

Notice

Notice is hereby given pursuant to Sections 96 and 101 of the Companies Act, 2013 (the "Act") that the Thirty Eighth 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 26th July 2022 at 10:30 A.M. to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements for the financial year ended 31st March 2022 together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31st March 2022 together with the Report of the Auditors thereon.
3. To declare dividend on equity shares for the financial year ended 31st March 2022.
4. To appoint a Director in place of Mr. Noel Naval Tata (DIN: 00024713), who retires by rotation and being eligible, offers himself for re-appointment.
5. To re-appoint B S R & Co. LLP, Chartered Accountants as statutory auditors of the Company and to fix their remuneration.

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

"RESOLVED THAT pursuant to Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, B S R & Co. LLP, Chartered Accountants, having registration No. 101248W/W-100022 be and are hereby re-appointed as the Statutory Auditors of the Company for a second term of five consecutive years, who shall hold office from the conclusion of this 38th Annual General Meeting till the conclusion of the 43rd Annual General Meeting to be held in the year 2027 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

SPECIAL BUSINESS

6. Appointment of Mr. Sarayan Krishnan as a Director

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

"RESOLVED THAT Mr. Sarayan Krishnan, IAS (DIN: 03439632) who was appointed as a Director by the Board of Directors with effect from 10th December 2021 and who holds office up to the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 (the "Act") read with Article 117 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

7. Appointment of Ms. Jayashree Muralidharan as a Director

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

"RESOLVED THAT Ms. Jayashree Muralidharan, IAS (DIN: 03048710) who was appointed as a Director by the Board of Directors with effect from 11th August 2021 and who holds office up to the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 (the "Act") read with Article 117 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

8. Change in place of keeping Registers, Returns, etc.

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

"RESOLVED THAT in supersession of all Resolutions passed earlier in this regard and pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time

being in force), approval of the Members of the Company be and is hereby accorded to keep the Registers as prescribed under Section 88 of the Act and copies of Annual Returns under Section 92 of the Act, together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, at the Corporate Office of the Company at 'INTEGRITY' #193, Veerasandra, Electronics City P.O., Off Hosur Main Road, Bengaluru 560100 and/or at the office of TSR Consultants Private Limited, Registrar and Share Transfer Agent of the Company at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400083, Maharashtra, India and/or such other place where the office of the Registrar and Share Transfer Agent of the Company is situated within Mumbai, from time to time.

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

9. 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 ongoing COVID-19 pandemic and pursuant to the General Circular Nos. 20/2020, 19/2021 and 2/2022 read with other relevant circulars issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as 'MCA Circulars'), and in line with the Circulars issued by the Securities and Exchange Board of India ("SEBI") from time to time, the Company is convening the Annual General Meeting ("AGM" or "Meeting") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical

presence of the Members. The deemed venue for the AGM will be Registered Office of the Company.

2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out material facts concerning the business under Item Nos. 5 to 9 of the Notice is annexed hereto. The relevant details pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("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.
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF 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, physical attendance of Members has been dispensed with. Accordingly, 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 for the AGM are not annexed to this Notice.
4. Institutional Members are encouraged to attend and vote at this AGM through VC/OAVM. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM or to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to the Scrutinizer by email to pbk@sreedharancs.com with a copy marked to evoting@nsdl.co.in.
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. As per the provisions of Clause 3.A.III of the General Circular No. 20/2020 dated 5th May 2020 issued by MCA, the matters of Special Business as appearing at Item Nos. 6 to 9 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.

7. The Members can join the AGM in the VC/OAVM 30 minutes before 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 National Securities Depository Limited's ("NSDL") e-voting website at 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-served basis as per the MCA Circulars. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, institutional investors, Directors, Key Managerial Personnel, the respective Chairmen of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. shall be allowed to attend the Meeting without restriction.
8. The Annual Report for the year 2021-22 including the Audited Financial Statements for the year ended 31st March 2022, is being sent by email to those members whose email addresses are registered with the Company/Depository Participant(s), unless any Member has requested for a physical copy of the same by writing to investor@titan.co.in mentioning their Folio No./DP ID and Client ID. The Notice convening the 38th AGM has been uploaded on the website of the Company at 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 and www.nseindia.com respectively. The Notice is also available on the website of NSDL at www.evoting.nsdl.com.
9. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. **Book Closure and Dividend:**
- i) **The Register of Members and the Share Transfer Books of the Company will be closed from Tuesday, 12th July 2022 to Tuesday, 26th July 2022**, both days inclusive. The dividend of ₹ 7.50 per equity share of ₹ 1 each (i.e., 750%), if declared by the Members at the AGM, will be paid subject to deduction of income-tax at source ("TDS") on or after Monday, 29th July 2022 as under:
- For Shares held in electronic form:** To all the Beneficial Owners as at the end of the day on **Monday, 11th July 2022** 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 **Monday, 11th July 2022**.

- ii) Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. 1st 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 email by **Monday, 11th July 2022**. For the detailed process, please click here: <https://www.titancompany.in/sites/default/files/Dividend-communication-on-tax-deduction-2022.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 Consultants Private Limited ("TSR"/"RTA"/"Registrar") latest by **Monday, 11th July 2022**:

- a) a signed request letter mentioning their name, folio number, complete address and the following details relating to the 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.

11. 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. 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. 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 at www.iepf.gov.in.

12. As per Regulation 40 of the SEBI LODR, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st 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 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>.
13. The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company/Registrars and Transfer Agents to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing additional details is available on the Company's website under the section 'Investors Information'. Members holding shares in physical form are requested to submit the filled-in form to the Company at investor@titan.co.in or to the Registrar in physical mode, or in electronic mode at 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, email 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.

14. **The Securities and Exchange Board of India (SEBI) has recently mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from 1st January 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/documents are provided to RTA. On or after 1st April 2023, in case any of the above cited documents/details are not available in the Folio(s), RTA shall be constrained to freeze such**

Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://www.titancompany.in/investors/investor-information/other-forms>.

15. 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. 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 in case the shares are held in physical form, quoting your folio number.
16. **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 into one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
17. Members who wish to inspect the relevant documents referred to in the Notice can send an email to investor@titan.co.in by mentioning their DP ID & Client ID/ Physical Folio Number.
18. 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.
19. **Process for registering email addresses to receive this Notice electronically and cast votes electronically:**
 - i) **Registration of email 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. Further, those Members who have already registered their email addresses are requested to keep their email addresses validated/updated with their DPs/TSR to enable servicing of notices/documents/Annual Reports and other communications electronically to their email address in future.
 - ii) Alternatively, Members may also send an email request to 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, and 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, and 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.**
20. **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 Tuesday, 19th July 2022 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 and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the **cut-off date i.e., Tuesday, 19th July 2022**, may obtain the User ID and Password by sending a request at evoting@nsdl.co.in.
- iii) The remote e-Voting period commences on **Saturday, 23rd July 2022 at 9.00 a.m. (IST) and ends on Monday, 25th July 2022 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. **Tuesday, 19th July 2022**.
 - iv) Members will be provided with the facility for voting through the electronic voting system during the VC/OAVM 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.
21. 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.
 22. 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.
 23. 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.
 24. 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 and on the website of NSDL: 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.
 25. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of AGM i.e. Tuesday, 26th July 2022.
 26. Since the AGM will be held through VC or OAVM, the Route Map is not annexed to this Notice. Instructions for attending the AGM through VC/OAVM and remote e-Voting (before and during the AGM) are given below:

A. VOTING THROUGH ELECTRONIC MEANS

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 9th 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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 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. 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 i.e. NSDL 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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 App Store  Google Play



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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. Upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL 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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting 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?

- 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.
- 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, 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 120031 then use ID is 120031001***.

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned herein for registering email address to receive Notice and Annual Report electronically and cast votes electronically.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- 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.

- Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join AGM on NSDL e-Voting system.

How to cast your vote electronically and join AGM on NSDL e-Voting system?

- 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.
- 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 Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- 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.

B. INSTRUCTIONS FOR E-VOTING ON THE DAY OF AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

C. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member 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 above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join Meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company i.e. 120031 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.
2. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. 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.

3. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the 38th AGM, from their registered email address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address at investor@titan.co.in before 3.00 p.m. (IST) on Friday, 22nd July 2022. Such questions by the Members shall be suitably replied by the Company.
4. 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 email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at investor@titan.co.in between **Wednesday, 20th July 2022 (9.00 a.m. IST) and Friday, 22nd July 2022 (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.

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 to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Sarita Mote at evoting@nsdl.co.in.

By Order of the Board of Directors

Dinesh Shetty

General Counsel & Company Secretary

Bengaluru
3rd May 2022
CIN: L74999TZ1984PLC001456

Registered Office:
No.3, SIPCOT Industrial Complex Hosur 635 126, Tamil Nadu.

Explanatory Statement

As required under Section 102 of the Companies Act, 2013 (the "Act") and in terms of Regulation 36 of the SEBI LODR, the following explanatory statement sets out all material facts relating to business mentioned under Item Nos. 5 to 9 of the accompanying Notice:

Item No. 5

In accordance with Sections 139 and 142 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Members of the Company had, at the 33rd Annual General Meeting ('AGM') appointed B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) (BSR) as the Statutory Auditors of the Company for a period of five (5) consecutive years from the conclusion of the 33rd AGM till the conclusion of 38th AGM of the Company.

The Board of Directors of the Company at their meeting held on 3rd May 2022, on the recommendation of the Audit Committee, have recommended the re-appointment of BSR as the Statutory Auditors of the Company, for the approval of the Members at the 38th AGM of the Company for a term of five consecutive years from the conclusion of 38th AGM till the conclusion of 43rd AGM of the Company to be held in the year 2027, at an annual remuneration of ₹ 2.75 crore for the year ending 31st March 2023, plus out of pocket expenses and applicable taxes. The remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

After evaluating all proposals and considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc., BSR has been recommended to be re-appointed as the Statutory Auditors of the Company.

BSR is a multi-disciplinary Audit Firm catering to various clients in diverse sectors. BSR is a member entity of B S R & Associates, a network registered with the ICAI. The other entities which are part of the B S R & Associates include, B S R & Associates LLP, B S R & Company, B S R and Co., B S R and Associates, B S R and Company. The firm has offices in various cities across the country.

Pursuant to Section 139 of the Act and the rules framed thereunder, the Company has received written consent from BSR and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if

made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder.

As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, BSR, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

The Board recommends the Resolution at Item No. 5 of this Notice for approval of the Members.

None of the Directors, Key Managerial Personnel ("KMP") of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution set out at Item No. 5 of the Notice.

Item No. 6

Tamilnadu Industrial Development Corporation Limited ("TIDCO"), the co-promoter of the Company has nominated Mr. Saranyan Krishnan, IAS, Additional Chief Secretary, Industries Department as Chairman and 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 10th December 2021. As such, Mr. Krishnan 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. Saranyan Krishnan for the office of Director at this AGM.

Further details of Mr. Saranyan Krishnan have been given in the Annexure to this Notice.

Mr. Saranyan Krishnan 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. Saranyan Krishnan. 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. 6 of this Notice for approval of the Members.

None of the Directors or Key Managerial Personnel or their respective relatives other than Mr. Saranyan Krishnan is concerned or interested in the Resolution at Item No. 6 of the Notice.

Mr. Saranyan Krishnan is not related to any Director or KMP of the Company.

Item No. 7

Tamilnadu Industrial Development Corporation Limited ("TIDCO"), the co-promoter of the Company has nominated Ms. Jayashree Muralidharan, IAS, Special Secretary, Industries Department 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 11th August 2021. As such, Ms. Jayashree Muralidharan 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 Ms. Jayashree Muralidharan for the office of Director at this AGM.

Further details of Ms. Jayashree Muralidharan have been given in the Annexure to this Notice.

Ms. Jayashree Muralidharan 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 Ms. Jayashree Muralidharan. Further, she has also confirmed that she 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 Ms. Jayashree Muralidharan is concerned or interested in the Resolution at Item No. 7 of the Notice.

Ms. Jayashree Muralidharan is not related to any Director or KMP of the Company.

Item No. 8

As required under the provisions of Section 94 the Act, certain documents such as the Registers and Indexes of Members and Debenture holders and certain other registers, certificates, documents, etc., are required to be kept at the registered office of the Company. However, these documents can be kept at any other place in India in which more than one-tenth of the total members entered in the register of members reside, if approved by a Special Resolution passed at a general meeting of the Company.

Owing to the shifting of the registered office of TSR Consultants Private Limited ("Registrar" or "TSR"), the Registrars and Share Transfer Agents of the Company, the approval of the Members is sought by a Special Resolution for the Registers and Indexes of Members, Debenture holders, Annual Returns and other documents to be kept at the

office of TSR Consultants Private Limited, Registrar and Share Transfer Agent of the Company at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400083, Maharashtra, India and/or such other place where the office of the Registrar and Share Transfer Agent of the Company is situated within Mumbai, from time to time and to keep the same at the Corporate Office of the Company at 'INTEGRITY' #193, Veerasandra, Electronics City P.O., Off Hosur Main Road, Bengaluru 560100.

The time for inspection of documents, by shareholders or such persons as are entitled to such inspection, will be between 11.00 a.m. to 1.00 p.m. on any working day of TSR or by writing to the Company at investor@titan.co.in except when the Registers and Books are closed under the provisions of the Act or the Articles of Association of the Company.

The Board recommends the resolution as set out at Item No. 8 of the accompanying Notice for the approval by the Members of the Company by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution set out at Item No. 8 of the Notice.

Item No. 9

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. 9 of this Notice for approval of the Members. None of the Directors or Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution at Item No. 9 of the Notice.

By Order of the Board of Directors

Dinesh Shetty

General Counsel & Company Secretary

Bengaluru
3rd May 2022

CIN: L74999TZ1984PLC001456

Registered Office:

No.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. Noel Naval Tata	Mr. Saranyan Krishnan, IAS
Director Identification Number (DIN)	00024713	03439632
Date of Birth	12 th November 1956	20 th June 1967
Age	65	54
Date of Appointment	7 th August 2003	10 th December 2021
Qualifications	B.A (Economics) from University of Sussex, IEP, INSEAD, France	IAS
Experience	<p>Mr. Noel N. Tata has been associated with the Tata group for over 40 years and currently serves on the board of various Tata Group Companies, including as the Chairman of Trent Limited, Tata International Limited, Voltas & Tata Investment Corporation and as the Vice Chairman of Tata Steel and Titan Company Limited.</p> <p>He also serves as a Trustee on the board of Sir Ratan Tata Trust and Sir Dorabji Tata Trust.</p> <p>His last assignment was as the Managing Director of Tata International Limited, the trading and distribution arm of the Tata Group, between August 2010 and November 2021, where he grew the company from a turnover of USD 500 million to over USD 3 billion. Prior to Tata International, Mr. Tata served as the Managing Director of Trent Limited for more than 11 years, where he has overseen the growth of Trent across formats – from a one store operation in 1998 to over 400 stores across formats in 2022.</p> <p>Mr. Tata graduated from Sussex University (UK) and has completed the International Executive Programme (IEP) from INSEAD.</p> <p>He is the son of Mr. Naval H. Tata and Mrs. Simone N. Tata.</p>	<p>Mr. S Krishnan is a 1989 Batch IAS Officer who has held many key positions in various departments in the Government of Tamil Nadu and Government of India.</p> <p>Presently, Mr. S Krishnan is the Additional Chief Secretary, Industries Department. During his career spanning more than 32 years, he has held key positions of Sub collector, Cuddalore, Collector Viruthunagar, Managing Director Tamilnadu Text Book Corporation, Member Secretary, Sports Development Authority and Chairman, Fifth State Finance Commission and CEO, Tamilnadu Infrastructure Board. He worked in Government of India as Secretary to Finance Minister and Senior Advisor, Office of the Executive Director for India, Sri Lanka, Bangladesh and Bhutan, International Monetary Fund, Washington DC.</p>
Expertise in specific functional areas	Business Strategy, Sales and Marketing.	People Management and Leadership; Business Strategy

Name of Director	Mr. Noel Naval Tata	Mr. Sarayan Krishnan, IAS
Directorships held in other companies (excluding foreign companies and Titan)	<ul style="list-style-type: none"> • Trent Limited • Trent Hypermarket Private Limited • Tata Investment Corporation Limited • Tata Steel Limited • Kansai Nerolac Paints Limited • Voltas Limited • Tata International Limited • Retailers Association of India • The Cricket Club of India Limited • Inditex Trent Retail India Private Limited 	<ul style="list-style-type: none"> • Tamilnadu Newsprint & Papers Limited • Tamilnadu Petroproducts Limited • Tamilnadu Minerals Limited • Tamilnadu Magnesite Limited • Tamilnadu Generation and Distribution Corporation Limited • Tamilnadu Cements Corporation Limited • Tamilnadu Industrial Development Corporation Limited • State Industries Promotion Corporation of Tamilnadu Limited • Tidel Park Limited • Tamilnadu Startup And Innovation Mission • Tamilnadu Trade Promotion Organisation • Tamilnadu Industrial Investment Corporation Limited • IIT Madras Research Park
Membership/ Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	<p>Audit Committee</p> <ul style="list-style-type: none"> • Trent Limited • Kansai Nerolac Paints Limited <p>Stakeholders Relationship Committee</p> <ul style="list-style-type: none"> • Voltas Limited 	Nil
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 paid to TIDCO
Number of shares held in the Company	46,900	Nil
Number of Meetings of the Board attended during the year.	9	4
Names of listed entities from which Director has resigned in the past three years	None	None

Name of Director	Ms. Jayashree Muralidharan, IAS
Director Identification Number (DIN)	03048710
Date of Birth	24 th January 1967
Age	55
Date of Appointment	11 th August 2021
Qualifications	IAS
Experience	Ms. Jayashree Muralidharan is a 2002 batch IAS Officer, who has held many key positions in various departments in the Government of Tamil Nadu. Ms. Jayashree Muralidharan has two decades of wide experience in Public Administration. She is currently the Special Secretary, to the Government of Industries Department, Tamil Nadu.
Expertise in specific functional areas	People Management and Leadership
Directorships held in other companies (excluding foreign companies and Titan)	<ul style="list-style-type: none"> • Tamilnadu Salt Corporation Limited • Tamilnadu Industrial Development Corporation Limited • Tamil Nadu Water Investment Company Limited • Tidel Park Limited • Tamilnadu Industrial Investment Corporation Limited • Tamilnadu Road Infrastructure Development Corporation • CBIC Ponneri Industrial Township Limited • Golden Jubilee Biotech Park for Women Society
Membership/Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	Nil
Remuneration	No remuneration other than Sitting Fee and Board approved Commission paid to TIDCO
Number of shares held in the Company	Nil
Number of Meetings of the Board attended during the year.	4
Names of listed entities from which Director has resigned in the past three years	Nil

