

## Notice

Notice is hereby given pursuant to section 96 of the Companies Act, 2013 (the "Act") that the Thirtieth Annual General Meeting ("the Meeting") of TITAN COMPANY LIMITED ("the Company") will be held at the Registered Office of the Company at 3, SIPCOT Industrial Complex, Hosur 635 126, on Friday, 1st August 2014 at 3 P.M. to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014, 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 2014.
3. To appoint a Director in place of Mr. N.N. Tata (DIN: 00024713), who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in place of Mr. T.K. Arun (DIN: 02163427), who retires by rotation and is eligible for re-appointment.

5. Appointment of Auditors:

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

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, and such other applicable provisions, M/s. Deloitte Haskins & Sells (ICAI registration number 0080725), Chartered Accountants, be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 33rd Annual General Meeting, subject to ratification in every Annual General Meeting till the year 2016-17, to audit the accounts of the Company for the financial years 2014-15 to 2016-17, on such remuneration as may be agreed upon between the Auditors and the Board of Directors."

### SPECIAL BUSINESS

6. **Appointment of Mr. T.K. Balaji 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 pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any

statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. T.K. Balaji, (DIN 00002010), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st July, 2019."

7. **Appointment of Dr. C.G. Krishnadas Nair 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 pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr. C.G. Krishnadas Nair, (DIN 00059686), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company to hold office from 1st August 2014 up to 16th August 2016."

8. **Appointment of Ms. Vinita Bali 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 pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Vinita Bali, (DIN 00032940), a Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st July, 2019."

9. **Appointment of Mrs. Hema Ravichandar 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 pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs. Hema Ravichandar, (DIN 00032929), a Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st July, 2019."

**10. Appointment of Prof. Das Narayandas 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 pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Prof. Das Narayandas, (DIN 03518031), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st July, 2019."

**11. Appointment of Mrs. Ireena Vittal 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 pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs. Ireena Vittal, (DIN 05195656), a Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st July, 2019."

**12. Appointment of Mr. C.V. Sankar as a Director**

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

"RESOLVED THAT Mr. C.V. Sankar, IAS who was appointed as a Director by the Board of Directors with effect from 31st October 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 160 of the Companies Act, 2013 from a shareholder proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

**13. Ratification of Cost Auditors' remuneration**

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

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 10 lakhs plus service tax and out-of-pocket expenses payable to M/s. T P P & Associates, who are appointed as Cost Auditors (Membership No.10320) of the Company to conduct Cost Audits for the year ending 31st March, 2015."

**14. Appointment of Branch Auditors**

To consider and, if thought fit, to pass with or without modification(s) 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 (Act), as amended from time to time, the Board be and is hereby authorized to appoint as Branch Auditors of 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 Auditor and to fix their remuneration."

**15. Increase in the limit of FIIs holding up to 35%**

In this connection, to consider and if thought fit, to pass the following resolution, with or without modification(s), as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of the Foreign Exchange Management Act, 1999, the Foreign

Exchange Management (Transfer or Issue of Security by a Person resident outside India) Regulations, 2000, as amended read with Schedule 2 thereof regarding purchase/sale of shares/convertible debentures of an Indian Company by a registered Foreign Institutional Investors (FIIs) under Portfolio Investment Scheme ("PIS") and other applicable provisions, if any, of Foreign Exchange Management Act, 1999 (including any amendment to or re-enactment thereof), the provisions of Memorandum and Articles of Association of the Company, and the provisions of any other applicable law/s, and subject to the approval of the Government of India, Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI"), Foreign Investment Promotion Board ("FIPB") or any other regulatory authority/institutions, as may be necessary, and subject also to the consents, permissions and sanctions of such other appropriate authorities, institutions or bodies, whether in India or abroad, as may be necessary, and also subject to such policies, notifications, clarifications, regulatory framework of the government as may be in force from time to time; consent, authority and approval of the Company be and is hereby accorded for raising the ceiling of 24% of the total paid up equity share capital of the company on investments in securities by Foreign institutional Investors (FIIs), to 35% of the paid up equity share capital of the company subject to the condition that the holding of any single FII or each SEBI approved sub-account of a FII or the concerned FII group does not exceed 10% of the paid up equity share capital of the company or such limits as are or may be prescribed, from time to time, under applicable laws, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee to which the Board may have delegated all or any of its powers) be and is hereby authorized to take all such actions/steps as may be necessary, desirable or expedient, including, if required, to accept such conditions and modifications, stipulated by any relevant authorities, as the Board may consider necessary, and to resolve and settle all questions and difficulties that may arise, and, to do all acts, deeds, matters and things which are incidental and consequential, as the Board may at its absolute discretion deem necessary or desirable for such purposes and, to execute such documents or writings as the Board may consider necessary or proper or incidental to give effect to this resolution."

**Notes:**

1. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 6 to 15 of the Notice, is annexed hereto. The relevant

details as required under Clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/re-appointment at the Annual General Meeting as Directors under item nos. 3, 4, 6-12 of the Notice are also annexed.

2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote in the meeting 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 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 is not entitled to vote except on a poll. A Proxy form is sent 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 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 Thursday, 17th July 2014 up to Friday, 1st August 2014 (both days inclusive).
4. 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 Registrars and Transfer Agents, TSR Darashaw Private Limited (TSRDPL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to TSRDPL.
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 8th August 2014 to those members whose names appear on the Register of Members of the Company as on 17th July 2014. 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 2014.

6. Members are requested to inform the Company's Registrars and Share Transfer Agents viz., TSRDPL regarding changes, if any, in their registered addresses with the PIN code number.
7. 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 TSRDPL, for assistance in this regard.
8. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or TSRDPL, 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.
9. 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.
10. 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.
11. The equity shares of the Company are listed in the following Stock Exchanges in India:
 

BSE 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

The Company has paid the annual listing fees to each of the above Stock Exchanges for the financial year 2014-15.
12. 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 Company Limited, No. 132/133, Divyashree Technopolis, Yemalur, off Old Airport Road, Bangalore 560037. (e-mail: arrajaram@titan.co.in) Members are requested to bring their copies of Annual Report to the Meeting.
13. 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:

  - A. Jayanagar - Ashok Pillar, 1st Block, Siddapura Police Station Road, Bangalore - 560 011.
  - B. Rajajinagar - near ISKCON temple, Opp. Varasidhi Vinayaka Temple, Government School Grounds, Bangalore- 560 010.
  - C. Golden Palm Station, near BRV theatre, Bangalore-560 001.
  - D.
    - i. Corporate Office – 132/133, Divyashree Technopolis, Yemalur, off Old Airport Road, Bangalore - 560 037.
    - ii. At 1.30 pm. from Golden Enclave, Next to Britannia Gardens, Old Airport Road, Bangalore 560 017.
14. Shareholders are requested to furnish their e-mail id particulars to the Company at the Company's dedicated e-mail id: investor@titan.co.in. This will assist the Company in redressing shareholders' grievances expeditiously.
15. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):
 

Pursuant to sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, 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 lie against the IEPF or the Company for the amounts so transferred prior to March 31, 2014, nor shall any payment be made in respect of such claim.
16. 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 dematerialised account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
17. 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 the PAN to their Depository Participants with whom they are maintaining their dematerialised accounts. Members holding shares in physical form can submit their PAN details to the Company.
18. Electronic copy of the Notice of the 30th 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 Participants(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 30th 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.

19. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for 2013-14 will also be available on the Company's website [www.titan.co.in](http://www.titan.co.in) for their 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 email id: [investor@titan.co.in](mailto:investor@titan.co.in).
20. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with TSRDPL / Depositories.
21. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):
  - i. Open the e-mail and also open PDF file namely "TCL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
  - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
  - iii. Click on Shareholder – Login.
  - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.

- v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
  - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
  - vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
  - viii. Select "EVEN" (E-Voting Event Number) of Titan Company Limited which is 100380. Now you are ready for e-voting as Cast Vote page opens.
  - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
  - xii. 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., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [vijaykt@vjkt.in](mailto:vijaykt@vjkt.in), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):
    - i. Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.
    - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.
  - C. Other Instructions:
    - i. The e-voting period commences on Thursday, 24th July, 2014 (9.00 a.m. IST) and ends on Saturday, 26th July, 2014 (6.00 p.m. IST). During this period,

- Members of the Company, holding shares either in physical form or in dematerialized form, as on 17th July, 2014, 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 shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 17th July, 2014.
  - iii. Mr. Vijayakrishna K T, Practicing Company Secretary (Membership No. FCS 1788), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
  - iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - v. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Company, Mr. Vijayakrishna K T, Practicing Company Secretary (Membership No. FCS 1788), C/o TSR Darashaw Private Limited, No. 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011 not later than Saturday, 26th July, 2014 (6.00 p.m. IST). Members have the option to request for physical copy of the Ballot Form by sending an e-mail to investor@titan.co.in
- by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than Saturday, 26th July, 2014 (6.00 p.m. IST). Ballot Form received after this date will be treated as invalid. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.titan.co.in and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the thirtieth AGM of the Company on 1st August, 2014 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
22. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

By Order of the Board of Directors,

Date: 27th June 2014

A R Rajaram  
Head-Legal and Company Secretary

**Registered Office:**

3, SIPCOT Industrial Complex  
Hosur 635 126

Corporate Identification Number (CIN): L74999TZ1984PLC001456

## Annexure to Notice

Pursuant to section 102 of the Companies Act, 2013, (the "Act") the following explanatory statement sets out all material facts relating to the business mentioned under item Nos. 6 to 15 of the accompanying Notice.

### Item Nos. 6 to 11

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. T. K. Balaji, Dr. C. G. Krishnadas Nair, Ms. Vinita Bali, Mrs. Hema Ravichandar, Professor Das Narayandas and Mrs. Ireena Vittal as Independent Directors at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Remuneration and Nomination Committee has recommended the appointment of these directors as Independent Directors from August 1, 2014 up to July 31, 2019 (except Dr. C. G. Krishnadas Nair who retires on August 16, 2016 in accordance with the retirement age policy for Directors of the Company).

Mr. T. K. Balaji, Dr. C. G. Krishnadas Nair, Ms. Vinita Bali, Mrs. Hema Ravichandar, Professor Das Narayandas and Mrs. Ireena Vittal, non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

A brief profile of the Independent Directors to be appointed is given below:

**Mr. T. K. Balaji** joined the Board of Directors of the Company on 1st March 1986. Mr. Balaji is a graduate in Mechanical Engineering and an alumnus of IIM, Ahmedabad and is presently the Chairman & Managing Director of Lucas TVS Limited. Mr. Balaji is the Past President of ACMA and had served as a Member of National Council of the CII for a number of years. He was a Member of the Development Council for Automobiles & Allied Industries, Government of India.

**Dr. C. G. Krishnadas Nair** joined the Board of Directors of the Company on 2nd May 2002. Dr. Nair is a B.Tech from IIT Chennai and holds Masters and PhD in Engineering from University of Sask, Canada. Dr. Nair is a former Chairman of Hindustan Aeronautics Limited. He is the Chancellor of International Institute for Aerospace Engineering Management and founded the Society of Indian Aerospace Technologies & Industries (SIATI). He has authored several books in Engineering Technology and Management and has published over 200 Research & Technology and Management papers in National and International journals.

**Ms. Vinita Bali** joined the Board of Directors of the Company on 18th October, 2006. Ms Bali is a global business leader with extensive experience in leading large Companies both in India and overseas. Effective April 2014, Ms. Bali is pursuing her interests in the corporate and development sectors, through a portfolio of roles and responsibilities. She is a Non-Executive Director on the global Boards of Syngenta International AG, Global Alliance for Improved Nutrition (GAIN) and the Advisory Board of Cornell University's Department of Nutritional Science. She also serves on the Advisory Board of The World Gold Council.

**Mrs. Hema Ravichandar** joined the Board of Directors of the Company on 30th March 2009. 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.

**Prof Das Narayandas** joined the Board of Directors of the Company on 29th April 2011. Prof. Das Narayandas is the James J. Hill Professor of Business Administration at the Harvard Business School. He is currently the Senior Associate Dean, Chair, HBS Executive Education and Publishing. His academic credentials include a Bachelor of Technology degree in Engineering from the Indian Institute of Technology, a Post-Graduate Diploma in Management from the Indian Institute of Management and a Ph.D. in Management from Purdue University, USA.

**Mrs. Ireena Vittal** joined the Board of Directors of the Company on 30th January 2013. 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 served as a Partner with McKinsey & Co., was a founding member of their economic development practice and the global emerging-markets practice.

Mr. T. K. Balaji, Dr. C. G. Krishnadas Nair, Ms. Vinita Bali, Mrs. Hema Ravichandar, Professor Das Narayandas and Mrs. Ireena

Vittal, respectively, are concerned or interested in the Resolutions mentioned at Item Nos. 6 to 11 of the accompanying Notice relating to their own appointment. None of the other Directors or Key Managerial Personnel or their respective relatives is concerned or interested in these items of business.

#### Item No.12

Mr. C. V. Sankar, I.A.S was appointed as an Additional Director of the Company by the Board of Directors on 31st October, 2013. As such, Mr. Sankar 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. C.V. Sankar for the office of Director at the forthcoming Annual General Meeting.

Mr. C.V. Sankar, I.A.S serves as the Principal Secretary of Industries Department for Government of Tamilnadu.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives other than Mr. C.V. Sankar is concerned or interested in the Resolution mentioned at Item No.12 of the Notice.

#### Item No.13

The Company is required under section 148 of the Act to have the audit of its cost records conducted by a cost accountant in practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. T P P & Associates (Membership No.- 10320) as the Cost Auditors of the Company to conduct cost audits of the Company for the year ending 31st March, 2015, at a remuneration of Rs. 10 lakhs plus service tax and out-of-pocket expenses.

M/s. T P P & Associates have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

The Board commends the remuneration of Rs. 10 lakhs plus service tax and out-of-pocket expenses to M/s. T P P & Associates as the Cost Auditors and the approval of the shareholders is sought for the same by way of an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No.13 of the Notice.

#### Item No.14

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 payable to branch auditors.

The Board commends the Resolution at Item No.14 for approval by the Members.

None of the Directors or Key Managerial Personnel or their respective relatives is concerned or interested in the Resolution at Item No.14 of the Notice.

#### Item No. 15

As per the provision of Regulation 5(2) of Foreign Exchange Management (Transfer or Issue of Security by a Person resident outside India) Regulations, 2000 read with schedule 2 thereof regarding purchase/sale of shares/convertible debentures of an Indian Company by a registered Foreign Institutional Investors (FIIs) under Portfolio Investment Scheme ("PIS"), the aggregate of holding of the shares and/or convertible debentures of an Indian Company by the registered FIIs shall not exceed 24% of the paid up equity capital and / or paid up value of each series of convertible debentures and the individual limit shall not exceed 10%.

The Board of Directors of the company at its meeting held on 29th January 2014 inter-alia passed a resolution, subject to the approval of members by way of a Special Resolution, to enhance the said FII investment limit from 24% to 35% of the paid up Equity Capital considering the interest of the registered FIIs in the shares of the Company in the Stock Exchanges and to facilitate future fund raising initiatives for funding the projects in pipeline.

The Board of Directors accordingly recommend the resolution in the accompanying notice for the approval of the members. However, the increase shall be effected only in terms of the policies and procedures of the Government, prevailing from time to time, in this regard, and, if necessary with the approval/s of the RBI/ Government.

None of the Directors or Key Managerial Personnel or their respective relatives is concerned or interested in the Resolution at Item No.15 of the accompanying Notice.

By Order of the Board of Directors,

Date: 27th June 2014

A R Rajaram  
Head-Legal and Company Secretary

#### Registered Office:

3, SIPCOT Industrial Complex  
Hosur 635 126

Corporate Identification Number (CIN): L74999TZ1984PLC001456



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

Particulars	Mr. T.K. Balaji	Dr. C. G. Krishnadas Nair	Mrs. Hema Ravichandar	Ms. Vinita Bali	Prof. Das Narayandas
<b>Date of Birth</b>	12th July 1948	17th August 1941	14th May 1961	11th November 1955	18th May 1960
<b>Date of Appointment</b>	1st March 1986	2nd May 2002	30th March 2009	8th October 2006	29th April 2011
<b>Qualifications</b>	Bachelor's Degree in Mechanical Engineering with First Rank from Madras University. Gold medalist alumnus of Indian Institute of Management- Ahmedabad.	B. Tech (IIT Chennai); Masters and Ph.D in Engineering, University of Sask , Canada	B.A. Economics, Post Graduate Diploma in Business Management, Indian Institute of Management –Ahmedabad.	Bachelor's Degree in Economics from Lady Shri Ram College for Women, Delhi University MBA from Jamnalal Bajaj Institute of Management Studies	Bachelor of Technology degree in Engineering from the Indian Institute of Technology, a Post-Graduate Diploma in Management from the Indian Institute of Management and a Ph.D. in Management from Purdue University, USA.
<b>Expertise in specific functional areas</b>	Mr. T.K. Balaji is the Chairman & Managing Director of Lucas-TVS Limited and Managing Director of Delphi-TVS Diesel Systems Limited. Mr. Balaji has vast experience in management of industrial enterprises and was a Member of the Development Council for Automobiles & Allied Industries, Government of India. He is a Past President of ACMA and has served as a Member of the National Council of CII for a number of years and was conferred a special award by the FIE Foundation of Maharashtra for his contribution to the Auto Component Industry.	Dr. C.G. Krishnadas Nair is a former Chairman of Hindustan Aeronautics Limited, who transformed it into a globally competent aerospace industry through long term strategic plan with strong R&D, diversification, export, industry academy interaction and work culture based on ethics and team work with 10 fold increase in business and substantial profits. Dr. Nair founded the Society of Indian Aerospace Technologies & Industries (SIATI), with a mission to develop Private Sector Industries, particularly SMEs as R&D and Innovation Partners for aerospace & defense Industry, and for growth through International Co-operation.	Mrs. Hema Ravichandar is a Strategic HR Advisor with over 30 years of industry experience. She currently advises several Indian and multinational corporations and is on the Board of several companies. Mrs. Ravichandar has won several awards and accolades including three HR Professional of the Year Awards and listings amongst the "25 Most Powerful Women in India" and "Successful Women Professionals in IT". She has held positions in industry bodies and also served on several juries.	Ms. Vinita Bali is a global business leader with extensive experience in leading large Companies in India and overseas in a variety of marketing and general management roles. Effective April 2014, Ms. Bali stepped out of her full time role as MD of Britannia Industries Ltd to pursue her interests in the corporate and development sectors, through a portfolio of roles and responsibilities, both in India and overseas.	Prof. Das Narayandas is the James J. Hill Professor of Business Administration at the Harvard Business School. He is currently the Senior Associate Dean, Chair, HBS Executive Education and Publishing.
<b>Directorships held in other companies (excluding foreign companies)</b>	i. India Nippon Electricals Ltd ii. Lucas TVS Ltd iii. Delphi - TVS Diesel Systems Ltd iv. Lucas India Service Ltd v. T V Sundaram Iyengar & Sons Ltd. vi. Sundaram Clayton Ltd vii. TVS Automotive Systems Ltd viii. Sundaram Investment Ltd ix. TVS Credit Services Ltd x. India Japan Lighting Pvt. Ltd xi. Punarvasu Swasthi Pvt. Ltd xii. Hastham Swasthi Pvt. Ltd xiii. Harita Electronics Pvt. Ltd.	i. Tata Advanced Materials Ltd ii. Global Vectra Helicorp Ltd iii. Sika Interplant Pvt. Ltd. iv. EMSAC Engg Pvt. Ltd. v. Sika Tourism Pvt. Ltd. vi. Brahmos Aerospace Thiruvananthapuram Ltd. vii. Titan Timeproducts Ltd	i. Marico Ltd ii. Feedback Business Consulting Services Pvt. Ltd.	i. Piramal Glass Ltd ii. The Bombay Dyeing and Manufacturing Company Ltd iii. Bombay Burmah Trading Corporation Ltd iv. Crisil Ltd v. Go Airlines (India) Ltd.	NIL
<b>Membership / Chairmanships of committees of other companies (includes only Audit Committee and Shareholders / Investors Grievance Committee)</b>	Audit Committee: i. Sundaram-Clayton Ltd - Member Shareholder Grievance Committee: i. Sundarim-Clayton Ltd - Member ; ii. India Nippon Electricals Ltd – Chairman	NIL	Audit Committee: Marico Ltd - Member	Shareholder Grievance Committee: i. Piramal Glass Ltd. – Member	NIL
<b>Number of shares held in the company</b>	5,61,000	NIL	NIL	NIL	NIL

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

Particulars	Mrs. Ireena Vittal	Mr. T.K. Arun	Mr. N.N. Tata	Mr. C.V. Sankar
<b>Date of Birth</b>	2nd October 1968	17th October 1959	12th November 1956	2nd July 1956
<b>Date of Appointment</b>	30th January 2013	31st July 2012	7th August 2003	31st October 2013
<b>Qualifications</b>	B.Sc. in Electronics from Osmania University and a Post Graduate Diploma in Management from Indian Institute of Management, Calcutta.	Bachelor's Degree in Commerce. Associate Member of Institute of Company Secretaries of India.	B.A (Economics) from University of Sussex, IEP, INSEAD, France	Post Graduation in Commerce ; M.B.A
<b>Expertise in specific functional areas</b>	Mrs. Ireena Vittal is an independent strategic advisor with an indepth and significant knowledge in agriculture, urban development in India and emerging markets. She has co-authored several studies relating to agriculture and urbanization. Mrs. Vittal has served as a Partner with McKinsey & Co., was a founding member of their economic development practice and the global emerging-markets practice.	Proficient in matters of Law, Finance, Administration, Public Private Partnerships for infrastructure projects and arbitration.	Mr. Tata oversaw the growth of Westside and other Trent formats from one-store operation in 1998 to over a hundred stores in 2012. He took over as the Managing Director of Tata International Limited in August 2010 which is a global trading and distribution company with presence in leather products, metals trading, minerals trading and agri trading with a consolidated revenue of Rs.10,450 crores in 2013-14 from Rs.2,630 crores in 2010-11 and employing over 10,000 personnel spanning 39 countries across Africa, Asia, Europe, Latin America and Middle East.	Presently holding charge of Principal Secretary to the Government of Tamil Nadu, Industries Department. Has held various responsibilities in the State Government including District Collector, Coimbatore, Secretary in the office of the Chief Minister, Department of School Education and Principal Secretary in the Department of Environment & Forests and Department of Rural Development & Panchayat Raj. Was involved in the Tsunami Rehabilitation Programme of Government of Tamil Nadu between 2005 and 2008 and was working in the National Disaster Management Authority, New Delhi for implementing the National Cyclone Risk Mitigation Project, a World Bank Funded project.
<b>Directorships held in other companies (excluding foreign companies)</b>	i. Axis Bank Ltd ii. Wipro Ltd iii. Tata Global Beverages Ltd iv. Indian Hotels Company v. Godrej Consumer Products Ltd.	i. Sree Maruthi Marine Industries Ltd; ii. Tamilnadu Petroproducts Ltd; iii. Manali Petrochemicals Ltd; iv. Southern Petrochemical Industries Corporation Ltd; v. Cheslind Textiles Ltd; vi. Ascendas IT Park (Chennai) Ltd; vii. Tanflora Infrastructure Park Ltd; viii. TIDEL Park Ltd; ix. Tamilnadu Road Development Company Ltd; x. Titan TimeProducts Ltd; xi. DLF Info Park Developers (Chennai) Ltd;	i. Voltas Ltd ii. Tata Investment Corporation Ltd iii. Kansai Nerolac Paints Ltd iv. Trent Hypermarket Ltd v. Trent Ltd vi. Retailers Association of India vii. The Cricket Club of India Limited(Representative of Sir Dorabji Tata Trust on the Executive Committee) viii. Tata International Limited ix. Drive India Enterprise Solutions Limited x. Bachi Shoes Limited xi. Massimo Dutti India Private Limited xii. Inditex Trent Retail India Private Limited	1. State Industries Promotion Corporation of Tamil Nadu Ltd. 2. Tamilnadu Sugar Corpn.Ltd. 3. Tamil Nadu Salt Corpn.Ltd. 4. Tamil Nadu Petro Products Ltd. 5. Tamil Nadu Minerals Ltd. 6. Tamil Nadu Newsprint & Papers Ltd. 7. Tamil Nadu Industrial Development Corpn.Ltd. 8. Neyveli Lignite Corpn.Ltd. 9. Tamilnadu Electricity Board 10. Tamil Nadu Generation and Distribution Corporation Ltd. 11. Tamil Nadu Transmission Corporation Limited 12. TIDEL Park Limited 13. Tamilnadu Cements Corpn.Ltd. 14. Tamil Nadu Water Investment Company
<b>Membership / Chairmanships of committees of other companies (includes only Audit Committee and Shareholders / Investors Grievance Committee)</b>	Audit Committee: i. Wipro Ltd. - Member ; ii. Godrej Consumer Products Ltd. - Member. iii. Tata Global Beverages Ltd. - Member	Audit Committee: i. Tamilnadu Petroproducts Ltd - Member ; ii. Manali Petrochemicals Ltd. - Chairman ; iii. Cheslind Textiles Ltd. - Member ; iv. Southern Petrochemical Industries Corporation Ltd. - Member; Shareholder Grievance Committee: i. Tamilnadu Petroproducts Ltd. - Member ; ii. Cheslind Textiles Ltd. - Member ; iii. Southern Petrochemical Industries Corporation Ltd. - Member.	Audit Committee: i. Trent Ltd - Member ii. Trent Hypermarket Ltd - Member iii. Kansai Nerolac Paints Ltd - Member  Shareholder Grievances Committee: i. Voltas Ltd – Chairman ii. Kansai Nerolac Paints Ltd – Member- Stakeholders Relationship Committee	NIL
<b>Number of shares held in the company</b>	NIL	NIL	46,900	NIL