



TITAN SECURITIES LIMITED



28th ANNUAL REPORT 2019-20



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**COMPANY INFORMATION**

Company ISIN: INE090D01017
BSE Code: 530045
CIN No.: L67190DL1993PLC052050
Website: www.titansecuritieslimited.com

BOARD OF DIRECTORS

Mrs. Manju Singla	Managing Director
Mr. Suresh Chand Singla	Director
Mr. Naresh Kumar Singla	Director
Mr. Aashish Dalmia	Director
Mr. Ajay Radheshyam Bansal	Director

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Akansha Sharma

CHIEF FINANCIAL OFFICER

Mr. Ankit Gaira

STATUTORY AUDITORS

Sunita Agrawal & Co.
Chartered Accountants
1/35A, Lalita Park, Near Gurudwara, Laxmi Nagar, Delhi 110092

INTERNAL AUDITORS

PGM & Associates
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

**TITAN SECURITIES LIMITED****CIN: L67190DL1993PLC052050****Regd. Office: A-2/3, Third Floor, Lusa Tower, Azadpur Commercial Complex, Delhi 110033****Website: www.titansecuritieslimited.com | Email: titan.securities@yahoo.com****Ph.: 011-27674181 | Fax: +91-11-47619811**

NOTICE

Notice is hereby given that **28th Annual General Meeting** of members of Titan Securities Limited will be held on **Friday, 25th September, 2020 at 11:30 AM** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") Facility to transact the following business:

ORDINARY BUSINESS:

- 1. Adoption of Annual Audited Financial Statements (Including Consolidated Financial Statements) for the Financial Year 2019-20 together with the report of Auditors and director's thereon.**

To consider and adopt the Standalone and Consolidated Balance Sheet of the Company as at 31st March, 2020 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 & Director's 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, 2020 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."

"RESOLVED THAT, the Directors' Report, inter-alia, containing the Directors' Responsibility Statement for the financial year ended 31st March 2020 ('Directors Report'), be and are hereby considered and adopted."

- 2. Re-appointment of Mr. Naresh Kumar Singla (DIN: 00027448) as a Director liable to retire by rotation**

To appoint a Director in place of **Mr. Naresh Kumar Singla (DIN: 00027448)**, who retires by rotation and being eligible, offers himself for re-appointment.

Rational: **Mr. Naresh Kumar Singla (DIN: 00027448)**, 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 for the re-appointment of **Mr. Naresh Kumar Singla (DIN: 00027448)**, as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. 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, Phoenix Bio Sciences Pvt. Ltd., Stalwart Nutritions Pvt. Ltd., Emprise Productions Pvt. Ltd. and Titan Media Limited** for all transactions upto a maximum limit of **Rs. 75 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."

4. 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 applicable 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. 75 Crores** and create charge or mortgage on the property of company as may be required for all business purposes."

By Order of the Board
For M/s. Titan Securities Limited

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

Date: 24.08.2020
Place: Delhi

**NOTES:**

1. In view of the situation arising due to **Covid-19** global pandemic, the annual general meeting of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the forthcoming AGM of the Company is being held through VC / OAVM. The deemed address of the Company for the purpose of AGM shall be its Registered Office at **A-2/3, Third Floor, Lusa Tower, Azadpur Commercial Complex Delhi-110033**.
2. The Board of Directors have considered **Special Business under item no. 3 to 4** 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 re-appointment at this AGM is annexed.
3. 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 and Attendance Slip are not annexed to this Notice.
4. 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.
5. 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 TCPL in case the shares are held by them in physical form.
6. 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.
7. The **Share Transfer Books and the Register of Members** of the Company will remain closed from **19th September, 2020 to 25th September, 2020 (both days inclusive)**.
8. Explanatory Statement pursuant to Section 102 of Companies Act, 2013 is annexed hereto and forms part of this notice.
9. **Voting through Electronic Means**

**CDSL E-VOTING SYSTEM – FOR REMOTE E-VOTING AND E-VOTING DURING AGM**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. 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 and May 05, 2020 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.
3. The Members can join the AGM in the VC/OAVM mode 15 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 EGM/AGM without restriction on account of first come first served basis.
4. 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.
5. 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.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.titansecuritieslimited.com. The Notice can also be accessed from the website of 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) i.e. www.evotingindia.com.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on **22nd September, 2020 at 10.00 A.M** and ends on **24th September, 2020 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 18th September, 2020**, 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"** module.
- (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.

OR

Alternatively, if you are registered for **CDSL's EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (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 Shareholders holding shares in Demat Form and Physical Form
PAN	<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"> 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)	<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"> 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.
 - (xviii) If a demat account holder has forgotten the login password 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”**. 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.
8. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on **18th September, 2020** may follow the same instructions as mentioned above for e-Voting.
 9. 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.
 10. The Board of Directors has appointed **M/s. PKG and Associates, Firm of Proprietorship of Practicing Company Secretary**, who shall scrutinize the electronic voting process in fair and transparent manner.
 11. The results of resolutions passed shall be declared within two day of furnishing of report by scrutinizers to the Chairman after the **28th Annual General Meeting**. The results of resolutions shall be based on the report of **M/s. PKG and Associates, Firm of Proprietorship of Practicing Company** and voting at **28th Annual General Meeting**.
 12. 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.
 13. 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.titansecuritieslimited.com and also at CDSL website at www.cdslindia.com.
14. The Chairman shall at the end of discussion on the resolutions on which voting is to be