



TITAN BIOTECH LIMITED

Regd. Office: A-902A, RIICO Industrial Area, Phase-III, Bhiwadi, Rajasthan

Website: www.titanbiotechltd.com

CIN: L74999RJ1992PLC013387, **Ph.:** 011-27355742, 27674615,

Email: cs@titanbiotechltd.com/hrd@titanbiotechltd.com

NOTICE

Notice is hereby given that 28th Annual General Meeting of the members of Titan Biotech Limited will be held on Friday, 25th September, 2020 at 2:30 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (standalone and consolidated financial statements) for the financial year ended on 31st March, 2020 and the Report of the Auditors and Directors thereon.
2. To declare dividend on equity shares of the Company.
3. To appoint Director in place of Ms. Supriya Singla (DIN No. 03526583), who retires by Rotation at this Annual General Meeting, and being eligible, offers herself for reappointment. The Following Resolution is proposed:-

"RESOLVED THAT Ms. Supriya Singla (DIN No. 03526583) who retires by rotation, be and is hereby reappointed as director of the company, liable to retire by rotation."

SPECIAL BUSINESS:

4. **Borrowing Money(ies) for the purpose of Business of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers



in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, subject to such aggregate borrowings not exceeding the amount which is Rs. 75 crores (Rupees Seventy Five crores only) over and above the aggregate of the paid-up share capital of the Company, its free reserves and securities premium and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

5. **Authorization for Loans etc**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

“**RESOLVED THAT** in pursuance of Section 185 of the Companies Act, 2013 (the Act), read with the Companies (Meetings of the Board and its Powers) Rules, 2014, and other applicable provisions, if any, of the Act and rules made there-under, as amended or re-stated from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which term shall be deemed to include any committee thereof) to give loan(s) to Peptech Biosciences Limited, Titan Media Limited, Tanita Leasing & Finance Limited, Tee Eer Securities & Financial Services Private Limited, Titan Securities Limited, Connoisseur Management Services Private Limited, Phoenix Bio Sciences Private Limited, Stalwart Nutritions Private Limited, Emprise Productions Private Limited other body corporate and/or any person or entity in which any of the director is interested or not, upto a maximum of Rs. 20 Crores to one or more entities whether mentioned above or not provided the loans are utilized by the borrowing company for its principal business activities.”

6. **Inter Corporate Loans and Investment**

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

“**RESOLVED THAT** pursuant to the provision of section 186 of companies Act 2013 read with the Companies (Meeting of Board and its Power) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and other applicable provisions, if any, of the Act and rules made thereunder (including any modification or re-enactment thereof for the time being in force) and consent of the members of the Company be and is hereby accorded to the



Board of the Directors of the Company (herein after called as “The Board” which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

- a. make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- b. give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by any body corporate; and
- c. acquire by way of subscription, purchase or otherwise the securities of any other body corporate,

with in the limits prescribed under Section 186 of the Act up to an aggregate sum of 20 crores, notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board shall not be excess of 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more;

FURTHER RESOLVED THAT the consent of the Company be and is hereby accorded to the Board to invest in the Subsidiaries, Associates, Related Parties, make loans to them; provide guarantees/security on their behalf, to person, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient;

FURTHER RESOLVED THAT the any Director of the Company or Company secretary be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to this resolution.”

7. **Approval for Related Party Transactions to be entered into by the Company**

To consider and if thought fit, to convey assent or dissent to the resolutions as Ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/arrangement(s)/ transaction(s) with related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as per item no 7 of the Explanatory Statement annexed to this Notice from the date of this 28th Annual General Meeting till the conclusion of 29th Annual General Meeting upto a maximum limit of Rs. 50 Crores (Rupees Fifty Crores);



RESOLVED FURTHER THAT subject to prior approval of Audit Committee of Board of Directors of the Company for the related party transactions, the Board of Directors of the Company be and is hereby authorized to finalize the terms and to execute agreements, deeds or writings required to be executed in relation to the proposed related party transactions and to do all acts, things and deeds as may be deemed necessary to give effect to this resolution.”

By Order of the Board
For **Titan Biotech Limited**

Charanjit Singh
Company Secretary
ACS No. 12726

Date:24.08.2020

Place: Delhi

NOTES

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA 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 provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM 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-902A, RIICO Industrial Area, phase-III, Bhiwadi.
2. The Board of Directors have considered Special Business under item no. 4 to 7 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 is annexed.
3. The Shareholder may please note that since this AGM is being held pursuant to the MCA 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 and Attendance Slip 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 Financial and Computer Services Pvt Ltd 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 19th September, 2020 to 25th September, 2020 (both days inclusive).
8. Explanatory Statement pursuant to Section 102 of Companies Act, 2013 is annexed hereto and forms part of this notice.
9. **CDSL e-Voting System – For Remote e-voting and e-voting during AGM**
 - a) 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 through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
 - b) 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 EGM. 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.
 - c) 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 EGM/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 EGM/AGM without restriction on account of first come first served basis.
 - d) 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.



- e) 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/EGM through VC/OAVM and cast their votes through e-voting.
- f) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at HYPERLINK “<http://www.titanbiotechltd.com>” www.titanbiotechltd.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. 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. HYPERLINK “<http://www.evotingindia.com>” www.evotingindia.com.
- g) The AGM/EGM 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.

10. Voting through Electronic Means

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 22nd September, 2020 at 10.00 A.M and ends on 24th September, 2020 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 18th September, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on “Shareholders” module.
- (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.

or

Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.



- (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) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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. <ul style="list-style-type: none">• 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 BIOTECH 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 FILELINK” 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 changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xiv) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
13. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on 18th September, 2020 may follow the same instructions as mentioned above for e-Voting.
 14. 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.
 15. The Board of Directors has appointed M/s PKG AND ASSOCIATES, Proprietorship of Practicing Company Secretary, who shall scrutinize the electronic voting process in fair and transparent manner.
 16. The results of resolutions passed shall be declared immediately on furnishing of report by scrutinizers to the Chairman after the 28th Annual General Meeting. The results of resolutions shall be based on the report of M/s PKG AND ASSOCIATES, Proprietorship of Practicing Company Secretary, and voting at 28th Annual General Meeting.
 17. 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.
 18. Unpaid / Unclaimed Dividend is lying with the Company for the last few years. Shareholders who have not received or claimed dividend may submit their claim immediately to avoid the same being transferred to Investor Education and Protection Fund after period of 7 years or as prescribed under the Companies Act and Rules made thereunder. Further, unpaid/unclaimed dividend of shareholders of 2012-13 is Rs. 643624.50/- (Six Lac Forty Three Thousand Six hundred twenty four and Fifty Paise Only). The Company had communicated to Shareholders for claiming of dividend for 2012-13 onwards and also updated list of shareholders on its website whose dividend and shares can be transferred to IEPF if dividend on such shares is not claimed for a period of 7 years. The Shareholders may therefore claim the dividend for 2012-13 onwards immediately to avoid transfer of dividend and shares to IEPF.

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.

The results of the voting shall be placed on the website of the company at www.titanbiotechltd.com and also at CDSL website at www.cdslindia.com

19. M/s PKG and Associates, Proprietorship of Practicing Company Secretary, has been appointed as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
20. The Chairman shall at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer.
21. The Scrutinizer shall, after conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the company and shall make not later than forty eight hours of the conclusion of the AGM, a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of the voting forthwith.
22. The Results declared alongwith the report of Scrutinizer shall be placed on the website of the company www.titanbiotechltd.com . The results shall be forwarded immediately to the BSE Limited where shares of the company are listed.
23. All documents referred to in the Notice will be available for inspection at the Company's Registered Office on all working days, during business hours upon the date of the AGM.
24. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut off date i.e 18th September, 2020 is entitled to avail the facility of remote e-voting as well as e-voting at the AGM.
25. Record date for determining the names of members eligible for dividend on equity shares, if approved by the members at the AGM is 18th September, 2020.
26. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
27. **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**
 - A. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.



- B. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- C. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- D. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- E. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- F. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

28 PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING ANNUAL REPORT AND USER ID/PASSWORD FOR E-VOTING AND UPDATION OF BANK ACCOUNT MANDATE FOR RECEIPT OF DIVIDEND DIRECTLY IN THEIR BANK ACCOUNT THROUGH ELECTRONIC CLEARING SYSTEM OR ANY OTHER MEANS:

Physical Holding	<p>Send a request to the Registrar and Transfer Agents of the Company, BEETAL Financial & Computer Services Private Limited at beetalrta@gmail.com providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) for registering email address.</p> <p>Following additional details need to be provided in case of updating Bank Account Details:</p> <ul style="list-style-type: none">a) Name and Branch of the Bank in which you wish to receive the dividend,b) the Bank Account type,c) Bank Account Number allotted by their banks after implementation of Core Banking Solutionsd) 9 digit MICR Code Number, ande) 11 digit IFSC Codef) a scanned copy of the cancelled cheque bearing the name of the first shareholder.
------------------	---



Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.
---------------	--

29. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

30. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE

- A. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to hrd@titanbiotechltd.com / beetalrta@gmail.com
- B. For Demat shareholders -, please provide Demat account detials (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to hrd@titanbiotechltd.com / beetalrta@gmail.com

31. NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 linked in the login 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@titanbiotechltd.com or hrd@titanbiotechltd.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

32. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company / to our RTA.
33. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ BEETAL Financial & Computer Services Private Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Shareholders having valid PAN 7.5% or as notified by the Government of India
--

Shareholders not having PAN / valid PAN 20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by the mduring the Financial Year 2020-21 does not exceed Rs. 5,000 and also in cases where members provide Form 15G / Form 15H(applicable to individuals aged



60 years or more) subject to conditions specified in the Income Tax Act. Resident shareholders may also submit any other document as prescribed under the Income Tax Act to claim a lower / Nil withholding tax. Registered members may also submit any other document as prescribed under the Income Tax Act to claim a lower / Nil withholding tax.

PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to beetalrta@gmail.com

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to beetalrta@gmail.com. The aforesaid declarations and documents need to be submitted by the shareholders.

Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to our RTA, for consolidation into a single folio.

Non-Resident Indian Members are requested to inform our RTA / respective depository participants, immediately of any:

- a) Change in their residential status on return to India for permanent settlement.
- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

By Order of the Board
for **Titan Biotech Limited**

Date: 24-08-2020
Place: Delhi

Charanjit Singh
Company Secretary
ACS 12726



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

As required by section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4&7 of the accompanying Notice:

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
Naresh Kumar Singla	Connoisseur Management Services Private Limited	Director	201200	8.01%
	Tanita Leasing & Finance Ltd	Director	513500	9.35%
	Titan Securities Limited	Director	1038360	4.15%
	Tee Eer Securities & Financial Services Private Limited	Director	50000	8.88%
	Peptech Biosciences Limited	Director	N.A	N.A.(less than 2%)
	Titan Media Limited	Member	170000	9.71%
Suresh Chand Singla	Connoisseur Management Services Private Limited	Director	100000	3.98
	Tanita Leasing & Finance Ltd	Director	527040	9.59
	Titan Securities Limited	Director	421710	N.A.(less than 2%)
	Tee Eer Securities & Financial Services Private Limited	Director	50000	8.88%
	Peptech Biosciences Limited	Director	N.A	N.A.(less than 2%)
	Titan Media Limited	Director	160000	9.14%
Manju Singla (Wife of Mr. Suresh Chand Singla)	Connoisseur Management Services Private Limited	Member	100000	3.98%
	Tanita Leasing & Finance Ltd	Whole Time Director	507510	9.24
	Titan Securities Limited	Managing Director	NA	NA (less than 2%)
	Tee Eer Securities & Financial Services Private Limited	Member	25000	4.44%
	Peptech Biosciences Limited	Director	N.A	NA (less than 2%)
	Titan Media Limited	Member	138000	7.88%
Udit Singla (Son of Mr. Suresh Chand Singla)	Connoisseur Management Services Private Limited	Member	109300	4.35%
	Tanita Leasing & Finance Ltd	Member	350500	6.38%
	Titan Securities Limited	Member	N.A.	N.A.(less than 2%)
	Tee Eer Securities & Financial Services Private Limited	Member	33000	5.86%
	Peptech Biosciences Limited	Member	N.A	N.A.(less than 2%)
	Titan Media Limited	Member	150000	8.57%
	Stalwart Nutritions Pvt Ltd	Director	5000	50%



Name of Director	Name of Co. in which interested	Nature of Relationship	No. of Shares held	% of Shares held
Supriya Singla (Daughter of Mr. Suresh Chand Singla)	Connoisseur Management Services Private Limited	Member	100000	3.98%
	Tanita Leasing & Finance Ltd	Member	377810	6.88%
	Titan Securities Limited	Member	NA	N.A.(less than 2%)
	Tee Eer Securities & Financial Services Private Limited	Member	36100	6.41%
	Peptech Biosciences Limited	Employee	N.A	N.A.
	Titan Media Limited	Member	75000	4.28%
	Raja Singla (Son of Mr. Naresh Kumar Singla)	Connoisseur Management Services Private Limited	Member	134000
Tanita Leasing & Finance Ltd		Member	546500	9.95%
Titan Securities Limited		Member	N.A.	N.A.(less than 2%)
Tee Eer Securities & Financial Services Private Limited		Member	50000	8.88%
Peptech Biosciences Limited		Member	N.A.	N.A.(less than 2%)
Titan Media Limited		Member	163570	9.34%
Stalwart Nutritions Pvt Ltd		Director	2500	25%
Emprise Productions Pvt Ltd		Director	50000	50%
Phoenix Bio Sciences Pvt Ltd		Director	125000	25%
Shivom Singla (Son of Mr. Naresh Kumar Singla)	Connoisseur Management Services Private Limited	Member	155380	6.19%
	Tanita Leasing & Finance Ltd	Member	330510	6.02%
	Titan Securities Limited	N.A.	N.A.	N.A.
	Tee Eer Securities & Financial Services Private Limited	Member	34600	6.15%
	Peptech Biosciences Limited	Member	N.A.	N.A. (Less than 2%)
	Titan Media Limited	Member	75000	4.28%
	Stalwart Nutritions Pvt Ltd	Director	2500	25%
	Emprise Productions Private Ltd	Director	5000	5%
	Phoenix Bio Sciences Pvt Ltd	Director	125000	25%
Sachi Singla (Wife of Mr. Raja Singla)	Emprise Productions Private Limited	Director	45000	45%
Naresh Kumar Singla (HUF)	Tanita Leasing & Finance Limited	Member	400000	7.28%
	Titan Media Limited	Member	170000	9.71%
	Connoisseur Management Services Private Limited	Member	25000	NA (Less than 2%)
	Titan Securities Limited	Member	NA	NA (Less than 2%)
	Suresh Chand Singla (HUF)	Tanita Leasing & Finance Limited	Member	451700
Titan Media Limited				
Tee Eer Securities & Financial Services Private Limited		Member	165000	9.42%
Titan Securities Limited		Member	29200	5.19%
		Member	NA	NA (less than 2%)



Item No.4

The Company had taken and /or will take cash credit limit and loan(s) from bank, related party(ies), other bodies corporates etc for various business needs. The approval of shareholders is required as money already borrowed by the company together with money to be borrowed exceed paid up capital and free reserves of the company. The approval is being sought for covering all borrowing from banks or other corporates for a total sum of Rs. 75 Crores (Seventy Five Crores Only). The approval of shareholders is being sought in terms of Section 180(1) (c) of the Companies Act, 2013 read with applicable Rules. The objective of borrowing is to support existing funds requirement at the works at A-902A RIICO Industrial Area Phase-III, Bhiwadi and also for meeting other short term working capital and long term requirements of funds for the company. The borrowing is at arm's length and in ordinary course of business. The Board recommends passing of this Resolution as a **Special Resolution**. None of the Directors, KMP's and members (being relative as per Companies Act and rules there under) interested in this concern resolution will not entitled to vote in this resolution.

Item No. 5

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to give loans in other bodies corporate or as and when required. Pursuant to the provisions of section 185 of the Companies Act, 2013 and rules made there under, the Company needs to obtain approval of shareholders / members by way of **special resolution** passed at the General Meeting for giving loans to any person or entity in which any of the director is interested or not upto a maximum limit of Rs. 20 Crores. The company may give loans to following entities if need arises:

Name of Company	Amount of Loan which can be given in Indian Rupees to other body corporate
Peptech Biosciences Limited	Rs. 15 Crores
Titan Securities Limited	Rs. 20 Crores
Tanita Leasing & Finance Limited	Rs. 10 Crores
Titan Media Limited	Rs. 5 Crores
Tee Eer Securities & Financial Services Pvt Ltd.	Rs. 5 Crores
Phoenix Bio Sciences Private Limited	Rs. 5 Crores
Connoisseur Management Services Private Limited	Rs. 5 Crores
Stalwart Nutritions Private Limited	Rs. 1 Crores
Emprise Productions Private Limited	Rs. 1 Crores

The Directors therefore, recommend the Special Resolution for approval of the shareholders. Directors namely Mr. Suresh Chand Singla, Naresh Kumar Singla, and Relatives of Key Managerial Personnel



namely Mr. Udit Singla, Mr. Raja Singla and Mr. Shivom Singla and all above named companies are interested in above Resolution and hence not entitled to participate in discussion or vote on the Resolution. No other director or Key Managerial Personnel of the Company is concerned or interested in the resolution.

Item No. 6

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act. The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under

Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting. As per the latest audited Balance Sheet of the Company as on 31st March 2020, sixty per cent of the paid-up share capital, free reserves and securities premium account amounts to Rs. 2268.80 Lacs while one hundred per cent of its free reserves and securities premium account amounts to Rs.2954.97 Lacs.

Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees / securities in connection with a loan, as the case may be, is Rs.2954.97 Lacs.

As per above mentioned higher limit is Rs.2954.97 Lacs and we are proposing the maximum limit upto 2000.00 Lacs. Which is lower than the limit prescribed in 186(2), so there is no need to pass special resolution in annual general meeting.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Ordinary Resolution at Item No.6 of the Notice, notwithstanding the fact that the same does not exceed the limits provided under Section 186 of the Act. The Directors recommend the Ordinary Resolution as set out at Item No. 6 of the accompanying Notice, for members' approval by e-voting.

The Board of Directors of the Company has appointed PKG & Associates, Proprietorship of Practising Company Secretary Firm, to act as a Scrutinizer to conduct the e-voting process in a fair and transparent manner. The Scrutinizer will submit his report after completion of scrutiny of ballots received from members including e-voting.



None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Ordinary Resolution.

Item No. 7

The Company may enter into related party transactions with one or more of related parties and such related party transactions covered under section 188 of the companies Act, 2013. The company may buy or sell goods or materials, sell or dispose of property of any kind, avail or render any kind of service, appoint any agent for purchase or sale of goods or materials, appointment to any office or place of profit, underwriting the subscription of any securities or derivatives thereof, of the company. The company had already borrowed money for funding its project for modernization from bank as well as from other corporates and related parties. The project is at final stages and the company need more funds to complete its project of modernization of works and therefore Shareholders approval is being sought by means of an Ordinary Resolution for borrowing, repayment and also for making investment by company by way of inter corporate loans and investments or other transaction covered u/s 188 of Companies Act, 2013 upto a maximum amount of Rs. 50 Crores (Fifty Crores Only). Some of the Directors of the Company may be interested in this resolution as it involves approval for above transactions and /or other Related Party Transactions covered u/s 188 of Companies Act, 2013 as per following details:

S. No	Name of Related Party	Amount upto which transaction can be made in Rs.	Nature of Transactions
1.	Titan Securities Limited CIN No. L67190DL1993PLC052050	20 Crores	Borrowing or Repayment of Loan or other transaction covered u/s 188 of the Companies Act, 2013.
2.	Tanita Leasing & Finance Limited CIN NO. U74899DL1994PLC062144	10 Crores	Borrowing or Repayment of loan or other Transaction covered u/s 188 of the Companies Act, 2013
3.	Connoisseur Management Services Private Limited CIN NO. U74899DL1984PTC018979	5 Crores	Borrowing or Repayment of Loan or other Transaction covered u/s 188 of the Companies Act, 2013
4.	Peptech Biosciences Limited CIN NO. U33110RJ2011PLC037007	15 Crores	Purchase or Sale of Goods or any other transaction covered u/s 188 of the Companies Act, 2013.
5.	Tee Eer Securities & Financial Services Private Limited CIN NO. U74899DL1995PTC071668	5 Crores	Borrowing or Repayment of Loan or any other transaction covered u/s 188 of Companies Act, 2013.



6.	Titan Media Limited CIN NO. U24233DL1993PLC052051	5 Crores	Borrowing or Repayment of Loan or any other transaction covered u/s 188 of Companies Act, 2013.
7.	Phoenix Biosciences Pvt Limited CIN NO. U74990TN2011PTC079806	5 Crores	Purchase or Sale of Goods or any other transaction covered u/s 188 of Companies Act, 2013.
8.	Stalwart Nutritions Private Limited CIN No. U15130DL2018PTC342988	1 Crores	Borrowing or Repayment of Loan or any other transaction covered u/s 188 of Companies Act, 2013.
9.	Emprise Productions Private Limited	1 Crores	Borrowing or Repayment of Loan or any other transaction covered u/s 188 of Companies Act, 2013.

Related Parties like Titan Securities Limited, Tanita Leasing & Finance Limited, Connoisseur Management Services Private Limited, Titan Media Limited, Tee Eer Securities & Financial Services Private Limited, Peptech Biosciences Limited, Phoenix Bio Sciences Private Limited, Stalwart Nutritions Private Limited and Emprise Productions Private Limited are interested in above Resolution and hence neither the directors of these companies namely Mr. Suresh Chand Singla, Mr. Naresh Kumar Singla, Ms. Supriya Singla and Mrs. Manju Singla being directors of the promoter group and Relatives of Key Managerial Personnel namely Mr. Udit Singla, Mr. Raja Singla, and Mr. Shivom Singla are not entitled to vote on this Resolution. None of the Directors, KMP's and members (being relative as per Companies Act and rules there under) interested in this concern resolution will be entitled to vote in this resolution.

By Order of the Board
for **Titan Biotech Limited**

Date: 24-08-2020
Place: Delhi

Charanjit Singh
Company Secretary
ACS 12726



ADDITIONAL INFORMATION ON DIRECTOR SEEKING APPOINTMENT / REAPPOINTMENT AT THE 28th ANNUAL GENERAL MEETING

(Pursuant to Regulation 36 (3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India)

Brief Profile of Ms. Supriya Singla

Ms. Supriya Singla Non-Executive Director, Joined Titan Biotech Ltd as Executive Director in October 2012, later reappointed as Non-Executive Director. She is Post Graduate in Diploma Management in International Business from Amity University. She having experience in Marketing and International Business of over 4 years.

Particulars of Director Who Is Seeking For The Appointment/Reappointment

Name of Director	Ms. Supriya Singla
DIN	03526583
Date of Appointment	01/10/2012
Educational Qualifications	Post Graduate Diploma Management (PGDM) in International Business
Experience and Expertise in specific Functional Area	Expertise in Marketing and International Business having experience of over 3 years
Terms and Conditions of appointment	Appointed as director liable to retire by rotation
Remuneration Last Drawn	Not Applicable
Shareholding of Directors in our co. as on 31.03.2020	54493
Relationship with other directors and KMPs of the Company	Mr. Suresh Chand Singla, Managing Director is Father of Ms. Supriya Singla. Mrs. Manju Singla, Director is Mother of Ms. Supriya Singla, appointee Director
No. of Meetings of Board attended during the year	Ms. Supriya Singla attended 10 meetings during the financial year 2019-2020.
Other Directorships	NIL
Chairman/Member of the Committees of Board of Directors of Indian Companies	NIL