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
Wednesday, 19th August 2026 at 09:00 a.m. IST	Thursday, 17th September 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"), relevant circulars 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 businesses set out hereunder by passing Ordinary Resolutions and as Special Resolutions, as applicable, through 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 Resolutions 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 websites 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 **Wednesday, 19th August 2026 at 9:00 a.m. (IST)** and concludes on **Thursday, 17th September 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 **Monday, 21st September 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/.

TITAN COMPANY

SPECIAL BUSINESS

1. **APPOINTMENT OF Dr. D KARTHIKEYAN, IAS (DIN: 02259481) AS A DIRECTOR**

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

   "**RESOLVED THAT**, Dr. D Karthikeyan, IAS (DIN: 02259481) who was appointed as an Additional Director (Non-Executive & Non-Independent) of the Company effective 5th August 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."

2. **APPOINTMENT OF Mr. K VIVEKANANDAN, IAS (DIN:08168373) AS A DIRECTOR**

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

   "**RESOLVED THAT**, Mr. K Vivekanandan, IAS (DIN:08168373) who was appointed as an Additional Director (Non-Executive & Non-Independent) of the Company effective 5th August 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."

3. **APPROVAL OF 'TITAN COMPANY LIMITED PERFORMANCE BASED STOCK UNIT SCHEME, 2026 ("SCHEME 2026") FOR GRANT OF PERFORMANCE BASED STOCK UNITS TO THE ELIGIBLE EMPLOYEES OF TITAN COMPANY LIMITED UNDER SCHEME 2026**

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

"**RESOLVED THAT**, pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read with the rules notified thereunder, and pursuant to the applicable provisions of Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as may be modified from time to time read with all the circulars and notifications issued thereunder ("**SEBI SBEB & SE Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 and the relevant provisions of the Memorandum of Association and the Articles of Association of Titan Company Limited ("**Company**"), and such other Rules, Regulations, Circulars and Guidelines of any/various statutory/regulatory authority(ies) that are or may become applicable (collectively referred herein as the "**Applicable Laws**"), and subject to any approvals, permissions and sanctions of any/various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include the Board Nomination and Remuneration Committee ("**BNRC**")), the approval of the Members of the Company be and is hereby accorded to introduce, offer, grant and issue Share-Based Performance Based Stock Units ("**PSUs**") to eligible employees of the Company under the 'Titan Company Limited Performance Based Stock Unit Scheme, 2026' ("**Scheme 2026**"), the salient features of which are furnished in the Explanatory Statement to this Notice and to grant such PSUs to eligible employees on such terms and conditions as provided in the Scheme 2026 and as may be fixed or determined by the Board and/or the BNRC.

RESOLVED FURTHER THAT, the maximum number of PSUs to be granted to eligible employees on such terms and conditions as provided in the Scheme 2026 and as may be fixed or determined by the Board/BNRC shall not exceed 15,00,000 (Fifteen lakh only) PSUs, corresponding to 15,00,000 (Fifteen lakh only) equity shares of the Company of face value of ₹ 1 (Rupee One only) each fully paid up, being 0.17% (zero point one seven percent) of the paid-up equity share capital of the Company as on 30th June 2026 (subject to adjustments).

RESOLVED FURTHER THAT, the BNRC be and is hereby authorised to implement, manage, operate and/or administer the Scheme 2026 through the existing Titan Employee Stock Option Trust (hereinafter referred to as the "**Trust**"), that was setup by the Company for implementation of employee share-based benefit schemes, including but not limited to the 'Titan Company Limited Performance Based Stock Unit Scheme 2023' and which is eligible to implement the Scheme 2026 in terms of the SEBI SBEB & SE Regulations and other laws as may be applicable.

RESOLVED FURTHER THAT, the equity shares to be transferred pursuant to the Scheme 2026 in the manner aforesaid shall rank *pari passu* in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT, in case of any corporate action(s) such as rights issues, bonus issues, split/consolidation of shares, change in capital structure, merger/demerger, the outstanding PSUs, granted/to be granted, under the Scheme 2026 shall be suitably adjusted for such number of PSUs/equity shares, and/or the exercise price, as may be required.

RESOLVED FURTHER THAT, the Board and the BNRC be and are hereby severally authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the Scheme 2026, in accordance with the terms of Scheme 2026 and subject to Applicable Laws prevailing from time to time, as it may deem fit.

RESOLVED FURTHER THAT, for the purpose of bringing into effect and implementing the Scheme 2026 and generally for giving effect to these Resolutions, the Board be and is hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage, and to make variations or alterations in the Scheme 2026, to the extent permissible under SEBI SBEB & SE Regulations and such other laws as may be applicable, without requiring the Board to secure any further consent or approval of the Members of the Company."

4. APPROVAL OF 'TITAN COMPANY LIMITED PERFORMANCE BASED STOCK UNIT SCHEME, 2026' ("SCHEME 2026") FOR GRANT OF PERFORMANCE BASED STOCK UNITS TO THE ELIGIBLE EMPLOYEES OF SUBSIDIARY COMPANY(IES) OF TITAN COMPANY LIMITED

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

"**RESOLVED THAT**, pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read with the rules notified thereunder, and pursuant to the applicable provisions of Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as may be modified from time to time read with all the circulars and notifications issued thereunder ("**SEBI SBEB & SE Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 and the relevant provisions of the Memorandum of Association and the Articles of Association of Titan Company Limited ("**Company**"), and such other Rules, Regulations, Circulars and Guidelines of any/various statutory/regulatory authority(ies) that are or may become applicable (collectively referred herein as the "**Applicable Laws**"), and subject to any approvals, permissions and sanctions of any/various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include the Board Nomination and Remuneration Committee

(“**BNRC**”)), the approval of the Members of the Company be and is hereby accorded to introduce, offer, grant and issue Share-Based Performance Based Stock Units (“**PSUs**”) to eligible employees of the Company’s subsidiary(ies) under the ‘Titan Company Limited Performance Based Stock Unit Scheme, 2026’ (“**Scheme 2026**”) referred to in this Postal Ballot Notice, the salient features of which are furnished in the Explanatory Statement to this Notice and to grant such PSUs to eligible employees of the Company’s subsidiary(ies) on such terms and conditions as provided in the Scheme 2026 and as may be fixed or determined by the Board and/or the BNRC.

RESOLVED FURTHER THAT, the BNRC be and is hereby authorised to implement, manage, operate and/or administer the Scheme 2026 through the existing Titan Employee Stock Option Trust (hereinafter referred to as the “**Trust**”), that was setup by the Company for implementation of employee share-based benefit schemes, including but not limited to the ‘Titan Company Limited Performance Based Stock Unit Scheme, 2023’ and which is eligible to implement the Scheme 2026 in terms of the SEBI SBEB & SE Regulations and other laws as may be applicable.

RESOLVED FURTHER THAT, the equity shares to be transferred pursuant to the Scheme 2026 in the manner aforesaid shall rank *pari passu* in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT, in case of any corporate action(s) such as rights issues, bonus issues, split/consolidation of shares, change in capital structure, merger/demerger, the outstanding PSUs, granted/to be granted, under the Scheme 2026 shall be suitably adjusted for such number of PSUs/equity shares, and/or the exercise price, as may be required.

RESOLVED FURTHER THAT, the Board and the BNRC be and are hereby severally authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the Scheme 2026, in accordance with the terms of Scheme 2026 and subject to Applicable Laws prevailing from time to time, as it may deem fit.

RESOLVED FURTHER THAT, for the purpose of bringing into effect and implementing the Scheme 2026 and generally for giving effect to these Resolutions, the Board be and is hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage, and to make variations or alterations in the Scheme 2026, to the extent permissible under SEBI SBEB & SE Regulations and such other laws as may be applicable, without requiring the Board to secure any further consent or approval of the Members of the Company.”

5. AUTHORIZATION FOR SECONDARY ACQUISITION OF EQUITY SHARES OF TITAN COMPANY LIMITED BY TITAN EMPLOYEE STOCK OPTION TRUST FOR IMPLEMENTATION OF ‘TITAN COMPANY LIMITED PERFORMANCE BASED STOCK UNIT SCHEME, 2026 AND PROVIDING FINANCIAL ASSISTANCE IN THIS REGARD

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

“**RESOLVED THAT** pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the of the Companies Act, 2013 (the “**Act**”) and the rules notified thereunder, and pursuant to the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as may be modified from time to time read with all the circulars and notifications issued thereunder (“**SEBI SBEB & SE Regulations**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other Rules, Regulations, Circulars and Guidelines of any/various statutory/regulatory authority(ies) that are or may become applicable, the approval of the Members of Titan Company Limited (“**Company**”), be and is hereby accorded to Titan Employee Stock Option Trust (hereinafter referred to as the “**Trust**”) for implementation of ‘Titan Company Limited Performance Based Stock Unit Scheme, 2026’ (“**Scheme 2026**”), to make secondary acquisitions of up to 15,00,000 (Fifteen Lakh Only) equity shares of the Company of face value of ₹ 1 (Rupee One only) each fully paid up, bearing 0.17% (Zero point one seven %) of the paid-up equity share capital of the Company as on 30th June 2026, in one or more tranches, on the platform of recognized stock exchanges.

RESOLVED FURTHER THAT, subject to the provisions of Section 67 of the Act and all other applicable provisions, if any, of the Act and the rules notified thereunder, and pursuant to the SEBI SBEB & SE Regulations, and such other Rules, Regulations, Circulars and Guidelines of any/various statutory/regulatory authority(ies) that are or may become applicable, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall include the Board Nomination and Remuneration (“**BNRC**”)), to make provision of money by way of loan, guarantee, security or any other financial assistance to the Trust for the purpose of acquiring such additional equity shares from the recognised stock exchanges as may be required after taking into account the equity shares comprising of the unappropriated inventory of shares held by the Trust, after meeting its obligations for grants under the earlier PSU scheme i.e. Scheme 2023, provided the aggregate number of equity shares available under Scheme 2026 shall not exceed 15,00,000 (Fifteen lakh only) equity shares.

RESOLVED FURTHER THAT, in case the number of equity shares to be transferred to the eligible employees are increased on account of any corporate action(s) such as rights issues, bonus issues, split/consolidation of shares, change in capital structure, merger/demerger, the approval of the Members of the Company be and is hereby accorded to the Trust to acquire such number of additional equity shares as may be required in this regard and accordingly the Board is authorized to make additional provision by way of loan, guarantee, security, or any other financial assistance as may be required by the Trust to acquire the said additional equity shares.

RESOLVED FURTHER THAT, for the purpose of implementing the Scheme 2026 and generally for giving effect to these Resolutions, the Board be and is hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage, and to make variations or alterations in the Scheme 2026, to the extent permissible under SEBI SBEB & SE Regulations and such other laws as may be applicable, without requiring the Board to secure any further consent or approval of the Members of the Company.”

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 Resolutions 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, 7th August 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 Wednesday, 26th August 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 investor.helpdesk@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 **Wednesday, 19th August 2026 at 9:00 a.m. (IST)** and concludes on **Thursday, 17th September 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 **17th September 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, 7th August 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 Resolutions 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 17th September 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 **Monday, 21st September 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:

Step 1: Access to NSDL e-Voting system

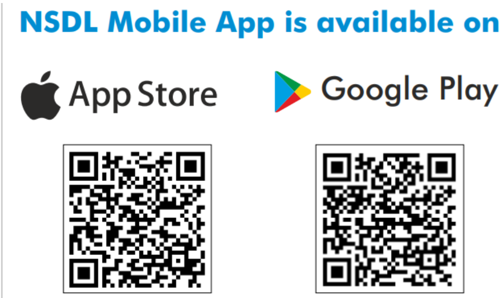
A) Login method for e-voting for individual Shareholders holding securities in demat mode

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.	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. 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. 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. 
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. 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	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@cdslindia.com or contact at toll free no. 1800-21-09911

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?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://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 140924 then your user ID is 140924001***

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.

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.

<u>Step 2: Cast your vote electronically on NSDL e-Voting system.</u>

<u>How to cast your vote electronically on NSDL e-Voting system?</u>

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 140924 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/-
Dinesh Shetty
General Counsel & Company Secretary
Membership No. F3879

Date: 7th August 2026
Place: Bengaluru
CIN: L74999TZ1984PLC001456
Registered Office:
No.3, SIPCOT Industrial Complex,
Hosur 635 126, Tamil Nadu.

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 businesses mentioned under Resolutions 1 to 5 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 Dr. D Karthikeyan, IAS (DIN: 02259481) as Non-Executive & Non-Independent Director on the Board of the Company. Accordingly, based on the nomination received from TIDCO, Dr. D Karthikeyan was appointed as an Additional Director of the Company by the Board of Directors effective 5th August 2026.

As per provisions of Regulation 17(1C) of SEBI LODR 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, Dr. D Karthikeyan holds office as an Additional Director effective 5th August 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 Dr. D Karthikeyan for the office of Director. Dr. D Karthikeyan 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. D Karthikeyan. 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. D Karthikeyan have been given in the Annexure 1 to this Notice.

None of the Directors or Key Managerial Personnel ("KMP") of the Company or their respective relatives other than Dr. D Karthikeyan, to whom the Resolution relates, is concerned or interested in the Resolution given in Item No. 1 of the Postal Ballot Notice. Dr. D Karthikeyan 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**.

Item No. 2

Tamilnadu Industrial Development Corporation Limited ("TIDCO"), the co-promoter of the Company had nominated Mr. K Vivekanandan, IAS (DIN:08168373) as Non-Executive & Non-Independent Director on the Board of the Company. Accordingly, based on the nomination received from TIDCO, Mr. K Vivekanandan was appointed as an Additional Director of the Company by the Board of Directors effective 5th August 2026.

As per provisions of Regulation 17(1C) of SEBI LODR, 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, Mr. K Vivekanandan holds office as an Additional Director effective 5th August 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 Mr. K Vivekanandan for the office of Director. Mr. K Vivekanandan 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 Mr. K Vivekanandan. 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 Mr. K Vivekanandan have been given in the Annexure 2 to this Notice.

None of the Directors or Key Managerial Personnel ("KMP") of the Company or their respective relatives other than Mr. K Vivekanandan, to whom the Resolution relates, is concerned or interested in the Resolution given in Item No. 2 of the Postal Ballot Notice. Mr. K Vivekanandan is not related to any Director or KMP of the Company.

The Board recommends the passing of the proposed Resolution stated in Item No. 2 of this Notice as an **Ordinary Resolution**.

Item Nos. 3, 4 and 5

Based on the recommendations/approvals of the Board Nomination and Remuneration Committee ("**BNRC**") and the Board of Directors ("**Board**") of Titan Company Limited ("**Company**") at their respective meetings held on 7th August 2026, a proposal for approval and adoption of the 'Titan Company Limited Performance Based Stock Unit Scheme, 2026' ("**Scheme 2026**") is placed before the members for grant of a maximum of 15,00,000 (Fifteen lakh only) Performance Based Stock Units ("**PSUs**") under the Scheme 2026, which on exercise would entitle not more than 15,00,000 (Fifteen lakh only) equity shares of ₹ 1/- (Rupee One only) each of the Company (approximately 0.17% (zero point one seven percent) of the paid-up equity share capital as on 30th June 2026), subject to such adjustments for corporate actions, if any, is being placed before the Members of the Company in terms of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI SBEB & SE Regulations**").

The Company intends to implement the Scheme 2026 with an objective to achieve sustained growth of the Company and to create shareholder value by aligning the interests of the employees with the long-term interests of the Company; to attract, incentivize and retain key talent and as well as to motivate the employees to contribute to its growth and profitability; and to recognize and reward the efforts of employees and their continued association with the Company and its subsidiary company(ies). The term Company shall have the same meaning as defined under the Scheme 2026 i.e., Titan Company Limited and where the context requires, its subsidiary company(ies).

The Company had earlier implemented the Titan Performance Based Stock Unit Scheme, 2023 (“**Scheme 2023**”), which was approved by the shareholders of the Company through a Postal Ballot on 21st March 2023. Under Scheme 2023, the shareholders approved the grant of up to 10,00,000 (Ten Lakh) Performance Share Units (“**PSUs**”), which upon vesting and exercise would entitle the eligible employees to receive collectively not more than 10,00,000 (Ten Lakh) equity shares of face value ₹1 each of the Company, representing approximately 0.11% of the paid-up equity share capital of the Company. The Scheme 2023 was introduced to reward and retain employees based on performance achieved during the performance period from FY 2023 - 2026.

As the performance period under Scheme 2023 concluded in 2026, the Company proposes to introduce the Scheme 2026 to continue aligning employee interests with the long-term interests of the Company and its shareholders and to support its talent retention and reward objectives. The Scheme 2026 is designed as a performance-based incentive plan with a performance period commencing from 1st April 2026 or such other date as may be determined by the BNRC. The PSUs granted under the Scheme 2026 shall vest after completion of the Performance Period [i.e. period of 3 (three) financial years or such other time period as the BNRC may decide from time to time] which shall not exceed 5 (five) years from the date of grant, subject to meeting performance parameters as mentioned in the explanatory statement of this Notice and in the manner set out in the letter of grant to be issued by the Company to the grantees. However, in case of death or permanent incapacity of a grantee, the minimum vesting period of 1 (one) year shall not apply.

The Scheme 2026 shall be administered through the existing Titan Employee Stock Option Trust (“**Trust**”), which was established by the Company for implementation of Scheme 2023. The Trust currently administers Scheme 2023 and shall continue to administer Scheme 2023 in respect of all outstanding grants thereunder, while also implementing Scheme 2026, in accordance with the provisions of the SEBI SBEB & SE Regulations and other applicable laws.

Subject to the SEBI SBEB & SE Regulations and other applicable laws, the number of shares to be purchased by the Trust through secondary acquisition for grants under Scheme 2026 shall take into account the shares remaining with the Trust, after meeting its obligations for grants under the earlier PSU scheme i.e. Scheme 2023.

As on the date of this Notice, the Trust holds 4,38,347 (Four Lakh Thirty-Eight Thousand Three Hundred and Forty-Seven) equity shares of the Company for the purpose of meeting obligations arising under the Scheme 2023. Further, as on the date of this Notice, an aggregate of 2,51,276 (Two Lakh Fifty-One Thousand Two Hundred and Seventy-Six) PSUs granted under Scheme 2023 remain outstanding for vesting (after accounting for lapsed PSUs) and pending for exercise after vesting. Accordingly, 2,51,276 (Two Lakh Fifty-One Thousand Two Hundred and Seventy-Six) equity shares have been earmarked against such outstanding PSUs. The balance equity shares remaining unutilized under Scheme 2023 shall be utilized for the purposes of Scheme 2026. There will be no equity dilution for the shareholders of the Company, as the above shares so available with the Trust, together with any shares to be acquired by the Trust through secondary acquisition for Scheme 2026, shall collectively form part of and be counted within the overall limit of 15,00,000 equity shares under Scheme 2026, which is proposed to be approved by the shareholders.

In terms of Regulation 6 of SEBI SBEB & SE Regulations, for issue of equity shares to the employees of the Company, the approval of the existing members by way of special resolution is required. Further, as per Regulation 6(3)(c) of SEBI SBEB & SE Regulations, approval of the members by way of separate special resolution is also required for grant of PSUs to the employees of the subsidiary(ies). Additionally, the approval of the members is required for implementation of the Scheme 2026 through a trust mechanism wherein the secondary acquisition for shares is to be made and for providing financial assistance to Trust by the Company in this regard. The Company follows a cross-charge mechanism whereby the cost of grants made to employees of subsidiary companies is recovered from the respective subsidiaries. Accordingly, the cost associated with grants made under Scheme 2026 to employees of subsidiary companies would be cross-charged to the relevant subsidiaries in accordance with the applicable accounting standards.

Accordingly, the Resolutions contained at Item Nos. 3,4 & 5 set out in the Notice are being placed for approval of the Shareholders of the Company as **Special Resolutions.**

The salient features and other details of the Scheme 2026 as required pursuant to Regulation 6(2) of SEBI SBEB & SE Regulations are as under:

1. **Brief Description of the Scheme 2026:**

   The Company aims to incentivize its employees through grant of PSUs. The Scheme 2026 is intended to achieve the following:

   (a) to achieve sustained growth and create shareholder value by aligning the interests of the employees with the long-term interests of the Company;

   (b) to attract, incentivize and retain key talent as well as to motivate the employees to contribute to its growth and profitability;

   (c) to recognize and reward the efforts of employees and their continued association with the Company and its subsidiary company(ies).

   The Scheme 2026 intends to grant PSUs to the eligible employees of the Company and its subsidiary company(ies), which entitles them to receive equity shares on exercise of vested PSUs. The Scheme 2026 shall be administered and implemented by the BNRC through the Trust.

   Similar to the Scheme 2023, Scheme 2026 is designed to be implemented by way of secondary acquisition of equity shares of the Company by the Trust for transferring the same to the eligible employees. No fresh shares shall be issued by the Company.

2. **Total number of PSUs to be offered and granted:**

   A maximum of 15,00,000 (Fifteen lakh only) PSUs may be offered and granted under the Scheme 2026, which on exercise would entitle not more than 15,00,000 (Fifteen lakh only) equity shares of ₹ 1/- (Rupee One only) each of the Company (approximately 0.17% (zero point one seven percent) of the paid-up equity share capital as on 30th June 2026), subject to such adjustments for corporate actions.

3. Identification of classes of employees entitled to participate and beneficiaries in the Scheme 2026:

The following classes of employees/directors shall be entitled to participate and shall be the beneficiaries in the Scheme 2026:

(a) an employee as designated by the Company, who is exclusively working in India or outside India; or

(b) a director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or

(c) an employee as defined in sub-clauses (a) or (b) above, of a subsidiary company, in India or outside India but does not include:

(i) an employee who is a promoter or belongs to the promoter group;

(ii) a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% (ten percent) of the outstanding equity shares of the Company.

The Company proposes granting the PSUs to the eligible employees and Managing Directors/Executive Directors of the Company and its subsidiary companies, as may be decided by the BNRC under the Scheme 2026 from time to time.

Further, the Managing Director of the Company shall be eligible to participate in the Scheme 2026 and shall be entitled to receive remuneration by way of PSUs under the Scheme 2026, as may be considered by the BNRC and/or the Board which shall vest based on the performance parameters as indicated in point 4 below.

Further, such PSUs granted to the Managing Director of the Company shall not exceed the maximum number of PSUs to be provided per employee under the Scheme 2026 as mentioned under Point No. 9 and 10 below and will comply with the overall limits as prescribed under the Companies Act, 2013.

4. Requirements of vesting and period of vesting:

The PSUs granted under the Scheme 2026 shall vest after completion of the Performance Period i.e. [period of 3 (three) financial years or such other time period as the BNRC may decide from time to time], which shall not exceed 5 (five) years from the date of grant, subject to meeting performance parameters (which inter alia, includes time and/or performance based conditions for vesting), in the manner set out hereunder as well as in the letter of grant to be issued by the Company to the grantees. However, in case of death or permanent incapacity of a grantee, the minimum vesting period of 1 (one) year shall not apply.

All PSU's granted shall vest as per the schedule determined by the BNRC from the date of the grant and the maximum period of vesting shall not exceed 5 years from the date of grant. The number of PSUs that would vest with the eligible employees would be determined by the BNRC based on the Company/Business Division/Enabling Functions including Corporate Functions/Individual performance parameters based on the achievement of the performance against the targets set for the eligible employees by the Company.

a) **The broad performance parameters applicable to eligible employees are as follows:**

i. For Eligible Employees of Business Divisions

a. **60%** (sixty percent) weightage is assigned to overall Company performance, linked to Net Sales Value (NSV) and Earnings Before Interest and Tax (EBIT);

b. The remaining **40%** (forty percent) weightage is linked to individual business performance. Within this component : (i) greater weightage is assigned to NSV for smaller and emerging businesses such as EyeCare, Fragrances & Women's Bags and Taneira, (ii) for the Company's larger business, namely the Jewellery Division, weightage is distributed across NSV, Gross Contribution (GC), and EBIT and; (iii) for the Company's Watches Division, weightage is equally distributed between NSV and EBIT.

ii. For Eligible Employees of Corporate & Enabling Functions

a. **60%** (sixty percent) weightage is assigned to overall Company performance and

b. The remaining **40%** (forty percent) weightage is linked to the performance of the individual businesses.

iii. For Eligible Employees of the Company's Subsidiaries

In the case of the Company's subsidiaries, the performance metrics and their respective weightages shall be determined having regard to the respective business model, operating priorities and business mix of the relevant subsidiary, and shall comprise a combination of NSV and EBIT.

iv. For Identified Group Resources of the Company

Identified group resources, such as the MD, CFO, and other designated executives, will have group-level performance targets specified in their individual grant letters. These targets will be linked to consolidated NSV and EBIT performance and their achievement.

TITAN
COMPANY

b) Proportion of PSU Vesting Based on Achievement of Company/Business Division Performance Parameters:

Company & Business Division Performance Parameter (Target Achievement)	PSU Vesting %
100% of target achievement	100% vesting
Less than 100 % but >= 85% or 90%, (based on applicable business division criteria) of target achievement	Proportionate vesting
<85% or 90% of target achievement (based on applicable business division criteria)	No vesting

c) PSUs would vest upon meeting the following criteria:

i. Continuous employment from the date of grant to the date of vesting for the respective tranche of PSUs;

ii. The employee should have a satisfactory individual performance/business performance score;

iii. as approved by the BNRC, against the individual/ business targets during the Performance Period against which the vesting is linked.

d) Expiry or Lapse of PSUs:

Vesting of PSUs granted to the employees may expire or lapse or forfeit or accelerate (as the case maybe) in the following circumstances:

(i) PSUs granted to the grantee shall expire if the vesting related requirements set forth in the grant letter is not satisfied.

(ii) In the event of death of the grantee, PSU granted shall vest immediately on the date of death in the legal heirs or nominees of the deceased grantee, as the case may be, in accordance with Scheme 2026.

(iii) In the event of permanent incapacity of the grantee, PSU granted shall vest immediately in the grantee on the date of the disability in accordance with the Scheme 2026.

(iv) In case of death of the grantee post-retirement, the unvested PSUs shall vest in their nominee(s)/legal heir(s)/successor(s) immediately on the date of death of the grantee in accordance with the Scheme 2026.

(v) In the event of termination of the employment of a grantee due to breach of Company/subsidiary company(ies) policies/terms of employment, all PSUs granted to such grantee, including the vested PSUs which were not exercised prior to such breach, shall stand terminated with immediate effect.

(vi) In the event of cessation of employment during the Performance Period, including on account of resignation by the grantee, then all unvested PSUs, shall expire and stand cancelled with effect from date of submission of the termination/resignation notice.

(vii) In the event of termination of employment of a grantee as a good leaver prior to the vesting date, the BNRC may, in its sole discretion, accelerate the vesting of the PSUs granted subject to minimum vesting period of 1 (one) year and based on completed targets.

(viii) In the event of deputation or transfer by the Company to the subsidiary company, then the unvested PSUs shall vest as per the terms of the grant under Scheme 2026 and as specified in the letter of grant, even after such transfer or deputation.

(ix) In the event the Board/BNRC determines that the grantee has violated any of the post-employment obligations as set out in the employment agreement executed between the grantee and the Company/subsidiary company(ies), or the provisions set out in the grant letter, then all unvested PSUs, as on the date of such determination, shall expire and stand terminated with immediate effect and the grantee will not be permitted to exercise any rights in respect thereof.

In addition to the above, the period of leave shall not be considered in determining the vesting period in the event the employee is on a sabbatical. In all other events including approved earned leave and sick leave, the period of leave shall be included to calculate the vesting period unless otherwise determined by the BNRC.

5. Maximum period within which the PSUs shall be vested:

The vesting period of the PSUs granted under the Scheme 2026 shall not be less than a period of 1(one) year, and which may extend to such time period as may be determined by the BNRC subject to applicable laws and stated in the letter of grant, however, shall not exceed maximum period of 5 (Five) years from the date of grant of such PSUs. However, in case of death or permanent incapacity of a grantee, the minimum vesting period of 1 (one) year shall not apply.

All PSU's granted under the Scheme 2026 shall vest after completion of the Performance Period i.e. period of 3 (three) financial years or as per the schedule determined by the BNRC from the date of the grant and the maximum period of vesting shall not exceed 5 (five) years from the date of grant. The number of PSUs that would vest with the eligible employees would be determined by the BNRC based on the Company/Business Division/Enabling Functions including Corporate Functions/Individual performance parameters based on the achievement of the performance against the targets set for the eligible employees by the Company.

6. Exercise price or pricing formula:

The exercise price for PSUs under the Scheme 2026 shall be ₹ 1/- (Rupee One only) per PSU, i.e. at the face value of the underlying share of the Company, which is consistent with the exercise price which was prescribed under the Scheme 2023. The exercise price shall be in compliance with the accounting standards specified under the SBEB & SE Regulations, including any 'Guidance Note on Accounting for employee share-based Payments issued in that regard from time to time.

The grant of PSUs at face value is intended to serve as a meaningful mechanism to recognize and reward employees for their sustained performance, commitment, and contribution to the growth and value creation of the Company. By enabling eligible employees to participate in the future appreciation and long-term success of the Company as stakeholders, the Scheme 2026 seeks to foster a stronger sense of ownership, engagement, and alignment of interests between the employees and the shareholders of the Company. The Company believes that granting PSUs at face value provides a tangible and compelling incentive that appropriately acknowledges employee contributions while supporting talent attraction, motivation, and retention in an increasingly competitive talent market.

At the same time, the Company is conscious that the benefits available under the Scheme 2026 should be closely linked to the achievement of organizational objectives. Accordingly, the vesting of PSUs shall be subject to the satisfaction of mandatory performance conditions over the Performance Period. Further, the number of PSUs granted to each eligible employee (under one or multiple grants taken together) shall be subject to the limits specified below under point No.9 and 10, thereby ensuring broad-based participation among eligible employees while avoiding undue concentration of benefits. The grant of PSUs at face value also enables the Company to provide a meaningful long-term reward opportunity with a balanced impact on shareholder dilution.

The exercise price and the number of PSUs granted may be adjusted for any corporate action(s) announced by the Company prior to the exercise period pertaining to the relevant PSUs, as may be decided by the BNRC, in accordance with the applicable laws. The adjustment shall be separately intimated to the employees.

7. Exercise period and process of exercise/acceptance of offer:

The exercise period would commence from the date of vesting of PSUs and will expire at the end of (2) two years from the date of vesting of PSUs.

i. **While in employment:** The PSUs granted to a grantee shall be capable of being exercised within a maximum period of (2) two years from the vesting date of the respective PSUs or such other period as may be determined (and communicated to the grantee) by the BNRC from time to time subject to Applicable Laws.

   During the exercise period, the vested PSUs can be exercised in one or more tranches as determined by the BNRC.

   The grantee must submit the exercise application to the Company for issuance of equity shares pursuant to the vested PSUs, accompanied by the payment of exercise price and compliance of other requisite conditions of exercise including payment of applicable tax. The exercise application shall be in such form as may be prescribed in this regard by the BNRC and the BNRC may determine the procedure for such exercise from time to time.

   The exercise of the vested PSUs shall take place by executing such documents as may be required under the applicable laws, for the Company to pass a valid title of the relevant Shares to the participant/nominee, free and clear of any liens, encumbrances, and transfer restrictions.

ii. **Separation from employment:** PSUs can be exercised as per provisions outlined below:

(a) Retirement or superannuation - In the event of separation from employment for reasons of normal retirement or a retirement or superannuation specifically approved by the Company:

(i) All unvested PSUs will continue to vest as per applicable vesting schedule outlined in the grant letter; and subject to the terms of the Scheme 2026, including but not limited to satisfaction of the performance parameters outlined in the grant letter. Further, upon death of the grantee post-retirement, the unvested PSUs shall vest in their nominee(s)/legal heir(s)/successor(s) immediately on the date of death of the grantee.

(ii) All vested PSUs shall be exercisable by the grantee (or by the nominee(s)/legal heir(s)/successor(s) of the grantee as the case may be, upon the death of the grantee) after the vesting date and within the exercise period.

(b) Breach of Company/subsidiary company(ies) policies or terms of employment and other matters: All PSUs granted to such grantee (including the vested PSUs), which were not exercised prior to such breach, shall stand terminated with immediate effect. The date of such breach shall be determined by the BNRC, and its decision on this issue shall be final and binding on all concerned. Further, the PSU granted but not vested and the vested PSUs which are not exercised in case of a grantee who has been suspended from the services of the Company/subsidiary company(ies) or to whom a show cause notice has been issued or against whom an enquiry is being or has been initiated for any reason whatsoever including but not limited to fraud, misconduct, violation of the Company/subsidiary company(ies) policies/terms of employment or codes of the Company/subsidiary company(ies) or for having committed or abetted any illegal or unlawful activity may, on the recommendation of the management, be suspended or kept in abeyance or cancelled at the sole discretion of the BNRC.

(c) Termination of PSUs held by good leavers or for termination without cause:

(i) In the event of termination of employment of grantee as a good leaver prior to the vesting date, the BNRC may, in its sole discretion, accelerate the vesting of some or all the PSUs granted subject to minimum vesting period of 1 year, including but not limited to satisfaction of the performance parameters.

(ii) In the event of termination of employment of the grantee as a good leaver, after the vesting date, then all the vested PSUs shall be exercised by them within the exercise period, failing which these shall lapse.

(d) Death: In the event of the death of a grantee while in employment with the Company/subsidiary company(ies), all the unvested PSUs shall vest in their nominee(s)/legal heir(s)/successor(s) immediately on the date of death of the grantee. All the PSUs (including those which vest upon the death of the grantee) shall be exercised by the nominee(s)/legal heir(s)/successor(s) of the grantee immediately or within the exercise period, on payment of the applicable exercise price and tax, failing which, these shall lapse.

(e) Permanent Incapacity: In the event of separation of a grantee due to reasons of permanent incapacity while in employment with the Company/subsidiary company(ies), all the unvested PSUs granted to them shall vest in them immediately on the date of such permanent incapacity. All the PSUs (including those which vest upon the permanent incapacity of the grantee) shall be exercised by them immediately or within the exercise period, on payment of the applicable exercise price and failing which these shall lapse.

(f) Other reasons apart from those mentioned above: In the event of cessation of employment during the Performance Period, including on account of resignation by the grantee that is not covered within above scope, then all the unvested PSUs, shall expire and stand cancelled with effect from date of submission of the termination/resignation notice.

(g) Compliance of post-employment obligations: In the event the Board/BNRC determines that the grantee has violated any of the post-employment obligations as set out in the employment agreement executed between the grantee and the Company/subsidiary company(ies), or the provisions set out in the grant letter, then all PSUs (unvested and vested) granted to the grantee, as on the date of such determination, shall expire and stand terminated with immediate effect and the grantee will not be permitted to exercise any rights in respect thereof.

8. The appraisal process for determining the eligibility of employees for the Scheme 2026:

The appraisal process for determining the eligibility of the employees to the PSUs at the time of grant and to the number of equity shares at the time of vesting will be decided by the BNRC from time to time. The broad criteria for appraisal and selection may include parameters like role/level of the employee, past performance record, future potential of the employee, balance number of years of service until normal retirement age, tenure of association with the Company/subsidiary company(ies), his/her future potential, critical position, performance evaluation, performance linked parameters, the employee’s present and potential contribution to the success of the Company/subsidiary company(ies) whether directly or through its subsidiary(ies) or such other factors as the BNRC may deem relevant.

9. **Maximum number of PSUs to be offered and issued per employee and in aggregate:**

   A maximum of 15,00,000 (Fifteen lakh only) PSUs may be granted under the Scheme 2026, which on exercise would entitle not more than 15,00,000 (Fifteen lakh only) equity shares of ₹ 1/- each (approximately 0.17% (zero point one-seven percent) of the paid-up equity share capital as on 30th June 2026), with each such PSU conferring a right upon the grantee to apply for one equity share of the Company, which may be adjusted for any corporate action(s) in terms of the Scheme 2026.

   The maximum number of PSUs to be granted to an eligible employee under the Scheme 2026 shall not exceed 1,00,000 (One Lakh only) PSUs, which on exercise would entitle not more than 1,00,000 (One Lakh only) equity shares of ₹ 1/- (Rupee One only) each of the Company.

10. **Maximum quantum of benefits to be provided per employee under the Scheme 2026:**

    The maximum quantum of benefits to the eligible employees under the Scheme will depend upon the price of the equity shares of the Company considered for the purpose of grant of PSUs and the market price of the equity shares of the Company on the date of exercise of PSUs.

    The maximum number of PSUs to be granted to an eligible employee under the Scheme 2026 shall not exceed 1,00,000 (One Lakh only) PSUs, which on exercise would entitle not more than 1,00,000 (One Lakh only) equity shares of ₹ 1/- (Rupee One only) each of the Company.

11. **Whether the Scheme 2026 is to be implemented and administered directly by the Company or through a trust:**

    The BNRC shall be responsible for the administration and superintendence of the Scheme 2026 and it shall delegate the administration/implementation of the Scheme 2026 to the Trust in accordance with the requirements of applicable laws.

12. **Whether the Scheme 2026 involves new issue of shares by the Company or secondary acquisition by the trust or both:**

    The Scheme 2026 involves only secondary acquisitions of equity shares of the Company from the recognized stock exchange for cash consideration by the Trust. No fresh shares shall be issued by the Company either to the Trust or to the grantee(s) under the Scheme 2026.

    Subject to the SEBI SBEB & SE Regulations and other applicable laws, the number of shares to be purchased by the Trust through secondary acquisition for grants under Scheme 2026 shall take into account the shares remaining with the Trust, after meeting its obligations for grants under the earlier PSU scheme i.e. Scheme 2023.

    As on the date of this Notice, the Trust holds 4,38,347 (Four Lakh Thirty-Eight

Thousand Three Hundred and Forty-Seven) equity shares of the Company for the purpose of meeting obligations arising under the Scheme 2023. Further, as on the date of this Notice, an aggregate of 2,51,276 (Two Lakh Fifty-One Thousand Two Hundred and Seventy-Six) PSUs granted under Scheme 2023 remain outstanding for vesting (after accounting for lapsed PSUs) and pending for exercise after vesting. Accordingly, 2,51,276 (Two Lakh Fifty-One Thousand Two Hundred and Seventy-six) equity shares have been earmarked against such outstanding PSUs. The balance equity shares remaining unutilized under Scheme 2023 shall be utilized for the purposes of Scheme 2026.

There will be no equity dilution for the shareholders of the Company, as the above shares available with the Trust, together with any shares to be acquired by the Trust through secondary acquisition for Scheme 2026, shall collectively form part of and be counted within the overall limit of 15,00,000 equity shares under Scheme 2026, which is proposed to be approved by the shareholders.

13. **The amount of loan to be provided for implementation of the Scheme 2026 by the Company to the trust, its tenure, utilization, repayment terms, etc.:**

The Company shall make provision of money by way of loan or any other financial assistance to the Trust to fund the Scheme 2026 which shall be utilized for the purpose of purchase of equity shares of the Company from the secondary market on the platform of the recognized stock exchange(s). Such amount provisioned to the Trust shall be within the statutory limits. The tenure and other relevant terms of the loan/guarantee/security or any other financial assistance that may be provided by the Company to the Trust shall be mutually agreed in accordance with applicable laws.

Additionally, any dividend(s) received on equity shares purchased by the Trust pursuant to the Scheme 2026 shall be used in such manner as the administrator may deem fit, including (i) for secondary acquisition of shares and/or (ii) repayment of the loan.

As the Scheme 2026 is to be implemented through secondary acquisition of equity shares by the Trust, any financial assistance to be provided by the Company will depend upon the prevailing market price at the time of acquisition of shares by the Trust for discharging its obligations under the Scheme 2026.

14. **Maximum percentage of secondary acquisition (subject to limits specified under the SEBI SBEB & SE Regulations) that can be made by the Trust for the purposes of the Scheme 2026:**

Subject to limits specified under the SEBI SBEB & SE Regulations, the number of shares to be purchased by the Trust through secondary acquisition for grants under Scheme 2026 shall take into account the shares remaining with the Trust, after meeting its obligations for grants under the earlier PSU scheme i.e. Scheme 2023 and shall further be adjusted for any corporate actions, in accordance with the provisions of the Scheme and applicable law.

As on the date of this Notice, the Trust holds 4,38,347 (Four Lakh Thirty-Eight Thousand Three Hundred and Forty-Seven) equity shares of the Company for the purpose of meeting obligations arising under the Scheme 2023. Further, as on the date of this Notice, an aggregate of 2,51,276 (Two Lakh Fifty-One Thousand Two Hundred and Seventy-Six) PSUs granted under Scheme 2023 remain outstanding for vesting (after accounting for lapsed PSUs) and pending for exercise after vesting. Accordingly, 2,51,276 (Two Lakh Fifty-One Thousand Two Hundred and Seventy-Six) equity shares have been earmarked against such outstanding PSUs. The balance equity shares remaining unutilized under Scheme 2023 shall be utilized for the purposes of Scheme 2026. Trust may acquire additional equity shares through secondary acquisition, subject to the overall limit of 15,00,000 equity shares approved under Scheme 2026 and subject to such adjustments for corporate actions.

15. A statement to the effect that the Company shall confirm to the accounting policies specified in Regulation 15 of the SEBI SBEB & SE Regulations:

The Company shall confirm the applicable accounting policies prescribed under the SEBI SBEB & SE Regulations, or such other policy(ies) as may be prescribed under any other law with respect to accounting for PSUs including the disclosure requirements prescribed therein.

16. The method which the Company shall use to value its PSUs:

The Company shall use the Fair Value Method for valuation of the PSUs granted, in accordance with the accounting standard on share-based payments and Guidance note prescribed by the Institute of Chartered Accountants of India, including any changes that may be prescribed from time to time.

17. The following statement if applicable: 'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Board's report and the impact of this difference on profits and on Earnings Per Share ("EPS") of the company shall also be disclosed in the Boards' report.'

The above statement is not applicable to the Company.

18. Period of Lock-in:

The equity shares arising out of exercise of vested PSUs shall not be subject to any lock-in restrictions except such restrictions as may apply under the applicable laws.

19. Terms and conditions for buyback, if any, of specified securities covered under the SEBI SBEB & SE Regulations:

Subject to the provisions of applicable laws, the BNRC shall determine the procedure for buy-back of the specified securities/PSUs if to be undertaken at any time by the Company and the applicable terms and conditions thereof. The details required in the Explanatory Statement for the provision of such money, under Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, as amended, are as follows:

i. **The class of employees for whose benefit the Scheme 2026 is being implemented and money is being provided for purchase of or subscription to shares:**

The class of employees for whose benefit the Scheme 2026 is being implemented is stated in Point No. 3 above. The details regarding implementation of the Scheme 2026 and money being provided are stated in Point No.13 above.

ii. **The particulars of the Trustee in whose favor such shares are to be registered;**

As mentioned in Point No. 19(iii) below.

iii. **The particulars of trust and name, address, occupation and nationality of Trustees and their relationship with the promoters/promoter group, directors or key managerial personnel;**

(a) Name and address of the irrevocable Trust:

Titan Employee Stock Option Trust
C/o. Titan Company Limited,
INTEGRITY, #193, Veerasandra,
Electronics City P.O, Off Hosur Main Road,
Bengaluru - 560100, India

(b) Details of the present Trustees:

Name of the Trustee	Address	Occupation	Nationality
Mr. Swadesh Behera	Swadesh Behera, Flat A0809 / 77 Degree Life, Divyashree Yamlur, Bangalore-37	Service	Indian
Ms. Priya Mathilakath	# 507 Duo Harmony 1st Suranjandas Road, Opposite HAL Engine Division, Bengaluru - 560075	Service	Indian
Mr. Sharad Kumar Goyal	A-005, Green city Eutopia, Stage-2, BTM Layout, Bengaluru – 560 076	Service	Indian

All the above Trustees are presently employees of the Company. None of the above Trustees and their respective relatives are related to the Promoters/Promoter Group/Directors or Key Managerial Personnel of the Company.

iv. **Any interest of Key Managerial Personnel, Directors or Promoters in the Scheme 2026 or trust and effect thereof:**

None of the Key Managerial Personnel, Directors and Promoters are interested in the Scheme 2026 except that the Key Managerial Personnel/Director(s) may deem to be interested in the Scheme 2026 to the extent of PSUs as may be granted to them and to the extent of their shareholding of the Company.

v. **The detailed particulars of benefits which will accrue to the employees from the implementation of the Scheme 2026:**

Upon exercise of PSUs, the eligible employees will be entitled to receive equity shares of the Company, in accordance with the Scheme 2026, subject to the provisions of the Companies Act, 2013, SBEB & SE Regulations and such other laws as may be applicable.

vi. **Details about who would exercise the voting rights and how in respect of the shares to be purchased under the Scheme 2026 would be exercised:**

The SBEB & SE Regulations provide that the Trustee of a trust governed under the SBEB & SE Regulations, shall not vote in respect of the shares held by the trust, so as to avoid any misuse arising out of exercising such voting rights. In line with these requirements, neither the Trust nor any of its Trustees will exercise voting rights in respect of the shares of the Company held by the Trust.

None of the directors, key managerial personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in these resolutions except to the extent of their shareholding in the Company and the benefits that may be granted to them under the Scheme 2026.

The Board recommends the passing of the proposed resolutions stated in Item no. **3, 4 & 5** as **Special Resolutions.**

By Order of the Board of Directors
For Titan Company Limited

Sd/-
Dinesh Shetty
General Counsel & Company Secretary
Membership No. F3879

Date: 7th August 2026
Place: Bengaluru
CIN: L74999TZ1984PLC001456
Registered Office:
No.3, SIPCOT Industrial Complex,
Hosur 635 126, Tamil Nadu.

Annexure 1
Details of Directors seeking appointment
(In pursuance of Regulation 36(3) of SEBI LODR and Secretarial Standard – 2 on General Meetings)

Name of Director	**Dr. D Karthikeyan, IAS**
Director Identification Number (DIN)	02259481
Date of Birth	12^{th} May 1968
Age	58 years
Initial Date of Appointment	5^{th} August 2026
Qualifications	Indian Administrative Service (IAS)
Experience	Dr. D. Karthikeyan is a 1997-batch Indian Administrative Service (IAS) officer with over two decades of exemplary public service in the Government of Tamil Nadu. He currently serves as the Principal Secretary/Chairman & Managing Director of TIDCO. Throughout his illustrious career, he has held several key leadership positions, including Commissioner of Greater Chennai Corporation, Collector of Erode District, Commissioner of Coimbatore Corporation, Principal Secretary to the Higher Education Department, and Principal Secretary to the Municipal Administration and Water Supply Department
Expertise in specific functional areas	People Management, Leadership and Business Strategy.
Directorships held in other companies (excluding foreign companies, section 8 companies and Titan)	• Tamilnadu Industrial Development Corporation Limited • State Industries Promotion Corporation of Tamilnadu Limited • Chennai Rivers Transformation Company Ltd • Tamilnadu Corporation for Development of Women Ltd. • Chennai Metro Asset Management Limited • Tidel Park Limited • Tanfac Industries Limited • Marine Infrastructure Developers Private Limited • Clean Tamil Nadu Company Ltd • Electronics Corporation of Tamilnadu Limited • Tamil Nadu Unmanned Aerial Vehicles Corporation 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 appointment	As per the resolution in item no. 1 of this Notice read with the explanatory statement thereto
Details of last drawn remuneration	Dr. D. Karthikeyan 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 2026-27.	1* * Only one Board meeting was conducted by the Company from the date of appointment of Dr. D. Karthikeyan (i.e. 7th August 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

Annexure 2
Details of Directors seeking appointment
(In pursuance of Regulation 36(3) of SEBI LODR and Secretarial Standard – 2 on General Meetings)

Name of Director	Mr. K Vivekanandan, IAS
Director Identification Number (DIN)	08168373
Date of Birth	5th June 1967
Age	59 years
Initial Date of Appointment	5th August 2026
Qualifications	Indian Administrative Service (IAS)
Experience	Mr. K. Vivekanandan, is a 2006-batch IAS Officer and has held several key positions across various departments of the Government of Tamil Nadu. Presently, he serves as the Special Secretary to Government, Industries, Investment Promotion and Commerce Department. Earlier, Mr. K. Vivekanandan served as the Managing Director of Tamil Nadu Urban Finance and Infrastructure Development Corporation Limited and as the Chief Executive Officer of Tamil Nadu Water Investment Company Limited.
Expertise in specific functional areas	People Management, Leadership and Business Strategy.
Directorships held in other companies (excluding foreign companies, Section 8 companies and Titan)	• Tamilnadu Industrial Development Corporation Limited • Tamil Nadu Water Investment Company Limited • State Industries Promotion Corporation of Tamilnadu Limited • Tamilnadu Industrial Housing Private Ltd • Tidel Park Limited • Tidel Neo Limited • Chennai Smart City Limited • Tamilnadu Industrial Investment Corporation Ltd
Membership/Chairmanships of committees of other companies (excluding Titan)	NIL
Inter-se relationship with other Directors and Key Managerial	NIL

Personnel	
Terms & conditions of appointment	As per the resolution in item no. 2 of this Notice read with the explanatory statement thereto
Details of last drawn remuneration	Mr. K. Vivekanandan 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 2026-27.	1* * Only one Board meeting was conducted by the Company from the date of appointment of Mr. K. Vivekanandan (i.e. 7th August 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