

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

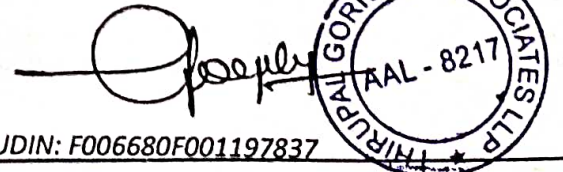
We have examined the registers, records and books and papers of M/s. TITAN ENGINEERING & AUTOMATION LIMITED (the "Company"), having CIN: U33111TZ2015PLC021232 and registered office at Unit-II, No.141, S. Muduganapalli Village, Denkanikottai, Road, Krishnagiri, Hosur, Tamil Nadu, India, 635110 as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the Financial Year ended on 31st March 2024. 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, subject to the following representations;

1. We have not verified the correctness and appropriateness of financial records and the Books of Accounts of the Company. For the financial records, we have relied on the Audited financial statements as approved by the Board, signed by the Statutory Auditors of the Company and adopted by the members;
2. Wherever required, we have obtained the Management representation about the Compliance of Laws, Rules and Regulations under the Companies Act and happening of various events etc., at the Company and relied on the same;
3. Serial No. XI at MGT -7- MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

Under the provisions of clause (i) of sub-section 1 of section 92 of the Companies Act, 2013, matters relating to certification of compliances, disclosures are yet to be prescribed by the Government. However, in view of the modified version of MGT-7 released on July 16, 2021 for the applicable provisions of the Act as mentioned in the modified form, it is presumed that scope of applicable provisions means applicable with respect to content of annual return (MGT-7), matters covered thereunder including attachments. Accordingly, subject to given reasons/observations if any, the company complied with the status of compliance and disclosures;

4. With respect to serial number XII of the form pertaining to details of penalty and punishment imposed on company/directors /officers and details of compounding of offences we relied on the records of the company and representations of the company officer.



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B. During the aforesaid financial year, the Company has complied with provisions of the Act and the Rules made there under in respect of:

1. Its status under the Act:

During the year under review there is no change in status of the Company. It is a public limited Company as registered under this Act and a subsidiary of the listed company, Titan Company Limited.

2. Maintenance of registers/ records and making entries therein within the time prescribed there for:

The Company has kept and maintained all applicable registers as per the provisions of the Act and the Rules made there-under and all entries therein have been duly recorded as applicable as stated below:

i	Register of Application and allotment of shares
ii	Register and Index of Members
iii	Register of Charges
iv	Register of Share certificates
v	Register of Directors, Managers and Secretary
vi	Register of Directors share holdings
viii	Register of Common Seal
ix	Register of Related Party Transactions
x	Register of contracts or arrangements in which directors are interested
xi	Minute books of general meeting, Board meetings and committee meetings under section 118

3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within / beyond the prescribed time:

The Company has filed the forms and returns as stated below with the Registrar of Companies, Coimbatore, Chennai through the portal provided by the Ministry of Corporate Affairs, Government of India.

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[Handwritten Signature]

Corporate Affairs, www.mca.gov.in within the prescribed/stipulated time and the rules made there under. However, the Company was not required to file any return or form with the National Company Law Tribunal, Regional Director, Central Government or other authorities.

As the e form MGT-7 for annual return does not provide space for giving information as to forms and returns filed during the financial year, a separate Annexure is prepared and attached to this certificate as Annexure – A

4. **Calling/ convening/ holding meetings of Board of Directors or its committees, if any, 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, if any, have been properly recorded in the Minute Book/ registers maintained for the purpose and the same have been signed:**

The Board of Directors duly met through the duly held meetings for Five (05) times respectively on 27.04.2023, 28.07.2023, 30.10.2023, 29.01.2024 and 25.03.2024 as stated in Annual Return in respect of which meetings, proper notices were given and the proceedings, have been properly recorded in the minute's book/registers maintained for the purpose and same have been signed.

Circular resolutions were passed on 05.06.2023 and 07.12.2023 in compliance with the act and rules made thereunder.

9th Annual general meeting for the financial year 2023-24 was held on 31st July, 2024 as stated in Annual Return in respect of which meetings, proper notices were given and the proceedings, have been properly recorded in the minute's book/registers maintained for the purpose and same have been signed.

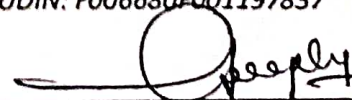
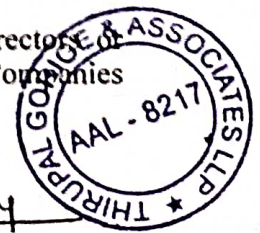
5. **Closure of Register of Members / Security holders, as the case may be:**

The Company has not closed its register of members/security holders during the financial year and hence no compliance in respect of the same is required.

6. **Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act:**

The Company has not given any loans or corporate guarantees to any Directors or companies in which directors are interested as mentioned in section 185 of the Companies Act, 2013. Hence question of its compliance does not arise.

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7. Contracts/arrangements with related parties as specified in section 188 of the Act:

During the year under review the company entered into related party transactions in the ordinary course of business and at arm's length pricing in accordance with the provisions of section 188 of the Companies Act, 2013, accordingly AOC-2 is not attached to the board's report.

8. Issue or allotment or transfer or transmission or buy back of securities/redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances:

The Company has neither issued nor allotted or transferred any shares or other securities during the period under review. Similarly, there was no occasion for the Company to buy back any shares or securities. The company has not altered or reduced share capital/or converted shares/or securities or redeemed any redeemable preference share/debentures during the financial year, in so far as the company has no preference shares/debentures.

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:

There were no transactions necessitating the company to keep in abeyance the right to dividend, right shares and bonus shares, pending registration of transfer of shares.

10. Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act:

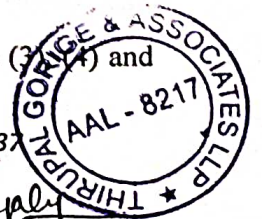
The company has not declared any dividend during the period under review. There were no unpaid dividend amounts/ unclaimed dividend amounts/ other amounts to transfer the Investor Education and Protection Fund in accordance with the provisions of section 125 of the Act.

11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub – sections (3), (4) and (5) thereof:

The Audited financial statements for the financial year ended 31st March 2023 was signed in accordance with the provisions of section 134(1) of the Act.

Further the report of directors was prepared in accordance with sub-sections (3) and (5) of section 134 of the Act and signed as per section 134(6) of the Act.

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12. **Constitution/ appointment/ re-appointment/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them:**

The Board of Directors of the Company is duly constituted. During the year under review, there were no changes in the constitution of the board of directors.

All directors disclosed their nature of interest/ concern in the required format and the same was recorded at the Board meeting and minutes of the meeting. The remuneration was paid to directors in accordance with regulations of the Act and the Company policy.

Mr. Balamurugan, was appointed as the Chief Financial Officer (KMP) of the company with effect from 28th April 2024 in place Mr. Suresh Rengarajan.

13. **Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act:**

M/s. B S R & Co. LLP, Chartered Accountants (ICAI Registration No. 101248W/W-100022) were re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of the 7th Annual General Meeting till the conclusion of the 12th Annual General Meeting.

They continue to be the auditors of the company and there was no appointment/ reappointment/ filling up casual vacancies of auditors during the reporting period.

14. **Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act:**

The Company was not required to obtain any approval from the Central Government/ Tribunal, Regional Director, Court or such other authorities under the various provisions of the Act.

15. **Acceptance/renewal/ repayment of deposits:**

The Company has not invited or accepted any deposits or unsecured loans falling within the purview of sections 73, 74, 75 and 76 of the Act read with Companies (Acceptance of Deposits) Rules 2014.

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16. Borrowings from its Directors, members, public financial institutions, Banks and others and creation/modification/ satisfaction of charges in that respect wherever applicable.

The company has borrowed funds from bank and other financial institutions in accordance with the provisions of the Act. The company did not borrow any money from directors, members, public financial institutions, others. The creation, modification and satisfaction of charges were as per the provisions of the act.

17. Loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act.

The company has not granted any loans, not made investments and didn't give guarantee or provide securities to other body corporates 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.

The Company has not altered the provisions of the memorandum and/ or Articles of Association of the Company during the financial year.

For THIRUPAL GORIGE & ASSOCIATES LLP
Practicing Company Secretaries



Thirupal Gorige
Designated Partner
FCS No: 6680; C.P No: 6424
UDIN: F006680F001197837



Place: Bengaluru
Date: 11.09.2024

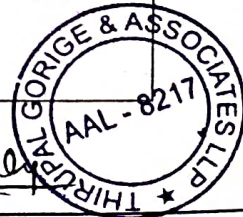
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ANNEXURE - A

Forms and returns as filed by M/s. TITAN ENGINEERING & AUTOMATION LIMITED during the financial year ended on 31st March 2024:

Sl. No	Form	Event Date	SRN number	Date of filing	Purpose of filing	Filed within time-Yes/No
1.	MGT-14	27/04/2023	AA2608889	26/05/2023	MGT-14 filed for the below: 1. Approval and adoption of financial statements for the FY ended 31.03.2023 2. Approval of Boards report for the FY ended 31.03.2023 3. Appointment of Balamurugan as CFO with effective from 28.04.2023 4. Take note of resignation Suresh as CFO	Yes
2.	DIR-12	28/04/2023	AA2629014	26/05/2023	To appointment of Mr. Balamurugan as CFO	Yes
3.	DIR-12	27/04/2023	AA2610095	26/05/2023	Cessation of Suresh as CFO, date of cessation	Yes
4.	CRA-2	27/04/2023	F61558169	26/05/2023	Appointment of cost auditor	Yes
5.	CHG-1	23/05/2023	AA2744855	05/06/2023	Filing of charge forms for loan availed from with Axis Bank of Rs. 215 Crore.	Yes

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Sl. No	Form	Event Date	SRN number	Date of filing	Purpose of filing	Filed within time-Yes/No
6.	CHG-4	23/06/2023	AA3366800	13/07/2024	Satisfaction of charge created with Canara bank for Rs.15 crore	Yes
7.	DPT-3		AA3788422	28/07/2024	Filing of exempted deposit as per Rule 2(1)(c)- Companies (Acceptance of Deposits Rules),2014	No
8.	MGT-14	28/07/2023	AA4192717	17/08/2023	Board resolution passed for obtaining the approval of directors to avail loan	Yes
9.	AOC-XBRL	28/07/2023	F63515795	25/08/2024	Filing of financial statements and other documents in form AOC-XBRL	Yes
10.	CRA-4	28/07/2023	F63514822	25/08/2023	Filing of cost auditor report to the central government	Yes
11.	MGT-7	28/07/2023	F64274822	13/09/2023	Filing of annual return for 22-23	Yes
12.	CHG-1	26/10/2023	AA5980533	25/10/2023	Filing of charge forms for loan availed from RBL BANK of Rs.110 crore	Yes
13.	CHG-1	21/07/2023	AA5980533	25/10/2023	Filing of charge forms for loan availed from with Axis Bank of Rs. 115 Crore.	No
14.	MGT-14	30/10/2023	AA6175111	24/11/2023	Board approval for the following:	Yes

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Sl. No	Form	Event Date	SRN number	Date of filing	Purpose of filing	Filed within time-Yes/No
					1. Appointment of Thirupal Gorige and Associates as the secretarial auditors of the company. 2. Authorization to avail credit facility for fund and non-fund by BOD	
15.	DIR-12		AA4189167	17/08/2023	Change in designation of Sanjeev Sharma from additional ID to ID (NED)	
16.	CSR-2		F93877355	27/03/2024	Report on Corporate social responsibility	Yes

For THIRUPAL GORIGE & ASSOCIATES LLP
Practising Company Secretaries



Thirupal Gorige
Designated Partner
FCS No: 6680; C.P No: 6424
UDIN: F006680F001197837



Place: Bengaluru
Date: 11.09.2024

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