



# Route Map





## COMPANY INFORMATION

### Board of Directors

Mrs. Manju Singla

Mr. Suresh Chand Singla

Mr. Naresh Kumar Singla

Mr. Kailash Chand Gupta

Mr. Rakesh Kumar Gupta

Mr. Ravinder Gupta

Managing Director

Director

Director

Director

Director

Director

### Company Secretary & Compliance Officer

Ms. Aditi Jha

### Auditors

Sunita Agrawal & Co.

Chartered Accountants

1/35A, Lalita Park, Near Gurudwara, Laxmi Nagar, Delhi-110092

### Bankers

Punjab National Bank

### Registered Office:

A-2/3, 3rd Floor, Lusa Tower, Azadpur

Commercial Complex, Delhi-110033

### Registrar & Share Transfer Agent

BEETAL Financial & Computer Services Pvt. Ltd.

BEETAL HOUSE, 99, Madangir, behind LSC,

Near Dada Harsukhdas Mandir,

New Delhi - 110062

Ph. No. : 011-29961281-83



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# TITAN SECURITIES LIMITED

## TITAN SECURITIES LIMITED

**Regd. Office:** A-2/3, Third Floor, Lusa Tower, Azadpur Commercial Complex, Delhi 110033

**Website:** [www.titansecuritiesltd.com](http://www.titansecuritiesltd.com)

**CIN:** L67190DL1993PLC052050, **Email:** [titan.securities@yahoo.com](mailto:titan.securities@yahoo.com)

**Ph.:** 011-27674181, **Fax:** +91-11-47619811,

### NOTICE

Notice is hereby given that 25<sup>th</sup> Annual General Meeting of members of Titan Securities Limited will be held on Friday, 29<sup>th</sup> September, 2017 at 10:30 AM at E-130, Sector-5, Bawana Industrial Area, Delhi – 110039, to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements(including Consolidated Financial Statements)for the period ended on 31<sup>st</sup> March, 2017 and the report of the Auditors and Board of Directors thereon.
2. To appoint a Director in place of Mr. Suresh Chand Singla (DIN 00027706), who retires by rotation in this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To ratify appointment of M/s Sunita Agrawal & Company, as statutory auditors for the financial year 2017-18 and to fix their remuneration

#### **SPECIAL BUSINESS:**

##### **4. Appointment of Mr. Ravinder Gupta as independent director for 4 years**

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

##### **Ordinary Resolution:**

**“RESOLVED THAT** Mr. Ravinder Gupta appointed as additional director and whose period of office expires at this Annual General Meeting be and is hereby appointed as independent director of the company for a period of 4 years from the date of this AGM, not liable to retire by rotation.”

##### **5. Approval for Related Party Transactions**

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution:**

**“RESOLVEDTHAT**pursuant to the provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 read with the applicable provisions of the Companies (Meetings of Board and its powers) Rules, 2014, consent of the Company be and is hereby accorded to the Board of Directors of the Company for contracts entered into or for contracts to be entered into with Related Parties as under:

S.No.	Name of Related Party	Maximum Limit	Nature of Transactions
1.	Titan Biotech Limited	Rs. 20 Crores	Loan/Repayment/Investment/Guarantee
2.	Connoisseur Management Services Pvt. Ltd.	Rs. 5 Crores	Loan/Repayment/Investment/Guarantee
3.	Tanita Leasing & Finance Ltd.	Rs. 10 Crores	Loan/Repayment/Investment/Guarantee
4.	Tee Eer Securities & Financial Services Pvt. Ltd	Rs. 5 Crores	Loan/Repayment/Investment/Guarantee
5.	Peptech Biosciences Limited	Rs. 10 Crores	Loan/Repayment/Investment/Guarantee



i.e. the related party(ies) namely Titan Biotech Limited, Connoisseur Management Services Pvt. Ltd., Tanita Leasing & Finance Limited, Tee Eer Securities & Financial Services Pvt. Ltd. and Peptech Biosciences Limited can enter into transactions with the Company by way of inter corporate loans or making investments, disinvestments, provide any security or guarantee or take inter corporate loans or a combination thereof or provide security or guarantee for any loan or credit facilities to any related party upto a maximum limit of Rs. 20 Crores for Titan Biotech Limited , Rs. 5 Crores for Connoisseur Management Services Private Limited , Rs. 10 Crores for Tanita Leasing & Finance Limited, Rs. 5 Crore for Tee Eer Securities & Financial Services Private Limited and Rs. 10 Crore for Peptech Biosciences Limited.”

## 6. Borrowing of Money

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

“RESOLVED THAT pursuant to the provisions of Section 180 of the Companies Act, 2013 and other applicable provisions if any, approval of shareholders is hereby given to the Board to borrow money beyond the limits specified in above Sections under the Companies Act, upto a maximum amount of Rs. 50 Crores and create charge or mortgage on the property of company as may be required for all business purposes.”

## 7. Reappointment of Mrs. Manju Singla, (DIN 00027790) Managing Director and approval of Remuneration payable to her

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

“RESOLVED THAT pursuant to provisions of Section 196, 197, 198, 203 and any other provisions of the Companies Act, 2013 and the rules made thereunder (including statutory modifications or reenactments thereof for the time being in force) read with Schedule V to the Companies Act, 2013, the reappointment of Mrs. Manju Singla, (DIN 00027790) as Managing Director of the Company be and is hereby confirmed for a period of 3 years from 1<sup>st</sup> October, 2017 to 30<sup>th</sup> September, 2020 on such remuneration as approved by the Nomination and remuneration Committee of the Board of Directors of Company from time to time. The remuneration shall be Rs. 1,00,000/- per month for the financial year 2017-18 subject to deduction of tax at source provided that the annual increment shall be as may be based on evaluation of performance and financial position of company and as may be approved in accordance with law.

FURTHER RESOLVED THAT in case of inadequacy of profits, the remuneration shall be payable as per Schedule V of the Companies Act, 2013 within the limits fixed under the said schedule. “

By Order of the Board  
For **Titan Securities Limited**

Date: 31.08.2017

Place: Delhi

Aditi Jha  
Company Secretary  
M.No. A43114



## NOTES

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself. A proxy need not be a member of the Company. However, proxies in order to be effective must be received at the Registered Office of the Company not less than forty-eight hours before the Annual General Meeting.**
2. The Share Transfer Books and the Register of Members of the Company will remain closed from 23<sup>th</sup> September, 2017 to 29<sup>th</sup> September, 2017 (both days inclusive).
3. Explanatory Statement pursuant to Section 102 of Companies Act, 2013 is annexed hereto and forms part of this notice.
4. Corporate members intending to send their authorized representatives are requested to send to the company a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, NECS, ECS, mandate form, nominations, power of attorney, change of address, change of name, email address, contact numbers etc to their respective Depository Participants . Changes intimated to DP will automatically get reflected in company and Registrar records. Members holding shares in physical form may intimate all such changes to the Registrar and Share Transfer Agent namely BEETAL Financial & Computer Services Pvt. Ltd. The Company has obtained connectivity from CDSL & NSDL. Equity shares of the company may be held in Electronic Form with any Depository Participant with whom the members / Investors have their depository account. In case of any query / difficulty in any matter may contact our Registrar and Share Transfer Agent namely BEETAL Financial & Computer Services Pvt. Ltd., BEETAL HOUSE, 3rd Floor, 99, Madangir, Behind LSC, Near Dada Harsukhdas Mandir,, New Delhi - 110062.
6. **Voting through Electronic Means**  
The instructions for shareholders voting electronically are as under:
  - (i) The voting period begins on 25<sup>th</sup> September, 2017 at 10.00 A.M and ends on 28<sup>th</sup> September, 2017 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 22<sup>nd</sup> September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iv) Click on Shareholders.
  - (v) 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](http://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:



	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	<p>Enter your 10 digit alpha -numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field. Sequence no. is printed separately.</li><li>• In case the sequence no. is less than 8 digits enter the applicable no. of '0's before the number after the first two character of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence no. 1 then enter RA000000001 in the PAN field.</li></ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<p>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.</p> <ul style="list-style-type: none"><li>• 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).</li></ul>

- (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 SECURITIES 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 loginpassword then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)





7. (i) The Board of Directors has appointed M/s NKS & Company, Company Secretaries, who shall scrutinize the electronic voting process in fair and transparent manner.
- (ii) The results of resolutions passed shall be declared within two days of furnishing of report by scrutinizers to the Chairman after the 25<sup>th</sup> Annual General Meeting. The results of resolutions shall be based on the report of M/s NKS & Company, Company Secretaries, and voting at 25<sup>th</sup> Annual General Meeting.
- (iii) Members are requested to intimate to the Company queries, if any, regarding these accounts/ notice atleast 7 (seven days) before the meeting to enable the management to keep the information ready at the meeting.
- (iv) 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.

## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

As required by section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 7 of the accompanying Notice:

### **Item No. 4**

Mr. Ravinder Gupta was appointed as additional director by the Board of Directors. His appointment shall cease at this Annual General Meeting. It is therefore, proposed to reappoint him as independent director of the Company, not liable to retire by rotation for a period of 4 years. The Company has received a deposit of Rs. 1,00,000/- from Mr. Ravinder Gupta alongwith his consent for appointment as independent director of company. The deposit shall be kept by the company. In case he is appointed as director by the shareholder or gets 25% votes of the total number of votes cast, the deposit shall be refunded to him. In case he does not get appointed then the deposit made shall be forfeited by company. None of the directors or Key Managerial Personnel are interested in above Resolution.

### **Item No.5.**

The Company had taken and /or will take loan(s) from related party (ies) for its business needs. The Company had also given loans for various business needs of related parties. Titan Biotech Limited, Tanita Leasing & Finance Limited, Connoisseur Management Services Private Limited, Peptech Biosciences Limited and Tee Eer Securities & Financial Services Private Limited are all related parties. , Mr. Suresh Chand Singla and Mr. Naresh Kumar Singla are directors on the Board of all above Companies. Further, Mrs. Manju Singla is also director on the Board of Titan Biotech Limited, Tanita Leasing & Finance Limited and Peptech Biosciences Limited. All the above parties are interested in this Resolution and hence all above entities are not entitled to vote on this resolution. The Board



recommends passing of the above Resolution as a Special Resolution in view of the various transactions being entered with related parties during the year and compliance of law pertaining to the same. The transactions are at arm's length and in the ordinary course of business. The nature of transactions of related parties are inter corporate loans, advances, investments, guarantees, borrowings etc from/to related parties and also detailed in the Notes to the Financial Statements. No other director or Key Managerial Personnel is interested in this Resolution.

**Item no. 6**

The Company may have to borrow money or invest funds which may exceed the limits specified under Section 180 of Companies Act, 2013. The approval of shareholders is therefore being sought under above Sections by passing of Special Resolution for exceeding the limits specified upto a maximum limit of Rs. 50 Crores. The existing Borrowing and investments of Company are disclosed in detail in the Financial Statements of the Company. The main business of the Company is to invest its funds in financial services and therefore the approval is being sought to allow the Board to take benefit of all opportunities coming its way in promoting the business interests of the Company. None of the Directors or Key Managerial Personnel are interested in the above Resolution.

**Item no. 7**

Mrs. Manju Singla is the Managing Director of the Company. She is one of the promoters of the Company. Mrs. Manju Singla present term as Managing Director is to expire on 30<sup>th</sup> September, 2017. She was reappointed subject to approval of shareholders for a period of 3 years in the nomination and remuneration committee meeting, appointment commencing from 1<sup>st</sup> October, 2017 to 30<sup>th</sup> September, 2020 on such remuneration as may be fixed in accordance with law and the annual increment as per the decision of the Nomination and Remuneration Committee depending upon directors performance, evaluation and company performance. The approval of Shareholders is also sought for the limits for fixing remuneration or any increase in the same during the period of appointment as per Schedule V to the Companies Act, 2013 in case of absence or inadequacy or profits.

Board considers that her continued association would be of immense benefit to the company and it is desirable to continue to avail services of Managing Director. Accordingly, the Board recommends the resolution in the relation to the reappointment of Mrs. Manju Singla, as Managing Director, subject to approval by the shareholders of the company.

Mrs. Manju Singla, Mr. Suresh Chand Singla and Ms. Supriya Singla being members of same family are considered to the concerned or interested and hence not entitled to vote on this Resolution. No or director of key managerial personnel is interested in this Resolution.

By Order of the Board  
For Titan Securities Limited

Date: 31.08.2017

Place: Delhi

Aditi Jha  
Company Secretary  
M.No. A43114