



SEC 13 / 2017-18

5th July 2017

The General Manager, DCS – CRD
BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort,
MUMBAI - 400 001
Scrip Code: **500114**

The General Manager, DCS – CRD
National Stock Exchange of India Ltd
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (East),
MUMBAI - 400 051
Symbol: **TITAN**

Dear Sirs,

Sub: Book Closure & Annual General Meeting

The Thirty Third Annual General Meeting (AGM) of the Company is scheduled to be held at 3:00 p.m. on Thursday, 3rd August 2017 at the Registered Office of the Company at 3, SIPCOT Industrial Complex, Hosur 635 126, Tamil Nadu.

The Directors have recommended a dividend of Rs. 2.60 per equity share of Rs. 1 each of the Company for approval by the shareholders at the forthcoming AGM of the Company.

The Register of Members and Transfer Registers of the Company will be closed from 26th July 2017 to 3rd August 2017 (both days inclusive) for the purpose of determining eligibility for payment of dividend on equity shares for the year ended 31st March 2017. The dividend on equity shares, if declared at the Annual General Meeting of the Company, will be paid to those shareholders whose names appear in the Register of Members as at the close of business hours on 25th July 2017 as per the details furnished by the Depositories for this purpose.

Pursuant to Regulation 30 read with Schedule III Part A Para A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Notice of the 33rd Annual General Meeting of the Company.

Thank you.

Yours truly,
For TITAN COMPANY LIMITED

A.R. Rajaram
Vice President - Legal & Company Secretary

Encl. As stated

Titan Company Limited
(formerly Titan Industries Limited)

No. 132/133 DivyaSree Technopolis Yamalur Main Road Yamalur Post Bengaluru 560 037 India. Tel 91 80 6660 9000 Fax 91 80 6660 8073
Registered Office 3 Sipcot Industrial Complex Housur 635 126 TN India Tel 91 4344 664 199 Fax 91 4344 276037. CIN: L74999TZ1984PLC001456
www.titan.co.in

A **TATA** Enterprise

NOTICE

Notice is hereby given pursuant to Section 96 and 101 of the Companies Act, 2013 (the "Act") that the Thirty Third Annual General Meeting (the "Meeting" or "AGM") of TITAN COMPANY LIMITED ("the Company") will be held at the Registered Office of the Company at No.3, SIPCOT Industrial Complex, Hosur 635 126, Tamilnadu, on Thursday, 3rd August, 2017 at 3:00 P.M. to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the Audited Financial Statements for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon.
 - b. the Audited Consolidated Financial Statements for the financial year ended 31st March, 2017 together with the Report of the Auditors thereon.
2. To declare dividend on equity shares for the financial year ended 31st March 2017.
3. To appoint a Director in place of Mr. Harish Bhat (DIN: 00478198), who retires by rotation and, being eligible, offers himself for re-appointment.
4. Appointment of Auditors:

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

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder, as amended from time to time, BSR & Co., LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) be and is hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of the 33rd AGM till the conclusion of the 38th AGM of the Company to be held in the year 2022 (subject to ratification of their appointment at every AGM if so required under the Act) at such remuneration plus applicable taxes, out-of-pocket, travelling and living expenses, etc., as may be mutually

agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

5. Appointment of Mr. Atulya Misra as a Director

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

"RESOLVED THAT Mr. Atulya Misra, IAS (DIN: 02210369) who was appointed as a Director by the Board of Directors with effect from 31st March 2017 and who holds office up to the date of this Annual General Meeting under Section 161 of the Companies Act, 2013 ("Act") read with Article 117 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a shareholder proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

6. Appointment of Branch Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder, as amended from time to time, the Board of Directors of the Company be and is hereby authorized to appoint Branch Auditors of any branch office of the Company, whether existing or which may be opened / acquired hereafter, outside India, in consultation with the Company's Auditors, any person(s) qualified to act as Branch Auditors within the provisions of Section 143(8) of the Act and to fix their remuneration."

Notes:

1. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 5 & 6 of the Notice, is

annexed hereto. The relevant details of the Directors seeking re-appointment/ appointment under Item Nos. 3 and 5, pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed.

2. **A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting and the proxy need not be a member of the Company.** A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. A proxy form is enclosed herewith. The form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.
3. **The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 26th July 2017 up to Thursday, 03rd August, 2017 (both days inclusive).**
4. **Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):**

Pursuant to Sections 205A and 205C, and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed for a period of seven years from the date they became due for payment, were required to be transferred to the IEPF. Sections 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), both of which are applicable with effect

from September 7, 2016, also contain similar provisions for transfer of such amounts to the IEPF. Accordingly, all unclaimed / unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed for a period of seven years from the date they became due for payment, in relation to the Company have been transferred to the IEPF established by the Central Government. No claim shall be entertained against the Company for the amounts so transferred.

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account. The Company has sent notice to all the members whose dividends are lying unpaid / unclaimed against their name for seven consecutive years or more.

In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

Members who have not yet encashed their dividend warrant(s) pertaining to the dividend for the financial year 2009-10 onwards are requested to lodge their claims with TSR Darashaw Limited (TSRDL). Members' attention is particularly drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend.

The Ministry of Corporate Affairs ('MCA') on May 10, 2012 notified the Investor Education and Protection Fund (Uploading of information regarding Unpaid and Unclaimed amount lying with Companies) Rules 2012. In terms of the above Rules, the Company has uploaded the information in respect of the Unclaimed Dividends as on the date of last AGM on the website

of the IEPF viz. www.iepf.gov.in and under 'Investors' section on the website of the Company viz. www.titan.co.in.

5. Subject to the provisions of Section 126 of the Companies Act, 2013, dividend on equity shares as recommended by the Directors, if declared at the Meeting, will be paid on 10th August 2017 to those members whose names appear on the Register of Members of the Company as on 25th July 2017. In respect of shares held in electronic form, dividend will be paid to the beneficial holders as per the beneficiary list provided by the National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on 25th July 2017.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, TSRDL to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to TSRDL.
7. To support the Green Initiative, Members who have not registered their e-mail addresses are requested to register the same with TSRDL/Depositories. This will assist the Company in redressing shareholders' grievances expeditiously.
8. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company or TSRDL for assistance in this regard.
9. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or TSRDL, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
10. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. As per the provisions of Section 72 of the Companies Act, 2013 the facility for making nominations is available to the shareholders in respect of the equity shares held by them.
12. Members are requested to intimate to the Company, queries if any, regarding the accounts at least 10 days before the Annual General Meeting to enable the Management to keep the information ready at the Meeting. The queries may be addressed to: Vice President – Legal & Company Secretary, Titan Company Limited, No. 132/133, Divyasree Technopolis, Yemalur, off Old Airport Road, Bangalore 560037. (E-mail: arrajaram@titan.co.in). Members are requested to bring their copies of Annual Report to the Meeting.
13. For the convenience of Members, the Company will provide a coach service from Bangalore on the day of the Meeting.

The coaches will leave for Hosur at 12:00 noon from the following four locations:
 - A. Jayanagar - Ashok Pillar, 1st Block, Siddapura Police Station Road, Bangalore - 560 011.
 - B. Rajajinagar - near ISKCON temple, Opp. Varasidhi Vinayaka Temple, Government School Grounds, Bangalore- 560 010.
 - C. Golden Palm Station, near BRV theatre, Bangalore -560 001.
 - D.
 - i. Corporate Office – 132/133, Divyasree Technopolis, Yemalur, off Old Airport Road, Bangalore - 560 037.
 - ii. At 12:30 p.m. from Golden Enclave, Next to Britannia Gardens, Old Airport Road, Bangalore 560 017.
14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised

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not to leave their dematerialized account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their dematerialized accounts. Members holding shares in physical form can submit their PAN details to the Company.
16. Electronic copy of the Notice of the 33rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose E-mail IDs are registered with the Company/ Depository Participant(s) for communication purposes, unless any Member has requested for a hard copy of the same. For Members who have not registered their E-mail address, physical copies of the Notice of the 33rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
17. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for 2016- 17 will also be available on the Company's website www.titan.co.in to download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Hosur for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the shareholders may also send requests to the Company's investor E-mail Id: investor@titan.co.in.
18. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote

electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.

19. Mr. Pramod SM of M/s. BMP & Co. LLP, Practicing Company Secretaries (Membership No. FCS No: 7834), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
20. The facility for voting, either through electronic voting system or polling paper shall also be made available at the Meeting and Members attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.
21. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

The instructions for e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail IDs are registered with the Company/Depositories):
 - i. Open the e-mail and open PDF file viz; "TCL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholder – Login.
 - iv. If you are already registered with NSDL for e-voting, then you can use your existing User ID and password for casting your vote.
 - v. If you are logging in for the first time, please enter the User ID and password provided in the PDF file attached with the e-mail as initial password. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.

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- vi. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - vii. Select "EVEN" (E-Voting Event Number) of Titan Company Limited which is 106265. Now you are ready for remote e-voting as Cast Vote page opens.
 - viii. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - ix. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - x. Once the vote on a resolution is cast, the Member shall not be allowed to modify it subsequently.
 - xi. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to pramod@adyanta.co.in with a copy marked to evoting@nsdl.co.in
 - xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800 222 990.
- B. In case a Member receives a physical copy of the Notice of the AGM (for Members whose E-mail addresses are not registered with the Company/Depositories):
- i. Initial password is provided in the enclosed attendance slip: EVEN (E-Voting Event Number) + User ID + Password.
 - ii. Please follow all steps from Sl. No. 21. A (ii) to Sl. No. (xii) above, to cast vote.
- C. Other Instructions:
- i. The e-voting period commences on Monday, 31st July 2017 (9:00 a.m. IST) and ends on Wednesday, 2nd August, 2017 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 27th July 2017, i.e. the cut-off date may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
- ii. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting either through remote e-voting or voting at the AGM through electronic voting system or poll paper.
 - iii. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd June 2017 may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
 - iv. A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - v. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of e-voting or polling paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - vi. The Scrutinizer shall after the conclusion of voting at the General Meeting, first count the votes cast at the Annual Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not
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in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- vii. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company, www.titan.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai and National Stock Exchange of India Limited, Mumbai.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:00

A.M. to 5:00 P.M.) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

By Order of the Board of Directors,

12th May 2017

A R Rajaram
Vice President-Legal and Company Secretary

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

ANNEXURE TO NOTICE

Item No. 4

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

Pursuant to the provisions of Section 139 of the Act read with applicable Rules framed thereunder, M/s Deloitte Haskins & Sells, Chartered Accountants, the present Auditors of the Company complete their term as Auditors. The Board of Directors has, based on the recommendation of the Audit Committee, proposed the appointment of M/s BSR & Co. LLP, having Registration No. 101248W/W-100022 as the Statutory Auditors of the Company for a period of five years, to hold office from the conclusion of the 33rd Annual General Meeting till the conclusion of the 38th Annual General Meeting, subject to ratification of their appointment by the Members at every intervening Annual General Meeting on a remuneration plus applicable taxes, out-of-pocket expenses, etc. incurred in connection with the audit as may be decided by the Board of Directors in consultation with the Auditors.

BSR & Co. LLP have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

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

None of the Directors or Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No.4 of the Notice.

Pursuant to Section 102 of the Act, the following explanatory statement sets out all material facts relating to the business mentioned under item Nos. 5 & 6 of the accompanying Notice.

Item No.5

Tamilnadu Industrial Development Corporation Limited (TIDCO), the co-promoter of the Company has nominated Mr. Atulya Misra, IAS, Principal Secretary, Industries Department, Government of Tamil Nadu as a Nominee Director of TIDCO on the Board of the Company effective 31st March 2017 in place of Mr. Vikram Kapur and was appointed as an Additional Director of the Company by the Board of Directors. As such, Mr. Atulya Misra holds office as Director up to the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director. Notice under Section 160 of the Act has been received from a Member indicating the intention to propose Mr. Atulya Misra

for the office of Director at the forthcoming Annual General Meeting.

None of the Directors or Key Managerial Personnel or their respective relatives other than Mr. Atulya Misra is concerned or interested in the Resolution at Item No. 5 of the Notice.

ITEM NO.6

The Company has branches outside India and may also open / acquire new branches outside India in future. It may be necessary to appoint branch auditors for carrying out the audit of the accounts of such branches. The Members are requested to authorize the Board of Directors of the Company to appoint branch auditors in consultation with the Company's Auditors and fix their remuneration.

The Board commends the Resolution at Item No. 6 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or their respective relatives are concerned or interested in the Resolution at Item No.6 of the Notice.

By Order of the Board of Directors,

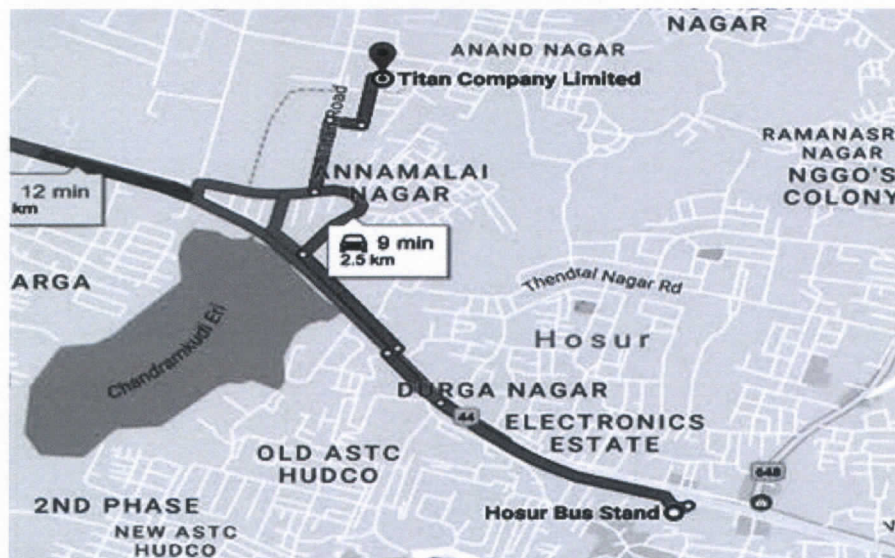
A R Rajaram

12th May 2017 Vice President-Legal and Company Secretary

Registered Office:

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

ROUTE MAP to the Venue of the 33rd Annual General Meeting from Hosur Bus Stand



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Details of Directors seeking appointment / re-appointment in forthcoming Annual General Meeting
(In pursuance of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015)
(Directorship & Committee membership other than Titan Company Limited)

Particulars	Mr. Harish Bhat	Mr. Atulya Misra
Date of Birth	8 th November 1962	13 th December 1965
Date of Appointment	20 th April 2015	31 st March 2017
Qualifications	BE (Hons) - BITS Pilani, PGDM - Indian Institute of Management, Ahmedabad.	M.Sc., MA (PP) - Teri/ University of Texas
Expertise in specific functional areas	Overall business management including functional expertise in sales, marketing and corporate management.	Has held critical and important positions in the Government of Tamilnadu as well as the Government of India. Has close to 3 decades of wide experience in Public Administration, Management of regulatory bodies and heading large infrastructure and commercial organisations.
Directorships held in other companies (excluding foreign companies)	i. Trent Limited ii. Tata Coffee Limited iii. Tata Global Beverages Limited iv. Infiniti Retail Limited v. Tata Unistore Limited vi. Tata AIA Life Insurance Company Limited	i. Tamilnadu Industrial Development Corporation Limited ii. State Industries Promotion Corporation of Tamilnadu Limited iii. Tamilnadu Sugar Corporation Limited iv. Tamilnadu Cements Corporation Limited v. Tamilnadu Generation and Distribution Corporation Limited vi. TNEB Limited vii. TIDEL Park Limited viii. Tamilnadu Petroproducts Limited ix. Tamilnadu Minerals Limited
Membership / Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	Stakeholders Relationship Committee: i. Tata Coffee Limited	NIL
Number of shares held in the Company	80,000	NIL