

TITAN INDUSTRIES LIMITED

SEC/207/TITAN

2nd August 2013

By Fax 022- 22723121/22722037/Hand Delivery

Bombay Stock Exchange Ltd,
Corporate Relationship Department,
Dalal Street, Fort,
MUMBAI 400 001

Kind Attn: Mr. S Subramanian
DCS - CRD

Dear Sirs,

Sub : Amendments to the Memorandum of Association of the Company

Pursuant to the provisions of Clause 33 of the Listing Agreement with the Stock Exchanges, we annexe hereto the certified copies of the following Special Resolutions passed by the Shareholders of the Company:

- 1) Amendment of the Objects Clause of the Memorandum of Association of the Company and;
- 2) Change of name of the Company from TITAN INDUSTRIES LIMITED to **TITAN COMPANY LIMITED**.

The Certificates issued by the Registrar of Companies, Coimbatore approving the change of the name of the Company from TITAN INDUSTRIES LIMITED to **TITAN COMPANY LIMITED** and for amendment of the Objects Clause of Memorandum of Association of the Company is annexed hereto.

Request you to take the same on record.

Thanking you,

Yours faithfully,
for TITAN INDUSTRIES LIMITED



A R Rajaram
Head - Legal & Company Secretary

Encl : as stated

TITAN INDUSTRIES LIMITED

Certified True Copy of the Special Resolution passed by the Shareholders on 25th July 2013 through Postal Ballot

“RESOLVED THAT pursuant to Section 17(1) and other applicable provisions of the Companies Act, 1956, Clause III (a) of the Memorandum of Association of the Company, the Main Objects Clause shall stand amended as hereunder:

Sub-clause 1 of Clause III (a) shall stand substituted as follows:

1. To carry on the business of designing, engineering, manufacturing, producing, assembling, fabricating, altering, repairing, buying, selling, trading, acquiring, representing manufacturers, storing, packing, transporting, forwarding, distributing, importing, exporting and disposing of:
 - (i) Watches, clocks, chronometers, horological instruments and other devices for measuring time, components, parts, dials, handstraps, bracelets, cases, crowns, jewels, crystals, micro meters, button cells, shock absorbers, lamps, appliances, and all types of precision tools, spares and components.
 - (ii) Mechanical, electrical, electronic, pneumatic and other types of measuring instruments, including gauges, calipers, equipments, meters, apparatus, tools, spares, machineries, plants, bridges, scientific instruments of all kinds and varieties.
 - (iii) All types of ornaments, jewels, diamonds, gold, silver, platinum, metal alloys, precious and semi-precious stones of all kinds.
 - (iv) To design, manufacture, sell, market, retail and deal as distributor, wholesaler, retailer and render after sales services of sunglasses/ prescription glasses and frames, lens, hearing aids and related accessories and engage in business activities incidental thereto such as Eye checking, optometry, Contact lenses and other accessories and to import, export, deal in merchandise related to the above business in whatsoever manner and further engage in any segment of value addition either forward or backward in the eyewear business including prescription eyewear.
 - (v) To design, manufacture, sell, market, retail and deal as distributor and wholesaler, of all types of Apparels, Garments, Sarees, Bags, Belts, Caps, Helmets, Headwear, Wallets, Fragrances, Perfumes, Writing Instruments, Mobile Phones and related services and other personal convenience articles, devices and musical instruments, entertaining apparatus, sound equipments, lifestyle accessories and render after sale services and service incidental thereto.
 - (vi) To design, develop and render content through educational workshops, conferences, theatre and entertainment shows through any media including via the internet, design, manufacture, market, sell, retail and deal as distributor, wholesaler and retailer of gadgets, entertainment products, toys, do it yourself kits, activity books, sports products, food and beverages and further engage in any segment of value addition either forward or backward in development, distribution and retail of such content.
 - (vii) To design, manufacture, sell, market, retail and deal as distributor, wholesaler, retailer of products used in kitchen including appliances, storage shelves, kitchen utensils, chimneys, hobs, furniture and cabinets and render after sale services and services incidental thereto.
 - (viii) To design, manufacture, sell, market, retail and deal as distributor, wholesaler and retailer of products powered by solar energy including solar panels, solar powered home lighting systems, solar batteries, solar fans, solar torches, solar lights, solar lantern chargers, solar mobile, solar cookers, solar garden, solar cool caps, solar water heaters, solar signs, solar inverters, solar powered UPS, solar generators and render after sale services and services incidental thereto.



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TITAN INDUSTRIES LIMITED

A new Sub-clause 2 to Clause III (a) shall be inserted as follows:

2. To carry on the business of designing, engineering, manufacturing, producing, assembling, fabricating, altering, repairing, marketing, buying, selling, trading acquiring, representing manufacturers, storing, packing, transporting, forwarding, distributing, importing, exporting and disposing of:
 - (i) Product, components, sub-assemblies and assemblies catering to a wide variety of industry applications including but not limited to aerospace, solar, power, alternative energy, automotive, engineering, medical devices, oil & gas, electrical for both civilian as well as defence use.
 - (ii) Services related to process & product design, engineering design, CNC programming, CAD & CAM, testing inspection, calibration, non-destructive testing, supply chain, vendor management, quality management system, productive maintenance, plant layout & infrastructure planning, machine maintenance, machine servicing, spares management, aircraft maintenance repair and overhaul, ground handling.
 - (iii) Design, manufacture and commissioning of automations solutions as well as machine building for a wide variety of industry applications including but not limited to aerospace, solar, power, alternative energy, automotive, engineering, medical devices, oil & gas, electrical for both civilian as well as defence use.
 - (iv) Design, manufacture and commissioning of tooling, jigs, fixtures, moulds, press tools, die sets for a wide variety of industry applications including but not limited to aerospace, solar, power, alternative energy, automotive, engineering, medical devices, oil & gas, electrical for both civilian as well as defence use.

Existing Sub-clause 2 of Clause III (a) shall now stand renumbered as Sub-clause 3

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to agree to and accept such modifications, terms and conditions in the newly inserted object clause as may be directed by the concerned authorities and to modify the same accordingly and obtain confirmation thereof and to take such other necessary steps as may be required to implement the aforesaid resolution.

RESOLVED FURTHER THAT pursuant to Section 149 (2A) of the Companies Act, 1956, consent be and is hereby granted to the commencement by the Company of the business as stated in the Sub clause (iv) of the 1 of Sub-clause (a) of Clause III of the Main Objects of the Company upon the aforesaid clause becoming effective and that the Board of Directors be and hereby authorised to take up and commence such business at the time and in the manner they deem fit.”

CERTIFIED TRUE COPY
For TITAN INDUSTRIES LTD.


A R RAJARAM
HEAD-LEGAL & COMPANY SECRETARY

TITAN INDUSTRIES LIMITED

**Certified True Copy of the Special Resolution passed by the Shareholders on
25th July 2013 through Postal Ballot**

“RESOLVED THAT pursuant to the provisions of section 21 and other applicable provisions, if any, of the Companies Act, 1956, and subject to other approvals as may be required, approval is hereby accorded to a change in the name of the Company from **“TITAN INDUSTRIES LIMITED”** to **“TITAN COMPANY LIMITED”** or such other name as may be available and accepted by the Board of Directors of the Company and immediately upon the said change in the name of the Company becoming complete and effective, the new name be substituted for the existing name wherever it appears in the Memorandum and Articles of Association of the Company.”

**CERTIFIED TRUE COPY
For TITAN INDUSTRIES LTD.**



**A R RAJARAM
HEAD-LEGAL & COMPANY SECRETARY**