



SEC 34 / 2024-25

15th May 2024

The General Manager, DCS – CRD
BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort,
MUMBAI - 400 001
Scrip Code: **500114**

The General Manager, DCS – CRD
National Stock Exchange of India Ltd
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (East),
MUMBAI - 400 051
Symbol: **TITAN**

Dear Sir,

Sub: Postal Ballot Notice

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations') as amended from time to time, we attach herewith a copy of the Postal Ballot Notice ('Notice') of Titan Company Limited ('the Company') dated 3rd May 2024, along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 ('the Act') read with the Listing Regulations, for seeking approval of the Members of the Company on the Special Resolutions forming part of the Notice.

In compliance with the various General Circulars issued by the Ministry of Corporate Affairs as disclosed in the Notice, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories / Depository Participants / the Company's Registrars and Transfer Agents ('RTA') i.e., Link Intime India Private Limited (*formerly known as TSR Consultants Private Limited*), and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 10th May 2024 ('Cut-off date'). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope, are not being sent to the Members for this Postal Ballot.

The Company has engaged the services of National Securities Depository Limited ('NSDL') to provide remote e-voting facility to its Members. The remote e-voting period commences on Friday, 17th May 2024 from 9:00 a.m. (IST) and ends on Saturday, 15th June 2024 at 5:00 p.m. (IST). The e-voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off date. Please note that communication of assent or dissent of the Members would take place only through the remote e-voting system. The instructions for remote e-voting are provided in the Notice.

Titan Company Limited

`INTEGRITY` #193 Veerasandra Electronics City P.O. Off Hosur Main Road, Bangalore 560100 India. Tel: 9180 6704 7000 Fax: 9180 6704 6262
Registered Office 3, Sipcot Industrial Complex Hosur 635 126 TN India. Tel-91 4344 664 199 Fax 91 4344 276037, CIN: L74999TZ1984PLC001456
www.titancompany.in

A TATA Enterprise



The Members whose e-mail address is not registered with the Company / Depositories / Depository Participants / RTA, to receive the Notice, may register their e-mail address with the Company / RTA, on or before 5:00 p.m. (IST) on Wednesday, 22nd May 2024. The process for registration of e-mail address is also provided in the enclosed Notice. The said Notice is also being made available on the website of the Company at www.titancompany.in and on the website of NSDL at www.evoting.nsdl.com.

This is for your information and record.

Thank you.

Yours truly,
For TITAN COMPANY LIMITED

Dinesh Shetty
General Counsel & Company Secretary

Encl. As stated

Titan Company Limited

INTEGRITY #193 Veerasandra Electronics City P.O. Off Hosur Main Road, Bangalore 560100 India. Tel: 9180 6704 7000 Fax: 9180 6704 6262
Registered Office 3, Sipcot Industrial Complex Hosur 635 126 TN India. Tel-91 4344 664 199 Fax 91 4344 276037, CIN: L74999TZ1984PLC001456
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TITAN COMPANY LIMITED

Registered Office: No. 3, SIPCOT Industrial Complex, Hosur- 635 126, India
Corporate Office: Integrity, #193, Veerasandra, Electronics City P.O.,
Off Hosur Main Road, Bengaluru 560100, India
Corporate Identity Number (CIN): L74999TZ1984PLC001456; **Tel:** +91 80 6704 7000
E-mail: investor@titan.co.in ; **Website:** www.titancompany.in

POSTAL BALLOT NOTICE

VOTING STARTS ON	VOTING ENDS ON
Friday, 17 th May 2024 at 09:00 a.m. IST	Saturday, 15 th June 2024 at 05:00 p.m. IST

DEAR MEMBERS,

Notice is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (“the Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and other applicable provisions of the Act and the Rules (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time) read with the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 10/2021 dated 23rd June 2021, 03/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 09/2023 dated 25th September 2023 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “the MCA Circulars”), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“SS-2”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), read with all other applicable provisions under the said Regulations and the Circulars, Notifications and Rules issued thereunder by the Securities and Exchange Board of India (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Resolutions as set out in this Notice to transact the special business as set out hereunder by passing Special Resolutions, by the means of Postal Ballot through remote e-voting (voting electronically only).

In compliance with the MCA Circulars and pursuant to other applicable laws and Regulations, this Postal Ballot Notice (“Notice”) is being sent only in electronic form to those Members whose e-mail addresses are registered with Titan Company Limited (“Company”)/Depositories/RTA to enable them to cast their votes electronically. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members. The instructions for remote e-voting are appended to this Notice.

Pursuant to Sections 102 and 110 of the Act, the Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice.



The Notice will also be placed on the website of the Company at www.titancompany.in and on the website of National Securities Depository Limited (“NSDL”) at www.evoting.nsdl.com. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) at www.bseindia.com and www.nseindia.com respectively.

The Board of Directors had appointed Mr. V Sreedharan (FCS No. 2347; CP No. 833) or in his absence Mr. Pradeep B. Kulkarni (FCS 7260; CP 7835) of M/s. V. Sreedharan & Associates, Practicing Company Secretaries, as the Scrutinizer (“the Scrutinizers”) for conducting the Postal Ballot only through the remote e-voting process and for scrutinizing the votes cast therein, in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, and other applicable laws and regulations, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer remote e-voting facility to all its Members to cast their votes electronically. Members can vote only through the remote e-voting process. Members are requested to read the instructions in the Notes forming part of this Notice to cast their vote electronically through the remote e-voting process which commences from **Friday, 17th May 2024 at 9:00 a.m. (IST)** and concludes on **Saturday, 15th June 2024 at 5:00 p.m. (IST)**. The remote e-voting will be disabled by NSDL thereafter.

The Scrutinizer will submit the report to the Chairman of the Company, or in his absence any person authorized by him, upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced by the Chairman of the Company or by the Company Secretary, authorised by the Chairman in writing, on or before 5:00 p.m. (IST) on Monday, 17th June 2024.

The said results along with the Scrutinizer’s Report would be intimated to BSE and NSE, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company’s website at www.titancompany.in and on the website of NSDL at <http://www.evoting.nsdl.com/>.



SPECIAL BUSINESS

1. Appointment of Mr. Anil Chaudhry (DIN: 03213517) as an Independent Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Anil Chaudhry (DIN: 03213517), who was appointed as an Additional Director in the capacity of an Independent Director, of the Company by the Board of Directors with effect from 20th March 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from 20th March 2024 up to 19th March 2029.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

2. Re-appointment of Dr. Mohanasankar Sivaprakasam (DIN: 08497296) as an Independent Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), and pursuant to the recommendation of the Board Nomination and Remuneration Committee and approval of the Board of Directors, Dr. Mohanasankar Sivaprakasam (DIN: 08497296), who holds office as an Independent Director up to 2nd July 2024, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term with effect from 3rd July 2024 to 2nd July 2029.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."



NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act read with Rules, each as amended, setting out the material facts and necessary disclosures pertaining to the aforesaid Resolutions is annexed hereto and forms part of the Notice.
2. In compliance with the MCA Circulars and Rules made thereunder, this Notice is being sent electronically only to the Members whose names appear in the Register of Members/List of Beneficial Owners as received from NSDL and Central Depository Services Limited (CDSL) and whose e-mail addresses are registered and are available with the Company/the Company's Registrar and Transfer Agents viz., Link Intime India Private Limited (*formerly known as TSR Consultants Private Limited*) ("RTA")/Depositories as at **05:00 p.m. (IST)** on **Friday, 10th May 2024** ("Cut-Off date"). In accordance with the aforesaid MCA Circulars, physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelop will not be sent to the Members for this Postal Ballot. The voting rights shall be reckoned on the paid-up value of shares registered in the name(s) of the Member(s) as on the Cut-Off date. A person who is not a Member as on the Cut-Off date should treat this Notice for information purposes only.
3. A copy of this Notice is also available on the website of the Company at www.titancompany.in, the relevant section of the websites of the stock exchanges viz. BSE: www.bseindia.com and NSE: www.nseindia.com where the equity shares of the Company are listed and on the website of NSDL: www.evoting.nsdl.com.
4. Members may follow the below steps to register e-mail address for receiving the Postal Ballot Notice:
 - i. **Registration of e-mail addresses permanently with Company/Depository Participants:** Members are requested to register the same with their concerned Depository Participants, in respect of electronic holding and with RTA, in respect of physical holding, by writing to them at csg-unit@linkintime.co.in or visit https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their Depository Participants/RTA to enable servicing of notices/documents/annual reports and other communications electronically to their e-mail address in future.
 - ii. Alternatively, Members may also send an e-mail request to evoting@nsdl.com along with the following documents for procuring User ID and password for e-voting for the Resolutions set out in this Notice:
 - In case shares are held in **physical form**, please provide Folio No., name of the shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, and self-attested scanned copy of Aadhaar Card.
 - In case shares are held in **Demat form**, please provide DP ID-Client ID (16-digit DPID + CLID or 16-digit Beneficiary ID), Name, client master or copy of consolidated account statement, self-attested scanned copy of PAN card, and self-attested scanned copy of Aadhaar Card. If you are an individual shareholder holding securities in Demat mode, you are requested to refer to the login method explained under procedure for e-voting.



5. Members are requested to register/update their e-mail address latest by **Wednesday, 22nd May 2024**, in order to receive this Postal Ballot Notice. Members who update their e-mail address after the Cut-Off date are requested to communicate the same to the RTA/the Company by sending an e-mail to csgr-unit@linkintime.co.in or investor@titan.co.in.
6. Those Members who have already registered their e-mail address are requested to keep their e-mail address validated with their Depository Participants/Company/RTA to enable servicing of notices/documents/annual reports and other communications electronically to their e-mail address in future.
7. In compliance with the MCA Circulars and the provisions of Sections 108 and 110 of the Act, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, other applicable provisions of the Act and the Rules and other applicable laws, Rules and Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), the Members can cast their votes on the Resolutions listed out in the Notice through electronic voting i.e., remote e-voting only. The detailed procedure for remote e-voting is listed down in the e-voting section. The Company has engaged the services of NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically.
8. The remote e-voting shall commence on **Friday, 17th May 2024 at 9:00 a.m. (IST)** and concludes on **Saturday, 15th June 2024 at 5:00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL thereafter and voting shall not be allowed beyond 05:00 p.m. (IST) on Saturday, 15th June 2024. Members are requested to cast their votes on or before the said date and time in order to consider the votes as valid. During this period, Members of the Company holding shares either in physical or electronic form, as on the Cut-Off date, i.e., **Friday, 10th May 2024**, shall be eligible to cast their vote electronically.
9. Once the vote on the Resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.
10. The Resolutions as stated in the Notice, if approved by the Members with requisite majority shall be deemed to have been passed as on the last date for remote e-voting i.e., **Saturday, 15th June 2024**.
11. The Board of Directors has appointed Mr. V Sreedharan (FCS No. 2347; CP No. 833) or in his absence Mr. Pradeep B. Kulkarni (FCS 7260; CP 7835) of M/s. V. Sreedharan & Associates, Practicing Company Secretaries, as the Scrutinizer who are not in the employment of the Company, for conducting the Postal Ballot only through the remote e-voting process and scrutinizing the votes cast therein, in a fair and transparent manner. The Scrutinizer has given the willingness/consent for engagement in the Postal Ballot exercise.
12. The Scrutinizer shall, consequent to the completion of the voting period, scrutinize the votes cast and shall submit the report to the Chairman of the Company and results in connection with the voting shall be declared by the Chairman or by the Company Secretary, authorised by the Chairman in writing, who will acknowledge the receipt of the same and declare the results of the e-voting not later than **Monday, 17th June 2024**.



13. The results declared along with the Scrutinizer’s Report shall also be made available on the website of the Company at www.titancompany.in and on the website of NSDL at <http://www.evoting.nsdl.com/>. The results shall also be communicated to the stock exchanges viz., BSE and NSE and the same shall be available on their respective websites. The results shall also be displayed on the notice board at the Registered Office of the Company.
14. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to investor@titan.co.in from their registered e-mail addresses mentioning their name, DP ID & Client ID/Physical Folio Number between the period Friday, 17th May 2024 at 9:00 a.m. (IST) and concludes on Saturday, 15th June 2024 at 5:00 p.m. (IST).

PROCEDURE FOR E-VOTING:

The procedure to login to e-voting of NSDL website consists of two steps as detailed hereunder:

A) Login method for e-voting for individual Shareholders holding securities in demat mode

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 captioned “e-voting facility provided by listed companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participant(s) (“DPs”) in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider, thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

Login method for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><u>If the user is registered for NSDL IDeAS facility:</u></p> <ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a personal computer or on a mobile. 2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 3. A new screen will open. You will have to enter your User ID and Password. 4. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see the e-voting page. 5. Click on options available against company name or e-voting

service provider - NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period.

If the user is not registered for NSDL IDeAS facility:

If the user is not registered for IDeAS e-Services, the option to register is available at <https://eservices.nsd.com>. Select “Register Online for IDeAS” Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>.

Voting directly through the NSDL portal:

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open.
4. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.
5. Click on options available against company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.
6. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab and then use your existing my Easi username and password. 2. After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from the e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. 2. Once login, you will be able to see the e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. 3. Click on options available against company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000.</p>

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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B) Login Method for Shareholders other than individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

Step 1:

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either in a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e., IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example, if folio number is 001*** and EVEN is 128500 then your user ID is 128500001***

5. Password details for Shareholders other than Individual Shareholders are given below:
 - If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial



password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- How to retrieve your ‘initial password’?
 - a) If your e-mail ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - b) If your e-mail ID is not registered, please follow steps mentioned in Point No. 4 of the notes to this Notice in **process for those Shareholders whose e-mail IDs are not registered.**
- 6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name, and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
 - e) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 - f) Now, you will have to click on “Login” button.
 - g) After you click on the “Login” button, Home page of e-voting will open.

Step 2:

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle are active.
2. **Select “EVEN” of Company, which is 128500 for which you wish to cast your vote during the remote e- voting period.**
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify or modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed and



you will receive a confirmation by way of a SMS on your registered mobile number from depository.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the Resolutions, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pbk@sreedharancs.com with a copy marked to evoting@nsdl.com.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 or send a request to evoting@nsdl.com.
4. Members are requested to take note of the contact details for reaching out to the RTA as below:

Contact Number	022 - 4918 6000
E-mail	csg-unit@linkintime.co.in
Correspondence address	Link Intime India Private Limited (<i>formerly known as TSR Consultants Private Limited</i>) C 101, 1 st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.

By Order of the Board of Directors
For Titan Company Limited

Sd/-

Date: 3rd May 2024

Place: Bengaluru

CIN: L74999TZ1984PLC001456

Registered Office:

No.3, SIPCOT Industrial Complex, Hosur 635 126, Tamil Nadu.

Dinesh Shetty
General Counsel & Company Secretary
Membership No. F3879



EXPLANATORY STATEMENT

Pursuant to Sections 102 (1) and 110 of the Companies Act, 2013 (the “Act”)

The following Explanatory Statement sets out all material facts relating to the business mentioned under Resolutions 1 and 2 of the accompanying Notice along with the disclosures as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Secretarial Standards on General Meetings:

Item No. 1

The Board of Directors, based on the recommendation of the Board Nomination and Remuneration Committee, had appointed Mr. Anil Chaudhry (DIN: 03213517), as an Additional Director in the capacity of Independent Director of the Company, with effect from 20th March 2024 for a term of five consecutive years i.e. up to 19th March 2029, under Sections 149, 150 and 152 of the Act and in line with the Articles of Association of the Company, subject to the approval of the shareholders.

Mr. Anil Chaudhry shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier and is eligible for appointment as an Independent Director for a term of five consecutive years, subject to the approval of the Shareholders as required under the Listing Regulations.

The Company has received a notice by a Member under Section 160(1) of the Act indicating the intention to propose Mr. Chaudhry as an Independent Director of the Company. The Company has also received a declaration of independence from Mr. Anil Chaudhry. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of a director by virtue of any SEBI Order or any other such authority and had registered himself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs. Further details of Mr. Anil Chaudhry have been given in the Annexure to this Notice.

In the opinion of the Board, Mr. Anil Chaudhry is a person of integrity having experience and expertise across industries for appointment in the Board, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations each as amended. A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of his appointment will be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice.

Mr. Anil Chaudhry would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof where he is a member. In addition, he would be entitled to commission as determined each year by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company.



The profile and specific areas of expertise of Mr. Anil Chaudhry forms part of this Notice.

None of the Directors or Key Managerial Personnel (“KMP”) of the Company or their respective relatives other than Mr. Anil Chaudhry, to whom the Resolution relates, is concerned or interested in the Resolution given in Item No. 1 of the Postal Ballot Notice. Mr. Anil Chaudhry is not related to any Director or KMP of the Company.

The Board recommends the passing of the proposed Resolution stated in Item No. 1 of this Notice as a Special Resolution.

Item No. 2

Dr. Mohanasankar Sivaprakasam (DIN: 08497296) was appointed as a Non-Executive Director of the Company effective 3rd July 2019. Pursuant to the provisions of Section 149 of the Act and related Rules, Dr. Mohanasankar was appointed as an Independent Director by the Shareholders of the Company at the 35th Annual General Meeting (AGM) held on 6th August 2019, for a period of five years up to 2nd July 2024 and accordingly, his current term expires on 2nd July 2024.

In accordance with Section 149 (10) and (11) of the Act, an Independent Director may hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution.

Pursuant to the performance evaluation of Dr. Mohanasankar, substantial contributions made by him during his tenure and considering that his continued association would be beneficial to the Company, based on the recommendation of the Board Nomination and Remuneration Committee, the Board on 3rd May 2024, proposed to re-appoint Dr. Mohanasankar as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term effective 3rd July 2024 up to 2nd July 2029. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of Dr. Mohanasankar for the office of Director. The Company has received all statutory disclosures/declarations from Dr. Mohanasankar.

Dr. Mohanasankar has consented to continue to act as Director of the Company and basis his declaration, the Board confirms that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, Dr. Mohanasankar has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is not debarred from holding the office of a director by virtue of any SEBI Orders or any such authority. Further, Dr. Mohanasankar is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Dr. Mohanasankar has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In terms of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, each as amended, the re-appointment of



Dr. Mohanasankar as an Independent Director of the Company for a second term commencing from 3rd July 2024 up to 2nd July 2029 is being placed before the Shareholders for their approval by way of a Special Resolution. Dr. Mohanasankar, once appointed, will not be liable to retire by rotation.

In the opinion of the Board and based on its evaluation, the Board considers it desirable to re-appoint Dr. Mohanasankar who is a person of integrity and who fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI LODR each as amended and is independent of the Management of the Company.

A copy of the draft letter for re-appointment of the Independent Director setting out the terms and conditions of his appointment will be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice.

Dr. Mohanasankar would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof, where he is a member. In addition, he would be entitled to commission each year as determined by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company.

The profile and specific areas of expertise of Dr. Mohanasankar forms part of this Notice.

None of the Directors or Key Managerial Personnel (“KMP”) of the Company or their respective relatives other than Mr. Mohanasankar, to whom the Resolution relates, is concerned or interested in the Resolution given in Item No. 2 of the Postal Ballot Notice. Mr. Mohanasankar is not related to any Director or KMP of the Company.

The Board recommends the passing of the proposed Resolution stated in Item No. 2 of this Notice as a Special Resolution.

By Order of the Board of Directors
For Titan Company Limited

Date: 3rd May 2024
Place: Bengaluru
CIN: L74999TZ1984PLC001456
Registered Office:
No.3, SIPCOT Industrial Complex, Hosur 635 126, Tamil Nadu.

Sd/-
Dinesh Shetty
General Counsel & Company Secretary
Membership No. F3879

Annexure to Notice
Details of Directors seeking appointment
*(In pursuance of Regulation 36(3) of the Listing Regulations and
 Secretarial Standard – 2 on General Meetings)*

Name of Director	Mr. Anil Chaudhry	Dr. Mohanasankar Sivaprakasam
Director Identification Number (DIN)	03213517	08497296
Date of Birth	11 th March 1961	23 rd May 1980
Age	63	43
Date of Appointment	20 th March 2024	3 rd July 2019
Qualifications	B. Tech, from Thapar Institute of Engineering and Technology, Patiala; and Executive Management Programs from Harvard Business School, Stanford Business School and INSEAD.	Ph.D. – Electrical Engineering M.S – Electrical Engineering B. Tech – Instrumentation Engineering
Experience	<p>Mr. Chaudhry is an engineering graduate from Thapar Institute of Engineering and Technology, Patiala. He further pursued Executive Management Programs from Harvard Business School, Stanford Business School and INSEAD.</p> <p>Mr. Chaudhry is a transformative business leader with over four decades of experience. He has been a strong votary of Sustainability, Energy Efficiency, Diversity and Inclusion.</p> <p>Mr. Chaudhry was the Founding CEO & Managing Director of Schneider Electric India Pvt. Ltd (SEIPL), an entity formed through the merger of Schneider Electric India's Low Voltage and Industry Automation business with L&Ts Electrical and Automation business. From 2013 to 2023, he held the position of Managing Director and Zone President of Schneider Electric, Greater India. Prior to this, he was the Senior Vice President, Global Sales Organization, Infrastructure Business and a member of the Leadership Team in Paris.</p> <p>In his over 40 years of experience, Mr. Chaudhry has held leadership positions in</p>	<p>Dr. Mohanasankar Sivaprakasam joined the Board of Directors of the Company on 3rd July 2019. He is currently Professor in the Department of Electrical Engineering and heads the Healthcare Technology Innovation Centre and Sudha Gopalakrishnan Brain Centre at IIT Madras. He received a Ph.D. in Electrical Engineering from the University of California, M.S. in Electrical Engineering from North California State University and B. Tech in Instrumentation Engineering from Anna University, India. He has won the Indian National Academy of Engineering (INAE) Young Engineer Award and IITM's Institute R&D Early Career Award and Mid-Career Award. His research interest lies in medical devices and diagnostics, biomedical instrumentation, affordable healthcare technologies, healthcare delivery models for resource-constrained settings. He has published over 250 peer-reviewed papers in leading global journals and conferences.</p>

	<p>management, operations, sales, strategy and business development with Global responsibility based out of Europe and India.</p> <p>Mr. Chaudhry champions the cause of energy efficient and green technologies and has done substantial work worldwide with a focus on infrastructure development, sustainability & climate change, access to energy and skill development. Mr. Chaudhry is extremely passionate towards promoting diversity & inclusion and has championed initiatives throughout his career towards this.</p> <p>He also serves on the Board of Crompton Greaves Consumer Electricals Ltd as an independent director and as a non-executive non-independent director of Schneider Electric Infrastructure Ltd.</p>	
Expertise in specific functional areas	People Management and Leadership, Business Strategy, Manufacturing expertise, Sales and Marketing, Governance and Risk Management.	Technological Expertise - Expertise in healthcare-related technology.
Directorships held in other companies (excluding foreign companies and Titan)	<ul style="list-style-type: none"> • Crompton Greaves Consumer Electricals Limited • Schneider Electric Infrastructure Limited 	<ul style="list-style-type: none"> • IIT Madras Research Park
Membership/Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil
Inter-se relationship with other Directors and Key Managerial	Nil	Nil

Personnel		
Remuneration	No remuneration other than Sitting Fee and Board approved Commission.	No remuneration other than Sitting Fee and Board approved Commission.
Number of shares held in the Company	141	Nil
Number of Meetings of the Board attended during the year.	1*	8
Names of listed entities from which Director has resigned in the past three years	Nil	Nil

*Only one meeting was held since the appointment as an Additional Director which was attended by him.