



Form No. MGT-13

REPORT OF SCRUTINIZER

[Pursuant to section 108 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the Thirty Seventh Annual General Meeting (AGM) of the Equity Shareholders of "Titan Company Limited" held on Monday, August 02, 2021 at 2.30 PM IST through Video Conferencing (VC).

Sir,

I, Pradeep B Kulkarni, Partner of V. Sreedharan and Associates, Company Secretaries, Bengaluru, was appointed as Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (ii) Voting through electronic voting system at the AGM.



The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of the Thirty Seventh Annual General Meeting of the Equity Shareholders dated June 28, 2021. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" and/or "against" for the resolutions stated in the notice of the AGM, based on the report generated from the e-voting system provided by National Securities Depository Limited (NSDL), the Agency Authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM.

We submit our report as under:

1. The remote E-Voting period remained open from 9.00 AM IST on Thursday, July 29, 2021 up to 5.00 PM IST on Sunday, August 01, 2021.
2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were sent only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants / Depositories pursuant to the Ministry of Corporate Affairs ("MCA") General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 and 02/2021 dated January 13, 2021 and Securities and Exchange Board of India ("SEBI") circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021.



3. The voting rights were reckoned as on Monday, July 26, 2021 being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting.
4. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on August 02, 2021, at 4.41 P.M. IST in the presence of two witnesses.
5. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by National Securities Depository Limited (NSDL).
6. As per the information given by the Company / RTA the names of the shareholders who had voted by remote e-voting through the facility provided by National Securities Depository Limited (NSDL) had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
7. Based on the data provided by National Securities Depository Limited (NSDL) e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:



a) **RESOLUTION 1**

To receive, consider and adopt the Audited Standalone Financial Statements for the financial year ended 31st March 2021 together with the Reports of the Board of Directors and Auditors thereon.

(i) **Voted in favour of Resolution**

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
2,308	72,73,36,749	100

(ii) **Voted against the resolution**

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
12	1,250	0

(iii) **Invalid Votes - NIL**



b) RESOLUTION 2

To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31st March 2021 together with the Report of the Auditors thereon.

(i) Voted in favour of Resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
2,302	72,73,36,746	100

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
13	976	0

(iii) Invalid Votes - NIL



c) **RESOLUTION 3**

To declare dividend on equity shares for the financial year ended 31st March 2021.

(i) **Voted in favour of Resolution**

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
2,305	73,74,68,285	99.88

(ii) **Voted against the resolution**

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
25	9,03,218	0.12

(iii) **Invalid Votes - NIL**



d) **RESOLUTION 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.

(i) **Voted in favour of Resolution**

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
1,685	57,39,21,016	82.47

(ii) **Voted against the resolution**

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
609	12,20,25,036	17.53

(iii) **Invalid Votes - NIL**



e) RESOLUTION 5

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

(i) Voted in favour of Resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
2,227	73,51,58,475	99.79

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
79	15,19,882	0.21

(iii) Invalid Votes - NIL



f) RESOLUTION 6

Appointment of Mr. Sandeep Singhal as an Independent Director.

(i) Voted in favour of Resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
2,256	73,65,98,157	99.99

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
48	79,571	0.01

(iii) Invalid Votes - NIL



g) RESOLUTION 7

Appointment of Mr. Pankaj Kumar Bansal as a Director.

(i) Voted in favour of Resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
2,226	73,54,16,202	99.81

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
80	13,74,750	0.19

(iii) Invalid Votes - NIL



h) RESOLUTION 8

Appointment of Branch Auditors.

(i) Voted in favour of Resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
2,286	73,81,95,649	99.98

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
38	1,75,526	0.02

(iii) Invalid Votes - NIL



8. A list of Equity shareholders who voted "FOR", "AGAINST" the resolutions (Both through Remote E-voting and E-voting at the AGM) has been handed over to the Company Secretary.
9. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

Thanking You,

Yours faithfully,

For V. Sreedharan & Associates



(Pradeep B Kulkarni)

Partner

FCS 7260; CP No. 7835

Date: August 02, 2021

Place: Bengaluru

UDIN: F007260C000725439

