



SEC 17/2018-19

6<sup>th</sup> July 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: Notice of 34<sup>th</sup> Annual General Meeting of the Company**

Further to the intimation dated 7<sup>th</sup> June 2018 regarding the date of the Thirty Fourth Annual General Meeting (AGM) of the Company, pursuant to Regulation 30 read with Schedule III Part A Para A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Notice of the 34<sup>th</sup> Annual General Meeting of the Company.

Thank you.

Yours truly,  
for TITAN COMPANY LIMITED

Bhaskar Bhat  
Managing Director

Encl. As stated

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

A TATA Enterprise

# NOTICE

Notice is hereby given pursuant to Section 96 and 101 of the Companies Act, 2013 (the "Act") that the Thirty Fourth Annual General Meeting ("the Meeting" or "AGM") of TITAN COMPANY LIMITED ("the Company") will be held at the Registered Office of the Company at No.3, SIPCOT Industrial Complex, Hosur 635 126, Tamilnadu, on Friday, 3<sup>rd</sup> August, 2018 at 02:30 P.M. to transact the following businesses:

## ORDINARY BUSINESS

1. To receive, consider and adopt:
  - a. the Audited Financial Statements for the financial year ended 31<sup>st</sup> 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 31<sup>st</sup> March, 2018 together with the Report of the Auditors thereon.
2. To declare dividend on equity shares for the financial year ended 31<sup>st</sup> March 2018.
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.

## SPECIAL BUSINESS

### 4. Appointment of Mr. B Santhanam as an Independent Director

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 ("the Act") and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), Mr. B Santhanam (DIN: 00494806), who was appointed as an Additional Director of the Company with effect from 10<sup>th</sup> May 2018, as per the provisions of Section 161 of the Companies Act, 2013 read with Article 117 of the Articles of Association of the Company and who holds office upto the date of

this Annual General Meeting, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, being so eligible, be appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 3<sup>rd</sup> August 2018 to 2<sup>nd</sup> August 2023 and whose office shall not be liable to retire by rotation."

### 5. Appointment of Mr. K. Gnanadesikan as a Director

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** Mr. K. Gnanadesikan, IAS (DIN: 00111798) who was appointed as a Director by the Board of Directors with effect from 1<sup>st</sup> February 2018 and who holds office up to the date of this Annual General Meeting under Section 161 of the Companies Act, 2013 read with Article 117 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a shareholder 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."

### 6. Appointment of Mr. Ramesh Chand Meena as a Director

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** Mr. Ramesh Chand Meena, IAS (DIN: 08009394) who was appointed as a Director by the Board of Directors with effect from 3<sup>rd</sup> January 2018 and who holds office up to the date of this Annual General Meeting under Section 161 of the Companies Act, 2013 read with Article 117 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a shareholder 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."

## 7. Appointment of Branch Auditors

To consider, and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, as amended from time to time, the Board of Directors of the Company be and is hereby authorized to appoint Branch Auditors of any branch office of the Company, whether existing or which may be opened / acquired hereafter, outside India, in consultation with the Company's Auditors, any person(s) qualified to act as Branch Auditors within the provisions of Section 143(8) of the Act and to fix their remuneration."

## NOTES:

1. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 4 to 7 of the Notice, is annexed hereto. The relevant details pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting("AGM") are also annexed.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote in the meeting and the proxy need not be a member of the Company.**  
A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. A Proxy form is enclosed herewith. The form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than Forty Eight (48) hours before the commencement of the Meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.

3. **The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 25<sup>th</sup> July 2018 up to Friday, 03<sup>rd</sup> August 2018 (both days inclusive).**

4. **Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):**

Pursuant to Sections 124 and 125 and other applicable provisions, if any, of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), all unclaimed / unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, were required to be transferred to the IEPF. Accordingly, all unclaimed / unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, in relation to the Company have been transferred to the IEPF established by the Central Government. No claim shall be entertained against the Company for the amounts so transferred.

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account. The Company has sent notice to all the Members whose dividends are lying unpaid / unclaimed against their name for seven consecutive years or more. Necessary steps will be initiated by the Company to transfer shares held by the members to IEPF as per applicable regulations. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF.

In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF- 5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

Members who have not yet encashed their dividend pertaining to the dividend for the financial year 2010-11 onwards are requested to lodge their claims with TSR Darashaw Limited (TSRDL). It may be noted that the unclaimed Dividend for the financial year 2010-11 declared by the Company can be claimed by the Members.

The Ministry of Corporate Affairs ('MCA') on May 10, 2012 notified the Investor Education and Protection Fund (Uploading of information regarding Unpaid and Unclaimed amount lying with Companies) Rules 2012. In terms of the above Rules, the Company has uploaded the information in respect of the Unclaimed Dividends, as on the date of last AGM on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under 'Investors' section on the website of the Company viz. [www.titan.co.in](http://www.titan.co.in).

5. Subject to the provisions of Section 126 of the Companies Act, 2013 dividend on equity shares as recommended by the Directors, if declared at the Meeting, will be paid on 10<sup>th</sup> August 2018 to those members whose names appear on the Register of Members of the Company as on 24<sup>th</sup> July 2018. In respect of shares held in electronic form, dividend will be paid to the beneficial holders as per the beneficiary list provided by the National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on 24<sup>th</sup> July 2018.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, TSRDL to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to TSRDL.
7. To support the Green Initiative, Members who have not registered their e-mail addresses are requested to register the same with TSRDL/Depositories. This will assist the Company in redressing shareholders' grievances expeditiously.
8. Members holding shares in physical form are requested to consider converting their holding to dematerialized form

to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company or TSRDL, for assistance in this regard.

9. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or TSRDL, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
10. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. As per the provisions of Section 72 of the Companies Act, 2013 the facility for making nominations is available to the shareholders in respect of the equity shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their depository participants ("DPs") in case the shares are held by them in electronic form and to TSR Darashaw Limited ("TSRDL") in case the shares are held by them in physical form.
12. Members are requested to intimate to the Company, queries if any, regarding the accounts at least 10 days before the Annual General Meeting to enable the Management to keep the information ready at the Meeting. The queries may be addressed to: Company Secretary, Titan Company Limited, "Integrity" #193, Veerasandra, Electronics City P.O, Off Hosur Main Road, Bengaluru 560100. (E-mail: [arajaram@titan.co.in](mailto:arajaram@titan.co.in) / [investor@titan.co.in](mailto:investor@titan.co.in)). Members are requested to bring their copies of Annual Report to the Meeting.
13. For the convenience of Members, the Company will provide a coach service from Bengaluru on the day of the Meeting.

The coaches will leave for Hosur at 11.30 am from the following three locations:

- A. Jayanagar - Ashok Pillar, 1st Block, Siddapura Police Station Road, Bengaluru - 560 011.
- B. Rajajinagar - near ISKCON temple, Opp. Varasidhi

Vinayaka Temple, Government School Grounds,  
Bengaluru- 560 010.

C. Golden Palm Station, near BRV theatre,  
Bengaluru -560 001.

For queries pertaining to pick up, shareholders may contact  
080-67046646 on or after 1<sup>st</sup> August 2018.

14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their dematerialized account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their dematerialized accounts. Members holding shares in physical form can submit their PAN details to the Company.
16. Electronic copy of the Notice of the 34th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Notice of the 34<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
17. Members may note that the Notice of the 34th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website [www.titan.co.in](http://www.titan.co.in) to download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Hosur for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any

communication, the shareholders may also send requests to the Company's investor E-mail id: [investor@titan.co.in](mailto:investor@titan.co.in).

18. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.
19. Mr. Vijayakrishna KT, Practicing Company Secretary (Membership No. FCS 1788), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
20. The facility for voting, either through electronic voting system or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.
21. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

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

#### **Step 1 : Log-in to NSDL e-Voting system**

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices 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 will be as per details given below :

- a. **For Members who hold shares in demat account with NSDL:** 8 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\*\*\*\*\*).
- b. **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\*\*\*\*\*).
- c. **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 101456 then user ID is 101456001\*\*\*).

5. Your password details are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. 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 enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
  - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email 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'.
  - ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

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](http://www.evoting.nsdl.com).
- b. **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

#### Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company, which is 108440.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, 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 vijaykt@vjkt.in to with a copy marked to evoting@nsdl.co.in.
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 to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.
3. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
4. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
5. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.titan.co.in](http://www.titan.co.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

### OTHER INSTRUCTIONS

1. The e-voting period commences on Tuesday, 31<sup>st</sup> July 2018 (9.00 a.m. IST) and ends on Thursday, 2<sup>nd</sup> August 2018 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, 27<sup>th</sup> July 2018, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
2. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the AGM through electronic voting system or poll paper.

By Order of the Board of Directors

**A R Rajaram**

Vice President-Legal and  
Company Secretary

10<sup>th</sup> May 2018

Bengaluru

CIN: L74999TZ1984PLC001456

Registered Office:

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

Email: [investor@titan.co.in](mailto:investor@titan.co.in)

Website: [www.titan.co.in](http://www.titan.co.in)

## ANNEXURE TO NOTICE

### Item No.4

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. B Santhanam as an Additional Director on 10<sup>th</sup> May 2018 and is now proposed to be appointed as an Independent Director.

Mr. Santhanam meets the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25 of the Listing Regulations. Mr. Santhanam is an engineer (Civil) from IIT, Madras and also an alumnus of IIM, Ahmedabad. He is currently the Managing Director of Saint-Gobain India Private Limited and President, Flat Glass – South Asia, Malaysia & Egypt. He has worked closely with Saint-Gobain Group and was instrumental in the Group's investment of over Euro 800 million in Flat Glass to create a pan India manufacturing footprint across Tamilnadu, Gujarat and Rajasthan. Mr. Santhanam is the Chairman of CII Southern Region since 2006 and served on various committees of the organization.

Further details of Mr. B Santhanam have been given in the Annexure to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. B Santhanam as an Independent Director is now being placed before the Members for their approval.

The Board recommends the Resolution at Item No. 4 of this Notice for approval of the Members.

Except Mr. B Santhanam and his relatives, none of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested in the Resolution at Item No. 4 of this Notice.

### Item No.5

Tamilnadu Industrial Development Corporation Limited (TIDCO), the co-promoter of the Company has nominated Mr. K Gnanadesikan, IAS, Additional Chief Secretary, Industries Department, Government of Tamil Nadu as a Nominee Director of TIDCO on the Board of the Company effective from 1st February 2018 in place of Mr. Atulya Misra and was appointed as an Additional Director of the Company by the Board of Directors. As such, Mr. K Gnanadesikan holds office as Director up to the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director. Notice under Section 160 of the Act has been received from a Member indicating his intention to propose Mr. K Gnanadesikan for the office of Director at the forthcoming Annual General Meeting.

Further details of Mr. K Gnanadesikan have been given in the Annexure to this Notice.

The Board recommends the Resolution at Item No. 5 of this Notice for approval of the Members.

Except Mr. K. Gnanadesikan and his relatives, none of the Directors or Key Managerial Personnel and their respective relatives is, in any way, concerned or interested in the Resolution at Item No. 5 of this Notice.

### Item No.6

Tamilnadu Industrial Development Corporation Limited (TIDCO), the co-promoter of the Company has nominated Mr. Ramesh Chand Meena, IAS, Principal Secretary, Government of Tamil Nadu and Chairman & Managing Director, TIDCO as a Nominee Director of TIDCO on the Board of the Company effective from 3rd January 2018 and was appointed as an Additional Director of the Company by the Board of Directors. As such, Mr. Ramesh Chand Meena holds office as Director up to the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director. Notice under Section 160 of the Act has been received from a Member indicating his intention to propose Mr. Ramesh Chand Meena for the office of Director at the forthcoming Annual General Meeting.

Further details of Mr. Ramesh Chand Meena have been given in the Annexure to this Notice.

The Board recommends the Resolution at Item No. 6 of this Notice for approval of the Members.

Except Mr. Ramesh Chand Meena and his relatives, none of the Directors or Key Managerial Personnel and their respective relatives is, in any way, concerned or interested in the Resolution at Item No. 6 of this Notice.

### Item No.7

The Company has branches outside India and may also open / acquire new branches outside India in future. It may be necessary to appoint branch auditors for carrying out the audit of the accounts of such branches. The Members are requested to authorize the Board of Directors of the Company to appoint branch auditors in consultation with the Company's Auditors and fix their remuneration.

The Board recommends the Resolution at Item No. 7 of this Notice for approval of the Members.

None of the Directors or Key Managerial Personnel (KMP) or their respective relatives are concerned or interested in the Resolution at Item No.7 of the Notice.

By Order of the Board of Directors

**A R Rajaram**

Vice President-Legal and  
Company Secretary

10<sup>th</sup> May 2018

Bengaluru  
CIN: L74999TZ1984PLC001456

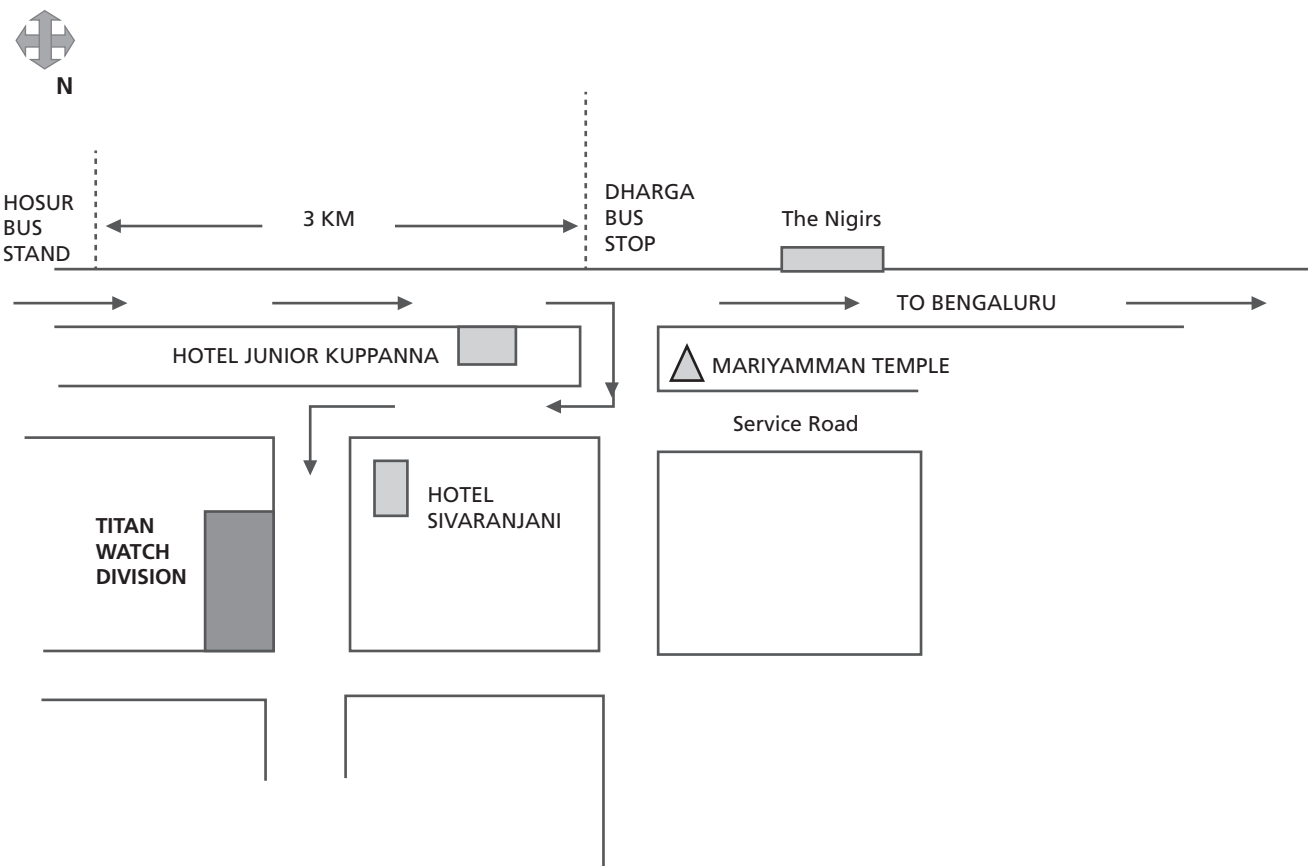
Registered Office:  
No.3, SIPCOT Industrial Complex  
Hosur 635 126,  
Tamil Nadu

Email: investor@titan.co.in  
Website: www.titan.co.in



Route Map to the Venue of the 34<sup>th</sup> Annual General Meeting from Hosur Bus Stand

Not to Scale



**Details of Directors seeking appointment / re-appointment in forthcoming Annual General Meeting**

(In pursuance of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015) (Directorship & Committee membership other than Titan Company Limited)

<b>Particulars</b>	Mr. N N Tata	Mr. B Santhanam
<b>Date of Birth</b>	12 <sup>th</sup> November 1956	2 <sup>nd</sup> March 1957
<b>Date of Appointment</b>	7 <sup>th</sup> August 2003	10 <sup>th</sup> May 2018
<b>Qualifications</b>	B.A (Economics) from University of Sussex, IEP, INSEAD, France	B.Tech (Civil) and PG in Management from IIM,Ahmedabad
<b>Expertise in specific functional areas</b>	Mr. Tata oversaw the growth of Westside and other Trent formats from one-store operation in 1998 to over a hundred stores in 2012. He took over as the Managing Director of Tata International Limited in August 2010 which is a global trading and distribution company with presence in leather products, metals trading, minerals trading and agri trading.	Mr. Santhanam is the founder Managing Director of Saint-Gobain Glass India and has handled critical functions of Information Technology, Operations, Product Development, Sales and Marketing at Grindwell Norton (Saint-Gobain Group Company).
<b>Directorships held in other companies (excluding foreign companies and Section 8 Companies)</b>	<ul style="list-style-type: none"> <li>i. Trent Limited</li> <li>ii. Trent Hypermarket Private Limited</li> <li>iii. Voltas Limited</li> <li>iv. Tata Investment Corporation Limited</li> <li>v. Tata International Limited</li> <li>vi. Kansai Nerolac Paints Limited</li> <li>vii. Inditex Trent Retail India Private Limited</li> <li>viii. Massimo Dutti India Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>i. Wheels India Limited</li> <li>ii. Saint-Gobain India Private Limited</li> </ul>
<b>Membership / Chairmanships of committees of other companies (includes only Audit Committee)</b>	<b>Audit Committee:</b> <ul style="list-style-type: none"> <li>i. Trent Limited – Member</li> <li>ii. Kansai Nerolac Paints Limited – Member</li> </ul>	Nil
<b>Number of shares held in the</b>	46,900	Nil

<b>Particulars</b>	Mr. K Gnanadesikan	Mr. Ramesh Chand Meena
<b>Date of Birth</b>	16 <sup>th</sup> April 1959	1 <sup>st</sup> September 1965
<b>Date of Appointment</b>	1 <sup>st</sup> February 2018	3 <sup>rd</sup> January 2018
<b>Qualifications</b>	B.E (Hons) (E&CE) ; M. Soc.Sc (U.K)	B.Tech (Elec.), M.Tech (Commn. & Radar Engg.)
<b>Expertise in specific functional areas</b>	Mr. K. Gnanadesikan is a 1982 batch IAS officer who has held many key positions in various departments in the Government of Tamil Nadu. Presently, Mr. K. Gnanadesikan is the Additional Chief Secretary, Industries Department, Government of Tamil Nadu. During his career spanning over three decades, he has held key positions in Departments of Finance, Home, Electricity, Revenue Administration, Industries, School Education, etc. Earlier, Mr. K. Gnanadesikan served as the CMD of Tamil Nadu Electricity Board and CMD of Tamil Nadu Generation and Distribution Corporation Limited and as Chairman of Tamil Nadu Transmission Corporation Limited. Mr. K. Gnanadesikan has also held charge as Vigilance Commissioner, Commissioner for Administrative Reforms and as Chief Secretary to Government of Tamil Nadu.	Mr. Meena has held several critical and important positions in the Government of Tamilnadu.
<b>Directorships held in other companies (excluding foreign companies and Section 8 Companies)</b>	<ul style="list-style-type: none"> <li>i. Tamilnadu Industrial Development Corporation Limited</li> <li>ii. State Industries Promotion Corporation of Tamilnadu Limited</li> <li>iii. Tamilnadu Cements Corporation Limited</li> <li>iv. Tamilnadu Industrial Investment Corporation Limited</li> <li>v. Tamilnadu Generation and Distribution Corporation Limited</li> <li>vi. TIDEL Park Limited</li> <li>vii. Tamilnadu Petroproducts Limited</li> <li>viii. Tamilnadu Minerals Limited</li> <li>ix. Tamilnadu Newsprints and Papers Limited</li> </ul>	<ul style="list-style-type: none"> <li>i. Tamilnadu Industrial Development Corporation Limited</li> <li>ii. State Industries Promotion Corporation of Tamilnadu Limited</li> <li>iii. TIDEL Park Limited</li> <li>iv. TIDEL Bio Park Limited</li> <li>v. TIDEL Park Coimbatore Limited</li> <li>vi. Tamilnadu Petroproducts Limited</li> <li>vii. TRIL Infopark Limited</li> <li>viii. L&amp;T Shipbuilding limited</li> <li>ix. Mahindra World City Developers Limited</li> <li>x. Electronics Corporation of Tamilnadu Limited</li> </ul>
<b>Membership / Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)</b>	Nil	<b>Audit Committee:</b> <ul style="list-style-type: none"> <li>i. TRIL Infopark Limited – Member</li> <li>ii. Electronics Corporation of Tamilnadu Limited</li> </ul>
<b>Number of shares held in the Company</b>	Nil	Nil