

TITAN ENGINEERING & AUTOMATION LIMITED

NOTICE

Notice is hereby given pursuant to Section 96 and 101 of the Companies Act, 2013 (the “Act”) that the 11th 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 31st July 2026 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 2026 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ashok Kumar Sonthalia (DIN:03259683), who retires by rotation and being eligible, offers himself 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 2027.”

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 Ms. Shalini Kapoor (DIN: 06742551) 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), Ms. Shalini Kapoor (DIN: 06742551), who was appointed as an Additional Independent Director of the Company and who has submitted a declaration confirming that she 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 her 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 11th November 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."

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



N P Shridhar
Managing Director
DIN: 03375241

Bengaluru
30th June 2026
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 5 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 2027, 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 Ms. Shalini Kapoor (DIN: 06742551) as a Non-Executive Director (Additional Director – Independent), not liable to retire by rotation, for a period of 5 years commencing from 11th November 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, Ms. Shalini Kapoor holds office up to the date of this AGM and is eligible for

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

Ms. Shalini Kapoor has consented to act as Director of the Company and has given her declaration to the Board that she meets the criteria for independence as provided under Section 149(6) of the Act. Ms. Shalini Kapoor has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Further, Ms. Shalini Kapoor is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Ms. Shalini Kapoor has confirmed that she 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, Ms. Shalini Kapoor fulfils the conditions specified under the Act read with Rules thereunder for her 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 her association would be of immense benefit to the Company and it is desirable to avail the services of Ms. Shalini Kapoor as an Independent Director. A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of her appointment will be available for inspection by the Members.

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

A brief profile of Ms. Shalini Kapoor, 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 Ms. Shalini Kapoor as an Independent Director for five consecutive years commencing from 11th November 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 Ms. Shalini Kapoor for her appointment to the office of Independent Director.

Ms. Shalini Kapoor would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof where she may be a Member. In addition, she 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 Ms. Shalini Kapoor 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 Ms. Shalini Kapoor, 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. Ms. Shalini Kapoor is not related to any other Director or KMP of the Company.

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



N P Shridhar
Managing Director
DIN: 03375241

Bengaluru

30th June 2026

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	Ms. Shalini Kapoor
DIN	03259683	06742551
Date of Birth	1 st July 1968	9 th February 1973
Age	57 years	53 years
Date of first appointment on the Board	27 th April 2021	11 th November 2025
Expertise in specific functional areas	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. 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.	Ms. Kapoor is an engineering graduate from the Institute of Engineering and Technology, Lucknow. She also holds an MBA in Information Systems from S. P. Jain Institute of Management and Research. Ms. Kapoor is a seasoned innovator and technology strategist with over 28 years of experience in applying future technologies to create new product offerings and solutions in AI, IoT and Cloud. Till recently, Ms. Kapoor was Chief Technologist for Amazon Web Services (AWS), Asia Pacific region driving Gen AI, Developer, & Cloud Big bets for Public Sector- Government, Healthcare, Ed techs, Higher Ed Institutes, Agriculture, PSUs and non-profits industries. In her prior role, as President AWS Public Sector, India, she led the P/L for India business, driving transformational initiatives and Go to Market strategies while leading sales, partner, architects, deep tech specialists, and marketing teams. Ms. Kapoor has been an IBM veteran for 22 years and was the first IBM Fellow from India. As Vice President, she led AI

		research and engineering teams across Data & AI, Watson IoT, AI Applications, supply chain, asset management, climate risk and sustainability. Currently, Ms. Kapoor is volunteering with Ekstep Foundation on DPI powered by AI strategy and is Founder Director for Ankurit Foundation, an NGO that facilitates the early adoption and education of technology and innovation within children. She also serves on the Board of Governors of IIIT Sri City. With 15 patents and 4 IEEE papers, she frequently contributes to industry, academia, technology forums and industry bodies. She has received several industry accolades including, First woman IBM Distinguished Engineer in India, SP Jain Distinguished Alumni award, Emerging Women Achiever's award from CII, Zinnov Technical Role Model award, Woman in Technology award from eMERG, India, AACSB Influential Leader 2022.
Qualifications	Post graduate from IIM, Calcutta	Bachelor of Engineering, MBA
Remuneration sought to be paid	Nil	As stated in the Explanatory Statement at Item No. 5 of this Notice
Directorships held in other Indian Companies	• CaratLane Trading Private Limited • Titan Commodity Trading Limited	• Titan Company Limited
Committee position held in other companies	CaratLane Trading Private Limited: Board Finance & Governance Committee - Chairman	Titan Company Limited: • Nomination & Remuneration Committee – Member • Risk Management Committee - Member
Number of Shares held in Company	One share, jointly held with Titan Company Limited	Nil

Number of Meetings of the Board attended during the year.	FY 2025-26 - Attended 6 meetings out of 6 meetings conducted during the year	FY 2025-26 – Attended 2 meetings out of 2 meetings conducted post her appointment
Terms and conditions of appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.	As provided in the explanatory statement.
Relationship with Directors, Managers & KMP.	Nil	Nil
Remuneration last drawn	Nil	No remuneration except sitting fees and Board approved commission.
Justification for choosing the appointee for appointment as Independent Director.	NA	NA

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) of shares 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 the Annual general meeting/ Extraordinary general meeting of the company, to be held on the day 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)

ELEVENTH ANNUAL GENERAL MEETING ON 31 July 2026 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

