

NOTICE

Notice is hereby given pursuant to Section 96 and 101 of the Companies Act, 2013 (the "Act") that the Thirty Fifth Annual General Meeting ("the Meeting" or "AGM") of TITAN COMPANY LIMITED ("the Company") will be held at the Registered Office of the Company at No.3, SIPCOT Industrial Complex, Hosur 635 126, Tamil Nadu, on Tuesday, 6th August 2019 at 2:30 P.M. to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March 2019 together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31st March 2019 together with the Report of the Auditors thereon.
3. To declare dividend on equity shares for the financial year ended 31st March 2019.
4. To appoint a Director in place of Mr. Harish Bhat (DIN: 00478198), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

5. **Appointment of Mr. N Muruganandam as a Director**
To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. N Muruganandam, IAS (DIN: 00540135) who was appointed as a Director by the Board of Directors with effect from 14th March 2019 and who holds office up to the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 (the "Act") read with Article 117 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. **Appointment of Mr. V Arun Roy as a Director**
To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. V Arun Roy, IAS (DIN: 01726117) who was appointed as a Director by

the Board of Directors with effect from 26th November 2018 and who holds office up to the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 (the "Act") read with Article 117 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

7. **Appointment of Mr. Pradyumna Vyas as an Independent Director**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Pradyumna Vyas, (DIN: 02359563) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 25th March 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (the "Act") read with Article 117 of the Articles of Association of the Company, but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), as amended from time to time, the appointment of Mr. Pradyumna Vyas, who meets the criteria for independence as provided in Section 149(6) of the Act read along with the rules framed thereunder, and Regulation 16(1)(b) of LODR Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years

commencing 25th March 2019 to 24th March 2024, be and is hereby approved.”

8. Re-appointment of Mrs. Hema Ravichandar as an Independent Director

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), as amended from time to time, Mrs. Hema Ravichandar (DIN: 00032929), who was appointed as an Independent Director at the Thirtieth Annual General Meeting of the Company and who holds office up to 31st July 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act read along with the rules framed thereunder and Regulation 16(1)(b) of LODR Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term with effect from 1st August 2019 upto 31st July 2020.”

9. Re-appointment of Mrs. Ireena Vittal as an Independent Director

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), as amended from time to time, Mrs. Ireena Vittal (DIN: 05195656), who was appointed as an Independent Director at the Thirtieth Annual General Meeting of the Company and who holds office up to 31st July 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of

LODR Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term with effect from 1st August 2019 upto 29th January 2023.”

10. Appointment of Branch Auditors

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder, as amended from time to time, the Board of Directors of the Company be and is hereby authorized to appoint Branch Auditors for any branch office of the Company, whether existing or which may be opened / acquired hereafter, outside India, in consultation with the Company’s Auditors, any person(s) qualified to act as Branch Auditors within the provisions of Section 143(8) of the Act and to fix their remuneration.”

11. Appointment of Dr. Mohanasankar Sivaprakasam as an Independent Director

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Dr. Mohanasankar Sivaprakasam, (DIN: 08497296) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 3rd July 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (the “Act”) read with Article 117 of the Articles of Association of the Company, but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), as amended from time to time, the appointment of

Dr. Mohanasankar Sivapraksam, who meets the criteria for independence as provided in Section 149(6) of the Act read along with the rules framed thereunder, and Regulation 16(1)(b) of LODR Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing 3rd July 2019 to 2nd July 2024, be and is hereby approved."

NOTES:

1. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 5 to 11 of the Notice, is annexed hereto. The relevant details pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/reappointment at this Annual General Meeting ("AGM") are also annexed.
2. **A Member of the Company entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company.** A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. A Proxy form is enclosed herewith. The form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than Forty Eight (48) hours before the commencement of the Meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.
3. **The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 31st July 2019 up to Tuesday, 6th August 2019 (both days inclusive).**
4. **Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):**
Pursuant to Sections 124 and 125 and other applicable provisions, if any, of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority

(Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), all unpaid or unclaimed dividends are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government, after completion of 7 (seven) years from the date of transfer to Unclaimed Dividend Account of the Company. Accordingly, all unclaimed / unpaid dividend remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, in relation to the Company have been transferred to the IEPF established by the Central Government. No claim shall be entertained against the Company for the amounts so transferred.

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account. The Company has sent notice to all the Members whose dividends are lying unpaid / unclaimed against their name for seven consecutive years or more. Necessary steps will be initiated by the Company to transfer shares held by the Members to IEPF as per applicable regulations. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF.

In the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules. Members who have not yet claimed their dividend for the financial year 2011-12 onwards are requested to lodge their claims with the Company's Registrar and Transfer Agent TSR Darashaw Limited (TSRD).

It may be noted that the unclaimed dividend for the financial year 2011-12 declared by the Company is due to be transferred to IEPF by September 2019. The same can, however, be claimed by the Members by 5th August 2019.

The Ministry of Corporate Affairs ('MCA') on 10th May 2012 notified the Investor Education and Protection Fund (Uploading of information regarding Unpaid and Unclaimed amount lying with Companies) Rules, 2012. In terms of the above Rules, the Company has uploaded the information in respect of the Unclaimed Dividends, as on the date of last AGM on the website of the IEPF viz. www.iepf.gov.in and under 'Investors' section on the website of the Company viz. www.titancompany.in.

5. Subject to the provisions of Section 126 of the Companies Act, 2013, dividend on equity shares as recommended by the Directors, if declared at the Meeting, **will be paid on or after 13th August 2019** to those Members whose names appear on the Register of Members of the Company as on 30th July 2019. In respect of shares held in electronic form, dividend will be paid to the beneficial holders as per the beneficiary list provided by the National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on 30th July 2019.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent, TSRDL to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to TSRDL.
7. To support the Green Initiative, Members who have not registered their e-mail addresses are requested to register the same with TSRDL/Depositories. This will assist the Company in redressing shareholders' grievances expeditiously.
8. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or TSRDL, for assistance in this regard.
- SEBI had vide Notification directed that transfer of securities can be carried out only in dematerialised form with effect from 1st April 2019, except in case of transmission or transposition of securities. In view of the above and to avail free transferability of shares and the benefits of dematerialisation, Members are requested to consider dematerialization of shares held by them in physical form. Members may note that, Transfer deed(s) once lodged prior to 1st April 2019 and returned due to deficiency in the document may be re-lodged even after the 1st April 2019 with the office of TSRDL., Mumbai or at their Branch Offices or at the Registered Office of the Company.
9. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or TSRDL, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
10. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. As per the provisions of Section 72 of the Companies Act, 2013 the facility for making nominations is available to the shareholders in respect of the equity shares held by them.
12. Members are requested to intimate to the Company, queries if any, regarding the accounts at least 10 days before the Annual General Meeting to enable the Management to keep the information ready at the Meeting. The queries may be addressed to: Company Secretary, Titan Company Limited, "Integrity" #193, Veerasandra, Electronics City P.O, Off Hosur Main Road, Bengaluru 560100. (E-mail: investor@titan.co.in) Members are requested to bring their copies of the Annual Report to the Meeting.
13. **For the convenience of Members, the Company will provide a coach service from Bengaluru on the day of the Meeting.**
- The coaches will leave for Hosur at 12.00 noon from the following four locations:**
- A. Jayanagar - Ashoka Pillar, 1st Block, Siddapura Police Station Road, Bengaluru - 560 011.
 - B. Rajajinagar - near ISKCON temple, Opp. Varasidhi Vinayaka Temple, Government School Grounds, Bengaluru - 560 010.
 - C. Golden Palm Station, near BRV theatre, Bengaluru - 560 001.
 - D. Near Krupanidhi College, Koramangala (Opposite Madivala Santhe) Bengaluru - 560034.
- For queries pertaining to pick up, shareholders may contact 080 – 6704 6646 on or after 2nd August 2019.**
14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their dematerialized account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account

Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their Depository Participants with whom they are maintaining their dematerialized accounts. Members holding shares in physical form can submit their PAN details to the Company.

16. Electronic copy of the Notice of the 35th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Notice of the 35th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
17. Members may note that the Notice of the 35th Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website www.titancompany.in to download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Hosur for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the shareholders may also send requests to the Company's investor E-mail id: investor@titan.co.in.
18. Shareholders may note that the bank details registered against their account in physical form will not be applicable to their electronic account and vice versa. The Company or TSRDL will not be in a position to act on any request received directly from the shareholders holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant of the shareholders.

It is in the interest of shareholders to register their bank details against their account and avail of facility being extended by the Company of receiving the credit of dividend directly to their bank account through electronic means. The facility is available at all bank branches who have registered themselves as participating banks with National Payment Corporation of India and have joined the Core Banking System.
19. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL), on all resolutions set forth in this Notice.
20. Shareholders may note that the share transfers, dividend payments and all other investor-related activities are attended to and processed at the office of the Registrar and Transfer Agents (RTA).
21. Mr. Vijayakrishna K T, Practicing Company Secretary (Membership No. FCS No: 1788), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
22. The facility for voting, either through electronic voting system or polling paper shall also be made available at the Meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.
23. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
24. **The Shareholders are informed that the Company will be providing a facility to view the live streaming of the AGM Webcast on the NSDL website. You may access the same at <https://www.evoting.nsdl.com> by using your remote e-voting credentials.**

In case of any queries, you may refer the Frequently Asked Questions (FAQs) and remote e-voting user manual for Shareholders available at downloads section of www.evoting.nsdl.com or call on toll free no 1800-222-990. In order to address any grievances relating to e-voting or Webcast, you may write to Ms. Pallavi Mhatre, Asst. Manager, National Securities Depository Limited, Trade World, A Wing, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 at the designated email id evoting@nsdl.co.in or mail to: pallavid@nsdl.co.in or at the following telephone no. 022 2499 4600.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Login to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can Login at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you Login to NSDL e-services after using your Login credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below:

a.	Members holding shares in demat account with NSDL:	8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
b.	Members holding shares in demat account with CDSL:	16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
c.	Members holding shares in Physical Form:	EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is _____ then user ID is 101456001***).

5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your

email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company, which is 110759.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for

which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail vijaykt@vjkt.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads sections of <https://www.evoting.nsd.com> or contact NSDL at the following toll free no.: 1800-222-990.

OTHER INSTRUCTIONS

- i. **The e-voting period commences on Friday, 2nd August 2019 (9.00 a.m. IST) and ends on Monday, 5th August 2019 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 30th July 2019, i.e. the cut-off date may cast their vote electronically. The e-voting module shall be**

disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.

- ii. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting either through remote e-voting or voting at the AGM through electronic voting system or poll paper.
- iii. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice and holding shares as of the cut-off date may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing user ID and password for casting their vote.
- iv. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- v. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.titancompany.in and on the website of NSDL www.evoting.nsd.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

By Order of the Board of Directors

Dinesh Shetty
General Counsel & Company Secretary

4th July 2019
Bengaluru
CIN: L74999TZ1984PLC001456

Registered Office:
No.3, SIPCOT Industrial Complex
Hosur 635 126, Tamil Nadu

EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to business mentioned under Item Nos. 5 to 10 of the accompanying Notice:

Item No.5

Tamilnadu Industrial Development Corporation Limited (TIDCO), the co-promoter of the Company has nominated Mr. N Muruganandam, IAS, Principal Secretary, Industries Department, Government of Tamil Nadu as a Nominee Director of TIDCO on the Board of the Company in place of Mr. K Gnanadesikan and accordingly was appointed as an Additional Director of the Company by the Board of Directors effective from 14th March 2019. As such, Mr. N Muruganandam holds office as Director up to the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director. Notice under Section 160 of the Act has been received from a Member indicating his intention to propose Mr. N Muruganandam for the office of Director at the forthcoming Annual General Meeting.

Further details of Mr. N Muruganandam have been given in the Annexure to this Notice.

The Board recommends the Resolution at Item No. 5 of this Notice for approval of the Members.

None of the Directors or Key Managerial Personnel or their respective relatives other than Mr. N Muruganandam is concerned or interested in the Resolution at Item No. 5 of the Notice.

Item No.6

Tamilnadu Industrial Development Corporation Limited (TIDCO), the co-promoter of the Company has nominated Mr. V Arun Roy, IAS, Additional Secretary, Industries Department, Government of Tamil Nadu as a Nominee Director of TIDCO on the Board of the Company and was appointed as an Additional Director of the Company by the Board of Directors effective from 26th November 2018. As such, Mr. V Arun Roy holds office as Director up to the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director. Notice under Section 160 of the Act has been received from a Member indicating his intention to propose Mr. V Arun Roy for the office of Director at the forthcoming Annual General Meeting.

Further details of Mr. V Arun Roy have been given in the Annexure to this Notice.

The Board recommends the Resolution at Item No. 6 of this Notice for approval of the Members.

None of the Directors or Key Managerial Personnel or their respective relatives other than Mr. V Arun Roy is concerned or interested in the Resolution at Item No. 6 of the Notice.

Item No.7

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Pradyumna Vyas as an Additional Director and also as an Independent Director on 25th March 2019.

The Company has also received declarations from Mr. Pradyumna Vyas that he meets the criteria of independence as prescribed under Section 149 of the Act and the LODR Regulations. In the opinion of the Board, Mr. Pradyumna Vyas meets the criteria

of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulations 16(1)(b), 17 and 17A of LODR Regulations. Mr. Vyas is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has consented to act as Independent Director of the Company.

Mr. Vyas acquired a Masters in Industrial Design from the Indian Institute of Technology, Bombay.

Mr. Vyas has more than 33 years of professional and teaching experience in different spheres of design. He had been associated with the National Institute of Design (NID) as a faculty in the Industrial Design discipline.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and Regulations 17 and 17A of the LODR Regulations, the appointment of Mr. Pradyumna Vyas as an Independent Director with effect from 25th March 2019 for a period of 5 consecutive years is now being placed before the Members for their approval.

In the opinion of the Board, he fulfills the conditions specified in the Act and the LODR Regulations for appointment as an Independent Director and is independent of the Management of the Company and he is not debarred from accessing the capital markets and/or restrained from holding position of directors in any listed company.

The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Further details of Mr. Pradyumna Vyas have been given in the Annexure to this Notice.

The Board recommends the Resolution at Item No. 7 of this Notice for approval of the Members.

None of the Directors or Key Managerial Personnel or their respective relatives other than Mr. Pradyumna Vyas is concerned or interested in the Resolution at Item No. 7 of the Notice.

Item No.8

Mrs. Hema Ravichandar was appointed as an Independent Director with effect from 1st August 2014 and her current term as Independent Director is set to expire on 31st July 2019. Mrs. Ravichandar meets the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulations 16(1)(b), 17 and 17A of the LODR Regulations.

The Board at its meeting held on 8th May 2019, based on the outcome of the performance evaluation exercise, recommendations of the Nomination and Remuneration Committee, background, experience and contributions made by Mrs. Hema Ravichandar during her tenure, specifically in the areas of leadership development and succession planning has approved the re-appointment for a second term commencing from 1st August 2019 upto 31st July 2020, subject to approval of shareholders of the Company. The Board of Directors state that the re-appointment of Mrs. Ravichandar would be in the interest of the Company and its Members.

Mrs. Ravichandar is an alumnus of the Indian Institute of Management, Ahmedabad and a Strategic HR Advisor with

over 30 years of industry experience advising several Indian and multinational corporations and is on the Board of several companies. Mrs. Hema Ravichandar until 2005 was the Senior Vice-President and Global Head of Human Resources for Infosys Technologies Limited. In this capacity she designed and drove the HR agenda for Infosys globally, as it scaled up from 250 employees in 1992 to 40,000 employees in 2005. Under her HR Leadership, Infosys won several 'Best Employer of the Year' awards in India and was placed in Top 100 rankings overseas.

Mrs. Hema Ravichandar is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has consented to continue to act as Independent Director of the Company. The Company has also received declarations from Mrs. Ravichandar that she meets the criteria of independence as prescribed under Section 149 of the Act and the LODR Regulations.

In the opinion of the Board, Mrs. Ravichandar meets the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulations 16(1)(b), 17 and 17A of the LODR Regulations. Details of Mrs. Ravichandar whose re-appointment as Independent Directors is proposed at Resolution No. 8 is provided in the Annexure to this Notice.

Other than Mrs. Hema Ravichandar and her relatives, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in Resolution at Item No.8, except to the extent of their shareholding, if any, in the Company.

The terms and conditions of her re-appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Hema Ravichandar as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolutions set out at Resolution No. 8 of the Notice for approval by the Members.

Item No.9

Mrs. Ireena Vittal was appointed as an Independent Director on 1st August 2014 and her current term as Independent Director is set to expire on 31st July 2019. Mrs. Vittal meets the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulations 16(1)(b), 17 and 17A of the LODR Regulations.

Mrs. Ireena Vittal is an independent strategic advisor, with significant knowledge in agriculture and urban development in India and emerging markets. Mrs. Ireena Vittal holds a B.Sc. in Electronics from Osmania University and a PGDM from IIM, Calcutta and has co-authored several studies relating to agriculture and urbanization. Mrs. Vittal who served as a Partner with McKinsey & Co., was a founding member of their economic development practice and the global emerging-markets practice.

The Board at its meeting held on 8th May 2019, based on the outcome of the performance evaluation exercise, recommendations of the Nomination and Remuneration Committee, background, experience and contributions made by Mrs. Ireena Vittal during her tenure, has approved the re-

appointment for a second term commencing from 1st August 2019 upto 29th January 2023 subject to approval of shareholders of the Company. The Board of Directors state that the re-appointment of Mrs. Ireena Vittal would be in the interest of the Company and its Members.

Mrs. Ireena Vittal is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has consented to act as Independent Directors of the Company. The Company has also received declarations from Mrs. Vittal that she meets the criteria of independence as prescribed under Section 149 of the Act and the LODR Regulations.

In the opinion of the Board, Mrs. Vittal meets the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulations 16(1)(b), 17 and 17A of the LODR Regulations. Details of Mrs. Vittal whose reappointment as Independent Directors is proposed at Resolution No. 9 is provided in the Annexure to this Notice.

Other than Mrs. Ireena Vittal and her relatives, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in Resolution at Item No.9, except to the extent of their shareholding, if any, in the Company.

The terms and conditions of her re-appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Ireena Vittal as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolutions set out at Resolution No. 9 of the Notice for approval by the Members.

Item No.10

The Company has branches outside India and may also open / acquire new branches outside India in future. It may be necessary to appoint branch auditors for carrying out the audit of the accounts of such branches. The Members are requested to authorize the Board of Directors of the Company to appoint branch auditors in consultation with the Company's Auditors and fix their remuneration.

The Board recommends the Resolution at Item No. 10 of this Notice for approval of the Members.

None of the Directors or Key Managerial Personnel (KMP) or their respective relatives are concerned or interested in the Resolution at Item No.10 of the Notice.

Item No. 11

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Dr. Mohanasankar Sivaprakasam as an Additional Director and also as an Independent Director on 3rd July 2019.

The Company has also received declarations from Dr. Mohanasankar Sivaprakasam that he meets the criteria of independence as prescribed under Section 149 of the Act and the LODR Regulations. In the opinion of the Board, Dr. Mohanasankar Sivaprakasam meets the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulations

16(1)(b), 17 and 17A of LODR Regulations. Dr. Sivaprakasam is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has consented to act as Independent Director of the Company.

Dr. Mohanasankar Sivaprakasam is currently the Associate Professor in the Department of Electrical Engineering and director in Healthcare Technology Innovation Centre, IIT Madras. He had acquired a Ph.D. in Electrical Engineering from University of California, M.S. in Electrical Engineering from North California State University and B. Tech in Instrumentation Engineering from Anna University, India. He has won the Indian National Academy of Engineering (INAE) Young Engineer Award and IITM's Institute R&D Early Career Award in the year 2015. His research interest lies in medical devices and diagnostics, biomedical instrumentation, affordable healthcare technologies, healthcare delivery models for resource constrained settings. He has published over 180 peer reviewed papers in leading journals and conferences.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and Regulations 17 and 17A of the LODR Regulations, the appointment of Dr. Mohanasankar Sivaprakasam as an Independent Director with effect from 3rd July 2019 for a period of 5 consecutive years is now being placed before the Members for their approval.

In the opinion of the Board, he fulfils the conditions specified in the Act and the LODR Regulations for appointment as an Independent Director and is independent of the Management of the Company and he is not debarred from accessing the capital

markets and/or restrained from holding position of directors in any listed company.

The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Further details of Dr. Mohanasankar Sivaprakasam have been given in the Annexure to this Notice.

The Board recommends the Resolution at Item No. 11 of this Notice for approval of the Members. None of the Directors or Key Managerial Personnel or their respective relatives other than Dr. Mohanasankar Sivaprakasam is concerned or interested in the Resolution at Item No. 11 of the Notice.

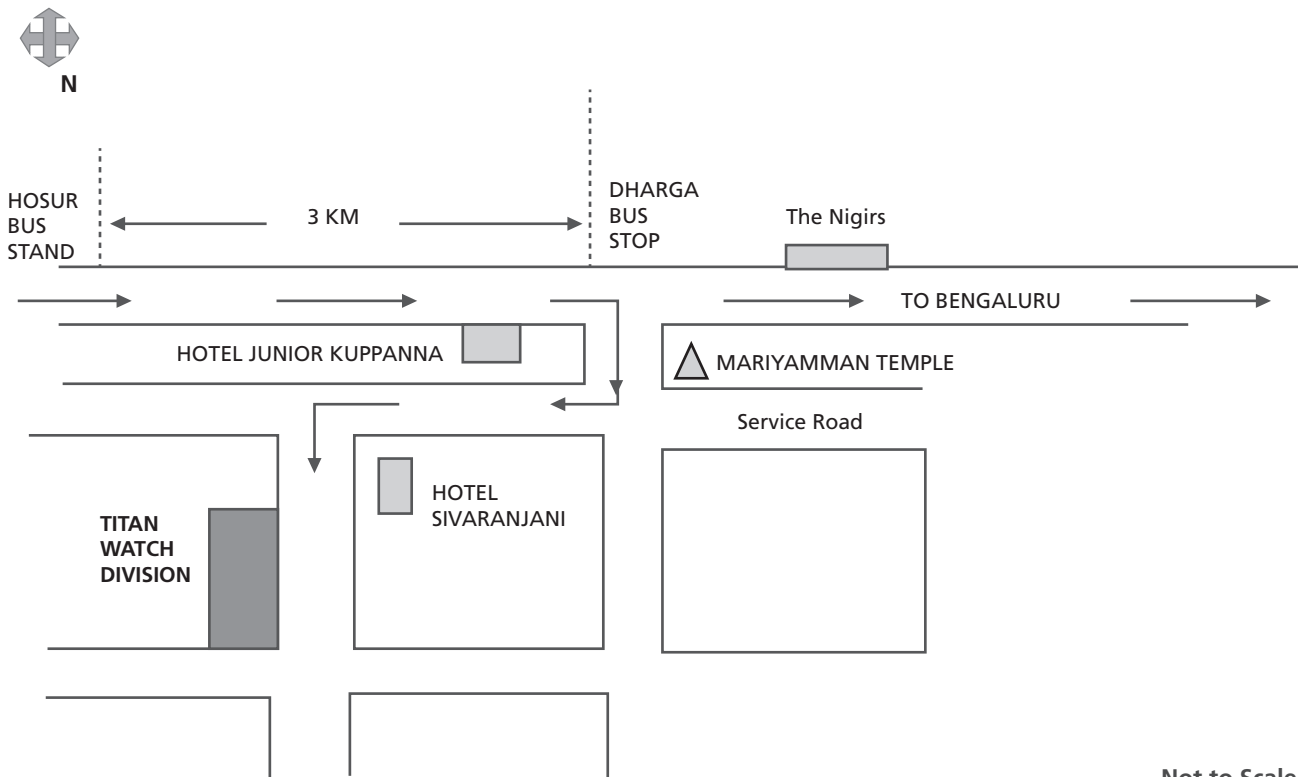
By Order of the Board of Directors

Dinesh Shetty
General Counsel & Company Secretary

4th July 2019
Bengaluru
CIN: L74999TZ1984PLC001456

Registered Office:
No.3, SIPCOT Industrial Complex
Hosur 635 126, Tamil Nadu

Route Map to the Venue of the 35th Annual General Meeting from Hosur Bus Stand



Not to Scale

ANNEXURE TO NOTICE

Details of Directors seeking appointment / re-appointment in forthcoming Annual General Meeting

(In pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of Director	Mr. Harish Bhat	Mr. N Muruganandam
Director Identification Number (DIN)	00478198	00540135
Date of Birth	08 th November 1962	23 rd December 1967
Age	57	52
Date of Appointment	20 th April 2015	14 th March 2019
Qualifications	Post Graduate Diploma in Management (PGDM) from the Indian Institute of Management, Ahmedabad and B.E. (Hons.) degree in Electrical and Electronics from Birla Institute of Technology and Science, Pilani.	B.E (Computer Science), M.B.A (IIM, Ahmedabad)
Expertise in specific functional areas	Mr. Harish Bhat is the Brand Custodian of Tata Sons. Mr. Harish Bhat has been with the Tata Group since 1987 and has completed over 30 years of service with the Group. His expertise is in overall business management including functional expertise in sales, marketing and corporate management.	Mr. N Muruganandam is the Principal Secretary, Industries Department Government of Tamil Nadu. During his career spanning more than 25 years, he has held key positions of Collector, Coimbatore, Karur and Chennai, Managing Director of Poompuhar Shipping Corporation. He has worked in Government of India as Joint Secretary looking after Ports, Joint Secretary in Rural Development. He was also the Project Director of World Bank funded poverty alleviation programme Pudhu Vaazhvu. He was the Principal Resident Commissioner of Tamil Nadu House at New Delhi before taking up the current assignment.
Directorships held in other companies (excluding foreign companies and Titan)	<ul style="list-style-type: none"> i. Tata Coffee Limited ii. Tata Global Beverages Limited iii. Trent Limited iv. Infiniti Retail Limited v. Tata AIA Life Insurance Company Limited vi. Tata Starbucks Private Limited vii. Tata Unistore Limited viii. The Advertising Standards Council of India 	<ul style="list-style-type: none"> i. Tamilnadu Industrial Development Corporation Limited ii. Tamilnadu Industrial Investment Corporation Limited iii. Tamilnadu Generation and Distribution Corporation Limited iv. Tidel Park Limited v. Tamilnadu Minerals Limited
Membership / Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship)	<p>Audit Committee:</p> <ul style="list-style-type: none"> i. Tata Global Beverages Limited <p>Stakeholder Relationship Committee:</p> <ul style="list-style-type: none"> i. Trent Limited (Chairman) ii. Tata Coffee Limited 	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	Nil	Nil
Number of shares held in the Company	80,000	Nil

Name of Director	Mr. V Arun Roy	Mr. Pradyumna Vyas
Director Identification Number (DIN)	01726117	02359563
Date of Birth	11 th March 1979	7 th December 1958
Age	40	61
Date of Appointment	26 th November 2018	25 th March 2019
Qualifications	B.A., LLB	Masters in Industrial Design from the Indian Institute of Technology, Bombay.
Expertise in specific functional areas	<p>Mr. V Arun Roy is the Additional Secretary to Government of Tamil Nadu, Industries Department. Earlier, Mr. V Arun Roy served as the State Commissioner for the Differently Abled and Deputy Secretary to Government Finance Department, Managing Director, Chennai Metropolitan Water Supply and Sewerage Board and Registrar, Tamilnadu National Law School. He is also on the Board of several other investee Companies of Tamil Nadu Government.</p>	<p>Mr. Pradyumna Vyas has more than 33 years of professional and teaching experience in different spheres of design. He had been associated with the National Institute of Design (NID) as a faculty in the Industrial Design discipline. In April 2009, he was appointed as the Director of the National Institute of Design.</p> <p>Prior to joining NID, Mr. Vyas acquired three years overseas experience at the Kilkenny Design Centre, Republic of Ireland. He has been at the helm of design promotion events in India and has represented NID in various international and national events. He was elected as an ICSID (International Council of Societies of Industrial Design) Executive Board Member for 2009–11.</p>
Directorships held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> i. Southern Structurals Limited ii. Tamilnadu Industrial Development Corporation Limited iii. Tamilnadu Road Infrastructure Development Corporation iv. Tamilnadu Water Investment Company Limited v. Tamilnadu Transmission Corporation Limited 	<ul style="list-style-type: none"> i. Dynamatic Technologies Limited
Membership / Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	Nil	Nil
Number of shares held in the Company	Nil	Nil

Name of Director	Mrs. Hema Ravichandar	Mrs. Ireena Vittal
Director Identification Number (DIN)	00032929	05195656
Date of Birth	14 th May 1961	2 nd October 1968
Age	58	51
Date of Appointment	30 th March 2009	30 th January 2013
Qualifications	B.A. Economics and Post Graduate Diploma in Business Management from Indian Institute of Management, Ahmedabad	B.Sc. in Electronics from Osmania University and a Post Graduate Diploma in Management from Indian Institute of Management, Calcutta
Expertise in specific functional areas	Mrs. Ravichandar is an alumnus of the Indian Institute of Management, Ahmedabad and a Strategic HR Advisor with over 30 years of industry experience advising several Indian and multinational corporations and is on the Board of several companies. Mrs. Ravichandar until 2005 was the Senior Vice-President and Global Head of Human Resources for Infosys Technologies Limited. In this capacity she designed and drove the HR agenda for Infosys globally, as it scaled up from 250 employees in 1992 to 40,000 employees in 2005. Under her HR Leadership, Infosys won several 'Best Employer of the Year' awards in India and was placed in Top 100 rankings overseas.	Mrs. Ireena Vittal is an independent strategic advisor, with significant knowledge in agriculture and urban development in India and emerging markets. Mrs. Vittal holds a B.Sc. in Electronics from Osmania University and a PGDM from IIM, Calcutta and has co-authored several studies relating to agriculture and urbanization. Mrs. Vittal who served as a Partner with McKinsey & Co., was a founding member of their economic development practice and the global emerging-markets practice.
Directorships held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> i. Marico Limited ii. Bosch Limited iii. Feedback Business Consulting Services Private Limited iv. Tata Consulting Engineers Limited v. Vidal Healthcare Services Private Limited vi. ONZE Technologies (India) Private Limited vii. VBHC Value Homes Private Limited viii. JuriMatrix Services India Private Limited 	<ul style="list-style-type: none"> i. Godrej Consumer Products Limited ii. Wipro Limited iii. Housing Development Finance Corporation Limited iv. The Indian Hotels Company Limited v. Foundation to Educate Girls Globally vi. Jal Seva Charitable Foundation vii. Vidhi Centre for Legal Policy
Membership / Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	<p>Audit Committee:</p> <ul style="list-style-type: none"> i. Marico Limited ii. Bosch Limited iii. Tata Consulting Engineers Limited <p>Stakeholders Relationship Committee</p> <ul style="list-style-type: none"> i. Bosch Limited 	<p>Audit Committee:</p> <ul style="list-style-type: none"> i. Godrej Consumer products Limited ii. Wipro Limited iii. The Indian Hotels Company Limited iv. Housing Development Corporation Limited <p>Stakeholders Relationship Committee</p> <ul style="list-style-type: none"> i. Wipro Limited
Inter-se relationship with other Directors and Key Managerial Personnel	Nil	Nil
Number of shares held in the Company	Nil	Nil

Name of Director	Dr. Mohanasankar Sivaprakasam
Director Identification Number (DIN)	08497296
Date of Birth	23 rd May 1980
Age	39
Date of Appointment	3 rd July 2019
Qualifications	Ph.D. – Electrical Engineering M.S – Electrical Engineering B. Tech – Instrumentation Engineering
Expertise in specific functional areas	Dr. Mohanasankar Sivaprakasam had acquired a Ph.D. in Electrical Engineering from University of California, M.S. in Electrical Engineering from North California State University and B. Tech in Instrumentation Engineering from Anna University, India. He is currently the Associate Professor in the Department of Electrical Engineering and director in Healthcare Technology Innovation Centre, IIT Madras. He has won Indian National Academy of Engineering (INAE) Young Engineer Award and IITM's Institute R&D Early Career Award in the year 2015. His research interest lies in medical devices and diagnostics, biomedical instrumentation, affordable healthcare technologies, healthcare delivery models for resource constrained settings. He has published over 180 peer reviewed papers in leading journals and conferences.
Directorships held in other companies (excluding foreign companies)	Nil
Membership / Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil
Number of shares held in the Company	Nil