

Date: 4<sup>th</sup> December,2024

To,  
The Manager  
BSE Limited,  
Corporate Relationship Department  
Phirozee Jeejee Bhoy Towers,  
Dalal Street,  
Mumbai-400001

Scrip code: 506134

**Sub: Notice of the Postal Ballot**

Dear Sir / Madam,

Further to the outcome of meeting of the Board of Directors of the Company dated 28<sup>th</sup> November, 2024, please find enclosed copy of the Postal Ballot notice dated 28<sup>th</sup> November, 2024 ("Postal Ballot Notice") to seek approval of the shareholders.

In compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 (the "MCA Circulars") issued by the Ministry of Corporate Affairs, Government of India, read with applicable SEBI Circulars, this Notice is being sent only through electronic mode to those shareholders whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company as maintained by the Depositories as on Friday, November 29, 2024 ("Cut-off date"), seeking their approval as set out in the Postal Ballot Notice.

The Company has engaged the services of Central Depositories Services Limited (CDSL) for the purpose of providing e-voting facility to all its shareholders. The remote e-voting will commence from 5<sup>th</sup> December, 2024 (Thursday) (9:00 A.M. IST) and end on 3<sup>rd</sup> January, 2025 (Friday) (5:00 P.M. IST). Please note that communication of assent or dissent of the Members would only take place through the remote e-Voting system. The results of the Postal Ballot will be announced not later than two working days from the conclusion of the e-voting. In accordance with the provisions of the MCA Circulars, the Company has arranged for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register their e-mail address by following the procedure set out in the notes to the Postal Ballot Notice.

The above information will be made available on the website of the Company at <https://titanintech.com/inverstor-relations/>

We request to take the above information on your records.

Thanking You  
Yours Faithfully,  
For **Titan Intech Limited**

*M.S. Savla*



Mangla Sachin Savla  
Company Secretary & Compliance Officer

**Corporate Office:**  
# 404, 4th Floor, Lifestyle Building  
Begumpet, Hyderabad  
Telangana State - 500016 India.

**Registered Office:**  
5th Floor, # 54-1-7/21, Panchajanya,  
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**POSTAL BALLOT NOTICE**

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the “Act”), read together with the Companies (Management and Administration) Rules, 2014, as amended (the “Management Rules”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 (the “MCA Circulars”), issued by the Ministry of Corporate Affairs, Government of India, read with applicable SEBI Circulars, this notice, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below be passed by the members of the Company (as on the Cut-off Date), through postal ballot (the “Postal Ballot”) only by way of remote e-voting (“e-voting”) process. An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice (“the Notice”).

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

The Board has appointed Mr. Sambhu Prasad (CP No. 11723) Practicing Company Secretary, as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner. The Scrutinizer have consented to act as Scrutinizer for this Postal Ballot.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of Central Depository Services Limited (“CDSL”) for facilitating e-voting. The Company has made necessary arrangements with Aarthi Consultants Private Limited, Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their “Assent” (FOR) or “Dissent” (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on 3<sup>rd</sup> January, 2025 (Friday). The e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman of the Company (the “Chairman”) or any other person authorized by the Chairman/Board of Directors, and the result of the voting by Postal Ballot will be announced not later than two working days from the conclusion of the e-voting. The result

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declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. 3<sup>rd</sup> January, 2025 (Friday), shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

**SPECIAL BUSINESS:**

**1) ISSUE OF SECURED AND/OR UNSECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES ("NCDs") ON PUBLIC AND/OR PRIVATE PLACEMENT BASIS FOR AN AMOUNT NOT EXCEEDING ₹ 200 CRORES**

To consider and if thought fit, to pass the following resolutions as **Special Resolutions:**

**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act 2013 ("the Act") (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Companies (Prospectus and Allotment of Securities) Rules 2014 and the Companies (Share Capital and Debentures) Rules 2014 ("the Rules") and in accordance with the provisions of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021 (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("SEBI NCS Regulations") read with the Master Circular, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("LODR Regulations"), as may be applicable, the rules, regulations, guidelines, circulars as amended from time to time, the Memorandum and Articles of Association of the Company and subject to such other approvals as may be prescribed by regulatory authorities from time to time, the approval of the members of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee duly constituted / authorized Committee of the Board) to make invitation(s), to subscribe and offer(s), issue and allot, public and/or private placement, Listed and/or unlisted, Secured and/or unsecured, rated/unrated Redeemable, Non-Convertible Debentures ("NCDs") on Public and/or private placement basis, at such face value as may be permissible under the Act at par, premium or discount, in one or more tranches for an amount not exceeding ₹ 200 crores, within the overall borrowing limits of the Company approved by the members.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to:

- a) decide whether to issue Secured and/or unsecured Debentures, in one or more series or tranches;
- b) decide to list the tranches;
- c) finalize the other terms and conditions including the rate of interest, tenor and security cover thereof, the consideration of the issue, utilization of the issue proceeds and all matters connected to it;
- d) decide on the timing of each tranche.
- e) decide on the public issue and/or private placement of NCD to whom it can be issued, including companies, bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension / provident funds and individuals or such other person / persons eligible to subscribe; and
- f) do all such acts, deeds and things and give such directions and further to execute such documents, deeds, instruments, and writings as may be deemed necessary, proper and desirable or expedient to give effect to the above Resolution.

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**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to the "NCD committee" formed for the Issue of NCD by the Board of directors of the Company, to give effect to the resolution.

**2) Increase in borrowing power limits from ₹ 500 crores to ₹ 1,000 crores or the aggregate of the paid up share capital and free reserves and securities premium of the Company, whichever is higher.**

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

**"RESOLVED THAT** in supersession of the resolution passed by the shareholders of the Company in Annual General meeting on 29th September 2023, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital, free reserves and securities premium account of the Company provided that the total amount so borrowed by the Board shall not at any time exceed ₹ 1,000 crores or the aggregate of the paid up share capital, its free reserves and securities premium account of the Company, whichever is higher.

**RESOLVED FURTHER THAT** subject to the provisions of the Act, the Rules framed thereunder and other applicable laws (if any), the borrowings stated above may be secured or unsecured, and shall include, but shall not be limited to, borrowings from any person(s) (whether natural or artificial), by way of Loans, Inter Corporate Deposits (ICDs), Facilities from Banks, Commercial Papers (CPs), Public Deposits, External Commercial Borrowings (ECBs), Debentures (whether convertible or non-convertible), Bonds or any other instruments permitted to be issued by the Company under any law for the time being in force.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

**3) Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.**

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

**"RESOLVED THAT** in pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed ₹ 1,000

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crores or the aggregate of the paid up share capital, its free reserves and securities premium account of the Company, whichever is higher.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

#### **4) Appointment of Mr. Venkata Subba Rao Elchuri (DIN: 09772309) as an Independent Director**

*To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Special Resolution**:*

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Venkata Subba Rao Elchuri (DIN: 09772309), who was appointed as an Additional Director in the capacity of an Independent Director with effect from November 14, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till November 13, 2029, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

#### **5) Appointment of Mr. Kumarraju Rudraraju (DIN: 00209775) as an Independent Director**

*To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Special Resolution**:*

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Kumarraju Rudraraju (DIN: 00209775), who was appointed as an Additional Director in the capacity of an Independent Director with effect from November 28, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till November 27, 2029, and that he shall not be liable to retire by rotation.

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**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

#### **6) Appointment of Mr. Bharat Pavuluri (DIN: 07753959) as an Independent Director**

*To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Special Resolution**:*

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Bharat Pavuluri (DIN: 07753959), who was appointed as an Additional Director in the capacity of an Independent Director with effect from November 28, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till November 27, 2029, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution

#### **7) Appointment of Mr. Narsimharao Venuturupalle (DIN: 10565686) as an Independent Director**

*To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Special Resolution**:*

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Narsimharao Venuturupalle (DIN: 10565686), who was appointed as an Additional Director in the capacity of an Independent Director with effect from November 28, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till November 27, 2029, and that he shall not be liable to retire by rotation.

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**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution

**8) Appointment of Mr. Bhavani Prasad Kale (DIN: 01809067) as a Whole-time Director of the Company:**

*To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Special Resolution:***

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“LODR Regulations”] (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association, Mr. Bhavani Prasad Kale (DIN: 01809067) who was appointed as Additional Director in the capacity of Wholetime Director effective November 28, 2024, be and is hereby appointed as a Whole-time Director of the Company for a period of 5 years with effect from November 28, 2024, till November 27, 2029, at a remuneration of Rs 7,20,000 per annum.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) shall, in accordance with the statutory limits / approvals as may be applicable, be at full liberty to modify / amend the terms and conditions of the said appointment and / or remuneration, from time to time, as it may deem fit and to take such steps and do and perform all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this Resolution.”

**9) Appointment of Mr. Sunil Ghanathe (DIN: 10407273) as a Whole-time Director of the Company:**

*To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Special Resolution:***

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“LODR Regulations ”] (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association, Mr. Sunil Ghanathe (DIN: 10407273 ) who was appointed as Director on 29<sup>th</sup> November 2023 now his designation has been changed by the board and appointed under capacity of Wholetime Director effective November 14, 2024, be and is hereby appointed as a Whole-time Director of the Company at a remuneration of ₹ 24,00,000 per annum.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) shall, in accordance with

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the statutory limits / approvals as may be applicable, be at full liberty to modify / amend the terms and conditions of the said appointment and / or remuneration, from time to time, as it may deem fit and to take such steps and do and perform all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this Resolution.”

**By order of the Board of Directors  
For Titan Intech Limited**

**Date: 28/11/2024  
Place: Hyderabad**

**Sd/-  
Mangla Sachin Savla  
Company Secretary**



**Notes:**

1. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and the reasons thereto is annexed hereto and additional information as required under the LODR Regulations are attached.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / depository participant(s), as on November 29, 2024 (“Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, 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 communication of the assent or dissent of the Members would only take place through the e-voting system.
3. All documents required to be kept open for inspection, if any, shall be open for inspection at the Registered Office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays). Such documents shall also be made available on the Company’s website [www.titanintech.in](http://www.titanintech.in) to facilitate online inspection till the date of announcement of the results of this Postal Ballot.
4. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than two working days from the conclusion of e-voting and will also be displayed on the Company website <https://www.titanintech.in> on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) and communicated to the stock exchange and RTA.
5. A copy of this Postal Ballot Notice, Explanatory Statement and remote e-voting instructions are available on the Company’s website [www.titanintech.in](http://www.titanintech.in), CDSL at [www.evotingindia.com](http://www.evotingindia.com) and also on the website of BSE Limited ([www.bseindia.com](http://www.bseindia.com)).
6. Shareholders who have still not registered their email IDs are requested to do so at the earliest as under:
  - Shareholders holding shares in electronic mode can get their email ID registered by contacting their respective Depository Participant where they maintain their Demat accounts.
  - Shareholders holding shares in physical mode or who have not registered / updated their email address are requested to register their email ID with Aarthi Consultants Private Limited. Requests can be sent by email to [aarthiconsultants@gmail.com](mailto:aarthiconsultants@gmail.com)
  - Shareholders are requested to support this Green Initiative effort of the Company and get their email ID registered to enable the Company to send documents such as notices, annual reports,

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and other documents in electronic form. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / Aarthi Consultants Private Limited to enable servicing of notice, annual reports, other documents in electronic form.

- Please note that as a valued shareholder of the Company, you are always entitled to request and receive all such communication in physical form free of cost. Further, the documents served through email are available on the Company's website [www.titaintech.in](http://www.titaintech.in) and are also available for inspection at the Registered Office of the Company during specified business hours.
7. In compliance with Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars, the Company is pleased to provide facility of e-voting to enable its Members to cast their votes electronically in respect of the resolutions as set out in this Postal Ballot Notice.
  8. The e-voting period commences from 5<sup>th</sup> December, 2024 (Thursday) (9.00 a.m. IST) and ends on 3<sup>rd</sup> January, 2025 (Friday) (5.00 P.M IST). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
  9. The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the Cut-off Date i.e. November 29, 2024.
  10. Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. November 29, 2024, (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolutions as set out in this Postal Ballot Notice only through the e-voting.

#### **EVOTING INSTRUCTIONS:**

##### **1. Instruction for E-Voting**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) the Company is providing facility of remote e-voting to its members in respect of the business to be transacted through Postal Ballot. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice of the Postal Ballot has been uploaded on the website of the Company at [www.titanintech.in](http://www.titanintech.in). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Notice is also disseminated on the website of CDSL (agency for providing the remote e-voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com)

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**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:**

(i) The e-voting period begins on December 05, 2024 at 09:00 A.M and ends on January 03, 2025 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. November 29, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue

(iii) Mr. Sambhu Prasad, (C.P No. 11723, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(iv) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode	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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.

<b>with CDSL Depository</b>	<ol style="list-style-type: none"><li>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 period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KFIN/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email 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.</li></ol>
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<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. 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 e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

**Login type Helpdesk details**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (i) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>



<p>Dividend Bank Details OR Date of Birth (DOB)</p>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>
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- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Titan Intech Limited> on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [info@titanintech.in](mailto:info@titanintech.in) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

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## EXPLANATORY STATEMENT

(In pursuant to Section 102 of the Companies Act, 2013)

### Item No. 1

As per Section 42 and 71 of the Companies Act 2013 ("the Act") (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the Companies (Prospectus and Allotment of Securities) Rules 2014 and the Companies (Share Capital and Debentures) Rules 2014 ("Rules") a company which offers or makes an invitation to subscribe to Non-Convertible Debentures ("NCDs") on Public and/or Private placement basis, is required to obtain the prior approval of the members by way of a Special Resolution, which can be obtained once in a year for all the offers and invitations for such NCDs during the year.

Borrowings through NCDs and other debt securities, issued on public and/or private placement basis form a significant source of funds for the Company.

Since LODR Regulations / NCS Regulations, read with Master Circular, as amended has mandated all the listed companies whose non-convertible debt securities listed shall list the NCDs proposed to be issued on the Stock Exchange(s). The Company is aggressively pursuing the business expansion plans and in order to meet the fund requirements, the Company proposes to issue and allot, from time to time, secured/ unsecured Non-Convertible Debentures (NCDs) on a Public and/or Private Placement Basis, in one or more tranches, to the eligible investors in accordance with the provisions of Sections 42 and 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 ("Rules"), SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, relevant provisions of the Reserve Bank of India (RBI) Directions, Rules and Regulations up to an amount not exceeding ₹ 200 Crores. The NCDs may be issued at par or at a premium and may be listed on the Stock Exchange(s), on such other terms and conditions as the Board or the Committee may determine.

Accordingly, the approval of the members is being sought in connection with the aforesaid proposed issue of NCDs. Further, members are requested to authorise the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose), to issue NCDs on a public and/or private placement basis, as stipulated above in one or more tranches, within the overall borrowing limits of the Company, as approved by the members from time to time.

Hence, the approval of the Members is being sought by way of a Special Resolution for the proposed issue of NCDs up to an amount of ₹ 200 Crore through Postal Ballot. Further, Members are requested to authorize the Board (including any committee thereof) to offer and issue NCDs on public and/or private placement basis, in one or more series or tranches, within the overall borrowing limits of the Company, as approved by the members (₹ 1,000 crores) through Postal Ballot.

The Board recommends the resolution for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the aforesaid Special resolution.

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**Disclosures as required under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014 to the extent applicable, the material facts in relation to the above issue of NCDs are as follows:**

S.No		
1.	Particulars of the offer including date of passing of Board resolution	Secured and/or unsecured Redeemable, Non-Convertible Debentures (“NCDs”) in one or more series or tranches Date of Board Meeting: 28 November 2024
2.	Kinds of securities offered and the price at which security is being offered	NCDs Face Value shall be decided by the NCD Committee.
	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Not applicable
	Name and address of valuer who performed valuation	Not applicable
	Amount which the company intends to raise by way of such securities:	Upto Rs. 200 crore (Rupees two hundred crores only) through Public Issue / Private Placement in One or more tranches.
	Material Terms of raising of securities: Duration, if applicable, Rate of dividend or rate of interest, mode of payment and repayment	The Board or Committee constituted for the purpose or which may be hereinafter constituted to exercise its powers including the powers conferred by this Resolution shall determine the terms and conditions of the offer at the time of issuance of respective series/tranche of NCDs.
	Proposed time schedule for which the offer letter is valid	
	Purposes and objects of the offer	
	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects	
	Principal terms of assets charged as security, if applicable	

## Item No. 2

Under the provisions of Section 180(1)(c) of the companies Act 2013, a Company could, with the consent of the shareholders obtained by a special Resolution, borrow monies, apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business, in excess of the aggregate of paid-up share capital, its free reserves and securities premium account of the Company, that is to say, reserves not set apart for any specific purpose Borrowing powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. The shareholders of the Company, through postal ballot to accord their consent to the Board of Directors for borrowing up to ₹ 1,000 crores or the aggregate of the paid up share capital, its free reserves and securities premium account of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher. It is proposed to increase the borrowing limits to enable the Directors to borrow monies, provided that the total amount so borrowed by the Board shall

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not at any time exceed ₹1,000 crores or the aggregate of the paid up share capital, its free reserves and securities premium account of the Company, whichever is higher. The Company shall ensure that the debt equity ratio of the Company, at all times, will be within prudent limits. It is necessary to obtain fresh approval of the shareholders by means of a Special Resolution.

The Board recommends the Resolution at Item No.2 of the Notice for approval of the shareholders by a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No.2 of the Notice.

### **Item No. 3**

Under the provisions of Section 180 (1) (a) of the companies act 2013, the Board of Directors of a Company could, with the consent of create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

The above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. It is therefore, necessary to obtain members' approval by way of a Special Resolution under Section 180 (1) (a) of the Act for creation of charges/mortgages/hypothecations for an amount not exceeding ₹1,000 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher. The proposed borrowings of the Company may, if necessary, be secured by way of charge/ mortgage/ hypothecation on the Company's assets in favour of the lenders/ holders of securities / trustees for the holders of the said securities as mentioned in the Resolution at Item No. 3. As the documents to be executed between the lenders/security holders/ trustees for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a special resolution under Section 180(1)(a) of the Act, for creation of charges/mortgages/hypothecations for an amount not exceeding ₹ 1,000 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

The Board recommends the Resolution at Item No. 3 of the Notice for approval of the shareholders by a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice

### **Item No. 4**

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the Board, at its meeting held on November 14, 2024, appointed Mr. Venkata Subba Rao Elchuri (DIN: 09772309) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from November 14, 2024, to November 13, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

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The Company has received all statutory disclosures / declarations, including:

- (ii) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- (v) Confirmation 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 duties as an Independent Director of the Company;
- (vi) A notice in writing by a member proposing his candidature under Section 160(1) of the Act,
- (vii) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and

In the opinion of the Board, Mr. Venkata Subba Rao Elchuri fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management.

The Board noted that his background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

**Brief Profile:**

Mr. Venkata Subba Rao Elchuri is a seasoned banking professional with 36 years of comprehensive experience in the banking sector. He has held various roles across multiple departments, allowing him to develop a versatile skill set and in-depth understanding of banking operations, customer service, and financial management. His commitment to excellence and deep industry knowledge have contributed significantly to the success of his organization.

The resolution seeks the approval of members for the appointment of Mr. Venkata Subba Rao Elchuri as an Independent Director of the Company pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 and 25 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Venkata Subba Rao Elchuri as an Independent Director of the Company, as a special resolution as set out above.

Except Mr. Venkata Subba Rao Elchuri, to whom the resolution related, none of the directors, key managerial personnel (KMP) or their relatives is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 4. The Board recommends the special resolution as set out in Item no. 4 of this notice for the approval of members.

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Additional information on directors recommended for appointment/reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards

Name	Mr. Venkata Subba Rao Elchuri
DIN	09772309
Date of first appointment at the Board	Considered and recommended for approval of the members at the Board meeting held on 14 November 2024 and the appointment is effective 14 November 2024.
Age	62
Qualification	member of Institute of Chartered Accountants of India and Institute of Cost Accountants of India.
Nature of expertise in specific functional areas	Banking professional with 36 years of comprehensive experience in the banking sector. He has held various roles across multiple departments, allowing him to develop a versatile skill set and in-depth understanding of banking operations, customer service, and financial management.
Directorship in the Boards of other Indian listed entities	NA
Membership/ Chairmanship in Committees of other Indian listed entities	NA

#### Item No. 5

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the Board, at its meeting held on November 28, 2024, appointed Mr. Kumarraju Rudraraju (DIN: 00209775) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from November 28, 2024, to November 27, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received all statutory disclosures / declarations, including:

- (ii) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- (v) Confirmation 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 duties as an Independent Director of the Company;
- (vi) A notice in writing by a member proposing his candidature under Section 160(1) of the Act,

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(vii) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and

In the opinion of the Board, Mr. Kumarraju Rudraraju fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management.

The Board noted that his background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

**Brief Profile:**

Mr. Kumarraju Rudraraju began his illustrious career as a Scientist at the Indian Space Research Organisation (ISRO), SHAR Centre in Sriharikota. His work was instrumental in ensuring precision and reliability during launch vehicle tracking and range safety operations

He had completed his Bachelor of Engineering (B.E.) in Electronics and Telecommunications from Andhra University College of Engineering, Visakhapatnam and Master of Engineering (M.E.) in Applied Electronics – PSG College of Technology, Coimbatore.

The resolution seeks the approval of members for the appointment of Mr. Kumarraju Rudraraju as an Independent Director of the Company pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Kumarraju Rudraraju as an Independent Director of the Company, as a special resolution as set out above.

Except Mr. Kumarraju Rudraraju to whom the resolution related, none of the director, key managerial personnel (KMP) or their relatives is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 5. The Board recommends the special resolution as set out in Item no. 5 of this notice for the approval of members.

Additional information on directors recommended for appointment/reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards

Name	Mr. Kumarraju Rudraraju
DIN	00209775
Date of first appointment at the Board	Considered and recommended for approval of the members at the Board meeting held on 18 November 2024 and the appointment is effective 28 November 2024.
Age	64
Qualification	Bachelor of Engineering (B.E.) and Master of Engineering (M.E.) in Applied Electronics

Nature of expertise in specific functional areas	He has worked as a Scientist at the Indian Space Research Organisation (ISRO), SHAR Centre in Sriharikota. His work was instrumental in ensuring precision and reliability during launch vehicle tracking and range safety operations
Directorship in the Boards of other Indian listed entities	NA
Membership/ Chairmanship in Committees of other Indian listed entities	NA

### Item No. 6

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the Board, at its meeting held on November 28, 2024, appointed Mr. Bharat Pavuluri (DIN:07753959) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from November 28, 2024, to November 27, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received all statutory disclosures / declarations, including:

- (ii) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- (v) Confirmation 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 duties as an Independent Director of the Company;
- (vi) A notice in writing by a member proposing his candidature under Section 160(1) of the Act,
- (vii) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and

In the opinion of the Board, Mr. Bharat Pavuluri fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management.

The Board noted that his background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

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**Brief Profile:**

Mr. Bharat Pavuluri is a *proactive* leader dedicated to creating a sustainable future through innovative IoT-based electronic solutions. Renowned for strategic thinking, quality delivery, and a customer-centric approach. Holder of multiple international patents, combining technical expertise with business acumen to drive growth and innovation.

He has completed his B.S. in Electrical & Computer Engineering from The Ohio State University, USA. He successfully secured 1 Indian patent and 4 European patents, contributing to technological innovation and organizational IP strategy.

The resolution seeks the approval of members for the appointment of Mr. Bharat Pavuluri as an Independent Director of the Company pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Bharat Pavuluri as an Independent Director of the Company, as a special resolution as set out above.

Except Mr. Bharat Pavuluri, to whom the resolution related, none of the director, key managerial personnel (KMP) or their relatives is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 6. The Board recommends the special resolution as set out in Item no. 6 of this notice for the approval of members.

Additional information on directors recommended for appointment/reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards

Name	Mr. Bharat Pavuluri
DIN	07753959
Date of first appointment at the Board	Considered and recommended for approval of the members at the Board meeting held on 18 November 2024 and the appointment is effective 28 November 2024.
Age	32
Qualification	B.S. in Electrical & Computer Engineering
Nature of expertise in specific functional areas	<i>He is a proactive</i> leader dedicated to creating a sustainable future through innovative IoT-based electronic solutions. Renowned for strategic thinking, quality delivery, and a customer-centric approach. Holder of multiple international patents, combining technical expertise with business acumen to drive growth and innovation.
Directorship in the Boards of other Indian listed entities	NA
Membership/ Chairmanship in Committees of other Indian listed entities	NA

**Item No. 7**

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the Board, at its meeting held on November 28, 2024, appointed Mr. Narsimharao Venuturupalle (DIN: 10565686) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from November 28, 2024, to November 27, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received all statutory disclosures / declarations, including:

- (ii) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- (v) Confirmation 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 duties as an Independent Director of the Company;
- (vi) A notice in writing by a member proposing his candidature under Section 160(1) of the Act,
- (vii) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and

In the opinion of the Board, Mr. Narsimharao Venuturupalle fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management.

The Board noted that his background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

**Brief Profile:**

Mr. Narsimharao Venuturupalle is a seasoned Senior Techno-Functional Professional with over 26 years of experience in engineering, management, and leadership. Renowned for spearheading transformation initiatives, building organizational capabilities, and delivering measurable business value.

He has completed Advanced Leadership Program from IIM Lucknow and certification in Blockchain & Distributed Ledger Technology from IIIT Hyderabad. He has completed M.Tech from NIT Warangal and B.E. from Malaviya NIT Jaipur

The resolution seeks the approval of members for the appointment of Mr. Narsimharao Venuturupalle as an Independent Director of the Company pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

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In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Narsimharao Venuturupalle as an Independent Director of the Company, as a special resolution as set out above.

Except Mr. Narsimharao Venuturupalle, to whom the resolution related, none of the director, key managerial personnel (KMP) or their relatives is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 6. The Board recommends the special resolution as set out in Item no. 6 of this notice for the approval of members.

Additional information on directors recommended for appointment/reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards

Name	Mr. Narsimharao Venuturupalle
DIN	10565686
Date of first appointment at the Board	Considered and recommended for approval of the members at the Board meeting held on 18 November 2024 and the appointment is effective 28 November 2024.
Age	55
Qualification	B.E. from Malaviya NIT Jaipur and M.Tech from NIT Warangal
Nature of expertise in specific functional areas	He is a seasoned Senior Techno-Functional Professional with over 26 years of experience in engineering, management, and leadership. Renowned for spearheading transformation initiatives, building organizational capabilities, and delivering measurable business value.
Directorship in the Boards of other Indian listed entities	NA
Membership/ Chairmanship in Committees of other Indian listed entities	NA

#### Item No. 8

The Board of Directors at its meeting held on 28<sup>th</sup> November, 2024, appointed Mr. Bhavani Prasad Kale (DIN: 01809067) as an Additional Director of the Company with effect from 28<sup>th</sup> November, 2024 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and Articles of Association of the Company.

#### Brief Profile:

Mr. Kale Bhavani Prasad is done Master of commerce from Osmania University (M. Com), Fellow member of Institute of Cost Accountants of India (FCMA) and Fellow member of Botswana Institute of Chartered Accountants (FCPA). He got more than 34 years of diversified and rich experience in finance, business process analysis and management information, systems. Extensive work experience in strategic planning, project structuring and management, budgetary control, accounting, auditing and

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financial appraisal of projects He explored African Countries like Kenya, Uganda, Congo, Rwanda and Botswana and worked there with different capacities

The Company has received a written notice from a Member, proposing his candidature for the office of Director, in terms of Section 160(1) of the Act, which has been duly reviewed and recommended by the Board of Directors to shareholders for approval.

Furthermore, the appointment of Mr. Bhavani Prasad Kale as a Whole-time Director, and the terms and conditions of such appointment, including remuneration, are subject to the approval of the shareholders, as per the relevant provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”).

Mr. Bhavani Prasad Kale has provided his consent for appointment as Director of the Company. He has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018, issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies. In light of the aforementioned facts and recognizing the valuable experience and expertise that Mr. Bhavani Prasad Kale brings to the Company, the Board recommends the approval of shareholders for appointment Mr. Bhavani Prasad Kale as a Whole-time Director of the Company.

The Board recommends the approval of the Special Resolution as presented in the Postal Ballot Notice by the Members.

Except for Mr. Bhavani Prasad Kale and his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution. Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India is annexed to this Postal Ballot Notice.

Additional information on directors recommended for appointment/reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards

Name	Mr. Bhavani Prasad Kale
DIN	01809067
Date of first appointment at the Board	Considered and recommended for approval of the members at the Board meeting held on 14 November 2024 and the appointment is effective 14 November 2024.
Age	61
Qualification	Master of commerce from Osmania University (M. Com), Fellow member of Institute of Cost Accountants of India (FCMA) and Fellow member of Botswana Institute of Chartered Accountants (FCPA)
Nature of expertise in specific functional areas	He got more than 34 years of diversified and rich experience in finance, business process analysis and management information, systems. Extensive work experience in strategic planning, project structuring and management, budgetary control, accounting, auditing and financial appraisal of projects He explored African Countries like Kenya, Uganda, Congo, Rwanda and Botswana and worked there with different capacities

Directorship in the Boards of other Indian listed entities	NA
Membership/ Chairmanship in Committees of other Indian listed entities	NA

**Item No. 9**

The Board of Directors at its meeting held on 28<sup>th</sup> November, 2024, appointed Mr. Sunil Ghanathe (DIN: 10407273) as an Additional Director of the Company with effect from 14<sup>th</sup> November, 2024 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and Articles of Association of the Company.

**Brief Profile:**

He is a Certified 32 PDU's PMP® FasTrac conducted by ASTRONIX, USA aims at providing professional with an opportunity to prepare for PMP® for program managers. He joined ICICI Bank in 1994 as Junior officer and resigned from the bank as Chief Manager Global Infrastructure and Admin Group in 2010, played key role in creating world class infrastructure for the bank. He was very closely associated with Mr. K. V. Kamath MD & CEO of ICICI Bank and worked with him on the bank's major infrastructure projects including ICICI Bank Tower, Nanakramguda, Hyderabad which is the largest infrastructure for the ICICI Bank He handled several key projects for ICICI Bank viz. a viz. ICICI Knowledge Park the state of the art park spread over 200 acres land situated at Turkapally, on the outskirts of Hyderabad which was the first of its kind of park the first Life Science Research Park in India in collaboration with Govt. of Andhra Pradesh which is part of genome valley that houses Bharath Biotech etc.

The Company has received a written notice from a Member, proposing his candidature for the office of Director, in terms of Section 160(1) of the Act, which has been duly reviewed and recommended by the Board of Directors to shareholders for approval.

Furthermore, the appointment of Mr. Sunil Ghanathe as a Whole-time Director, and the terms and conditions of such appointment, including remuneration, are subject to the approval of the shareholders, as per the relevant provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation").

Mr. Sunil Ghanathe has provided his consent for appointment as Director of the Company. He has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018, issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies.

In light of the aforementioned facts and recognizing the valuable experience and expertise that Mr. Sunil Ghanathe brings to the Company, the Board recommends the approval of shareholders for appointment Mr. Sunil Ghanathe as a Whole-time Director of the Company.

The Board recommends the approval of the Special Resolution as presented in the Postal Ballot Notice by the Members.

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Except for Mr. Sunil Ghanathe and his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution. Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India is annexed to this Postal Ballot Notice.

Additional information on directors recommended for appointment/reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards

Name	Mr. Sunil Ghanathe
DIN	10407273
Date of first appointment at the Board	Considered and recommended for approval of the members at the Board meeting held on 14 November 2024 and the appointment is effective 14 November 2024.
Age	59
Qualification	Bachelor of commerce from Osmania University (B. Com),
Nature of expertise in specific functional areas	He is a Certified 32 PDU's PMP® FasTrac conducted by ASTRONIX, USA He was very closely associated with Mr. K. V. Kamath MD & CEO of ICICI Bank and worked with him on the bank's major infrastructure projects including ICICI Bank Tower, Nanakramguda, Hyderabad which is the largest infrastructure for the ICICI Bank He handled several key projects for ICICI Bank.
Directorship in the Boards of other Indian listed entities	NA
Membership/ Chairmanship in Committees of other Indian listed entities	NA

**By order of the Board of Directors  
For Titan Intech Limited**

**Date: 28/11/2024  
Place: Hyderabad**

**Sd/-  
Mangla Sachin Savla  
Company Secretary**