



## TITAN BIOTECH LIMITED

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

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### NOTICE

Notice is hereby given that 29<sup>th</sup> Annual General Meeting of the members of Titan Biotech Limited will be held on Friday, 24<sup>th</sup> September, 2021 at 3:00 P.M. 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 31<sup>ST</sup> MARCH, 2021 AND THE REPORT OF THE AUDITORS AND DIRECTORS THEREON.**

The Following Resolution is proposed as an Ordinary Resolution :-

**"RESOLVED THAT** the Audited Financial Statements i.e. Standalone and Consolidated Balance Sheet of the Company as at 31<sup>st</sup> March, 2021 and Standalone and Consolidated Profit and Loss Account of the Company for the year ended as on the said date together with the Schedules, Notes on Accounts and Cash Flow Statement ('Annual Financial Statement') and the report of Auditors and Directors including annexures thereon be and are hereby considered, approved and adopted."

2. **TO DECLARE DIVIDEND ON EQUITY SHARE OF THE COMPANY.**

The Following Resolution is proposed as an Ordinary Resolution :-

**"RESOLVED THAT** final dividend of Rs.1.50 per share be and is hereby approved for distribution to members of the Company."

3. **TO APPOINT DIRECTOR IN PLACE OF MRS. MANJU SINGLA (DIN NO. 00027790), WHO RETIRES BY ROTATION AT THIS ANNUAL GENERAL MEETING, AND BEING ELIGIBLE, OFFERS HERSELF FOR REAPPOINTMENT.**

The Following Resolution is proposed as an Ordinary Resolution :-

**"RESOLVED THAT** Mrs. Manju Singla (DIN No. 00027790) 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 (a part 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. 25 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 resolution  
**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 25 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 pass, with or without modification(s), the following resolution  
**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 29th Annual General Meeting till the conclusion of 30<sup>th</sup> Annual General Meeting upto a maximum limit of Rs. 60 Crores (Rupees Sixty 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.”

8. **RE-APPOINTMENT OF MR. NARESH KUMAR SINGLA (DIN: 00027448) AS MANAGING DIRECTOR**

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

“**RESOLVED THAT** in pursuance of Sections 196, 197, 198 and other applicable provisions read with Schedule V to the Companies Act, 2013 (the Act), as amended or re-stated from time to time, read with the Articles of Association of the Company, on the basis of recommendation of Nomination & Remuneration Committee and approval of Board of Director of Company, the consent of Company be and is hereby accorded the re-appointment of Mr. Naresh Kumar Singla (DIN: 00027448) as Managing Director of the Company for a further term of Five years beginning from 1<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2026, not liable to retire by rotation, on such remuneration and other terms and conditions as are detailed below, subject however to the condition that whenever in respect of a particular year the proposed remuneration is not in conformity with the aforesaid provisions, as applicable at the relevant time, the remuneration in respect of that financial year shall be restricted to the maximum payable under the said provisions:

- a. Consolidated Salary: Rs. 400,000/- per month w.e.f. 1<sup>st</sup> April, 2021 subject to increase after 1 year on the basis of recommendation of Nomination & Remuneration Committee, but upto a maximum of Rs. 6,00,000/- per month upto 31<sup>st</sup> March, 2026.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee of the Board of Directors of the Company, authorized to vary, alter and change the terms and conditions of the aforesaid re-appointment including the remuneration to be paid to him as Managing Director of the Company, which shall be well within the permissible limit and accordance with the provisions of **section 197** read with **Schedule V of the Companies Act, 2013**;

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company authorized to do all such acts, deeds and things as may be required, considered necessary or incidental thereto, and to settle any question(s), difficulty(ies) or matter(s) that may arise in interpretation, implementation



or execution of the intent of the aforesaid resolution and to seek and obtain requisite consents and/or approvals including approval of the Central Government, as the Board of Directors may deem fit and appropriate to give effect to the above Resolutions.”

## 9. REAPPOINTMENT OF MR. SURESH CHAND SINGLA AS MANAGING DIRECTOR

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

“**RESOLVED THAT** in pursuance of Sections 196, 197, 198 and other applicable provisions read with Schedule V to the Companies Act, 2013 (the Act), as amended or re-stated from time to time, read with the Articles of Association of the Company, on the basis of recommendation of Nomination & Remuneration Committee and approval of Board of Director of Company, the consent of Company be and is hereby accorded the re-appointment of Mr. Suresh Chand Singla (DIN: 00027706) as Managing Director of the Company for a further term of Five years beginning from 1<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2026, not liable to retire by rotation, on such remuneration and other terms and conditions as are detailed below, subject however to the condition that whenever in respect of a particular year the proposed remuneration is not in conformity with the aforesaid provisions, as applicable at the relevant time, the remuneration in respect of that financial year shall be restricted to the maximum payable under the said provisions:

- a. Consolidated salary: Rs. 400,000/- per month w.e.f. 1<sup>st</sup> April, 2021 subject to increase after 1 year on the basis of recommendation of Nomination & Remuneration Committee, but upto a maximum of Rs. 6,00,000/- per Month upto 31<sup>st</sup> March, 2026.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee of the Board of Directors of the Company, authorized to vary, alter and change the terms and conditions of the aforesaid re-appointment including the remuneration to be paid to him as Managing Director of the Company, which shall be well within the permissible limit and accordance with the provisions of **section 197** read with **Schedule V of the Companies Act, 2013**;

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company authorized to do all such acts, deeds and things as may be required, considered necessary or incidental thereto, and to settle any question(s), difficulty(ies) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution and to seek and obtain requisite consents and/or approvals including approval of the Central Government, as the Board of Directors may deem fit and appropriate to give effect to the above.”

## 10. APPROVAL FOR CHANGE IN THE STATUS OF MATERIAL SUBSIDIARY/SUBSIDIARY IN TERMS OF REGULATION 24 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

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

“**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013, read with rules thereunder, as amended, (‘the Act’), the provision(s) of Regulation 24 of the Securities and Exchange



Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“Listing Regulations”), subject to any other approval of statutory/ competent authority, if and to the extent necessary, and such other approvals, permissions and sanctions as may be required and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall include a Committee thereof), the consent, authority and approval of the Company be and is hereby granted to the Board of Directors of Company, for potential dilution of stake or reduction in Company’s shareholding in its material subsidiary M/s Peptech Biosciences Limited below 50% of equity share capital of Peptech Biosciences Limited (PBL).

**RESOLVED FURTHER THAT** Mr. Naresh Kumar Singla (DIN :000027748) Managing Director and Mr. Suresh Chand Singla (DIN: 00027706) Managing Director and Mr. Charanjit Singh, Company Secretary be and are hereby severally authorized to finalize and execute the required transactional documents including but not limited to Agreement(s), indemnities, guarantees, declarations, undertakings, forms, letters and such other documents with such modification/s as may be required from time to time and to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary and/or expedient in their discretion, to settle any questions, difficulties, doubts that may arise in this regard, as they may in their absolute discretion deem fit and finalize all issues as may be deemed necessary or expedient in their own discretion and in the best interest of the Company to give effect to the resolution for completion of the transaction, without being required to seek any further consent or approval of the Shareholders and to delegate all or any of the powers or authorities herein conferred to any Director/s or other Officer/s of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.”

11. **REGULARIZATION OF APPOINTMENT OF MR. ROHIT JAIN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby given to the appointment of **Mr. Rohit Jain (DIN: 07191154)**, who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from **26<sup>th</sup> July, 2021** pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non-Executive Director of the Company, who shall hold office for 5 consecutive years up to September 30, 2026 and whose office shall not, henceforth, be liable to retire by rotation;



**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.”

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

**Date: 25/08/2021  
Place: Delhi**

**Charanjit Singh  
Company Secretary  
ACS No. 12726**

## NOTES

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated January 13, 2021 and 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 11 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 18th September, 2021 to 24<sup>th</sup> September, 2021 (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 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 AGM. 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 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 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 through VC/OAVM and cast their votes through e-voting.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at HYPERLINK "<http://www.titanbiotechltd.com>" [www.titanbiotechltd.com](http://www.titanbiotechltd.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://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](http://www.evotingindia.com).

The AGM 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.

In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow Companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January 13, 2021.

## 10. THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- i. The voting period begins on 21<sup>st</sup> September, 2021 at 10.00 A.M and ends on 23<sup>rd</sup> September, 2021 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 17<sup>th</sup> September, 2021, 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. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.



In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible Companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers..</li></ol>



<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"><li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li></ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**



<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- v. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

Click on “Shareholders” module.

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

If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.

If you are a first time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>• 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</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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).</li> </ul>



- vii. After entering these details appropriately, click on “SUBMIT” tab.
  - viii. 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.
  - ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - x. Click on the EVSN for the relevant <TITAN BIOTECH LIMITED> on which you choose to vote.
  - xi. 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.
  - xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
  - xiii. 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.
  - xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote
  - xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
  - xvi. 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.
  - xvii. 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.
11. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on 17<sup>th</sup> September, 2021 may follow the same instructions as mentioned above for e-Voting.
  12. 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  13. The Board of Directors has appointed M/s PKG AND ASSOCIATES, Practicing Company Secretary, who shall scrutinize the electronic voting process in fair and transparent manner.
  14. The results of resolutions passed shall be declared immediately on furnishing of report by scrutinizers



to the Chairman after the 29th Annual General Meeting. The results of resolutions shall be based on the report of M/s PKG AND ASSOCIATES, Practicing Company Secretary, and voting at 29th Annual General Meeting.

15. 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.
16. 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 for 2013-14 is 685190.25/- (Six Lac Eighty Five Thousand One Hundred Ninety and Twenty Five Paise Only) as on date 31/07/2021. The Company had communicated to Shareholders for claiming of dividend for 2013-2014 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.

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](http://www.titanbiotechltd.com) and also at CDSL website at [www.cdslindia.com](http://www.cdslindia.com)

17. M/s PKG and Associates, Practicing Company Secretary, has been appointed as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
18. 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.
19. The scrutiniser shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
20. The Results declared along with the report of Scrutinizer shall be placed on the website of the Company [www.titanbiotechltd.com](http://www.titanbiotechltd.com) . The results shall be forwarded immediately to the BSE Limited



where shares of the Company are listed.

21. 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..
22. 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 17<sup>th</sup> September, 2021 is entitle to avail the facility of remote e-voting as well as e-voting at the AGM
23. Record date for determining the names of members eligible for dividend on equity shares, if approved by the members at the AGM is 17<sup>th</sup> September, 2021.
24. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
25. **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM & E-VOTING DURING MEETING ARE AS UNDER :**
  - A. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
  - B. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
  - C. 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.
  - D. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
  - E. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - F. 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.
  - G. 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.
  - H. Those shareholders who have registered themselves as a speaker will only be allowed to



express their views/ask questions during the meeting.

- I. 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.
  - J. 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.
26. **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 &amp; Computer Services Private Limited at <a href="mailto:beetalrta@gmail.com">beetalrta@gmail.com</a> 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"><li>a) Name and Branch of the Bank in which you wish to receive the dividend,</li><li>b) the Bank Account type,</li><li>c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions</li><li>d) 9 digit MICR Code Number, and</li><li>e) 11 digit IFSC Code</li><li>f) a scanned copy of the cancelled cheque bearing the name of the first shareholder.</li></ul>
Demat Holding	<p>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.</p>

27. **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.

## 28. **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

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](mailto:hrd@titanbiotechltd.com) / [beetalrta@gmail.com](mailto:beetalrta@gmail.com)

For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).

For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

## 29. **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](http://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](mailto: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](mailto: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; [gu.pankaj@gmail.com](mailto:gu.pankaj@gmail.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

30. 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.
31. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Companies 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 during the Financial Year 2021-22 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.

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](mailto: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](mailto: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.

**Date: 25/08/2021**

**Place: Delhi**

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

**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 to 11 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	241000	9.59%
	Tanita Leasing & Finance Ltd	Whole Time Director	507510	9.24%
	Titan Securities Limited	Managing Director	3443128	13.76%
	Tee Eer Securities & Financial Services Private Limited	Member	25000	4.44%
	Peptech Biosciences Limited	Director	N.A.	N.A. (less than 2%)
	Titan Media Limited	Member	138000	7.88%
Udit Singla (Son of Mr. Suresh Chand Singla)	Connoisseur Management Services Private Limited	Member	215300	8.57%
	Tanita Leasing & Finance Ltd	Member	350500	6.38%
	Titan Securities Limited	Member	1177101	4.71%
	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	2500	25%



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	210000	8.36%
	Tanita Leasing & Finance Ltd	Member	377810	6.88%
	Titan Securities Limited	Member	1193038	4.77%
	Tee Eer Securities & Financial Services Private Limited	Member	36100	6.41%
	Peptech Biosciences Limited	Member	N.A.	N.A.
	Titan Media Limited	Member	75000	4.28%
	Stalwart Nutritions Pvt Ltd	Member	2500	25%
Raja Singla (Son of Mr. Naresh Kumar Singla)	Connoisseur Management Services Private Limited	Member	134000	5.33%
	Tanita Leasing & Finance Ltd	Member	546500	9.95%
	Titan Securities Limited	Member	3222107	12.88%
	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	Member	2994094	11.97%
	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	N.A. (Less than 2%)
	Titan Securities Limited	Member	N.A.	N.A. (Less than 2%)



Name of Director	Name of Co. in which interested	Nature of Relationship	No. of Shares held	% of Shares held
Suresh Chand Singla (HUF)	Tanita Leasing & Finance Limited	Member	451700	8.22%
	Titan Media Limited	Member	165000	9.43%
	Tee Eer Securities & Financial Services Private Limited	Member	29200	5.19%
	Titan Securities Limited	Member	N.A.	N.A. (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 the **Special Resolution** set out at **Item No. 4** of the Notice for approval by the Members.

None of the Directors, KMP's and members (being relative as per Companies Act and rules there under) interested in this resolution are entitled to vote on 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. 25 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. 10 Crores
Titan Media Limited	Rs. 9 Crores
Stalwart Nutritions Private Limited	Rs. 5 Crores
Emprise Productions Private Limited	Rs. 1 Crores

Directors namely Mr. Suresh Chand Singla, Mr. 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.

The Board recommends the **Special Resolution** set out at **Item No. 5** of the Notice for approval by the Members.

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 2021, sixty per cent of the paid-up share capital, free reserves and securities premium account amounts to Rs. 3949.20 Lacs.

While one hundred per cent of its free reserves and securities premium account amounts to Rs. 5,755.64 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.5755.64 Lacs.

As per above mentioned higher limit is Rs. 5755.64 Lacs and we are proposing the maximum limit upto 2500.00 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 exceeds the limits provided under Section 186 of the Act.

The Board recommends the **Ordinary Resolution** set out at **Item No. 6** of the Notice for approval by the Members.



The Board of Directors of the Company has appointed PKG & Associates, Practicing Company Secretary Firm, to act as 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 are 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 Company need more funds for its business needs 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. 60 Crores (Sixty 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:

<b>S.No</b>	<b>Name of Related Party</b>	<b>Amount upto which transaction can be made in Rs.</b>	<b>Nature of Transactions</b>
1.	Titan Securities Limited CIN: L67190DL1993PLC052050	10 Crores	Borrowing or Repayment of Loan or other transaction covered u/s 188 of the Companies Act, 2013.
2.	Tanita Leasing & Finance Limited CIN: 74899DL1994PLC062144	3 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: 74899DL1984PTC018979	3 Crores	Borrowing or Repayment of Loan or other Transaction covered u/s 188 of the Companies Act, 2013
4.	Peptech Biosciences Limited CIN: 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: 74899DL1995PTC071668	25 Lacs	Borrowing or Repayment of Loan or any other transaction covered u/s 188 of Companies Act, 2013.
6.	Titan Media Limited CIN: 24233DL1993PLC052051	10 Crores	Borrowing or Repayment of Loan or any other transaction covered u/s 188 of Companies Act, 2013.
7.	Phoenix Biosciences Limited CIN: 74990TN2011PTC079806	20 Crores	Purchase or Sale of Goods or any other transaction covered u/s 188 of Companies Act, 2013.





S.No	Name of Related Party	Amount upto which transaction can be made in Rs.	Nature of Transactions
8.	Stalwart Nutritions Private Limited CIN: 15130DL2018PTC342988	5 Crores	Purchase or Sale of Goods, Borrowing or Repayment of Loan or any other transaction covered u/s 188 of Companies Act, 2013.
9.	Emprise Productions Private Limited CIN: 74997DL2016PTC304237	10 Lacs	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 Biosciences 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.

The Board recommends the **Ordinary Resolution** set out at **Item No. 7** of the Notice for approval by the Members.

None of the Directors, KMP's and members (being relative as per Companies Act and rules there under) interested in this resolution are entitled to vote on this resolution.

### **Item No. 8**

Mr. Naresh Kumar Singla (DIN: 00027448) was appointed as the Managing Director of the Company for a term of five (5) years w.e.f. April 1, 2021. The Board at its meeting held on 31<sup>st</sup> March, 2021 has approved the appointment and payment of remuneration for the further period from April 1, 2021 to March 31, 2026, for which approval the members is required. The remuneration proposed to be paid to Mr. Naresh Kumar Singla, Managing Director has also been recommended by the Nomination and Remuneration Committee. The remuneration proposed will be within the limits permissible under Schedule V to the Act. Brief profile of Mr. Naresh Kumar Singla is annexed to the notice. Keeping in view, the vast experience of Mr. Naresh Kumar Singla, the Board of Directors has recommended the payment of remuneration for the period from April 1, 2021 to March 31, 2026 as set out herein below:

a. Consolidated salary: Rs. 4,00,000/- per month w.e.f. 1<sup>st</sup> April, 2021 subject to increase after 1 year on the basis of recommendation of Nomination & Remuneration Committee, but upto maximum of Rs. 6,00,000/- per month upto 31<sup>st</sup> March, 2026.

**Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:**

#### 1. **General Information**

- a. Nature of Industry: Biotechnology
- b. Date or expected date of commencement of commercial production: N.A. Since the Company has already commence the business activities.



- c. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable, since the Company was incorporated on 18/02/1992
- d. Financial performance based on given indicators:

Particular	For the year/period Ended		
	March 31, 2019	March 31, 2020	March 31, 2021
Total Revenue	588,917,993.88	69,88,58,647.97	1,231,192,489.32
Profit/Loss before tax	43,558,334.04	7,62,84,274.04	387,614,857.84
Profit/Loss after Tax	30,803,850.74	6,20,14,184.36	287,726,706.47
Paid-up Capital	82,637,000	82,637,000	82,637,000

- e. Foreign investments or collaborations, if any: The share capital of the Company is entirely held by domestic Indian Bodies Corporate and Individuals. There is no foreign collaboration in the Company.

## 2. Information about the appointee

<b>a</b>	<b>Background details</b>	Mr. Naresh Kumar Singla is associated with Company since 1992 as a first Director of the Company. He expertise in Accounts, Finance, Project Development and Implementation.
<b>b</b>	<b>Past remuneration</b>	48,00,000/- P.A
<b>c</b>	<b>Recognition or awards</b>	N.A
<b>d</b>	<b>Job profile and his suitability</b>	He expertise in Accounts, Finance, Project Development and Implementation.
<b>e</b>	<b>Remuneration proposed</b>	48,00,000/- P.A
<b>f</b>	<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)</b>	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by him, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other Companies.
<b>g</b>	<b>Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director, if any</b>	Mr. Naresh Kumar Singla is not related to any other Director of the Company.

## 3. Disclosure

- a. The remuneration package of all the managerial persons are given in the respective resolutions.
- b. Additional information is given in Corporate Governance report and Annexure attached with Notice.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the Members.



None of the Directors, KMP's and members (being relative as per Companies Act and rules there under) interested in this resolution are entitled to vote on this resolution.

**Item No.9:-**

Mr. Suresh Chand Singla (DIN: 00027706) was appointed as the Managing Director of the Company for a term of five (5) years w.e.f. April 1, 2021. The Board at its meeting held on 31<sup>st</sup> March, 2021 has approved the appointment and payment of remuneration for the further period from April 1, 2021 to March 31, 2026, for which approval the members is required. The remuneration proposed to be paid to Mr. Suresh Chand Singla, Managing Director has also been recommended by the Nomination and Remuneration Committee. The remuneration proposed will be within the limits permissible under Schedule V to the Act. Brief profile of Mr. Suresh Chand Singla is annexed to the notice. Keeping in view, the vast experience of Mr. Suresh Chand Singla, the Board of Directors has recommended the payment of remuneration for the period from April 1, 2021 to March 31, 2026 as set out herein below:

a. Consolidated salary: Rs. 4,00,000/- per month w.e.f. 1<sup>st</sup> April, 2021 subject to increase after 1 year on the basis of recommendation of Nomination & Remuneration Committee, but upto maximum of Rs. 6,00,000/- per month upto 31<sup>st</sup> March, 2026.

**Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:.**

**1. General Information**

- a) **Nature of Industry:** Biotechnology
- b) **Date or expected date of commencement of commercial production:** N.A. Since the Company has already commence the business activities.
- c) **In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable, since the Company was incorporated on 18/02/1992
- d) **Financial performance based on given indicators:**

Particular	For the year/period Ended		
	March 31, 2019	March 31, 2020	March 31, 2021
<b>Total Revenue</b>	588,917,993.88	69,88,58,647.97	1,231,192,489.32
<b>Profit/Loss before tax</b>	43,558,334.04	7,62,84,274.04	387,614,857.84
<b>Profit/Loss after Tax</b>	30,803,850.74	6,20,14,184.36	287,726,706.47
<b>Paid-up Capital</b>	82,637,000	82,637,000	82,637,000

- e) Foreign investments or collaborations, if any: The Share Capital of the Company is entirely held by domestic Indian Bodies Corporate and Individuals. There is no foreign collaboration in the Company.

**2. Information about the appointee**

a	<b>Background details</b>	Mr. Suresh Chand Singla is associated with Company since 1992 as a first Director of the Company. He expertise in Production, Quality Control of Microbiological Culture Media, Media Bases and other biological products. He also expertise in marketing of Products and Brand Building.
b	<b>Past remuneration</b>	48,00,000/- P.A
c	<b>Recognition or awards</b>	N.A
d	<b>Job profile and his suitability</b>	He expertise in Production, Quality Control of Microbiological Culture Media, Media Bases and other biological products.
e	<b>Remuneration proposed</b>	48,00,000/- P.A
f	<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)</b>	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by him, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other Companies.
g	<b>Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director, if any</b>	Mrs. Manju Singla, Director is wife of Mr. Suresh Chand Singla. Ms. Supriya Singla, Director is Daughter of Mr. Suresh Chand Singla.

**3. Disclosure**

- I. The remuneration package of all the managerial persons are given in the respective resolutions.
- II. Additional information is given in Corporate Governance report and Annexure attached with Notice.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the Members.

None of the Directors, KMP's and members (being relative as per Companies Act and rules there under) interested in this resolution are entitled to vote on this resolution.

**Item No 10:**

M/s. Peptech Biosciences Limited (PBL) is a material subsidiary of M/s. Titan Biotech Limited and Titan Biotech Limited is holding around 53% shareholding of PBL. As per intimation received from PBL, the Board of Directors of PBL is exploring to undertake a further issue of equity shares by way of an offer (Right Issue).

Further if Titan Biotech Limited unable to subscribe in full up to its right entitlement due to non-availability



of funds if any at the time of opening of subscription of issue, then shareholding of Titan Biotech Limited in PBL might reduce below or less than 50%. As per Regulation 24(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), a listed entity shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than fifty percent or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/Tribunal, or under a resolution plan duly approved under section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved. .

The Board recommends the Special Resolution set out at Item No. 10 of the Notice for approval by the Members.

Accordingly the Company is therefore seeking your consent for the said proposal as contained in the special resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution except to the extent of their shareholding in the Company.

#### **Item No. 11**

Mr. Rohit Jain (DIN: 07191154) was appointed as an Additional Non-Executive Independent Director w.e.f. 26/07/2021 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. Nomination and Remuneration Committee has recommended regularization of Mr. Rohit Jain as an Independent Non- Executive Director of the Company.

The Company has also received a declaration from Mr. Rohit Jain declaring that he meets the criteria of independence as provided under the provisions of Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Rohit Jain fulfills the conditions required to be fulfilled for being appointed as an Independent Director of the Company as per the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015.

Brief Profile and particulars of Mr. Rohit Jain is annexed with this notice.

The Board recommends the **Ordinary Resolution** set out at **Item No. 11** of the Notice for approval by the Members.

None of the Directors, KMP’s and members (being relative as per Companies Act and rules there under) interested in this resolution are entitled to vote on this resolution..

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

**Date: 25-08-2021  
Place: Delhi**

**Charanjit Singh  
Company Secretary  
ACS 12726**

**ADDITIONAL INFORMATION ON DIRECTOR SEEKING APPOINTMENT / REAPPOINTMENT AT THE 29<sup>th</sup> ANNUAL GENERAL MEETING**

*(Pursuant to Regulation 36 (3) 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 Mrs. Manju Singla**

Mrs. Manju Singla, Non-Executive Director, Joined Titan Biotech Limited as promoter at the time of incorporation of Company.

**Particulars of Director Who Is Seeking For The Appointment/Reappointment**

<b>Name of Director</b>	<b>Mrs. Manju Singla</b>
DIN	00027790
Date of Appointment	23/06/2001
Educational Qualifications	B.A
Experience and Expertise in specific Functional Area	Marketing of goods, presentations, product Promotion
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 31.03.2021	71210
Relationship with other directors and KMPs of the Company	Wife of Mr. Suresh Chand Singla & mother of Ms. Supriya Singla
No. of Meetings of Board attended during the Year	12
Name of Listed Companies in which hold Directorship	Titan Securities Limited & Titan Biotech Limited
Chairman/Member of the Committees of Board of Directors of Indian Companies	Member of Audit Committee and Nomination & Remuneration Committee of Titan Biotech Limited

**Brief Profile of Mr. Naresh Kumar Singla**

Mr. Naresh Kumar Singla is associated with Company since 1992 as a first Director of the Company. The Company is continuously making Profits for the last several years and growing under the leadership of Mr. Naresh Kumar Singla. The Company is doing extremely well in terms of sales, profitability even in the phase of COVID-19. Further, he is supervising Modernization of factories of Company and hence his continuation is of immense importance in the continuous growth of Company and successful implementation of projects of Factory of Company. He has good knowledge in Accounts & Finance.

<b>Name of Director</b>	Mr. Naresh Kumar Singla
DIN	00027448
Date of Appointment	18-02-1992
Educational Qualifications	B.COM
Experience and Expertise in specific Functional Area	He expertise in Accounts, Finance, Project Development and Implementation.
Terms and Conditions of appointment	Five (5) years with effect from April 1, 2021 subject to the approval of shareholders at the ensuing Annual General Meeting of the Company.
Remuneration Last Drawn	4,00,000/- Per Month
Shareholding of Directors in our co. as on 31.03.2021	34510
Relationship with other directors and KMPs of the Company	N.A.
No. of Meetings of Board attended during the year	12
Name of Listed Companies in which hold Directorship	Titan Securities Limited & Titan Biotech Limited
Chairman/Member of the Committees of Board of Directors of Indian Companies	Corporate Social Responsibility Committee of Titan Biotech Limited and Stakeholder Relationship Committee of Titan Biotech Limited and Titan Securities Limited



## Brief Profile of Mr. Suresh Chand Singla

Mr. Suresh Chand Singla is associated with Company since 1992 as a first Director of the Company. His presence in the Company is of immense importance since he has been actively involved in the marketing of chemicals. Culture Media, Import, Export, Production Control etc. and making lot of efforts for the growth of the Company.

<b>Name of Director</b>	<b>Mr. Suresh Chand Singla</b>
DIN	00027706
Date of Appointment	18-02-1992
Educational Qualifications	B.A
Experience and Expertise in specific Functional Area	He expertise in Production, Quality Control of Microbiological Culture Media, Media Bases and other biological products. He also expertise in marketing of Products and Brand Building.
Terms and Conditions of appointment	Five (5) years with effect from 1 <sup>st</sup> April, 2021 subject to the approval of shareholders at the ensuing Annual General Meeting of the Company.
Remuneration Last Drawn	4,00,000/- Per Month
Shareholding of Directors in our co. as on 31.03.2021	1,05,671
Relationship with other directors and KMPs of the Company	Mrs. Manju Singla, Director is wife of Mr. Suresh Chand Singla. Ms. Supriya Singla, Director is Daughter of Mr. Suresh Chand Singla.
No. of Meetings of Board attended during the year	12
Name of Listed Companies in which hold Directorship	Titan Securities Limited and Titan Biotech Limited
Chairman/Member of the Committees of Board of Directors of Indian Companies	Stakeholder Relationship Committee of Titan Biotech Limited and Titan Securities Limited., Audit Committee, Nomination and remuneration committee of Titan Securities Limited.





## Brief Profile of Mr. Rohit Jain

Mr. Rohit Jain is a Managing Partner at Singhania & Co. LLP. As a business-savvy lawyer, his practice area focuses on advising corporations on various contentious and non-contentious legal and business issues including joint ventures, private equity investments, due diligences, commercial contracts, corporate policies, regulatory compliances, commercial negotiations, arbitration, mediation and court litigation. Also an Engineer and a Graduate from IIT Kharagpur. He actively participates in various tech forums and keenly follows the innovation space, which helps him to advise corporates on contemporary issues. A '**Featured Lawyer**' in AsiaLaw Rankings-2021, Rohit has been recognized by the World Bank for his contribution on "**Doing Business in India.**" An article by Rohit titled '**Hybrid Instruments**' made it to the '**Capital Markets**' special issue of the Indian Chartered Secretary Journal and was adjudicated as the '**Best Article**' in Finance, Accounts and Taxation Discipline.

## Particulars of Director Who Is Seeking For The Appointment/Reappointment

Name of Director	Rohit Jain
DIN	07191154
Date of Appointment	26 <sup>th</sup> July 2021
Educational Qualifications	Lawyer. Managing Partner at Singhania & Co. LLP.
Experience and Expertise in specific Functional Area	Having 7 years of experience. Currently Partner in Singhania & Co LLP.  He have a working experience with Amarchand & Mangaldas & Suresh A Shroff & Co, OrthoHeal Pvt Ltd, Ben & Gaws Private Limited, Shri JJT University, PadUp Ventures, IIM Calcutta Innovation Park.
Terms and Conditions of appointment	Appointed in the category of Non-Executive Independent Director for a period of 5 (five) years
Remuneration Last Drawn	N.A
Shareholding of Directors in our co. as on 31.03.2021	Nil
Relationship with other directors and KMPs of the Company	<b>Mr. Rohit Jain</b> is not related to any of the Directors on the Board.
No. of Meetings of Board attended during the Year	0
Name of Listed Companies in which hold Directorship	Titan Biotech Limited
Chairman/Member of the Committees of Board of Directors of Indian Companies	Stakeholder Relationship Committee, Audit Committee, Corporate Social Responsibility Committee of Titan Biotech Limited