

TITAN ENGINEERING & AUTOMATION LIMITED

NOTICE

Notice is hereby given pursuant to Section 96 and 101 of the Companies Act, 2013 (the “Act”) that the 10th Annual General Meeting (“the Meeting” or “AGM”) of Titan Engineering & Automation Limited (“the Company”) will be held at Board Room, Unit – II, No. 141, S Muduganapalli Village, Denkanikottai Road, Hosur – 635 110, Tamil Nadu, **on 28th July 2025 at 1:00 PM** to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March 2025 together with the Reports of the Board of Directors and Auditors thereon.
2. Ms. Suparna Mitra (DIN: 05228157), who retires by rotation and eligible for re-appointment has not offered herself for re-appointment consequent to her resignation effective 13th August 2025. Accordingly, Ashok Kumar Sonthalia (DIN:03259683) being the longest in office for Directors liable for retirement by rotation is eligible for re-appointment.

SPECIAL BUSINESS

3. Approval of Cost Auditor’s Remuneration

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

“**RESOLVED THAT** pursuant to Section 148 of the Companies Act, 2013 (the “Act”) and other applicable provisions of the Act read with the relevant Rules thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded for the payment of remuneration of ₹ 3,25,000/- (Rupees three lakh twenty-five thousand only) plus reimbursement of out-of-pocket expenses and applicable taxes to M.R. Rajhshekar & Co, Cost Accountants, (Firm Registration No. 100325) appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year ending on 31st March 2026.”

4. Appointment of Branch Auditor

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

“**RESOLVED THAT** pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 (the “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."

5. Appointment of Mr. B Santhanam (DIN: 00494806) as an Independent Director

RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, if any, of the Companies Act 2013, (Including any statutory modification or re-enactment thereof for the time being in force), Mr. B. Santhanam (DIN: 00494806), who was appointed as an Additional Independent Director of the Company and has submitted a declaration confirming that he meets the criteria of Independence under Section 149 (6) of the Act and whose candidature for office of Director has been recommended by the Board of Directors and in respect of which the Company has received a Notice in writing from a member under Section 160 (1) of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 2nd June 2025 and whose office shall not be liable to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and is /are hereby authorized, singly and/or jointly to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

6. Re-appointment of Mr. N P Sridhar (DIN: 03375241) as the Managing Director for second consecutive term of 5 years

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Company be and is hereby accorded for the re-appointment and terms of remuneration of Mr. N. P. Sridhar (DIN: 03375241) as the Managing Director of the Company for a second term of 5 years from 1st July 2025 to 30th June 2030, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. N P Sridhar.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and is hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of companies must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating company. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting (AGM) are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. All documents referred to in the accompanying Notice are open to inspection by the members at the registered office of the Company on all working days up to the date of the Annual General Meeting between 9:00 a.m. and 5:00 p.m.
5. Route map to the AGM venue is duly provided at the end of the Notice.

By Order of the Board of Directors
for Titan Engineering & Automation Limited

sd/-
N P Shridhar
Managing Director
DIN: 03375241

Bengaluru
30th June 2025
CIN: U33111TZ2015PLC021232

Registered Office: Unit II, No. 141, Muduganapalli Village, Denkanikottai Road, Hosur, Krishnagiri,
Tamil Nadu – 635 110

Explanatory Statement

Pursuant to Section 102 of the Companies Act, 2013 (“the Act”), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 6 of the Notice.

Item No. 3

The Company is required under Section 148 of the Act read with the Rules thereunder, to have the audit of its cost records conducted by a cost accountant in practice. The Board of your Company has approved the appointment of M/s. M.R. Rajhshekar & Co as the Cost Auditors of the Company to conduct cost audit of the Company for the year ended 31st March 2026, at a remuneration of ₹ 3,25,000/- (Rupees three lakh twenty-five thousand only) plus reimbursement of out-of-pocket expenses and applicable taxes.

M/s. M.R. Rajhshekar & Co have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

In accordance with the provisions of Section 148 of the Act read with the Rules, the remuneration payable to the Cost Auditors has to be approved by the Shareholders of the Company.

The Board recommended a remuneration of ₹ 3,25,000/- plus reimbursement of out-of-pocket expenses and applicable taxes to M/s. M.R. Rajhshekar & Co as the Cost Auditors and the approval of the Shareholders is sought for the same by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested financially or otherwise in the Resolution mentioned at Item No. 3 of the Notice.

Item No. 4

The Company may plan to 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 recommends the Resolution as set out at Item No. 4 of this Notice for approval of the Members.

Item no. 5

The Board subject to the approval of the Members, had appointed Mr. B. Santhanam (DIN: 00494806) as a Non-Executive Director (Additional Director – Independent), not liable to retire by rotation, for a period of 5 years commencing from 2nd June 2025 in accordance with the provisions of Section 149 read with Schedule IV of the Act. In terms of Section 161(1) of the Act, Mr. Santhanam holds office up to the date of this AGM and is eligible for appointment

as a Director. Further Mr. Santhanam shall not be liable to retire by rotation as provided under Section 152 (6) of the Companies Act, 2013.

Mr. Santhanam has consented to act as Director of the Company and has given his declaration to the Board that he meets the criteria for independence as provided under Section 149(6) of the Act. Mr. Santhanam 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. Further, Mr. Santhanam is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Santhanam has 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 his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Santhanam fulfils the conditions specified under the Act read with Rules thereunder for his appointment as Independent Non-Executive Director of the Company and is independent of the Management. Having regard to the qualifications, experience and knowledge, the Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Santhanam as an Independent Director. A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of his appointment will be available for inspection by the Members.

Members who wish to inspect the same can send a request to the Company at nps@titan.co.in.

A brief profile of Mr. Santhanam, including details of current directorships forms part of this Notice. In compliance with the provisions of Section 149 read with Schedule IV of the Act and other applicable regulations, the appointment of Mr. Santhanam as an Independent Director for five consecutive years commencing from 2nd June 2025 is now placed for the approval of the Members by an Ordinary Resolution.

The Company has received a notice in writing from a member, pursuant to Section 160(1) of the Companies Act, 2013, proposing the candidature of Mr. Santhanam for his appointment to the office of Independent Director.

Mr. Santhanam would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof where he may be a Member. In addition, he would be entitled to commission as determined each year by the Board of Directors within the limits as prescribed under the Act and rules made thereunder.

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about Mr. Santhanam is annexed in Annexure I to this Notice.

The Board recommends the Resolution set out in Item No. 5 of the accompanying Notice for approval of the Members.

Except Mr. Santhanam, none of the Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice. Mr. Mr. Santhanam is not related to any other Director or KMP of the Company.

Item 6.

The Members of the Company at the 5th Annual General Meeting held on 3rd August 2020 (“5th AGM”) had appointed Mr. N. P. Sridhar as the Whole-time Director & Chief Executive Officer of the Company effective from 1st July 2020 for a period of five years up to 30th June 2025.

Taking into consideration the increase in the scale of operations of the Company and its future growth perspective, based on the approval of the Board of Directors, the Members had approved to redesignate Mr. Sridhar as the Managing Director of the Company w.e.f. 1st August 2024 on the same terms and conditions as approved by the members on 3rd August 2020. Further, the Board also approved the re-appointment of Mr. N. P. Sridhar as Managing Director of the Company for the period from 1st July 2025 to 30th June 2030, subject to the approval of the Members.

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about Mr. Sridhar is annexed in Annexure I to this Notice. A Notice under Section 160(1) of the Act has been received from a Member indicating his intention to propose Mr. N. P. Sridhar for re-appointment as Managing Director of the Company at the forthcoming AGM.

The principal terms and conditions of appointment of Mr. N. P. Sridhar as Whole-time Director & Chief Executive Officer are as follows:

- 1) Designation : Managing Director
- 2) Term: The term shall be for a period of five years from 1st July 2025 to 30th June 2030 as per the remuneration denoted below:
 - (a) **Salary:** Mr. N P Sridhar shall be paid a remuneration of Rs. 3,23,87,500/- per annum including Commission and other perquisites subject to the Board being authorised to fix the salary from time to time. The annual increments, effective from 1st April of each year, which may be decided at the sole discretion of the Board. The quantum of such increments shall also be determined by the Board, based on merit and taking into account the individual performance and the Company’s performance.
 - (b) **Minimum Remuneration:** Notwithstanding anything to the contrary herein, where, in any financial year, during the tenure, the Company has no profits or has inadequate profits, the Company will pay to Mr. N P Sridhar, remuneration as specified in the terms of his employment agreement.”

Except Mr. N P Sridhar, none of the Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

Mr. N. P. Sridhar is not related to any Director or KMP of the Company.

The Board recommends the Resolution as set out at Item No. 6 of this Notice for approval of the Members.

By Order of the Board of Directors
for Titan Engineering & Automation Limited

sd/-
N P Shridhar
Managing Director
DIN: 03375241

Bengaluru
30th June 2025

CIN: U33111TZ2015PLC021232

Registered Office: Unit II, No. 141, Muduganapalli Village, Denkanikottai Road, Hosur,
Krishnagiri, Tamil Nadu – 635 110

Annexure-1

Details of the Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting (In pursuance of Secretarial Standard – 2 on General Meetings)

Name of Director	Mr. Ashok Sonthalia	Mr. N. P. Sridhar
DIN	03259683	03375241
Date of Birth	01st July 1968	30 th June 1968
Age	57 years	57 years
Date of first appointment on the Board	27th April 2021	1 st July 2020
Expertise in specific functional areas	<p>Mr. Ashok Sonthalia, is the Chief Financial Officer at Titan Company Ltd (Titan), where he is responsible for the company's overall Finance and Accounts functions.</p> <p>He is a Chartered Accountant, has done one-year management programme from XLRI, Jamshedpur and has completed the General Management Program from CEDEP, Fontainebleau, France. He has close to 30 years of extensive and rich global experience in the areas of Strategic Business Planning, Financial Accounting and Reporting, Taxation, Treasury, Investor Relations, and Mergers & Acquisitions. Previously, he has served in several finance leadership roles in Larsen & Toubro Infotech Ltd., L&T Power, Greaves Cotton Limited and Tata Group Companies – Tata Steel Limited, Tata Inc. (USA), and Tata Chemicals Limited.</p>	<p>Mr. Sridhar has about 30 years of experience and has been heading the Aerospace and Defence business at Titan Engineering and Automation Limited for the past 7 years. He has been part of the senior management team of Titan Company Limited (Titan) for the past 10 years. He joined Titan in 1994 as a management trainee and started his career in supply chain of watches and went on to head the Central planning function in watches.</p> <p>He also has worked in Wipro Limited, mostly based out of UK and Finland, where he played strategic roles as Client Engagement Director for large clients in UK and Europe.</p>
Qualifications	Post graduate from IIM, Calcutta	Bachelor of Engineering and Master of Management Studies
Remuneration sought to be paid	Nil	As stated in the Explanatory Statement at Item No. 6 of this Notice
Directorships held in other Companies	<ul style="list-style-type: none"> • CaratLane Trading Private Limited 	Nil

	<ul style="list-style-type: none"> Titan Commodity Trading Limited 	
Committee position held in other companies	CaratLane Trading Private Limited: Board Finance & Governance Committee - Chairman	Nil
Number of Shares held in Company	One share, jointly held with Titan Company Limited	One share, jointly held with Titan Company Limited
Number of Meetings of the Board attended during the year.	5 meetings attended out of 6 meetings held in FY 2024-25.	6 meetings attended out of 6 meetings held in FY 2024-25.
Terms and conditions of appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.	Re-appointment as Managing Director for a term of 5 years. Kindly refer to Explanatory Statement at Item No. 6 of this Notice.
Relationship with Directors, Managers & KMP.	Nil	Nil
Remuneration last drawn	Nil	During FY 2024-25 Mr. N P Sridhar was paid remuneration of Rs. 1,39,99,560/- and the performance-linked pay commission amounting to Rs. 89,44,000/- was paid in FY 2024-25.
Justification for choosing the appointee for appointment as Independent Director.	NA	NA

Name of Director	Mr. B. Santhanam
DIN	00494806
Date of Birth	2 nd March 1957
Age	68 years
Date of first appointment on the Board	2 nd June 2025
Expertise in specific functional areas	<p>Mr. B Santhanam is an Independent Director in Titan Company Limited (Titan). Mr. Santhanam was the founder Managing Director of Saint-Gobain Glass India and has handled critical functions of Information Technology, Operations, Product Development, Sales and Marketing at Grindwell Norton (Saint-Gobain Group Company).</p> <p>He also serves on the boards of Titan, IIT Madras Research Park; Kasturi & Sons Limited, Green Tree Associates LLP, Green Tree Associates; Centre for urbanization, Building & Environment, Indian Institute of Information Technology, Design and Manufacturing.</p>
Qualifications	Mr. Santhanam is an engineer (Civil) from IIT, Madras and also an alumnus of IIM, Ahmedabad.
Remuneration sought to be paid	Sitting Fees and Commission as may be decided by the Board
Directorships held in other Companies	<ul style="list-style-type: none"> • Titan Company Limited • Kasturi & Sons Limited • IIT Madras Research Park
Committee position held in other companies	Titan Company Limited – Audit Committee member; Nomination & Remuneration Committee Chairperson; Stakeholders Relationship Committee Chairperson;
Number of Shares held in Company	NIL
Number of Meetings of the Board attended during the year.	1 meeting attended out of 1 meetings held post appointment in FY 2025-26
Terms and conditions of appointment	Details of terms and conditions of the appointment form part of the Explanatory Statement.
Relationship with Directors, Managers & KMP.	Nil
Remuneration last drawn	Nil
Justification for choosing the appointee for appointment as Independent Director.	The Board has considered the experience, educational background and rich professional experience of Mr. Santhanam and are of the opinion that Mr. Santhanam fulfils the criteria of skills and capabilities required on the Board and that his association would be beneficial to the Company.

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:

Name of the company:

Registered office:

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) ofshares of the above named company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature:, or failing him
2. Name:
Address:
E-mail Id:
Signature:, or failing him
3. Name:
Address:
E-mail Id:
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at theAnnual general meeting/ Extraordinary general meeting of the company, to be held on theday of At a.m. / p.m. at (place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.....

ATTENDANCE SLIP

(To be presented at the entrance)

TENTH ANNUAL GENERAL MEETING ON _____, **28 July 2025** at .
Board Room, Board Room, Unit – II, No. 141, S Muduganapalli Village, Denkanikottai
Road, Hosur – 635 110, Tamil Nadu

Folio No. _____ DP ID No. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxy holder _____ Signature _____

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Notice and annual report for reference at the Meeting.

ROUTE MAP OF THE VENUE

