



SEC 151 / 2023-24

27th November 2023

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 Sir,

Sub: Postal Ballot Notice

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations') as amended from time to time, we attach herewith a copy of the Postal Ballot Notice ('Notice') of Titan Company Limited ('the Company') dated 3rd November 2023, along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 ('the Act') read with the Listing Regulations, for seeking approval of the Members of the Company on the Ordinary Resolutions forming part of the Notice.

In compliance with the various General Circulars issued by the Ministry of Corporate Affairs as disclosed in the Notice, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories / Depository Participants / the Company's Registrars and Transfer Agents ('RTA') i.e., TSR Consultants Private Limited, and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 17th November 2023 ('Cut-off date'). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope, are not being sent to the Members for this Postal Ballot.

The Company has engaged the services of National Securities Depository Limited ('NSDL') to provide remote e-voting facility to its Members. The remote e-voting period commences on Wednesday, 29th November 2023 from 9:00 a.m. (IST) and ends on Thursday, 28th December 2023 at 5:00 p.m. (IST). The e-voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off date. Please note that communication of assent or dissent of the Members would take place only through the remote e-voting system. The instructions for remote e-voting are provided in the Notice.

Titan Company Limited

INTEGRITY #193 Veerasandra Electronics City P.O. Off Hosur Main Road, Bangalore 560100 India. Tel: 9180 6704 7000 Fax: 9180 6704 6262
Registered Office 3, Sipcot Industrial Complex Hosur 635 126 TN India. Tel-91 4344 664 199 Fax 91 4344 276037, CIN: L74999TZ1984PLC001456
www.titancompany.in

A TATA Enterprise



The Members whose e-mail address is not registered with the Company / Depositories / Depository Participants / RTA, to receive the Notice, may register their e-mail address with the Company / RTA, on or before 5:00 p.m. (IST) on Monday, 4th December 2023. The process for registration of e-mail address is also provided in the enclosed Notice. The said Notice is also being made available on the website of the Company at www.titancompany.in and on the website of NSDL at www.evoting.nsdl.com.

This is for your information and record.

Thank you.

Yours truly,
For TITAN COMPANY LIMITED

Dinesh Shetty
General Counsel & Company Secretary

Encl. As stated

Titan Company Limited

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TITAN COMPANY LIMITED

Registered Office: No. 3, SIPCOT Industrial Complex, Hosur- 635 126, India
Corporate Office: Integrity, #193, Veerasandra, Electronics City P.O.,
Off Hosur Main Road, Bengaluru 560100, India
Corporate Identity Number (CIN): L74999TZ1984PLC001456; **Tel:** +91 80 6704 7000
E-mail: investor@titan.co.in ; **Website:** www.titancompany.in

POSTAL BALLOT NOTICE

VOTING STARTS ON	VOTING ENDS ON
Wednesday, 29 th November 2023 at 09:00 a.m. IST	Thursday, 28 th December 2023 at 05:00 p.m. IST

DEAR MEMBERS,

Notice is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (“the Act”), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and other applicable provisions of the Act and the Rules (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time) read with the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 10/2021 dated 23rd June 2021, 03/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 09/2023 dated 25th September 2023 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “the MCA Circulars”), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“SS-2”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), read with all other applicable provisions under the said Regulations and the Circulars, Notifications and Rules issued thereunder by the Securities and Exchange Board of India (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Resolutions as set out in this Notice to transact the special business as set out hereunder by passing Ordinary Resolutions, by the means of Postal Ballot through remote e-voting (voting electronically only).

In compliance with the MCA Circulars and pursuant to other applicable laws and Regulations, this Postal Ballot Notice (“Notice”) is being sent only in electronic form to those Members whose e-mail addresses are registered with Titan Company Limited (“Company”)/Depositories/RTA to enable them to cast their votes electronically. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members. The instructions for remote e-voting are appended to this Notice.

Pursuant to Sections 102 and 110 of the Act, the Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice.



The Notice will also be placed on the website of the Company at www.titancompany.in and on the website of National Securities Depository Limited (“NSDL”) at www.evoting.nsdl.com. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) at www.bseindia.com and www.nseindia.com respectively.

The Board of Directors has appointed Mr. Pradeep B. Kulkarni (FCS 7260; CP 7835) or in his absence Ms. Devika Sathyanarayana (FCS No. 11323; CP No. 17024) of M/s. V. Sreedharan & Associates, Practicing Company Secretaries, as the Scrutinizer (“the Scrutinizers”) for conducting the Postal Ballot only through the remote e-voting process and for scrutinizing the votes cast therein, in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, Members can vote only through the remote e-voting process. Members are requested to read the instructions in the Notes forming part of this Notice to cast their vote electronically through the remote e-voting process which commences from **Wednesday, 29th November 2023 at 9:00 a.m. (IST)** and concludes on **Thursday, 28th December 2023 at 5:00 p.m. (IST)**. The remote e-voting will be disabled by NSDL thereafter.

The Scrutinizer will submit the report to the Chairman of the Company, or in his absence any person authorized by him, upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced by the Chairman of the Company or by the Company Secretary, authorised by the Chairman in writing, on or before 5:00 p.m. (IST) on Saturday, 30th December 2023.

The said results along with the Scrutinizer’s Report would be intimated to BSE and NSE, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company’s website at www.titancompany.in and on the website of NSDL at <http://www.evoting.nsdl.com/>.



SPECIAL BUSINESS

1. APPOINTMENT OF MR. ARUN ROY, IAS (DIN: 01726117) AS A DIRECTOR

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT, Mr. Arun Roy, IAS (DIN: 01726117) who was appointed as an Additional Director (Non-Executive & Non-Independent) of the Company effective 17th October 2023 by the Board of Directors in terms of Section 161(1) of the Companies Act, 2013 (the “**Act**”) read with related Rules (including any modification or re-enactment thereof) and Article 117 of the Articles of Association of the Company and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

2. APPOINTMENT OF MR. SANDEEP NANDURI, IAS (DIN: 07511216) AS A DIRECTOR

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT, Mr. Sandeep Nanduri, IAS (DIN: 07511216) who was appointed as an Additional Director (Non-Executive & Non-Independent) of the Company effective 3rd November 2023 by the Board of Directors in terms of Section 161(1) of the Companies Act, 2013 (the “**Act**”) read with related Rules (including any modification or re-enactment thereof) and Article 117 of the Articles of Association of the Company and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act read with Rules, each as amended, setting out the material facts and necessary disclosures pertaining to the aforesaid Resolutions is annexed hereto and forms part of the Notice.
2. In compliance with the MCA Circulars and Rules made thereunder, this Notice is being sent electronically only to the Members whose names appear in the Register of Members/List of Beneficial Owners as received from NSDL and Central Depository Services Limited



(CDSL) and whose e-mail addresses are registered and are available with the Company/the Company's Registrar and Transfer Agents viz., TSR Consultants Private Limited ("TSR/RTA")/Depositories as at **05:00 p.m. (IST) on Friday, 17th November 2023** ("Cut-Off date"). In accordance with the aforesaid MCA Circulars, physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelop will not be sent to the Members for this Postal Ballot. The voting rights shall be reckoned on the paid-up value of shares registered in the name(s) of the Member(s) as on the Cut-Off date. A person who is not a Member as on the Cut-Off date should treat this Notice for information purposes only.

3. A copy of this Notice is also available on the website of the Company at www.titancompany.in, the relevant section of the websites of the stock exchanges viz. BSE: www.bseindia.com and NSE: www.nseindia.com where the equity shares of the Company are listed and on the website of NSDL: www.evoting.nsdl.com.
4. Members may follow the below steps to register e-mail address for receiving the Postal Ballot Notice:
 - i. **Registration of e-mail addresses permanently with Company/Depository Participants:** Members are requested to register the same with their concerned Depository Participants, in respect of electronic holding and with TSR, in respect of physical holding, by writing to them at csq-unit@tcplindia.co.in. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their Depository Participants/TSR to enable servicing of notices/documents/annual reports and other communications electronically to their e-mail address in future.
 - ii. Alternatively, Members may also send an e-mail request to evoting@nsdl.com along with the following documents for procuring User ID and password for e-voting for the Resolutions set out in this Notice:
 - In case shares are held in **physical form**, please provide Folio No., name of the shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, and self-attested scanned copy of Aadhaar Card.
 - In case shares are held in **Demat form**, please provide DP ID-Client ID (16-digit DPID + CLID or 16-digit Beneficiary ID), Name, client master or copy of consolidated account statement, self-attested scanned copy of PAN card, and self-attested scanned copy of Aadhaar Card. If you are an individual shareholder holding securities in Demat mode, you are requested to refer to the login method explained under procedure for e-voting.
5. Members are requested to register/update their e-mail address latest by **Monday, 4th December 2023**, in order to receive this Postal Ballot Notice. Members who update their e-mail address after the Cut-Off date are requested to communicate the same to the RTA/the Company by sending an e-mail to csq-unit@tcplindia.co.in or investor@titan.co.in.
6. Those Members who have already registered their e-mail address are requested to keep their e-mail address validated with their Depository Participants/Company/RTA to enable servicing of notices/documents/annual reports and other communications electronically to their e-mail address in future.



7. In compliance with the MCA Circulars and the provisions of Sections 108 and 110 of the Act, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, other applicable provisions of the Act and the Rules and other applicable laws, Rules and Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), the Members can cast their votes on the Resolutions listed out in the Notice through electronic voting i.e., remote e-voting only. The detailed procedure for remote e-voting is listed down in the e-voting section. The Company has engaged the services of NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically.
8. The remote e-voting shall commence on **Wednesday, 29th November 2023 at 9:00 a.m. (IST) and conclude on Thursday, 28th December 2023 at 5:00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL thereafter and voting shall not be allowed beyond 05:00 p.m. (IST) on Thursday, 28th December 2023. Members are requested to cast their votes on or before the said date and time in order to consider the votes as valid. During this period, Members of the Company holding shares either in physical or electronic form, as on the Cut-Off date, i.e., **17th November 2023**, shall be eligible to cast their vote electronically.
9. Once the vote on the Resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.
10. The Resolutions as stated in the Notice, if approved by the Members with requisite majority shall be deemed to have been passed as on the last date for remote e-voting i.e., **Thursday, 28th December 2023**.
11. The Board of Directors has appointed Mr. Pradeep B. Kulkarni (FCS 7260; CP 7835) or in his absence Ms. Devika Sathyanarayana (FCS No. 11323; CP No. 17024) of M/s. V. Sreedharan & Associates, Practicing Company Secretaries, as the Scrutinizer who are not in the employment of the Company, for conducting the Postal Ballot only through the remote e-voting process and scrutinizing the votes cast therein, in a fair and transparent manner. The Scrutinizer has given the willingness/consent for engagement in the Postal Ballot exercise.
12. The Scrutinizer shall, consequent to the completion of the voting period, scrutinize the votes cast and shall submit the report to the Chairman of the Company and results in connection with the voting shall be declared by the Chairman or by the Company Secretary, authorised by the Chairman in writing, who will acknowledge the receipt of the same and declare the results of the e-voting not later than **Saturday, 30th December 2023**.
13. The results declared along with the Scrutinizer's Report shall also be made available on the website of the Company at www.titancompany.in and on the website of NSDL at <http://www.evoting.nsdl.com/>. The results shall also be communicated to the stock exchanges viz., BSE and NSE and the same shall be available on their respective websites. The results shall also be displayed on the notice board at the Registered Office of the Company.
14. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to investor@titan.co.in from their registered e-mail addresses mentioning their name, DP ID & Client ID/Physical Folio Number between the period Wednesday, 29th November 2023 at 9:00 a.m. (IST) to Thursday, 28th December 2023 at 5:00 p.m. (IST).



15. MANDATORY UPDATION OF KYC

The Securities and Exchange Board of India vide Circular dated 3rd November 2021 has mandated that investors holding shares in physical mode shall mandatorily furnish PAN, KYC details including contact details, bank account details, nomination and specimen signature with the Company/RTA in specified forms. In terms of SEBI Circular No. SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37 dated 16th March 2023 and amendments therein, in case any of the above cited documents/details are not available in the Folio(s) on or after 1st January 2024, the RTA shall be constrained to freeze such Folio(s).

The formats for nomination and updation of KYC details in accordance with the SEBI Circular are available on the Company's website at <https://www.titancompany.in/investors/investor-information/other-forms> or available at <https://www.tcplindia.co.in> > Investor Services > Downloads > KYC.

PROCEDURE FOR E-VOTING:

The procedure to login to e-voting of NSDL website consists of two steps as detailed hereunder:

A) Login method for e-voting for individual Shareholders holding securities in demat mode

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 captioned “e-voting facility provided by listed companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participant(s) (“DPs”) in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider, thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

Login method for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><u>If the user is registered for NSDL IDeAS facility:</u></p> <ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a personal computer or on a mobile. 2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 3. A new screen will open. You will have to enter your User ID and Password. 4. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see the e-voting page.

5. Click on options available against company name or e-voting service provider - NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period.

If the user is not registered for NSDL IDeAS facility:

If the user is not registered for IDeAS e-Services, the option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS” Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.

Voting directly through the NSDL portal:

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open.
4. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.
5. Click on options available against company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.
6. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab and then use your existing my Easi username and password. 2. After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from the e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. 2. Once login, you will be able to see the e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. 3. Click on options available against company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000.</p>



Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.
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B) Login Method for Shareholders other than individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

Step 1:

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either in a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e., IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example, if folio number is 001*** and EVEN is 127159 then your user ID is 127159001***

5. Password details for Shareholders other than Individual Shareholders are given below:
 - If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial



password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- How to retrieve your ‘initial password’?
 - a) If your e-mail ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - b) If your e-mail ID is not registered, please follow steps mentioned in Point No. 4 of the notes to this Notice in **process for those Shareholders whose e-mail IDs are not registered.**
- 6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name, and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
 - e) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 - f) Now, you will have to click on “Login” button.
 - g) After you click on the “Login” button, Home page of e-voting will open.

Step 2:

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle are active.
2. **Select “EVEN” of Company, which is 127159 for which you wish to cast your vote during the remote e- voting period.**
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify or modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.



5. Upon confirmation, the message “Vote cast successfully” will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number from depository.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the Resolutions, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pbk@sreedharancs.com with a copy marked to evoting@nsdl.com.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to evoting@nsdl.com.
4. Members are requested to take note of the contact details for reaching out to the RTA as below:

Contact Number	+91 8108118484
E-mail	csg-unit@tcplindia.co.in
Correspondence address	TSR Consultants Private Limited C 101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.

By Order of the Board of Directors
For Titan Company Limited

Sd/-

Date: 3rd November 2023

Place: Bengaluru

CIN: L74999TZ1984PLC001456

Registered Office:

No.3, SIPCOT Industrial Complex, Hosur 635 126, Tamil Nadu.

Dinesh Shetty
General Counsel & Company Secretary
Membership No. F3879



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102
OF THE COMPANIES ACT, 2013**

Pursuant to Section 102 of the Companies Act, 2013 (the “Act”) the following Explanatory Statement sets out all material facts relating to the business mentioned under Resolutions 1 and 2 of the accompanying Notice along with the disclosures as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings:

Item No. 1

Tamilnadu Industrial Development Corporation Limited (“TIDCO”), the co-promoter of the Company has nominated Mr. Arun Roy, IAS (DIN: 01726117), Secretary, Industries Investment Promotion and Commerce Department, Tamil Nadu Government as Chairman and Nominee Director of TIDCO on the Board of the Company and accordingly was appointed as an Additional Director of the Company by the Board of Directors effective from 17th October 2023.

Further, in terms of the amended Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (“SEBI Regulations”) effective from 1st January 2022, a listed entity shall ensure that the approval of Shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

As such, Mr. Arun Roy holds office as an Additional Director effective 17th October 2023, and is eligible for appointment as a Non-Executive and Non-Independent Director, liable to retire by rotation, subject to the approval of the Shareholders as required under the SEBI Regulations.

A Notice under Section 160(1) of the Act has been received from a Member indicating the intention to propose Mr. Arun Roy for the office of Director. Further details of Mr. Arun Roy have been given in the Annexure to this Notice.

Mr. Arun Roy is eligible to be appointed as a Director in terms of Section 164(2) of the Act. A declaration to this effect and the consent to act as Director, subject to appointment by the Members, has been received from Mr. Arun Roy. Further, he has also confirmed that he is not debarred from holding the office of a director pursuant to any SEBI Order or any such Authority.

None of the Directors or Key Managerial Personnel (“KMP”) of the Company or their respective relatives other than Mr. Arun Roy, to whom the Resolution relates, is concerned or interested in the Resolution given in Item No. 1 of the Postal Ballot Notice. Mr. Arun Roy is not related to any Director or KMP of the Company.

The Board recommends the passing of the proposed Resolution stated in Item No. 1 of this Notice as an Ordinary Resolution.



Item No. 2

TIDCO, the co-promoter of the Company has nominated Mr. Sandeep Nanduri, IAS (DIN: 07511216), the Managing Director of TIDCO, as a Nominee Director of TIDCO on the Board of the Company and accordingly was appointed as an Additional Director of the Company by the Board of Directors effective from 3rd November 2023.

Further, in terms of the amended Regulation 17(1C) of the SEBI Regulations effective from 1st January 2022, a listed entity shall ensure that the approval of Shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

As such, Mr. Sandeep Nanduri holds office as an Additional Director effective 3rd November 2023, and is eligible for appointment as a Non-Executive and Non-Independent Director, liable to retire by rotation, subject to the approval of the Shareholders as required under the SEBI Regulations.

A Notice under Section 160(1) of the Act has been received from a Member indicating the intention to propose Mr. Sandeep Nanduri for the office of Director. Further details of Mr. Sandeep Nanduri have been given in the Annexure to this Notice.

Mr. Sandeep Nanduri is eligible to be appointed as a Director in terms of Section 164(2) of the Act. A declaration to this effect and the consent to act as Director, subject to appointment by the Members, has been received from Mr. Sandeep Nanduri. Further, he has also confirmed that he is not debarred from holding the office of a director pursuant to any SEBI Order or any such Authority.

None of the Directors or KMPs of the Company or their respective relatives other than Mr. Sandeep Nanduri, to whom the Resolution relates, is concerned or interested in the Resolution given in Item No. 2 of the Postal Ballot Notice. Mr. Sandeep Nanduri is not related to any Director or KMP of the Company.

The Board recommends the passing of the proposed Resolution stated in Item No. 2 of this Notice as an Ordinary Resolution.

By Order of the Board of Directors
For Titan Company Limited

Date: 3rd November 2023

Place: Bengaluru

CIN: L74999TZ1984PLC001456

Registered Office:

No.3, SIPCOT Industrial Complex, Hosur 635 126, Tamil Nadu.

Sd/-

Dinesh Shetty

General Counsel & Company Secretary

Membership No. F3879

**Annexure to Notice
Details of Directors seeking appointment**

(In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings)

Name of Director	MR. ARUN ROY, IAS	Mr. SANDEEP NANDURI, IAS
Director Identification Number (DIN)	01726117	07511216
Date of Birth	11 th March 1979	31 st May 1982
Age	44 Years	41 Years
Date of Appointment	17 th October 2023	3 rd November 2023
Qualifications	IAS	IAS
Experience	<p>Mr. Arun Roy is a 2003 batch IAS officer who has held many key positions in various departments in the Government of Tamil Nadu.</p> <p>Presently, Mr. Arun Roy is the Secretary to Government of Tamil Nadu, Industries Investment Promotion and Commerce Department and also holds additional charge of the post of Managing Director, TIDEL Park Limited.</p> <p>Earlier, he has served as the Secretary, Micro Small and Medium Enterprises Department of the Tamil Nadu Government and held positions as the State Commissioner for the differently abled and Deputy Secretary to Government Finance Department, Managing Director, Chennai Metropolitan Water Supply and Sewerage Board and Registrar, Tamilnadu National Law School. He is also on the Board of several other investee companies of Tamil Nadu Government.</p>	<p>Mr. Sandeep Nanduri is a 2009 batch IAS officer who has held many key positions in various departments in the Government of Tamil Nadu.</p> <p>Presently, Mr. Sandeep Nanduri is the Managing Director of TIDCO.</p> <p>Earlier, he has served as Managing Director of Tamilnadu Tourism Development Corporation Limited, District Collector and District Magistrate at Tuticorin, Tiruvannamalai and Tirunelveli, Executive Director at Chennai Metro Water Supply and Sewage Board and held the position of Additional Collector, PD-DRDA at the Government of Tamilnadu.</p>
Expertise in specific functional areas	People Management and Leadership, Business Strategy.	People Management and Leadership, Business Strategy.
Directorships held in other companies (excluding foreign companies and Titan)	<ul style="list-style-type: none"> • Tamilnadu Industrial Development Corporation Limited • State Industries Promotion Corporation of Tamilnadu Limited • Tamilnadu Industrial Investment Corporation Limited • Tamilnadu Generation and Distribution Corporation Limited • Tamilnadu Cements Corporation Limited 	<ul style="list-style-type: none"> • Tamilnadu Industrial Development Corporation Limited • Tamilnadu Tourism Development Corporation Limited • Chennai Shoreline Renourishment and Revitalisation Projects Limited

Membership/Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	Nil	Nil
Remuneration	No remuneration other than Sitting Fee and Board approved Commission paid to TIDCO.	No remuneration other than Sitting Fee and Board approved Commission paid to TIDCO.
Number of shares held in the Company	Nil	Nil
Number of Meetings of the Board attended during the year.	1*	1*
Names of listed entities from which Director has resigned in the past three years	Nil	Nil

*Only one meeting was held since the appointment as an Additional Directors which was attended by them.