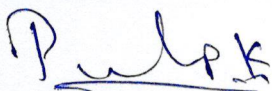
Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the Company has implemented the 'Titan Company Limited Performance Based Stock Unit Scheme, 2023' ("Scheme 2023"), in accordance with the applicable provisions of the Regulations and Resolution of the Company through Postal Ballot.

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is solely for your information, and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

**For V SREEDHARAN & ASSOCIATES
Company Secretaries**



**(Pradeep B Kulkarni)
Partner
FCS: 7260; CP No. 7835**



**Date: May 03, 2024
Place: Bengaluru
UDIN: F007260F000298298
Peer Review Certificate No. 5543/2024**