

NOTICE

Notice is hereby given pursuant to Sections 96 and 101 of the Companies Act, 2013 (the Act) that the Forty-Second Annual General Meeting (the Meeting or AGM) of TITAN COMPANY LIMITED (the Company) will be held through Video Conferencing (VC)/Other Audio Visual Means (OAVM) on Monday, 27th July 2026, at 2:30 p.m. IST to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2026, together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2026, together with the Report of the Auditors thereon.
3. To declare dividend of ₹15/- per equity share of face value of ₹1/- each on equity shares for the Financial Year ended 31st March 2026.
4. To appoint a director in place of Mr. Noel Naval Tata (DIN: 00024713), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.

SPECIAL BUSINESS

5. Appointment of Dr. S Vijayakumar, IAS (DIN: 01764064) as Director of the Company

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

"RESOLVED THAT, Dr. S Vijayakumar, IAS (DIN: 01764064) who was appointed as an Additional Director (Non-Executive & Non-Independent) of the Company effective 29th June 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 his 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. Meeting through VC/OAVM:

The Ministry of Corporate Affairs('MCA'), inter alia, vide its General Circular No(s). 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 02/2022 dated 5th May 2022 and subsequent circulars issued in this regard, the latest being General Circular No.03/2025 dated 22nd September 2025 (collectively referred to as 'MCA Circulars'), and in line with the Circulars issued by the Securities and Exchange Board of India (SEBI) from time to time, the Company is convening the AGM through VC/OAVM, without the physical presence of the Members.

2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the Act) setting out material facts concerning the business under Item No.5 of the Notice is annexed hereto. The relevant details pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at this AGM are also annexed.

3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map for the AGM are not annexed to this Notice.

4. **Attendance and voting by Authorised Representatives:**

Institutional Members are encouraged to attend and vote at this AGM through VC/OAVM. Institutional/Corporate

Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its board or governing body resolution/authorisation etc., authorising its representative to attend the AGM through VC/OAVM or to vote through remote e-Voting. The said resolution/authorisation shall be sent to the Scrutiniser by e-mail through its registered e-mail id at pbk@shreedharancs.com with a copy marked to evoting@nsdl.co.in, Institutional Members (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.

5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. As per the provisions of Clause 3.A.II of the General Circular No. 20/2020 dated 5th May 2020 issued by MCA, the matters of Special Business as appearing at Item No. 5 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
7. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited's (NSDL) e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first-come-first-served basis as per the MCA Circulars. The large Shareholders (i.e., Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the respective Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., shall be allowed to attend the Meeting without restriction.
8. In line with the MCA & SEBI Circulars, the Notice of the AGM along with the Annual Report for the Financial Year 2025-26 including the Audited Financial Statements for the year ended 31st March 2026, is being sent by e-mail to those Members whose e-mail addresses are registered with the Company/Depository Participant(s). The Company will send a physical copy of the Annual Report 2025-26 to those Members, who request the same at investor@titan.co.in mentioning their Folio No./DP ID and Client ID. In accordance with Regulation 36(1)(b) of the SEBI LODR Regulations, a letter is being

sent to the shareholders whose email addresses are not registered with the Company/DP, providing a web-link for accessing the Annual Report 2025-26. The Notice convening the 42nd AGM has been uploaded on the website of the Company at <https://www.titancompany.in/investors/annual-general-meeting> and may also be accessed from the relevant section of the websites of the stock exchanges i.e., BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively. The Notice is also available on the website of NSDL at www.evoting.nsdl.com.

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. **Record Date and Dividend for Financial Year 2025-26:**

The Company has fixed Thursday, **9th July 2026** as the "**Record Date**" for determining entitlement of Members to final dividend for the financial year ended 31st March 2026, if approved at the AGM. The dividend of ₹15/- per equity share of face value of ₹ 1 each (1500%), if declared at the AGM, will be paid subject to deduction of tax at source (TDS) on or after Tuesday, 28th July 2026 as under:

- a. **For Shares held in electronic form:** To all the Beneficial Owners as of the close of business hours Thursday, 9th July 2026 as per the list of beneficial owners to be furnished by the NSDL and Central Depository Services (India) Limited (CDSL); and
- b. **For shares held in physical form:** To all the Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of close of business hours on Thursday, 9th July 2026.

11. **Mandatory Electronic Payment of Dividend:**

With effect from 18th November 2025, dividends shall be processed only in electronic mode, and payment through dividend warrants or cheques has been discontinued.

Payment shall be made subject to:

- Folio being KYC compliant, i.e., PAN, contact details including Mobile No., bank account details and specimen signature are registered with the Company/ RTA (for shareholders holding shares in physical form)
- Updating of bank details with DPs (for shareholders holding shares in dematerialised form)

12. Tax Deducted at Source ("TDS") on Dividend:

For the prescribed TDS rates for various categories, please refer to the Income Tax Act, 2025 and the Finance Acts of the respective years. The shareholders are requested to update their PAN with the DPs (if shares held in dematerialised form) and the Company/RTA (if shares held in physical form).

To avail exemption of TDS for Financial Year 2025-26, Members are requested to submit the tax exemption documents electronically on or before **Thursday, 9th July 2026** by 11:59 p.m. (IST) in the following link <https://web.in.mpms.mufig.com/formsreg/submission-of-Form-121-41.html>

Alternatively, Members may submit the tax exemption documents by uploading on the above link or by email to csgexemptforms2627@in.mpms.mufig.com

Members may also refer the email sent to their registered email address for more details on submission of exemption documents. For the detailed process, please click here: <https://www.bseindia.com/xml-data/corpfiling/AttachHis/2e9cfad9-c245-49d3-a33c-70867234c6d4.pdf>

Category of Shareholder	Document(s) to be submitted/uploaded
Resident individual shareholders with PAN* and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax	Form 121 (erstwhile Form 15G or Form 15H)
Non-resident shareholders [including Foreign Portfolio Investors (FPIs)] who can avail beneficial rates under tax treaty between India and their country of tax residence	- No Permanent Establishment Declaration - Beneficial Ownership Declaration - Tax Residency Certificate - Copy of electronically filed Form 41 (erstwhile Form 10F) - Any other document which may be required

**If PAN is incorrect/invalid/inoperative/not linked to Aadhar then tax will be deducted at higher rates and credit of TDS may not be available. [Section 397 of the Income Tax Act, 2025]*

Members are requested to submit the latest Forms to avail exemption of TDS. The erstwhile Forms shall not be accepted for this purpose.

13. Updation of the mandate with respect to change pertaining to name, postal address, email address, telephone/mobile number, PAN, choice of nominations, power of attorney, bank details, bank account, MICR code, IFSC code etc., and receiving dividends directly in bank account through Electronic Clearing System or any other means in a timely manner, in case the same is not updated:

Shares held in physical form: Members are requested to send the following documents to the RTA latest by **Thursday 9th July 2026**:

- Form No. ISR-1 duly filled and signed by the Members mentioning their name, folio number, complete address and the following details relating to bank account in which the dividend is to be received:
 - Name and Branch of Bank and Bank Account type;
 - Bank Account Number & Type allotted by the Bank after implementation of Core Banking Solutions;
 - 11-digit IFSC;
 - 9-digit MICR Code.
- self-attested original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- self-attested scanned copy of the PAN card; and
- self-attested copy of any document (such as Aadhaar card, Driving Licence, Election Identity card, Passport) in support of the address of the Member as registered with the Company.
- Form ISR-2 duly filled and signed. The signature of holders should be attested by the Bank Manager.
- Form SH-13 – Nomination Form or Form ISR-3 – to opt out from Nomination.

The above Investor Service Request Forms (ISR) are available on RTA's website at <https://web.in.mpms.mufig.com/KYC-downloads.html>

Shares held in electronic form: Members may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/

addition/deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective DPs by **Thursday 9th July 2026**.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the Bankers' cheque/demand draft to such Members.

14. Unclaimed Dividends and Investor Education and Protection Fund (IEPF)

Members who have not claimed/received their dividend paid by the Company in respect of earlier years, are requested to check with the Company's Registrar. Members are requested to note that in terms of Section 125 of the Act, any dividend unpaid/unclaimed for a period of 7 years from the date of transfer to unpaid dividend account of the Company are liable to be transferred to the IEPF. Further, the shares in respect of which the dividend has remained unclaimed for seven consecutive years from the date of transfer to the unpaid dividend account shall also be transferred to the IEPF.

The details of the unclaimed dividends and the underlying shares that are liable to be transferred to IEPF are also available at the Company's website <https://www.titancompany.in/investors/transfer-of-shares-to-iepf>. In view of this, Members/claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in web Form No. IEPF-5 available on <https://www.mca.gov.in/content/mca/global/en/foportal/fologin.html>.

15. Dematerialisation of Shares

SEBI has mandated the listed companies to process service requests for issue of securities in dematerialised form only, subject to folio being KYC compliant. Accordingly, Members are requested to submit duly filled and signed Form ISR-4.

Members can contact the Company's Registrar at investor.helpdesk@in.mpms.mufig.com for assistance in this regard. Members may also refer to Frequently Asked Questions (FAQs) on the RTA's website <https://web.in.mpms.mufig.com/faq.html>

16. SEBI vide its circular dated February 6th, 2026 has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) by the Company/RTA while processing service request for Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition effective 2nd April 2026. Accordingly, securities will be credited directly to the shareholder's demat account upon submission of valid demat account details, along with the latest Client Master List.

17. Updation of Members details

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company/RTA to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend, etc. Form No. ISR-1 for capturing additional details is available on the Company's website under the section 'Investors Information'. Members holding shares in physical form are requested to submit the filled-in form to the Company at investor@titan.co.in or to the Registrar in physical mode, or in electronic mode at investor.helpdesk@in.mpms.mufig.com as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the KYC details to their respective DPs only and not to the Company or RTA.

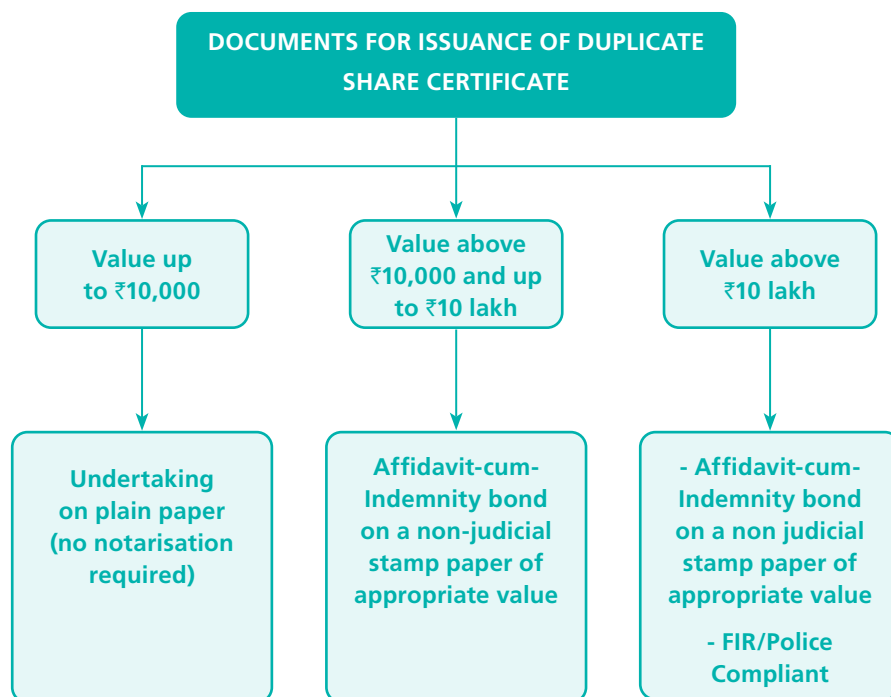
Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, bank mandate details, etc., to Registrar/their DPs. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

18. Nomination Facility

As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. The said forms can be downloaded from the RTA's website at <https://web.in.mpms.mufig.com/KYC/index.html>. Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the Registrar at kyc1@in.mpms.mufig.com in case the shares are held in physical form, quoting your folio number.

19. Simplification of procedure for issuance of Duplicate Share certificate

During February 2026, SEBI has simplified the process and reduced the documentation requirements for issuance of duplicate share certificate. Duplicate Shares will be issued only in dematerialised form.



In addition to the aforesaid documents, please refer website of RTA at <https://web.in.mpms.mufig.com/faq.html> for the requirement of other relevant documents

20. Special Window for lodgement of physical share transfer requests:

A special window, as per mandate of SEBI, is available till 4th February 2027, to facilitate lodgement of transfer requests executed before 1st April 2019 but were either not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents. Eligible shareholders are requested to submit the requisite documents before 4th February 2027, to Company/RTA. Securities transferred through this mechanism shall be credited only in dematerialised form and will remain under a one year lock-in, during which they cannot be transferred, lien-marked, or pledged.

The Company has communicated the opening of this special window through newspaper advertisements which are available on our website: <https://www.titancompany.in/investors/corporate-announcements>

21. During the AGM, the Members may access the electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Additionally, Members desiring inspection of statutory registers and other relevant documents referred to in the Notice may send their request in writing to the Company at investor@titan.co.in, up to the date of AGM mentioning their DP ID & Client ID/Folio Number).
22. 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 Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
23. SEBI vide its circular dated March 2025 has introduced DigiLocker as a Digital Public Infrastructure to reduce unclaimed securities in the Indian Securities Market.

DigiLocker is digital documents wallet of Government of India facilitating investors to securely store and access Issued Documents, demat holdings etc., along with a facility to appoint a nominee to their DigiLocker account. In the event of the investor's demise, such nominee(s) will be provided access to the digital information of the deceased investor to initiate the process of transmission of deceased investor's financial assets or to pass the information to surviving joint holder or to legal heirs.

24. Dispute Resolution

SEBI has made available an Online Dispute Resolution mechanism through the SMART ODR Portal for the investors to raise dispute in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievances directly with the RTA/Company and through existing SCORES platform, the investors can initiate dispute resolution through the SMART ODR Portal. Link to access the SMART ODR portal is available here (Click here): <https://smartodr.in/> and the same can also be accessed through the Company's Website at <https://www.titancompany.in/investors/shareholders-grievance>.

25. Process for registration of email address:

Process for those members whose e-mail addresses are not registered with the DPs/RTA/ Company for procuring user id and password and registration of e-mail addresses for e-Voting for the resolution set out in this AGM Notice:

a. Temporary registration to receive AGM Notice along with the Annual Report for the Financial Year 2025-26

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, 17th July 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. Upload a self-attested copy of your PAN card and Address proof viz Aadhaar Card, passport or front and back side of share certificate in case of Physical folio;
- vii. Enter the OTP received on your Mobile and E-mail Address;
- viii. The system will then confirm the e-mail address for receiving this Notice of AGM

b. Permanent registration of email address with Company/RTA or DPs

Members holding shares in DEMAT mode may permanently update their email id with the Depository Participants & Members holding shares in physical mode may permanently update their email IDs by submitting KYC documents available at: <https://web.in.mpms.mufg.com/KYC-downloads.html> for receiving future communications from the Company

c. Alternatively, Members may also send an e-mail request to evoting@nsdl.co.in along with the following documents for procuring User ID and password for e-Voting for the resolutions set out in this Notice:

- In case shares are held in physical form, please provide Folio No., name of the Shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and self-attested scanned copy of Aadhaar card.
- In case shares are held in Demat form, please provide DP ID-Client ID (16-digit DPID + CLID or 16-digit Beneficiary ID), name, client master or copy of consolidated account statement, self-attested scanned copy of PAN card, and self-attested scanned copy of Aadhaar card. If you are an individual Shareholder holding securities in Demat mode, you are requested to refer to the login method explained at

Step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for individual Shareholders holding securities in Demat mode.

26. Remote e-Voting before/during the AGM:

- i) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI LODR (as amended) and the MCA Circulars, the Company is providing the facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as remote e-Voting during the AGM will be provided by NSDL.
- ii) Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of Monday, 20th July 2026 may cast their vote by remote e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. 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 before the AGM as well as remote e-Voting during the AGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date i.e., Monday, 20th July 2026 may obtain the User ID and Password by sending a request at evoting@nsdl.co.in.
- iii) The remote e-Voting period commences on Thursday, 23rd July 2026 at 9:00 a.m. (IST) and ends on Sunday, 26th July 2026 at 5:00 p.m. (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e., Monday, 20th July 2026.
- iv) Members will be provided with the facility for voting through the electronic voting system during the VC/OAVM proceedings at the AGM

and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote at the end of discussion on the resolutions on which voting is to be held, upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM, but shall not be entitled to cast their vote on such resolution(s) again.

- v) The remote e-Voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
27. The Board of Directors had appointed Mr. V Sreedharan (FCS No. F2347; CP No. 833) or in his absence Mr. Pradeep Kulkarni, (FCS No. F7260; CP No. 7835) of M/s. V. Sreedharan & Associates, Practicing Company Secretaries, as the Scrutiniser for providing facility to the Members of the Company to scrutinise remote e-Voting process before the AGM as well as remote e-Voting during the AGM in a fair and transparent manner.
28. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-Voting facility.
29. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, unblock the votes cast and make a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who will acknowledge the receipt of the same and declare the result of the voting forthwith within the time stipulated under the applicable laws.
30. The results declared along with the Scrutiniser's Report will be placed on the Company's website <https://www.titancompany.in/investors/corporate-announcements>, on the website of NSDL: www.evoting.nsdl.com and will also be displayed on the Company's notice board at the registered office of the Company. The Company shall simultaneously forward the results to BSE and NSE, where the shares of the Company are listed.
31. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of AGM i.e., Monday 27th July 2026.
32. Since the AGM will be held through VC or OAVM, the Route Map is not annexed in this Notice. Instructions for attending the AGM through VC/OAVM and remote e-Voting (before and during the AGM) are given below:

VOTING THROUGH ELECTRONIC MEANS

The procedure to login to e-Voting of NSDL website consists of two steps as detailed hereunder:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts 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.	- 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 or joining virtual meeting & voting during the meeting. - 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 or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	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 or joining virtual meeting & voting during the meeting. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. 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. 3. 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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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?

1. 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.
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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices 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:
a) For Members who hold shares in demat account with NSDL.	8 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*****.
b) 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*****.
c) 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 139808 then user ID is 139808001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email 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'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in
- process for those shareholders whose email 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.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

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 and General Meeting is in active status.
2. Select "EVEN" of company for which is 139808 you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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/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.
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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting

system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the 42nd AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's e-mail address at investor@titan.co.in before 3:00 p.m. (IST) on Monday 20th July 2026. Such questions by the Members shall be suitably replied by the Company.

6. Registration of Speaker Shareholders

Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN and mobile number at investor@titan.co.in between Wednesday 15th July 2026 (9:00 a.m. IST) and Monday 20th July 2026 (5:00 p.m. IST). Only those Members who have preregistered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers depending on the availability of time for the AGM.

General Guidelines for Shareholders

1. 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.
2. 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.co.in or contact Mr. Amit Vishal, Deputy Vice President, NSDL or Ms. Pallavi Mhatre, Senior Manager, NSDL at their designated e-mail ids: amitv@nsdl.co.in or pallavid@nsdl.co.in.

3. 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, 1 st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.

By Order of the Board of Directors

Dinesh Shetty

General Counsel & Company Secretary
Membership No. F3879

Bengaluru

29th June 2026

CIN: L74999TZ1984PLC001456

Registered Office:

No.3, SIPCOT Industrial Complex, Hosur-635 126, Tamil Nadu

Explanatory Statement

As required under Section 102 and 110 of the Act and in terms of Regulation 36 of the SEBI LODR, the following explanatory statement sets out all material facts relating to business mentioned under Item No. 5 of the accompanying Notice:

Item no.5

Tamilnadu Industrial Development Corporation Limited ("TIDCO"), the co-promoter of the Company had nominated Dr. S Vijayakumar, IAS (DIN: 01764064), as the Chairman and Non-Executive & Non-Independent Director on the Board of the Company. Accordingly, based on the nomination received from TIDCO, Dr. S Vijayakumar was appointed as an Additional Director of the Company by the Board of Directors effective 29th June 2026.

Accordingly, Dr. S Vijayakumar holds office as an Additional Director effective 29th June 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.

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.

A Notice under Section 160(1) of the Act has been received from a Member indicating the intention to propose candidature of Dr. S Vijayakumar for the office of Director. Dr. S Vijayakumar 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 Dr. S Vijayakumar. Further, he has also confirmed that he 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 Dr. S Vijayakumar 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 Dr. S Vijayakumar, to whom the Resolution relates, is concerned or interested in the Resolution given in Item No. 5 of the Notice. Dr. S Vijayakumar is not related to any Director or KMP of the Company.

The Board recommends the passing of the proposed Resolution stated in Item No. 5 of this Notice as an Ordinary Resolution.

By Order of the Board of Directors

Dinesh Shetty

General Counsel & Company Secretary
Membership No. F3879

Bengaluru

29th June 2026

CIN: L74999TZ1984PLC001456

Registered Office:

No.3, SIPCOT Industrial Complex, Hosur-635 126, Tamil Nadu

ANNEXURE TO NOTICE

Details of Directors seeking appointment / re-appointment in forthcoming Annual General Meeting

(In pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of Director	Mr. Noel Naval Tata, Nominee Director	Dr. S Vijayakumar, IAS, Non-Executive, Nominee Director
Director Identification	00024713	01764064
Number (DIN)		
Date of Birth	12 th November 1956	7 th June, 1967
Age	69 years	59 years
Date of first Appointment	7 th August 2003	29 th June 2026
Qualifications	B.A (Economics) from University of Sussex, UK International Executive Program from INSEAD, France	Indian Administrative Service (I.A.S.,) Ph.D. (Watershed Development) M.Sc. (Biotechnology) M.Sc. (Intl. Health Policy, LSE, U.K)
Experience	Mr. Noel N Tata has been associated with the Tata group for over 40+ years and currently serves on the board of various Tata Group Companies, including as the Chairman of Trent Limited, Tata International Limited, Voltas, Trent Hypermarket Private Limited & Tata Investment Corporation Limited and as the Vice Chairman of Tata Steel and Titan Company Limited. Mr. Tata brings significant leadership experience to the Board. The Company continues to benefit from his demonstrated leadership capabilities, strong business acumen, and deep understanding of complex financial and operational matters. His rich experience across business strategy, risk management, finance, governance, and societal aspects further strengthens the Board's oversight and guidance.	Dr. S Vijayakumar, I.A.S., belongs to the 1993 batch of Indian Administrative Service. He has held many key positions in various departments in Government of Tamil Nadu. Presently, Dr. S Vijayakumar is the Additional Chief Secretary to Government Industries, Investment Promotion and Commerce Department, Government of Tamil Nadu. Earlier, Dr. S Vijayakumar served as: • Additional Chief Secretary/Commissioner, Land Reforms, Chennai. • Additional Chief Secretary/Chairman and Managing Director Tamilnadu Urban Infrastructure Financial Services Limited. • Principal Secretary/Secretary -II to Chief Minister Secretariat
Expertise in specific functional areas	Business Strategy, Sales and Marketing.	People Management and Leadership

Name of Director	Mr. Noel Naval Tata, Nominee Director	Dr. S Vijayakumar, IAS, Non-Executive, Nominee Director
Directorships held in other companies (excluding foreign/ Section 8 companies and Titan)	- Trent Limited - Voltas Limited - Tata International Limited - Tata Investment Corporation Limited - Tata Steel Limited - Trent Hypermarket Private Limited - Inditex Trent Retail India Private Limited - Tata Sons Private Limited	- Tamil Nadu Industrial Development Corporation Limited - Tamil Nadu Power Distribution Corporation Limited - Tamil Nadu Salt Corporation Limited - Tamil Nadu Newsprint and Papers Limited - State Industries Promotion Corporation of Tamilnadu Limited - PM Mega Integrated Textile Regions and Apparel Park Tamilnadu Limited
Membership / Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	Trent Limited - Audit Committee - Member Voltas Limited - Stakeholder Relationship Committee- Chairperson	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	Nil	Nil
Remuneration	No remuneration other than Sitting Fee and Board approved Commission	No remuneration other than Sitting Fee and Board approved Commission paid to TIDCO.
Number of shares held in the Company	1,17,260 shares	Nil
Number of Meetings of the Board attended during the year.	Mr. Tata attended 7 out of 8 Board meetings held during the FY 2025-26	NA Since Mr. Vijayakumar's appointment was made effective 29 th June 2026.
Names of listed entities from which Director has resigned in the past three years	None	Nil