



TITAN SECURITIES LIMITED



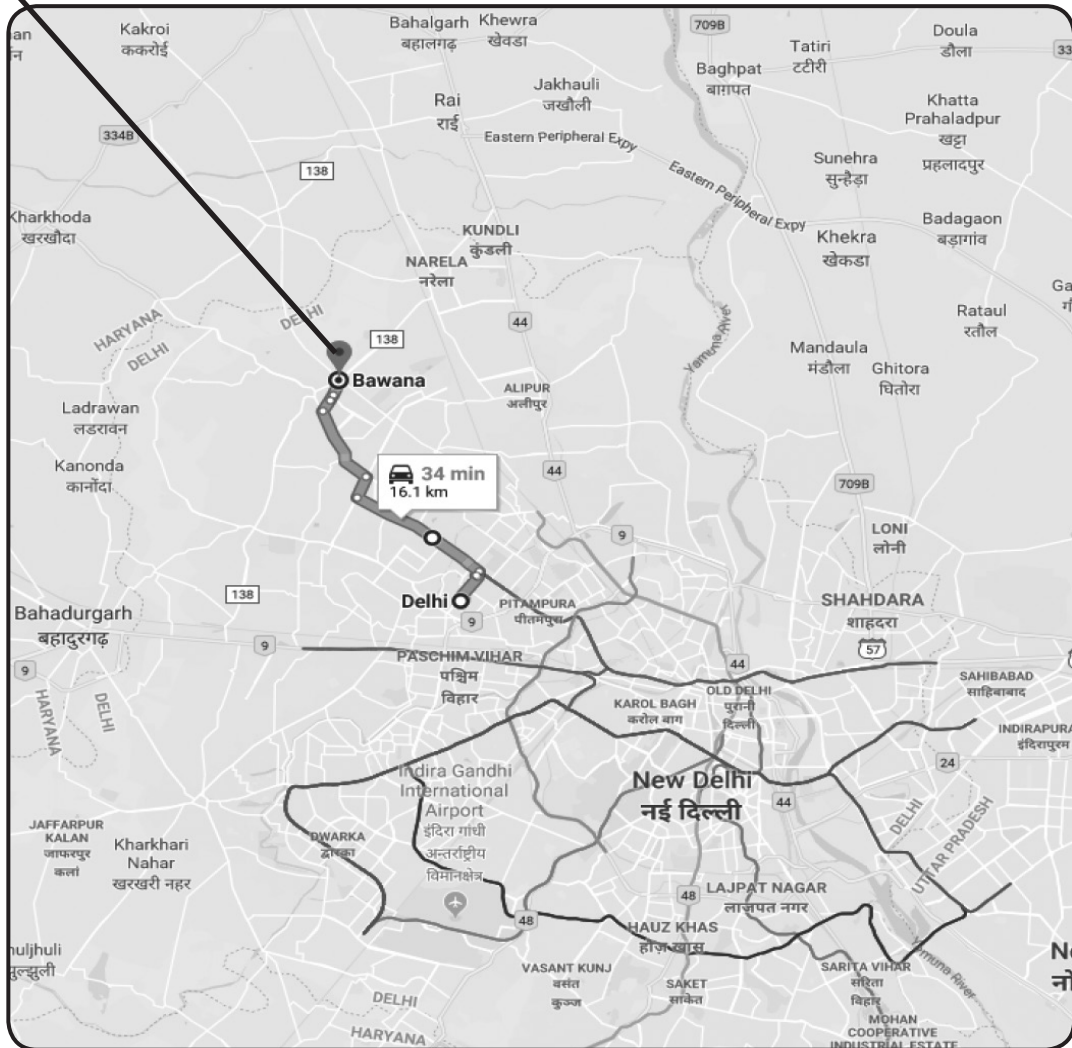
TSL

27th
ANNUAL REPORT
2018-19



**AGM Venue
for
Titan Securities Limited**

Route Map





COMPANY INFORMATION

Board of Directors

Mrs. Manju Singla

Mr. Suresh Chand Singla

Mr. Naresh Kumar Singla

Mr. Aashish Dalmia

Mr. Ajay Radheshyam Bansal

Managing Director

Director

Director

Director

Director

Company Secretary & Compliance Officer

Ms. Akansha Sharma

(Formerly Ms. Himanshi Negi)

Statutory Auditors

Sunita Agrawal & Co.

Chartered Accountants

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

Internal Auditors

Prem Mishra & Co.

Chartered Accountants

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 Private Limited

Beetal House, 3rd Floor, 99, Madangir, behind LSC,

Near Dada Harsukhdas Mandir, New Delhi 110062.

Phone No.: 011-29961281-83

email:beetal@beetalfinancial.com

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TITAN SECURITIES LIMITED

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

Website: www.titansecuritieslimited.com

CIN: L67190DL1993PLC052050, **Email:** titan.securities@yahoo.com

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

NOTICE

Notice is hereby given that 27th Annual General Meeting of members of Titan Securities Limited will be held on Monday, 30th September, 2019 at 10:30 AM at E-130, Sector-5, Bawana Industrial Area, Delhi –110039, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Annual Audited Financial Statements (Including Consolidated Financial Statements) for the Financial Year 2018-19 together with the report of Auditors thereon.

To consider and adopt the Standalone and Consolidated Balance Sheet of the Company as at 31st March, 2019 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 thereon and in this regard, pass the following resolutions, with or without modification(s), as **Ordinary Resolution:**

"RESOLVED THAT, the Standalone and Consolidated Balance Sheet of the Company as at 31st March, 2019 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 be and are hereby considered and adopted."

2. Adoption of Directors' Report for the Financial Year 2018-19

To consider and adopt the Directors' Report, inter-alia, containing the Directors' Responsibility Statement for the financial year ended 31st March 2019 ('Directors Report') and in this regard, pass the following resolutions, with or without modification(s), as **Ordinary Resolution:**

"RESOLVED THAT, the Directors' Report, inter-alia, containing the Directors' Responsibility Statement for the financial year ended 31st March 2019 ('Directors Report'), be and are hereby considered and adopted."

3. Re-appointment of Mr. Suresh Chand Singla (DIN: 00027706) as a Director on being retired by rotation

To appoint a Director in place of **Mr. Suresh Chand Singla (DIN: 00027706)**, who retires by rotation and being eligible, offers himself for re-appointment.

Rational: Mr. Suresh Chand Singla (DIN: 00027706), being longest in the office and being the Director liable to retire by rotation is proposed to retire at the ensuing Annual General Meeting.



Considering his contribution to the success of the Company, it is proposed to re-appoint him as a Director.

Therefore, members are requested to consider and if thought fit, to pass the following resolution, with or without modification(s), as **Ordinary Resolution**:

“RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions if, any, of the Companies Act, 2013, read with applicable article of the Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Suresh Chand Singla (DIN: 00027706), as a Director of the Company, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.”

SPECIAL BUSINESS:

4. Regularization of appointment of Mr. Aashish Dalmia (DIN: 08097120) from Additional Independent Director to Independent Director

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

“RESOLVED THAT pursuant to provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act,2013 and read rules of the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment for the time being in force) and as per applicable Regulations and schedules of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 the consent of the members be and are hereby accorded for regularization of appointment of Mr. Aashish Dalmia (DIN: 08097120) from Additional Independent Director to Independent Director, as appointed by Board of Directors, in their meeting held on 20th March, 2019, on the basis of the performance evaluation to hold office for a period of five years w.e.f. 30th September, 2019, and a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

5. Approval for Related Party Transactions

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

“RESOLVED THAT 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 namely Titan Biotech Limited, Connoisseur Management Services Private Limited, Tanita Leasing & Finance Limited, Tee Eer Securities & Financial Services Pvt. Ltd, Peptech Biosciences Limited and Titan Media Limited for all transactions to be mentioned of related party transaction upto a maximum limit of Rs. 60 Crores.



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all deeds, applications, documents and writings that may be required on behalf of the company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.”

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 (1) (c) and rules 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. 60 Crores and create charge or mortgage on the property of company as may be required for all business purposes.”

7. To approve the upward revision in the remuneration of Mrs. Manju Singla, Managing Director of the Company

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 196, 197, 198, 201 and other applicable provisions, if any, of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and subject to applicable provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, consent of the Shareholders of the Company be and is hereby accorded for the upward revision of remuneration of Mrs. Manju Singla, Managing Director of the Company on the following terms & conditions, effective from 1st of April, 2019

PARTICULARS	:	AMOUNT
Basic Salary	:	1,50,000 p.m. .
House Rent Allowance	:	75000 p.m.
Medical Allowance	:	15,000 p.m.
Conveyance	:	15,000 p.m.
Other Allowances	:	45,000 p.m.
Total in hand salary	:	3,00,000 p.m.

RESOLVED FURTHER THAT, so long as Mrs. Manju Singla functions as the Managing Director of the Company, and draws the remuneration mentioned in the foregoing resolution, she will not be entitled to any fee for attending meetings of the Board of Directors or any Committee thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the



Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

Date: 02nd September, 2019
Place: Delhi

Akansha Sharma
(Company Secretary)
M. No.: A53391

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. The Appointment of proxy shall be in the form no. MGT-11. The Blank Proxy Form (MGT-11) Is Attached with Notice. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.**
2. As per section 105 of the companies act, 2013 and relevant rules made there under, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent (10%) of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the company.
4. The relevant records and documents connected with the businesses set out in the notice are available for inspection at the Registered Office of the Company between 11.00 A.M and 2.00P.M. on all working days up to the day of the Annual General Meeting except on Sundays and other holidays.
5. The Share Transfer Books and the Register of Members of the Company will remain closed from **24th September, 2019 to 30th September, 2019 (both days inclusive).**



6. Explanatory Statement pursuant to Section 102 of Companies Act, 2013 is annexed hereto and forms part of this notice.
7. 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.
8. 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.
9. Voting through Electronic Means

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **27th September, 2019 at 10.00 A.M** and ends on **29th September 2019 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 **23rd September, 2019**, 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.
- (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** 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 Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Ap-plicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• 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.• 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 RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as rec-orded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field 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 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.