



B. R. Bahl & Associates

Company Secretaries & Management Consultants

To,
The Board of Directors,
TITAN INDUSTRIES LIMITED,
3, SIPCOT Industrial Complex,
Hosur 635 126
Tamilnadu

25th July, 2013

SCRUTINIZER'S REPORT POSTAL BALLOT – NOTICE DATE 8TH June, 2013

**OBJECT : SPECIAL RESOLUTIONS FOR AMMENDMENT
MEMORANDUM OF ASSOCIATION – COMMENCEMENT
OF NEW BUSINESS AND CHANGE IN THE NAME OF
COMPANY.**

Dear Sir/s,

We refer to our appointment as Scrutinizer for the Postal Ballot authorizing us to scrutinize the ballot papers in respect of alteration of Memorandum of Association and Articles of Association of the Company to effect the change in name and object clause for commencement of new business for and behalf of the company in accordance with procedures (passing of Resolutions by Postal Ballot) Rules, 2001 issued by the Central Government under Notification No. GSR 337(E) dated 10.5.2001, in respect of the following:

1. Special resolution for Alteration of Memorandum of Association of the Company to amend the Objects clause of Memorandum of Association and commencement of new business under section 17 and 149(2A) of the Companies Act, 1956.
2. Special resolution for change of name of the company from TITAN INDUSTRIES LIMITED TO TITAN COMPANY LIMITED under section 21 of the Companies Act, 1956.
3. Consequent Alteration of the Articles of Association of the company to reflect the changes in (1) and (2) as above.

CERTIFIED TRUE COPY
For TITAN INDUSTRIES LTD.

A.R. RAJARAM
HEAD-LEGAL & COMPANY SECRETARY





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In connection with the above authority given to us and calendar of events for conducting voting process through Postal Ballot with the co-operation of the Company's Registrar and Transfer Agent M/S TSR Darashaw Pvt Ltd. at Mumbai to conduct the postal ballot within the time frame as per Companies Act, Listing Agreement and of SEBI Guidelines.

We confirm that we have received from the company:

- ✓ The specimen copy of the notice dated 8th June, 2013 posted by the company to all the members pursuant to section 192A as required under Companies Act, 1956.
- ✓ A specimen copy of the Postal Ballot form posted to all the members of the company.
- ✓ We reaffirm that the Company has completed the dispatch of notice along with Postal Ballot forms on 21st June, 2013 to the members along with postage prepaid business reply envelopes returnable at the Registrar's office on or before 20th July, 2013.

On the basis of our periodical verifications and scrutiny of signed Postal Ballot forms and E-votes received from the members at the Registrar and Transfer Agents office in Mumbai, we report and confirm that:

1. The Postal Ballot forms were kept under the safe custody of the responsible officer of the Company approved by us kept in a book form.
2. Particulars of the completed Ballot forms received from members have been entered in a register separately maintained for the purpose and initialed by us.
3. The Postal Ballot forms were scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company/list of beneficiaries as on 20th July, 2013
4. All Postal Ballot forms received / receivable upto the close of working hours on 20th July, 2013 which was the last date and time fixed by the company for receipt of the forms were considered by us.
5. The shareholding pattern and signature verification has been done on random basis by us at the computer systems at the office of the Registrar and Transfer Agents (Mumbai).
6. E-votes received via or EVEM (Evoting event member), user id and password as provided to the members in the Postal Ballot Form were duly verified and kept under proper code system for security purpose.

CERTIFIED TRUE COPY
For TITAN INDUSTRIES LTD.



A R RAJARAM
HEAD-LEGAL & COMPANY SECRETARY

307-308, Green House, Green Street, Fort, Mumbai 400 023. India. Tel: (91 22) 2264 4490, 6524 4490

Residence : 12/C Malabar Apts., Napean Sea Road, Mumbai 400 036. India. Tel: (91 22) 2363 7666

Mobile : 98210 76862 Email: brbahl@gmail.com Web: www.brbaahl.com



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MANAGEMENT NOTE
(Attached as Annexure 1)

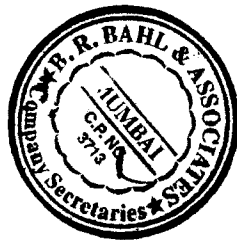
On the basis of the total number of Postal Ballot Papers checked by us, we submit an Analysis of the Ballot Papers examined by us, together with our report thereon on the votes considered invalid by us.

The results indicate that TITAN INDUSTRIES LTD. is successful in obtaining the members consent with requisite majority in their favour on all Resolutions (TWO SPECIAL) through the Postal Ballot.

The Original Analysis Report duly certified by us is attached separately with our report for your necessary action.

ACCORDINGLY WE HEREBY CONFIRM AND CERTIFY THAT:

1. All Ballot Papers alongwith e-votes from the members received by the company during the validity period from 20th June,2013 to 20th July,2013(both days inclusive)
2. We have fully scrutinized all the Ballot papers to decide about its validity in respect of voting right.
3. The rejected Ballot papers have been specified in the separate report and in our opinion these are considered as invalid for the reasons stated therein.
4. The special resolutions for amendment of the object clause as well as name clause in the notice in terms of Companies Act, 1956 is carried with requisite majority.



B R Bahl

Company Secretary In
Whole Time Practice
CP No. 3713

CERTIFIED TRUE COPY
For TITAN INDUSTRIES LTD.

A R RAJARAM
HEAD-LEGAL & COMPANY SECRETARY



Summary of Physical Postal Ballots / e-Votes received pursuant to Section 192A read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 in respect of the following resolutions:

- 1 SPECIAL RESOLUTION UNDER SECTION 17 AND 149 (2A) OF THE COMPANIES ACT, 1956, FOR AMENDING THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION AND COMMENCEMENT OF NEW BUSINESS.
- 2 SPECIAL RESOLUTION UNDER SECTION 17 AND 149 (2A) OF THE COMPANIES ACT, 1956, FOR AMENDING THE NAME OF THE COMPANY FROM TITAN COMPANY LIMITED.

	ASSENT	%	VALID VOTES		TOTAL	%	INVALID	TOTAL VOTES CAST
			DISSENT	%				
1 SPECIAL RESOLUTION UNDER SECTION 17 AND 149 (2A) OF THE COMPANIES ACT, 1956, FOR AMENDING THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION AND COMMENCEMENT OF NEW BUSINESS.								
No. of Securities	574151367	99.99	36561	0.01	574187928	100.00	601845	574789773
No. of Ballots	3706	98.67	50	1.33	3756	100.00	330	4086
2. SPECIAL RESOLUTION UNDER SECTION 21 OF THE COMPANIES ACT, 1956, FOR CHANGE IN THE NAME OF THE COMPANY FROM TITAN INDUSTRIES LIMITED TO TITAN COMPANY LIMITED								
No. of Securities	573924835	99.98	129281	0.02	574054116	100.00	733677	574787793
No. of Ballots	3529	97.16	103	2.84	3632	100.00	458	4090

CERTIFIED TRUE COPY
For TITAN INDUSTRIES LTD.

E. R. Rajaram
A R RAJARAM
HEAD-LEGAL & COMPANY SECRETARY

Certified
B. R. BAHL & ASSOCIATES
Practising Company Secretaries

CP No. 3713 (FCS 636)
Mumbai

B. R. Bahl
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