



TITAN COMPANY LIMITED

CIN: L74999TZ1984PLC001456

Regd. Office: 3, SIPCOT Industrial Complex, Hosur 635 126, Tamil Nadu.

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NOTICE OF 31st AGM, E-VOTING INFORMATION AND BOOK CLOSURE

NOTICE is hereby given that the Thirty-first Annual General Meeting (AGM) of the Company will be held on Friday, July 31, 2015 at 3, SIPCOT Industrial Complex, Hosur 635 126 at 3 p.m. to transact the Business, as set out in the Notice of the AGM. The Annual Report of the Company for 2014-15 along with the Notice of the AGM has been e-mailed on 6th July, 2015 to members whose e-mail addresses have been made available by the depositories or are registered with the Company and sent by permitted mode, by 6th July 2015 to members who have not registered their e-mail address.

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, Members are provided with the facility to cast their votes on all resolutions set forth in the Notice of the AGM using electronic voting system from a place other than the venue of the AGM ('remote e-voting'), provided by National Securities Depository Limited(NSDL) and the business may be transacted through such voting. In order to enable its Members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in the Notice of AGM, the Company has also enclosed a ballot form with the Annual Report for 2014-15.

Members can opt for only one mode of voting, i.e., e-voting or ballot form. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through ballot form shall be treated as invalid.

The e-voting period commences on Tuesday 28th July, 2015 (9:00 a.m. IST) and ends on Thursday, 30th July, 2015 (6:00 p.m. IST). During this period, Members may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter.

The voting rights of Members shall be in proportion to the equity shares held by them in the paid up equity share capital of the Company as on 24th July 2015 ('cut-off date'). Any person, who is a Member of the Company as on the cut-off date is eligible to cast vote on all the resolutions set forth in the Notice of AGM using remote e-voting or ballot form or voting at the AGM.

In case a Member is desirous of obtaining a duplicate ballot form, he may send an e-mail to titanagmballot2015@tsrdarashaw.com by mentioning their Folio/DP ID and Client ID No. However, the duly completed ballot form should reach the Scrutinizer, Mr. Pramod SM to C/o TSR Darashaw Limited, 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E Moses Road, Mahalaxmi, Mumbai – 400 011, not later than Monday, July 27th, 2015 (5:00 p.m. IST). Ballot Forms received after this date will be treated as invalid.

The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the AGM and Members who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

A person who has acquired shares and become a member of the Company after the dispatch of notice of the AGM and holding shares as of the cut-off date, may obtain the login ID and password by sending a request to e-voting@nsdl.co.in. However, if the person is already registered with NSDL for remote e-voting then the existing user ID and password can be used for casting vote.

For details relating to remote e-voting, ballot and poll, please refer to the Notice of the AGM. In case of any queries relating to voting by electronic means, please refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or contact NSDL at the following Toll Free No. 1800-222-990. In case of any grievances connected with the facility for voting by electronic means, please contact Mr. Sagar Dharankar, Assistant Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013. Email: sagard@nsdl.co.in, Tel: 91 22 2499 4262.

Persons entitled to attend and vote at the meeting, may vote in person or by proxy / through authorized representative, provided that all proxies in the prescribed form/authorization duly signed by the person entitled to attend and vote at the meeting are deposited at the Registered Office of the Company, not later than 48 hours before the meeting.

The Directors have recommended a dividend of Rs. 2.30 per equity share of Rs.1 each of the Company for approval by the shareholders at the forthcoming Annual General Meeting of the Company.

Notice is also given that pursuant to the provisions of Section 91 of the Companies Act, 2013 read with Rules framed there under and Clause 16 of the Listing Agreement, the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 21st July 2015, to Friday, 31st July 2015 (both days inclusive).

If the dividend, as recommended by the Board of Directors, is approved at the forthcoming Annual General Meeting, payment of such dividend will be made on 7th August 2015 as under:

- To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited and the Central Depository Services (India) Limited as of the close of business hours on 20th July 2015.
- To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 20th July 2015.

For Titan Company Limited

A R Rajaram

Head-Legal and Company Secretary

6th July, 2015

Bangalore