TITAN SECURITIES LTD.

Board of Directors

Mrs. Manju Singla	Managing Director
Mr. Suresh Chand Singla	Director
Mr. Naresh Kumar Singla	Director
Mr. Rakesh Kumar Gupta	Director
Mr. Kailash Chand Gupta	Director
Mr. Vikas Sharma	Director

Company Secretary & Compliance Officer
Mrs. Renu Agrawal

Auditors
Deepika Setia & Co.
190, IIIrd Floor, Mukherjee Nagar, New Delhi

Bankers
Punjab National Bank
Sharp Bhawan, 1st Floor, G.T. Road, Azadpur, Delhi-110033

Registered Office
A2/3, Third Floor, Lusa Tower
Azadpur Commercial Complex,
Azadpur, New Delhi-110033

Registrar & Share Transfer Agent
Link Intime India Private Limited
A-40, 2nd Floor, Naraina Industrial area,
Phase-II, Near Batra Banquet, New Delhi-110028
Ph: 011-41410592/593/594 Fax: 01141410591

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TITAN SECURITIES LTD.

NOTICE

Notice is hereby given that 19th Annual General Meeting of the Members of Titan Securities Limited will be held on Friday the 30th September, 2011 at 9.00 A.M at 663, Delhi Mushroom Farms, Kadipur, Delhi-110036

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as on 31st March, 2011 and the Profit & Loss Account for the period ended on that date and the Report of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Suresh Chand Singla who retires by Rotation.

3. To appoint a Director in place of Mr. K C Gupta who retires by Rotation.

4. To appoint Auditors of the Company and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

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

   "Resolved that Mr. Vikas Sharma who was appointed as additional director pursuant to Section 260 of the Companies Act, 1956 and who ceases to be a director at this Annual General Meeting be and is hereby appointed as director of the Company liable to retire by rotation."

For Titan Securities Limited

Manju Singla
Managing Director

Date: 03.09.2011
Place: New Delhi

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 26th September, 2011 to 30th September, 2011(both days inclusive).

3. 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.

4. Explanatory statement pursuant to section 173(2) is annexed herewith.

ANNEXURE TO NOTICE

Explanatory Statement Pursuant to Section 173(2) of the Companies Act, 1956

5. Mr. Vikas Sharma was appointed as additional director by the Board of Directors. He ceases to be a director at this Annual General Meeting pursuant to Section 260 of the Companies Act, 1956. The detailed Bio-data of Mr. Vikas Sharma is given in the Annual Report for the information of the Shareholders. Your Board feels that he will prove to be an asset for the organisation in the long run. The shareholders are therefore requested to pass the resolution for his appointment as an Ordinary Resolution. Consent to act as director on appointment by the Shareholders alongwith deposit of Rs. 500 has been received from a member pursuant to Section 257 of the Companies Act, 1956.

   None of the Directors of the company are interested in the aforesaid resolution except as member of the company.

BY ORDER OF THE BOARD
For Titan Securities Limited

Manju Singla
Managing Director

Date: 03.09.2011
Place: New Delhi

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, 2011 was as under: -

Name of Director	Status	Attendance Particulars		No. of Directorships and committee Member / Chairmanship		
		Board Meeting	Last AGM	Other Directorship	Committee Membership	Committee Chairmanship
Mrs. Manju Singla	Managing Director	11	Yes	2	Nil	Nil
Mr. Naresh Kr. Singla	Non-Executive	11	Yes	5	1	1
Mr. Suresh C Singla	Non-Executive	11	Yes	5	1	1
Mr. K C Gupta	Non-Executive Independent	11	No	0	3	Nil
Mr. Rakesh Gupta	Non-Executive Independent	11	No	1	2	2
Mr. Vikas Sharma	Non-Executive Independent	05	No	4	2	Nil

The Board met eleven times during the year 2010-11 on 29.04.2010, 27.05.2010, 28.07.2010, 27.08.2010, 22.10.2010, 30.10.2010, 26.11.2010, 10.12.2010, 10.01.2011, 27.01.2011 and 31.1.2011.

Directors' Remuneration

The details of remuneration paid to the Director during the year from 01.04.2010 to 31.03.2011 were as under:

Name of Director	Period	Gross Remuneration	Sitting Fees	Total
Manju Singla	01-04-2010 to 31-03-2011	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 2010-11, on 29th April 2010, 28th July 2010, 27th August, 2010, 30th October, 2010 and 31st January, 2011. 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. Vikas Sharma	Non-executive	2

- **Remuneration Committee**

NAME	CATEGORY
Mr. K C Gupta	Non-executive, Independent
Mr. Rakesh Gupta	Non-executive, Independent
Mr Vikas Sharma	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 ten times upto 31st March, 2011 i.e. on 15th April, 2010, 30th June, 2010, 30thSeptember,2010, 30th October, 2010, 30th November, 2010, 15th December, 2010, 31st January, 2011, 28th February, 2011, 15th March, 2011 and 30th March, 2011. The attendance of the Members of Share Transfer & Shareholders / Investors' Grievance Committee was as under:

Suresh Chand Singla	Non-Executive Chairman	10
K C Gupta	Non-Executive Director	1
Naresh Kumar Singla	Non Executive Director	10

II OTHER DISCLOSURES

Details of last three Annual General Meetings:

Venue	Date	Time
663, Delhi Mushroom Farms, Kadipur, Delhi-110036	30.09.2010	9:00 AM
44, Kapashera, Delhi	30.09.2009	9:00 AM
A-2/3, 303-305,IIIrd Floor, Lusa Tower, Azadpur Commercial Complex, Delhi-110033	30.09.2008	4:00 PM

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 stricture 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. 2010-11 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	:	No. Company is publishing the results in National & Regional newspapers.
Quarterly Results are normally published in	:	Quarterly Results are published in the National & Regional newspapers.
Any web-site, where displayed, where it also displays official news Releases and the presentations made Institutional investors or to the Analysts	:	The Company is filing all the relevant information in soft copy with BSE. The Quarterly results are sent immediately after the approval of the same in the Board Meeting.
Where Management Discussion & Analysis Report is a part of Annual Report or not	:	Yes

ANNUAL GENERAL MEETING	30th September 2011
Time	9:00 A.M.
Venue	663, Delhi Mushroom Farms, Kadipur, Delhi-110036

- **FINANCIAL CALENDER (TENTATIVE)**

Financial Reporting for the quarter ending June 30, 2011	End of July' 2011
Financial Reporting for the quarter ending September 30, 2011.	End of October' 2011
Financial Reporting for the quarter ended December 31, 2011	End of January, 2011
Financial Reporting for the year ending March 31, 2012	End of April, 2012
Annual General Meeting for the year 2012	September' 2012

- **DATES OF BOOK CLOSURE**
  From the 26th September, 2011 to 30th September, 2011 (both days inclusive).

- **DIVIDEND PAYMENT DATE**
  The Directors have not recommended any dividend on Equity Shares for the Financial Year 2010-2011.

- **STOCK EXCHANGES**

Name of Stock Exchange
Bombay Stock Exchange Limited

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

Month & year	High	Low
April, 2010	7.35	5.60
May, 2010	6.40	5.11
June, 2010	6.93	5.33
July, 2010	8.40	5.72
August, 2010	7.80	4.96
September, 2010	7.71	5.47
October, 2010	7.56	5.95
November, 2010	9.69	7.46
December, 2010	10.27	7.24
January, 2011	11.50	8.54
February, 2011	9.83	8.54
March, 2011	13.16	9.34

- **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, 2011, 3.19% 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 31.03.2011 : 797450
* Total No. of shares rematerialised upto 31.03.2011 : NIL
* Total No. of shares transferred during 2010-11 (physical) : 102600
* No. of shares pending for transfer as on 31.03.2011 : 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, 2011.

* Complaints by shareholders & their redressal during 01.04.2010 to 31.03.2011 : Details Given Below

Nature of Complaints	Received	Solved
Loss of Share Certificate	NIL	NIL
Delay in Transfer of Shares / Non-receipt of	NIL	NIL
shares after Transfer		
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 31.03.2011**

Sl. No.	Category	No. of Shareholders	% age	No. of Equity Shares	% age
1.	Resident Individuals	3372	90.38	1714772	6.85
2.	Indian Companies	76	2.03	19306848	77.18
3.	FIs/Mutual Funds/Banks	NIL	NIL	NIL	NIL
4.	Indian Promoters	283	7.59	3994580	15.97
5.	NRIs/OCBs/FIIs/FCs	NIL	NIL	NIL	NIL
6.	Clearing House/Members	NIL	NIL	NIL	NIL
	In Transit				
	Total	**3731**	**100**	**25016200**	**100**