

FORM NO. MGT-7

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

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

(ii) (a) Name of the company

(b) Registered office address

3SIPCOT INDUSTRIAL COMPLEX HOSUR NA
HOSUR
Tamil Nadu
635126
India

(c) *e-mail ID of the company

(d) *Telephone number with STD code

(e) Website

(iii) Date of Incorporation

(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 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM 01/08/2023

(b) Due date of AGM 30/09/2023

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 2

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 12

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	TITAN WATCHES SWITZERLANI		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 I	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	887786160	887,786,160	887,786,160	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	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						
Increase in demat shares						
Decrease during the year	0	0	0	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	0
iv. Others, specify						
Increase in demat shares						
At the end of the year	8,509,183	879,276,977	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"/>	
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"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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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)

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

119,940,144,409

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	

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	Nominee 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 KRISHNAM	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

2

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	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

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

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

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
7	Stakeholders F	04/11/2022	4	4	100
8	Risk Managem	04/08/2022	5	4	80

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
9	Risk Manager	25/01/2023	5	5	100
10	Risk Manager	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	01/08/2023
								(Y/N/NA)
1	NOEL NAVAL	7	7	100	4	4	100	Yes
2	BHASKAR BH	7	7	100	7	7	100	Yes
3	ASHWANI KU	7	7	100	10	10	100	Yes
4	SANDEEP SIM	7	7	100	13	13	100	Yes
5	SANTHANAM	7	6	85.71	10	10	100	Yes
6	PRADYUMNA	7	7	100	8	8	100	Yes
7	JAYASHREE	7	4	57.14	6	4	66.67	Yes
8	SARANYAN K	7	6	85.71	0	0	0	Yes
9	MARIAM PALI	3	3	100	4	4	100	Yes
10	VENKATARAM	7	7	100	9	9	100	Yes
11	MOHANASAN	7	7	100	12	12	100	Yes
12	SINDHU GAN	7	6	85.71	9	9	100	Yes

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	Manging Directo	15,000,000	75,000,000		25,214,500	115,214,500
	Total		15,000,000	75,000,000		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 Shivanna S	Company Secre	16,468,541				16,468,541
2	ASHOK SONTHALI	CFO	42,027,157				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 KRISH	Director	0	6,300,000		300,000	6,600,000
2	PANKAJ KUMAR B	Director	0	2,200,000		140,000	2,340,000
3	JAYASHREE MUR	Director	0	6,300,000		270,000	6,570,000
4	MARIAM PALLAVI I	Director	0	2,000,000		290,000	2,290,000
5	NOEL NAVAL TATA	Director	0	6,500,000		470,000	6,970,000
6	BHASKAR BHAT	Director	0	7,800,000		590,000	8,390,000
7	ASHWANI KUMAR	Director	0	11,300,000		680,000	11,980,000
8	SANTHANAM	Director	0	10,800,000		640,000	11,440,000
9	PRADYUMNA RAM	Director	0	8,300,000		580,000	8,880,000
10	MOHANASANKAR	Director	0	9,000,000		730,000	9,730,000
11	SINDHU GANGADH	Director	0	7,700,000		570,000	8,270,000
12	SANDEEP SINGHA	Director	0	11,300,000		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

Digitally signed by
COIMBATORE
KRISHNAMURTHI
Y
VENKATARAMAN
Date: 2023.09.27
09:44:28 +05'30'

DIN of the director

05228157

To be digitally signed by

Digitally signed by
DINESH
SHIVANNA
SHETTY
Date: 2023.09.27
09:46:03 +05'30'

Company Secretary

Company secretary in practice

Membership number

3879

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

Attach

Attach

Attach

Attach

List of attachments

Annexure to MGT-7 TW_TRANS_2023.pdf
FII - ANNEXURE TO MGT-7.pdf
Titan Committee Meetings 2022-23.pdf
Annexure to MGT-7.pdf
Form MGT8Titan Company Limited2023.p

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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



Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies
(Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **TITAN COMPANY LIMITED** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on March 31, 2023. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers, and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. Its status under the Act;
 2. Maintenance of registers/records & making entries therein within the time prescribed therefor;
 3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies within the prescribed time. The Company was not required to file any form or return with the Regional Director, Central Government, Court, or other authorities during the period under review;

4. Calling / convening / holding meetings of Board of Directors or its committees, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot have been properly recorded in the Minute Book / registers maintained for the purpose and the same have been signed;
5. Closure of Register of Members. The Company has not issued any securities other than equity share, hence closure of Register of other security holders is not applicable.
6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act. **(Not applicable to the Company during the financial year ended March 31, 2023);**
7. Contracts/arrangements with related parties as specified in section 188 of the Act;
8. Grant of Employee Stock Option Plan under '**TITAN COMPANY LIMITED PERFORMANCE BASED STOCK UNIT SCHEME, 2023**', transmission of securities and issue of security certificates for such instances. There was no allotment or transfer or buyback of securities / redemption of preference shares or debentures / reduction of share capital / conversion of shares / securities during the period under review;
9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act. **(Not applicable to the Company during the financial year ended March 31, 2023);**
10. Declaration / payment of dividend; transfer of unpaid / unclaimed dividend / other amounts lying with the company which required the company to transfer to the Investor Education and Protection Fund in accordance with Section 125 of the Companies Act, 2013;
11. Signing of audited financial statement and report of Board of Directors was as per the provisions of section 134 of the Companies Act, 2013;

12. Constitution / appointments / re-appointments / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them. There was no retirement / filling up of casual vacancies of directors during the period under review;
13. Appointment of auditors as per the provisions of section 139 of the Act. Appointment of Branch Auditors as per the provisions of Section 143(8) of the Act. There was no casual vacancy of auditors during the year;
14. The Company was not required to take any approvals from the Central Government, Regional Director, Registrar, Court, or such other authorities under the various provisions of the Act during the period under review. All the e-forms filed with the Registrar have been approved during the period under review;
15. Acceptance / renewal / repayment of deposits;
16. Satisfaction of charge. The Company has not borrowed any amount from its directors, members, Banks and public financial institutions and has not created / modified any charge during the period under review;
17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
18. Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company. **(Not applicable to the Company during the financial year ended March 31, 2023).**

For V. Sreedharan & Associates

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

Place: Bengaluru
Date: September 25, 2023

UDIN: F007260E001078693
Peer Review No: 589/2019

This certificate is to be read with Annexure which forms an integral part of this certificate.

Annexure

To,

Titan Company Limited,

Our certificate in Form MGT 8 on the Annual Return (MGT-7) for the financial year ended on March 31, 2023 is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on my audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Annual Return (Form MGT-7). We believe that the process and practices we followed provide a reasonable basis for our opinion.
3. The compliance of the provisions of the Companies Act 2013, rules, regulations and standards is the responsibility of the Management. Our examination was limited to the verification of records on test basis.

For V. Sreedharan & Associates

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

Place: Bengaluru
Date: September 25, 2023

UDIN: F007260E001078693
Peer Review No: 589/2019