AGM NOTICE

ANNUAL GENERAL MEETING

DATE
Tuesday, September 29, 2026

TIME
03:00 P.M

VENUE
Deemed venue at registered office of the Company

NOTICE

Notice is hereby given that Thirty-Fourth (34th) Annual General Meeting of the members of Titan Biotech Limited will be held on **Tuesday, September 29, 2026 at 03:00 P.M.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses.

The proceedings of the Thirty-Fourth (34th) Annual General Meeting ("AGM") shall be deemed to be conducted at the Registered Office of the Company at A-902A, RIICO Industrial Area, Phase-III, Bhiwadi, Rajasthan- 301019, which shall be the deemed venue of the AGM.

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS (STANDALONE AND CONSOLIDATED) FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2026 AND THE REPORT OF THE AUDITORS AND DIRECTORS THEREON.**

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

   "RESOLVED THAT the Audited Financial Statements i.e. Standalone and Consolidated Balance Sheet of the Company as at March 31, 2026 and Standalone and Consolidated Profit and Loss Account of the Company for the year ended as on the said date together with the Schedules, Notes on Accounts and Cash Flow Statement ('Annual Financial Statement') and the report of Auditors and Directors including annexures thereon be and are hereby considered, approved and adopted**."**

2. **TO DECLARE DIVIDEND ON EQUITY SHARES OF THE COMPANY.**

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

   "RESOLVED THAT final dividend of Rs. 0.50 (Rupees Fifty Paisa) per equity share of the face value of Rs. 2 each for the year ended March 31, 2026 on 4,13,18,500 Equity Shares of the Company aggregating Rs. 206.593 lakh as recommended by the Board of Directors be declared and that the said Dividend be distributed out of the Profits for the year ended on March 31, 2026."

3. **RE-APPOINTMENT OF MS. SUPRIYA SINGLA (DIN. 03526583), AS A DIRECTOR LIABLE TO RETIRE BY ROTATION**

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

   "RESOLVED THAT Ms. Supriya Singla (DIN. 03526583), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

4. **RE-APPOINTMENT OF MR. SHIVOM SINGLA (DIN. 03615519), AS A DIRECTOR LIABLE TO RETIRE BY ROTATION**

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

   "**RESOLVED THAT** Mr. Shivom Singla (DIN. 03615519), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

5. **INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

   "**RESOLVED THAT** pursuant to the provisions of section 61 and 64 and other applicable provisions of the Companies Act, 2013 ('Act'), read with Companies (Share Capital and Debentures) Rules, 2014, and other rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the shareholders be and is hereby accorded for the increase in Authorized Capital of the Company from 10,00,00,000/- (Rupees Ten Crores) divided into 5,00,00,000 /- (Five Crore) equity shares of Rs. 2/- each to 10,40,00,000/- (Rupees Ten Crores Forty Lakh) divided into 5,20,00,000 /- (Five Crore Twenty Lakh) equity shares of Rs. 2/- each.

   RESOLVED FURTHER THAT the Board be and is hereby authorised to do such acts, things and deeds, necessary in this regard."

6. TO APPROVE ISSUE OF BONUS EQUITY SHARES TO THE MEMBERS OF THE COMPANY

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

"RESOLVED THAT in accordance with Section 63 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Share Capital and Debentures) Rules, 2014 ("Rules"), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and Foreign Exchange Management Act, 1999 ("FEMA") [including any statutory modification(s) or re-enactment(s) of the Act, Rules, SEBI ICDR, SEBI LODR and FEMA for the time being in force] and other applicable regulations, rules and guidelines issued, from time to time, by Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), the Articles of Association of the Company and subject to such permissions, consents and approvals as may be required from the concerned authorities, approval of the members be and is hereby accorded to the Board of Directors of the Company ("the Board", the term which shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalisation of a sum not exceeding Rs. 2,06,59,250/- (Two Crore Six Lakhs Fifty Nine Thousand Two Hundred and Fifty) out of Securities Premium Account of the Company, as per the audited financial statements for the year ended March 31, 2026, for the purpose of issue and allotment of bonus equity shares of Rs. 2/- (Rupee Two only) each, to the eligible members of the Company holding fully paid-up equity shares of the Company whose names appear in the Register of Members/ Beneficial Owners as on the 'Record Date', as may be determined by the Board for this purpose, in the ratio of 1:4 viz. one (1) new bonus equity share for every four (4) existing fully paid-up equity share held by the members and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up equity share capital of the Company held by each such member and not as an income of the members.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company as on the Record Date.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the aforesaid bonus equity shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the equity shares of the Company are listed, as per the provisions of the SEBI LODR and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible shareholders, including but not limited to, allotting the total number of new equity shares representing such fractions to a Trust appointed by the Board of Directors who would hold them in trust for such shareholders and shall, as soon as possible, sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expenses in respect thereof, be distributed among such shareholders who are entitled to such fractions in proportion of their respective fractional entitlements. The amount for capitalization of Securities Premium Account for the purpose of bonus issue and the number of bonus issue, as per the aforesaid resolution, shall be deemed be amended, if required, due the adjustment for the fractional entitlement of the shareholders.

RESOLVED FURTHER THAT pursuant to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosures Requirements), the allotment of shares in bonus issue shall be made in dematerialized form only and thus, in case of members who holds equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, if any, the bonus equity shares shall be transferred to the Suspense Account to be opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard.

RESOLVED FURTHER THAT the allotment of new equity shares to the extent that they relate to Non Resident Members, Foreign Portfolio Investors (FPIs), Persons of Indian Origin (PIO), Overseas Corporate Bodies (OCBs) and other foreign investors of the Company, shall be subject to approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, or any other Regulatory Authority, as may be necessary or applicable.

RESOLVED FURTHER THAT for the purposes of giving effect to the issue, allotment and listing of bonus equity shares as resolved hereinbefore, the Board, Mr. Charanjit Singh, Company Secretary & Compliance Officer of the Company, be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as may be deemed necessary or desirable for such purpose, to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard including without limitation, filing application(s), registration(s), statement(s), e-form(s), if any, and other documents with MCA, SEBI, RBI, BSE Limited, National Securities Depository Limited, Central Depository Services (India) Limited or any other regulatory authority, to give effect to this Resolution."

7. AUTHORIZATION FOR LOANS ETC

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

"RESOLVED THAT in pursuance of Section 185 of the Companies Act, 2013 (the Act), read with the Companies (Meetings of the Board and its Powers) Rules, 2014, and other applicable provisions, if any, of the Act and rules made there-under, as amended or re-stated from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company(hereinafter referred to as 'the Board', which term shall be deemed to include any committee thereof) to give loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the "Entities"), of an aggregate amount upto **Rs. 12 Crores**, in its absolute discretion deem beneficial and in the best interest of the Company."

8. RATIFICATION OF REMUNERATION TO COST AUDITORS FOR FINANCIAL YEAR 2026-27

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the remuneration of Rs. 60,000/-(Rupees Sixty Thousand Only) excluding applicable Tax fixed for payment in connection with the cost audit by M/s Sanjay Kumar Garg & Associates, Cost Accountants, (Firm Registration No. 100292), who were appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027, be and is hereby ratified.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution**."**

9. MORTGAGE OF PROPERTY OF COMPANY FOR BORROWING FUNDS AND PERMISSION UNDER SECTION 180 (1) (a) OF COMPANIES ACT, 2013

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

"RESOLVED THAT, pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the company be and is hereby given to the board of directors of the company to create such charges, mortgages, Pledge and hypothecations in addition to the existing charges, mortgages, Pledge and hypothecations created by the Company, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company in certain events, as the case may be in favour of the Lender(s)/banks/ financial institutions, other investing agencies and trustees for the holders of other instruments to secure rupee/foreign currency loans (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed **Rs. 30 crores** (Rupees Thirty Crores Only) or the aggregate of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies, Jaipur and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company."

10. RE-APPOINTMENT OF MR. ROHIT JAIN (DIN: 07191154) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS W.E.F. SEPTEMBER 30, 2026

To consider and if thought fit, to pass the following resolution as a ***Special Resolution:***

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), read with the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rohit Jain (DIN: 07191154), who was appointed as an Independent Director (Non-Executive) of the Company for a term of five (5) years up to September 30, 2026 and is eligible for being re-appointed as an Independent Director, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years, i.e. September 30, 2026 up to September 29, 2031.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations, Mr. Rohit Jain, be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.

Date: September 3, 2026
Place: Delhi

By Order of the Board
For Titan Biotech Limited

Sd/-
Charanjit Singh
Company Secretary
ACS No. 12726

Registered Office: A-902 A, RIICO. Indl. Area Phase-III,
Bhiwadi, Rajasthan, India, 301019
CIN: L74999RJ1992PLC013387
Email: cs@titanbiotechltd.com
Website:www.titanbiotechltd.com

NOTES

1. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024, General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue.

   In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM. **The deemed venue of the Company for the purpose of AGM shall be its Registered Office at A-902A, RIICO Industrial Area, phase-III, Bhiwadi.**

   In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the relevant MCA Circulars, the 34th AGM of the Company is being conducted through VC/OAVM, and does not require physical presence of members at deemed venue.

2. The Board of Directors have considered Special Business under item no. 5 to 10 being considered unavoidable to be transacted at the AGM. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment or re-appointment at this AGM is annexed.

3. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.

4. The Shareholder may please note that since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Route Map and Attendance Slip are not annexed to this Notice.

5. In terms of the provisions of Section 152 of the Act, Mr. Shivom Singla and Ms. Supriya Singla, Directors of the Company, retire by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend their respective re-appointments. Mr. Shivom Singla and Ms. Supriya Singla, Directors of the Company, are interested in the Ordinary Resolution set out at Item Nos. 3 & 4, respectively, of this Notice with regard to their re-appointment.

   Mr. Suresh Chand Singla, Managing Director, Ms. Manju Singla, Director and Mr. Udit Singla, Whole Time Director, being related to Ms. Supriya Singla, may be deemed to be interested in the resolution set out at **Item No. 3** of this Notice.

   Mr. Naresh Kumar Singla, Managing Director and Mr. Raja Singla, Whole Time Director, being related to Mr. Shivom Singla, may be deemed to be interested in the resolution set out at **Item No. 4** of this Notice..

   Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 4 of this Notice.

6. Details of Directors retiring by rotation at this Meeting are provided in the "**Annexure I**" to this Notice.

7. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Beetal in case the shares are held by them in physical form.

8. Non-Resident Indian Members are requested to inform RTA (Beetal), immediately of:

   a) Change in their residential status on return to India for permanent settlement.

   b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

9. The relevant records and documents connected with the businesses set out in the notice are available for inspection during the meeting on all working days up to the day of the Annual General Meeting except on Sundays and other holidays.

10. The Share Transfer Books and the Register of Members of the Company will remain closed from September 23, 2026 to September 29, 2026 (both days inclusive).

11. Explanatory Statement pursuant to Section 102 of Companies Act, 2013 is annexed hereto and forms part of this notice.

Dispatch of Annual Report through Electronic Mode:

12. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2025-26 is available, is being sent to those members whose e-mail address is not registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

    Members may note that this Notice and Annual Report for the financial year 2025-26 will also be available on the Company's website at www.titanbiotechltd.com, websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com, and on the website of Company's Registrar and Transfer Agent, Beetal Financial & Computer Services (P) Limited ("**Beetal**") at https://beetal.in/.

13. For receiving all communication (including Annual Report) from the Company electronically:

    - Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant. National Securities Depository Limited ("NSDL") has provided a facility for registration / updation of e-mail address through the link: https://eservices. nsdl.com/kyc-attributes/#/login.
    - Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to **Beetal** in case the shares are held by them in physical form.

14. **CDSL E-VOTING SYSTEM – FOR E-VOTING AND JOINING VIRTUAL MEETINGS.**

a) As you are aware, the forthcoming Annual General Meeting ("AGM") of the Company will be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") in compliance with the applicable provisions of the Companies Act, 2013 read with the rules made thereunder, the circulars issued by the Ministry of Corporate Affairs ("MCA"), including General Circular No. 09/2024 dated September 19, 2024, and the applicable circulars issued by the Securities and Exchange Board of India ("SEBI"), as amended or modified from time to time. Accordingly, Members may attend and participate in the AGM through VC/OAVM.

b) 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), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, May 05, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

c) The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

d) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

e) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

f) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, and subsequent circulars the Notice calling the AGM has been uploaded on the website of the Company at http://www.titanbiotechltd.com .The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com . The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) http://www.evotingindia.com.

g) The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA **General Circular No. 09/2024**, dated 19.09.2024, **General Circular No. 0920/2020**, dated 05.05.2020, **General Circular No. 02/2021**, dated 13.06.2021 and **General Circular No. 19/2021**, dated 08.12.2021, **General Circular No. 21/2021**, dated 14.12.2021 and Circular No. 02/2022 dated May 05, 2022 and other circular if any.

15. THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

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. The voting period begins on **September 26, 2026 at 10.00 A.M** and ends on **September 28, 2026 at 5.00 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 **September 22, 2026,** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020,** under 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 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.

iv. 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 and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 evoting is in progress as per the information provided by Company. On clicking the evoting 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/KARVY/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/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	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.nsdl.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.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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

Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	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.

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

- Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 21 09911.
- 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

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

v. 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. Members holding shares in Physical Form should enter Folio Number registered with the Company

vi. Next enter the Image Verification as displayed and Click on Login

vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

viii. 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) • 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. • 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 as mentioned in instruction (v).

ix. After entering these details appropriately, click on "SUBMIT" tab.

x. Members holding shares in physical form will then directly reach the Company selection screen, However, members 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.

xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xii. Click on the EVSN for the relevant <**TITAN BIOTECH LIMITED**> on which you choose to vote.

xiii. 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.

xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xv. 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.

xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote

xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xviii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvii. Shareholders can also cast their vote using CDSL's mobile app "**m-Voting".** The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

16. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on September 22, 2026 may follow the same instructions as mentioned above for e-Voting.

17. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

18. The Board of Directors has appointed Mr. Pankaj Kumar Gupta, Practicing Company Secretary, who shall scrutinize the electronic voting process in fair and transparent manner.

19. The results of resolutions passed shall be declared immediately on furnishing of report by scrutinizers to the Chairman after the 34th Annual General Meeting. The results of resolutions shall be based on the report of Mr. Pankaj Kumar Gupta, Practicing Company Secretary, and voting at 34th Annual General Meeting.

20. Members are requested to intimate to the Company queries, if any, regarding these accounts/ notice at least 7 (seven days) before the meeting to enable the management to keep the information ready at the meeting.

21. Unpaid / Unclaimed Dividend is lying with the Company for the last few years. Shareholders who have not received or claimed dividend may submit their claim immediately to avoid the same being transferred to Investor Education and Protection Fund after period of 7 years or as prescribed under the Companies Act and Rules made thereunder.

The Company had communicated to Shareholders for claiming of dividend for 2018-2019 onwards and also updated list of shareholders on its website whose dividend and shares can be transferred to IEPF if dividend on such shares is not claimed for a period of 7 years. Members who have not so far encashed their dividend warrants for the years from 2018-19 to 2024-25 may approach RTA (Beetal), for payment thereof, to avoid transfer as per the dates mentioned below:

Sr. No.	Dividend for Financial Year	Due Date for Transfer to IEPF
1	2018-2019	N.A.
2	2019-2020	01-11-2027
3	2020-2021	31-10-2028
4	2021-2022	06-11-2029
5	2022-2023	05-11-2030
6	2023-2024	06-11-2031
7	2024-2025	02-11-2032
8	2025-2026	05-11-2033

Members whose shares have been transferred to IEPF may claim the shares by making an application in Form IEPF-5. Detailed procedure and the required documentation for claiming the shares/dividend refund can be accessed at www.iepf.gov.in .

Please note that:

- Login to e- voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the Companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

The results of the voting shall be placed on the website of the Company at www.titanbiotechltd.com and also at CDSL website at www.cdslindia.com .

22. Mr. Pankaj Kumar Gupta, Practicing Company Secretary, has been appointed as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

23. The Chairman shall at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer.

24. The scrutiniser shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, within two working days from the conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast In favor or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

25. The Results declared along with the report of Scrutinizer shall be placed on the website of the Company www.titanbiotechltd.com . The results shall be forwarded immediately to the BSE Limited where shares of the Company are listed.

26. All documents referred to in the Notice will be available for inspection at the Company's Registered Office on all working days, during business hours upon the date of the AGM.

27. A person, whose name is recorded in the register of members or in the register of beneficial owners. maintained by the depositories as on the cut off date i.e **Tuesday, September 22, 2026** is entitle to avail the facility of remote e-voting as well as e-voting at the AGM.

28. Record date for determining the names of members eligible for dividend on equity shares, if approved by the members at the AGM, is **Tuesday, September 22, 2026.**

29. **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM & E-VOTING DURING MEETING ARE AS UNDERs:**

    A. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

    B. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

    C. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

    D. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

    E. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

    F. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

G. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at hrd@titanbiotechltd.com . The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at hrd@titanbiotechltd.com. These queries will be replied to by the Company suitably by email.

H. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

I. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

J. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

30. PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING ANNUAL REPORT AND USER ID/PASSWORD FOR E-VOTING AND UPDATION OF BANK ACCOUNT MANDATE FOR RECEIPT OF DIVIDEND DIRECTLY IN THEIR BANK ACCOUNT THROUGH ELECTRONIC CLEARING SYSTEM OR ANY OTHER MEANS:

Physical Holding	Send a request to the Registrar and Transfer Agents of the Company, BEETAL Financial & Computer Services Private Limited at beetalrta@gmail.com providing 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) for registering email address. Following additional details need to be provided in case of updating Bank Account Details: a) Name and Branch of the Bank in which you wish to receive the dividend, b) the Bank Account type, c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions d) 9 digit MICR Code Number, and e) 11 digit IFSC Code f) a scanned copy of the cancelled cheque bearing the name of the first shareholder.
Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

31. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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

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 hrd@titanbiotechltd.com / beetalrta@gmail.com

For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

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.

33. NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

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.
- 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 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 gu.pankaj@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to:
Name - Mr. Rakesh Dalvi,
Designation - Manager, (CDSL,) Central Depository Services (India) Limited,
Address - A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013
Contact details - email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33.

34. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company / to our RTA.

Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Companies required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ BEETAL Financial & Computer Services Private Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

35. For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Shareholders having valid PAN 7.5% or as notified by the Government of India
Shareholders not having PAN / valid PAN 20% or as notified by the Government of India

PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to beetalrta@gmail.com .

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to beetalrta@gmail.com . The aforesaid declarations and documents need to be submitted by the shareholders.

Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to our RTA, for consolidation into a single folio.

Non-Resident Indian Members are requested to inform our RTA / respective depository participants, immediately of any:

a) Change in their residential status on return to India for permanent settlement.

b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

Members are requested to note that the SEBI circular dated November 3, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the members (holding securities in physical form), whose folio(s) were not updated with the KYC details (viz., PAN; Choice of Nomination; Contact Details; Mobile Number; Bank Account Details and signature, if any) shall be eligible for any dividend payments in respect of such folios, only through electronic mode with effect from April 1, 2024.

To avoid delay in receiving dividend, Members are requested to update their KYC with their depositories (where shares are held in demat mode) and with the Company's Registrar & Share Transfer Agents ("RTA") by submitting the relevant ISR forms duly filled in along with self-attested supporting proofs (where shares are held in physical mode) to receive dividend directly into their bank account. The forms can be downloaded from the website of the RTA and also of the Company.

36. NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

SEBI, vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, and subsequent circulars/master circulars, including the SEBI Master Circular for Registrars to an Issue and Share Transfer Agents vide circular no HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026, has prescribed norms for processing investor service requests and furnishing PAN and KYC details by holders of securities in physical form.

Accordingly, shareholders holding securities in physical form are required to furnish/update their PAN, postal address with PIN code, mobile number, e-mail address, bank account details and specimen signature, as applicable, with the Company's RTA, M/s. Beetal Financial & Computer Services Private Limited ("BEETAL"). Physical folios without the requisite PAN/KYC details may be required to furnish such details before availing certain investor service requests or grievance redressal facilities. Dividend and other eligible payments in respect of such folios shall be made through electronic mode, subject to updation of the requisite details, in accordance with applicable SEBI requirements.

The prescribed forms are available on the Company's website at https://titanbiotechltd.com/investor/important-information/ and on the RTA's website at https://beetal.in/investor-services/#Investor_Forms. Shareholders are advised to update their PAN/KYC details with the RTA and, where applicable, their nomination details with the RTA/Depository Participant..

37. ISSUE OF SECURITIES IN DEMATERIALISED FORM

SEBI, vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, and the SEBI Master Circular for Registrars to an Issue and Share Transfer Agents (RTA) vide circular no HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026, has prescribed that securities shall be issued only in dematerialised form while processing specified investor service requests, including issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange, endorsement, sub-division/splitting, consolidation, transmission and transposition. Accordingly, members holding securities in physical form are advised to dematerialise their holdings to facilitate seamless processing of investor service requests and to avail the benefits of holding securities in dematerialised form.

38. PROCESS FOR AVAILING VARIOUS INVESTOR SERVICE REQUESTS

Members are requested to refer to the SEBI Master Circular for Registrars to an Issue and Share Transfer Agents dated February 6, 2026, as amended from time to time, prescribing common and simplified norms for processing investor service requests. Members are advised to use the prescribed forms and ensure submission of the requisite documents/details before making any service request to the Company/RTA.

Date: September 3, 2026
Place: Delhi

By Order of the Board
For Titan Biotech Limited

Sd/-
Charanjit Singh
Company Secretary
ACS No. 12726

Registered Office: A-902 A, RIICO. Indl. Area Phase-III,
Bhiwadi, Rajasthan, India, 301019
CIN: L74999RJ1992PLC013387
Email: cs@titanbiotechltd.com
Website:www.titanbiotechltd.com

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 5

The Authorised Share Capital of the Company is 10,00,00,000/- (Rupees Ten Crores) divided into 5,00,00,000 /- (Five Crore) equity shares of Rs. 2/- each. The Paid Up Equity Share Capital is Rs. 8,26,37,000 /- (Eight Crores Twenty Six Lakhs Thirty Seven Thousand only) divided into 4,13,18,500 (Four Crores Thirteen Lakhs Eighteen Thousand and Five Hundred) equity shares of Rs. 2/- each. The Board of Directors of your Company have recommended a bonus issue of equity shares to existing shareholders.

These will require the Authorised Share Capital of the Company to be increased. Therefore, pursuant to the provisions of Section 61 of the Act, the Company proposes to seek Members' approval for the increase in Authorised Share Capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crores) divided into 5,00,00,000 /- (Five Crore) equity shares of Rs. 2/- each to Rs. 10,40,00,000/- (Rupees Ten Crores Forty Lakh) divided into 5,20,00,000 /- (Five Crore Twenty Lakh) equity shares of Rs. 2/- each. The Board recommends passing of **Resolution no. 5** as an Ordinary resolution.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are interested, financially or otherwise, if any in the **Resolution No. 5** of the accompanying Notice except to the extent of their Shareholding, if any in the Company.

Item No. 6

The Board of Directors of your Company at their meeting held on **September 3, 2026,** have considered and approved a bonus issue of 1:4 i.e. 1 (One) equity share will be allotted as bonus shares for every 4 (Four) equity shares held by the member as on the record date to be fixed by the Board. The bonus issue will result in fractional entitlements for shareholders who do not hold shares in multiple of 4 as on record date and the Trust appointed by the Board, will accumulate such fractional entitlements and with approval of Board, sell the same for the benefit of such shareholders and pay net sale proceeds after deduction of expenses, taxes, statutory levies etc as incurred or imposed on such transactions and in accordance with applicable law.

This is done by way of capitalisation of a sum not exceeding Rs. 2,06,59,250/- (Two Crore Six Lakhs Fifty-Nine Thousand Two Hundred and Fifty) out of the securities premium account of the Company for the purpose of the issue of bonus equity shares of Rs. 2/- each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company as on record date. The record date will be uploaded on the websites of the Stock Exchanges (BSE) as well as on the website of the Company.

The bonus issue shall also entail appropriate adjustments, wherever applicable, in respect of:

- Unclaimed shares held by the Company on behalf of shareholders;
- Shares transferred to the Investor Education and Protection Fund (IEPF) pursuant to the provisions of the Companies Act, 2013; and
- Any other securities or entitlements requiring adjustment in accordance with applicable laws and regulations,as on the Record Date, on a proportionate basis.

The issue of bonus equity shares is subject to Members' approval in terms of Section 63 of the Companies Act, 2013 and any other applicable statutory and regulatory approvals.

Article 34 of the Articles of Association of the Company permits capitalisation of any part of the amount for the time being standing to the credit of the securities premium account and capital redemption reserve account or any other permissible reserve account of the Company as may be considered necessary, for the purpose of issue of fully paid-up bonus shares.

Members are requested to note that in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only. Accordingly, with respect to the bonus shares of members holding equity shares in physical form, the said bonus shares shall be credited in dematerialised form to a demat suspense account or to a demat account in the name of trust to be settled by the Company as per details mentioned in this notice. The voting rights on the bonus equity shares held in the demat suspense account / trust account, shall remain frozen.

Pursuant to proviso to Regulation 295 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the bonus issue shall be implemented within two months subject to necessary approvals from the date of the meeting of the Board of Directors. Accordingly, the Company will take the requisite steps for implementing the aforesaid corporate actions with the prescribed statutory timeline.

The Company hereby confirms that :

i. the proposed issue of bonus equity shares is not in lieu of dividend;

ii. it has not defaulted in payment of interest or principal in respect of fixed deposit or debt securities issued by it;

iii. it has not defaulted in respect of the payment of statutory dues of the employees such as contribution to Provident fund, gratuity and bonus; and

iv. there are no outstanding partly-paid shares on the date of this Notice.

The approval of the Members is sought for capitalization of the amount standing to the credit of the free reserves and/or securities premium account of the Company and for the issuance of bonus equity shares on the terms and conditions set out in the Resolution. Accordingly, the amount standing to the credit of free reserves and/or the securities premium account for the purpose of issue of bonus equity shares the terms and conditions set out in the resolution. The Board recommends passing of **Resolution no. 6** as an Ordinary resolution.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, in the resolutions set forth in **Resolution No 6.** of the Notice except to the extent of their shareholding, if any and held by them in the Company.

Item No. 7

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting. It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the "Entities") of an aggregate amount upto Rs. 12 Crores, from time to time, for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the **Item no. 7** of the notice.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

Directors namely Mr. Suresh Chand Singla, Mr. Naresh Kumar Singla, Mrs. Manju Singla, Mr. Raja Singla and Relatives of Key Managerial Personnel namely Mr. Udit Singla, Ms. Supriya Singla and Mr. Shivom Singla and all above named Companies are interested in above Resolution and hence not entitled to participate in discussion or vote on the Resolution.

The Board recommends the **Special Resolution** set out at **Item No. 7** of the Notice for approval by the Members. No other Director or Key Managerial Personnel of the Company is concerned or interested in the resolution.

Item No. 8

The Board, on the recommendation of the Audit Committee, has approved in its board meeting held in **September 3, 2026,** the appointment of M/s Sanjay Kumar Garg & Associates, Cost Accountants, FRN 100292, at a remuneration of Rs. 60,000/- (Rupees Sixty Thousand Only) excluding applicable Tax to conduct the Cost Audit of the Company for the financial year 2026-2027.

In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit & Auditor Rules), 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution. The Board recommends the **Ordinary Resolution** set out at **Item No. 8** of the Notice for approval by the Members.

Item No. 9

The Company is borrowing funds from banks, other lenders for business needs. The borrowing of funds would require creation of mortgage or charge on the property of Company. The Company is required to create mortgage or charge on property of Company for the purpose of taking secured loan or credit facilities. Creation of mortgage or charge on property contains inherent right to sell the property in case of failure of borrower to repay money with interest. Therefore, permission of shareholders is required by means of a special resolution under section 180 (1) (a) of Companies Act for sale of property or disposal of property in case of failure of Company to repay the money with interest and hence approval of shareholders is being taken.

None of the Directors, KMP's and members (being relative as per Companies Act and rules there under) interested in this resolution are entitled to vote on this resolution. The Board recommends the **Special Resolution** set out at **Item No. 9** of the Notice for approval by the Members.

Item No. 10

The members at their 29th Annual General Meeting held on September 24, 2021 had appointed Mr. Rohit Jain as an Independent Director of the Company for first term of five consecutive years from July 26, 2021 for 5 consecutive years up to September 30, 2026, pursuant to the provisions of Companies Act, 2013 ('the Act') and SEBI Listing Regulations. His first term will be coming to an end on September 30, 2026.

The Nomination & Remuneration Committee (NRC), after taking into account the performance evaluation report of Mr. Rohit Jain during his first term of 5 (Five) years and considering his knowledge, acumen, expertise, substantial contribution and time commitment, at its meeting held on **September 3, 2026**, has recommended to the Board his reappointment for a second term of 5 (Five) years w.e.f September 30, 2026. The NRC has considered his diverse skills, leadership traits, expertise in financial and investment management, and vast business experience, among others, as some of the capabilities required for this role. In accordance with the provisions of Section 149(10) of the Act and Regulation 25(2A) of SEBI Listing Regulations, re-appointment of Independent Director will be subject to the approval of Members by way of a special resolution.

The Board, considers that, given Rohit Jain's professional background, experience and contributions made by him during his tenure, the continued association of Rohit Jain would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Rohit Jain as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company, on the basis of recommendation of NRC.

He is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"). He has confirmed that he is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given his consent to act as Director of the Company.

The Company has also received declaration from Rohit Jain that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. In the opinion of the Board, Rohit Jain fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of Management.

In connection with the above, a notice in writing in the prescribed manner as required by section 160 of the Act and Rules made thereunder, has been received by the Company, regarding candidature of Rohit Jain for the office of the director. The requisite details of Mr. Rohit Jain, as required under Secretarial Standard-2 and SEBI Listing Regulations, are annexed to this Notice.

None of the Directors or Key Managerial Personnel or their relatives, except Rohit Jain is directly or indirectly concerned or interested, financially or otherwise, in the special resolution set out in **Item No. 10** of the notice.

The Board of Directors based on the recommendation of NRC considers the re-appointment of Rohit Jain as an Independent Director in the interest of the Company and recommends the special resolution set out at **Item No. 10** of the Notice for approval by members

Date: September 3, 2026
Place: Delhi

By Order of the Board
For Titan Biotech Limited

Sd/-
Charanjit Singh
Company Secretary
ACS No. 12726

Registered Office: A-902 A, RIICO. Indl. Area Phase-III,
Bhiwadi, Rajasthan, India, 301019
CIN: L74999RJ1992PLC013387
Email: cs@titanbiotechltd.com
Website:www.titanbiotechltd.com

Annexures to the Notice dated September 3, 2026

Annexure I - Details of Directors retiring by rotation at the Meeting:

MS. SUPRIYA SINGLA

Age	37 Years
Qualifications	Post Graduate Diploma in Management (PGDM)
Experience (including expertise in specific functional area) / Brief Resume	Ms. Supriya Singla has been a Non-Executive, Non-Independent Director of Titan Biotech Limited since 2012, possessing vast expertise in Marketing.
Terms and Conditions of Re-appointment	Appointed as director liable to retire by rotation
Remuneration last drawn (including sitting fees, if any) (FY 2025-26)	Nil
Remuneration proposed to be paid	Not Applicable
Date of first appointment on the Board	01/10/2012
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2026	Ms. Supriya Singla directly holds 2,72,465 (0.66%) equity shares of Rs. 2/- each of the Company.
Relationship with other Directors / Key Managerial Personnel	Mr. Suresh Chand Singla, Managing Director, is the father of Ms. Supriya Singla, while Mrs. Manju Singla, Director, is Ms. Supriya Singla's mother. Mr. Udit Singla, Whole Time Director is the brother of Ms. Supriya Singla.
Number of meetings of the Board attended	Ms. Supriya Singla attended 13 meetings during the Financial Year 2025-2026.
Directorships of other Boards as on March 31, 2026	**a.** Titan Biotech Limited **b.** Suptex Industries Private Limited **c.** Titan Agritech Limited **d.** Peptech Biosciences Limited **e.** Titan Animal Nutrition Private Limited
Membership / Chairmanship of Statutory Committees of other Boards as on March 31, 2026	Not Applicable
Listed entities from which the Director has resigned in the past three years	Not Applicable

MR. SHIVOM SINGLA

Age	34 Years
Qualifications	Financial & Investment Analysis from Amity University
Experience (including expertise in specific functional area)/ Brief Resume	Mr. Shivom Singla has been with the Company since October 1, 2019, initially serving as Vice President-Bulk. Subsequently, he was appointed as a Whole Time Director at the 31st Annual General Meeting of the company held in the year 2023.
Terms and Conditions of Re-appointment	Appointed as director liable to retire by rotation
Remuneration last drawn (including sitting fees, if any) (FY 2025-26)	Rs. 141 Lakhs
Remuneration proposed to be paid	Not Applicable
Date of first appointment on the Board	01/10/2023
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2026	Mr. Shivom Singla directly holds 1,77,000 (0.43%) equity shares of Rs. 2/- each of the Company.
Relationship with other Directors / Key Managerial Personnel	Mr. Naresh Kumar Singla, Managing Director, is the father, and Mr. Raja Singla, Whole Time Director, is the brother of appointee Director.
Number of meetings of the Board attended	He attended 10 meetings during the Financial Year 2025-2026.
Directorships of other Boards as on March 31, 2026	**a.** Phoenix Bio Sciences Private Limited **b.** Emprise Productions Private Limited **c.** Stalwart Nutritions Private Limited **d.** Titan Biotech Limited **e.** Titan Animal Nutrition Private Limited
Membership / Chairmanship of Statutory Committees of other Boards as on March 31, 2026	Not Applicable

Titan Biotech

Listed entities from which the Director has resigned in the past three years	Not Applicable

MR. ROHIT JAIN

Age	37 Years
Qualifications	Lawyer, Managing Partner at Singhania & Co. LLP.
Experience (including expertise in specific functional area) / Brief Resume	Having 12 years of experience. Currently Partner in Singhania & Co LLP. He have a working experience with Amarchand & Mangaldas & Suresh A Shroff & Co, OrthoHeal Pvt Ltd, Ben & Gaws Private Limited, Shri JJT University, PadUp Ventures, IIM Calcutta Innovation Park.
Terms and Conditions of Re-appointment	Appointed in the category of Non-Executive Independent Director for a period of 5 (five) years
Remuneration last drawn (including sitting fees, if any) (FY 2025-26)	Not Applicable
Remuneration proposed to be paid	Not Applicable
Date of first appointment on the Board	July 26, 2021
Shareholding in the Company including shareholding as beneficial owner as on March 31, 2026	Nil
Relationship with other Directors / Key Managerial Personnel	Mr. Rohit Jain is not related to any of the Directors on the Board.
Number of meetings of the Board attended	He attended 14 meetings during the Financial Year 2025-2026.
Directorships of other Boards as on March 31, 2026	a. Millennials Giving Back Foundation b. Titan Biotech Limited c. Peptech Biosciences Limited d. Jadebiz Services (India) Private Limited e. E2FA Foundation f. Regent India Solutions Private Limited g. Swastik Hi-Tech Innovation Private Limited h. Waara-Space Solutions Private Limited i. Kestavaa Hybrid-Energy (Rajasthan) Private Limited j. Idcsprotech Solutions Private Limited k. Concare Healthtech Private Limited
Membership / Chairmanship of Statutory Committees of other Boards as on March 31, 2026	**Titan Biotech Limited** • Audit Committee- Chairperson • Nomination & Remuneration Committee-Member • Stakeholders Relationship Committee- Chairperson • Corporate Social Responsibility Committee- Chairperson **Peptech Biosciences Limited** • Audit Committee- Chairperson • Nomination & Remuneration Committee-Member
Listed entities from which the Director has resigned in the past three years	Not Applicable

Date: September 3, 2026
Place: Delhi

By Order of the Board
For Titan Biotech Limited

Sd/-
Charanjit Singh
Company Secretary
ACS No. 12726

Registered Office: A-902 A, RIICO. Indl. Area Phase-III,
Bhiwadi, Rajasthan, India, 301019
CIN: L74999RJ1992PLC013387
Email: cs@titanbiotechltd.com
Website:www.titanbiotechltd.com