



SEC 16 / 2017-18

4<sup>th</sup> August 2017

The General Manager, DCS – CRD  
BSE Limited  
Corporate Relationship Department  
1st Floor, New Trading Ring  
Rotunda Building, P J Towers  
Dalal Street, Fort,  
MUMBAI - 400 001  
Scrip Code: **500114**

The General Manager, DCS – CRD  
National Stock Exchange of India Ltd  
Exchange Plaza,  
Bandra-Kurla Complex,  
Bandra (East),  
MUMBAI - 400 051  
Symbol: **TITAN**

Dear Sirs,

**Sub: Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Proceedings and details of voting results of the 33<sup>rd</sup> Annual General Meeting respectively**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the details regarding the proceedings of the 33<sup>rd</sup> Annual General Meeting (AGM) of the Company held on Thursday, 3<sup>rd</sup> August 2017 at 3:00 PM at the Registered office of the Company at 3, SIPCOT Industrial Complex, Hosur – 635 126.

Further, pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the voting results in respect of the business transacted at the AGM in the prescribed format, along with the consolidated report of the Scrutinizer on e-voting and electronic voting at the AGM.

This is for your information and records.

Thank you.

Yours truly,  
For TITAN COMPANY LIMITED

A R Rajaram  
Vice President - Legal & Company Secretary

End. As stated

Titan Company Limited  
(formerly Titan Industries Limited)

No. 132/133 DivyaSree Technopolis Yamalur Main Road Yamalur Post Bengaluru 560 037 India. Tel 91 80 6660 9000 Fax 91 80 6660 8073  
Registered Office 3 Sipcot Industrial Complex Housur 635 126 TN India Tel 91 4344 664 199 Fax 91 4344 276037. CIN: L74999TZ1984PLC001456  
www.titan.co.in

A **TATA** Enterprise



<b>A) DETAILS OF THE PROCEEDINGS OF THE MEETING</b>		
<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Date of the AGM	Annual General Meeting – 3 <sup>rd</sup> August 2017
2.	Total number of shareholders as on record date	1,08,690
3.	No. of shareholders present in the meeting either in person or through proxy: - Promoters & Promoter Group - Public	- 64
4.	No. of shareholders attended the meeting through vide Conferencing:	Not applicable

<b>B) RESULTS OF THE MEETING</b>				
<b>Sr. No.</b>	<b>Agenda</b>	<b>Resolution required (Ordinary/Special)</b>	<b>Mode of Voting</b>	<b>Remarks</b>
1.	To receive, consider and adopt: - the Audited Financial Statements for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon. - the Audited Consolidated Financial Statements for the financial year ended 31st March, 2017 together with the Report of the Auditors thereon.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
2.	To declare dividend on equity shares for the financial year ended 31 <sup>st</sup> March 2017.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
3.	To appoint a Director in place of Mr. Harish Bhat (DIN: 00478198), who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
4.	Appointment of Statutory Auditors of the Company	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
5.	Appointment of Mr. Atulya Misra as a Director	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
6.	Appointment of Branch Auditors	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority

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**TITAN COMPANY LIMITED**  
Resolution (1)

Resolution required: (Ordinary / Special)		Ordinary		No		To receive, consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Auditors thereon.							
Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes - in favour	[4]	No. of Votes - against	[5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100	Invalid Votes	[8]	% of Votes invalid on votes polled [9]=([8]/[2])*100
1	E-Voting		[2] 471007920	100.00	471007920	[4]		[5]	100.00	0.00	0	0.00	0.00
	Poll		0	0.00	0		0	0	0.00	0.00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0		0	0	0.00	0.00	0	0.00	0.00
Promoter and Promoter Group	Total	471007920	471007920	100.00	471007920		0	0	100.00	0.00	0	0.00	0.00
	E-Voting		180442256	74.75	180442256		0	0	100.00	0.00	0	0.00	0.00
	Poll		0	0.00	0		0	0	0.00	0.00	0	0.00	0.00
2	Postal Ballot (if applicable)		0	0.00	0		0	0	0.00	0.00	0	0.00	0.00
	Total	241402423	180442256	74.75	180442256		0	0	100.00	0.00	0	0.00	0.00
	E-Voting		216926	0.12	216926		0	0	100.00	0.00	0	0.00	0.00
3	Poll		262250	0.15	262250		0	0	100.00	0.00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0		0	0	0.00	0.00	0	0.00	0.00
	Total	175375817	479176	0.27	479176		0	0	100.00	0.00	0	0.00	0.00
Public- Others	E-Voting		651667102	73.40	651667102		0	0	100.00	0.00	0	0.00	0.00
	Poll		262250	0.03	262250		0	0	100.00	0.00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0		0	0	0.00	0.00	0	0.00	0.00
Total		887786160	651929352	73.43	651929352		0	0	100.00	0.00	0	0.00	0.00





**TITAN COMPANY LIMITED**  
**Resolution (2)**

Resolution required: (Ordinary / Special)

Ordinary  
No

Whether promoter/ promoter group are interested in the agenda/resolution?

Declaration of dividend on Equity Shares for the financial year 2016-17.										
Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	No. of votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	No. of Votes in favour on votes polled	No. of Votes against on votes polled	No. of Invalid Votes	% of Invalid votes on votes polled
1	E-Voting		471007920	0	471007920	0	100.00	0	0	0.00
	Poll			0	0	0	0.00	0	0	0.00
	Postal Ballot (if applicable)			0	0	0	0.00	0	0	0.00
	Total	471007920	471007920	100.00	471007920	0	100.00	0	0	0.00
2	E-Voting		184903740	76.60	184903740	0	100.00	0	0	0.00
	Poll			0	0	0	0.00	0	0	0.00
	Postal Ballot (if applicable)			0	0	0	0.00	0	0	0.00
	Total	241402423	184903740	76.60	184903740	0	100.00	0	0	0.00
3	E-Voting		217076	0.12	217053	23	99.99	0.01	0	0.00
	Poll		262250	0.15	262250	0	100.00	0.00	0	0.00
	Postal Ballot (if applicable)			0	0	0	0.00	0.00	0	0.00
	Total	175375817	479326	0.27	479303	23	100.00	0.00	0	0.00
Total	E-Voting		656128736	73.91	656128713	23	100.00	0.00	0	0.00
	Poll		262250	0.03	262250	0	100.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	<b>Total</b>	<b>887786160</b>	<b>656390986</b>	<b>73.94</b>	<b>656390963</b>	<b>23</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>



**TITAN COMPANY LIMITED**  
**Resolution (3)**

Resolution required: (Ordinary / Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

Ordinary  
No

**Re-appointment of Mr. Harish Bhat as a Director.**

Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	No. of Votes - in favour	No. of Votes - against	% of Votes Polled on outstanding shares $[3]=\frac{[2]}{[1]}*100$	No. of Votes in favour	No. of Votes - against	% of Votes in favour on polled $[6]=\frac{[4]}{[2]}*100$	% of Votes against on polled $[7]=\frac{[5]}{[2]}*100$	Invalid Votes	% of Votes invalid on polled $[9]=\frac{[8]}{[2]}*100$
1	E-Voting		471007920	471007920		100.00	0	0	100.00	0.00	0	0.00
	Poll		0	0	0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0	0	0.00	0	0	0.00	0.00	0	0.00
	Total	471007920	471007920	471007920	0	100.00	0	0	100.00	0.00	0	0.00
2	E-Voting		184903740	168194636	16709104	76.60	168194636	16709104	90.96	9.04	0	0.00
	Poll		0	0	0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0	0	0.00	0	0	0.00	0.00	0	0.00
	Total	241402423	184903740	168194636	16709104	76.60	168194636	16709104	90.96	9.04	0	0.00
3	E-Voting		212920	211853	1067	0.12	211853	1067	99.50	0.50	0	0.00
	Poll		262250	262250	0	0.15	262250	0	100.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0	0	0.00	0	0	0.00	0.00	0	0.00
	Total	175375817	475170	474103	1067	0.27	474103	1067	99.78	0.22	0	0.00
Total	E-Voting		656124580	639414409	16710171	73.91	639414409	16710171	97.45	2.55	0	0.00
	Poll		262250	262250	0	0.03	262250	0	100.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0	0	0.00	0	0	0.00	0.00	0	0.00
	Total	887786160	656386830	639676659	16710171	73.94	639676659	16710171	97.45	2.55	0	0.00





TITAN COMPANY LIMITED

Resolution (5)

Resolution required: (Ordinary / Special)

Whether promoter/ promoter group are interested in the agenda/ resolution?

Ordinary  
No

Appointment of Mr. Atulya Misra as a Director.

Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100	Invalid Votes	% of Votes invalid on votes polled [9]=([8]/[2])*100
		[1]	[2]		[4]	[5]			[8]	
1	E-Voting		471007920	100.00	471007920	0	100.00	0.00	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	Total	471007920	471007920	100.00	471007920	0	100.00	0.00	0	0.00
2	E-Voting		184903740	76.60	173252733	11651007	93.70	6.30	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	Total	241402423	184903740	76.60	173252733	11651007	93.70	6.30	0	0.00
3	E-Voting		210911	0.12	207809	3102	98.53	1.47	0	0.00
	Poll		262250	0.15	262250	0	100.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	Total	175375817	473161	0.27	470059	3102	99.34	0.66	0	0.00
Total	E-Voting		656122571	73.91	644468462	11654109	98.22	1.78	0	0.00
	Poll		262250	0.03	262250	0	100.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	Total	887786160	656384821	73.94	644730712	11654109	98.22	1.78	0	0.00





TITAN COMPANY LIMITED

Resolution (6)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Appointment of Branch Auditors.										
Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares $\frac{[3]}{[1]} \times 100$	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled $\frac{[6]}{[2]} \times 100$	% of Votes against on votes polled $\frac{[7]}{[2]} \times 100$	Invalid Votes	% of Votes invalid on votes polled $\frac{[9]}{[2]} \times 100$
		[1]	[2]	$\frac{[3]}{[1]} \times 100$	[4]	[5]	$\frac{[6]}{[2]} \times 100$	$\frac{[7]}{[2]} \times 100$	[8]	$\frac{[9]}{[2]} \times 100$
1	E-Voting		471007920	100.00	471007920	0	100.00	0.00	0	0.00
	Poll			0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)			0.00	0	0	0.00	0.00	0	0.00
	Total	471007920	471007920	100.00	471007920	0	100.00	0.00	0	0.00
2	E-Voting		184903740	76.60	184775340	128400	99.93	0.07	0	0.00
	Poll			0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)			0.00	0	0	0.00	0.00	0	0.00
	Total	241402423	184903740	76.60	184775340	128400	99.93	0.07	0	0.00
3	E-Voting		216071	0.12	209427	6644	96.93	3.07	0	0.00
	Poll			0.15	262250	0	100.00	0.00	0	0.00
	Postal Ballot (if applicable)			0.00	0	0	0.00	0.00	0	0.00
	Total	175375817	478321	0.27	471677	6644	98.61	1.39	0	0.00
Total	E-Voting		656127731	73.91	655992687	135044	99.98	0.02	0	0.00
	Poll			0.03	262250	0	100.00	0.00	0	0.00
	Postal Ballot (if applicable)			0.00	0	0	0.00	0.00	0	0.00
	Total	887786160	656389981	73.94	656254937	135044	99.98	0.02	0	0.00





**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,  
Chairman  
Titan Company Limited  
3, SIPCOT Industrial Complex  
Hosur, Tamil Nadu-635126

Sir,

Sub: Consolidated Scrutinizer's Report on remote E-Voting conducted pursuant to the provision of Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies (Management and Administration) Rules, 2014, and voting at the 33<sup>rd</sup> Annual General Meeting (AGM) of Titan Company Limited held on Thursday, 3<sup>rd</sup> August 2017 at 3.00 p.m at SIPCOT Industrial Complex, Hosur 635126, Tamil Nadu

I, CS Pramod S M, Partner of M/s. BMP & Co. LLP, Company Secretaries, Bangalore, was appointed as Scrutinizer by the Board of Directors of Titan Company Limited pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (xi) of the Companies (Management and Administration) Rules, 2014 to conduct the remote e-voting process and voting at the Annual General Meeting of "TITAN COMPANY LIMITED" held on Thursday, 3<sup>rd</sup> August , 2017 at 3.00 P.M. at SIPCOT Industrial Complex, Hosur 635126 , Tamil Nadu.

We submit our report as under:

The votes were unblocked on 3<sup>rd</sup> August 2017 at 4.29 p.m. in the presence of two witnesses, viz., Ms. Shubhada Bhat currently residing at Sumukha Enclave, GF-9, II Main, 5<sup>th</sup> Cross, BEML 5th Stage, Bangalore - 560098 and Ms. Varshitha Naik currently residing at No. 108, 8<sup>th</sup> Cross, Concord Layout, Rajajrajeshwarinagar, Bangalore-560059 who are not in employment of the Company.



1. **RESOLUTION NO. 1 - As an ordinary resolution - To receive, consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Auditors thereon.**

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

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	762	65,16,67,102	99.96
Voting at the meeting	6	2,62,250	0.04
<b>Total</b>	<b>768</b>	<b>65,19,29,352</b>	<b>100</b>

- (ii) Voted "*against*" the resolution

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	0	0	0
Voting at the meeting	0	0	0

Total	780	65,63,90,963	100
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(ii) Voted "against" the resolution

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	1	23	0
Voting at the meeting	0	0	0
Total	1	23	0

(iii) Invalid Votes:

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	0	0	0
Voting at the meeting	0	0	0
Total	0	0	0



(iii) *Invalid Votes:*

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	0	0	0
Voting at the meeting	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

4. RESOLUTION NO. 4: As an ordinary resolution - Appointment of BSR & Co. LLP, Chartered Accountants as Statutory Auditors of the Company

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

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	762	65,61,28,066	99.96
Voting at the meeting	6	2,62,250	0.04
<b>Total</b>	<b>768</b>	<b>65,63,90,316</b>	<b>100</b>





	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	692	64,44,68,462	98.18
Voting at the meeting	6	2,62,250	0.04
<b>Total</b>	<b>698</b>	<b>64,47,30,712</b>	<b>98.22</b>

(ii) Voted "against" the resolution:

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	72	1,16,54,109	1.78
Voting at the meeting	0	0	0
<b>Total</b>	<b>72</b>	<b>1,16,54,109</b>	<b>1.78</b>

(iii) Invalid Votes:

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast

(iii) *Invalid Votes:*

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	0	0	0
Voting at the meeting	0	0	0
Total	0	0	0

The Register, all other papers and relevant records relating to remote e-voting and voting at the meeting shall remain in our safe custody until the chairman considers, approves and signs the minutes and thereafter the same would be handed over to the Company Secretary of the Company for the safe keeping.

Based on the above information, you may kindly announce the results.

Thanking You,  
Yours faithfully

  
CS Pramod S M,  
BMP & Co, LLP  
Company Secretaries



Place: Bangalore

Dated: August 3<sup>rd</sup>, 2017