



SEC 36/2022-23

26th July 2022

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 38th Annual General Meeting (AGM) respectively

The 38th AGM of the Company was held on Tuesday, 26th July 2022 at 10.30 a.m. (IST) through two-way Video Conferencing (VC) to transact the business as stated in the Notice dated 3rd May 2022, convening the AGM.

Based on the report of the Scrutinizer, all the resolutions as set out in the Notice of the 38th 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 38th AGM of the Company as required under Regulation 30 read with Para A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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 26th July 2022, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as **Annexure C.**



Titan Company Limited

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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 AGM concluded at 12:50 p.m. (IST)

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.

Yours truly,
For TITAN COMPANY LIMITED

Dinesh Shetty
General Counsel & Company Secretary

Encl. As stated



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Annexure A

Summary of proceedings of the 38th Annual General Meeting

The 38th Annual General Meeting ('AGM' or 'Meeting') of the Members of Titan Company Limited ('the Company') was held on Tuesday, 26th July 2022 at 10:30 a.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 current Covid-19 situation.

The Company Secretary welcomed the Members to the Meeting and briefed them on certain points relating to the participation at the Meeting through VC.

Mr. S Krishnan, Chairman of the Company chaired the AGM. 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. 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 Ms. Jayashree Muralidharan Non-Executive Director. Mr. C K Venkataraman, Managing Director, Mr. Bhaskar Bhat, Non-Executive 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 the same 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 3rd May 2022, 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 2022 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 2022 together with the Report of the Auditors thereon.	Ordinary
3.	To declare dividend on equity shares for the financial year ended 31 st March 2022.	Ordinary
4.	To appoint a Director in place of Mr. Noel Naval Tata (DIN: 00024713), who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary
5.	Re-appointment of Statutory Auditors of the Company.	Ordinary
6.	Appointment of Mr. Saranyan Krishnan as a Director.	Ordinary
7.	Appointment of Ms. Jayashree Muralidharan as a Director.	Ordinary
8.	Change in place of keeping Registers, Returns, etc.	Special
9.	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 authorized 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 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 Meeting was declared as closed.

The Scrutinizer's Report was received on Tuesday, 26th July 2022 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 B

A) DETAILS OF THE PROCEEDINGS OF THE MEETING		
Sr. No.	Particulars	Details
1.	Date of the AGM	Annual General Meeting – 26 th July 2022
2.	Total number of shareholders as on record date	7,22,483 on 19 th July 2022
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	6 114

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 2022 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 2022 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 ended 31 st March 2022.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
4.	To appoint a director in place of Mr. Noel Naval Tata (DIN: 00024713), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority

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5.	To re-appoint B S R & Co. LLP, Chartered Accountants as statutory auditors of the Company and to fix their remuneration.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
6.	Appointment of Mr. Saranyan Krishnan as a Director.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
7.	Appointment of Ms. Jayashree Muralidharan as a Director.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
8.	Change in place of keeping Registers, Returns, etc.	Special	Remote e-voting and e-voting at AGM	Passed with requisite majority
9.	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



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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, 2022 be are hereby approved and adopted."					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
	Poll	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	0	0.0000	0	0	0.0000	0.0000	
	Total	469601920	100.0000	469601920	0	100.0000	0.0000	
Public Institutions	E-Voting	250049643	198851148	79.5247	198833343	17805	99.9910	0.0090
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		198851148	79.5247	198833343	17805	99.9910	0.0090
Public Non Institutions	E-Voting	168134597	55826925	33.2037	55823105	3820	99.9932	0.0068
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		55826925	33.2037	55823105	3820	99.9932	0.0068
Total		887786160	724279993	81.5827	724258368	21625	99.9970	0.0030



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Resolution Required : (Ordinary)		2 - "RESOLVED THAT the audited Consolidated Financial Statement of the Company together with the Report of the Auditors thereon for the year ended 31st March, 2022 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
		[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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		469601920	100.0000	469601920	0	100.0000	0.0000
Public Institutions	E-Voting	250049643	198851148	79.5247	198833343	17805	99.9910	0.0090
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		198851148	79.5247	198833343	17805	99.9910	0.0090
Public Non Institutions	E-Voting	168134597	55826830	33.2037	55822824	4006	99.9928	0.0072
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		55826830	33.2037	55822824	4006	99.9928	0.0072
Total		887786160	724279898	81.5827	724258087	21811	99.9970	0.0030



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Resolution Required : (Ordinary)		3 - "RESOLVED THAT THE dividend at the rate of Rs. 7.50 (Seven rupees and fifty paise) for equity share of Rs. 1 each (Rupees one) recommended by the Board of Directors of the Company at its meeting held on 3rd May 2022, be and hereby confirmed as dividend for the Financial Year ended 31st March 2022."						
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
		[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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		469601920	100.0000	469601920	0	100.0000	0.0000
Public Institutions	E-Voting	250049643	209126631	83.6340	209126631	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		209126631	83.6340	209126631	0	100.0000	0.0000
Public Non Institutions	E-Voting	168134597	55826981	33.2037	55815039	11942	99.9786	0.0214
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		55826981	33.2037	55815039	11942	99.9786	0.0214
Total		887786160	734555532	82.7401	734543590	11942	99.9984	0.0016



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Resolution Required : (Ordinary)			4 - "RESOLVED THAT Mr. N N Tata (DIN: 00024713), 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
		[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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		469601920	100.0000	469601920	0	100.0000	0.0000
Public Institutions	E-Voting	250049643	209126631	83.6340	165505611	43621020	79.1413	20.8587
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		209126631	83.6340	165505611	43621020	79.1413	20.8587
Public Non Institutions	E-Voting	168134597	55826857	33.2037	55817128	9729	99.9826	0.0174
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		55826857	33.2037	55817128	9729	99.9826	0.0174
Total		887786160	734555408	82.7401	690924659	43630749	94.0603	5.9397



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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
			[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group			E-Voting	469601920	100.0000	469601920	0	100.0000	0.0000
			Poll	0	0.0000	0	0	0.0000	0.0000
			Postal Ballot	0	0.0000	0	0	0.0000	0.0000
			Total	469601920	100.0000	469601920	0	100.0000	0.0000
Public Institutions			E-Voting	209126631	83.6340	203479234	5647397	97.2995	2.7005
			Poll	0	0.0000	0	0	0.0000	0.0000
			Postal Ballot	0	0.0000	0	0	0.0000	0.0000
			Total	209126631	83.6340	203479234	5647397	97.2995	2.7005
Public Non Institutions			E-Voting	55826606	33.2035	55812436	14170	99.9746	0.0254
			Poll	0	0.0000	0	0	0.0000	0.0000
			Postal Ballot	0	0.0000	0	0	0.0000	0.0000
			Total	55826606	33.2035	55812436	14170	99.9746	0.0254
Total			887786160	734555157	82.7401	728893590	5661567	99.2293	0.7707



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Resolution Required : (Ordinary)		6 - "RESOLVED THAT Mr. Saranyan Krishnan, IAS (DIN: 03439632) who was appointed as a Director by the Board of Directors with effect from 10th December 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 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, 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
		[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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		469601920	100.0000	469601920	0	100.0000	0.0000
Public Institutions	E-Voting	250049643	208757632	83.4865	205486640	3270992	98.4331	1.5669
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		208757632	83.4865	205486640	3270992	98.4331	1.5669
Public Non Institutions	E-Voting	168134597	55826463	33.2034	55808068	18395	99.9670	0.0330
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		55826463	33.2034	55808068	18395	99.9670	0.0330
Total		887786160	734186015	82.6985	730896628	3289387	99.5520	0.4480



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7 - "RESOLVED THAT Ms. Jayashree Muralidharan, IAS (DiN: 03048710) who was appointed as a Director by the Board of Directors with effect from 11th August 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 Act, from a Member proposing her 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."

Resolution Required : (Ordinary)

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
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	469601920	469601920	100.0000	469601920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		469601920	100.0000	469601920	0	100.0000	0.0000
Public Institutions	E-Voting	250049643	208959631	83.5673	207865318	1094313	99.4763	0.5237
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		208959631	83.5673	207865318	1094313	99.4763	0.5237
Public Non Institutions	E-Voting	168134597	55826501	33.2035	55817881	8620	99.9846	0.0154
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		55826501	33.2035	55817881	8620	99.9846	0.0154
Total		887786160	734388052	82.7213	733285119	1102933	99.8498	0.1502



Titan Company Limited

8 - "RESOLVED THAT in supersession of all Resolutions passed earlier in this regard and pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to keep the Registers as prescribed under Section 88 of the Act and copies of Annual Returns under Section 92 of the Act, together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, at the Corporate Office of the Company at 'INTEGRITY' #193, Veerasandra, Electronics City P.O., Off Hosur Main Road, Bengaluru 560100 and/or at the office of TSR Consultants Private Limited, Registrar and Share Transfer Agent of the Company at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400083, Maharashtra, India and/or such other place where the office of the Registrar and Share Transfer Agent of the Company is situated within Mumbai, from time to time.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof of the Company be and are hereby authorized to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto."

Resolution Required : (Special)

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
			[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100
Promoter and Promoter Group	E-Voting	469601920	469601920	100.0000	469601920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		469601920	100.0000	469601920	0	100.0000	0.0000
Public Institutions	E-Voting	250049643	209126631	83.6340	209126631	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		209126631	83.6340	209126631	0	100.0000	0.0000
Public Non Institutions	E-Voting	168134597	55826763	33.2036	55819247	7516	99.9865	0.0135
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		55826763	33.2036	55819247	7516	99.9865	0.0135
Total		887786160	734555314	82.7401	734547798	7516	99.9990	0.0010



Titan Company Limited

Resolution Required : (Ordinary)

9 - "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
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	250049643	209126631	83.6340	208878504	248127	99.8814	0.1186	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		209126631	83.6340	208878504	248127	99.8814	0.1186	0
Public Non Institutions	E-Voting	168134597	55834335	33.2081	55826785	7550	99.9865	0.0135	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		55834335	33.2081	55826785	7550	99.9865	0.0135	0
Total		887786160	734562886	82.7410	734307209	255677	99.9652	0.0348	0



V SREEDHARAN AND ASSOCIATES

Company Secretaries

No. 291, 1st Floor, 10th Main Road, 3rd Block,
Jayanagar, Bengaluru - 560 011

☎ + 91 80 49594533 ■ compliance@sreedharancs.com



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-Eighth Annual General Meeting (AGM) of the
Equity Shareholders of "Titan Company Limited" held on Tuesday, July 26,
2022, at 10.30 AM 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-Eighth Annual General Meeting of the Equity Shareholders dated May 03, 2022. 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.

I submit my report as under:

1. The remote E-Voting period remained open from 9.00 AM IST on Saturday, July 23, 2022, up to 5.00 PM IST on Monday, July 25, 2022.

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. 02/2022 May 05, 2022, 19/2021 December 08, 2021, 21/2021 December 14, 2021, 02/2021 dated January 13, 2021, 39/2020 dated December 31, 2020, 33/2020 dated September 28, 2020, 22/2020 dated June 15, 2020, 20/2020 dated May 5, 2020, 17/2020 dated April 13, 2020, 14/2020 dated April 8, 2020, and Securities and Exchange Board of India ("SEBI") circular nos. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022., SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.



2. The voting rights were reckoned as on Tuesday, July 19, 2022, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting.
3. After the conclusion of the Annual General Meeting, the votes cast through e-voting were unblocked on July 26, 2022, at 12.52 P.M. IST.
4. 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).
5. 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.
6. 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 2022 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
2,708	72,42,58,368	100

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
21	21,625	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 2022 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
2,702	72,42,58,087	100

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
24	21,811	0

(iii) Invalid Votes - NIL



c) RESOLUTION 3

To declare dividend on equity shares for the financial year ended 31st March 2022.

(i) Voted in favour of Resolution

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
2,702	73,45,43,590	100

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
34	11,942	0

(iii) Invalid Votes - NIL



d) RESOLUTION 4

To appoint a director in place of Mr. Noel Naval Tata (DIN: 00024713), 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
2,327	69,09,24,659	94.06

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
420	4,36,30,749	5.94

(iii) Invalid Votes - NIL



e) RESOLUTION 5

To re-appoint B S R & Co. LLP, Chartered Accountants as statutory auditors of the Company and to fix their remuneration.

(i) Voted in favour of Resolution

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
2,631	72,88,93,590	99.23

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
104	56,61,567	0.77

(iii) Invalid Votes - NIL



f) RESOLUTION 6

Appointment of Mr. Saranyan Krishnan 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
2,614	73,08,96,628	99.55

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
110	32,89,387	0.45

(iii) Invalid Votes - NIL



g) RESOLUTION 7

Appointment of Ms. Jayashree Muralidharan 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
2,639	73,32,85,119	99.85

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
87	11,02,933	0.15

(iii) Invalid Votes - NIL



h) RESOLUTION 8

Change in place of keeping Registers, Returns, etc.

(i) Voted in favour of Resolution

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
2,684	73,45,47,798	100

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
45	7,516	0

(iii) Invalid Votes - NIL



i) RESOLUTION 9

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
2,687	73,43,07,209	99.97

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
46	2,55,677	0.03

(iii) Invalid Votes - NIL



7. 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.

8. 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: July 26, 2022

Place: Bengaluru

UDIN: F007260D000688963

