



TITAN COMPANY LIMITED
Registered Office: No. 3, SIPCOT Industrial Complex, Hosur - 635 126, India
Corporate Office: Integrity, #193, Veerasandra, Electronics City P.O.,
 Off Hosur Main Road, Bengaluru - 560 100, India
Corporate Identity Number (CIN): L74999TZ1984PLC001456; **Tel: +91 80 6704 7000**
E-mail: investor@titan.co.in; **Website:** www.titancompany.in
 A **TATA** Enterprise

POSTAL BALLOT NOTICE AND E-VOTING INTIMATION TO MEMBERS

Notice is hereby given that Titan Company Limited ("Company") is seeking approval of its Members on the following resolutions through Postal Ballot:

Sl. No.	Type of Resolution	Description of Resolutions
1.	Ordinary Resolution	Appointment of Ms. Mariam Pallavi Baldev, IAS (DIN: 09281201) as a Director
2.	Special Resolution	Approval of 'Titan Company Limited Performance Based Stock Unit Scheme, 2023' ("Scheme 2023") for Grant of Performance Based Stock Units to the Eligible Employees of Titan Company Limited under Scheme 2023
3.	Special Resolution	Approval of 'Titan Company Limited Performance Based Stock Unit Scheme, 2023' ("Scheme 2023") for Grant of Performance Based Stock Units to the Eligible Employees of Subsidiary Company(ies) of Titan Company Limited under Scheme 2023
4.	Special Resolution	Authorization for Secondary Acquisition of Equity Shares of Titan Company Limited by Titan Employee Stock Option Trust for implementation of 'Titan Company Limited Performance Based Stock Unit Scheme, 2023' and providing financial assistance in this regard

The Notice will also be placed on the website of the Company at www.titancompany.in and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively.

In compliance with provisions of Section 108 and Section 110 of the Companies Act, 2013 ("the Act"), read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 ("the Rules") read with the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 10/2021 dated 23rd June 2021, 03/2022 dated 5th May 2022, 11/2022 dated 28th December 2022 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "the MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), the Company is providing remote e-voting facility to all its Members to enable them to cast their votes electronically on all the Resolutions set forth in the Notice instead of submitting the physical Postal Ballot form. The Company has on 16th February 2023, completed dispatch of the Postal Ballot Notice dated 10th February 2023 seeking approval of the Members of the Company by e-mail only to the Members whose name appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose e-mail address are available with the Company as on Friday, 10th February 2023 ("cut-off date"). The voting rights shall also be reckoned on the paid-up value of shares registered in the name(s) of the Members as on the cut-off date. Accordingly, physical copy of the Notice along with the Postal Ballot forms and pre-paid business envelope have not been sent to the Members for this Postal Ballot.

The Company has engaged the services of NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically and in a secure manner. The remote e-voting period shall commence on **Monday, 20th February 2023, at 9.00 a.m. (IST)** and end on **Tuesday, 21st March 2023, at 5:00 p.m. (IST)**. The remote e-voting facility shall be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time. Members are requested to record their Assent (For) or Dissent (Against) through the remote e-voting process not later than 5:00 p.m. IST on Tuesday, 21st March 2023. Members of the Company holding shares either in physical or in electronic form as on the cut-off date shall cast their vote electronically. Once the vote on the resolutions are cast by the Member, the Member shall not be allowed to change it subsequently.

Members whose e-mail address is not registered/updated with the Company/Depositories/RTA may register/update their e-mail addresses on or before **05:00 p.m. (IST) on Friday, 24th February 2023**, to receive the Postal Ballot Notice. Detailed instructions regarding manner of registration of e-mail address is provided in the Postal Ballot Notice. Members are requested to refer to the Postal Ballot Notice for more details/information on the same.

The Board of Directors has appointed Mr. Pradeep B. Kulkarni, Practising Company Secretary, (FCS 7260; CP 7835) or in his absence Ms. Devika Sathyanarayana, (FCS No. 11323; CP No. 17024) as the Scrutinizer for conducting the Postal Ballot only through the remote e-voting process and for scrutinizing the votes cast therein, in a fair and transparent manner.

The results of the voting conducted through Postal Ballot (through the remote e-voting process) along with the Scrutinizer's Report will be announced by the Chairman of the Company or by the Company Secretary, authorised by the Chairman in writing, on or before 5.00 p.m. (IST) on Thursday, 23rd March 2023.

The said results along with the Scrutinizer's Report would be intimated to BSE and NSE, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website at www.titancompany.in and on the website of NSDL at <http://www.evoting.nsdl.com> and shall be made available on the respective websites of BSE and NSE. Additionally, the results will also be placed on the notice board at the Registered Office of the Company.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on Toll Free Nos.: 022-4886 7000 or 022 - 2499 7000 or send a request to Ms. Prajakta Pawle - NSDL at evoting@nsdl.co.in

By Order of the Board of Directors
For TITAN COMPANY LIMITED

Date: 17th February 2023
 Place: Bengaluru

Dinesh Shetty
 General Counsel & Company Secretary

