



SEC 45/ 2021-22

3rd August 2021

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 Sirs,

Sub: Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) – Proceedings and details of voting results of the 37th Annual General Meeting (AGM) respectively

In terms of the Circular dated 5th May 2020 and 13th January 2021 read with General Circulars dated 8th April 2020 and 13th April 2020 issued by the Ministry of Corporate Affairs (‘MCA’) and in compliance with the provisions of the Companies Act, 2013 (‘Act’) and SEBI Circulars dated 12th May 2020, 15th January 2021 and in compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR’), the 37th AGM of the Company was held on Monday, 2nd August 2021 at 2.30 p.m. (IST) through two-way Video Conferencing (VC) to transact the business as stated in the Notice dated 28th June 2021, convening the AGM.

Based on the report of the Scrutinizer, all the resolutions as set out in the Notice of the 37th AGM have been duly approved by the shareholders with the requisite majority.

In this regard, please find enclosed the following:

1. Summary of Proceedings of the 37th AGM of the Company as required under Regulation 30 read with Part A of Schedule III of the SEBI LODR as **Annexure A**.
2. Disclosure of the voting results of the businesses transacted at the AGM as required under Regulation 44(3) of the SEBI LODR as **Annexure B**.
3. Report of the scrutinizer dated 3rd August 2021, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as **Annexure C**.

The AGM concluded at 4:45 P.M. (IST)



Titan Company Limited

‘INTEGRITY’: No.193, Veerasandra, Electronics City P.O Off Hosur Main Road, Bengaluru - 560 100 India, Tel : 91 80 - 67047000, Fax : 91 80 - 67046262
Registered Office No.3, SIPCOT Industrial Complex Hosur 635 126 TN India, Tel 91 4344 664 199, Fax 91 4344 276037, CIN: L74999TZ1984PLC001456
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The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote. Upon completion of the e-voting process the Company Secretary declared the Meeting closed.

The Scrutinizer's Report was received on Tuesday, 3rd August 2021 and, as set out therein, all the Resolutions have been passed with the requisite majority.

Yours truly,
For **TITAN COMPANY LIMITED**

Dinesh Shetty
General Counsel & Company Secretary

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Annexure A

Summary of proceedings of the 37th Annual General Meeting

The 37th Annual General Meeting ('AGM' or 'Meeting') of the Members of Titan Company Limited ('the Company') was held on Monday, 2nd August 2021 at 2:30 p.m. (IST) via two-way Video Conferencing ('VC'). The Company, while conducting the Meeting, adhered to the circulars issued by the Ministry of Corporate Affairs ('MCA'), the Securities and Exchange Board of India ('SEBI') and other social distancing norms in view of the outbreak of Covid-19 pandemic.

The Company Secretary welcomed the Members to the Meeting and briefed them on certain points relating to the participation at the Meeting through VC and announced that the Board had elected Mr. N N Tata, Vice Chairman of the Company to Chair the Meeting and conduct the proceedings of the same. The requisite quorum being present, the Chairman called the Meeting to order. The Registers as required under the Companies Act, 2013 and other relevant documents mentioned in the Notice were available for inspection. Since there was no physical attendance of Members and in compliance with the Circulars issued by MCA and SEBI, the requirement of appointing proxies was not applicable, except for the authorized representatives of corporate shareholders.

All the Directors, except Mr. N Muruganandam, Mr. Arun Roy and Mr. Pankaj Kumar Bansal attended the Meeting on video conference from their respective locations including Mr. Ashwani Puri, Chairman of the Board Audit Committee, Mr. B Santhanam, Chairman of the Board Stakeholders Relationship Committee and the Board Nomination and Remuneration Committee; Mr. Sandeep Singhal, Chairman of the Risk Management Committee; Mr. Pradyumna Vyas, Chairman of the Board Corporate Social Responsibility Committee and Board Ethics Committee, Dr. Mohanasankar S and Ms. Sindhu Gangadharan, Independent Directors and Mr. Bhaskar Bhat, Non-Executive Director. Mr. C K Venkataraman, Managing Director, Mr. Ashok Sonthalia, Chief Financial Officer and Mr. Dinesh Shetty, General Counsel & Company Secretary attended the Meeting from a common location at Bengaluru.

The representatives of B S R & Co. LLP, Statutory Auditors, and V Sreedharan and Associates, Secretarial Auditors and Scrutinizers, were also present at the Meeting through VC.

With the consent of the Members, the Notice of the Meeting was taken as read. The Members were informed that the Statutory Auditors' Report and Secretarial Audit Report did not have any qualifications and hence, pursuant to Section 145 of the Companies Act, 2013 were not required to be read.

The Company Secretary informed the Members that the Company had provided its Members the facility to cast their vote electronically through the National Securities Depository Limited ('NSDL') system before the Meeting. He further informed that the remote e-voting facility was also made available during the AGM for the benefit of Members who were present during the Meeting and had not cast their votes earlier through remote e-voting. He further informed that



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the Board of Directors had appointed V Sreedharan and Associates as the Scrutinizer to supervise the remote e -voting and e-voting at the AGM.

The following items of business, as per the Notice of AGM dated 28th June 2021, were transacted at the meeting through remote e-voting:

Item No.	Details of the Agenda	Resolution required
1.	To receive, consider and adopt the Audited Standalone Financial Statements for the financial year ended 31 st March 2021 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary
2.	To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31 st March 2021 together with the Report of the Auditors thereon.	Ordinary
3.	To declare dividend on equity shares for the financial year ended 31 st March 2021.	Ordinary
4.	To appoint a Director in place of Mr. V. Arun Roy (DIN: 01726117), who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary
5.	Re-appointment of Mr. Ashwani Puri as an Independent Director.	Special
6.	Appointment of Mr. Sandeep Singhal as an Independent Director.	Ordinary
7.	Appointment of Mr. Pankaj Kumar Bansal as a Director.	Ordinary
8.	Appointment of Branch Auditors.	Ordinary

The Chairman then invited the Members to express their views, offer their comments, make observations and seek clarifications, if any, on the operations and financial performance of the Company and on the resolutions set out in the Notice. The Members who had been listed as speaker shareholders out of the list of members requested to register as speaker shareholders were given an opportunity to speak and the Managing Director appropriately responded to the queries raised by them.

The Chairman authorised Mr. Dinesh Shetty, General Counsel & Company Secretary to carry out the voting procedure and conclude the Meeting. He also authorized the Company Secretary to accept and countersign the Scrutinizer's Report and declare the consolidated voting results. He informed the Members that the combined results of the remote e-voting before as well as remote e-voting during the AGM would be announced within the stipulated time frame and the results along with the Scrutinizer's Report would be intimated to the Stock Exchanges in terms of the SEBI LODR and would be placed on the websites of the Company and NSDL.

The Chairman then thanked the Members for their continued support and for attending and participating in the Meeting. He also thanked the Directors for joining the Meeting virtually.



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The voting results and the Scrutinizers Report is made available on the website of the Company at www.titancompany.in.

This is for your information and records.

Thank you.

Yours truly,
For TITAN COMPANY LIMITED

Dinesh Shetty
General Counsel & Company Secretary

Encl. As stated

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Annexure B

A) DETAILS OF THE PROCEEDINGS OF THE MEETING		
Sr. No.	Particulars	Details
1.	Date of the AGM	Annual General Meeting – 2 nd August 2021
2.	Total number of shareholders as on record date	3,95,137 on 26 th July 2021
3.	No. of shareholders present in the meeting either in person or through proxy: - Promoters & Promoter Group - Public	No arrangement for a physical meeting or appointment of proxy was made as the AGM was held through VC/OAVM.
4.	No. of shareholders attended the meeting through VC/OAVM (other than webcast) Promoter and Promoter Group Public	4 110

B) RESULTS OF THE MEETING				
Sr. No.	Agenda	Resolution required (Ordinary/Special)	Mode of Voting	Remarks
1.	To receive, consider and adopt the Audited Standalone Financial Statements for the financial year ended 31 st March 2021 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
2.	To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31 st March 2021 together with the Report of the Auditors thereon.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
3.	Declaration of dividend on equity shares for the financial year 2020-21	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
4.	Re-appointment of Mr. Arun Roy as a Director	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
5.	Re-appointment of Mr. Ashwani Puri as an Independent Director.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority



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6.	Appointment of Mr. Sandeep Singhal as an Independent Director.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
7.	Appointment of Mr. Pankaj Kumar Bansal as a Director.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
8.	Appointment of Branch Auditors	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority

Yours truly,
For TITAN COMPANY LIMITED

Dinesh Shetty
General Counsel & Company Secretary

Titan Company Limited

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Titan Company Limited

Resolution Required : (Ordinary)			1 - RESOLVED THAT the audited Financial Statements of the Company together with the Reports of the Board of Directors and the Auditors Report for the year ended 31st March, 2021 be are hereby approved and adopted						
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={([2]/[1])*100	[4]	[5]	[6]={([4]/[2])*100	[7]={([5]/[2])*100	[8]
Promoter and Promoter Group	E-Voting	469601920	469601920	100.0000	469601920	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		469601920	100.0000	469601920	0	100.0000	0.0000	0
Public Institutions	E-Voting	252166085	202588961	80.3395	202588961	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		202588961	80.3395	202588961	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	166018155	55147118	33.2175	55145868	1250	99.9977	0.0023	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		55147118	33.2175	55145868	1250	99.9977	0.0023	0
Total		887786160	727337999	81.9272	727336749	1250	99.9998	0.0002	0





Titan Company Limited

Resolution Required : (Ordinary)			2 - RESOLVED THAT audited Consolidated Financial Statement of the Company together with the Report of the Auditors thereon for the year ended 31st March, 2021 be are hereby approved and adopted						
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	469601920	469601920	100.0000	469601920	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		469601920	100.0000	469601920	0	100.0000	0.0000	0
Public Institutions	E-Voting	252166085	202588961	80.3395	202588961	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		202588961	80.3395	202588961	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	166018155	55146841	33.2174	55145865	976	99.9982	0.0018	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		55146841	33.2174	55145865	976	99.9982	0.0018	0
Total		887786160	727337722	81.9271	727336746	976	99.9999	0.0001	0





Titan Company Limited

Resolution Required : (Ordinary)			3 - RESOLVED THAT THE dividend at the rate of Rs. 4.00 (Rupees four) for equity share of Rs. 1 each (Rupees one) recommended by the Board of Directors of the Company at its meeting held on 29th April 2021, be and hereby confirmed as dividend for the Financial Year ended 31st March 2021						
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	469601920	469601920	100.0000	469601920	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		469601920	100.0000	469601920	0	100.0000	0.0000	0
Public Institutions	E-Voting	252166085	213622683	84.7151	212720608	902075	99.5777	0.4223	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		213622683	84.7151	212720608	902075	99.5777	0.4223	0
Public Non Institutions	E-Voting	166018155	55146900	33.2174	55145757	1143	99.9979	0.0021	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		55146900	33.2174	55145757	1143	99.9979	0.0021	0
Total		887786160	738371503	83.1700	737468285	903218	99.8777	0.1223	0





Titan Company Limited

Resolution Required : (Ordinary)		4 - RESOLVED THAT Mr. Arun Roy (DIN: 01726117), who retires by rotation, be and is hereby appointed as a Director of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	469601920	469601920	100.0000	469601920	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		469601920	100.0000	469601920	0	100.0000	0.0000	0
Public Institutions	E-Voting	252166085	171215899	67.8981	49673487	121542412	29.0122	70.9878	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		171215899	67.8981	49673487	121542412	29.0122	70.9878	0
Public Non Institutions	E-Voting	166018155	55128233	33.2061	54645609	482624	99.1245	0.8755	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		55128233	33.2061	54645609	482624	99.1245	0.8755	0
Total		887786160	695946052	78.3912	573921016	122025036	82.4663	17.5337	0





Titan Company Limited

Resolution Required : (Special)		5 - 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 for re-appointment, Mr. Ashwani Puri (DIN: 00160662) whose period of office expires on 2nd August 2021, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for re-appointment for a second term under the provisions of the Act and rules made thereunder and SEBI LODR and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby re-appointed as an Independent Director of the Company with effect from 3rd August 2021 up to 5th May 2026, not subject to retirement by rotation.								
Whether promoter/ promoter group are interested in the agenda/resolution?										
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid	
										[1]
Promoter and Promoter Group	E-Voting	469601920	469601920	100.0000	469601920	0	100.0000	0.0000	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	
	Total		469601920	100.0000	469601920	0	100.0000	0.0000	0	
Public Institutions	E-Voting	252166085	211933033	84.0450	210415815	1517218	99.2841	0.7159	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	
	Total		211933033	84.0450	210415815	1517218	99.2841	0.7159	0	
Public Non Institutions	E-Voting	166018155	55143404	33.2153	55140740	2664	99.9952	0.0048	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	
	Total		55143404	33.2153	55140740	2664	99.9952	0.0048	0	
Total		887786160	736678357	82.9793	735158475	1519882	99.7937	0.2063	0	





Titan Company Limited

<p>Resolution Required : (Ordinary)</p>	<p>6 - RESOLVED THAT Mr. Sandeep Singhal, (DIN: 00422796), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 11th November 2020 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 ("the Act") read with Article 117 of the Articles of Association of the Company, and whose appointment is recommended by the Board Nomination and Remuneration Committee, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company</p> <p>RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), as amended from time to time, the appointment of Mr. Sandeep Singhal, who meets the criteria for independence as provided in Section 149(6) of the Act read along with the rules framed thereunder, and Regulation 16(1) (b) of SEBI LODR and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing 11th November 2020 to 10th November 2025, be and is hereby approved</p>
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Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against	No. of votes Invalid
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	on votes polled	
			[1]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100	[8]
Promoter and Promoter Group	E-Voting	469601920	469601920	100.0000	469601920	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		469601920	100.0000	469601920	0	100.0000	0.0000	0
Public Institutions	E-Voting	252166085	211933033	84.0450	211856157	76876	99.9637	0.0363	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		211933033	84.0450	211856157	76876	99.9637	0.0363	0
Public Non Institutions	E-Voting	166018155	55142775	33.2149	55140080	2695	99.9951	0.0049	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		55142775	33.2149	55140080	2695	99.9951	0.0049	0
Total		887786160	736677728	82.9792	736598157	79571	99.9892	0.0108	0



Handwritten Signature



Titan Company Limited

Resolution Required : (Ordinary)		7 - RESOLVED THAT Mr. Pankaj Kumar Bansal, IAS (DIN: 05197128) who was appointed as a Director by the Board of Directors with effect from 16th June, 2021 and who holds office up to the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 (the "Act") read with Article 117 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation							
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100	[8]
Promoter and Promoter Group	E-Voting	469601920	469601920	100.0000	469601920	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		469601920	100.0000	469601920	0	100.0000	0.0000	0
Public Institutions	E-Voting	252166085	212043023	84.0886	210675846	1367177	99.3552	0.6448	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		212043023	84.0886	210675846	1367177	99.3552	0.6448	0
Public Non Institutions	E-Voting	166018155	55146009	33.2169	55138436	7573	99.9863	0.0137	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		55146009	33.2169	55138436	7573	99.9863	0.0137	0
Total		887786160	736790952	82.9919	735416202	1374750	99.8134	0.1866	0





Titan Company Limited

Resolution Required : (Ordinary)		8 - RESOLVED THAT pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, as amended from time to time, the Board of Directors of the Company be and is hereby authorized to appoint Branch Auditors for any branch office of the Company, whether existing or which may be opened/ acquired hereafter, outside India, in consultation with the Company's Auditors, any person(s) qualified to act as Branch Auditors within the provisions of Section 143(8) of the Act and to fix their remuneration							
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	469601920	469601920	100.0000	469601920	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		469601920	100.0000	469601920	0	100.0000	0.0000	0
Public Institutions	E-Voting	252166085	213622683	84.7151	213449019	173664	99.9187	0.0813	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		213622683	84.7151	213449019	173664	99.9187	0.0813	0
Public Non Institutions	E-Voting	166018155	55146572	33.2172	55144710	1862	99.9966	0.0034	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		55146572	33.2172	55144710	1862	99.9966	0.0034	0
Total		887786160	738371175	83.1699	738195649	175526	99.9762	0.0238	0



V SREEDHARAN AND ASSOCIATES

Company Secretaries

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Form No. MGT-13

REPORT OF SCRUTINIZER

[Pursuant to section 108 of the Companies Act, 2013 and Rule 21(2) of the
Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the Thirty Seventh Annual General Meeting (AGM) of the
Equity Shareholders of "Titan Company Limited" held on Monday, August 02,
2021 at 2.30 PM IST through Video Conferencing (VC).

Sir,

I, Pradeep B Kulkarni, Partner of V. Sreedharan and Associates, Company
Secretaries, Bengaluru, was appointed as Scrutinizer pursuant to Section 108
of the Companies Act, 2013 read with Rule 20 of the Companies (Management
and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015, for the
purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of
Section 108 of the Companies Act, 2013 read with Rule 20 of the
Companies (Management and Administration) Rules, 2014 and
pursuant to Regulation 44 of the SEBI (Listing Obligations and
Disclosure Requirements) Regulations, 2015.
- (ii) Voting through electronic voting system at the AGM.



The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of the Thirty Seventh Annual General Meeting of the Equity Shareholders dated June 28, 2021. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" and/or "against" for the resolutions stated in the notice of the AGM, based on the report generated from the e-voting system provided by National Securities Depository Limited (NSDL), the Agency Authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM.

We submit our report as under:

1. The remote E-Voting period remained open from 9.00 AM IST on Thursday, July 29, 2021 up to 5.00 PM IST on Sunday, August 01, 2021.
2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were sent only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants / Depositories pursuant to the Ministry of Corporate Affairs ("MCA") General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 and 02/2021 dated January 13, 2021 and Securities and Exchange Board of India ("SEBI") circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021.



3. The voting rights were reckoned as on Monday, July 26, 2021 being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting.
4. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on August 02, 2021, at 4.41 P.M. IST in the presence of two witnesses.
5. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by National Securities Depository Limited (NSDL).
6. As per the information given by the Company / RTA the names of the shareholders who had voted by remote e-voting through the facility provided by National Securities Depository Limited (NSDL) had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
7. Based on the data provided by National Securities Depository Limited (NSDL) e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:



a) **RESOLUTION 1**

To receive, consider and adopt the Audited Standalone Financial Statements for the financial year ended 31st March 2021 together with the Reports of the Board of Directors and Auditors thereon.

(i) **Voted in favour of Resolution**

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
2,308	72,73,36,749	100

(ii) **Voted against the resolution**

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
12	1,250	0

(iii) **Invalid Votes - NIL**



b) RESOLUTION 2

To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31st March 2021 together with the Report of the Auditors thereon.

(i) Voted in favour of Resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
2,302	72,73,36,746	100

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
13	976	0

(iii) Invalid Votes - NIL



c) RESOLUTION 3

To declare dividend on equity shares for the financial year ended 31st March 2021.

(i) Voted in favour of Resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
2,305	73,74,68,285	99.88

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
25	9,03,218	0.12

(iii) Invalid Votes - NIL



d) RESOLUTION 4

To appoint a Director in place of Mr. V Arun Roy (DIN: 01726117), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of Resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
1,685	57,39,21,016	82.47

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
609	12,20,25,036	17.53

(iii) Invalid Votes - NIL



e) RESOLUTION 5

Re-appointment of Mr. Ashwani Puri as an Independent Director.

(i) Voted in favour of Resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
2,227	73,51,58,475	99.79

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
79	15,19,882	0.21

(iii) Invalid Votes - NIL



f) RESOLUTION 6

Appointment of Mr. Sandeep Singhal as an Independent Director.

(i) Voted in favour of Resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
2,256	73,65,98,157	99.99

(ii) Voted **against** the resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
48	79,571	0.01

(iii) Invalid Votes - NIL



g) RESOLUTION 7

Appointment of Mr. Pankaj Kumar Bansal as a Director.

(i) Voted in favour of Resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
2,226	73,54,16,202	99.81

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
80	13,74,750	0.19

(iii) Invalid Votes - NIL



h) RESOLUTION 8

Appointment of Branch Auditors.

(i) Voted in favour of Resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
2,286	73,81,95,649	99.98

(ii) Voted **against** the resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
38	1,75,526	0.02

(iii) Invalid Votes - NIL



8. A list of Equity shareholders who voted "FOR", "AGAINST" the resolutions (Both through Remote E-voting and E-voting at the AGM) has been handed over to the Company Secretary.
9. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

Thanking You,

Yours faithfully,

For V. Sreedharan & Associates



(Pradeep B Kulkarni)

Partner

FCS 7260; CP No. 7835

Date: August 02, 2021

Place: Bengaluru

UDIN: F007260C000725439

