



SEC 25 / 2018-19

3rd August 2018

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 34th Annual General Meeting respectively

We wish to inform you that the 34th Annual General Meeting (AGM) of the Company was held on Friday, 3rd August 2018 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 10th May 2018.

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 2nd August 2018 and the electronic vote cast at the AGM till the conclusion of the Meeting and has submitted his report on 3rd August 2018.

Based on the consolidated report of the Scrutinizer, all the resolutions as set out in the Notice of the 34th AGM have been duly approved by the shareholders with the requisite majority.

In this regard, please find enclosed the following:

1. Proceedings of the 34th AGM of the Company as required under Regulation 30 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 3rd August 2018, 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
www.titan.co.in

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The AGM concluded at 03:35 P.M. (IST)

The voting results and the Scrutinizers Report dated 3rd August 2018 is made available on the website of the Company at www.titan.co.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 34th Annual General Meeting

The 34th Annual General Meeting (AGM) of the Members of Titan Company Limited ('the Company') was held on Friday, 3rd August 2018 at 02.30 P.M at its Registered Office, 3 SIPCOT Industrial Complex, Hosur – 635 126. The requisite quorum being present, the Chairman called the AGM to order.

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

The members were informed that live streaming of the AGM webcast was voluntarily provided by the Company.

The Chairman, Mr. K Gnanadesikan 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.

The following items of business, as per the Notice of AGM dated 10th May 2018, were transacted at the meeting.

1. Adoption of Financial Statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors ('the Board') and Auditors thereon
2. Declaration of dividend on equity shares for the financial year 2017-18
3. Re-appointment of Mr. N.N. Tata as a Director
4. Appointment of Mr. B Santhanam as an Independent Director
5. Appointment of Mr. K Gnanadesikan, IAS as a Director
6. Appointment of Mr. Ramesh Chand Meena, IAS as a Director
7. Appointment of Branch Auditors

The Chairman then invited the Members to offer their comments, make observations and seek clarifications, if any, on the reports and financial statements. Accordingly, clarifications were provided to the queries raised by the respective Members.



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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.

The Chairman authorized the Company Secretary to declare the results of the voting.

The report of the Scrutinizer dated 3rd August 2018 was received after the conclusion of the meeting and accordingly all the resolutions as set out in the notice were declared as passed with the requisite majority.

This is for your information and records.

Yours truly,
For TITAN COMPANY LIMITED

Dinesh Shetty
General Counsel & Company Secretary

Encl. As stated



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A) DETAILS OF THE PROCEEDINGS OF THE MEETING		
Sr. No.	Particulars	Details
1.	Date of the AGM	Annual General Meeting – 3 rd August 2018
2.	Total number of shareholders as on record date	1,70,119
3.	No. of shareholders present in the meeting either in person or through proxy: - Promoters & Promoter Group - Public	- 125
4.	No. of shareholders attended the meeting through video conferencing:	Not applicable

B) RESULTS OF THE MEETING				
Sr. No.	Agenda	Resolution required (Ordinary/Special)	Mode of Voting	Remarks
1.	To receive, consider and adopt: a) the Audited Financial Statements for the financial year ended 31 st March, 2018 together with the Reports of the Board of Directors and Auditors thereon. b) the Audited Consolidated Financial Statements for the financial year ended 31 st March, 2018 together with the Report of the Auditors thereon.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
2.	To declare dividend on equity shares for the financial year ended 31 st March 2018.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
3.	To appoint a Director in place of Mr.N.N. Tata (DIN: 00024713), who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
4.	Appointment of Mr. B Santhanam (DIN:00494806) as an Independent Director	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
5.	Appointment of Mr. K Gnanadesikan, IAS (DIN:00111798) as a Director	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
6.	Appointment of Mr. Ramesh Chand Meena, IAS (DIN:08009394) as a Director	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
7.	Appointment of Branch Auditors	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority



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Annexure - C

SCRUTINIZER'S REPORT

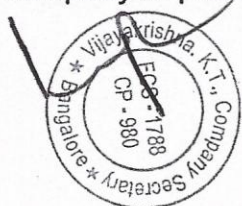
[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and the Companies
(Management & Administration) Rules, 2014]

To
Mr. K. Gnanadesikan
Chairman
Titan Company Limited

Dear Sir

I, Vijayakrishna KT, Company Secretary in Whole-Time Practice (FCS No. 1788, CP No. 980), having office at # 496/4, 2nd Floor, 10th 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 34th Annual General Meeting 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 34th Annual General Meeting of the Members of the Company held on 3rd August, 2018. 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 34th Annual General Meeting of the Company, based on the Report provided by TSR Darashaw Limited, 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 three days from 31st July, 2018 (9.00 A.M. IST) till 2nd August, 2018 (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., 27th July, 2018 were entitled to vote on the Resolutions proposed in the Notice calling the 34th 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 2nd August, 2018 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes cast were unblocked on 3rd August, 2018 in the presence of Mrs. Kalai Vani S and Mr. Damodar Kambli, 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 and based on such reports,

- a. 1145 members have cast their votes through remote e-voting (Number of members here taken on the basis of number of folios).
- b. 24 members have cast their votes through tab voting facility provided at the Annual General Meeting.

The 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:

- a. the Audited Financial Statements for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon; and**
- b. the Audited Consolidated Financial Statements for the financial year ended 31st March, 2018 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	1111	663763273	24	43506	1135	663806779	99.999
Dissent	3	64	0	0	3	64	0.001
Total	1114	663763337	24	43506	1138	663806843	100.00
Invalid	3	1607957	NIL	NIL	3	1607957	NA



Item No. 2: Declaration of Dividend on Equity Shares for the financial year ended 31st March, 2018:

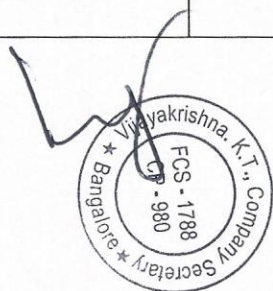
Ordinary Resolution:

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	1138	668542760	23	43476	1161	668586236	99.999
Dissent	3	94	0	0	3	94	0.001
Total	1141	668542854	23	43476	1164	668586330	100.00
Invalid	3	1607957	NIL	NIL	3	1607957	NA

Item No. 3: Appointment of Director in place of Mr. N.N. Tata (DIN: 00024713), 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	755	571941653	23	43476	778	571985129	85.92
Dissent	370	93734649	0	0	370	93734649	14.08
Total	1125	665676302	23	43476	1148	665719778	100.00
Invalid	1	233795	NIL	NIL	1	233795	NA



SPECIAL BUSINESS:

Item No. 4: Appointment of Mr. B. Santhanam as an Independent Director:

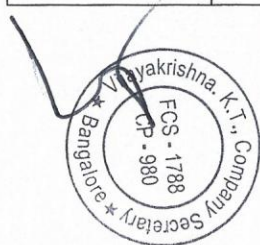
Ordinary Resolution:

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	1087	665815505	23	43476	1110	665858981	99.86
Dissent	38	934012	0	0	38	934012	0.14
Total	1125	666749517	23	43476	1148	666792993	100.00
Invalid	2	518704	NIL	NIL	2	518704	NA

Item No. 5: Appointment of Mr. K. Gnanadesikan 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	1066	661727290	23	43476	1089	661770766	99.47
Dissent	54	3510529	0	0	54	3510529	0.53
Total	1120	665237819	23	43476	1143	665281295	100.00
Invalid	2	518704	NIL	NIL	2	518704	NA



Item No. 6: Appointment of Mr. Ramesh Chand Meena 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	972	646791745	23	43476	995	646835221	96.95
Dissent	149	20376164	0	0	149	20376164	3.05
Total	1121	667167909	23	43476	1144	667211385	100.00
Invalid	2	518704	NIL	NIL	2	518704	NA

Item No. 7: Appointment of Branch Auditors:**Ordinary Resolution:**

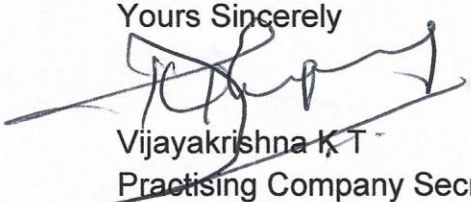
Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Tab Voting		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	1122	668529778	23	43476	1145	668573254	99.999
Dissent	12	758	0	0	12	758	0.001
Total	1134	668530536	23	43476	1157	668574012	100.00
Invalid	3	1607957	NIL	NIL	3	1607957	NA

Note: Decimals have been exhibited to the nearest possible.

Based on the foregoing, the resolution numbers from 01 to 07 may be deemed to have been **passed by requisite majority**.

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


Thanking You
Yours Sincerely

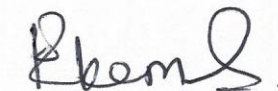

Vijayakrishna K.T.
Practising Company Secretary
Membership No.: FCS No.: 1788
CP No.: 980



Date: 03.08.2018
Place: Bangalore

Witnesses:


Kalai Vani S


Damodar Kambli