



SEC 67 / 2024-25

12th July 2024

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: Proceedings of the 40th Annual General Meeting (AGM) held on 12th July 2024

The 40th AGM of the Company was held on Friday, 12th July 2024 at 2.30 p.m. (IST) through Video Conferencing/ Other Audio-Visual Means to transact the business as stated in the Notice dated 3rd May 2024, convening the AGM.

The summary of Proceedings of the 40th AGM of the Company as required under Regulation 30 read with Para A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) is enclosed herewith as **Annexure A**. Further, the details in accordance with the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July 2023 is enclosed as **Annexure-B**.

The AGM concluded at 5.15 p.m. (IST)

This is for your information and records.

Yours truly,
For **TITAN COMPANY LIMITED**

Dinesh Shetty
General Counsel & Company Secretary

Encl. As stated

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
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Annexure A

Summary of proceedings of the 40th Annual General Meeting

The 40th Annual General Meeting ('AGM' or 'Meeting') of the Members of Titan Company Limited ('the Company') was held on Friday, 12th July 2024 at 2:30 p.m. (IST) via Video Conferencing (VC) / Other Audio-Visual Means. The Company, while conducting the Meeting, adhered to the Circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI').

The Company Secretary welcomed the Members to the Meeting and briefed them on the points relating to the participation at the Meeting through VC.

Mr. Arun Roy, Chairman of the Company chaired the AGM and requested the Board Members to introduce themselves. 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 attended the Meeting on VC from their respective locations including Mr. N N Tata, Vice-Chairman- Non-Executive Director; 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; Mr. Sandeep Singhal, Chairman of the Risk Management Committee; Mr. Anil Chaudhry, Chairman of the Board Corporate Social Responsibility & Sustainability Committee and Board Ethics Committee; Dr. Mohanasankar S and Ms. Sindhu Gangadharan, Independent Directors, and Mr. Sandeep Nanduri and Ms. Mariam Pallavi Baldev, Non-Executive Directors. Further, Mr. C K Venkataraman, Managing Director; Mr. Bhaskar Bhat, Non-Executive Director; Mr. Ashok Sonthalia, Chief Financial Officer and Mr. Dinesh Shetty, General Counsel & Company Secretary attended the Meeting from Corporate Office at Bengaluru along with the Senior Leadership Team of the Company.

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, the same 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 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

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the Board of Directors had appointed M/s. V Sreedharan and Associates as the Scrutinizer to supervise the remote e-voting and e-voting at the AGM.

The following items of businesses, as per the Notice of AGM dated 3rd May 2024, were transacted at the meeting through remote e-voting:

Item No.	Details of the Agenda	Resolution required
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 st March 2024, together with the Reports of the Board of Directors and Auditors thereon.	Ordinary
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 st March 2024, together with the Report of the Auditors thereon.	Ordinary
3.	To declare dividend of ₹ 11/- per equity share of face value of ₹ 1/- each on equity shares for the Financial Year ended 31 st March 2024.	Ordinary
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.	Ordinary
5.	Re-appointment of Mr. C K Venkataraman as Managing Director	Ordinary
6.	Appointment of Branch Auditors.	Ordinary

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 been listed as speaker shareholders out of the list of Members requested to register as speaker shareholders were given an opportunity to speak and the Managing Director appropriately responded to the queries raised by them.

The Chairman authorized 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 the stipulated time frame and the results along with the Scrutinizer's Report would be intimated to the Stock Exchanges in terms of the SEBI LODR 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.

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 Meeting was declared as closed at 5:15 p.m. (IST).

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Annexure B

Details as required in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated 13th July 2023

1. Date of the Meeting	12 th July 2024
2. Brief details of items deliberated and results thereof	The results of remote e-Voting and e-Voting during the 40 th Annual General Meeting (AGM), on the resolutions as set out at Item Nos. 1 to 6 of the Notice of the AGM, will be submitted with the stock exchanges separately, in the format prescribed under Regulation 44 of the Listing Regulations
3. Manner of approval proposed for certain items	The Company had provided remote e-Voting facility to the members to exercise their votes electronically from Monday, 8 th July 2024 (9:00 A.M. IST) to Thursday, 11 th July 2024 (5:00 P.M. IST) on the resolutions as set out at Item Nos. 1 to 6 of the Notice of the AGM. Members, who participated at the 40 th AGM through VC/ OAVM facility and had not cast their votes on the Resolution(s) using remote e-Voting, and who were otherwise eligible, were provided facility to e-Vote on the NSDL portal during the AGM.

Yours truly,
For **TITAN COMPANY LIMITED**

Dinesh Shetty
General Counsel & Company Secretary

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