



SEC 90 / 2022-23

22nd March 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: Voting Results of Postal Ballot through remote e-voting

This is to inform that pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company conducted the Postal Ballot through remote e-voting process, seeking approval of the Members for the resolutions as set out in the Notice of Postal Ballot ('Notice') dated 10th February 2023.

The remote e-voting commenced on Monday, 20th February 2023, at 9.00 a.m. (IST) and concluded on Tuesday, 21st March 2023, at 5.00 p.m. (IST). Based on the report of the Scrutinizer, all the resolutions as set in the Notice have been duly approved by the Members of the Company with requisite majority. The resolutions are deemed to have been passed on 21st March 2023, the last date specified for receipt of votes through remote e-voting process.

Voting Results of Postal Ballot Activity through remote e-Voting

Date of Notice of Postal Ballot	10 th February 2023
Record Date	10 th February 2023
Total Number of shareholders as on record date	7,57,274
No. of shareholders present in the meeting either in person or through proxy: a) Promoters and Promoter group b) Public	Not applicable (Resolutions passed through Postal Ballot)
No. of shareholders attended the meeting through video conferencing: a) Promoters and Promoter group b) Public	Not applicable (Resolutions passed through Postal Ballot)

Titan Company Limited

‘INTEGRITY’ #193 Veerasandra Electronics City P.O. Off Hosur Main Road, Bangalore 560100 India. Tel: 9180 6704 7000 Fax: 9180 6704 6262
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



Brief of resolutions as approved by the Members through Postal Ballot are given below:

Item No.	Resolutions	Type of Resolution
1	Appointment of Ms. Mariam Pallavi Baldev, IAS (DIN: 09281201) as a Director	Approved as an Ordinary Resolution
2	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	Approved as a Special Resolution
3	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	Approved as a Special Resolution
4	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	Approved as a Special Resolution

In this regard, please find enclosed the following:

1. In terms of Regulation 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of the Postal Ballot through remote e-voting on the aforesaid resolutions are enclosed in the prescribed format, as **Annexure – 1**.
2. The Scrutinizers' Report dated 21st March 2023, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, on the resolutions passed through Postal Ballot is enclosed as **Annexure -2**.

The Voting Results along with the Scrutinizer's Report are 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

Titan Company Limited

Resolution Required : (Ordinary)			1 - APPOINTMENT OF MS. MARIAM PALLAVI BALDEV, IAS (DIN: 09281201) AS A 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
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	255915104	211886105	82.7955	194256566	17629539	91.6797	8.3203
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		211886105	82.7955	194256566	17629539	91.6797	8.3203
Public Non Institutions	E-Voting	162269136	47474557	29.2567	47454253	20304	99.9572	0.0428
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		47474557	29.2567	47454253	20304	99.9572	0.0428
Total		887786160	728962582	82.1102	711312739	17649843	97.5788	2.4212



Titan Company Limited

Resolution Required : (Special)		2 - 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.						
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]	$[6]=\{[4]/[2]\}*100$
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	255915104	212053105	82.8607	154604176	57448929	72.9082	27.0918
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		212053105	82.8607	154604176	57448929	72.9082	27.0918
Public Non Institutions	E-Voting	162269136	47479853	29.2599	47452065	27788	99.9415	0.0585
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		47479853	29.2599	47452065	27788	99.9415	0.0585
Total		887786160	729134878	82.1296	671658161	57476717	92.1171	7.8829



Titan Company Limited

Resolution Required : (Special)		3 - 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.						
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]	$[6]=\{[4]/[2]\}*100$
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	255915104	212053105	82.8607	155201437	56851668	73.1899	26.8101
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		212053105	82.8607	155201437	56851668	73.1899	26.8101
Public Non Institutions	E-Voting	162269136	47475596	29.2573	47442090	33506	99.9294	0.0706
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		47475596	29.2573	47442090	33506	99.9294	0.0706
Total		887786160	729130621	82.1291	672245447	56885174	92.1982	7.8018



Titan Company Limited

Resolution Required : (Special)		4 - 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.						
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
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	255915104	212053105	82.8607	155032496	57020609	73.1102	26.8898
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		212053105	82.8607	155032496	57020609	73.1102	26.8898
Public Non Institutions	E-Voting	162269136	47475326	29.2572	47442629	32697	99.9311	0.0689
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		47475326	29.2572	47442629	32697	99.9311	0.0689
Total		887786160	729130351	82.1291	672077045	57053306	92.1752	7.8248



**SCRUTINIZER'S REPORT**

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Titan Company Limited
3 SIPCOT INDUSTRIAL COMPLEX
HOSUR-635126

Dear Sir,

1. The Board of Directors of the Company in the Board meeting held on February 02, 2023, appointed me as a Scrutinizer for scrutinizing the Postal Ballot through remote e-voting process.

2. I submit my report as under:

As per General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 in relation to "Clarification on passing of ordinary and special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), the Company has sent the Postal Ballot Notice dated February 10, 2023 on February 16, 2023 by email only to the members whose email ids were available with the Company / Registrar and Share Transfer Agent (RTA).

The Notice of Postal Ballot was sent to the members whose name(s) appeared on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on cut-off date i.e., Friday, February 10, 2023.

- 2.1 Particulars of votes cast through electronic means only have been entered in the register separately maintained for the purpose.
- 2.2 Since there was no voting by physical Postal Ballot form, the question of keeping them under my safe custody before commencing the scrutiny does not arise.
- 2.3 The votes cast through electronic means were unblocked on March 21, 2023, at 05.02 PM.
- 2.4 Votes cast through electronic means were scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company / list of beneficiaries as on Friday, February 10, 2023.
- 2.5 Votes cast through electronic means up to 5.00 PM on March 21, 2023, being the last time and date fixed by the Company for voting through electronic means were considered for my scrutiny.
- 2.6 Since the voting on Postal Ballot process was conducted only through e-voting, reporting on number of envelopes containing Postal Ballot form received after due date and up to the date of this report does not arise.
- 2.7 Since the voting on Postal Ballot process was conducted only through e-voting, reporting on number of envelopes containing Postal Ballot forms returned undelivered also does not arise.
- 2.8 Since the voting on Postal Ballot process was conducted only through e-voting, reporting on finding of defaced or mutilated ballot paper too does not arise.

3. A summary of votes cast through electronic means is given in **Annexure-I**.
4. I have emailed all the e-registers and records relating to e-voting for the safe custody to the Company Secretary.
5. You may accordingly declare the result of e-voting done by the members of the Company on the resolution mentioned in the Postal Ballot Notice dated February 10, 2023.

Thanking you,

For V SREEDHARAN & ASSOCIATES

PRADEEP
BHEEMSEN
KULKARNI

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PRADEEP BHEEMSEN
KULKARNI
Date: 2023.03.21 17:49:54
+05'30'

(Pradeep B Kulkarni)

Partner

FCS: 7260; CP No.7835

**Address: No. 291, 1st Floor, 10th Main Road
3rd Block, Jayanagar, Bengaluru-560011**

Place: Bengaluru

Date: March 21, 2023

UDIN: F007260D003302741

Peer Review Certificate No. 589/2019

Annexure I

Titan Company Limited

Regd. Office: 3 SIPCOT INDUSTRIAL COMPLEX HOSUR-635126

Summary of votes cast through electronic means for the resolutions mentioned in the Postal Ballot Notice dated February 10, 2023

1. APPOINTMENT OF MS. MARIAM PALLAVI BALDEV, IAS (DIN: 09281201) AS A DIRECTOR .

Ordinary Resolution

Particulars	E-Voting		% of total paid-up equity capital as on cut-off date (i.e., 10/02/2023) (887,786,160 Equity Shares)
	No. of members voted through e-voting system	No. of votes cast through e-voting system. (Equity Shares of Re. 1/- each)	
(a) Total e-votes received.	4,391	72,89,62,582	82.11
(b) Less: Invalid e-votes (as per register) (No. of Shares including cases where less votes cast and abstained from voting)	Nil	Nil	Nil
(c) Net valid e-votes (as per register)	4,391	72,89,62,582	82.11
(d) e-votes with assent for the Resolution as a percentage of net valid e-votes	4,041	71,13,12,739	97.58
(e) e-votes with dissent for the Resolution as a percentage of net valid e-votes	350	1,76,49,843	2.42

2. 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.

Special Resolution

Particulars	E-Voting		% of total paid-up equity capital as on cut-off date (i.e., 10/02/2023) (887,786,160 Equity Shares)
	No. of members voted through e-voting system	No. of votes cast through e-voting system. (Equity Shares of Re. 1/- each)	
(a) Total e-votes received	4,366	72,91,34,878	82.13
(b) Less: Invalid e-votes (as per register) (No. of Shares including cases where less votes cast and abstained from voting)	Nil	Nil	Nil
(c) Net valid e-votes (as per register) *	4,366	72,91,34,878	82.13
(d) e-votes with assent for the Resolution as a percentage of net valid e-votes	3,677	67,16,58,161	92.12
(e) e-votes with dissent for the Resolution as a percentage of net valid e-votes	689	5,74,76,717	7.88

PRADEEP
BHEEMSEN
KULKARNI

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BHEEMSEN KULKARNI
Date: 2023.03.21 18:24:00 +05'30'

3. 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.

Special Resolution

Particulars	E-Voting		% of total paid-up equity capital as on cut-off date (i.e., 10/02/2023) (887,786,160 Equity Shares)
	No. of members voted through e-voting system	No. of votes cast through e-voting system. (Equity Shares of Re. 1/- each)	
(a) Total e-votes received	4,360	72,91,30,621	82.13
(b) Less: Invalid e-votes (as per register) (No. of Shares including cases where less votes cast and abstained from voting)	Nil	Nil	Nil
(c) Net valid e-votes (as per register) *	4,360	72,91,30,621	82.13
(d) e-votes with assent for the Resolution as a percentage of net valid e-votes	3,639	67,22,45,447	92.20
(e) e-votes with dissent for the Resolution as a percentage of net valid e-votes	721	5,68,85,174	7.80

4. 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.

Special Resolution

Particulars	E-Voting		% of total paid-up % of total paid-up equity capital as on cut-off date (i.e., 10/02/2023) (887,786,160 Equity Shares)
	No. of members voted through e- voting system	No. of votes cast through e-voting system. (Equity Shares of Re. 1 /- each)	
(a) Total e-votes received	4,360	72,91,30,351	82.13
(b) *Less: Invalid e-votes (as per register) (No. of Shares including cases where less votes cast and abstained from voting)	Nil	Nil	Nil
(c) Net valid e-votes (as per register)	4,360	72,91,30,351	82.13
(d) e-votes with assent for the Resolution as a percentage of net valid e-votes	3,675	67,20,77,045	92.18
(e) e-votes with dissent for the Resolution as a percentage of net valid e-votes	685	5,70,53,306	7.82