



SEC -46 / 2020-21

12th August 2020

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 36th Annual General Meeting (AGM) respectively

In terms of the General Circular dated May 5, 2020 read with General Circulars dated April 8, 2020 and April 13, 2020 issued by the Ministry of Corporate Affairs (‘MCA’) and in compliance with the provisions of the Companies Act, 2013 (‘Act’) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the 36th AGM of the Company was held on Tuesday, 11th August 2020 at 2.30 p.m. (IST) through two-way Video Conferencing (VC) to transact the business as stated in the Notice dated 8th June 2020, convening the 36th AGM.

Based on the report of the Scrutinizer, all the resolutions as set out in the Notice of the 36th AGM have been duly approved by the shareholders with the requisite majority.

In this regard, please find enclosed the following:

1. Summary of Proceedings of the 36th 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 12th August 2020, 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 4:50 P.M. (IST)

The voting results and the Scrutinizers Report dated 12th August 2020 is made available on the website of the Company at 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 36th Annual General Meeting

The 36th Annual General Meeting ('AGM' or 'Meeting') of the Members of Titan Company Limited ('the Company') was held on Tuesday, 11th August 2020 at 2:30 p.m. (IST) via two-way Video Conferencing ('VC'). The Company, while conducting the Meeting, adhered to the circulars issued by the Ministry of Corporate Affairs ('MCA'), the Securities and Exchange Board of India ('SEBI') and other social distancing norms in view of the outbreak of Covid-19 pandemic.

The Company Secretary welcomed the Members to the Meeting and briefed them on certain points relating to the participation at the Meeting through VC and announced that the Board had elected Mr. N N Tata, Vice Chairman of the Company to Chair the Meeting and conduct the proceedings of the same. The requisite quorum being present, the Chairman called the Meeting to order. The Registers as required under the Companies Act, 2013 and other relevant documents mentioned in the Notice were available for inspection. Since there was no physical attendance of Members and in compliance with the Circulars issued by MCA and SEBI, the requirement of appointing proxies was not applicable, except for the authorized representatives of corporate shareholders.

All the Directors, except Mr. N Muruganandam and Mr. Arun Roy attended the Meeting on video conference from their respective locations including Mr. Ashwani Puri, Chairman of the Board Audit Committee, Mr. B Santhanam, Chairman of the Board Stakeholders Relationship Committee and the Board Nomination and Remuneration Committee; Ms. Ireena Vittal, Chairperson of the Board Corporate Social Responsibility Committee and Risk Management Committee; Mr. Pradyumna Vyas, Chairman of the Board Ethics Committee. Mr. C K Venkataraman, Managing Director, Mr. Bhaskar Bhat, Non-Executive Director, Mr. S Subramaniam, Chief Financial Officer and Mr. Dinesh Shetty, General Counsel & Company Secretary attended the Meeting from a common location at Bengaluru.

The representatives of B S R & Co. LLP, Statutory Auditors, and V Sreedharan and Associates, Secretarial Auditors and Scrutinizers, were also present at the Meeting through VC.

With the consent of the Members, the Notice of the Meeting was taken as read. The Members were informed that the Statutory Auditors' Report and Secretarial Audit Report did not have any qualifications and hence, pursuant to Section 145 of the Companies Act, 2013 were not required to be read.

The Company Secretary informed the Members that the Company had provided its Members the facility to cast their vote electronically through the National Securities Depository Limited ('NSDL') system before the Meeting. He further informed that the remote e-voting facility was



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also made available during the AGM for the benefit of Members who were present during the Meeting and had not cast their votes earlier through remote e-voting. He further informed that the Board of Directors had appointed V Sreedharan and Associates as the Scrutinizer to supervise the remote e -voting and e-voting at the AGM.

The following items of business, as per the Notice of AGM dated 8th June 2020, were transacted at the meeting.

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.
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.
3. To declare dividend on equity shares for the financial year ended 31st March 2020.
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.
5. Appointment of Ms. Kakarla Usha as a Director
6. Appointment of Mr. Bhaskar Bhat as a Director
7. Appointment of Mr. C. K. Venkataraman as a Director
8. Appointment of Mr. C. K. Venkataraman as Managing Director
9. Appointment of Ms. Sindhu Gangadharan as an Independent Director
10. Appointment of Branch Auditors
11. Commission to Non-Executive Directors

The Chairman then invited the Members to express their views, offer their comments, make observations and seek clarifications, if any, on the operations and financial performance of the Company and on the resolutions set out in the Notice. The Members who had registered to speak at the Meeting were given an opportunity to speak and the Managing Director along with the Chief Financial Officer appropriately responded to the queries raised by them.

The Chairman authorised Mr. Dinesh Shetty, General Counsel & Company Secretary to carry out the voting procedure and conclude the Meeting. He also authorized the Company Secretary to accept and countersign the Scrutinizer's Report and declare the consolidated voting results. He informed the Members that the combined results of the remote e-voting before as well as remote e-voting during the AGM would be announced within 48 hours of the conclusion of the Meeting and the results along with the Scrutinizer's Report would be intimated to the Stock Exchanges in terms of the Listing Regulations and would be placed on the websites of the Company and NSDL.

The Chairman then thanked the Members for their continued support and for attending and participating in the Meeting. He also thanked the Directors for joining the Meeting virtually.



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The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote. Upon completion of the e-voting process the Company Secretary declared the Meeting closed.

Yours truly,
For TITAN COMPANY LIMITED

A handwritten signature in black ink, appearing to read "Dinesh Shetty", written over a horizontal line.

Dinesh Shetty
General Counsel & Company Secretary

Encl. As stated

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Annexure B

A) DETAILS OF THE PROCEEDINGS OF THE MEETING		
Sr. No.	Particulars	Details
1.	Date of the AGM	Annual General Meeting – 11 th August 2020
2.	Total number of shareholders as on record date	3,73,868 on 4 th August 2020
3.	No. of shareholders present in the meeting either in person or through proxy: - Promoters & Promoter Group - Public	No arrangement for a physical meeting or appointment of proxy was made as the AGM was held through VC/OAVM.
4.	No. of shareholders attended the meeting through VC/OAVM (other than webcast) Promoter and Promoter Group Public	3 358

B) RESULTS OF THE MEETING				
Sr. No.	Agenda	Resolution required (Ordinary/Special)	Mode of Voting	Remarks
1.	To receive, consider and adopt the Audited Standalone Financial Statements for the financial year ended 31 st March 2020 together with the Reports of the Board of Directors and 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 for the financial year ended 31 st March 2020 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 2019-20	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
4.	Re-appointment of Mr. N N Tata as a Director	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority



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5.	Appointment of Ms. Kakarla Usha as a Director	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
6.	Appointment of Mr. Bhaskar Bhat as a Director	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
7.	Appointment of Mr. C. K. Venkataraman as a Director	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
8.	Appointment of Mr. C. K. Venkataraman as Managing Director	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
9.	Appointment of Ms. Sindhu Gangadharan as an Independent Director	Ordinary	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.	Commission to Non-Executive Directors	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority

Yours truly,
For TITAN COMPANY LIMITED

Dinesh Shetty
General Counsel & Company Secretary

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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 Standalone Financial Statements for the financial year ended 31st March 2020 together with the Reports of the Board of Directors and 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]	[4]	[5]	[6]	[7]	[8]	
1	Promoter and Promoter Group	469701920	E-Voting	469701920	100.00	469701920	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	
	Total		469701920	469701920	100.00	469701920	0	100.00	0.00	0
2	Public - Institutional holders	256446685	E-Voting	197846902	77.15	197846902	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	
	Total		256446685	197846902	77.15	197846902	0	100.00	0.00	0
3	Public- Others	161637555	E-Voting	4379405	2.71	4377220	2185	99.95	0.05	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	
	Total		161637555	4379405	2.71	4377220	2185	99.95	0.05	0
Total		887786160	E-Voting	671928227	75.69	671926042	2185	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	
	Total		887786160	671928227	75.69	671926042	2185	100.00	0.00	0



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 for the financial year ended 31st March 2020 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	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	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	100.00	469701920	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
			Total	469701920	469701920	100.00	469701920	0	100.00	0.00
2	Public - Institutional holders		E-Voting	197846902	77.15	197846902	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
			Total	256446685	197846902	77.15	197846902	0	100.00	0.00
3	Public-Others		E-Voting	4379282	2.71	4374917	4365	99.90	0.10	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
			Total	161637555	4379282	2.71	4374917	4365	99.90	0.10
Total			E-Voting	671928104	75.69	671923739	4365	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
			Total	887786160	671928104	75.69	671923739	4365	100.00	0.00

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TITAN COMPANY LIMITED										
Resolution (3)										
Resolution required: (Ordinary / Special)							ORDINARY			
Whether promoter/ promoter group are interested in the agenda/resolution?										
To declare dividend on equity shares for the financial year ended 31st March 2020.										
	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	469701920	100.00	469701920	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
		Total		469701920	100.00	469701920	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	256446685	205672344	80.20	205672344	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
		Total		205672344	80.20	205672344	0	100.00	0.00	0
3	Public-Others	E-Voting	161637555	4379063	2.71	4087898	291165	93.35	6.65	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
		Total		4379063	2.71	4087898	291165	93.35	6.65	0
Total	Total	E-Voting	887786160	679753327	76.57	679462162	291165	99.96	0.04	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
		Total		679753327	76.57	679462162	291165	99.96	0.04	0

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TITAN COMPANY LIMITED										
Resolution (4)										
Resolution required: (Ordinary / Special)						ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?										
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.										
	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	469701920	100.00	469701920	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
		Total		469701920	100.00	469701920	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	256446685	203506446	79.36	186898689	16607757	91.84	8.16	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
		Total		203506446	79.36	186898689	16607757	91.84	8.16	0
3	Public-Others	E-Voting	161637555	4378493	2.71	4374984	3509	99.92	0.08	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
		Total		4378493	2.71	4374984	3509	99.92	0.08	0
Total	Total	E-Voting	887786160	677586859	76.32	660975593	16611266	97.55	2.45	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
		Total		677586859	76.32	660975593	16611266	97.55	2.45	0

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TITAN COMPANY LIMITED										
Resolution (5)										
Resolution required: (Ordinary / Special)						ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?										
Appointment of Ms. Kakarla Usha as a Director										
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	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	469701920	100.00	469701920	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
		Total		469701920	100.00	469701920	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	256446685	203506446	79.36	198066280	5440166	97.33	2.67	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
		Total		203506446	79.36	198066280	5440166	97.33	2.67	0
3	Public-Others	E-Voting	161637555	4375879	2.71	4080608	295271	93.25	6.75	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
		Total		4375879	2.71	4080608	295271	93.25	6.75	0
Total	Total	E-Voting	887786160	677584245	76.32	671848808	5735437	99.15	0.85	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
		Total		677584245	76.32	671848808	5735437	99.15	0.85	0

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TITAN COMPANY LIMITED										
Resolution (6)										
Resolution required: (Ordinary / Special)						ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?										
Appointment of Mr. Bhaskar Bhat as a Director										
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
			[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$	[8]
1	Promoter and Promoter Group	E-Voting	469701920	469701920	100.00	469701920	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
		Total		469701920	469701920	100.00	469701920	0	100.00	0.00
2	Public - Institutional holders	E-Voting	256446685	203506446	79.36	186356282	17150164	91.57	8.43	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
		Total		256446685	203506446	79.36	186356282	17150164	91.57	8.43
3	Public-Others	E-Voting	161637555	4375856	2.71	4360587	15269	99.65	0.35	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
		Total		161637555	4375856	2.71	4360587	15269	99.65	0.35
Total	Total	E-Voting	887786160	677584222	76.32	660418789	17165433	97.47	2.53	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
		Total		887786160	677584222	76.32	660418789	17165433	97.47	2.53

TITAN COMPANY



TITAN COMPANY LIMITED										
Resolution (7)										
Resolution required: (Ordinary / Special)						ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?										
Appointment of Mr. C. K. Venkataraman 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]		[4]	[5]			[8]
1	Promoter and Promoter Group	E-Voting	469701920	469701920	100.00	469701920	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
		Total		469701920	100.00	469701920	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	256446685	205471573	80.12	202227818	3243755	98.42	1.58	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
		Total		205471573	80.12	202227818	3243755	98.42	1.58	0
3	Public-Others	E-Voting	161637555	4375885	2.71	4369246	6639	99.85	0.15	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
		Total		4375885	2.71	4369246	6639	99.85	0.15	0
Total	Total	E-Voting	887786160	679549378	76.54	676298984	3250394	99.52	0.48	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
		Total		679549378	76.54	676298984	3250394	99.52	0.48	0

TITAN COMPANY



TITAN COMPANY LIMITED										
Resolution (B)										
Resolution required: (Ordinary / Special)							ORDINARY			
Whether promoter/ promoter group are interested in the agenda/resolution?										
Appointment of Mr. C. K. Venkataraman as Managing 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]		[4]	[5]			[8]	
1	E-Voting	469701920	469701920	100.00	469701920	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	
	Total		469701920	469701920	100.00	469701920	0	100.00	0.00	0
2	E-Voting	256446685	202736348	79.06	143381535	59354813	70.72	29.28	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	
	Total		256446685	202736348	79.06	143381535	59354813	70.72	29.28	0
3	E-Voting	161637555	4376038	2.71	4371107	4931	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	
	Total		161637555	4376038	2.71	4371107	4931	99.89	0.11	0
Total	E-Voting	887786160	676814306	76.24	617454562	59359744	91.23	8.77	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	
	Total		887786160	676814306	76.24	617454562	59359744	91.23	8.77	0

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COMPANY



TITAN COMPANY LIMITED										
Resolution (9)										
Resolution required: (Ordinary / Special)						ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?										
Appointment of Ms. Sindhu Gangadharan as an Independent Director										
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
			[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$	[8]
1	Promoter and Promoter Group	E-Voting	469701920	469701920	100.00	469701920	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
		Total		469701920	100.00	469701920	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	256446685	203400404	79.31	203173981	226423	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
		Total		203400404	79.31	203173981	226423	99.89	0.11	0
3	Public-Others	E-Voting	161637555	4375811	2.71	4371382	4429	99.90	0.10	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
		Total		4375811	2.71	4371382	4429	99.90	0.10	0
Total	Total	E-Voting	887786160	677478135	76.31	677247283	230852	99.97	0.03	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
		Total		677478135	76.31	677247283	230852	99.97	0.03	0

TITAN COMPANY



TITAN COMPANY LIMITED										
Resolution (10)										
Resolution required: (Ordinary / Special)						ORDINARY				
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	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes	
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$	[8]	
1	Promoter and Promoter Group	E-Voting	469701920	100.00	469701920	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	
		Total	469701920	100.00	469701920	0	100.00	0.00	0	
2	Public - Institutional holders	E-Voting	205529862	80.15	205362944	166918	99.92	0.08	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	
		Total	256446685	205529862	80.15	205362944	166918	99.92	0.08	0
3	Public-Others	E-Voting	4375872	2.71	4366024	9848	99.77	0.23	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	
		Total	161637555	4375872	2.71	4366024	9848	99.77	0.23	0
Total	Total	E-Voting	679607654	76.55	679430888	176766	99.97	0.03	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	
		Total	887786160	679607654	76.55	679430888	176766	99.97	0.03	0

TITAN COMPANY



TITAN COMPANY LIMITED										
Resolution (11)										
Resolution required: (Ordinary / Special)						ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?										
Commission to Non-Executive Directors										
Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes	
		[1]	[2]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$	[8]	
1	Promoter and Promoter Group	E-Voting	469701920	100.00	469701920	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	
		Total	469701920	469701920	100.00	469701920	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	201199492	78.46	122170371	79029121	60.72	39.28	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	
		Total	256446685	201199492	78.46	122170371	79029121	60.72	39.28	0
3	Public-Others	E-Voting	4377959	2.71	4343436	34523	99.21	0.79	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	
		Total	161637555	4377959	2.71	4343436	34523	99.21	0.79	0
Total	Total	E-Voting	675279371	76.06	596215727	79063644	88.29	11.71	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	
		Total	887786160	675279371	76.06	596215727	79063644	88.29	11.71	0

TITAN COMPANY



V SREEDHARAN AND ASSOCIATES

Company Secretaries

No. 32/33, 1st and 2nd Floor, GNR Complex, 8th Cross,

Wilson Garden, Bengaluru 560 027

☎ +91 80 222 90 394 ✉ compliance@sreedharancs.com



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 Member: 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

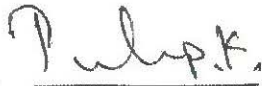


8. A list of Equity shareholders who voted "FOR", "AGAINST" the resolutions (Both through Remote E-voting and E-voting at the AGM) has been handed over to the Company Secretary.
9. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be 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