

**NOTICE**

Notice is hereby given that the 18th Annual General Meeting of the Members of Titan Securities Limited will be held at 663, Delhi Mushroom Farms Pvt Ltd , Kadipur, Delhi-110036 on Thursday, the 30th September, 2010 at 9.00 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2010 and Profit & Loss Account for the year ended on that date and the Report of Directors and Auditor's thereon.
2. To appoint a Director in place of Mr. Naresh Kumar Singla who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors of the Company and to authorise Board of Directors to fix their remuneration.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to Section 16 and 94 and other applicable provision ,if any, of the Companies Act, 1956 ,the Authorised Share Capital of the Company be and is hereby increased from Rs. 10,05,00,000 (Rupees Ten Crore Five lac only) divided into 1,00,50,000(One Crore Fifty Thousand only) Equity Shares of Rs.10(Rupees Ten) each to Rs. 25,50,00,000 (Twenty Five Crore Fifty Lac only) divided into 2,55,00,000 (Two Crore Fifty Five Lac only) Equity Shares of Rs. 10 (Rupees Ten) each by creating 1,54,50,000 (One Crore Fifty Four Lac Fifty Thousand Only) Equity Shares of Rs. 10(Rupees Ten) each ,ranking pari-passu in all respect with existing equity shares of the Company.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the company be altered and substituted by the following new Clause:

V. "The Authorised Share Capital of the Company is Rs. 25, 50, 00,000 (Twenty Five Crore Fifty Lac only) divided into 2, 55, 00,000 (Two Crore Fifty Five lac) Equity Shares of Rs.10 (Rupees Ten) each."

For Titan Securities Limited

Manju Singla
Managing Director

Place: New Delhi
Date: 27.08.2010



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 25th September, 2010 to 30th September, 2010 (both days inclusive).
3. Members who are holding shares in identical order of names in more than one folios are requested to write to the Company to consolidate their holdings in one folio.
4. 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.
5. Members are requested to kindly :
 - i. quote their Registered Folio Number in all correspondence including change of address with the company.
 - ii. To bring their copy of the Annual Report at the time of attending the Meeting.
6. Explanatory Statement pursuant to Section 173(2) of Companies Act, 1956 is annexed to this Notice in respect of Special Business to be transacted at this meeting.

ANNEXURE TO NOTICE

ITEM NO.4

Explanatory Statement pursuant to Section 173(2) of Companies Act.1956.

The present Authorised Share Capital of company is Rs. 10,05,00,000 (Rupees Ten Crore Five lac only) divided into 1,00,50,000(One Crore Fifty Thousand only) Equity Shares of Rs.10(Rupees Ten) each and paid up Share Capital is Rs.10,01,62,000 (Ten Crore One Lac Sixty Two Thousand) divided into 1,00,16,200 (One Crore Sixteen Thousand Two Hundred) Equity Share of Rs. 10 (Rupees Ten) each. The Company intends to raise funds by issue of shares/ warrants and increase its paid capital which will go beyond the present Authorised Share Capital of the Company. It is therefore proposed to increase the Authorised Share Capital of the Company by Rs. 15,45,00,000 (Rupees Fifteen Crore Forty Five Lac Only) divided into 1,54,50,000 (One Crore Fifty Four Lac Fifty Thousand) Equity Share of Rs. 10 (Rupees Ten) each. The Shareholders are required to pass the propose resolution as an ordinary resolution.

None of the directors are interested in above Resolution.

BY ORDER OF THE BOARD
For Titan Securities Ltd.

Manju Singla
Managing Director

Place: New Delhi
Dated: 27th August 2010

**CORPORATE GOVERNANCE REPORT****COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

Your Company has adopted good corporate governance norms laid down by Securities and Exchange Board of India and is committed to ensure transparency in its affairs which is expected by all stakeholders of company including shareholders, lenders, employees, customers and public at large. The Company is making all out efforts for enhancing shareholders wealth. At TITAN SECURITIES LTD., we are committed to Good Corporate Governance to ensure that all functions of the Company are discharged in professionally sound and competent manner. Given below is the requisite information relating to corporate governance as required under the listing agreement with stock exchanges.

BOARD OF DIRECTORS:**COMPOSITION OF BOARD**

The Board of Directors of your company comprises of Six Directors, of which Five are Non-Executive Directors. Composition of the Board of Directors as on 31st March, 2010 was as under: -

Name of Director	Status	Attendance Particular		No. of Directorships and Committee Member/Chairmanship		
		Board Meeting	Last AGM	Other Directorship	Committee Membership	Committee Chairmanship
Mr. Naresh Kr. Singla	Non-Executive	11	Yes	5	Nil	Nil
Mrs. Manju Singla	Managing Director	11	Yes	2	Nil	Nil
Mr. Suresh C Singla	Non-Executive	11	Yes	5	1	1
Mr. K C Gupta	Non-Executive Independent	0	No	1	2	Nil
Mr. Rakesh Gupta	Non-Executive Independent	11	No	1	3	3
Mr. Avtar Singh	Non-Executive Independent	0	No	1	3	Nil

**Directors' Remuneration**

The details of remuneration paid to the Managing Director during the year from 01.04.2009 to 31.03.2010 as under:

Name of Director	Period	Gross Remuneration	Sitting Fees	Total
Manju Singla	01-04-2009 to 31-03-2010	240000	NIL	240000

- Gross remuneration includes salary and perquisites.
- The Company has a policy of not advancing any loan to Directors. The Company does not have any stock option scheme.

BOARD PROCEDURES

As per Corporate Policy all the statutory and material information are placed before the Board with a view to enable it to discharge efficiently its responsibilities in formulating the strategies and policies for the growth of the Company. The Agenda and other relevant papers were circulated ahead of the scheduled dates of the meetings. The day-to-day affairs of the Company are managed by the Managing Director subject to the supervision and control of the Board of Directors. Opinions and advices of the Independent & Non-executive Directors are considered valuable guidance.

COMMITTEES OF THE BOARD OF DIRECTORS

- **Audit Committee**

The Company has an Audit Committee of the Board of Directors. The Committee met five times during the year 2009-10, on 29th April 2009, 28th July 2009, 3rd September 2009, 30th October 2009, and 27th January 2010. The attendance of the former Audit Committee Members was as under.

Name	Category	No. of Meeting(s) Attended
Mr. K C Gupta	Non-executive,	5
Mr. Rakesh Gupta	Non-executive,	5
Mr. Avtar Singh	Non-executive,	0

- **Remuneration Committee**

NAME	CATEGORY
Mr. K C Gupta	Non-executive, Independent
Mr. Rakesh Gupta	Non-executive, Independent
Mr Avtar Singh	Non-executive, Independent



- **Shareholders/Investor's Grievance Committee.**

The Board had delegated the power to attend investor complaints to Shareholders and Investors Grievance Committee. The Shareholders/Investors' Grievance Committee met eight times up to 31st March, 2010 i.e. on 30th April, 2009, 31st August, 2009, 15th September, 2009, 18th December, 2009, 30th December, 2009 29th January, 2010, 29th February, 2010 and 31st March, 2010. The attendance of the Members of Share Transfer & Shareholders / Investors' Grievance Committee was as under:

Mr. Suresh Chand Singla	Non-Executive Chairman	8
Mr. K C Gupta	Non-Executive Director	2
Mr. Naresh Kumar Singla	Whole-time Director	8

II OTHER DISCLOSURES

Details of last three Annual General Meetings:

Venue	Date	Time
44, Kapashera, Delhi	30/09/2009	9.00 A.M
A-2/3, IIIrd Floor, Lusa Tower, Azadpur Comm. Complex, New Delhi	30/09/2008	4.00 P.M
A-2/3, IIIrd Floor, Lusa Tower, Azadpur Comm. Complex, New Delhi.	29/09/2007	4.00 P.M

Whether special resolution were put through postal ballot	: No
Details of voting pattern.	
Person who conducted the Postal Ballot exercise	: None
Total Postal Ballot Forms Received	: N-A
No. of Shares in respect of ballots received	: N-A
Postal Ballot form with assent for shareholders	: N-A
No. of Shares in respect of which assent recd	: N-A
No. of Dissentient Shareholders, if any	: N-A
Status of Special Resolution	: N-A

DISCLOSURES

The Company has not violated any provision of law nor any penalty structure imposed on the Company by Stock Exchange(s), SEBI or any other authority, on any matter related to capital market, during the last three years. Additional fee for late submission of annual report for last year i.e. 2008-09 was Rs. NIL/-. The Company is complying with the provisions of various corporate and other laws as applicable to it. There is no accounting treatment different from the prescribed accounting standards.

**MEANS OF COMMUNICATION**

Half yearly report sent to each household of Shareholders

Quarterly Results are normally published in

Any web-site, where displayed, where it also displays official news Releases and the presentations made to Institutional investors or to the analysts

Where Management Discussion & Analysis Report is a part of Annual Report or not

e-mail account for Investor Complaint:

: No Company is publishing the results in National & Regional newspapers.

: Quarterly Results are published in the National & Regional newspapers.

: The Company is providing all the relevant information on the website of BSE The Quarterly results are sent immediately after the approval of the same in the Board Meeting.

: Yes

titan.securities@yahoo.com

ANNUAL GENERAL MEETING	30th September 2010
Time	9.00 A.M.
Venue	663, Delhi Mushroom Farms Pvt. Ltd Kadipur Delhi - 110036

- **FINANCIAL CALENDER (TENTATIVE)**

Financial Reporting for the quarter ending June 30, 2010	End of July' 2010
Financial Reporting for the quarter ending September 30, 2010.	End of October' 2010
Financial Reporting for the quarter ended December 31, 2010	End of January, 2011
Financial Reporting for the year ending March 31, 2011	End of April, 2011
Annual General Meeting for the year 2011	September' 2011

- **DATES OF BOOK CLOSURE**

From the 25th September, 2010 to 30th September, 2010 (both days inclusive).

- **DIVIDEND PAYMENT DATE**

The Directors have not recommended any dividend on Equity Shares for the Financial Year 2009-2010.

- **STOCK EXCHANGES**

Name of Stock Exchange
Bombay Stock Exchange Limited



- **MARKET PRICE DATA OF BOMBAY STOCK EXCHANGE:**

Year & Month	Month High	Month Low
2009 April	4.59	3.07
2009 May	3.10	2.35
2009 June	5.62	2.58
2009 July	9.28	5.90
2009 August	9.89	7.25
2009 Sept.	8.25	6.53
2009 Oct.	8.64	7.80
2009 Nov.	7.45	5.99
2009 Dec.	7.75	5.98
2010 Jan.	8.00	6.60
2010 Feb.	7.91	5.99
2010 Mar	8.30	7.42

- **SHARE TRANSFER SYSTEM**

M/s Link Intime India Private Limited has been acting as the Registrar & Transfer Agent of the company and handling both demat and physical transactions of company. Share Transfers in physical form are registered, if documents are clear in all respect within 30 days and shares are returned to the registered holder in physical form. The Share Transfer and Shareholders/ Investors' Grievance Committee meets frequently to approve transfer of shares.

- **DEMATERIALISATION OF SHARES AND LIQUIDITY**

All requests for dematerialisation of shares are processed and confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) within the stipulated time. Upto 31st March, 2010, 7.69% equity shares of the Company have been dematerialised.

OTHER DETAILS ARE AS UNDER:

- * Approximate time taken for share transfer if the Documents are clear in all respects : 30days
- * Demat ISIN Number for Equity Shares of the Company in NSDL & CDSL : INE-090D01017
- * Total No. of shares dematerialised upto 31.03.2010 : 770250
- * Total No. of shares rematerialised upto 31.03.2010 : NIL
- * Total No. of shares transferred during 2009-10 (physical) : 251300
- * No. of shares pending for transfer as on 31.03.2010 : NIL
- * No. of shares pending for dematerialisation : NIL

CEO/CFO Certification

The Managing Director have furnished the requisite certificate to the Board of Directors under revised clause 49 of the listing agreement.

Declaration under Clause 49-1 (D) of the Listing Agreement

It is hereby declared that all Board Members and Senior Executives of the Company have affirmed compliance to Code of Conduct as applicable to them for the Financial Year ended on 31st March, 2010.

* Complaints by shareholders & their redressal
during 01.04.2009 to 31.03.2010

: Details Given Below

Nature of Complaints	Received	Solved
Loss of Share Certificate	NIL	NIL
Delay in Transfer of Shares / Non-receipt of shares after Transfer	NIL	NIL
Non-receipt of Dividend Warrants	NIL	NIL
Non receipt of Shares after rejection of demat request	NIL	NIL
Debenture Interest Payment/Redemption	NIL	NIL
Others(Non-receipt of demat credit)	NIL	NIL
Total	NIL	NIL

• **SHAREHOLDING PATTERN AS ON 31.03.2010**

Sl. No.	Category	No. of Shareholders	% age	No.of Equity Shares	% age
1.	Resident Individuals	3386	90.58	2781309	27.76
2.	Indian Companies	69	1.85	3445311	34.42
3.	FIs/Mutual Funds/Banks	NIL	NIL	NIL	NIL
4.	Indian Promoters	283	7.57	3789580	37.82
5.	NRIs/OCBs/FIIs/FCs	NIL	NIL	NIL	NIL
	Total	3738	100	10016200	100



- Distribution of Shareholding as on 31.03.2010

Sl. No.	Category	No. of Holders	Percentage of Holders	Holding (Nos.)	Percentage
1.	1-2500	2346	62.76	231767	2.31
2.	2501-5000	356	9.52	164767	1.65
3.	5001-10000	244	6.52	199004	1.98
4.	10001& above	792	21.18	9420662	94.06

REGISTRAR AND SHARE TRANSFER AGENT

Address of the Registrar & Share Transfer Agent for correspondence: Link Intime India Private Limited A-40,2nd Floor, Near Batra Banquet, Naraina Inds. Area, Phase-II, New Delhi. Phone Nos. 41410592/594, Fax No.41410591.

CV OF MR. NARESH KUMAR SINGLA, DIRECTOR RETIRING BY ROTATION

Mr.Naresh Kumar Singla Son of Late Shri Ganga Sahai aged 51 years is a commerce graduate having experience of more than two decades in Project Implementation Financial and Management Consultancy and Administration. In 1984 he joined Connoisseur Management Services Private Limited as director and he was the chief executive of the Company till 1987. In 1988 Shri Naresh Kumar Singla steps in the pharmaceutical industry and actively involved himself in setting up the project for manufacturing basic drugs i.e Ampicillin T.H, Choloramphnical, its palmitate Trimethoprim and implemented the Project at Abu Road, Rajasthan. He also has over 10 years of experience in Share Market.

CERTIFICATION BY THE AUDITORS

Under clause 49 of the Listing Agreement, the Statutory Auditors of the Company have verified the compliance of the Corporate Governance by the Company. Their certificate is annexed hereinafter.

For Titan Securities Limited

Manju Singla
Managing Director

For Titan Securities Limited

Naresh Kumar Singla
Director

Date: 27.08.2010
Place: Delhi