TITAN INDUSTRIES LIMITED

SEC/207/TITAN/EQ

2nd August 2013

By Fax: 022 - 26598237 / 38 / Hand Delivery

National Stock Exchange of India Ltd,
Exchange Plaza,
Bandra-Kurla Complex,
Bandra East,
MUMBAI 400 051

Kind Attn: Mr. K Hari
Vice President

Dear Sirs,

Sub : Amendments to the Memorandum of Association of the Company

Pursuant to the provisions of Clause 33 of the Listing Agreement with the Stock Exchanges, we annexe hereto the certified copies of the following Special Resolutions passed by the Shareholders of the Company:

1) Amendment of the Objects Clause of the Memorandum of Association of the Company and;
2) Change of name of the Company from TITAN INDUSTRIES LIMITED to **TITAN COMPANY LIMITED.**

The Certificates issued by the Registrar of Companies, Coimbatore approving the change of the name of the Company from TITAN INDUSTRIES LIMITED to **TITAN COMPANY LIMITED** and for amendment of the Objects Clause of Memorandum of Association of the Company is annexed hereto.

Request you to take the same on record.

Thanking you,

Yours faithfully,
for TITAN INDUSTRIES LIMITED

A R Rajaram
Head – Legal & Company Secretary

Encl : as stated

Golden Enclave Tower A HAL Airport Road Bangalore 560 017 INDIA Tel 91 80 6660 9000 Fax 91 80 2526 3001 2526 9923
Registered Office 3 Sipcot Industrial Complex Hosur 635 126 TN INDIA Tel 91 4344 664 199 Fax 91 4344 276037
www.titan.co.in
A TATA Enterprise

TITAN INDUSTRIES LIMITED

Certified True Copy of the Special Resolution passed by the Shareholders on 25thJuly 2013 through Postal Ballot

"**RESOLVED THAT** pursuant to Section 17(1) and other applicable provisions of the Companies Act, 1956, Clause III (a) of the Memorandum of Association of the Company, the Main Objects Clause shall stand amended as hereunder:

Sub-clause 1 of Clause III (a) shall stand substituted as follows:

1. To carry on the business of designing, engineering, manufacturing, producing, assembling, fabricating, altering, repairing, buying, selling, trading, acquiring, representing manufacturers, storing, packing, transporting, forwarding, distributing, importing, exporting and disposing of:

   (i) Watches, clocks, chronometers, horological instruments and other devices for measuring time, components, parts, dials, handstraps, bracelets, cases, crowns, jewels, crystals, micro meters, button cells, shock absorbers, lamps, appliances, and all types of precision tools, spares and components.

   (ii) Mechanical, electrical, electronic, pneumatic and other types of measuring instruments, including gauges, calipers, equipments, meters, apparatus, tools, spares, machineries, plants, bridges, scientific instruments of all kinds and varieties.

   (iii) All types of ornaments, jewels, diamonds, gold, silver, platinum, metal alloys, precious and semi-precious stones of all kinds.

   (iv) To design, manufacture, sell, market, retail and deal as distributor, wholesaler, retailer and render after sales services of sunglasses/ prescription glasses and frames, lens, hearing aids and related accessories and engage in business activities incidental thereto such as Eye checking, optometry, Contact lenses and other accessories and to import, export, deal in merchandise related to the above business in whatsoever manner and further engage in any segment of value addition either forward or backward in the eyewear business including prescription eyewear.

   (v) To design, manufacture, sell, market, retail and deal as distributor and wholesaler, of all types of Apparels, Garments, Sarees, Bags, Belts, Caps, Helmets, Headwear, Wallets, Fragrances, Perfumes, Writing Instruments, Mobile Phones and related services and other personal convenience articles, devices and musical instruments, entertaining apparatus, sound equipments, lifestyle accessories and render after sale services and service incidental thereto.

   (vi) To design, develop and render content through educational workshops, conferences, theatre and entertainment shows through any media including via the internet, design, manufacture, market, sell, retail and deal as distributor, wholesaler and retailer of gadgets, entertainment products, toys, do it yourself kits, activity books, sports products, food and beverages and further engage in any segment of value addition either forward or backward in development, distribution and retail of such content.

   (vii) To design, manufacture, sell, market, retail and deal as distributor, wholesaler, retailer of products used in kitchen including appliances, storage shelves, kitchen utensils, chimneys, hobs, furniture and cabinets and render after sale services and services incidental thereto.

   (viii) To design, manufacture, sell, market, retail and deal as distributor, wholesaler and retailer of products powered by solar energy including solar panels, solar powered home lighting systems, solar batteries, solar fans, solar torches, solar lights, solar lantern chargers, solar mobile, solar cookers, solar garden, solar cool caps, solar water heaters, solar signs, solar inverters, solar powered UPS, solar generators and render after sale services and services incidental thereto.

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A new Sub-clause 2 to Clause III (a) shall be inserted as follows:

2. To carry on the business of designing, engineering, manufacturing, producing, assembling, fabricating, altering, repairing, marketing, buying, selling, trading acquiring, representing manufacturers, storing, packing, transporting, forwarding, distributing, importing, exporting and disposing of:

   (i) Product, components, sub-assemblies and assemblies catering to a wide variety of industry applications including but not limited to aerospace, solar, power, alternative energy, automotive, engineering, medical devices, oil & gas, electrical for both civilian as well as defence use.

   (iii) Services related to process & product design, engineering design, CNC programming, CAD & CAM, testing inspection, calibration, non-destructive testing, supply chain, vendor management, quality management system, productive maintenance, plant layout & infrastructure planning, machine maintenance, machine servicing, spares management, aircraft maintenance repair and overhaul, ground handling.

   (iii) Design, manufacture and commissioning of automations solutions as well as machine building for a wide variety of industry applications including but not limited to aerospace, solar, power, alternative energy, automotive, engineering, medical devices, oil & gas, electrical for both civilian as well as defence use.

   (iv) Design, manufacture and commissioning of tooling, jigs, fixtures, moulds, press tools, die sets for a wide variety of industry applications including but not limited to aerospace, solar, power, alternative energy, automotive, engineering, medical devices, oil & gas, electrical for both civilian as well as defence use.

Existing Sub-clause 2 of Clause III (a) shall now stand renumbered as Sub-clause 3

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to agree to and accept such modifications, terms and conditions in the newly inserted object clause as may be directed by the concerned authorities and to modify the same accordingly and obtain confirmation thereof and to take such other necessary steps as may be required to implement the aforesaid resolution.

RESOLVED FURTHER THAT pursuant to Section 149 (2A) of the Companies Act, 1956, consent be and is hereby granted to the commencement by the Company of the business as stated in the Sub clause (iv) of the 1 of Sub-clause (a) of Clause III of the Main Objects of the Company upon the aforesaid clause becoming effective and that the Board of Directors be and hereby authorised to take up and commence such business at the time and in the manner they deem fit."

CERTIFIED TRUE COPY
For TITAN INDUSTRIES LTD.

A R RAJARAM
HEAD-LEGAL & COMPANY SECRETARY

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TITAN INDUSTRIES LIMITED

Certified True Copy of the Special Resolution passed by the Shareholders on 25th July 2013 through Postal Ballot

"**RESOLVED THAT** pursuant to the provisions of section 21 and other applicable provisions, if any, of the Companies Act, 1956, and subject to other approvals as may be required, approval is hereby accorded to a change in the name of the Company from "TITAN INDUSTRIES LIMITED" to "**TITAN COMPANY LIMITED**" or such other name as may be available and accepted by the Board of Directors of the Company and immediately upon the said change in the name of the Company becoming complete and effective, the new name be substituted for the existing name wherever it appears in the Memorandum and Articles of Association of the Company."

CERTIFIED TRUE COPY
For TITAN INDUSTRIES LTD.

A R RAJARAM
HEAD-LEGAL & COMPANY SECRETARY

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भारत सरकार–कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, तमिलनाडु, कोयंबत्तूर

कम्पनी अधिनियम, 1956 की धारा 18 (1) (क)

उद्देश्य-खंडों में परिवर्तन की पुष्टि हेतु विशेष विनिश्चय के पंजीकरण का प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L74999TZ1984PLC001456

मैसर्स TITAN INDUSTRIES LIMITED

के अंशधारकों ने दिनांक 25/07/2013 को आयोजित की गई वार्षिक / असाधारण बैठक में एक विशेष विनिश्चय पारित करके कम्पनी अधिनियम,1956 (1956 का 1) की धारा 18 (1) का अनुपालन करते हुए अपने संगम-ज्ञापन के प्रावधानों में परिवर्तन कर लिया है।

मैं, एतदद्वारा सत्यापित करता हूँ कि उक्त विशेष विनिश्चय की प्रतिलिपि, यथा परिवर्तित संगम-ज्ञापन के साथ, आज पंजीकृत कर ली गई है।

कोयंबत्तूर में यह प्रमाण-पत्र, आज दिनांक एक अगस्त दो हजार तेरह को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Tamil Nadu, Coimbatore

SECTION 18(1)(A) OF THE COMPANIES ACT, 1956

Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

Corporate Identity Number : L74999TZ1984PLC001456

The share holders of M/s TITAN INDUSTRIES LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 25/07/2013 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section (18)(1) of the Companies Act, 1956 (No. 1 of 1956).

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given at Coimbatore this First day of August Two Thousand Thirteen.

Validity unknown
Digitally signed by Chetan Manuwadi
Date: 2013.08.01 12:34:16 GMT+05:30

Registrar of Companies, Tamil Nadu, Coimbatore
कम्पनी रजिस्ट्रार , तमिलनाडु, कोयंबत्तूर

*Note: The corresponding form has been approved by V P SIVADASAN, Assistant Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.

The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :
Mailing Address as per record available in Registrar of Companies office:
TITAN INDUSTRIES LIMITED
3SIPCOT INDUSTRIAL COMPLEX, HOSUR,
HOSUR - 635126,
Tamil Nadu, INDIA

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, तमिलनाडु, कोयंबत्तूर

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L74999TZ1984PLC001456

मैसर्स TITAN INDUSTRIES LIMITED

के मामले मे, मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स
TITAN INDUSTRIES LIMITED

जो मूल रुप में दिनांक छब्बीस जुलाई उन्नीस सौ चौरासी को कम्पनी अधिनियम, 1956 (1956 का 1) के अतंर्गत मैसर्स
TITAN WATCHES LIMITED

के रुप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा लिखित रुप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य विभाग, नई दिल्ली की अधिसूचना सं. सा. का. नि 507 (अ) दिनांक 24.6.1985 एस.आर.एन B80362767 दिनांक 01/08/2013 के द्वारा प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रुप में मैसर्स
TITAN COMPANY LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र कोयंबत्तूर में आज दिनांक एक अगस्त दो हजार तेरह को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Tamil Nadu, Coimbatore

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : L74999TZ1984PLC001456

In the matter of M/s TITAN INDUSTRIES LIMITED

I hereby certify that TITAN INDUSTRIES LIMITED which was originally incorporated on Twenty Sixth day of July Nineteen Hundred Eighty Four under the Companies Act, 1956 (No. 1 of 1956) as TITAN WATCHES LIMITED having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN B80362767 dated 01/08/2013 the name of the said company is this day changed to TITAN COMPANY LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given at Coimbatore this First day of August Two Thousand Thirteen.

Validity unknown

Registrar of Companies, Tamil Nadu, Coimbatore

कम्पनी रजिस्ट्रार, तमिलनाडु, कोयंबत्तूर

*Note: The corresponding form has been approved by V P SIVADASAN, Assistant Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.

The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :
Mailing Address as per record available in Registrar of Companies office:

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3SIPCOT INDUSTRIAL COMPLEX, HOSUR,
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