

TITAN INDUSTRIES LIMITED

Registered Office: 3, SIPCOT Industrial Complex, Hosur – 635126

Corporate Office: Golden Enclave Tower A, HAL Airport Road, Bangalore - 560017

NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 192A OF THE COMPANIES ACT

Dear Shareholder,

The Company proposes to amend the Objects Clause of the Memorandum of Association of the Company which in terms of Section 17 of the Companies Act, 1956, requires approval of the Members by way of Special Resolution.

The Board of Directors have proposed to change the Company's name from "TITAN INDUSTRIES LIMITED" to "TITAN COMPANY LIMITED", subject to Shareholders' approval as it was felt that the present portfolio of lifestyle businesses with a strong retailing network called for a review of the existing name of the Company.

The Registrar of Companies, Tamilnadu, Coimbatore has communicated availability of the proposed name "TITAN COMPANY LIMITED" vide letter dated 31st May 2013. The said availability is valid for a period of 60 days i.e., up to 29th July 2013 and hence approval of the shareholders is sought through Postal Ballot, before expiry of the deadline.

Pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, consent of the Members under Section 17 of the Companies Act, 1956, has to be obtained by means of voting by Postal Ballot.

The proposed Special Resolutions along with Explanatory Statement stating all material facts and the reasons for the proposal is appended below and a postal ballot form is enclosed for your consideration. Mr. B.R. Bahl, Bahl & Associates, Practicing Company Secretary, Mumbai has been appointed as Scrutinizer to conduct the Postal Ballot process.

The Company has entered into an Agreement with National Securities Depository Limited (NSDL) to enable shareholders to vote electronically (E-voting). Shareholders desirous of exercising their vote electronically are requested to refer to the instruction sheet annexed hereto.

Please read carefully the instructions printed in the postal ballot form and return the form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope so as to reach the Scrutinizer on or before the close of working hours (1700 hrs) on 20th July 2013.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on 25th July 2013 at the Registered Office of the Company and published in the newspapers for the information of the members.

Resolution No: 1 - Amendment of the Objects Clause in the Memorandum of Association of the Company

To consider and, if thought fit, to pass with or without modification, the following resolutions as a Special Resolution:

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

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

1. To carry on the business of designing, engineering, manufacturing, producing, assembling, fabricating, altering, repairing, buying, selling, trading, acquiring, representing manufacturers, storing, packing, transporting, forwarding, distributing, importing, exporting and disposing of:
 - (i) Watches, clocks, chronometers, horological instruments and other devices for measuring time, components, parts, dials, handstraps, bracelets, cases, crowns, jewels, crystals, micro meters, button cells, shock absorbers, lamps, appliances, and all types of precision tools, spares and components.
 - (ii) Mechanical, electrical, electronic, pneumatic and other types of measuring instruments, including gauges, calipers, equipments, meters, apparatus, tools, spares, machineries, plants, bridges, scientific instruments of all kinds and varieties.

- (iii) All types of ornaments, jewels, diamonds, gold, silver, platinum, metal alloys, precious and semi-precious stones of all kinds.
- (iv) To design, manufacture, sell, market, retail and deal as distributor, wholesaler, retailer and render after sales services of sunglasses/ prescription glasses and frames, lens, hearing aids and related accessories and engage in business activities incidental thereto such as Eye checking, optometry, Contact lenses and other accessories and to import, export, deal in merchandise related to the above business in whatsoever manner and further engage in any segment of value addition either forward or backward in the eyewear business including prescription eyewear.
- (v) To design, manufacture, sell, market, retail and deal as distributor and wholesaler, of all types of Apparels, Garments, Sarees, Bags, Belts, Caps, Helmets, Headwear, Wallets, Fragrances, Perfumes, Writing Instruments, Mobile Phones and related services and other personal convenience articles, devices and musical instruments, entertaining apparatus, sound equipments, lifestyle accessories and render after sale services and service incidental thereto.
- (vi) To design, develop and render content through educational workshops, conferences, theatre and entertainment shows through any media including via the internet, design, manufacture, market, sell, retail and deal as distributor, wholesaler and retailer of gadgets, entertainment products, toys, do it yourself kits, activity books, sports products, food and beverages and further engage in any segment of value addition either forward or backward in development, distribution and retail of such content.
- (vii) To design, manufacture, sell, market, retail and deal as distributor, wholesaler, retailer of products used in kitchen including appliances, storage shelves, kitchen utensils, chimneys, hobs, furniture and cabinets and render after sale services and services incidental thereto.
- (viii) To design, manufacture, sell, market, retail and deal as distributor, wholesaler and retailer of products powered by solar energy including solar panels, solar powered home lighting systems, solar batteries, solar fans, solar torches, solar lights, solar lantern chargers, solar mobile, solar cookers, solar garden, solar cool caps, solar water heaters, solar signs, solar inverters, solar powered UPS, solar generators and render after sale services and services incidental thereto.

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

2. To carry on the business of designing, engineering, manufacturing, producing, assembling, fabricating, altering, repairing, marketing, buying, selling, trading acquiring, representing manufacturers, storing, packing, transporting, forwarding, distributing, importing, exporting and disposing of:
 - (i) Product, components, sub-assemblies and assemblies catering to a wide variety of industry applications including but not limited to aerospace, solar, power, alternative energy, automotive, engineering, medical devices, oil & gas, electrical for both civilian as well as defence use.
 - (ii) Services related to process & product design, engineering design, CNC programming, CAD & CAM, testing inspection, calibration, non-destructive testing, supply chain, vendor management, quality management system, productive maintenance, plant layout & infrastructure planning, machine maintenance, machine servicing, spares management, aircraft maintenance repair and overhaul, ground handling.
 - (iii) Design, manufacture and commissioning of automotions solutions as well as machine building for a wide variety of industry applications including but not limited to aerospace, solar, power, alternative energy, automotive, engineering, medical devices, oil & gas, electrical for both civilian as well as defence use.
 - (iv) Design, manufacture and commissioning of tooling, jigs, fixtures, moulds, press tools, die sets for a wide variety of industry applications including but not limited to aerospace, solar, power, alternative energy, automotive, engineering, medical devices, oil & gas, electrical for both civilian as well as defence use.

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

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

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

Resolution No: 2 - Change in name of the Company

The Shareholders are requested to consider and, if thought fit, to pass with or without modification, the following resolutions as a Special Resolution:

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

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 173 of the Companies Act, 1956.

Resolution No : 1

The Company commenced its commercial operations in the year 1987 by introducing quartz watches and has over the years successfully introduced Jewellery and Eyewear products in the domestic market. Precision Engineering and Automation segments which were part of the Watches Business was formed into a separate business division to take advantage of the competencies attained over the years. The Company also introduced Accessories and has been highly successful with its Fastrack Brand which is primarily targeted at the youth segment. The rapid strides made by the Company in the last decade has been driven by the product and market strategies combined with innovative methods. The Directors and employees strongly believe in innovation and new technologies that help people in daily life. Towards this, the Company has formed a New Businesses Division which will explore business opportunities which will assist in enlarging the area of operations of the Company.

The Main Objects in the Memorandum of Association (MoA) of the Company was first adopted at the time of incorporation in 1984 and the same was amended in the year 2007 and 2008 to facilitate the commencement of business of eyewear products and personal accessories.

The Company has adequate resources for undertaking new business activities and in view of new technologies and economic development, it is in the interest of the Company and its Shareholders that the activities of the Company be diversified. The alteration of the main objects clause of the MoA as set out in the resolution is to facilitate enlarging the Company's scope of operations as well as diversification of activities. The proposed amendment will enable the Company to carry on its business efficiently and under the existing circumstances conveniently and advantageously combined with the present activities of the Company.

Amendments to Clause III (a) of the Memorandum of Association, the Main Objects Clause of the Company are proposed to be made to enable the Board of Directors to consider from time to time proposals for diversification and expansion of the Company's Business which would be profitable for the Company. Clause III (a) as it presently stands, is restricted in its scope. The proposed amendment(s) to Clause III (a) are in line with the Company's competencies and business and to enable future expansion plans.

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

The Objects of the Company as contained in the Memorandum of Association requires amendment to suit the current day scenario of globalization and diversification as a de-risking strategy and to tap the vast potential into allied fields of business opportunities. The proposed amendments are intended to enable the Company to seize the emerging business opportunities. The proposed business in terms of Section 17 of the Companies Act, 1956 can advantageously be combined with the business of the Company. This will also enlarge the area of operations of the Company

Further, Section 149 (2A) of the Companies Act, 1956, requires that the members of the Company should approve, by special resolution, the commencement of any new business by the Company, which is not germane to the business, which the Company is presently carrying on. Accordingly, the approval of the members is sought to carry on the business as mentioned in the aforesaid Notice.

A copy of the Memorandum of Association of the Company with the above proposed amendment(s) is available for inspection at Company's Registered Office on all working days during business hours. The amendment(s) shall be effective upon the registration of the Resolution with the Registrar of the Companies.

The Directors commend this resolution for approval of the Shareholders.

None of the Directors of the Company are interested or concerned in the above said Resolution.

Resolution No : 2

The Company was incorporated with the name "TITAN WATCHES LIMITED" on 26th July 1984 based on its plan at the time of incorporation to manufacture and sell watches. Consequently, the Company diversified in to Jewellery business and changed its name to "TITAN INDUSTRIES LIMITED" in September 1993.

The Board of Directors have felt that the present portfolio of lifestyle businesses with a strong retailing network called for a review of the existing name of the Company and have proposed the change of the name of the Company. The Company proposes to change its name from "TITAN INDUSTRIES LIMITED" to "**TITAN COMPANY LIMITED**" or such other name as may be approved by the Registrar of Companies, Tamilnadu.

The Registrar of Companies, Tamilnadu, Coimbatore has accorded approval to the change of the name of the Company to "TITAN COMPANY LIMITED" vide approval letter dated 31 May 2013. The approval is valid for a period of 60 days. The proposed change in name would be subject to the necessary approvals in terms of section 21 of the Companies Act, 1956.

The Board seeks the consent of the shareholders for change in name of the Company and recommends the adoption of the Resolution.

None of the Directors of the Company is interested or concerned in the above said Resolution.

By Order of the Board
For **TITAN INDUSTRIES LIMITED**

A R Rajaram
Head- Legal & Company Secretary

Place : Bangalore
Date : 8th June 2013
Encl : Postal Ballot Form
Prepaid Envelope

TITAN INDUSTRIES LIMITED

Registered Office: 3, SIPCOT Industrial Complex, Hosur – 635126

Corporate Office: Golden Enclave Tower A, HAL Airport Road, Bangalore - 560017

POSTAL BALLOT FORM

Serial No.

1. Name(s) of Shareholder(s) :
(including Joint Holders, if any)
2. Registered address of the Sole / First named Shareholder :
3. Registered Folio No./DP ID No./ Client ID No.* :
(*Applicable to investors holding shares in dematerialized form)
4. Number of Shares held :
5. e-Voting Event Number :
6. User ID :
7. Password :
8. We hereby exercise my/our vote in respect of the Special Resolution to be passed through the postal ballot for the business stated in the notice of the Company dated 8th June 2013, by sending the my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below.

Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Special Resolution under Section 17 and 149 (2A) of the Companies Act, 1956, for amending the object clause of the Memorandum of Association and Commencement of new business.			
Special Resolution under Section 17 and 149 (2A) of the Companies Act, 1956, for amending the name of the Company from TITAN INDUSTRIES LIMITED to TITAN COMPANY LIMITED.			

Place:

Date:

(Signature of the Member / POA holder)

NOTE: PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF

INSTRUCTIONS

Process and manner for members opting for e-voting is as under:

The **EVEN** (E Voting Event Number), User ID and Initial Password are provided in the Postal Ballot Form.

- a. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- b. Click on "Shareholder – Login".
- c. Put User ID and password provided to you in the postal ballot form as initial password. Click Login.
- d. Password Change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combinations thereof. Note new password. It is strongly recommended not to share your password with any other persona and take utmost care to keep your password confidential
- e. Home page of "e-voting" opens. Click on "e-voting":- Activate Voting cycles.
- f. Select "EVEN" (E Voting Event Number) of Castrol India Limited for casting your vote in favour of or against the resolution. Kindly note that vote once casted cannot be modified. For an EVEN, you can login any number of times on e-Voting platform of NSDL till you have voted on all the resolutions or till the end of voting period, i.e. up to close of 20th July, 2013, whichever is earlier
- g. Now you are ready for "e-Voting" as "Cast Vote" page opens.
- h. Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted.
- i. Institutional shareholders (i.e. other individuals, HUF, NRI etc) are also required to send scanned copy (PDF/JPEG format) of relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email brbahl@tsrdarashaw.com
- j. If you are already registered with the e-Voting system of NSDL you can use your existing user ID and password for casting your vote.

If you wish to give your suggestions in context of e-Voting you can send an email to evoting@nsdl.co.in. 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 "downloads" section of www.nsdl.com or call on (022) 24994433

In case a Member opts for voting using the Ballot Form

This Form should be completed and signed by the Member. In case of joint holdings, this Form should be completed and signed (as per the specimen signature registered with the Company/Depository Participant) by the first named Member and in his absence, by the next named Member.

In the case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/ Authority together with the attested specimen signature(s) of the duly authorized signatory (s) giving requisite authority to persons voting on the Postal Ballot form. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form. In case the Postal Ballot Form is signed by the Power of Attorney holder, it needs to be accompanied by a certified true copy of the Power of Attorney (POA). The registration number of the POA needs to be mentioned below the signature of the Power of Attorney holder.

- (a) The consent must be accorded by recording the assent in the Column **FOR** and dissent in the column **AGAINST** by placing a tick mark (✓) in the appropriate column.
 - (b) the Member need not use all the votes nor needs to cast all the votes in the same way.
 - (c) Members are requested not to send any other paper/document along with the Postal Ballot Form in the enclosed postage prepaid self-addressed envelope. If sent, the same paper/document would not be acted upon.
1. In the following cases, the Postal Ballot Form would be rejected:
 - a. Ballots cast on a plain paper instead of the pre-printed Postal Ballot Form.
 - b. Unsigned Postal Ballot Form.
 - c. Not ticked against either **FOR** or **AGAINST**.
 2. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (17.00 hours) on 20th July 2013. All Postal Ballot Forms received after this date would be treated as if reply from such Member had not been received.
 3. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than 20th July 2013.
 4. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on 14th June 2013.
 5. The Scrutinizer's decision on the validity of a Postal Ballot Form would be final.
 6. The results of the Postal Ballot would be declared at the Registered Office of the Company as specified in the Notice. The results will thereafter be published in newspaper(s), for the information of Members.
 7. The self-addressed envelope bears the name & address of the Scrutinizer appointed by the Board of Directors of the Company.
 8. The exercise of vote through Postal Ballot is not permitted through a proxy.
 9. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of joint Shareholder(s).
 10. **Please note that each Member can opt only one mode for voting i.e. either by physical ballot form or through e-voting. If you opt for e-voting, then please do not vote by physical ballot form and vice versa. Member(s) who cast their vote via both modes i.e. physical ballot form as well as e-voting, then voting done through a valid physical ballot form shall prevail and e-voting of that member shall be treated as invalid.**

The item of business covered by this Postal Ballot will not be transacted at any Annual General Meeting even though members who have not exercised their franchise through Postal Ballot might be present in person or through proxy at the said Meeting.