

# Notice

Notice is hereby given pursuant to Sections 96 and 101 of the Companies Act, 2013 (the "Act") that the Thirty Seventh Annual General Meeting ("the Meeting" or "AGM") of TITAN COMPANY LIMITED ("the Company") will be held through two-way Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") on Monday, 2<sup>nd</sup> August 2021 at 2:30 P.M. to transact the following businesses:

## ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements for the financial year ended 31<sup>st</sup> March 2021 together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March 2021 together with the Report of the Auditors thereon.
3. To declare dividend on equity shares for the financial year ended 31<sup>st</sup> March 2021.
4. To appoint a Director in place of Mr. V Arun Roy (DIN: 01726117), who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS

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

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), and pursuant to the recommendation of the Board Nomination and Remuneration Committee and approval of the Board of Directors for re-appointment, Mr. Ashwani Puri (DIN: 00160662) whose period of office expires on 2<sup>nd</sup> August 2021, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for re-appointment

for a second term under the provisions of the Act and rules made thereunder and SEBI LODR and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby re-appointed as an Independent Director of the Company with effect from 3<sup>rd</sup> August 2021 up to 5<sup>th</sup> May 2026, not subject to retirement by rotation."

### 6. Appointment of Mr. Sandeep Singhal as an Independent Director

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** Mr. Sandeep Singhal, (DIN: 00422796), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 11<sup>th</sup> November 2020 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 ("the Act") read with Article 117 of the Articles of Association of the Company, and whose appointment is recommended by the Board Nomination and Remuneration Committee, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), as amended from time to time, the appointment of Mr. Sandeep Singhal, who meets the criteria for independence as provided in Section 149(6) of the Act read along with the rules framed thereunder, and Regulation 16(1) (b) of SEBI LODR and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing 11<sup>th</sup> November 2020 to 10<sup>th</sup> November 2025, be and is hereby approved."



## 7. Appointment of Mr. Pankaj Kumar Bansal as a Director

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Pankaj Kumar Bansal, IAS (DIN: 05197128) who was appointed as a Director by the Board of Directors with effect from 16<sup>th</sup> June, 2021 and who holds office up to the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 (the “Act”) read with Article 117 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

## 8. Appointment of Branch Auditors

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder, as amended from time to time, the Board of Directors of the Company be and is hereby authorized to appoint Branch Auditors for any branch office of the Company, whether existing or which may be opened/ acquired hereafter, outside India, in consultation with the Company’s Auditors, any person(s) qualified to act as Branch Auditors within the provisions of Section 143(8) of the Act and to fix their remuneration.”

## NOTES:

1. In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular dated 5<sup>th</sup> May 2020 read with General Circulars dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 15<sup>th</sup> June 2020, 28<sup>th</sup> September 2020, 31<sup>st</sup> December 2020 and 13<sup>th</sup> January 2021 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM” or “Meeting”) through Video Conferencing (“VC”) facility or Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India (“SEBI”) vide its Circular dated 12<sup>th</sup> May 2020 and 15<sup>th</sup> January 2021 (“SEBI circular”) has also granted certain relaxations. In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and MCA Circulars,

the 37<sup>th</sup> AGM of the Company is being held through VC/OAVM on Monday, 2<sup>nd</sup> August 2021 at 2:30 P.M. (IST). The deemed venue for the AGM will be the Registered Office of the Company.

2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE AGM VENUE ARE NOT ANNEXED TO THIS NOTICE.**
3. The explanatory statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 5 to 8 of the Notice is annexed hereto. The relevant details pursuant to Regulations 26(4) and 36(3) of the SEBI LODR and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.
4. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the National Securities Depository Limited’s (“NSDL”) e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first serve basis as per the MCA Circulars. The detailed instructions for joining the meeting through VC/OAVM form part of the Notes to this Notice.
5. Institutional Investors, who are Members of the Company, are encouraged to attend the 37<sup>th</sup> AGM through VC/OAVM mode and vote electronically. Corporate Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the scrutiniser by e-mail at [sree@sreedharancs.com](mailto:sree@sreedharancs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

6. As per the provisions of Clause 3.A.III. of the MCA General Circular No. 20/2020 dated 5<sup>th</sup> May 2020, the matters of Special Business as appearing at Item Nos. 5 to 8 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Members who have not claimed/received their dividend paid by the Company in respect of earlier years, are requested to check with the Company's Registrar and Transfer Agent, TSR Darashaw Consultants Private Limited ("Registrar" or "TSR"). Members are requested to note that in terms of Section 125 of the Act, any dividend unpaid/unclaimed for a period of 7 years from the date these first became due for payment, is to be transferred to the Central Government to the credit of the Investor Education & Protection Fund ("IEPF"). The details of the unclaimed dividends and the underlying shares that are liable to be transferred to IEPF are also available at the Company's website – [www.titancompany.in](http://www.titancompany.in). In view of this, Members/claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).
9. In line with the MCA Circulars and SEBI Circular, the Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 37<sup>th</sup> AGM has been uploaded on the website of the Company at [www.titancompany.in](http://www.titancompany.in) and may also be accessed from the relevant section of the websites of the stock exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
10. **Book Closure and Dividend:**
  - i) **The Register of Members and the Share Transfer Books of the Company will be closed from Saturday, 24<sup>th</sup> July 2021 to Monday, 2<sup>nd</sup> August 2021**, both days inclusive. The dividend of ₹ 4 per equity share of ₹ 1 each (i.e. 400%), if declared by the Members at the AGM, will be paid subject to deduction of income-tax at source ("TDS") on or after Friday, 6<sup>th</sup> August 2021 as under:
    - ii) Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. 1<sup>st</sup> April 2020 and the Company is required to deduct TDS from the dividend paid to the Members at prescribed rates under the Income Tax Act, 1961 (the "IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants ("DPs") or in case shares are held in physical form, with the Company by sending documents through e-mail by **Friday, 23<sup>rd</sup> July 2021**. For the detailed process, please click here: <https://www.titancompany.in/sites/default/files/Dividend%20-%20Communication%20on%20Tax%20deduction.pdf>
    - iii) Updation of the mandate for receiving dividends directly in bank account through Electronic Clearing System or any other means in a timely manner, in case the same is not updated:
 

**Shares held in physical form:** Members are requested to send the following documents to Registrar & Transfer Agents, viz., TSR Darashaw Consultants Private Limited latest by **Friday, 23<sup>rd</sup> July 2021**:

      - a) a signed request letter mentioning their name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
        - i) Name and Branch of Bank and Bank Account type;
        - ii) Bank Account Number & Type allotted by the Bank after implementation of Core Banking Solutions;
        - iii) 11 digit IFSC.
      - b) self-attested original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;

**For Shares held in electronic form:** To all the Beneficial Owners as at the end of the day on **Friday, 23<sup>rd</sup> July 2021** as per the list of beneficial owners to be furnished by the NSDL and Central Depository Services (India) Limited ("CDSL"); and

**For shares held in physical form:** To all the Members after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company as of the close of business hours on **Friday, 23<sup>rd</sup> July 2021**.

- ii) Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. 1<sup>st</sup> April 2020 and the Company is required to deduct TDS from the dividend paid to the Members at prescribed rates under the Income Tax Act, 1961 (the "IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants ("DPs") or in case shares are held in physical form, with the Company by sending documents through e-mail by **Friday, 23<sup>rd</sup> July 2021**. For the detailed process, please click here: <https://www.titancompany.in/sites/default/files/Dividend%20-%20Communication%20on%20Tax%20deduction.pdf>
- iii) Updation of the mandate for receiving dividends directly in bank account through Electronic Clearing System or any other means in a timely manner, in case the same is not updated:

**Shares held in physical form:** Members are requested to send the following documents to Registrar & Transfer Agents, viz., TSR Darashaw Consultants Private Limited latest by **Friday, 23<sup>rd</sup> July 2021**:

- a) a signed request letter mentioning their name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
  - i) Name and Branch of Bank and Bank Account type;
  - ii) Bank Account Number & Type allotted by the Bank after implementation of Core Banking Solutions;
  - iii) 11 digit IFSC.
- b) self-attested original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;



- c) self-attested scanned copy of the PAN Card; and
- d) self-attested copy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

**Shares held in electronic form:** Members may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective DPs.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/Bankers' cheque/demand draft to such Members, upon normalization of postal services and other activities.

11. As per Regulation 40 of the SEBI LODR, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1<sup>st</sup> April 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company's Registrar at [csg-unit@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in) for assistance in this regard. Members may also refer to Frequently Asked Questions ("FAQs") on the Company's website at <https://www.titancompany.in/investors/investor-information/faqs>
12. The format of the Register of Members prescribed by the MCA under the Act requires the Company/Registrars and Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details

for payment of dividend, etc. A form for capturing additional details is available on the Company's website under the section 'Investor Relations'. Members holding shares in physical form are requested to submit the filled-in form to the Company at [investor@titan.co.in](mailto:investor@titan.co.in) or to the Registrar in physical mode, after restoring normalcy or in electronic mode at [csg-unit@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in), as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DPs only and not to the Company or TSR.

Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc. to Registrar/their DPs. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

13. **Nomination facility:** As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. The said forms can be downloaded from the Company's website at [www.titancompany.in](http://www.titancompany.in). Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Registrar at [csg-unit@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in) in case the shares are held in physical form, quoting your folio number.
14. **Consolidation of Physical Share Certificates:** Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Registrar, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
15. Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to [investor@titan.co.in](mailto:investor@titan.co.in) by mentioning their DP ID & Client ID/Physical Folio Number.
16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statements

of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.

**17. Process for registering e-mail addresses to receive this Notice electronically and cast votes electronically:**

- i) **Registration of e-mail addresses permanently with Company/DP:** Members are requested to register the same with their concerned DPs, in respect of electronic holding and with TSR, in respect of physical holding, by writing to them at [csg-unit@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in). Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/TSR to enable servicing of notices/documents/Annual Reports and other communications electronically to their e-mail address in future.
- ii) Alternatively, Members may also send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) along with the following documents for procuring User ID and password for e-Voting for the resolutions set out in this Notice:
  - In case shares are held in **physical form**, please provide Folio No., Name of the shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card
  - In case shares are held in **Demat form**, please provide DP ID-Client ID (16 digit DPID + CLID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card. If you are an Individual shareholder holding securities in Demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for individual Shareholders holding securities in Demat mode.**

**18. Remote e-Voting before/during the AGM:**

- i) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI LODR (as amended) and the MCA Circulars, the Company is providing the facility of remote e-Voting to its Members in respect of the business to be transacted at the

AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as remote e-Voting during the AGM will be provided by NSDL.

- ii) Members of the Company holding shares either in physical form or in electronic form as on the **cut-off date of Monday, 26<sup>th</sup> July 2021** may cast their vote by remote e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as remote e-Voting during the AGM. Any person who acquires shares of the Company after the dispatch of the Notice and holding shares as on the **cut-off date i.e., Monday, 26<sup>th</sup> July 2021**, may obtain the User ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- iii) The remote e-Voting period commences on **Thursday, 29<sup>th</sup> July 2021 at 9.00 a.m. (IST) and ends on Sunday, 1<sup>st</sup> August 2021 at 5.00 p.m. (IST)**. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the **cut-off date i.e. Monday, 26<sup>th</sup> July 2021**.
- iv) Members will be provided with the facility for voting through the electronic voting system during the VC proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote at the end of discussion on the resolutions on which voting is to be held, upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again.
- v) The remote e-Voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.



19. Mr. Pradeep Kulkarni, Practicing Company Secretary (Membership No. F7260 & CP No. 7835) has been appointed as the Scrutinizer by the Board for providing facility to the Members of the Company to scrutinize remote e-Voting process before the AGM as well as remote e-Voting during the AGM in a fair and transparent manner.
20. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-Voting facility.
21. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who will acknowledge the receipt of the same and declare the result of the voting forthwith.
22. The results will be declared within 48 hours of conclusion of the Annual General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.titancompany.in](http://www.titancompany.in) and on the website of NSDL: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") and The National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.
23. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of AGM i.e. Monday, 2<sup>nd</sup> August 2021.
24. Since the AGM will be held through VC or OAVM, the Route Map is not annexed in this Notice.
25. Instructions for attending the AGM through VC/OAVM and remote e-Voting (before and during the AGM) are given below:

#### **A. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM**

- i. The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed

under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company i.e., 116122 will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the 37<sup>th</sup> AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's e-mail address at [investor@titan.co.in](mailto:investor@titan.co.in) before 3.00 p.m. (IST) on **Thursday, 29<sup>th</sup> July 2021**. Such questions by the Members shall be suitably replied by the Company.
- vi. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [investor@titan.co.in](mailto:investor@titan.co.in) between **Wednesday, 28<sup>th</sup> July 2021 (9.00 a.m. IST) and Friday, 30<sup>th</sup> July 2021 (5.00 p.m. IST)**. **Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.** The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.



## B. INSTRUCTIONS FOR REMOTE E-VOTING BEFORE/DURING THE AGM

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting and joining virtual meeting for individual Shareholders holding securities in Demat mode

In terms of SEBI Circular dated 9<sup>th</sup> December 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.

Login method for individual Shareholders holding securities in Demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>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 options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>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>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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi/Easiest, they can login through their 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>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>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. 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 provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>

Type of Shareholders	Login Method
Individual Shareholders (holding securities in Demat mode) login through their depository participants	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**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. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at 022- 23058738 or 022-23058542-43

### B) Login Method for Shareholders other than individual Shareholders holding securities in Demat mode and Shareholders holding securities in physical mode.

#### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in Demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.
b) For Members who hold shares in Demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your User ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then User ID is 101456001***



5. Password details for Shareholders other than Individual Shareholders are given below:
    - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
    - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
    - c) How to retrieve your 'initial password'?
      - (i) If your email ID is registered in your Demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
  6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your Demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your Demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system**
- How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
  2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
  3. Now you are ready for e-Voting as the Voting page opens.
  4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
  5. Upon confirmation, the message "Vote cast successfully" will be displayed.
  6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- General Guidelines for shareholders**
1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  2. In case of any queries/grievances pertaining to remote e-voting (before the AGM/during the AGM), you may refer to the Frequently Asked Questions ('FAQs') for shareholders and e-voting user manual for shareholders available in the 'Downloads' section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on the toll-free number: 1800 1020 990/ 1800 224 430 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  3. Any person who acquires shares of the Company and becomes a Member of the Company after the

dispatch of the Notice and holding shares as on the cut-off date, i.e. **Monday, 26<sup>th</sup> July 2021**, may obtain the User ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-Voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you may reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following Toll free no. 1800 1020 990 /1800 224 430.

In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of

the Notice and holding shares as of the cut-off date i.e. Monday, 26<sup>th</sup> July 2021, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

By Order of the Board of Directors

**Dinesh Shetty**

General Counsel & Company Secretary

28<sup>th</sup> June 2021

Bengaluru

CIN: L74999TZ1984PLC001456

Registered Office:

3, SIPCOT Industrial Complex Hosur 635 126, Tamil Nadu

## Explanatory Statement

As required under Section 102 of the Companies Act, 2013 (the "Act"), the following explanatory statement sets out all material facts relating to business mentioned under Item Nos. 5 to 8 of the accompanying Notice:

### Item No. 5

Mr. Ashwani Puri (DIN: 00160662) was appointed as a Non-Executive Director of the Company effective 6<sup>th</sup> May 2016. On 1<sup>st</sup> April 2014, the Ministry of Corporate Affairs notified Section 149 of the Act and related Rules. Pursuant to the said provisions, Mr. Puri was appointed as an Independent Director of the Company by the Shareholders of the Company at the 32<sup>nd</sup> Annual General Meeting (AGM) held on 3<sup>rd</sup> August 2016, for a period of five years upto 2<sup>nd</sup> August 2021.

The Board on 29<sup>th</sup> April 2021, based on the recommendations of the Board Nomination and Remuneration Committee and pursuant to the performance evaluation of Mr. Puri as a Member of the Board and considering that the continued association of Mr. Puri would be beneficial to the Company, proposed to re-appoint Mr. Puri as an Independent Director of the Company, not liable to retire by rotation, for a second term effective 3<sup>rd</sup> August 2021 up to 5<sup>th</sup> May 2026. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of Mr. Puri for the office of Director.

Mr. Puri has consented to continue to act as Director of the Company and has given his declaration to the Board that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

("SEBI LODR"). In terms of Regulation 25(8) of the SEBI LODR, Mr. Puri has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is not debarred from holding the office of a Director by virtue of any SEBI Orders or any such Authority pursuant to circular dated 20<sup>th</sup> June 2018, issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by listed companies. Further, Mr. Puri is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Puri has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In terms of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the SEBI LODR, each as amended, the re-appointment of Mr. Puri as an Independent Director of the Company for a second term commencing 3<sup>rd</sup> August 2021 up to 5<sup>th</sup> May 2026 is being placed before the Shareholders for their approval by way of a Special Resolution. Mr. Puri, once appointed, will not be liable to retire by rotation.

In the opinion of the Board, Mr. Puri is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI LODR each as amended, and is independent of the Management of the Company. A copy of the draft letter for re-appointment of



the Independent Director setting out the terms and conditions of his appointment will be available for inspection by the Members.

Members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice.

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

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

The Board recommends the Resolution set forth in Item No. 5 for the approval of the Members.

Except Mr. Ashwani Puri, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

Mr. Ashwani Puri is not related to any other Director or KMP of the Company.

### Item No. 6

The Board of Directors, on the recommendation of the Board Nomination and Remuneration Committee ("BNRC"), appointed Mr. Sandeep Singhal (DIN: 00422796) as an Additional Director of the Company, with effect from 11<sup>th</sup> November 2020. In terms of Section 161(1) of the Act, Mr. Singhal holds office upto the date of this AGM and is eligible for appointment as a Director.

Based on the recommendations of the BNRC and subject to the approval of the Members, Mr. Singhal was also appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 years commencing from 11<sup>th</sup> November 2020 to 10<sup>th</sup> November 2025, in accordance with the provisions of Section 149 read with Schedule IV of the Act.

Mr. Singhal has consented to act as Director of the Company and has given his declaration to the Board that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR. In terms of Regulation 25(8) of the SEBI LODR, Mr. Singhal has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is not debarred from holding the office of a Director by virtue of any SEBI Orders or any such

Authority pursuant to circular dated 20<sup>th</sup> June 2018, issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by listed companies. Further, Mr. Singhal is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Singhal has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Singhal fulfils the conditions specified under the Act read with Rules thereunder and the SEBI LODR for his appointment as Independent Non-Executive Director of the Company and is independent of the Management. Having regard to the qualifications, experience and knowledge, the Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Singhal as an Independent Director. A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of his appointment will be available for inspection by the Members.

Members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice.

The profile and specific areas of expertise of Mr. Singhal forms part of this Notice. In compliance with the provisions of Section 149 read with Schedule IV of the Act, Regulation 17 of the SEBI LODR and other applicable regulations, the appointment of Mr. Singhal as an Independent Director for five consecutive years commencing from 11<sup>th</sup> November 2020 is now placed for the approval of the Members by an Ordinary Resolution.

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

The Board recommends the Resolution set out in Item No. 6 of the accompanying Notice for approval of the Members.

Except Mr. Sandeep Singhal, none of the Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

Mr. Sandeep Singhal is not related to any other Director or KMP of the Company.

**Item No. 7**

Tamilnadu Industrial Development Corporation Limited ("TIDCO"), the co-promoter of the Company has nominated Mr. Pankaj Kumar Bansal, IAS, Chairperson and Managing Director of TIDCO as a Nominee Director of TIDCO on the Board of the Company and accordingly was appointed as an Additional Director of the Company by the Board of Directors effective from 16th June 2021. As such, Mr. Pankaj Kumar Bansal holds office as Director up to the date of this AGM and is eligible for appointment as a Non-Executive, Non-Independent Director. A Notice under Section 160(1) of the Act has been received from a Member indicating his intention to propose Mr. Pankaj Kumar Bansal for the office of Director at this AGM.

Further details of Mr. Pankaj Kumar Bansal have been given in the Annexure to this Notice.

Mr. Pankaj Kumar Bansal is eligible to be appointed as a Director in terms of Section 164(2) of the Act. A declaration to this effect and the consent to act as Director, subject to appointment by the Members, has been received from Mr. Pankaj Kumar Bansal. Further, he has also confirmed that he is not debarred from holding the office of a director pursuant to any SEBI Order or any such Authority.

The Board recommends the Resolution at Item No. 7 of this Notice for approval of the Members.

None of the Directors or Key Managerial Personnel or their respective relatives other than Mr. Pankaj Kumar Bansal is concerned or interested in the Resolution at Item No. 7 of the Notice.

Mr. Pankaj Kumar Bansal is not related to any Director or KMP of the Company.

**Item No. 8**

The Company has branches outside India and may also open/acquire new branches outside India in future. It may be necessary to appoint branch auditors for carrying out the audit of the accounts of such branches. The Members are requested to authorize the Board of Directors of the Company to appoint branch auditors in consultation with the Company's Auditors and fix their remuneration.

The Board recommends the Resolution at Item No. 7 of this Notice for approval of the Members. None of the Directors or Key Managerial Personnel ("KMP") or their respective relatives are concerned or interested in the Resolution at Item No.7 of the Notice

By Order of the Board of Directors

**Dinesh Shetty**

General Counsel & Company Secretary

28<sup>th</sup> June 2021

Bengaluru

CIN: L74999TZ1984PLC001456

Registered Office:

3, SIPCOT Industrial Complex Hosur 635 126, Tamil Nadu

## Annexure to Notice

### Details of Directors seeking appointment/re-appointment in forthcoming Annual General Meeting

(In pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of Director	Mr. V Arun Roy*	Mr. Ashwani Puri*
Director Identification Number (DIN)	01726117	00160662
Date of Birth	11 <sup>th</sup> March 1979	16 <sup>th</sup> November 1956
Age	42	64
Date of Appointment	26 <sup>th</sup> November 2018	6 <sup>th</sup> May 2016
Qualifications	IAS	Fellow member of the Institute of Chartered Accountants of India and a Management Accountant from the Chartered Institute of Management Accountants, UK
Expertise in specific functional areas	Mr. Arun Roy is a 2003 batch IAS officer who has held many key positions in various departments in the Government of Tamil Nadu. Presently, Mr. Arun Roy is the Special Secretary to Government of Tamil Nadu, Industries Department. Earlier, Mr. Arun Roy served as the State Commissioner for the Differently Abled and Deputy Secretary to Government Finance Department, Managing Director, Chennai Metropolitan Water Supply and Sewerage Board and Registrar, Tamilnadu National Law School. He is also on the Board of several other investee companies of Tamil Nadu Government.	Mr. Ashwani Puri has extensive experience in investment/acquisition advisory services, valuations and decision analysis, business and financial restructuring, dispute analysis and forensics. Mr. Puri has served on various committees of the Banking Division/Ministry of Finance, Ministry of Corporate Affairs and INSOL International and also served as a member of PricewaterhouseCoopers Global Advisory Leadership Team.
Directorships held in other companies (excluding foreign companies and Titan)	<ul style="list-style-type: none"> <li>• Southern Structural Ltd.</li> <li>• Tamilnadu Industrial Development Corporation Ltd.</li> <li>• TICEL Biopark Ltd.</li> <li>• TIDEL Park Ltd.</li> <li>• Tamil Nadu Road Infrastructure Development Corporation Ltd.</li> <li>• Tamil Nadu Water Investment Company Ltd.</li> <li>• Tamil Nadu Transmission Corporation Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• Aditya Birla Finance Ltd.</li> <li>• Coforge Ltd.</li> <li>• Veritas Advisors LLP</li> </ul>
Membership/ Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Audit Committee: <ul style="list-style-type: none"> <li>• Aditya Birla Finance Ltd – Chairman</li> <li>• Coforge Ltd. - Chairman</li> </ul>
Inter-se relationship with other Directors and Key Managerial Personnel	Nil	Nil
Remuneration	No remuneration other than Sitting Fee and Board approved Commission	No remuneration other than Sitting Fee and Board approved Commission
Number of shares held in the Company	Nil	Nil
Number of Meetings of the Board attended during the year.	3	7



Name of Director	Mr. Sandeep Singhal*	Mr. Pankaj Kumar Bansal
<b>Director Identification Number (DIN)</b>	00422796	05197128
<b>Date of Birth</b>	21 <sup>st</sup> October 1966	3 <sup>rd</sup> March 1970
<b>Age</b>	54	51
<b>Date of Appointment</b>	11 <sup>th</sup> November 2020	16 <sup>th</sup> June 2021
<b>Qualifications</b>	MBA, Dual Major in Finance and Marketing and BS in Electrical Engineering	IAS
<b>Expertise in specific functional areas</b>	<p>Mr. Sandeep Singhal co-founded Nexus Venture Partners in 2006. Prior to Nexus, Mr. Singhal was co-founder &amp; CEO of Medusind Solutions, a leading healthcare BPO acquired by a US private equity firm, and previously a co-founder &amp; MD of eVentures India, where he invested in CustomerAsset and MakeMyTrip. Mr. Singhal has held senior roles at McKinsey &amp; Company in their US offices.</p> <p>Mr. Singhal has an MBA (with Distinction) from The Wharton School with a dual Major in Finance and Marketing, and a BS in Electrical Engineering from Stanford University.</p>	<p>Mr. Pankaj Kumar Bansal has a Mechanical Engineering degree from the Indian Institute of Technology (IIT) (Banaras Hindu University), Varanasi. He also has a master's in Thermal Engineering from IIT Delhi.</p> <p>Mr. Pankaj Kumar Bansal is a 1997 batch IAS officer of Tamil Nadu cadre who has held many key positions in various departments in the Government of Tamil Nadu. He had worked as a Collector of Thiruvallur, Dharmapuri and Sivagangai districts. His expertise lies in monitoring and implementation of large Infrastructure Projects.</p> <p>His previous posts include Director of Town and Country Planning, Mission Director of National Rural Health Mission, Managing Director of Chennai Metro Rail Limited, Principal Secretary/Commissioner, Commissionerate of Land Administration and Chairman and Managing Director, TNEB Limited/ TANGEDCO.</p> <p>Presently, Mr. Pankaj Kumar Bansal is the Chairman and Managing Director of Tamilnadu Industrial Development Corporation Limited</p>
<b>Directorships held in other companies (excluding foreign companies and Titan)</b>	<ul style="list-style-type: none"> <li>• Sedemtac Mechatronics Private Ltd.</li> <li>• Suminter India Organics Private Ltd.</li> <li>• Kissandhan Agri Financial Services Private Ltd.</li> <li>• Nexus India Capital Advisors Private Ltd.</li> <li>• Tsepak Technologies Private Ltd.</li> <li>• Nasadiya Technologies Private Ltd.</li> <li>• North End Foods Marketing Private Ltd.</li> <li>• Sohan Lal Commodity Management Private Ltd.</li> <li>• eVentures India Private Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• Tamilnadu Industrial Development Corporation Limited</li> <li>• State Industries Promotion Corporation of Tamil Nadu Limited</li> <li>• Electronics Corporation of Tamil Nadu Limited</li> </ul>
<b>Membership/ Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)</b>	Nil	Nil
<b>Inter-se relationship with other Directors and Key Managerial Personnel</b>	Nil	Nil
<b>Remuneration</b>	No remuneration other than Sitting Fee and Board approved Commission	No remuneration other than Sitting Fee and Board approved Commission
<b>Number of shares held in the Company</b>	24	Nil
<b>Number of Meetings of the Board attended during the year.</b>	2	NA

\* For details of number of meetings attended and remuneration last drawn, please refer to the Corporate Governance Report which is a part of this Annual Report. For details of terms of appointment, please refer to the Explanatory Statement to the Notice which is a part of this Annual Report.