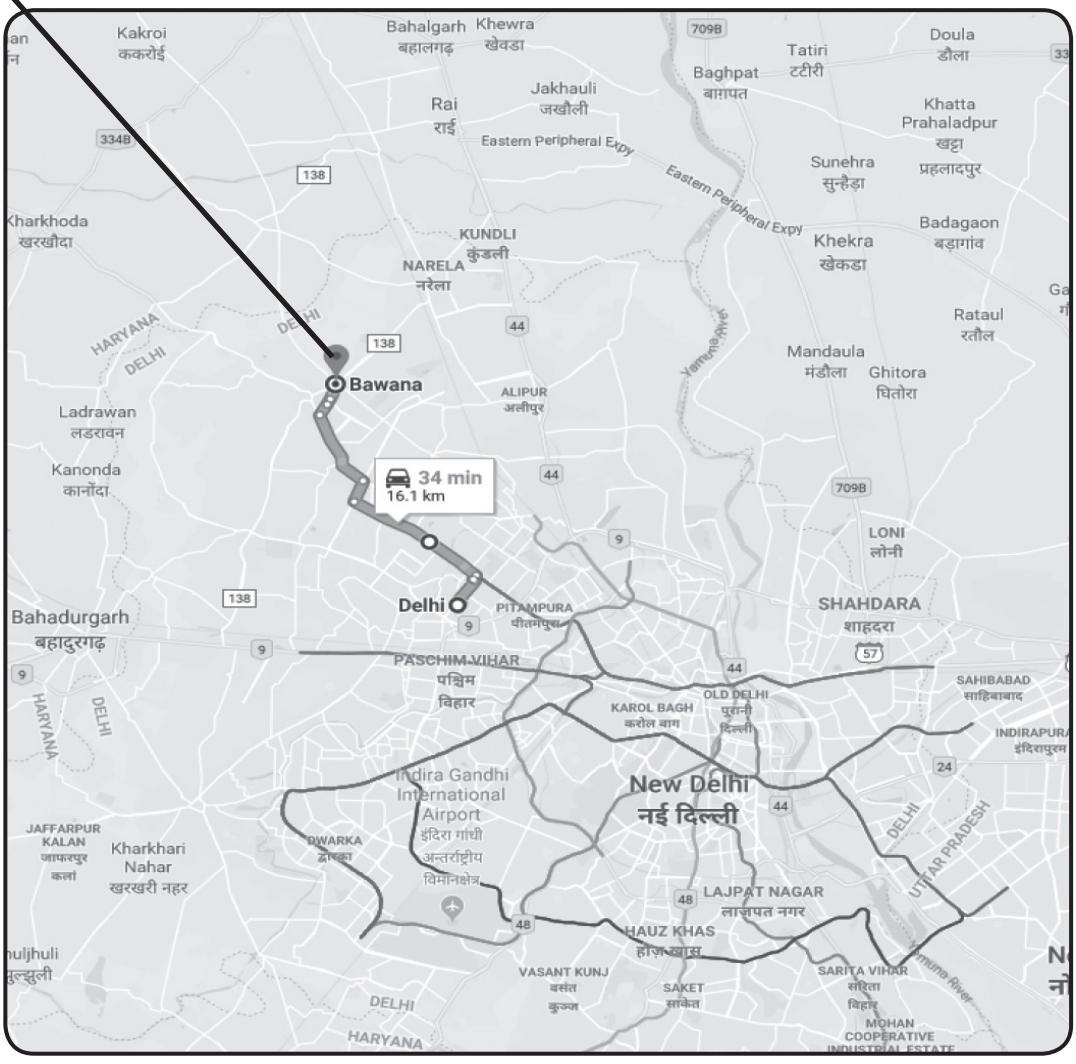
TITAN SECURITIES LIMITED



26th ANNUAL REPORT 2017-18

AGM Venue
for
Titan Securities Limited

Route Map



COMPANY INFORMATION

Board of Directors

Mrs. Manju Singla	Managing Director
Mr. Suresh Chand Singla	Director
Mr. Naresh Kumar Singla	Director
Mr. Kailash Chand Gupta	Director
Mr. Ravinder Gupta	Director
Mr. Ajay Radheshyam Bansal	Director

Company Secretary & Compliance Officer

Ms. Himanshi Negi

Auditors

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

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

INDEX

CONTENTS	PAGE NO.
Route Map	1
Company Information	2
Index	3
Notice of AGM	4-13
Corporate Governance Report	14-28
Declaration Under Regulation 34(3) of SEBI (LODR) Regulations, 2015	29
CFO & MD Certification	30
Certificate on Corporate Governance	31
Directors Report (Including Management Disscussion and Analysis Report)	32-43
Annexures to Direcotr Report	44-59
Auditor Report on Standalone Financial Statements	60-66
Balance Sheet	67-68
Profit & Loss Account	69
Cash Flow Statement	70
Standalone Statements of Changes in Equity	71-72
Notes to the Standalone Financial Statements	73-88
Auditors Report on Consolidated Financial Statements	89-93
Consolidated Balance Sheet	94-95
Consolidated Profit & Loss Account	96-97
Consolidated Cash Flow Statement	98-99
Consolidated Statements of Changes in Equity	100-101
Notes to the Consolidated Financial Statements	102-120
Proxy Form	121-122
Attendance Slip	123

TITAN SECURITIES LIMITED

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

NOTICE

Notice is hereby given that 26thAnnual General Meeting of members of Titan Securities Limited will be held on Friday, 28th September, 2018 at 10:30 AM at E-130, Sector-5, Bawana Industrial Area, Delhi – 110039, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) for the period ended on 31st March, 2018 and the report of the Auditors and Board of Directors thereon.

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

3. To consider re-appointment of M/s Sunita Agrawal & Company, Chartered Accountant (FRN No. 515225C) as statutory auditors upto the conclusion of 31st AGM of Company and to authorize Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

4. Appointment of Mr. Ajay Radheshyam Bansal as independent director

   To consider and if thought fit, to pass, with or without modifications, the following resolution as Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ajay Radheshyam Bansal (DIN 00328552) who qualifies for being appointed as an Independent Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years."

5. **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 and, Titan Media Limited and for all transactions to be mentioned of related party transaction upto a maximum limit of Rs. 60 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."

6. 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 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. 60 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 Titan Securities Limited

Himanshi Negi
Company Secretary
M. No. A 48333

Date: 31.08.2018
Place: 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. The Appointment of proxy shall be in the form no. MGT-11.* The Blank Proxy Form (MGT-11) Is Attached with Notice. The instrument appointing the proxy, in order to be effective, must be deposited at the company's registered office, duly completed and signed, not later than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable.

2. As per section 105 of the companies act, 2013 and relevant rules made there under, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent (10%) of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided That not less than three days of notice in writing is given to the company.

4. The relevant records and documents connected with the businesses set out in the notice are available for inspection at the Registered Office of the Company between 11.00 A.M and 2.00P.M. on all working days up to the day of the Annual General Meeting except on Sundays and other holidays.

5. The Share Transfer Books and the Register of Members of the Company will remain closed from 22nd September, 2018 to 28th September, 2018 (both days inclusive).

6. Explanatory Statement pursuant to Section 102 of Companies Act, 2013 is annexed hereto and forms part of this notice.

7. Corporate members intending to send their authorized representatives are requested to send to the company a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.

8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, NECS, ECS, mandate form, nominations, power of attorney, change of address, change of name, email address, contact numbers etc to their respective Depository Participants. Changes intimated to DP will automatically get reflected in company and Registrar records. Members holding shares in physical form may intimate all such changes to the Registrar and Share Transfer Agent namely BEETAL Financial & Computer Services Pvt. Ltd. The Company has obtained connectivity from CDSL & NSDL. Equity shares of the company may be held in Electronic Form with any Depository Participant with whom the members / Investors have their depository account. In case of any query / difficulty in any matter may contact our Registrar and

Share Transfer Agent namely BEETAL Financial & Computer Services Pvt. Ltd., BEETAL HOUSE, 3rd Floor, 99 Madangir, behind LSC, Near Dada Harsukhdas Mandir,, New Delhi - 110062.

9. Voting through Electronic Means

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 25th September, 2018 at 10.00 A.M and ends on 27th September, 2018 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 21st September, 2018, 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.

(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.

(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 Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field. Sequence no. is printed separately. • In case the sequence no. is less than 8 digits enter the applicable no. of '0's before the number after the first two character of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence no. 1 then enter RA00000001 in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	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. • 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 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 available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) 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 (i) The Board of Directors has appointed Amit Anand, Practising Company Secretary, who shall scrutinize the electronic voting process in fair and transparent manner.

(ii) The results of resolutions passed shall be declared within two days of furnishing of report by scrutinizers to the Chairman after the 26th Annual General Meeting. The results of resolutions shall be based on the report of Mr. Amit Anand, Practicing Company Secretary and voting at 26th Annual General Meeting.

(iii) 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.

(iv) 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.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Detail of Interest of Directors, KMP and their Relatives in various entities:

Name of Director Name of Co. in which interested Nature of Relationship No. of Shares held % of Shares held