



# TITAN BIOTECH LTD.

AN ISO 9001:2015 CERTIFIED COMPANY



Office : 903-909, 9<sup>th</sup> Floor, Bigjos Tower, Netaji Subhash Place, Delhi-110034, India

Tel. : 011-27355742, 71239900 (44 Lines) | Fax : +91-11-47619811 | CIN: L74999RJ1992PLC013387

To,

Date: 12/02/2024

Corporate Services Department  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai- 400001

**Sub: Intimation under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') – Investment in Company**

**Script Code: 524717**

The Company has agreed to acquire 33,90,510 partly paid up equity shares of Rs 24/- each at par aggregating to Rs. 8,13,72,240 (Eight Crore Thirteen Lacs Seventy-Two Thousand Two Hundred Forty Rupees Only) out of which Rs. 2,03,43,060/- (Two Crore Three Lacs Forty-Three Thousand Sixty Rupees Only) will be paid on application (**only application**) by way of subscribing to the rights issue ("said issue") of Titan Media Limited ("Investee Company").

In this regard, the Company agreed to acquire equity shares equivalent to voting rights of 64.58% of the total issued and paid up share capital of the Investee Company whenever the Investee Company will make a further calls on the said issue.

The Company Stake in Investee Company will increase in proportionally on each call. Currently, the Company will pay the 25% on application ("**Tranches 1**") amount and rest will be paid on further calls of the said issue.

The detailed disclosure with respect to the acquisition as required under Regulation 30(6) read with Para A (1) of Part A of Schedule III of the Listing Regulations and the SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July 2023 is enclosed herewith as '**Annexure – A**'.

We request you to kindly take this on records, and the same be treated as compliance under Regulation 30 and other applicable regulations of the Listing Regulations.

The aforesaid information is also being placed on the website of the Company at <https://titanbiotechltd.com/investor/>

**Thanking You.**

**For Titan Biotech Ltd**



**Charanjit Singh**  
**Company Secretary**  
**M. No A12726**

**R.O. & Works:** Unit I: A-902A, RIICO Industrial Aea, Phase III, Bhiwadi-301019, Rajasthan

**Unit II:** E-540, Industrial Area, Chopanki, Bhiwadi-301019, Rajasthan

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**Website:** www.titanbiotechltd.com | www.tmmedia.in



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## Annexure – A

**Details required under the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July 2023**

S.N	Particulars	Description
1.	<b>Name of the Target Company, details in brief such as size, turnover, etc.</b>	Titan Media Ltd (“TML”) is currently engaged in the business of trading of culture media and other related products.  <ul style="list-style-type: none"> <li>• Authorized Share Capital (In Rs.): 6,00,00,000;</li> <li>• Paid-up Share Capital (In Rs.): 1,74,99,700 as on date before the said issue;</li> <li>• The turnover of TML for the financial year ended March 31, 2023 was Rs 494.04 lakhs.</li> </ul>
2.	<b>Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”</b>	Titan Media Ltd (TML) have following common directors i.e Mr. Naresh Kumar Singla and Mr. Suresh Chand Singla, and both are related parties. The transaction falls within the ambit of related party transactions and is at arms’ length. Except to the extent of shares held by the Company in TML, the promoter/promoter group of the Company have no other interest in TML.
3.	<b>Industry to which the entity being acquired belongs</b>	Biological goods Industry (Within the same industry)
4.	<b>Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)</b>	Titan media Ltd. is also in same line of business of trading in Biological goods.
5.	<b>Brief details of any governmental or regulatory approvals required for the acquisition</b>	Not applicable
6.	<b>Indicative time period for completion of the acquisition</b>	Maximum 3 (Three) years

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7.	<b>Consideration - whether cash consideration or share swap or any other form and details of the same</b>	Cash Consideration								
8.	<b>Cost of acquisition or the price at which the shares are acquired</b>	<p>The total cost of acquisition for subscribing in the share capital of the TML (Investee Company) will be Rs. 8,13,72,240/- in the said issue.</p> <p>Currently, the company will pay Rs. 2,03,43,060/- on application (“Tranches 1”). The remaining payment will be payable in tranches whenever the Investee Company made the calls for uncalled paid-up share capital (Partly paid up shares) until they become fully paid-up share capital.</p> <p>Current, Cost of Acquisition: Rs. 2,03,43,060/- (“Tranches 1”)</p>								
9.	<b>Percentage of shareholding/ control acquired and/or number of shares acquired</b>	<p>Percentage of Shareholding: 64.58%</p> <p>After the application money paid by TBL and completion of allotment by TML, the Company (TBL) will have the voting right equivalent to 32.29%. Further, voting rights of TBL will increase in subsequent calls made by TML.</p> <p>Number of proposed shares acquired: 33,90,510</p>								
10.	<b>Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years’ turnover, country in which the acquired entity has presence and any other significant information (in brief)</b>	<p>TML was incorporated under the Companies Act, 1956 on 08/02/1993.</p> <p>TML is engaged in the business of trading of biological products.</p> <p>The turnover of TML for last 3 years is given below:</p> <table border="1" data-bbox="810 1630 1406 1780"> <thead> <tr> <th>Year</th> <th>Turnover (Rs. In Lacs)</th> </tr> </thead> <tbody> <tr> <td>2022-2023</td> <td>Rs. 494.04</td> </tr> <tr> <td>2021-2022</td> <td>Rs.194.46</td> </tr> <tr> <td>2020-2021</td> <td>Rs. 90.27</td> </tr> </tbody> </table> <p>Country of Presence: India</p>	Year	Turnover (Rs. In Lacs)	2022-2023	Rs. 494.04	2021-2022	Rs.194.46	2020-2021	Rs. 90.27
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2022-2023	Rs. 494.04									
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