



Form No. MGT-13

REPORT OF SCRUTINIZER

[Pursuant to section 108 of the Companies Act, 2013 and Rule 21(2) of the
Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the Thirty Sixth Annual General Meeting (AGM) of the Equity Shareholders of “Titan Company Limited” held on Tuesday, August 11, 2020 at 2.30 PM through Video Conferencing (VC).

Sir,

I, Pradeep B Kulkarni, Practicing Company Secretary and Partner of V. Sreedharan and Associates, Company Secretaries, Bengaluru, was appointed as Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



- (ii) Voting through electronic voting system at the AGM.

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of the Thirty Sixth Annual General Meeting of the Equity Shareholders dated June 08, 2020. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolution stated in the notice of the AGM, based on the report generated from the e-voting system provided by National Securities Depository Limited (NSDL), the Agency Authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM.

We submit our report as under:

1. The remote E-Voting period remained open from 9.00 a.m. Friday, August 07, 2020 up to 5.00 p.m. Monday, August 10, 2020.
2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were sent only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants / Depositories pursuant to MCA Circular No.20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.



3. The voting rights were reckoned as on Tuesday, August 04, 2020 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting.
4. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on August 11, 2020 at 04.53 P.M. in the presence of two witnesses.
5. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by National Securities Depository Limited (NSDL).
6. As per the information given by the Company / RTA the names of the shareholders who had voted by remote e-voting through the facility provided by National Securities Depository Limited (NSDL) had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
7. Based on the data provided by National Securities Depository Limited (NSDL) e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:



a) **RESOLUTION - 1**

To receive, consider and adopt the Audited Standalone Financial Statements for the financial year ended 31st March 2020 together with the Reports of the Board of Directors and Auditors thereon.

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

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
2,317	67,19,26,042	100

(ii) **Voted against the resolution:**

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
17	2,185	0

(iii) **Invalid Votes - NIL**



b) RESOLUTION - 2

To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31st March 2020 together with the Report of the Auditors thereon.

(i) Voted in favour of Resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
2,310	67,19,23,739	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
20	4,365	0

(iii) Invalid Votes - NIL



c) **RESOLUTION - 3**

To declare dividend on equity shares for the financial year ended 31st March 2020.

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

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
2,312	67,94,62,162	99.96

(ii) **Voted against the resolution:**

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
33	2,91,165	0.04

(iii) **Invalid Votes - NIL**



d) RESOLUTION - 4

To appoint a Director in place of Mr. Noel Naval Tata (DIN: 00024713), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of Resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
2,144	66,09,75,593	97.55

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
181	1,66,11,266	2.45

(iii) Invalid Votes - NIL



e) RESOLUTION - 5

Appointment of Ms. Kakarla Usha as a Director

(i) Voted in favour of Resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
2,206	67,18,48,808	99.15

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
104	57,35,437	0.85

(iii) Invalid Votes - NIL



f) RESOLUTION - 6

Appointment of Mr. Bhaskar Bhat as a Director

(i) Voted in favour of Resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
2,127	66,04,18,789	97.47

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
183	1,71,65,433	2.53

(iii) Invalid Votes - NIL



g) RESOLUTION - 7

Appointment of Mr. C. K. Venkataraman as a Director

(i) Voted in favour of Resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
2,255	67,62,98,984	99.52

(ii) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
64	32,50,394	0.48

(iii) Invalid Votes - NIL



h) RESOLUTION - 8

Appointment of Mr. C. K. Venkataraman as Managing Director

(i) Voted in favour of Resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
1,974	61,74,54,562	91.23

(ii) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
343	5,93,59,744	8.77

(iii) Invalid Votes - NIL



i) RESOLUTION - 9

Appointment of Ms. Sindhu Gangadharan as an Independent Director.

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

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
2,247	67,72,47,283	99.97

(ii) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
60	2,30,852	0.03

(iii) **Invalid Votes - NIL**



j) RESOLUTION - 10

Appointment of Branch Auditors.

(i) Voted in favour of Resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
2,300	67,94,30,888	99.97

(ii) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
31	1,76,766	0.03

(iii) Invalid Votes - NIL



k) RESOLUTION - 11

Commission to Non-Executive Directors.

(i) Voted in favour of Resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
1,795	59,62,15,727	88.29

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
522	7,90,63,644	11.71

(iii) Invalid Votes - NIL



8. A list of Equity shareholders who voted "FOR", "AGAINST" the resolutions (Both through Remote E-voting and E-voting at the AGM) has been handed over to the Company Secretary.

9. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

Thanking You,

Yours faithfully,

For **V. Sreedharan & Associates**



(Pradeep B Kulkarni)
Partner
FCS 7260; CP No. 7835



Bengaluru

August 12, 2020

UDIN number F007260B000570350