

Notice

Notice is hereby given that the Twenty-ninth Annual General Meeting ("the Meeting") of TITAN INDUSTRIES LIMITED ("the Company") will be held at the Registered Office of the Company, at 3, SIPCOT Industrial Complex, Hosur 635 126, on Thursday, 1st August 2013 at 3:00 P.M. to transact the following business:

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Balance Sheet as at 31st March 2013, the Profit and Loss account for the year ended on that date and the Reports of the Directors' and the Auditors' thereon.
- 2) To declare dividend on equity shares for the financial year ended 31st March 2013.
- 3) To appoint a Director in place of Mr. T.K. Balaji who retires by rotation and is eligible for re-appointment.
- 4) To appoint a Director in place of Dr. C.G. Krishnadas Nair who retires by rotation and is eligible for re-appointment.
- 5) To appoint a Director in place of Mr. Ishaat Hussain who retires by rotation and is eligible for re-appointment.
- 6) To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:
"RESOLVED that M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration No. 008072S), be and hereby are re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, to audit the Accounts of the Company for the financial year 2013-14, including audit of Cash Flow Statements, on a remuneration to be mutually decided upon between the Auditors and the Board of Directors of the Company."

SPECIAL BUSINESS

- 7) To consider and if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution:
"RESOLVED that Mrs. Ireena Vittal who was appointed as an Additional Director by the Board of Directors with effect from 30th January 2013 and who holds office up to the date of this Annual General Meeting under section 260 of the

Companies Act, 1956 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 257 of the Companies Act, 1956 from a shareholder proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

Notes:

- a) The relative explanatory statement pursuant to Section 173 of the Companies Act, 1956, in respect of business under item nos. 6 & 7 above is annexed hereto. The relative details as required by Clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment / re-appointment as Directors under item nos. 3, 4, 5, & 7 of the Notice are also enclosed.
- b) **A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote in the meeting and the proxy need not be a member of the Company.** Proxies in order to be effective must be received by the Company at its Registered Office not less than 48 hours before the Meeting. A Proxy is not entitled to vote except on a poll. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.
- c) The Register of Members and the Transfer Books of the Company will be closed from Thursday, 18th July 2013 up to Thursday, 1st August 2013, both days inclusive.
- d) Subject to the provisions of Section 206A of the Companies Act, 1956 dividend on equity shares as recommended by the Directors, if declared at the Meeting, will be paid on 7th August, 2013 to those members whose names appear on the Register of Members of the Company as on 17th July 2013. 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 17th July 2013.
- e) Members are requested to inform the Company's Registrars and Share Transfer Agents viz., TSR Darashaw Pvt Ltd, regarding changes, if any, in their registered addresses with the PIN code number.
- f) Members holding shares in physical form are requested to

consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company or TSR Darashaw Pvt Ltd, for assistance in this regard.

- g) As per the provisions of Section 109A of the Companies Act, 1956, the facility for making nominations is available to the shareholders in respect of the equity shares held by them. A specimen nomination form (Form 2B) is attached to this Annual Report for use by the shareholders.
- h) The equity shares of the Company are listed in the following Stock Exchanges in India:

Bombay Stock Exchange Ltd. 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	National Stock Exchange of India Ltd, Exchange Plaza, Bandra Kurla Complex, Bandra (East) Mumbai 400 051
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The Company has paid the annual listing fees to each of the above Stock Exchanges for the financial year 2013-14.

- i) Members are requested to intimate 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: Head – Legal & Company Secretary, Titan Industries Limited, Golden Enclave, Tower-B, 7th Floor, HAL Airport Road, Bangalore 560 017. (email : arajaram@titan.co.in) Members are requested to bring their copies of Annual Reports to the Meeting.
- j) For the convenience of Members, the Company will provide a coach service from Bangalore on the day of the Meeting. The coaches will leave for Hosur at 1 p.m. from the following four locations:

- 1) Jayanagar - Ashok Pillar, 1st Block, Siddapura Police Station Road, Bangalore - 560 011
 - 2) Rajajinagar - near ISKCON temple, Opp. Varasidhi Vinayakar Temple, Government School Grounds, Bangalore - 560 010
 - 3) Golden Palm Station, near BRV theatre, Bangalore - 560 001.
 - 4) Golden Enclave, HAL Airport Road, Bangalore - 560 017.
- k) Shareholders are requested to furnish their e-mail id particulars to the Company at the Company's dedicated mail id: investor@titan.co.in. This will assist the Company in redressing shareholders' grievances expeditiously.
- l) The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Amendment to the Listing Agreement with the Stock Exchanges permit companies to send soft copies of the Annual Report to all those shareholders who have registered their email addresses for the said purpose. Members are requested to support this Green Initiative by registering / updating their e-mail addresses for receiving electronic communications.

By Order of the Board of Directors,
A.R. Rajaram
Head – Legal & Company Secretary

Registered Office:

3, SIPCOT Industrial Complex
Hosur 635 126

25th June, 2013

Annexure to Notice

As required by section 173 of the Companies Act, 1956, the following explanatory statement sets out all material facts relating to the business mentioned under item Nos. 6 & 7 of the accompanying Notice dated 25th June, 2013.

Item No. 6:

Since the shareholding pattern of the Company is such that the provisions of section 224A of the Companies Act, 1956, are applicable, the appointment of Auditors of the Company is required to be made by a special resolution. It has been proposed to re-appoint M/s. Deloitte Haskins & Sells as Auditors of the Company for the financial year 2013-14.

The Shareholders are requested to approve the re-appointment of M/s. Deloitte Haskins & Sells as the Statutory Auditors by a special resolution, to audit the accounts of the Company for FY 2013-14 as set out in Item No. 6 of the Notice.

None of the Directors of the Company has any concern or interest in this item of business.

Item No. 7:

Mrs. Ireena Vittal was appointed as an Additional and Independent Director on the Board of the Company with effect from 30th January 2013. In terms of section 260 of the Companies Act, 1956, Mrs. Ireena Vittal holds office as a Director till the date of the ensuing Annual General Meeting of the Company, but is eligible for appointment. Notice in writing has been received from a Shareholder of the Company signifying their intention in proposing Mrs. Ireena Vittal as a candidate for the office of Director.

Ireena is recognised as a thought partner to global and local consumer-facing companies eager to build large-scale, profitable businesses in emerging markets. With a perspective across both

developed and emerging markets, she helps companies define dynamic growth portfolios, assemble effective local top teams, and re-craft business models. She has also served governments and foundations to design and implement solutions core to India's development, such as sustainable rural growth and inclusive urban development. She was a founding member of the McKinsey global emerging markets practice and of the economic development practice. She is also a much valued counsellor to leaders, who seek her practical judgment and empathetic coaching in an always evolving, often tough market.

Ireena graduated in electronics and has an MBA from the Indian Institute of Management, Calcutta.

The Board considers it desirable that the Company continues to avail of the services and wise counsel of Mrs. Ireena Vittal and accordingly the Directors recommend that she be appointed as a Director of the Company.

Other than Mrs. Ireena Vittal none of the other Directors, is in any way, concerned or interested in this resolution.

A copy of the Memorandum and Articles of Association of the Company is available for inspection of Members on any working day between 11 a.m. and 1 p.m. at the Registered Office of the Company from the date of this notice up to the date of the Annual General Meeting.

By Order of the Board of Directors,

A.R. Rajaram
Head – Legal & Company Secretary

Registered Office:

3, SIPCOT Industrial Complex
Hosur 635 126

25th June, 2013

**Details of Directors seeking appointment / re-appointment in forthcoming Annual General Meeting
(In pursuance of Clause 49 of the Listing Agreement)
(Directorship & Committee Membership other than Titan Industries Ltd)**

Name of the Director	Mr. T K Balaji	Dr. C G Krishnadas Nair	Mr. Ishaat Hussain	Mrs. Ireena Vittal
Date of Birth	12.07.1948	17.08.1941	02.09.1947	02.10.1968
Date of appointment	01.03.1986	02.05.2002	17.07.1989	30.01.2013
Expertise in specific functional areas	Industrialist with rich business experience	Rich experience in academia, R & D and industry	Rich and varied experience in Finance, Strategy & General Management	Independent strategic advisor with an indepth and significant knowledge in agriculture, urban development in India and emerging markets.
Qualifications	B.E.	B.E. (Metallurgy), M.Sc. Engineering, Ph.D Engineering	FCA, England & Wales	B.Sc, PGDBM, IIM
Shareholdings	5,61,000 shares	—	14,060 shares	—
List of Public Companies in which outside Directorships held on 31st March, 2013	Lucas TVS Ltd India Nippon Electricals Ltd Sundaram Clayton Ltd Delphi-TVS Diesel Systems Ltd Lucas Indian Service Ltd T V Sundaram Iyengar & Sons Ltd Apollo Hospitals Enterprise Ltd TVS Automotive Systems Ltd TVS Investments Ltd TVS Credit Services Ltd	Brahmos Aerospace Thiruvananthapuram Ltd Global Vectra Helicorp Ltd Karnataka Hybrid Micro-Devices Ltd Tata Advanced Materials Ltd Titan TimeProducts Ltd	Tata Sons Ltd Tata Steel Ltd Voltas Ltd Tata Inc. Tata Teleservices Ltd Tata Industries Ltd Tata AIG General Insurance Co Ltd Tata AIA Life Insurance Co Ltd Tata Consultancy Services Ltd Tata Sky Ltd The Bombay Dyeing & Manufacturing Company Ltd Tata Capital Ltd Viom Networks Ltd Go Airlines (India) Ltd Tata Capital Financial Services Ltd	Axis Bank Ltd Godrej Consumer Products Ltd
Chairman/Member of the Committee of Board of Public Companies on which he/she is a Director as on 31st March, 2013	Audit Committee Sundaram Clayton Ltd - Member Investors Grievance Committee Sundaram Clayton Ltd - Member India Nippon Electricals Ltd - Chairman		Audit Committee Tata Steel Ltd - Member Tata Industries Ltd - Chairman Tata Teleservices Ltd - Chairman Tata AIG General Insurance Co Ltd - Member Tata AIA Life Insurance Co Ltd - Member Tata Sky Ltd - Member Tata Consultancy Services Ltd - Member Go Airlines (India) Ltd - Chairman Investors' Grievance Committee Tata Steel Ltd - Chairman	