



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-Eighth Annual General Meeting (AGM) of the
Equity Shareholders of "Titan Company Limited" held on Tuesday, July 26,
2022, at 10.30 AM 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-Eighth Annual General Meeting of the Equity Shareholders dated May 03, 2022. 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.

I submit my report as under:

1. The remote E-Voting period remained open from 9.00 AM IST on Saturday, July 23, 2022, up to 5.00 PM IST on Monday, July 25, 2022.

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. 02/2022 May 05, 2022, 19/2021 December 08, 2021 , 21/2021 December 14, 2021, 02/2021 dated January 13, 2021, 39/2020 dated December 31, 2020, 33/2020 dated September 28, 2020, 22/2020 dated June 15, 2020, 20/2020 dated May 5, 2020, 17/2020 dated April 13, 2020, 14/2020 dated April 8, 2020, and Securities and Exchange Board of India ("SEBI") circular nos. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022., SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.



2. The voting rights were reckoned as on Tuesday, July 19, 2022, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting.
3. After the conclusion of the Annual General Meeting, the votes cast through e-voting were unblocked on July 26, 2022, at 12.52 P.M. IST.
4. 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).
5. 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.
6. 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 2022 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
2,708	72,42,58,368	100

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
21	21,625	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 2022 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
2,702	72,42,58,087	100

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
24	21,811	0

(iii) Invalid Votes - NIL



c) RESOLUTION 3

To declare dividend on equity shares for the financial year ended 31st March 2022.

(i) Voted in favour of Resolution

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
2,702	73,45,43,590	100

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
34	11,942	0

(iii) Invalid Votes - NIL



d) RESOLUTION 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.

(i) Voted in favour of Resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
2,327	69,09,24,659	94.06

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
420	4,36,30,749	5.94

(iii) Invalid Votes - NIL



e) RESOLUTION 5

To re-appoint B S R & Co. LLP, Chartered Accountants as statutory auditors of the Company and to fix their remuneration.

(i) Voted in favour of Resolution

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
2,631	72,88,93,590	99.23

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
104	56,61,567	0.77

(iii) Invalid Votes - NIL



f) RESOLUTION 6

Appointment of Mr. Saranyan Krishnan 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
2,614	73,08,96,628	99.55

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
110	32,89,387	0.45

(iii) Invalid Votes - NIL



g) RESOLUTION 7

Appointment of Ms. Jayashree Muralidharan 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
2,639	73,32,85,119	99.85

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
87	11,02,933	0.15

(iii) Invalid Votes - NIL



h) RESOLUTION 8

Change in place of keeping Registers, Returns, etc.

(i) Voted in favour of Resolution

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
2,684	73,45,47,798	100

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
45	7,516	0

(iii) Invalid Votes - NIL



i) RESOLUTION 9

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
2,687	73,43,07,209	99.97

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
46	2,55,677	0.03

(iii) Invalid Votes - NIL



7. 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.

8. 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: July 26, 2022

Place: Bengaluru

UDIN: F007260D000688963

