TITAN COMPANY LIMITED

Alteration of incidental objects in the Memorandum of Association of the Company to permit acceptance of deposit

Details for reporting as per Clause 35A of listing agreement based on result of Poll									
Resolution No 1									
	Promoter/Public	No of A/Cs	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	14	471007920	471007920	100	471007920	0	100	0
2	Public - Institutional holders	340	210005562	148143607	70.54	87759646	60383961	59.24	40.76
3	Public-Others	116643	206772678	429344	0.21	413457	15887	96.3	3.7
	Grand Totals	116997	887786160	619580871	69.79	559181023	60399848	90.25	9.75

TITAN COMPANY LIMITED

Alteration in the Article of Association of the Company to permit acceptance of deposits

Details for reporting as per Clause 35A of listing agreement based on result of Poll									
Resolution No 2									
	Promoter/Public	No of A/Cs	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	14	471007920	471007920	100	471007920	0	100	0
2	Public - Institutional holders	340	210005562	148143607	70.54	87759646	60383961	59.24	40.76
3	Public-Others	116643	206772678	430519	0.21	412044	18475	95.71	4.29
	Grand Totals	116997	887786160	619582046	69.79	559179610	60402436	90.25	9.75

TITAN COMPANY LIMITED

Acceptance of deposit from Members under Section 73(2) of the Companies Act,2013

Details for reporting as per Clause 35A of listing agreement based on result of Poll									
Resolution No 3									
	Promoter/Public	No of A/Cs	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	14	471007920	471007920	100	471007920	0	100	0
2	Public - Institutional holders	340	210005562	148143607	70.54	87759646	60383961	59.24	40.76
3	Public-Others	116643	206772678	435176	0.21	422713	12463	97.14	2.86
	Grand Totals	116997	887786160	619586703	69.79	559190279	60396424	90.25	9.75

TITAN COMPANY LIMITED

Acceptance of deposit from public under Section 76 of the Companies Act 2013

Details for reporting as per Clause 35A of listing agreement based on result of Poll									
Resolution No 4									
	Promoter/Public	No of A/Cs	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	14	471007920	471007920	100	471007920	0	100	0
2	Public - Institutional holders	340	210005562	148143607	70.54	87759646	60383961	59.24	40.76
3	Public-Others	116643	206772678	430243	0.21	409574	20669	95.2	4.8
	Grand Totals	116997	887786160	619581770	69.79	559177140	60404630	90.25	9.75

VIJAYAKRISHNA K T
BBM, LLB, FCS, AICWA
Company Secretary

496/4, II Floor, 10th Cross,
Near Bashyam Circle, Sadashivanagar,
Bangalore - 560 080
Tel : +91 80 23610847,
Telefax : +91 80 41231106
e-mail : vijaykt@vjkt.in
ktvijaykrishna@gmail.com

Private & Confidential

{Strictly to the addressee only}

15th September, 2014

To
Mr. C V Sankar
Chairman
Titan Company Limited
3, SIPCOT Industrial Complex
Hosur – 635 126

Dear Sir,

Sub: Report on e-Voting and Postal Ballots of Titan Company Limited vide Notice dated 1st August, 2014

On verification of the 69 Postal Ballots received and voting through e-Voting, up to 13th September, 2014 from the Shareholders of Titan Company Limited, holding Equity Shares, both in physical and electronic mode, and based on the information made available to me, I hereby submit my Report on the results of the Postal Ballots, as follows:

Authorised Capital of the Company	12,000 Lakhs Equity Shares of Re. 1/- each - Rs. 12,000 Lakhs and 40 Lakhs Redeemable Cumulative Preference Shares of Rs. 100/- each - Rs. 4,000 Lakhs
Issued and Paid up Equity Capital of the Company	8,877.86 Lakhs Equity Shares of Re. 1/- each - Rs. 8,877.86/- Lakhs

Business proposed in the Postal Ballot vide Special Resolutions as specified in the Postal Ballot Notice dated 1st August, 2014 dispatched to the members of the Company on 13th August, 2014:

Res : No.66 Sathyanarayana Layout, West of Chord Road, III Stage, Bangalore - 560 079
Tel : +91 80 23221564, 23226268

1) Alteration of incidental objects in the Memorandum of Association of the Company to permit acceptance of deposits.
2) Alteration in the Articles of Association of the Company to permit acceptance of deposits.
3) Acceptance of Deposits from Members under Section 73(2) of the Companies Act, 2013.
4) Acceptance of Deposits from Public under Sections 76 of the Companies Act, 2013.

Following may be kindly taken note of:

1. The list of Shareholders as on 25th July, 2014 was furnished by your Registrar & Share Transfer Agent namely TSR Darashaw Private Limited, Mumbai, ('RTA'). The scrutiny is based on the said list of Shareholders.

2. As regards the Postal Ballots received, checking and tallying of signatures, details of Shareholders including the number of Shares, their client id number/registered folio number were carried out at the office of the RTA. Specimen signatures of the Shareholders were made available to us for this purpose.

3. Based on the above scrutiny, certain ballot forms were rejected on technical grounds as follows:

Sl. No.	Particulars	No. of Postal Ballot Forms	No. of Shares involved
a.	Mismatch of signature with specimen signature	2	301
b.	Signature not affixed	2	341
c.	Not exercising the vote	1	3320
	Total	**5**	**3962**

The analysis of the scrutiny of the valid Postal Ballot is summarized below:

Resolution number	Particulars	Total number of Shares	Voted in favour	Voted against	Percentage (In favour)
SPECIAL RESOLUTIONS:					
1.	Alteration of incidental objects in the Memorandum of Association of the Company to permit	2663225	2662165	1060	99.96

	acceptance of deposits.				
2.	Alteration in the Articles of Association of the Company to permit acceptance of deposits.	2664038	2662978	1060	99.96
3.	Acceptance of Deposits from Members under Section 73(2) of the Companies Act, 2013.	2668318	2667258	1060	99.96
4.	Acceptance of Deposits from Public under Sections 76 of the Companies Act, 2013.	2663123	2662063	1060	99.96

The analysis of the scrutiny of the e-Voting is summarized below:

Resolution number	Resolution	Total number of Shares	Voted in favour	Voted against	Percentage (In favour)
SPECIAL RESOLUTIONS:					
1.	Alteration of incidental objects in the Memorandum of Association of the Company to permit acceptance of deposits.	616917646	556518858	60398788	90.21
2.	Alteration in the Articles of Association of the Company to permit acceptance of deposits.	616918008	556516632	60401376	90.21
3.	Acceptance of	616918385	556523021	60395364	90.21

	Deposits from Members under Section 73(2) of the Companies Act, 2013.				
4.	Acceptance of Deposits from Public under Sections 76 of the Companies Act, 2013.	616918647	556515077	60403570	90.21

Final analysis combining both Postal Ballot Voting and e-Voting is as follows:

Resolution number	Particulars	Total number of Shares	Voted in favour	Voted against	Percentage (In favour)	Result
SPECIAL RESOLUTIONS:						
1.	Alteration of incidental objects in the Memorandum of Association of the Company to permit acceptance of deposits.	619580871	559181023	60399848	90.25	Passed
2.	Alteration in the Articles of Association of the Company to permit acceptance of deposits.	619582046	559179610	60402436	90.25	Passed
3.	Acceptance of Deposits from Members under Section 73(2) of the Companies Act, 2013.	619586703	559190279	60396424	90.25	Passed
4.	Acceptance of	619581770	559177140	60404630	90.25	Passed

	Deposits from Public under Sections 76 of the Companies Act, 2013.					

As per the summary exhibited above, I hereby report that the above Special Resolutions proposed by the Company through Postal Ballot are passed by the Shareholders under the Companies Act, 2013, by the requisite majority.

Thanking you
Yours truly

(Vijayakrishna K T)
Scrutinizer

Enc: As above