

Corp Office: 404, 4th Floor, Lifestyle Building, My Home Tycoon, Greenlands, Begumpet, Hyderabad, Telangana, 500016 - INDIA



CIN.No:- L72200AP1984PLC004380

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below be passed by the members of the Company (as on the Cut-off Date), through postal ballot (the "Postal Ballot") only by way of remote e-voting ("e-voting") process. An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice ("the Notice").

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

The Board has appointed Mr. Bharatiraju Vegiraju (CP No. 14926) Practicing Company Secretary, as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of Central Depository Services Limited ("CDSL") for facilitating e-voting. The Company has made necessary arrangements with Aarthi Consultants Private Limited, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on January 17, 2024. The e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time.

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Regional Office : B202, Universal Paradise, Nanda Patkar Road, Opp Petrol Pump, vile Parle East, Mumbai - 400057.

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The Scrutinizer will submit his report to the Chairman of the Company (the “Chairman”) or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than two working days from the conclusion of the e-voting. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. January 17, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

RESOLUTIONS:

1. Appointment of Mr. Sanjeev Sharma (DIN: 01364156) as Wholetime Director and designate him as Chief Executive Officer {CEO} of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with schedule V of the Act and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time Mr. Sanjeev Sharma (DIN: 01364156), who was appointed as an Additional Director cum Wholetime Director of the Company and designated as Chief Executive Officer (CEO) with effect from October 18, 2023 for a period of 3 (three) years by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 (“Act”) read with Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Wholetime 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 a Director, be and is hereby appointed as a Wholetime Director and designated as CEO of the Company effective from January 15, 2024 at a remuneration of Rs 42,00,000/- (Rupees Forty Two lakhs only) per annum and perquisites, allowances and other benefits and reimbursement of expenses as per the Company policies and on such terms and conditions to be decided by the Board within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Mr. Sanjeev Sharma.”

FURTHER RESOLVED THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay remuneration and perquisites not exceeding the ceiling laid down in Schedule V to the Companies Act, 2013, as may be decided by the Board of Directors.

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“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution

2. Appointment of Mr. Y Kiran Kumar (DIN: 08068075) as an Independent Director of the Company:

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

“RESOLVED THAT Mr. Y Kiran Kumar (DIN: 08068075), who was appointed as an Additional Director (Non-Executive Independent) of the Company, with effect from October 18, 2023, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 (“Act”) read with Articles of Association of the Company, 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 a Director, be and is hereby appointed as a Director of the Company.”

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Mr. Mr. Y Kiran Kumar, who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as a Non-Executive Independent Director of the Company for a term of five years commencing from January 15, 2024 to January 14, 2029 and who would not be liable to retire by rotation, be and is hereby approved.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

3. Appointment of Mr. Harjyot Singh Bedi (DIN: 07293121) as Non Executive Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 150, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable

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regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time Mr. Harjyot Singh Bedi

(**DIN: 07293121**), who was appointed as an Additional Director (Non-Executive) of the Company, with effect from October 18, 2023, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 ("Act") read with Articles of

Association of the Company, 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 a Director, be and is hereby appointed as a Director of the Company effective from January 15 2024."

"RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

4. Appointment of Mr. Sunil Kumar Ghanathe (DIN: 10407273) as Non-Executive Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 150, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time Mr. Sunil Kumar Ghanathe (DIN: 10407273) who was appointed as an Additional Director (Non-Executive) of the Company, with effect from November 29, 2023, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 ("Act") read with Articles of Association of the Company, 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 a Director, be and is hereby appointed as a Director of the Company effective from January 15 2024."

RESOLVED FURTHER THAT Mr. Sunil Ghanathe will be paid consultancy fees of Rs 24 lakhs (Rupees Twenty four lakhs) per annum and other allowances and benefits as per the Company policies.

"RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

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5. Approval for payment of remuneration to Mr. Zameer Ahmed Kottala (DIN 08747622) Wholetime Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 197, 198 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with rules issued thereunder and applicable provisions of

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to pay remuneration of Rs 12 lakhs per annum to Mr. Zameer Ahmed Kottala, Wholetime Director of the Company

FURTHER RESOLVED THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay remuneration and perquisites not exceeding the ceiling laid down in Schedule V to the Companies Act, 2013, as may be decided by the Board of Directors.

FURTHER RESOLVED THAT the any of the Directors or Company Secretary of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

**By order of the Board of Directors
For Titan Intech Limited**

**Date: 18/12/2023
Place: Hyderabad**

**Sd/-
Mangla Sachin Savla
Company Secretary
M. No.: F28089**

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Notes:

1. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and the reasons thereto is annexed hereto.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / depository participant(s), as on December 15, 2023 (“Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
3. All documents required to be kept open for inspection, if any, shall be open for inspection at the Registered Office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays). Such documents shall also be made available on the Company’s website www.titanintech.in to facilitate online inspection till the date of announcement of the results of this Postal Ballot.
4. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than two working days from the conclusion of e-voting and will also be displayed on the Company website <https://www.titanintech.in> on the website of CDSL www.evotingindia.com and communicated to the stock exchange and RTA.
5. A copy of this Postal Ballot Notice, Explanatory Statement and remote e-voting instructions are available on the Company’s website www.titanintech.in, CDSL at www.evotingindia.com and also on the website of BSE Limited (www.bseindia.com).
6. Shareholders who have still not registered their email IDs are requested to do so at the earliest as under:
 - Shareholders holding shares in electronic mode can get their email ID registered by contacting their respective Depository Participant where they maintain their Demat accounts.

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- Shareholders holding shares in physical mode or who have not registered / updated their email address are requested to register their email ID with Aarthi Consultants Private Limited. Requests can be sent by email to aarthiconsultants@gmail.com
 - Shareholders are requested to support this Green Initiative effort of the Company and get their email ID registered to enable the Company to send documents such as notices, annual reports, and other documents in electronic form. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / Aarthi Consultants Private Limited to enable servicing of notice, annual reports, other documents in electronic form.
 - Please note that as a valued shareholder of the Company, you are always entitled to request and receive all such communication in physical form free of cost. Further, the documents served through email are available on the Company's website www.titanintech.in and are also available for inspection at the Registered Office of the Company during specified business hours.
7. In compliance with Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars, the Company is pleased to provide facility of e-voting to enable its Members to cast their votes electronically in respect of the resolutions as set out in this Postal Ballot Notice.
 8. The e-voting period commences from December 19, 2023 (9.00 a.m. IST) and ends on January 17, 2024 (5.00 p.m IST). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
 9. The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the Cut-off Date i.e. December 15, 2023.
 10. Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. December 15, 2023, (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolutions as set out in this Postal Ballot Notice only through the e-voting.

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EVOTING INSTRUCTIONS:

1. Instruction for E-Voting

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) the Company is providing facility of remote e-voting to its members in respect of the business to be transacted through Postal Ballot. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice of the Postal Ballot has been uploaded on the website of the Company at www.titanintech.in. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The Notice is also disseminated on the website of CDSL (agency for providing the remote e-voting facility) i.e. www.evotingindia.com

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

(i) The e-voting period begins on December 19, 2023 at 09:00 A.M and ends on January 17, 2024 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. December 15, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue

(iii) Mr. Bharatiraju Vegiraju, (C.P No. 14926), Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(iv) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated September 12, 2020, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would

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be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KFIN/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 e voting is in progress and also able to directly access the system of all e-Voting Service Providers.

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<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type Helpdesk details

Login type	Helpdesk details
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 22 55 33
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <**Titan Intech Limited**> on which you choose to vote.

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- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

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- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@titanintech.in if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

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EXPLANATORY STATEMENT

(In pursuant to Section 102 of the Companies Act, 2013)

Item No. 1

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on October 18, 2023 appointed Mr. Sanjeev Sharma (DIN: 01364156) as an Additional cum Wholetime Director and also designated him as Chief Executive Officer of the Company for a term of three years subject to the approval of the Members by way of a Special Resolution.

Based on the skills, competence and expertise in understanding, of business dynamics, strategic choices and experience in guiding and leading management teams, developing governance practices, the Board, on the recommendation of the Nomination and Remuneration Committee, has determined that the appointment of Mr. Sanjeev Sharma would be beneficial to the Company.

The Company has received a notice in writing from a Member, in terms of Section 160(1) of the Act, proposing his candidature for the office of Director.

He has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company. There is no inter se relationship between him and any other member of the Board and other Key Managerial Personnel of the Company.

Brief Profile of Mr. Sanjeev Sharma

Mr. Sanjeev Sharma has 27 years plus experience with skill set of Business Strategy, New Business Development, Institutional Liaison, Tendering, Corporate Strategic Partnerships, Project Co-ordination, Corporate Transactions & Financial Management. His industries exposure in Information Technologies, Infrastructure & Healthcare fields. Mr. Sanjeev Sharma worked at very senior positions at various organizations in said domains.

The terms and conditions of his appointment are available for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.

The Board recommends the Special Resolution as set out at item no. 1 in this Notice for approval of the Members

Except Mr. Sanjeev Sharma and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution as set out in this Notice.

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Item No. 2

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on October 18, 2023 appointed Mr. Y Kiran Kumar (DIN: 08068075) as an Additional Director and also as Non-Executive Independent Director of the Company, effective from October 18, 2023 not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

Based on the skills, competence and expertise, the Board, on the recommendation of the Nomination and Remuneration Committee, has determined that the appointment of Mr. Y Kiran Kumar would be beneficial to the Company.

The Company has received a notice in writing from a Member, in terms of Section 160(1) of the Act, proposing his candidature for the office of Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

He has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company. There is no inter se relationship between him and any other member of the Board and other Key Managerial Personnel of the Company.

In the opinion of the Board, Mr. Y Kiran Kumar is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, each as amended, and is independent of the management of the Company.

The terms and conditions of his appointment are available for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.

Brief Profile of Mr. Y Kiran Kumar

Mr. Y Kiran Kumar worked as Scientist in Defence R&D, Indian Engineering Services (IES) and served Department of Telecom Services, worked in various capacities, and retired as Deputy Director General in Department of Telecom Services

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The Board recommends the Special Resolution as set out at item no. 2 in this Notice for approval of the Members

Except Mr. Y Kiran Kumar and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution as set out in this Notice.

Item No. 3

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on October 18, 2023 appointed Mr. Harjyot Singh Bedi (DIN: 07293121) as an Additional Director of the Company subject to the approval of the Members by way of a Special Resolution.

Based on the skills, competence and expertise, the Board, on the recommendation of the Nomination and Remuneration Committee, has determined that the appointment of Mr. Harjyot Singh Bedi would be beneficial to the Company.

The Company has received a notice in writing from a Member, in terms of Section 160(1) of the Act, proposing his candidature for the office of Director.

He has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company. There is no inter se relationship between him and any other member of the Board and other Key Managerial Personnel of the Company.

Brief Profile of Mr. Harjyot Singh Bedi

Mr. Harjyot Singh Bedi is a 3rd generation hotelier. Mr. Bedi studied at Thames Valley University UK and studied business at London School of Economics and came back to India in '99 after completing his hotel management in London to open 'Indus' a celebrated bar and night destination right next to the Taj Mahal Hotel, Colaba in Mumbai, India. He further went on to become an investor, entrepreneur, and promoter of brands like Smoke House Deli, Social, PaPaYa and several others. Mr. Bedi family is the only Indian partner of LCapital in hospitality segment. Currently he has expanded his portfolio into the health and wellness segment and is in the process of launching a premium health water and beverage brand. Mr. Bedi has strong inroads and personal connects with Narang Hospitality, Gate Gourmet, Ambassador Flight kitchen to name a few and has a strong Pan India network in the F&B sector

The terms and conditions of his appointment are available for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.

The Board recommends the Special Resolution as set out at item no. 3 in this Notice for approval of the Members

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Except Mr. Harjot Singh Bedi and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution as set out in this Notice.

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, by way circular resolution appointed Mr. Sunil Kumar Ghanathe (DIN: 10407273) as an Additional Director of the Company subject to the approval of the Members by way of a Special Resolution.

Based on the skills, competence and expertise, the Board, on the recommendation of the Nomination and Remuneration Committee, has determined that the appointment of Sunil Kumar Ghanathe would be beneficial to the Company.

The Company has received a notice in writing from a Member, in terms of Section 160(1) of the Act, proposing his candidature for the office of Director.

He has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company. There is no inter se relationship between him and any other member of the Board and other Key Managerial Personnel of the Company.

Brief Profile of Mr. Sunil Kumar Ghanathe

Mr. Sunil Kumar Ghanathe is a Commerce graduate from Osmania University. He is a Certified 32 PDU's PMP® FasTrac conducted by ASTRONIX, USA aims at providing professional with an opportunity to prepare for PMP® for program managers. He joined ICICI Bank in 1994 as Junior officer and resigned from the bank as Chief Manager Global Infrastructure and Admin Group in 2010, played key role in creating world class infrastructure for the bank. He was very closely associated with Mr. K. V. Kamath MD & CEO of ICICI Bank and worked with him on the bank's major infrastructure projects including ICICI Bank Tower, Nanakramguda, Hyderabad which is the largest infrastructure for the ICICI Bank He handled several key projects for ICICI Bank viz. a viz.

ICICI Knowledge Park the state of the art park spread over 200 acres land situated at Turkapally, on the outskirts of Hyderabad which was the first of its kind of park the first Life Science Research Park in India in collaboration with Govt. of Andhra Pradesh which is part of genome valley that houses Bharath Biotech etc.

ICICI Bank Tower – Nanakramguda campus, Hyderabad - 2006 – 2010 established south regional office for the bank the state of the art building spread over 8.5 acres land parcel with 5 million sft. Built-up area which can house over 25000 employees under one roof with an estimate of Rs. 20,000 million

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ICICI Bank Disaster Recovery Centre (DRC) 2007 – 2010 established the state of the art data centre for the bank which is connected with Capital Data centre situated at Mahalaxmi, Mumbai. Spread on a 3 acres plot near Financial District, Nakramguda, Hyderabad is a back-bone for the bank's data.

In 2010 he joined as Director Global Operations - Head of Operations of TEKsystems Global Services Pvt. Ltd which is wholly owned by Allegis Group global leader in talent solutions with over 500 locations around the globe the Industry Leader over 35 Years with Headquarters at USA, engaged in global talent, staffing, managed delivery services and recruitment services

As Head of Operations, he played key role to create brand Allegis in India, job includes merger and acquisitions, corporate compliance, legal, operations, infrastructure, facilities management, procurement, tendering, assets and employees insurance, visa liaison, travel desk including visa processing, heading ISO and Hi-trust certification, creating offshore development centres with client specific needs, cloud base monitoring system, managing critical Data and Data centre operations.

The terms and conditions of his appointment are available for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.

The Board recommends the Special Resolution as set out at item no. 4 in this Notice for approval of the Members

Except Mr. Sunil Kumar Ghanathe and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution as set out in this Notice.

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of his vast experience and exposure in Information Technology and Software, the Board of Directors of the Company at its meeting held on December 18 2023 approved payment of remuneration as mentioned in the resolution to Mr. Zameer Ahmed Kottala, Wholetime Director of the Company.

The Board recommends the Special Resolution as set out at item no. 5 in this Notice for approval of the Members

Except Mr. Zameer Ahmed Kottala and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution as set out in this Notice.

**By order of the Board of Directors
For Titan Intech Limited**

**Date: 18/12/2023
Place: Hyderabad**

**Sd/-
Mangla Sachin Savla
Company Secretary
M. No.: F28089**

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Annexure – A

Details of Director(s) seeking appointment/ re-appointment/ regularization (Pursuant to Regulation 36 (3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard – 2 on General Meetings is given below:

A	Name	Sanjeev Sharma (DIN: 01364156)	Y Kiran Kumar (DIN: 08068075)	Harjyot Singh Bedi (DIN: 07293121)	Sunil Kumar Ghanathe (DIN: 10407273)
B	Brief Profile				
	i) Age	50 years	66 years	49 years	58 years
	ii) Educational Qualification	Graduate in Commerce	Graduate	Graduate	Graduate in Commerce
	iii) Date of appointment on the board of the Company	18-10-2023	18-10-2023	18-10-2023	29-11-2023
C	Nature of expertise in functional area	27 years plus experience with skill set of Business Strategy, New Business Development,	Scientist in Defence R&D, Indian Engineering Services (IES) and served Department of Telecom Services, worked in various capacities	He is a 3rd generation hotelier. Mr. Bedi studied at Thames Valley University UK and studied business at London School of Economics.	He is a Certified 32 PDU's PMP® FasTrac conducted by ASTRONIX, USA aims at providing professional with an opportunity to prepare for PMP® for program managers.
D	Directorship held in other Companies (excluding foreign and Section 8 Companies)	1. Countrywide Trading Private Limited 2. Smartsynergy Global Private Limited	1. Kug Energy Private Limited 2. Catamaran Global Logistics Private Limited 3. Ride Easy Technologies Limited 4. Qsquare Engineering	1. Monarch Developers And Real Estate Private Limited	Nil

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			Technologies California Private Limited 5. Designcog & Signages India Private Limited 6. Ten On Ten Mentoring & Advisory Services Private Limited 7. Sathavahana Ispat Ltd. 8. Statforce Technologies Private Limited		
E	Chairmanship/ Membership of committees of other Companies (includes only Audit, Stakeholders Relationship and Nomination & Remuneration Committee)	Nil	Nil	Nil	Nil
F	Details of Remuneration sought to be paid and the remuneration last drawn by such person	Nil	Nil	Nil	Nil
G	No. of shares of held	Nil	Nil	Nil	Nil
H	Relationship between Directors inter-se/Managers/KMP's	No	No	No	No

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