



29TH ANNUAL REPORT 2021



TITAN SECURITIES LIMITED

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COMPANY INFORMATION

(As on 25 August, 2021)

BOARD OF DIRECTORS

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

COMPANY SECRETARY & COMPLIANCE OFFICER

Mrs. Akansha Sharma

STATUTORY AUDITOR

Sunita Agrawal & Co.
Chartered Accountants
A-160, Boulevard, Hotel Crowne Plaza,
Mayur Vihar, Phase-1, Delhi-110091

INTERNAL AUDITOR

PGM & Associates
Chartered Accountants

SECRETARIAL AUDITOR

Mr. Amit Anand, Practicing Company Secretary

REGISTRAR & SHARE TRANSFER AGENT (RTA)

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 | E-mail:beetalrta@gmail.com

BANKERS

Punjab National Bank

REGISTERED OFFICE

A-2/3, 3rd Floor, Lusa Tower
Azadpur Commercial Complex, Azadpur, Delhi – 110033

CORPORATE IDENTITY NO. (CIN)

L67190DL1993PLC052050

**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, 27355742 | Fax: +91-11-47619811

NOTICE

Notice is hereby given that **29th Annual General Meeting** of members of Titan Securities Limited will be held on **Friday, 24th September, 2021** at **11:00 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 2020-21 together with the report of Auditors and Directors' thereon.**

To consider and adopt the Standalone and Consolidated Balance Sheet of the Company as at **31st March, 2021** 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' 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, 2021** 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, 2021** ('Directors Report'), be and are hereby considered and adopted".

2. **Re-appointment of Mr. Suresh Chand Singla (DIN:00027706) as a Director liable to retire 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 for the re-appointment of **Mr. Suresh Chand Singla (DIN: 00027706)**, 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. 65 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& creation of charge/mortgage

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)(a)** and **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. 15 Crores** and create charge or mortgage on the property of company as may be required for all business purposes.”



5. Re-appointment of Mrs. Manju Singla (DIN: 00027790) as Managing Director of the Company

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

“RESOLVED THAT, in accordance with the provisions of **Sections 196, 197, 198 and 203** read with Schedule V and the **Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014** and other applicable provisions, if any, of the Companies Act, 2013, the Company hereby approves the terms of re-appointment and remuneration of **Mrs. Manju Singla (DIN: 00027790)** as Managing Director of the Company for a period of **5 (Five) years** with effect from **01st October, 2020** as approved by the Board of Directors at its meeting held on **28th September, 2020** and set out in the explanatory statement annexed to this notice and in the draft agreement submitted to this meeting which are hereby specifically approved and sanctioned with the same terms and conditions including remuneration payable to her.

RESOLVED FURTHER THAT, the Board of Directors (including its Committee thereof) be and is hereby authorised to revise the remuneration of Mrs. Manju Singla from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT, the Board of Directors of the Company (including its Committee thereof) and/ or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Date : **25/08/2021**
Place: **Delhi**

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

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

NOTES:

1. In view of the continuing **COVID-19** pandemic, the Ministry of Corporate Affairs (“**MCA**”) has vide its **circular nos. 14/2020 and 17/2020** dated **April 8, 2020 and April 13, 2020** respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, **circular no. 20/2020** dated **May 5, 2020** in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” and **Circular no. 02/2021** dated **January 13, 2021** in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its **circular no. SEBI/**



HO/CFD/CMD1/CIR/P/2020/79 dated **May 12, 2020** in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic” and circular no. **SEBI/HO/CFD/CMD2/CIR/P/2021/11** dated Integrated Annual Report 2020-21 Integrated Annual Report 2020-21 Notice | 36 **January 15, 2021** in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID-19 pandemic” (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members 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 5** 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 are also annexed to this Notice.
3. The Shareholder may please note that since this AGM is being held pursuant to the MCA Circulars and SEBI 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, Attendance Slip and route map of the AGM 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 Beetal 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 **18th September, 2021 to 24th September, 2021 (both days inclusive)**.
8. Explanatory Statement pursuant to Section 102 of Companies Act, 2013 is annexed hereto and forms part of this notice.



9. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the **Annual Report 2020-21** is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories.
10. 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/EGM 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 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 cs@titansecuritieslimited.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. 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.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on **21st September, 2021** at **10:00 a.m.** and ends on **23rd September, 2021** at **17:00 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 (record date) of **17th September, 2021** 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, 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.

- (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	<ol style="list-style-type: none"> 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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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 e-voting 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	<ol style="list-style-type: none"> 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.