



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
Sunday, 22 nd February 2026 at 09:00 a.m. IST	Monday, 23 rd March 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 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 business as set out hereunder by passing Ordinary Resolution, 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 Resolution 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 had 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 **Sunday, 22nd February 2026 at 9:00 a.m. (IST)** and concludes on **Monday, 23rd March 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 in his absence any person authorized by him, 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 **Wednesday, 25th March 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 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 MS. SANDHYA VENUGOPAL SHARMA, IAS (DIN:08445015) AS A DIRECTOR

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

“RESOLVED THAT, Ms. Sandhya Venugopal Sharma, IAS (DIN:08445015) who was appointed as an Additional Director (Non-Executive & Non-Independent) of the Company effective 4th January 2026, by the Board of Directors in terms of Section 161(1) of the Companies Act, 2013 (the “Act”) read with related Rules (including any modification or re-enactment thereof), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Article 117 of the Articles of Association of the Company and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give 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 Resolution 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, 13th February 2026** (“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 Friday, 27th February 2026. 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 submit button
- viii) The system will then confirm 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.mufg.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 Resolution 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 Resolution 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 to facilitate remote e-voting to enable the Members to cast their votes electronically.
6. The remote e-voting shall commence on **Sunday, 22nd February 2026 at 9:00 a.m. (IST)** and concludes on **Monday, 23rd March 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 Monday, 23rd March 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, 13th February 2026**, shall be eligible to cast their vote electronically.
7. Once the vote on the Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
8. The Resolution 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., **Monday, 23rd March 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 shall 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 **Wednesday, 25th March 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.	<p>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.</p> <p>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.</p>

	<ol style="list-style-type: none"> 3. 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 4. 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. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. 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. 2. 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.cdsindia.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.cdsindia.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@cdsindia.com or contact at toll free no. 1800 22 55 33

B) 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/](http://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 128500 then your user ID is 12850001***

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 138531 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 Resolution, 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-mail to pbk@sreedharancs.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.helpdesk@in.mpms.mufg.com
Correspondence 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: 10th February 2026

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 business mentioned under Resolution 1 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

Tamilnadu Industrial Development Corporation Limited (“**TIDCO**”), the co-promoter of the Company had nominated Ms. Sandhya Venugopal Sharma, IAS (DIN:08445015), Chairperson TIDCO, as the Chairperson and Non-Executive & Non-Independent Director on the Board of the Company. Accordingly, based on the nomination received from TIDCO, Ms. Sandhya Venugopal Sharma was appointed as an Additional Director of the Company by the Board of Directors effective 4th January 2026.

As per provisions of Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, approval of the shareholders has to be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

Accordingly, Ms. Sandhya Venugopal Sharma holds office as an Additional Director effective 4th January 2026 and is eligible for appointment as a Non-Executive and Non-Independent Director, liable to retire by rotation, subject to the approval of the Shareholders in accordance with the SEBI LODR.

A Notice under Section 160(1) of the Act has been received from a Member indicating the intention to propose candidature of Ms. Sandhya Venugopal Sharma for the office of Director. Ms. Sandhya Venugopal Sharma is eligible to be appointed as a Director in terms of Section 164 of the Act. A declaration to this effect and the consent to act as Director, subject to appointment by the Members, has been received from Ms. Sandhya Venugopal Sharma. Further, she has also confirmed that she is not debarred from accessing the capital market and/or restrained from holding the office of a director by virtue of any SEBI Order or any such Authority. Further details of Ms. Sandhya Venugopal Sharma have been given in the *Annexure* to this Notice.

None of the Directors or Key Managerial Personnel (“**KMP**”) of the Company or their respective relatives other than Ms. Sandhya Venugopal Sharma, to whom the Resolution relates, is concerned or interested in the Resolution given in Item No. 1 of the Postal Ballot Notice. Ms. Sandhya Venugopal Sharma is not related to any Director or KMP of the Company.

The Board recommends the passing of the proposed Resolution stated in Item No. 1 of this Notice as an Ordinary Resolution.

By Order of the Board of Directors
For Titan Company Limited

Date: 10th February 2026
Place: Bengaluru
CIN: L74999TZ1984PLC001456
Registered Office:
No.3, SIPCOT Industrial Complex,
Hosur 635 126, Tamil Nadu.

Sd/-
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	Ms. Sandhya Venugopal Sharma, IAS
Director Identification Number (DIN)	08445015
Date of Birth	9 th February 1971
Age	55 years
Initial Date of Appointment	4 th January 2026
Qualifications	Indian Administrative Service (IAS)
Experience	<p>Ms. Sandhya Venugopal Sharma is a 1995 batch IAS officer of the Tamil Nadu cadre who has served in a variety of key administrative and technical roles during her career. Before her current appointment at TIDCO, she spent a significant period on central deputation with the Department of Space, where she served as Joint Secretary and later Additional Secretary in Bengaluru, contributing to Indian space and science administration from April 2019 to October 2025. During her deputation to the Government of Karnataka, she has anchored the Sarva Shiksha Abhigyan as State Project Director, which was funded by the Central & State Governments along with the World Bank, DFID and UNICEF and worked towards the universalization of elementary education. Earlier in her career she held diverse positions within the Tamil Nadu cadre, including Commissioner (Archives and Historical Research) and various Joint/Deputy Secretary and Controller roles in departments such as Commercial Taxes, Education, and the Tamil Nadu Public Service Commission, as well as district-level administrative assignments such as Assistant Collector in Chengalpattu and Tindivanam. These postings reflect her broad experience across finance, education, culture, human resources, and revenue administration prior to her current leadership role in industrial development.</p>
Expertise in specific functional areas	People Management, Leadership and Business Strategy.
Directorships held in other companies (excluding foreign companies and Titan)	<ul style="list-style-type: none"> • Tamilnadu Industrial Development Corporation Limited • Tamilnadu Petroproducts Limited • Tanfac Industries Limited

Membership/Chairmanships of committees of other companies (excluding Titan)	NIL
Inter-se relationship with other Directors and Key Managerial Personnel	NIL
Terms & conditions of re-appointment	As per the resolution in item no. 1 of this Notice read with the explanatory statement thereto
Details of last drawn remuneration	Ms. Sandhya Venugopal Sharma will not be entitled to any remuneration other than sitting fees and Board approved Commission which will be paid to TIDCO. No remuneration has been drawn from the date of appointment till the date of this Postal Ballot
Details of Remuneration sought to be paid	No remuneration other than Sitting Fee and Board approved Commission paid to TIDCO.
Number of shares held in the Company directly or as a beneficial owner	NIL
Number of Meetings of the Board attended during the year 2025-26.	1* * Only one Board meeting was conducted by the Company from the date of appointment of Ms. Sandhya Venugopal Sharma (i.e. 4 th January 2026) till the date of this postal ballot.
Names of listed entities from which Director has resigned in the past three years	NIL
Skills and capabilities required for the role and the manner in which the Independent director meets such requirements:	NA