

**Board of Directors**

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

Managing Director
Director
Director
Director
Director

Company Secretary & Compliance Officer

Mr. Manupreet Singh Batra

Auditors

Deepika Setia & Co.
Chartered Accountants
190, IIIrd Floor, Mukherjee Nagar, Delhi-110 009

Bankers

Oriental Bank of Commerce
Punjab National Bank

Registered Office

A-2/3, 303-305, 3rd Floor, Lusa Tower,
Azadpur Commercial Complex, Delhi-110033

Registrar & Share Transfer Agent

Link Intime India Private Limited
44, 2nd Floor, Community Centre,
Nariana Industrial Area, Phase-1, Delhi- 110028
Ph: 41410592/41410594 | **Fax:** 41410591

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NOTICE

NOTICE IS HEREBY GIVEN THAT 21ST ANNUAL GENERAL MEETING OF MEMBERS OF TITAN SECURITIES LIMITED WILL BE HELD ON MONDAY THE 30TH SEPTEMBER, 2013 AT 9.30 AM AT E-130, SECTOR-5, BAWANA INDUSTRIAL AREA, DELHI- 110039

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as on 31st March, 2013 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. Vikas Sharma, who retires by Rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Suresh Chand Singla, who retires by Rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT Deepika Setia and Company, Chartered Accountants, be and are hereby appointed as Auditors of the Company, to hold office as such from the conclusion of this annual General Meeting until the conclusion of next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors."

For Titan Securities Limited

Date: 03.09.2013

Place: Delhi

Manju Singla
Managing Director

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on 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 twenty four hours before the Annual General Meeting.
2. The Share Transfer Books and Register of Member of the Company will remain closed from 23th September, 2013 to 30th September 2013 (both days inclusive).
3. Members are requested to intimate to the Company queries, if any, regarding these accounts/notice at least 7 (seven days) before the meeting to enable the management to keep the information ready at the meeting.



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, 2013 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	09	Yes	3	Nil	Nil
Mr. Suresh Singla	Non-Executive Director	08	Yes	5	1	1
Mr. Naresh Kr. Singla	Non-Executive Director	08	Yes	5	1	Nil
Mr. Rakesh Kr. Gupta	Non-Executive Independent	09	No	1	2	2
Mr. Kailash Chand Gupta	Non-Executive Independent	04	No	0	3	Nil
Mr. Vikas Sharma	Non-Executive Independent	09	No	4	2	Nil

The Board met **nine** times during the year 2012-13, on 30.04.2012, 31.05.2012, 07.05.2012, 14.07.2012, 30.07.2012, 24.08.2012, 30.10.2012, 03.12.2012 and 28.01.2013.

Directors' Remuneration

The remuneration paid to the Manju Singla, Managing Director during the year from



01.04.2012 to 31.03.2013 was Rs.420000/- (Rs. Four Lacs and Twenty thousand only)

- 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 2012-13, on 30th April 2012, 31st May, 2012, 30th July 2012, 24th August, 2012, 30th October, 2012 and 28th January, 2013. The attendance of the former Audit Committee Members was as under.

Name	Category	No. of Meeting (s) Attended
Mr. K.C.Gupta	Non-Executive	4
Mr. Rakesh Gupta	Non-Executive	6
Mr. Vikas Sharma	Non-Executive	6

• 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 thirteen times upto 31st March, 2013 i.e. on 16.04.2012, 30.04.2012, 28.05.2012, 30.07.2012, 30.08.2012, 15.09.2012, 30.10.2012, 12.11.2012, 14.12.2012, 27.12.2012, 16.01.2013, 28.02.2013 & 06.03.2013. The attendance of the Members of Share Transfer & Shareholders / Investors' Grievance Committee was as under:

Mr. Suresh Chand Singla	Non - Executive Chairman	13
Mr. Naresh Kumar Singla	Member	13
Mr. K. C. Gupta	Member	2

II OTHER DISCLOSURES

Details of last three Annual General Meetings:

VENUE	DATE	TIME
E-130, Sector-5, Bawana Industrial Area, Delhi-110039	29.09.2012	09:30 AM
663, Delhi Mushroom Farms; Kadipur, Delhi-110036	30.09.2011	09:00 AM
663, Delhi Mushroom Farms; Kadipur, Delhi-110036	28.09.2010	09:00 AM

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



(A) Related party Transaction

Related Party Transaction during the year has been disclosed in the Notes to the Accounts in the Annual report as required under the Accounting Standard 18 issued by the Institute of Chartered Accountants of India. The transactions with the Companies, where the director of the Company were interested, were in the normal course of business and there was no related party transaction that had potential conflict with the interests of the Company at large.

(B) Disclosure of Accounting Treatment

In preparation of the Financial Statements, the Company has followed the accounting standards issued by the Institute of Chartered Accountants of India.

(C) Management Discussion and Analysis Report

Management Discussion and Analysis forms part of the Director's Report and is given separately in the Annual Report.

(D) Information pursuant to Clause 49IV (G) of the Listing Agreement

A brief resume and name of the Companies in which Directors, who are being appointed/re-appointed, hold Directorship/ Committee Membership are given in the Corporate Governance Report.

(E) Details of Compliance with mandatory requirement

The Company has fully complied with the mandatory requirement of clause 49 of the Listing Agreement of the Stock Exchange. Company has submitted the quarterly Compliance report to the stock exchange within the prescribed time limit.

(F) Whistle Blower Policy

The Company has in place a highly effective whistle Blower policy which set out the process and mechanism whereby employees at various levels in the organization can bring to the notice of the management any violation of the applicable laws regulations as also any unethical or unprofessional conduct.

All such reports are taken up for consideration at appropriate intervals depending upon the gravity of the matters reported so that adequate rectifying measures can be initiated in the right earnest, at the appropriate levels.

In order to encourage the employees to freely air their views and voice their concerns on various matters and to prevent any victimization of the employees, identity of the employees kept confidential.



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 Newspapers or not	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 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	30 th September 2013
TIME	9:30 AM
VENUE	E-130, Sector-5, Bawana Industrial Area, Delhi-110039

• FINANCIAL CALENDER (TENTATIVE)

Financial Reporting for the quarter ending June 30, 2013	End of July' 2013
Financial Reporting for the quarter ending September 30, 2013	End of October' 2013
Financial Reporting for the quarter ended December 31, 2013	End of January, 2014
Financial Reporting for the year ending March 31, 2014	End of May, 2014
Annual General Meeting for the year 2014	September' 2014

• STOCK EXCHANGES

Name of Stock Exchange : Bombay Stock Exchange Limited



• MARKET PRICE DATA OF BOMBAY STOCK EXCHANGE :

Month	High Price	Low Price	Month	High Price	Low Price
Apr-12	9.00	7.05	Oct-12	7.05	5.07
May-12	8.30	7.4	Nov-12	5.9	5.33
Jun-12	7.99	7.99	Dec-12	9.04	5.57
Jul-12	8.38	7.21	Jan-13	8.16	6.33
Aug-12	8.29	8.29	Feb-13	6.79	6.79
Sep-12	7.88	6.44	Mar-13	6.46	6.46

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 15 days and shares are returned to the registered holder in physical form. The Share Transfer and Shareholders/Investors Grievance Committee meet frequently to approve transfer of shares.

• DEMATERIALISATION OF SHARES AND LIQUIDITY

All requests for dematerialization 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, 2013, 818950 equity shares of the Company has been dematerialized.

OTHER DETAILS ARE AS UNDER:

- ❖ Approximate time taken for share transfer if the Documents are clear in all respects : 15 days
- ❖ Demat ISIN Number for Equity Shares of the Company in NSDL & CDSL : INE-150C01011
- ❖ Total No. of shares dematerialised upto 31.03.2013 : 818950 shares
- ❖ Total No. of shares rematerialised upto 31.03.2013 : NIL
- ❖ Total No. of shares transferred during 2012-13 (physical) : 3420
- ❖ No. of shares pending for transfer as on 31.03.2013 : NIL
- ❖ No. of shares pending for dematerialisation : NIL

CEO/CFO Certification :

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