



SEC 112/2025-26

10th December 2025

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai 400 001
Maharashtra, India
Scrip Code: **500114**

National Stock Exchange of India Ltd
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051
Symbol: **TITAN**

Dear Sir,

Sub: Postal Ballot Notice

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations') as amended from time to time and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024, we attach herewith a copy of the Postal Ballot Notice ('Notice') of Titan Company Limited ('the Company') dated 3rd November 2025, 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 following resolutions forming part of the Notice:

Sl. No.	Description of Resolution	Type of Resolution
1.	Appointment of Mr. Ajoy Chawla (DIN:07083700) as a Director	Ordinary
2.	Appointment of Mr. Ajoy Chawla (DIN:07083700) as the Managing Director and payment of remuneration	Ordinary

In compliance with 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., MUFG Intime India Private Limited (*formerly known as Link Intime India 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, 5th December 2025 ('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

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



Saturday, 13th December 2025 from 9:00 a.m. (IST) and ends on Sunday, 11th January 2026 at 5:00 p.m. (IST). The e-voting module shall be disabled by NSDL thereafter. The results of the Postal Ballot will be announced on or before Tuesday, 13th January 2026. 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.

The Members whose e-mail addresses are 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, 22nd December 2025. 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 records.

Thank you.

Yours truly,
For TITAN COMPANY LIMITED

Dinesh Shetty
General Counsel & Company Secretary

Encl. As stated

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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
Saturday, 13 th December 2025 at 09:00 a.m. IST	Sunday, 11 th January 2026 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 Rules 20 and 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, and subsequent circulars issued in this regard, the latest being 03/2025 dated 22nd September 2025 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”), Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024 issued by the Securities and Exchange Board of India (‘SEBI’) and 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 SEBI (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), to transact the special businesses as set out hereunder by passing Ordinary Resolutions, by way of postal ballot, only by voting through electronic means (remote e-voting).

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 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. V Sreedharan (FCS No. 2347; CP No. 833) or in his absence Mr. Pradeep B. Kulkarni (FCS 7260; CP 7835) 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, and other applicable laws and regulations, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer remote e-voting facility to all its Members to cast their votes electronically. 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 **Saturday, 13th December 2025 at 9:00 a.m. (IST)** and concludes on **Sunday, 11th January 2026 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 the Company Secretary, authorised by the Chairman in writing, 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 Tuesday, 13th January 2026.

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 as per the regulatory requirements. 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. Ajoy Chawla as a Director

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

“RESOLVED THAT Mr. Ajoy Chawla (DIN:07083700), who was appointed as an Additional Director by the Board of Directors with effect from 1st January 2026, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 (“the Act”) from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

2. Appointment of Mr. Ajoy Chawla as the Managing Director and payment of remuneration

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modifications or re-enactments thereof for the time being in force) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the approval of Members of the Company be and is hereby accorded for the appointment including remuneration of Mr. Ajoy Chawla (DIN: 07083700) as the Managing Director of the Company for a period of five years from 1st January 2026 to 31st December 2030, not liable to retire by rotation, upon the terms and conditions including remuneration as recommended by Board Nomination and Remuneration Committee (“BNRC”) and approved by the Board of Directors and as set out in the Explanatory Statement annexed to the Notice convening this Meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, within the overall limits of Section 197 of the Act), with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment as it may deem fit and in such manner as may be agreed to between the Board of Directors and Mr. Ajoy Chawla.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised



to take all such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act read with Rules, along with details in terms of Regulation 36(3) of the SEBI LODR 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., MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) ("RTA/ MUFG Intime")/Depositories as on **Friday, 5th December 2025** ("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. **Process for those members whose e-mail ids are not registered with the Depositories/the Company for procuring user id and password and registration of e-mail ids for e- voting for the resolution set out in this Postal Ballot Notice:**
 - a) **Registration of E-mail addresses with RTA:** The Company has made special arrangements with MUFG Intime and NSDL for registration of e-mail addresses of those Members (holding shares either in electronic or physical form) who wish to receive this Notice electronically and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company/ DPs are required to provide the same to MUFG Intime on or before 5.00 p.m. IST on Monday, 22nd December 2025. The process to be followed for registration of an e-mail address is as follows:
 - i) Visit the https://web.in.mpms.mufg.com/EmailReg/Email_Register.html;
 - ii) Select the Name of the Company from the dropdown: **Titan Company Limited**;
 - iii) Enter the DP ID & Client ID / Physical Folio Number, Name of the Member and PAN details. Members holding shares in the physical form need to additionally enter one of the share certificate(s) numbers;
 - iv) Enter your Mobile No. and E-mail address and click on the Continue button;
 - v) The system will send OTP on Mobile and E-mail Address;
 - vi) Enter the OTP received on your Mobile and E-mail Address;
 - vii) Click on the submit button
 - viii) The system will then confirm the recording of the e-mail address for receiving this Notice of Postal ballot.



After the successful submission of the e-mail address, NSDL will e-mail a copy of this Postal ballot with the e-Voting user ID and password. In case of any queries, Members may write to csg-unit@in.mpms.mufig.com or evoting@nsdl.com

- b. **Registration of e-mail address permanently with Company/DP:** Members are requested to register the E-mail with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by submitting the Form No. ISR- 1 duly filled and signed by the holders. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their DPs / MUFG Intime to enable servicing of notices/documents/ Annual Reports and other communications electronically to their e-mail address in the future.
- c. 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. 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.
6. The remote e-voting shall commence on **Saturday, 13th December 2025 at 9:00 a.m. (IST)** and concludes on **Sunday, 11th January 2026 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 Sunday, 11th January 2026. 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., **Friday, 5th December 2025**, shall be eligible to cast their vote electronically.



7. Once the vote on the Resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.
8. 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., **Sunday, 11th January 2026**.
9. The Board of Directors has appointed Mr. V Sreedharan (FCS No. 2347; CP No. 833) or in his absence Mr. Pradeep B. Kulkarni (FCS 7260; CP 7835) 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.
10. The Scrutinizer shall, consequent to the completion of the voting period, scrutinize the votes cast and 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 **Tuesday, 13th January 2026**.
11. 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.
12. Members desirous of inspecting the documents referred to in the Postal Ballot 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 during the business hours on all working days, until the last date of remote e-voting.

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.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	<ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, 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 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold 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. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 period. 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.

	<p>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 & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting 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	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. 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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000.
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 toll free no. 1800-21-09911

A) 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 137888 then your user ID is 1378888001***

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 137888 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-mailing to pbk@sreedharanacs.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.
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 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	022 - 4918 6000
E-mail	investor.heldpdesk@in.mpms.mufig.com
Corresponde nce address	MUFG Intime India Private Limited (formerly Link Intime India Private Limited) C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.

By Order of the Board of Directors
For Titan Company Limited

Sd/-

Date: 3rd November 2025

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 Sections 102 (1) and 110 of the Companies Act, 2013 (the “Act”)

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

Item No. 1 & 2

Based on the recommendation of the Board Nomination and Remuneration Committee (BNRC), the Board of Directors (the Board) had at its meeting held on 3rd November 2025, approved the appointment of Mr. Ajoy Chawla (DIN: 07083700) as an Additional Director of the Company, designated as Managing Director (MD) effective 1st January 2026, for a period of five years, subject to approval of Members of the Company. Accordingly, approval of the Shareholders is being sought for the appointment of Mr. Ajoy Chawla as Director designated as the Managing Director of the Company including the terms, conditions and the remuneration payable to him.

The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director. The Company has received from Mr. Ajoy Chawla all relevant disclosures including consent to act as a Director and Key Managerial Personnel (KMP) in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules); intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164 of the Act; and declaration pursuant to BSE and NSE Circular dated 20th June 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India (SEBI) or any other such authority.

Mr. Ajoy Chawla, an IIM Calcutta alumnus, is a long-time Titan executive who joined the Company in 1991. He is currently the CEO of Company’s Jewellery Division and has led major growth in the Jewellery Business over the last six years and previously had worked in the Watches business across multiple functions for 22 years before incubating new ventures such as Taneira and SKINN. A brief profile and specific areas of expertise of Mr. Ajoy Chawla and other relevant information as required under the SEBI LODR and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in the Annexure to this Notice.

The principal terms and conditions of the proposed appointment and remuneration of Mr. Ajoy Chawla as the Managing Director (hereinafter referred to as ‘Mr. Chawla’ or the ‘Managing Director’) are as follows:

1. **Term:** From 1st January 2026 to 31st December 2030.
2. **Duties and Powers**

Mr. Ajoy Chawla as the Managing Director, shall devote his whole time and attention to the business of the Company and shall carry out such duties as may be entrusted to him by the Board from time to time and separately communicated

to him and shall also exercise such powers as may be assigned to him including those under the Articles of Association of the Company. However, all the powers granted to Mr. Ajoy Chawla shall be subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.

3. **Remuneration:** Mr. Ajoy Chawla shall be entitled to the following remuneration for the period from 1st January 2026 up to the termination of the Employment Agreement (Agreement)/ expiry of period of his employment, subject to terms of the Agreement:

- a) **Basic Salary:** Mr. Ajoy Chawla shall be paid a basic salary in the range of ₹ 12,00,000 (Rupees Twelve lakh only) to ₹ 25,00,000 (Rupees Twenty-Five lakh only) per month, with authority to the Board, based on the recommendation of the BNRC, to fix the salary within the said range from time to time.

Mr. Ajoy Chawla will further be entitled to annual increments, effective from 1st April of each year, which may be decided at the sole discretion of the Board based on the recommendation of the BNRC. The quantum of such increments shall also be determined based on merit and taking into account Mr. Ajoy Chawla's performance and the Company's performance.

Mr. Ajoy Chawla's initial basic salary is proposed as ₹ 12,00,000 (Rupees Twelve Lakh only) per month commencing from 1st January 2026, and the next increment shall be considered with effect from 1st April 2027 on a pro-rata basis.

- b) **Benefits, Perquisites and Allowances:**

- (i) In addition to the salary referred to in (a) above, Mr. Ajoy Chawla shall be entitled to following perquisites and allowances, as may be determined in the sole discretion of the Board, subject to an overall ceiling of 200% of the annual basic salary or other ceiling as may be determined by the BNRC and the Board:
- a) Furnished accommodation, with expenditure on gas, electricity, water and maintenance and repairs thereof,
- OR
- House rent allowance and house maintenance allowance with expenditure on gas, electricity, water and furnishings;
- b) Leave travel allowance for self and family; and
- c) Special allowance and such other allowances in accordance with the rules, regulations and policies of the Company and as may be agreed between Mr. Ajoy Chawla and the Board.
- (ii) Medical expenses, medical insurance premium for self and family and Personal accident insurance;
- (iii) Club membership joining fees and club fees;
- (iv) Company maintained car with driver, for official and personal use;
- (v) Telecommunication facilities at residence including broadband internet;

- (vi) Contribution to Provident Fund, Superannuation Fund and Annuity Fund and Gratuity as per the rules, regulations and policies of the Company;
 - (vii) Leave and encashment of unavailed leave as per the rules, regulations and policies of the Company; and
 - (viii) Any other retirement benefits as per the, the rules, regulations and policies of the Company, as applicable to other employees.
- c) **Commission:** Mr. Ajoy Chawla shall be entitled to remuneration by way of commission in addition to the salary, allowances and perquisites, calculated with reference to the net profits of the Company in a particular Financial Year, and such commission may be determined by the BNRC or the Board at the end of each Financial Year in the range of 400% to 600% of the annual Basic Salary subject to the overall ceiling stipulated in Section 196 and Section 197 of the Act.
- The exact amount payable as commission will be decided by the Board on the recommendation of the BNRC, based on certain performance criteria, which includes individual performance of the Managing Director, Company's performance and the industry benchmark for remuneration and such other parameters as may be considered appropriate from time to time, by the BNRC/Board and shall be payable to Mr. Ajoy Chawla only after the annual accounts of the Company have been approved by the Board and adopted by the shareholders of the Company at the respective Annual General Meetings.
- d) **Minimum Remuneration:** Notwithstanding anything to the contrary herein, where, in any financial year, during the tenure, the Company has no profits or has inadequate profits, the Company will pay to Mr. Ajoy Chawla, remuneration comprising salary, perquisites, allowances and commission, subject to such further approvals as may be required from time to time.
- e) **Sitting fee:** The Managing Director shall not be entitled for any sitting fee for attending the Meetings of the Board of Directors or Committees thereof including the Subsidiaries of the Company, as long as he functions as the Managing Director of the Company.

The aggregate remuneration payable to Mr. Ajoy Chawla shall be within the maximum limits as laid down under the Companies Act, 2013, including Sections 196 and 197 read with Schedule V of the Act and any amendments thereof from time to time.

4. **Performance Stock Options/ Employee Stock Options:** Mr. Ajoy Chawla had been granted 30,000 Performance Stock Units (PSUs) under the Titan Company Limited's Performance Based Stock Unit Scheme 2023 (Scheme 2023) which was awarded in line with his current role as CEO of Jewellery Division for the performance period ending on 31st March 2026. These PSUs will continue to remain valid, and Mr. Ajoy Chawla will be eligible to exercise them during the applicable exercise period in accordance with the terms of Scheme 2023. Since Scheme 2023 does not permit to grant any additional PSUs, Mr. Ajoy Chawla will not receive further PSUs under this scheme. However, he will be eligible to participate in any future PSUs/other employee stock options of the Company that may be approved and adopted by the Company during his tenure as Managing Director.

5. Other terms of appointment:

- a) The Company shall be entitled to terminate Mr. Ajoy Chawla's employment without notice or payment in lieu thereof in the following circumstances:
 - (i) Mr. Ajoy Chawla is found guilty for any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associate company to which Mr. Ajoy Chawla is required to render services;
 - (ii) In the event of any serious or repeated or continuing breach (after prior warning) or non-observance of any of the terms and conditions of Mr. Ajoy Chawla's appointment;
 - (iii) In the event the Board expresses its loss of confidence in Mr. Ajoy Chawla;
 - (iv) Mr. Ajoy Chawla is disqualified from appointment as a director as per under the Companies Act, 2013, SEBI LODR or any other applicable law.
- b) In the event Mr. Ajoy Chawla is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate the employment on such terms as the Board may consider appropriate in the circumstances.
- c) Mr. Ajoy Chawla is entitled to resign, or the Company is entitled to terminate the services, by giving Mr. Ajoy Chawla 6 (six) months' notice, or by paying 6 (six) months' salary in lieu of the notice.
- d) Upon termination of his employment, by means mentioned above, Mr. Ajoy Chawla shall immediately tender his resignation from office as Director of the Company and from such other offices held by him in any subsidiary and associate companies without claim for compensation for loss of office by virtue of Section 167 of the Act. In the event of failure of Mr. Ajoy Chawla to do so, the Company is hereby irrevocably authorized to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries and associate companies of which he is at the material time a Director or other officer.
- e) Upon expiry or termination of the Agreement, Mr. Ajoy Chawla shall cease to be the Managing Director and also cease to be the Director of the Company. If at any time Mr. Ajoy Chawla ceases to be the Director of the Company for any reason whatsoever, he shall also cease to be the Managing Director and the Agreement shall terminate forthwith. Further, if at any time, the Managing Director ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be the Director and Managing Director of the Company.
- f) The terms and conditions of appointment of the Managing Director may be altered and varied from time to time by the Board, as it may in its discretion deem fit, irrespective of the limits stipulated under Schedule V of the Companies Act, 2013 or any amendments from time to time and as may be agreed between the Board and the Managing Director subject to such statutory approvals as may be required.
- g) The Managing Director to undertake that he will not during the continuance of his employment with the Company, without the prior written consent of the Board, carry on or be engaged, directly or indirectly either on his own behalf or on behalf of any person, or as manager, agent, consultant or employee of any person, firm or company, in any activity or business, in India or overseas, which shall directly or



indirectly be in competition with the business of the Company or its subsidiaries or associated companies.

- h) The Managing Director so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company, without the prior approval of the Board or the shareholders of the Company or any governmental authority as the case may be. The Managing Director shall not be entitled to supplement his earnings under the Agreement with any buying or selling commission.
- i) The terms and conditions of appointment of the Managing Director also include clauses pertaining to the adherence of the Tata Code of Conduct and he shall during his term of appointment abide by the provisions of the Tata Code of Conduct in spirit and in letter and commit to assure its implementation.
- j) All Personnel Policies of the Company and the related rules that are applicable to other employees of the Company shall also be applicable to the Managing Director, unless specifically provided otherwise.

None of the Directors or Key Managerial Personnel or their respective relatives other than Mr. Ajoy Chawla is concerned or interested in the Resolutions at Item Nos. 1 and 2 of the Notice.

Mr. Ajoy Chawla is not related to any Director or KMP of the Company.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, and Regulation 17(1C) of the SEBI LODR, and in line with the Articles of Association of the Company, the terms of appointment and remuneration of Mr. Ajoy Chawla as Managing Director as specified above are now being placed before the Members for their approval by way of Ordinary Resolutions.

A copy of the draft Agreement between the Company and Mr. Ajoy Chawla setting out the terms and conditions and other documents relating to this item of business shall be available for inspection. The Members who wish to inspect the same can send the request by writing to the Company at investor@titan.co.in mentioning their name, Folio no. / Client ID and DP ID during the business hours and during the voting period.

The Board recommends passing the proposed Resolutions as stated in Item No. 1 and 2 of this Notice as Ordinary Resolutions.

By Order of the Board of Directors
For Titan Company Limited

Sd/-

Date: 3rd November 2025

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

Annexure
Details of Directors seeking appointment/~~re-appointment~~
*(In pursuance of Regulation 36(3) of SEBI LODR and
 Secretarial Standard – 2 on General Meetings)*

Name of Director	Mr. Ajoy Chawla
Director Identification Number (DIN)	07083700
Date of Birth	11 th April 1967
Age	58 years
Initial Date of Appointment	1 st January 2026
Qualifications	BE (Mech.), PGDM (IIM-C)
Experience/ Brief Resume	Mr. Ajoy Chawla became part of the Tata Administrative Services (TAS) in 1990 and initially joined the finance department of Titan in 1991. Over the next two decades, he was in the Watches Division, and played several roles spanning Commercial, Sales, Retailing, Supply chain, SAP implementation, leading accessories and licensed brands as SBU Head and then heading the Titan SBU for Domestic and International. Between 2013 and 2019, Ajoy was the Chief Strategy Officer of Titan as well as heading Business Incubation, scaling the Fragrances business and seeding the Taneira business. In October 2019, Ajoy became the CEO of Titan's Jewellery Division. Under his leadership, the Jewellery Division has grown approximately 3X in sales and profits and reinforced its market and thought leadership.
Expertise in specific functional areas	<ul style="list-style-type: none"> ▪ Business Strategy, Sales and Marketing ▪ People Management and Leadership ▪ Supply Chain and Retail Management
Directorships held in other companies (excluding foreign companies and Titan)	CaratLane Trading Private Limited
Membership/ Chairmanships of committees of other companies (excluding Titan)	Nil

Inter-se relationship with other Directors and Key Managerial Personnel	Nil
Details of last drawn remuneration	It is proposed to appoint Mr. Ajoy Chawla as Director for his first term on the Board and hence these details are not applicable.
Details of terms and Conditions of appointment	Refer Notice and Explanatory Statement
Details of Remuneration sought to be paid	Refer Notice and Explanatory Statement
Number of shares held in the Company a) Directly	5,620
b) On a beneficial basis	Nil
Number of Meetings of the Board attended during the year 2025-26.	Not Applicable
Names of listed entities from which Director has resigned in the past three years	Nil