



SEC 10 / 2016-17

1st July 2016

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: Book Closure & Annual General Meeting

The Thirty Second Annual General Meeting (AGM) of the Company is scheduled to be held at 3:00 p.m. on Wednesday, 3rd August 2016 at the Registered Office of the Company at 3, SIPCOT Industrial Complex, Hosur 635 126, Tamil Nadu.

The interim dividend declared by the Board of Directors on 16th March 2016 on equity shares will be subject to confirmation by the shareholders as the dividend for the financial year ended 31st March 2016.

However, the Register of Members and Transfer Registers of the Company will be closed from Tuesday, 26th July 2016 to Wednesday, 3rd August 2016 (both days inclusive).

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 32nd Annual General Meeting of the Company.

Thank you.

Yours truly,
For TITAN COMPANY LIMITED

A.R. Rajaram
Head-Legal & Company Secretary

Titan Company Limited
(formerly Titan Industries Limited)

No. 132/133 DivyaSree Technopolis Yamalur Main Road Yamalur Post Bengaluru 560 037 India. Tel 91 80 6660 9000 Fax 91 80 6660 8073
Registered Office 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 Second 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 Wednesday, 3rd August, 2016 at 03:00 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 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.
 - b. the Audited Consolidated Financial Statements for the financial year ended 31st March, 2016 together with the Report of the Auditors thereon.
2. To confirm the payment of interim dividend declared by the Board of Directors on 16th March 2016 on equity shares as dividend for the financial year ended 31st March 2016.
3. To appoint a Director in place of Mr. C.V. Sankar (DIN: 00703204), who retires by rotation and, being eligible, offers himself for re-appointment.

4. Ratification of appointment of 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 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 0080725), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the thirty third AGM of the Company to be held in the year 2017 at such remuneration plus service tax, out-of-pocket, traveling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

5. 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 for any branch office of the Company, whether existing or which may be opened / acquired hereafter, in or outside India, in consultation with the Company's Auditors, any person(s) qualified to act as Branch Auditors pursuant to the provisions of Section 143(8) of the Act and to fix their remuneration."

6. Ratification of Cost Auditors' Remuneration

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

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 (the "Act") and other applicable provisions of the Act read with the relevant Rules thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the payment of remuneration of ₹ 3,00,000/- (Rupees Three lakhs only) plus applicable service tax and reimbursement of out of pocket expenses to M.R. Rajashekar & Co, Cost Accountants, (Firm Registration No. 100325) appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year ending on 31st March 2017."

7. Re-Appointment of Mr. Bhaskar Bhat as Managing Director

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

"RESOLVED THAT pursuant to Sections 196,197,203 and other applicable provisions, if any, of the Companies Act, 2013, as re-enacted from time to time, read with Schedule V to the Act, the Company hereby approves the re-appointment and terms of remuneration including minimum remuneration of Mr. Bhaskar Bhat (DIN: 00148778) as Managing Director of the Company from 1st April 2017 till 30th September, 2019, upon the principal terms and conditions set out in the explanatory statement attached hereto and the Agreement submitted to this meeting and initialed by the Chairman of the meeting for identification, which Agreement is hereby specifically approved and sanctioned with liberty to the Board of Directors to increase, alter and vary, without further reference to the Shareholders, the terms and conditions of the said reappointment and/ or Agreement in the event of change in legislation, rules and regulations in this regard, in such a manner as may be acceptable to Mr. Bhaskar Bhat.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

8. Appointment of Mr. Ashwani Puri as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Ashwani Puri, (DIN: 00160662), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 2nd August, 2021."

9. 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 27th June 2016 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."

Notes:

- The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 4 to 8 of the Notice, is annexed hereto. The relevant details of the Directors seeking re-appointment/ appointment under Item Nos.3 and 8, pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are annexed.
- 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 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 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 Tuesday, 26th July, 2016 up to Wednesday, 03rd August, 2016 (both days inclusive).

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

Pursuant to Sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956, 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 lie against the IEPF or the Company for the amounts so transferred prior to March 31, 2016.

- 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, TSR Darashaw Limited (TSRDL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to TSRDL.
- 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.
- 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.

8. 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.
9. 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.
10. 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.
11. 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: Head – Legal & Company Secretary, Titan Company Limited, No. 132/133, Divyasree Technopolis, Yemalur, off Old Airport Road, Bangalore 560037. (E-mail: arrajaram@titan.co.in). Members are requested to bring their copies of Annual Report to the Meeting.
12. For the convenience of Members, the Company will provide a coach service from Bangalore on the day of the Meeting.
The coaches will leave for Hosur at 12.00 noon from the following four locations:
 - A. Jayanagar - Ashok Pillar, 1st Block, Siddapura Police Station Road, Bangalore - 560 011.
 - B. Rajajinagar - near ISKCON temple, Opp. Varasidhi Vinayaka Temple, Government School Grounds, Bangalore- 560 010.
 - C. Golden Palm Station, near BRV theatre, Bangalore -560 001.
 - D.
 - i. Corporate Office – 132/133, Divyasree Technopolis, Yemalur, off Old Airport Road, Bangalore - 560 037.
 - ii. At 12:30 p.m. from Golden Enclave, next to Britannia Gardens, Old Airport Road, Bangalore 560 017.
13. 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.
14. 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.
15. Electronic copy of the Notice of the 32nd 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 Participants(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 32nd 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.
16. Members may also note that the Notice of the 32nd Annual General Meeting and the Annual Report for 2015- 16 will also be available on the Company's website 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.
17. 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.
18. Mr. Pramod SM of M/s. HBP & Co., Practicing Company Secretaries (Membership No. FCS No: 7834), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
19. 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.
20. 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 instructions for e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail IDs are registered with the Company/Depository Participants(s) :
- i. Open the e-mail and open PDF file viz; "TCL e-voting. pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>
 - iii. Click on Shareholder – Login
 - iv. If you are already registered with NSDL for e-voting, then you can use your existing User ID and password for casting your vote
 - v. If you are logging in for the first time, please enter the User ID and password provided in the PDF file attached with the e-mail as initial password. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential
 - vi. Once the e-voting home page opens, click on e-voting> Active Voting Cycles
 - vii. Select "EVEN" (E-Voting Event Number) of Titan Company Limited which is 104117. Now you are ready for remote e-voting as Cast Vote page opens
 - viii. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - ix. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - x. Once the vote on a resolution is cast, the Member shall not be allowed to modify it subsequently.
 - xi. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to pramod@adyanta.co.in with a copy marked to evoting@nsdl.co.in
 - xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual
- for shareholders available at the Downloads section of www.evoting.nsd.com or call on toll free no.: 1800 222 990
- B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):
- i. Initial password is provided in the enclosed attendance Slip : EVEN (E-Voting Event Number) + User ID + Password.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of A above, to cast vote.
- C. Other Instructions:
- i. The e-voting period commences on Sunday, 31st July 2016 (9.00 a.m. IST) and ends on 2nd August 2016 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 27th July 2016, i.e. the 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 vote again.
 - ii. The voting rights of Members shall be in proportion to their shares of 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 remote e-voting as well as voting at the AGM through electronic voting system or poll paper.
 - iii. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 24th June 2016 may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsd.com.
 - iv. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM. 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 remote e-voting as well as voting at the AGM through ballot paper.
- v. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Polling Paper or electronic voting system for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- vi. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the Meeting and 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 shall make, not later than two days of the 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- vii. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.titan.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai and National Stock Exchange of India Limited, Mumbai.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 6.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

By Order of the Board of Directors,

27th June 2016

A R Rajaram
Head-Legal and Company Secretary

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

Annexure to Notice

Pursuant to Section 102 of the Companies Act, 2013, (the "Act") the following explanatory statement sets out all material facts relating to the business mentioned under item Nos. 4 to 8 of the accompanying Notice.

Item No. 4

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 008072S), were appointed as the Auditors of the Company for a period of three years at the Annual General Meeting (AGM) of the Company held on 1st August 2014, to hold office from the conclusion of the thirtieth AGM till conclusion of the thirty-third AGM to be held in the year 2017.

As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by Members at every AGM. Accordingly, ratification of the Members is being sought for appointment of statutory auditors as per the proposal contained in the Resolution set out at item no. 4 of the Notice.

The Board commends the Resolution at item No. 4 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

Item No.5

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. 5 for approval by 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.5 of the Notice.

Item No.6

The Company is required under section 148 of the Act read with Rules thereunder, to have the audit of its cost records conducted by a cost accountant in practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. M.R. Rajashekar & Co as the Cost Auditors of the Company to conduct cost audit of the Company for the year ending 31st March, 2017, at a remuneration of Rs. three lakhs plus applicable taxes and out-of-pocket expenses.

M/s. M.R. Rajashekar & Co have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

In accordance with the provisions of Section 148 of the Act read with the Rules, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

The Board recommends the remuneration of ₹ three lakhs plus applicable taxes and out-of-pocket expenses to M/s. M.R. Rajashekar

& Co as the Cost Auditors and the approval of the Shareholders is sought for the same by way of an Ordinary Resolution.

None of the Directors or KMP of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No.6 of the Notice.

Item No.7

Mr. Bhaskar Bhat's tenure as Managing Director expires on 31st March 2017. At the Meeting of the Board of Directors of the Company held on 6th May 2016, the re-appointment of Mr. Bhaskar Bhat as Managing Director from 1st April 2017 till 30th September, 2019 was approved on terms and conditions as set out below based on the recommendations of the Board Nomination and Remuneration Committee and subject to approval by the Shareholders of the Company.

(a) Salary

Salary up to a maximum of ₹ 15,00,000 per month, with authority to the Board of Directors of the Company to fix the salary within the said maximum amount from time to time. The annual increments shall be effective 1st April each year, and shall be decided by the Board and will be merit based and take into account the Company's performance.

(b) Perquisites

- (1) In addition to the salary, Mr. Bhaskar Bhat shall be entitled to perquisites such as:
 - i. 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
 - ii. Leave Travel Allowance for self and family
 - iii. Medical expenses and Medical Insurance for self and family
 - iv. Personal Accident Insurance
 - v. Club Fee

and such other perquisites and allowances in accordance with the Rules of the Company and as may be agreed by the Board of Directors and Mr. Bhaskar Bhat; and such perquisites and allowances will be subject to overall ceiling as may be fixed by the Board of Directors from time to time.
- (2) Company maintained car with driver for official and personal use
- (3) Telecommunication facilities at residence
- (4) Contribution to Provident Fund, Superannuation Fund and Annuity Fund and Gratuity as per the rules of the Company.
- (5) Leave and encashment of unavailed leave as per the rules of the Company.

(c) Commission

Mr. Bhaskar Bhat will also be entitled for such remuneration by way of Commission, in addition to salary and perquisites,

calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of the each financial year, subject to the overall ceiling stipulated in Sections 196 and 197 of the Companies Act, 2013. The exact amount payable will be decided by the Board of Directors based on certain performance criteria and shall be payable only after the Annual Accounts of the Company have been approved by the Board of Directors and adopted by the Shareholders.

(d) Minimum Remuneration

Notwithstanding anything to the contrary contained herein, where in any financial year during the tenure of Mr. Bhaskar Bhat, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites and allowances and Commission subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto.

The draft Agreement between the Company and Mr. Bhaskar Bhat is available for inspection by the Members of the Company at its Registered Office between 11.00 a.m. and 1.00 p.m. on any working day of the Company.

Mr. Bhaskar Bhat may be deemed to be concerned or interested in this resolution as it relates to his re-appointment and variation of the terms of his appointment as mentioned above.

None of the Directors and KMP of the Company or their respective relatives other than Mr. Bhaskar Bhat is concerned or interested in the Resolution mentioned at Item No.7 of the Notice.

Item No.8

Mr. Ashwani Puri was appointed as an Additional Director on 6th May 2016 and is now proposed to be appointed as an Independent Director. Mr. Puri 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. Puri is a Chartered Accountant by qualification and has extensive experience in investment/acquisition advisory services, valuations and decision analysis, business and

financial restructuring, dispute analysis and forensics. Mr. Puri has served on various Committees of the Banking Division/Ministry of Finance, Ministry of Corporate Affairs and INSOL International and also served as a member of PWC's Global Advisory Leadership Team. Mr. Puri is currently the Managing Partner of Veritas Advisors LLP, which provides strategy, governance and financial advisory services. He is on the Board of Aditya Birla Finance Limited and NIIT Technologies Limited.

None of the Directors and KMP of the Company or their respective relatives other than Mr. Ashwani Puri is concerned or interested in the Resolution mentioned at Item No.8 of the Notice.

Item No.9

Tamilnadu Industrial Development Corporation Limited (TIDCO), the co-promoter of the Company has nominated Mr. Mr. K. Gnanadesikan, IAS, Additional Chief Secretary/Chairman and Managing Director, TIDCO as a Nominee Director of TIDCO on the Board of the Company in place of Mr. Hans Raj Verma and was appointed as an Additional Director of the Company by the Board of Directors on 27th June 2016. As such, Mr. 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.

None of the Directors or Key Managerial Personnel or their respective relatives other than Mr. K. Gnanadesikan is concerned or interested in the Resolution at Item No. 9 of the Notice.

By Order of the Board of Directors,

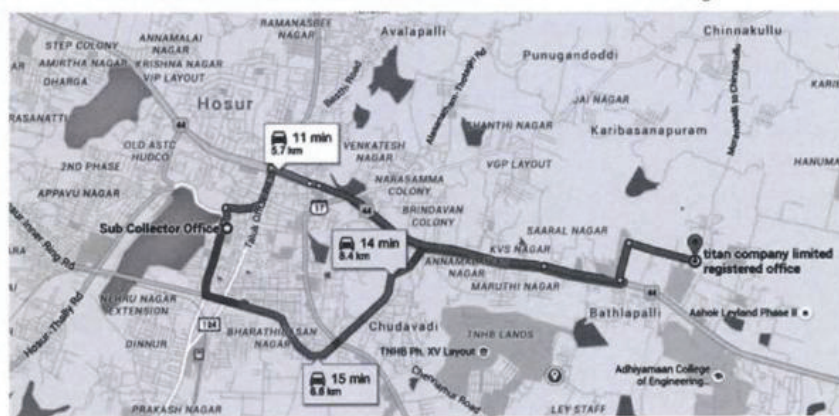
27th June 2016

A R Rajaram
Head-Legal and Company Secretary

Registered Office:

No.3, SIPCOT Industrial Complex
Hosur 635 126, Tamilnadu

ROUTE MAP to the Venue of the 32nd Annual General Meeting



NOTE: The route provided originates from the Sub-collector office, Hosur.

**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)**

Particulars	Mr. Ashwani Puri 16 th November 1956	Mr. C.V. Sankar, IAS 2 nd July 1956	Mr. K. Gnanadesikan, IAS 16 th April 1959
Date of Birth	16 th November 1956	2 nd July 1956	16 th April 1959
Date of Appointment	6 th May 2016	31 st October 2013	27 th June 2016
Qualifications	Fellow member of the Institute of Chartered Accountants of India and a Management Accountant from the Chartered Institute of Management Accountants, UK	Post Graduation in Commerce , M.B.A	B.E. (Hons) (E&CE) , M. Soc.Sc (UK)
Expertise in specific functional areas	Mr. Ashwani Puri has extensive experience in investment/acquisition advisory services, valuations and decision analysis, business and financial restructuring, dispute analysis and forensics. Mr. Puri has served on various committees of the Banking Division/Ministry of Finance, Ministry of Corporate Affairs and INSOL International and also served as a member of PVC's Global Advisory Leadership Team. Mr. Puri is currently the Managing Partner of Veritas Advisors LLP, which provides strategy, governance and financial advisory services.	Mr. C.V. Sankar, belongs to the 1982 batch of the Indian Administrative Service. He is at present Additional Chief Secretary to Government, Industries Department, Government of Tamil Nadu. He has held various responsibilities in the Tamil Nadu Government including District Collector, Coimbatore, Secretary in the office of the Chief Minister, Department of School Education and Principal Secretary in the Department of Environment & Forests and Department of Rural Development & Panchayat Raj. He was involved in the Tsunami Rehabilitation Programme of Government of Tamil Nadu between 2005 and 2008 and was working in the National Disaster Management Authority, New Delhi for implementing the National Cyclone Risk Mitigation Project, a World Bank Funded project. Mr. Sankar played a pivotal role for Tamil Nadu Government's successful conduct of the two-day Global Investors Meet on 9 th and 10 th September 2015 which attracted several investors as part of its largest-ever investment promotion exercise undertaken by the Government of Tamil Nadu. Mr. Sankar also holds the post of Additional Chief Secretary (Full Additional Charge), Transport Department, Government of Tamil Nadu.	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 / Chairman and Managing Director (CMD) of Tamilnadu Industrial Development Corporation Limited (TIDCO). 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.
Directorships held in other companies (excluding foreign companies)	i) Aditya Birla Finance Limited ii) NIIT Technologies Limited iii) Bonfiglioli Transmissions Private Limited	i) State Industries Promotion Corporation of Tamil Nadu Ltd. ii) Electronics Corporation of Tamil Nadu Ltd. iii) Tamil Nadu Trade Promotion Organisation iv) Tamil Nadu Petroproducts Ltd. v) Tamil Nadu Minerals Ltd. vi) Tamil Nadu Newsprint & Papers Ltd. vii) Tamil Nadu Industrial Development Corpn.Ltd. viii) IIT Madras Research Park ix) Tamilnadu Electricity Board Corporation Ltd. x) Tamil Nadu Generation and Distribution Corporation Ltd. xi) TIDEL Park Limited xii) Tamilnadu Cements Corpn.Ltd.	i) Mandakim-B Coal Corporation Limited ii) Adyar Poonga iii) Tamilnadu Industrial Development Corporation Limited iv) TIDEL Park Limited v) TCEI Biopark Limited vi) TIDEL Park Coimbatore Limited vii) Tamilnadu Trade Promotion Organization viii) State Industries Promotion Corporation of Tamilnadu Limited
Membership / Chairmanships of committees of other companies (includes only Audit Committee and Shareholders / Investors Grievance Committee)	Audit Committee: i) Aditya Birla Finance Limited - Chairman ii) NIIT Technologies Limited - Chairman	NIL	NIL
Number of shares held in the company	NIL	NIL	NIL