



SEC 73 /2023-24

1st August 2023

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 (“SEBI Listing Regulations”) – Proceedings and details of voting results of the 39th Annual General Meeting (AGM) respectively

The 39th AGM of the Company was held on Tuesday, 1st August 2023 at 2.30 p.m. (IST) through two-way Video Conferencing (VC) to transact the business as stated in the Notice dated 3rd May 2023, convening the AGM.

Based on the report of the Scrutinizer, all the resolutions as set out in the Notice of the 39th AGM have been duly approved by the shareholders with the requisite majority.

In this regard, please find enclosed the following:

1. Summary of Proceedings of the 39th AGM of the Company as required under Regulation 30 read with Para A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) as **Annexure A.**
2. Disclosure of the Voting Results of the businesses transacted at the AGM as required under Regulation 44(3) of the SEBI LODR as **Annexure B.**
3. Report of the Scrutinizer dated 1st August 2023, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as **Annexure C.**

The AGM concluded at 4:44 p.m. (IST)

Titan Company Limited

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The Voting Results and the Scrutinizers Report are made available on the website of the Company at www.titancompany.in.

This is for your information and records.

Yours truly,
For **TITAN COMPANY LIMITED**

Dinesh Shetty
General Counsel & Company Secretary

Encl. As stated

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Annexure A

Summary of proceedings of the 39th Annual General Meeting

The 39th Annual General Meeting ('AGM' or 'Meeting') of the Members of Titan Company Limited ('the Company') was held on Tuesday, 1st August 2023 at 2:30 p.m. (IST) via two-way Video Conferencing ('VC'). The Company, while conducting the Meeting, adhered to the Circulars issued by the Ministry of Corporate Affairs ('MCA'), the Securities and Exchange Board of India ('SEBI').

The Company Secretary welcomed the Members to the Meeting and briefed them on certain points relating to the participation at the Meeting through VC.

Mr. S Krishnan, Chairman of the Company chaired the AGM. The requisite quorum being present, the Chairman called the Meeting to order. The Registers as required under the Companies Act, 2013 and other relevant documents mentioned in the Notice were available for inspection. Since there was no physical attendance of Members and in compliance with the Circulars issued by MCA and SEBI, the requirement of appointing proxies was not applicable, except for the authorized representatives of corporate shareholders.

All the Directors attended the Meeting on video conference from their respective locations including Mr. N N Tata, Vice-Chairman – Non-Executive Director; Mr. Ashwani Puri, Chairman of the Board Audit Committee, Mr. B Santhanam, Chairman of the Board Stakeholders Relationship Committee and the Board Nomination and Remuneration Committee; Mr. Sandeep Singhal, Chairman of the Risk Management Committee; Mr. Pradyumna Vyas, Chairman of the Board Corporate Social Responsibility Committee and Board Ethics Committee, Dr. Mohanasankar S and Ms. Sindhu Gangadharan, Independent Directors, and Ms. Jayashree Muralidharan, Non-Executive Director; Ms. Mariam Pallavi Baldev, Non-Executive Director. Further, Mr. C K Venkataraman, Managing Director; Mr. Bhaskar Bhat, Non-Executive Director; Mr. Ashok Sonthalia, Chief Financial Officer and Mr. Dinesh Shetty, General Counsel & Company Secretary attended the Meeting from a common location at Bengaluru. The Senior Leadership Team of the Company was also present through VC.

The representatives of B S R & Co. LLP, Statutory Auditors, and V Sreedharan and Associates, Secretarial Auditors and Scrutinizers, were also present at the Meeting through VC.

With the consent of the Members, the Notice of the Meeting was taken as read. The Members were informed that the Statutory Auditors' Report and Secretarial Audit Report did not have any qualifications and hence, pursuant to Section 145 of the Companies Act, 2013, the same were not required to be read.

The Company Secretary informed the Members that the Company had provided its Members the facility to cast their vote electronically through the National Securities Depository Limited ('NSDL') system before the Meeting. He further informed that the remote e-voting facility was also made available during the AGM for the benefit of Members who were present during the Meeting and had not cast their votes earlier through remote e-voting. He further informed that the



Board of Directors had appointed V Sreedharan and Associates as the Scrutinizer to supervise the remote e-voting and e-voting at the AGM.

The following items of businesses, as per the Notice of AGM dated 3rd May 2023, were transacted at the meeting through remote e-voting:

Item No.	Details of the Agenda	Resolution required
1.	To receive, consider and adopt the Audited Standalone Financial Statements for the financial year ended 31 st March 2023, together with the Reports of the Board of Directors and Auditors thereon.	Ordinary
2.	To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31 st March 2023, together with the Report of the Auditors thereon.	Ordinary
3.	To declare dividend on equity shares for the financial year ended 31 st March 2023.	Ordinary
4.	To appoint a Director in place of Mr. Bhaskar Bhat (DIN: 00148778), who retires by rotation and, being eligible, offers himself for re-appointment up to and inclusive of 28 th August 2024.	Ordinary
5.	Re-appointment of Mr. B Santhanam (DIN: 00494806) as an Independent Director.	Special
6.	Material Related Party Transaction(s) between Titan Company Limited and Titan Global Retail LLC, Dubai.	Ordinary
7.	Appointment of Branch Auditors.	Ordinary

The Chairman then invited the Members to express their views, offer their comments, make observations and seek clarifications, if any, on the operations and financial performance of the Company and on the resolutions set out in the Notice. The Members who had been listed as speaker shareholders out of the list of Members requested to register as speaker shareholders were given an opportunity to speak and the Managing Director and Chief Financial Officer appropriately responded to the queries raised by them.

The Chairman authorized Mr. Dinesh Shetty, General Counsel & Company Secretary to carry out the voting procedure and conclude the Meeting. He also authorized the Company Secretary to accept and countersign the Scrutinizer's Report and declare the consolidated voting results. He informed the Members that the combined results of the remote e-voting before as well as remote e-voting during the AGM would be announced within the stipulated time frame and the results along with the Scrutinizer's Report would be intimated to the Stock Exchanges in terms of the SEBI LODR and would be placed on the websites of the Company and NSDL.

The Chairman then thanked the Members for their continued support and for attending and participating in the Meeting. He also thanked the Directors for joining the Meeting virtually.



The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote. Upon completion of the e-voting process the Meeting was declared as closed.

The Scrutinizer's Report was received on Tuesday, 1st August 2023 and, as set out therein, all the Resolutions have been passed with the requisite majority.

Yours truly,

For TITAN COMPANY LIMITED

DINESH

SHIVANNA

SHETTY

Digitally signed by
DINESH SHIVANNA
SHETTY
Date: 2023.08.01
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Dinesh Shetty

General Counsel & Company Secretary



Annexure B

A) DETAILS OF THE PROCEEDINGS OF THE MEETING		
Sr. No.	Particulars	Details
1.	Date of the AGM	Annual General Meeting – 1 st August 2023
2.	Total number of shareholders as on record date	7,25,010 on 25 th July 2023
3.	No. of shareholders present in the meeting either in person or through proxy: - Promoters & Promoter Group - Public	No arrangement for a physical meeting or appointment of proxy was made as the AGM was held through VC/OAVM.
4.	No. of shareholders attended the meeting through VC/OAVM (other than webcast) - Promoter and Promoter Group - Public	6 115

B) RESULTS OF THE MEETING				
Sr. No	Agenda	Resolution required (Ordinary/Special)	Mode of Voting	Remarks
1.	To receive, consider and adopt the Audited Standalone Financial Statements for the financial year ended 31 st March 2023, together with the Reports of the Board of Directors and Auditors thereon.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
2.	To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31 st March 2023, together with the Report of the Auditors thereon.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
3.	Declaration of dividend on equity shares for the financial year ended 31 st March 2023.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority



4.	To appoint a Director in place of Mr. Bhaskar Bhat (DIN: 00148778), who retires by rotation and, being eligible, offers himself for re-appointment up to an inclusive of 28 th August 2024.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
5.	Re-appointment of Mr. B Santhanam (DIN: 00494806) as an Independent Director.	Special	Remote e-voting and e-voting at AGM	Passed with requisite majority
6.	Material Related Party Transaction(s) between Titan Company Limited and Titan Global Retail LLC, Dubai.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
7.	Appointment of Branch Auditors.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority

Yours truly,
For **TITAN COMPANY LIMITED**

DINESH
SHIVANNA
SHETTY

Digitally signed by
DINESH SHIVANNA
SHETTY
Date: 2023.08.01
22:24:21 +05'30'

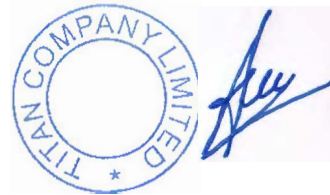
Dinesh Shetty
General Counsel & Company Secretary



Titan Company Limited								
Resolution Required : (Ordinary)			1 - "RESOLVED THAT the audited Financial Statements of the Company together with the Reports of the Board of Directors and the Auditors Report for the year ended 31st March, 2023 be are hereby approved and adopted."					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	469601920	469601920	100.0000	469601920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		469601920	100.0000	469601920	0	100.0000	0.0000
Public Institutions	E-Voting	258541632	208823692	80.7699	208785720	37972	99.9818	0.0182
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		208823692	80.7699	208785720	37972	99.9818	0.0182
Public Non Institutions	E-Voting	159642608	50334387	31.5294	50330347	4040	99.9920	0.0080
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		50334387	31.5294	50330347	4040	99.9920	0.0080
Total		887786160	728759999	82.0873	728717987	42012	99.9942	0.0058

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Resolution Required : (Ordinary)			2 - "RESOLVED THAT the audited Consolidated Financial Statement of the Company together with the Report of the Auditors thereon for the year ended 31st March, 2023 be are hereby approved and adopted."					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	469601920	469601920	100.0000	469601920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		469601920	100.0000	469601920	0	100.0000	0.0000
Public Institutions	E-Voting	258541632	208823692	80.7699	208785720	37972	99.9818	0.0182
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		208823692	80.7699	208785720	37972	99.9818	0.0182
Public Non Institutions	E-Voting	159642608	50331622	31.5277	50326610	5012	99.9900	0.0100
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		50331622	31.5277	50326610	5012	99.9900	0.0100
Total		887786160	728757234	82.0870	728714250	42984	99.9941	0.0059

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Resolution Required : (Ordinary)			3 - "RESOLVED THAT THE dividend at the rate of Rs. 10.00 (Ten rupees) for equity share of Rs. 1 each (Rupees one) recommended by the Board of Directors of the Company at its meeting held on 3rd May 2023, be and hereby confirmed as dividend for the Financial Year ended 31st March 2023."					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	469601920	469601920	100.0000	469601920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		469601920	100.0000	469601920	0	100.0000	0.0000
Public Institutions	E-Voting	258541632	216280229	83.6539	216280229	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		216280229	83.6539	216280229	0	100.0000	0.0000
Public Non Institutions	E-Voting	159642608	50331625	31.5277	50327507	4118	99.9918	0.0082
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		50331625	31.5277	50327507	4118	99.9918	0.0082
Total		887786160	736213774	82.9269	736209656	4118	99.9994	0.0006

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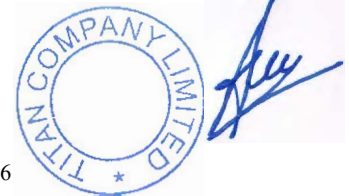




Titan Company Limited								
Resolution Required : (Ordinary)			4 - "RESOLVED THAT Mr. Bhaskar Bhat (DIN: 00148778), who retires by rotation, be and is hereby appointed as a Director of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	469601920	469601920	100.0000	469601920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		469601920	100.0000	469601920	0	100.0000	0.0000
Public Institutions	E-Voting	258541632	216056378	83.5673	193197711	22858667	89.4200	10.5800
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		216056378	83.5673	193197711	22858667	89.4200	10.5800
Public Non Institutions	E-Voting	159642608	50331419	31.5276	50327934	3485	99.9931	0.0069
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		50331419	31.5276	50327934	3485	99.9931	0.0069
Total		887786160	735989717	82.9017	713127565	22862152	96.8937	3.1063

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Resolution Required : (Special)			5 - Re-appointment of Mr. B Santhanam as an Independent Director.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	469601920	469601920	100.0000	469601920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		469601920	100.0000	469601920	0	100.0000	0.0000
Public Institutions	E-Voting	258541632	216056378	83.5673	210225858	5830520	97.3014	2.6986
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		216056378	83.5673	210225858	5830520	97.3014	2.6986
Public Non Institutions	E-Voting	159642608	50331410	31.5276	50324868	6542	99.9870	0.0130
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		50331410	31.5276	50324868	6542	99.9870	0.0130
Total		887786160	735989708	82.9017	730152646	5837062	99.2069	0.7931

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Titan Company Limited								
Resolution Required : (Ordinary)			6 - Material Related Party Transaction(s) between Titan Company Limited and Titan Global Retail LLC, Dubai.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	469601920	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	258541632	216085763	83.5787	216085763	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		216085763	83.5787	216085763	0	100.0000	0.0000
Public Non Institutions	E-Voting	159642608	50331396	31.5275	50325736	5660	99.9888	0.0112
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		50331396	31.5275	50325736	5660	99.9888	0.0112
Total		887786160	266417159	30.0092	266411499	5660	99.9979	0.0021

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Resolution Required : (Ordinary)			7 - Appointment of Branch Auditors.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	469601920	469601920	100.0000	469601920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		469601920	100.0000	469601920	0	100.0000	0.0000
Public Institutions	E-Voting	258541632	215870676	83.4955	215835441	35235	99.9837	0.0163
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		215870676	83.4955	215835441	35235	99.9837	0.0163
Public Non Institutions	E-Voting	159642608	50331601	31.5277	50326230	5371	99.9893	0.0107
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		50331601	31.5277	50326230	5371	99.9893	0.0107
Total		887786160	735804197	82.8808	735763591	40606	99.9945	0.0055

Titan Company Limited
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 Registered Office 3, Sipcot Industrial Complex Hosur 635 126 TN India. Tel-91 4344 664 199 Fax 91 4344 276037, CIN: L74999TZ1984PLC001456
www.titancompany.in

A TATA Enterprise





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-Ninth Annual General Meeting (AGM) of the Equity Shareholders of “Titan Company Limited” held on Tuesday, August 01, 2023, at 2:30 PM IST through Video Conferencing (VC).

Sir,

I, Devika Sathyanarayana, 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.

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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-Ninth Annual General Meeting of the Equity Shareholders dated May 03, 2023. 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 Friday, July 28, 2023, up to 5.00 PM IST on Monday, July 31, 2023.

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, SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023.

2. The voting rights were reckoned as on Tuesday, July 25, 2023, 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 August 01, 2023, at 4.44 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:

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Ordinary Business

a) RESOLUTION 1

To receive, consider and adopt the Audited Standalone Financial Statements for the financial year ended 31st March 2023, 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
8,561	72,87,17,987	99.99

(ii) Voted **against** the resolution

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
16	42,012	0.01

(iii) Invalid Votes - NIL

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b) RESOLUTION 2

To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31st March 2023, 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
8,540	72,87,14,250	99.99

(ii) Voted **against** the resolution

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
20	42,984	0.01

(iii) Invalid Votes - NIL

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c) **RESOLUTION 3**

To declare dividend on equity shares for the financial year ended 31st March 2023.

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

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
8,549	73,62,09,656	100

(ii) **Voted against the resolution**

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
19	4,118	0

(iii) **Invalid Votes - NIL**

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d) **RESOLUTION 4**

To appoint a director in place of Mr. Bhaskar Bhat (DIN: 00148778), who retires by rotation and being eligible, offers himself for re-appointment upto and inclusive of 28th August 2024.

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

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
8,267	71,31,27,565	96.89

(ii) **Voted against** the resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
301	2,28,62,152	3.11

(iii) **Invalid Votes - NIL**

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SPECIAL BUSINESS

e) RESOLUTION 5

Re-appointment of Mr. B Santhanam (DIN: 00494806), as an Independent Director - **Special Resolution**

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

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
8,417	73,01,52,646	99.21

(ii) Voted **against** the resolution

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
141	58,37,062	0.79

(iii) **Invalid Votes - NIL**

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f) RESOLUTION 6

Material Related Party Transaction(s) between Titan Company Limited and Titan Global Retail LLC, Dubai - **Ordinary Resolution**

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

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
8,502	26,64,11,499	100

(ii) Voted **against** the resolution

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
37	5,660	0

(iii) **Invalid Votes - NIL**

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g) RESOLUTION 7

Appointment of Branch Auditors - Ordinary Resolution

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

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
8,517	73,57,63,591	99.99

(ii) Voted **against** the resolution

Number of Members voted	Number of votes cast by them	% Of Total Number of valid votes cast
26	40,606	0.01

(iii) **Invalid Votes - NIL**

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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

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(Devika Sathyanarayana)

Partner

FCS 11323; CP No.17204

Date: August 01, 2023

Place: Bengaluru

UDIN: F011323E000720451

Peer Review Certificate No. 589/2019