



SEC 34 / 2019-20

7<sup>th</sup> August 2019

The General Manager, DCS – CRD  
BSE Limited  
Corporate Relationship Department  
1st Floor, New Trading Ring  
Rotunda Building, P J Towers  
Dalal Street, Fort,  
MUMBAI - 400 001  
Scrip Code: **500114**

The General Manager, DCS – CRD  
National Stock Exchange of India Ltd  
Exchange Plaza,  
Bandra-Kurla Complex,  
Bandra (East),  
MUMBAI - 400 051  
Symbol: **TITAN**

Dear Sirs,

**Sub: Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) – Proceedings and details of voting results of the 35<sup>th</sup> Annual General Meeting respectively**

We wish to inform you that the 35<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Tuesday, 6<sup>th</sup> August 2019 at 02:30 PM at the Registered office of the Company at 3, SIPCOT Industrial Complex, Hosur – 635 126, to transact the business as stated in the Notice to the AGM dated 4<sup>th</sup> July 2019.

The Board of Directors had appointed Mr. Vijayakrishna K T, Practicing Company Secretary as the Scrutinizer for the remote e-voting and e-voting at the AGM. Mr. Vijayakrishna K T has carried out the scrutiny of all the electronic votes received upto 05.00 P.M (IST) on 5<sup>th</sup> August 2019 and the electronic vote cast at the AGM till the conclusion of the Meeting and has submitted his report on 7<sup>th</sup> August 2019.

Based on the consolidated report of the Scrutinizer, all the resolutions as set out in the Notice of the 35<sup>th</sup> AGM have been duly approved by the shareholders with the requisite majority.

In this regard, please find enclosed the following:

1. Proceedings of the 35<sup>th</sup> AGM of the Company as required under Regulation 30 read with Part A of Schedule III of the SEBI Listing Regulations as **Annexure A**.
2. Disclosure of the voting results of the businesses transacted at the AGM as required under Regulation 44(3) of the SEBI Listing Regulations as **Annexure B**.
3. Report of the scrutinizer dated 7<sup>th</sup> August 2019, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as **Annexure C**.



Titan Company Limited

'INTEGRITY' No.193, Veerasandra, Electronics City P.O Off Hosur Main Road, Bengaluru - 560 100 India, Tel : 91 80 - 67047000, Fax : 91 80 - 67046262  
Registered Office No. 3, SIPCOT Industrial Complex Hosur 635 126 TN India, Tel 91 4344 664 199, Fax 91 4344 276037, CIN: L74999TZ1984PLC001456

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The AGM concluded at 3:45 P.M. (IST)

The voting results and the Scrutinizers Report dated 7<sup>th</sup> August 2019 is made available on the website of the Company at [www.titancompany.in](http://www.titancompany.in).

This is for your information and records.

Thank you.

Yours truly,  
For TITAN COMPANY LIMITED

Dinesh Shetty  
General Counsel & Company Secretary



Encl. As stated

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## Annexure A

### Summary of proceedings of the 35<sup>th</sup> Annual General Meeting

The 35<sup>th</sup> Annual General Meeting (AGM) of the Members of Titan Company Limited ('the Company') was held on Tuesday, 6<sup>th</sup> August 2019 at 02.30 P.M at its Registered Office, 3 SIPCOT Industrial Complex, Hosur – 635 126. The requisite quorum being present, Mr. N N Tata, Vice Chairman took the Chair and called the AGM to order.

The Directors of the Company attended the meeting including Mr. Ashwani Puri, Chairman of the Audit Committee, Mrs. Hema Ravichandar, Chairperson of the Nomination and Remuneration Committee and Mr. B Santhanam, Chairman of the Stakeholders Relationship Committee. The representatives of B S R & Co. LLP, Statutory Auditors and Mr. Vijayakrishna K T, Secretarial Auditors, were also present at the meeting.

The Members were informed that the proceedings of the Meeting were being webcast and can be viewed live by the Members by logging into the NSDL website.

The Chairman, Mr. N N Tata delivered his speech updating the members on the developments in the Company. The Chairman informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end the meeting. It was further informed to the members that there would be no voting by show of hands. While concluding the speech, Mr. N N Tata, on behalf of the Board, thanked Mr. Bhaskar Bhat for his outstanding contribution to the Company and wished Mr. C K Venkataraman who will shortly embark on his journey as Managing Director of the Company.

The following items of business, as per the Notice of AGM dated 4<sup>th</sup> July 2019, were transacted at the meeting.

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Auditors thereon
3. Declaration of dividend on equity shares for the financial year 2018-19
4. Re-appointment of Mr. Harish Bhat as a Director.
5. Appointment of Mr. N. Muruganandam as a Director
6. Appointment of Mr. V. Arun Roy as a Director
7. Appointment of Mr. Pradyumna Vyas as an Independent Director
8. Re-appointment of Mrs. Hema Ravichandar as an Independent Director
9. Re-appointment of Mrs. Ireena Vittal as an Independent Director
10. Appointment of Branch Auditors
11. Appointment of Dr. Mohanasankar Sivaprakasam as an Independent Director.

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The Chairman then invited the Members to offer their comments, make observations and seek clarifications, if any, on the reports and financial statements. Some Members sought clarifications on the financial, operational aspects of the Company and necessary clarifications were provided in respect of the queries raised by the Members.

The Board of Directors had appointed Mr. Vijayakrishna K T as the Scrutinizer to supervise the remote e -voting and e-voting at the AGM.

Post the question and answer session, the Chairman thanked all the Members present at the meeting and then concluded the meeting by authorizing Mr. Dinesh Shetty, General Counsel & Company Secretary to declare the results of the voting.

The report of the Scrutinizer dated 7<sup>th</sup> August 2019 was received and on the basis of the report received, all the resolutions as set out in the notice were declared as passed with the requisite majority.



Dinesh Shetty  
General Counsel & Company Secretary

Encl. As stated

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**Annexure B**

<b>C) DETAILS OF THE PROCEEDINGS OF THE MEETING</b>		
<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Date of the AGM	Annual General Meeting – 6 <sup>th</sup> August 2019
2.	Total number of shareholders as on record date	2,32,793
3.	No. of shareholders present in the meeting either in person or through proxy: - Promoters & Promoter Group - Public	3 114
4.	No. of shareholders attended the meeting through video conferencing:	Not applicable

<b>D) RESULTS OF THE MEETING</b>				
<b>Sr. No.</b>	<b>Agenda</b>	<b>Resolution required (Ordinary/Special)</b>	<b>Mode of Voting</b>	<b>Remarks</b>
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Auditors thereon	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
3.	Declaration of dividend on equity shares for the financial year 2018-19	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
4.	Re-appointment of Mr. Harish Bhat as a Director	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
5.	Appointment of Mr. N. Muruganandam as a Director	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
6.	Appointment of Mr. V Arun Roy as a Director	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
7.	Appointment of Mr. Pradyumna Vyas as an Independent Director	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
8.	Re-appointment of Mrs. Hema Ravichandar as an Independent Director	Special	Remote e-voting and e-voting at AGM	Passed with requisite majority



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9.	Re-appointment of Mrs. Ireena Vittal as an Independent Director	Special	Remote e-voting and e-voting at AGM	Passed with requisite majority
10.	Appointment of Branch Auditors	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
11.	Appointment of Dr. Mohanasankar Sivaprakasam as an Independent Director	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority



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**TITAN COMPANY LIMITED**

**Resolution (1)**

**Resolution required: (Ordinary / Special)** ORDINARY

**Whether promoter/ promoter group are interested in the agenda/resolution?**

**To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon.**

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	Invalid Votes
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100	[8]
1	Promoter and Promoter Group	E-Voting	469701920	464737440	98.94	464737440	0	100.00	0.00	0
		Poll		4964480	1.06	4964480	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>			469701920	100.00	469701920	0	100.00	0.00
2	Public - Institutional holders	E-Voting	233075713	180871437	77.60	180871437	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>			180871437	77.60	180871437	0	100.00	0.00
3	Public-Others	E-Voting	185008527	8451203	4.57	8333243	117960	98.60	1.40	0
		Poll		340507	0.18	340507	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>			8791710	4.75	8673750	117960	98.66	1.34
Total	Total	E-Voting	887786160	654060080	73.67	653942120	117960	99.98	0.02	0
		Poll		5304987	0.60	5304987	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>			659365067	74.27	659247107	117960	99.98	0.02

**TITAN COMPANY LIMITED**

**Resolution (2)**

**Resolution required: (Ordinary / Special)**

ORDINARY

**Whether promoter/ promoter group are interested in the agenda/resolution?**

**To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Auditors thereon.**

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[ (2) / (1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[ (4) / (2)]*100	% of Votes against on votes polled [7]=[ (5) / (2)]*100	Invalid Votes
			[1]	[2]		[4]	[5]			[8]
1	Promoter and Promoter Group	E-Voting	469701920	464737440	98.94	464737440	0	100.00	0.00	0
		Poll		4964480	1.06	4964480	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		469701920	100.00	469701920	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	233075713	180871437	77.60	180871437	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		180871437	77.60	180871437	0	100.00	0.00	0
3	Public-Others	E-Voting	185008527	8450772	4.57	8449916	856	99.99	0.01	0
		Poll		340507	0.18	340507	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		8791279	4.75	8790423	856	99.99	0.01	0
Total	Total	E-Voting	887786160	654059649	73.67	654058793	856	100.00	0.00	0
		Poll		5304987	0.60	5304987	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		659364636	74.27	659363780	856	100.00	0.00	0



**TITAN COMPANY LIMITED**

**Resolution (3)**

**Resolution required: (Ordinary / Special)**

ORDINARY

**Whether promoter/ promoter group are interested in the agenda/resolution?**

**Declaration of dividend on equity shares for the financial year 2018-19.**

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	Invalid Votes
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100	[8]
1	Promoter and Promoter Group	E-Voting	469701920	464737440	98.94	464737440	0	100.00	0.00	0
		Poll		4964480	1.06	4964480	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		469701920	100.00	469701920	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	233075713	181554225	77.89	181554225	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		181554225	77.89	181554225	0	100.00	0.00	0
3	Public-Others	E-Voting	185008527	11315834	6.12	11315462	372	100.00	0.00	0
		Poll		340507	0.18	340507	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		11656341	6.30	11655969	372	100.00	0.00	0
Total	Total	E-Voting	887786160	657607499	74.07	657607127	372	100.00	0.00	0
		Poll		5304987	0.60	5304987	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		662912486	74.67	662912114	372	100.00	0.00	0

**TITAN COMPANY LIMITED**

**Resolution (4)**

**Resolution required: (Ordinary / Special)**

ORDINARY

**Whether promoter/ promoter group are interested in the agenda/resolution?**

**Re-appointment of Mr. Harish Bhat as a Director.**

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	Invalid Votes
			[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]
1	Promoter and Promoter Group	E-Voting	469701920	464737440	98.94	464737440	0	100.00	0.00	0
		Poll		4964480	1.06	4964480	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>				469701920	100.00	469701920	0	100.00
2	Public - Institutional holders	E-Voting	233075713	179512557	77.02	151408948	28103609	84.34	15.66	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>				179512557	77.02	151408948	28103609	84.34
3	Public-Others	E-Voting	185008527	11314580	6.12	11310834	3746	99.97	0.03	0
		Poll		340507	0.18	340507	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>				11655087	6.30	11651341	3746	99.97
Total		E-Voting	887786160	655564577	73.84	627457222	28107355	95.71	4.29	0
		Poll		5304987	0.60	5304987	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>				660869564	74.44	632762209	28107355	95.75

**TITAN COMPANY LIMITED**

**Resolution (5)**

**Resolution required: (Ordinary / Special)**

SPECIAL

**Whether promoter/ promoter group are interested in the agenda/resolution?**

**Appointment of Mr. N. Muruganandam as a Director**

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	Invalid Votes
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100	[8]
1	Promoter and Promoter Group	E-Voting	469701920	464737440	98.94	464737440	0	100.00	0.00	0
		Poll		4964480	1.06	4964480	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>			469701920	100.00	469701920	0	100.00	0.00
2	Public - Institutional holders	E-Voting	233075713	178861664	76.74	173874124	4987540	97.21	2.79	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>			233075713	76.74	173874124	4987540	97.21	2.79
3	Public-Others	E-Voting	185008527	11314823	6.12	11310248	4575	99.96	0.04	0
		Poll		340507	0.18	340507	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>			185008527	6.30	11650755	4575	99.96	0.04
Total	Total	E-Voting	887786160	654913927	73.77	649921812	4992115	99.24	0.76	0
		Poll		5304987	0.60	5304987	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>			887786160	74.37	655226799	4992115	99.24	0.76

**TITAN COMPANY LIMITED**

**Resolution (6)**

**Resolution required: (Ordinary / Special)**

SPECIAL

**Whether promoter/ promoter group are interested in the agenda/resolution?**

**Appointment of Mr. V Arun Roy as a Director**

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	Invalid Votes
			[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]
1	Promoter and Promoter Group	E-Voting	469701920	464737440	98.94	464737440	0	100.00	0.00	0
		Poll		4964480	1.06	4964480	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		469701920	100.00	469701920	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	233075713	178787314	76.71	150274631	28512683	84.05	15.95	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		178787314	76.71	150274631	28512683	84.05	15.95	0
3	Public-Others	E-Voting	185008527	11314701	6.12	11308203	6498	99.94	0.06	0
		Poll		340507	0.18	340507	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		11655208	6.30	11648710	6498	99.94	0.06	0
Total	Total	E-Voting	887786160	654839455	73.76	626320274	28519181	95.64	4.36	0
		Poll		5304987	0.60	5304987	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		660144442	74.36	631625261	28519181	95.68	4.32	0

**TITAN COMPANY LIMITED**

**Resolution (7)**

**Resolution required: (Ordinary / Special)**

SPECIAL

**Whether promoter/ promoter group are interested in the agenda/resolution?**

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

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	Invalid Votes
			[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]
1	Promoter and Promoter Group	E-Voting	469701920	464737440	98.94	464737440	0	100.00	0.00	0
		Poll		4964480	1.06	4964480	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		469701920	100.00	469701920	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	233075713	178560664	76.61	177648615	912049	99.49	0.51	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		178560664	76.61	177648615	912049	99.49	0.51	0
3	Public-Others	E-Voting	185008527	11313984	6.12	11309451	4533	99.96	0.04	0
		Poll		340507	0.18	340507	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		11654491	6.30	11649958	4533	99.96	0.04	0
Total	Total	E-Voting	887786160	654612088	73.74	653695506	916582	99.86	0.14	0
		Poll		5304987	0.60	5304987	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		659917075	74.33	659000493	916582	99.86	0.14	0



**TITAN COMPANY LIMITED**

**Resolution (8)**

**Resolution required: (Ordinary / Special)**

SPECIAL

**Whether promoter/ promoter group are interested in the agenda/resolution?**

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

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	Invalid Votes
			[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]
1	Promoter and Promoter Group	E-Voting	469701920	464737440	98.94	464737440	0	100.00	0.00	0
		Poll		4964480	1.06	4964480	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		469701920	100.00	469701920	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	233075713	178861664	76.74	159130858	19730806	88.97	11.03	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		178861664	76.74	159130858	19730806	88.97	11.03	0
3	Public-Others	E-Voting	185008527	8307657	4.49	6878844	1428813	82.80	17.20	0
		Poll		340507	0.18	340507	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		8648164	4.67	7219351	1428813	83.48	16.52	0
Total	Total	E-Voting	887786160	651906761	73.43	630747142	21159619	96.75	3.25	0
		Poll		5304987	0.60	5304987	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		657211748	74.03	636052129	21159619	96.78	3.22	0

**TITAN COMPANY LIMITED**

**Resolution (9)**

**Resolution required: (Ordinary / Special)**

SPECIAL

**Whether promoter/ promoter group are interested in the agenda/resolution?**

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

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	Invalid Votes
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100	[8]
1	Promoter and Promoter Group	E-Voting	469701920	464737440	98.94	464737440	0	100.00	0.00	0
		Poll		4964480	1.06	4964480	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>469701920</b>	<b>100.00</b>	<b>469701920</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>
2	Public - Institutional holders	E-Voting	233075713	178346349	76.52	167286222	11060127	93.80	6.20	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>178346349</b>	<b>76.52</b>	<b>167286222</b>	<b>11060127</b>	<b>93.80</b>	<b>6.20</b>	<b>0.00</b>
3	Public-Others	E-Voting	185008527	11314643	6.12	11310359	4284	99.96	0.04	0
		Poll		340507	0.18	340507	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>11655150</b>	<b>6.30</b>	<b>11650866</b>	<b>4284</b>	<b>99.96</b>	<b>0.04</b>	<b>0.00</b>
Total		E-Voting	<b>887786160</b>	654398432	73.71	643334021	11064411	98.31	1.69	0
		Poll		5304987	0.60	5304987	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>659703419</b>	<b>74.31</b>	<b>648639008</b>	<b>11064411</b>	<b>98.32</b>	<b>1.68</b>	<b>0</b>

**TITAN COMPANY LIMITED**

**Resolution (10)**

**Resolution required: (Ordinary / Special)**

SPECIAL

**Whether promoter/ promoter group are interested in the agenda/resolution?**

**Appointment of Branch Auditors**

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	Invalid Votes
			[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]
1	Promoter and Promoter Group	E-Voting	469701920	464737440	98.94	464737440	0	100.00	0.00	0
		Poll		4964480	1.06	4964480	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>469701920</b>	<b>100.00</b>	<b>469701920</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
2	Public - Institutional holders	E-Voting	233075713	181331856	77.80	181128650	203206	99.89	0.11	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>181331856</b>	<b>77.80</b>	<b>181128650</b>	<b>203206</b>	<b>99.89</b>	<b>0.11</b>	<b>0</b>
3	Public-Others	E-Voting	185008527	11314781	6.12	11311466	3315	99.97	0.03	0
		Poll		340507	0.18	340507	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>11655288</b>	<b>6.30</b>	<b>11651973</b>	<b>3315</b>	<b>99.97</b>	<b>0.03</b>	<b>0</b>
Total	Total	E-Voting	<b>887786160</b>	657384077	74.05	657177556	206521	99.97	0.03	0
		Poll		5304987	0.60	5304987	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>662689064</b>	<b>74.65</b>	<b>662482543</b>	<b>206521</b>	<b>99.97</b>	<b>0.03</b>	<b>0</b>

**TITAN COMPANY LIMITED**

**Resolution (11)**

**Resolution required: (Ordinary / Special)**

SPECIAL

**Whether promoter/ promoter group are interested in the agenda/resolution?**

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

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	Invalid Votes
			[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]
1	Promoter and Promoter Group	E-Voting	469701920	464737440	98.94	464737440	0	100.00	0.00	0
		Poll		4964480	1.06	4964480	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		469701920	100.00	469701920	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	233075713	178560664	76.61	177648615	912049	99.49	0.51	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		178560664	76.61	177648615	912049	99.49	0.51	0
3	Public-Others	E-Voting	185008527	11312477	6.11	11306555	5922	99.95	0.05	0
		Poll		340507	0.18	340507	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		11652984	6.30	11647062	5922	99.95	0.05	0
Total	Total	E-Voting	887786160	654610581	73.74	653692610	917971	99.86	0.14	0
		Poll		5304987	0.60	5304987	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		659915568	74.33	658997597	917971	99.86	0.14	0



**VIJAYAKRISHNA K T**  
BBM, LLB, FCS, ACMA  
Company Secretary

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### **SCRUTINIZER'S REPORT**

[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and the Companies  
(Management & Administration) Rules, 2014]

To  
Mr. Noel Naval Tata  
Vice Chairman  
Chairman of the 35<sup>th</sup> Annual General Meeting  
Titan Company Limited  
Hosur

Dear Sir

I, Vijayakrishna KT, Company Secretary in Whole-Time Practice (FCS No. 1788, CP No. 980), having office at # 496/4, 2<sup>nd</sup> Floor, 10<sup>th</sup> Cross, Near Bashyam Circle, Sadashivanagar, Bangalore - 560 080, duly appointed as Scrutinizer by Titan Company Limited for the purpose of scrutinizing the voting through remote e-voting and tab voting facility provided at the 35<sup>th</sup> Annual General Meeting), held on 6<sup>th</sup> August, 2019 at No.3, SIPCOT Industrial Complex, Hosur 635 126, Tamil Nadu, pursuant to Sections 108 and 109 of the Companies Act, 2013 (the Act), read with Rules 20 and 21 of the Companies (Management & Administration) Rules, 2014 (the Rules) as amended from time to time and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereby furnish my Report to you.

The Management of the Company is responsible to ensure compliance of the requirements of the Act and the Rules relating to voting through e-voting and tab voting facility provided at the Annual General Meeting venue for the Resolutions proposed in the Notice of 35<sup>th</sup> Annual General Meeting of the Members of the Company held on 6<sup>th</sup> August, 2019. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes cast in "favour" or "against" on the Resolutions proposed in the Notice convening the 35<sup>th</sup> Annual General Meeting of the Company, based on the Report provided by National Securities Depository Limited (NSDL), the agency engaged by the Company to provide e-voting facility for voting through electronic means.





In terms of the aforesaid Notice and as per the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the e-voting was kept open for four days from 2<sup>nd</sup> August, 2019 (9.00 A.M. IST) till 5<sup>th</sup> August, 2019 (5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform.

The Members holding Equity Shares as on the "cut-off date" i.e., 30<sup>th</sup> July, 2019 were entitled to vote on the Resolutions proposed in the Notice calling the 35<sup>th</sup> Annual General Meeting.

The tab voting facility received were scrutinized and reconciled with the records maintained by Registrar and Share Transfer Agent. (RTA). At the end of the voting period on 5<sup>th</sup> August, 2019 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes cast were unblocked on 6<sup>th</sup> August, 2019 in the presence of Ms. Ramya Hegde and Mr. Anoop M H, who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

Thereafter, the details containing *inter alia*, the list of the Members, who voted "for" or "against" on each of the Resolutions that were put to vote, were derived from the tab voting facility as received and the report generated from the e-voting website of National Securities Depository Limited i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and based on such reports,

- a. 1132 members have cast their votes through remote e-voting (Some members have not exercised their rights to vote on all resolutions),
- b. 24 members have cast their votes through tab voting facility provided at the Annual General Meeting.

Brief analysis of the results of the remote e-voting and tab voting facility is as under:





### ORDINARY BUSINESS:

Item No.1: Receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2019 together with the Reports of the Board of Directors and Auditors thereon:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes**
	Remote E-voting		Tab Voting		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	1071	653942115	24	5304987	1095	659247102	99.982
Dissent	17	117960	0	0	17	117960	0.018
Total	1088	654060075	24	5304987	1112	659365062	100.00
Invalid*	1	5	0	0	1	5	NA

Item No.2: Receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2019 together with the Report of Auditors thereon:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes**
	Remote E-voting		Tab Voting		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	1080	654058788	24	5304987	1104	659363775	99.999
Dissent	6	856	0	0	6	856	0.001





Total*	1086	654059644	24	5304987	1110	659364631	100.00
Invalid	1	5	0	0	1	5	NA

**Item No. 3: Declaration of Dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2019:**

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes**
	Remote E-voting		Tab Voting		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	1085	657607122	24	5304987	1109	662912109	99.999
Dissent	9	372	0	0	9	372	0.001
Total	1094	657607494	24	5304987	1118	662912481	100.00
Invalid*	1	5	0	0	1	5	NA

**Item No. 4: Appointment of Director in place of Mr. Harish Bhat (DIN: 00478198), who retires by rotation and, being eligible, offers himself for re-appointment:**

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes**
	Remote E-voting		Tab Voting		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	932	627457217	24	5304987	956	632762204	95.747
Dissent	146	28107355	0	0	146	28107355	4.253
Total	1078	655564572	24	5304987	1102	660869559	100.00
Invalid*	1	5	0	0	1	5	NA





**SPECIAL BUSINESS:**

**Item No. 5: Appointment of Mr. N Muruganandam, IAS (DIN: 00540135) as a Director:**

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes**
	Remote E-voting		Tab Voting		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	1012	649921807	24	5304987	1036	655226794	99.244
Dissent	61	4992115	0	0	61	4992115	0.756
Total	1073	654913922	24	5304987	1097	660218909	100.00
Invalid*	1	5	0	0	1	5	NA

**Item No. 6: Appointment of Mr. V Arun Roy, IAS (DIN: 01726117) as a Director:**

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes**
	Remote E-voting		Tab Voting		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	912	626320269	24	5304987	936	631625256	95.680
Dissent	158	28519181	0	0	158	28519181	4.320
Total	1070	654839450	24	5304987	1094	660144437	100.00
Invalid*	1	5	0	0	1	5	NA





**Item No. 7: Appointment of Mr. Pradyumna Vyas (DIN: 02359563) as an Independent Director:**

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes**
	Remote E-voting		Tab Voting		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	1039	653695501	24	5304987	1063	659000488	99.861
Dissent	29	916582	0	0	29	916582	0.139
Total	1068	654612083	24	5304987	1092	659917070	100.00
Invalid*	1	5	0	0	1	5	NA

**Item No. 8: Re-appointment of Mrs. Hema Ravichandar (DIN: 00032929) as an Independent Director:**

**Special Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes**
	Remote E-voting		Tab Voting		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	918	630747137	24	5304987	942	636052124	96.780
Dissent	154	21159619	0	0	154	21159619	3.220
Total	1072	651906756	24	5304987	1096	657211743	100.00
Invalid*	1	5	0	0	1	5	NA



**Item No. 9: Re-appointment of Mrs. Ireena Vittal (DIN: 05195656) as an Independent Director:**

**Special Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes**
	Remote E-voting		Tab Voting		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	969	643334016	24	5304987	993	648639003	98.323
Dissent	103	11064411	0	0	103	11064411	1.677
Total	1072	654398427	24	5304987	1096	659703414	100.00
Invalid*	1	5	0	0	1	5	NA

**Item No. 10: Appointment of Branch Auditors:**

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes**
	Remote E-voting		Tab Voting		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	1068	657177551	24	5304987	1092	662482538	99.969
Dissent	15	206521	0	0	15	206521	0.311
Total	1083	657384072	24	5304987	1107	662689059	100.00
Invalid*	1	5	0	0	1	5	NA

**Item No. 11: Appointment of Dr. Mohanasankar Sivaprakasam (DIN: 08497296) as an Independent Director:**





**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes**
	Remote E-voting		Tab Voting		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	1040	653692608	24	5304987	1064	658997595	99.861
Dissent	28	917971	0	0	28	917971	0.139
Total	1068	654610579	24	5304987	1092	659915566	100.00
Invalid*	1	2	0	0	1	2	NA

**Notes:**

\* Certified copy of the Resolution of authorization by the Board of Directors of the Body Corporate not furnished and hence was rejected leading to be treated as Invalid.

\*\* Decimals have been exhibited to the nearest possible.

Based on the foregoing, the resolution numbers from 01 to 11 may be deemed to have been passed by requisite majority.

All the relevant records relating to e-voting and Tab voting facility under my safe custody and are hereby handed over to Company Secretary for preserving safely.


Thanking You  
Yours Sincerely

Vijayakrishna K T  
Practising Company Secretary  
Membership No.: FCS No.: 1788  
CP No.: 980



Date: 07.08.2019  
Place: Bangalore

Witnesses:

  
Ramya Hegde

  
Anoop M H