



# TITAN BIOTECH LTD.

AN ISO 9001:2008 CERTIFIED COMPANY



Corp.Off. : 303-305 Lusa Tower, Azadpur Comm. Complex, Delhi-33, India

Ph.: 011-47020100, 27677960, 27675668, 27674615 | Fax: +91-11-47619811 | CIN: L74999RJ1992PLC013387

29.10.2016

Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Tower,

Dalal Street,

Mumbai

Dear Sir,

Sub: Filing of Annual Report for 2015-16

Pursuant to Regulation 34(1) of SEBI (LODR) Regulations, we are filing herewith Annual Report for 2015-16. You are requested to take the same on record.

Thanking you,

Yours Sincerely,

For Titan Biotech Limited

*Charanjit Singh*  
Charanjit Singh

Company Secretary

Encl as above

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

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

E-mail: [marketing@titanbiotechltd.com](mailto:marketing@titanbiotechltd.com)

Website: [www.titanbiotechltd.com](http://www.titanbiotechltd.com) | [www.titanmedia.in](http://www.titanmedia.in)



24<sup>th</sup>  
**ANNUAL  
REPORT**  
**2015-16**



**TITAN BIOTECH LIMITED**

*Manufacturers & Exporters*

# Route Map





# TITAN BIOTECH LIMITED

## Board of Directors

Mr. Naresh Kumar Singla  
Mr. Suresh Chand Singla  
Mr. Sachin Gupta  
Mr. Hitesh Kohli  
Mr. Praveen Somani  
Mr. Parvesh Goel  
Mrs. Manju Singla  
Mr. Raja Singla  
Ms. Supriya Singla

Managing Director  
Managing Director  
Chairman & Independent Director  
Independent Director  
Independent Director  
Independent Director  
Director  
Director  
Director

## Company Secretary & Compliance Officer

Mr. Charanjit Singh

## Auditors

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

## Bankers

Punjab & Sind Bank

## Registered Office

RO & Unit 1: A-902A, RIICO Industrial Area, Phase- III, Bhiwadi, Rajasthan  
Unit II: E-540, Industrial Area, Chopanki, Bhiwadi, Rajasthan.

## Corporate Office

303-305 Lusa Tower, Azadpur Commercial Complex, Delhi- 110033

**Ph:** 011-47020116,47020117 **Fax:** +91-11-47619811

E-mail Id: [cs@titanbiotechltd.com](mailto:cs@titanbiotechltd.com)/[hrd@titanbiotechltd.com](mailto:hrd@titanbiotechltd.com)

## CIN No.

L74999RJ1992PLC013387

## Registrar & Share Transfer Agent

Link Intime India Private Limited

44, 2nd Floor, Community Centre, Naraina Industrial Area, Phase- 1, Delhi- 110028

**Ph:** 41410592/41410594 **Fax:** 41410591





<b>Contents</b>	<b>Pages</b>
Notice .....	1-07
Corporate Governance Report .....	08-18
Certificate on Corporate Governance .....	19-20
Directors Report (including Management Discussion and Analysis Report) .....	21-34
Annexure to Directors Report .....	35-45
Secretarial Audit Report .....	46-50
Auditors Report on Standalone Financial Statements .....	51-57
Balance Sheet .....	58
Profit & Loss Account .....	59
Notes to the Standalone Financial Statements .....	60-78
Cash Flow Statement .....	79
Auditors Report on Consolidated Financial Statements .....	80-85
Consolidated Balance Sheet .....	86
Consolidated Profit & Loss Account .....	87
Notes to the Consolidated Financial Statements .....	88-106
Consolidated Cash Flow Statement .....	107
CFO Certificate .....	108
Attendance Slip .....	109
Proxy Form .....	110-111





# TITAN BIOTECH LIMITED

## TITAN BIOTECH LIMITED

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

Website: www.titanbiotechltd.com

CIN: L74999RJ1992PLC013387, Ph.: 011-47020117, 27674615, Fax: +91-11-47619811,

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

### NOTICE

Notice is hereby given that 24<sup>th</sup> Annual General Meeting of the members of Titan Biotech Limited will be held on Friday, 30<sup>th</sup> September, 2016 at 3:00 P.M. at E-540, Industrial Area, Chopanki, Bhiwadi, Rajasthan to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) for the financial year ended on 31st March, 2016 and the Report of the Auditors and Directors thereon.
2. To declare dividend on equity share of the Company.
3. To appoint a Director in place of Mr. Raja Singla (DIN 03523719), who retires by Rotation at this Annual General Meeting, and being eligible, offers himself for reappointment.
4. To appoint statutory Auditors of the Company under Section 139 of the Companies Act, 2013 to hold the office from the conclusion of this Annual General Meeting up to the conclusion of 29th Annual General Meeting of the Company and to fix their remuneration.

#### SPECIAL BUSINESS:

##### 5. Approval for Related Party Transactions

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

"RESOLVED THAT the following transactions of the Company with the related party be and is hereby approved:-

S.No.	Name of Related Party	Type of Transactions	Value of Transactions
1.	Titan Securities Limited (CIN No. L67190DL1993PLC052050)	Loans/Repayment of Loan/Investment in Equity Shares/Guarantee.	upto Rs.15 Crores
2.	Tanita Leasing & Finance Limited (CIN No. U74899DL1994PLC062144)	Loans/Repayment of Loan/Investment in Equity Shares/Guarantee.	upto Rs. 5 Crores
3.	Connoisseur Management Services P Ltd (CIN No. U74899DL1984PTC018979)	Loans/Repayment of Loan/Investment in Equity Shares/Guarantee.	upto Rs. 5 Crores
4.	Peptech Biosciences Limited (CIN No U33110RJ2011PLC037007)	Inter Corporate Loans/ Investment in Shares/ Repayment of Loans/ Guarantee	upto Rs. 2 Crores
5.	Tee Eer Securities & Financial Services Pvt Ltd. (CIN No U74899DL1995PTC071668)	Inter Corporate Loans/ Investment in Shares/ Repayment of Loans/ Guarantee	upto Rs. 1 Crores





## 6. **Borrowing of Money beyond the Paid up Capital and Free Reserves of Company and Creation of charges on company property:**

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 Section 180 (1) (c) and other applicable provisions of Companies Act, 2013, as amended from time to time, and rules made there under the consent of the Company do and is hereby accorded to the Board of Directors to borrow funds exceeding company's paid up capital and free reserves of the company but not exceeding a sum of Rupees Thirty Crores (30 Crores) for the purpose of Modernisation or Renovation of Plant at Bhiwadi and for working capital needs with other permissions and authorizations, approvals as may be required, if any.

FURTHER RESOLVED THAT the board is hereby empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise however as it may think and to do all acts, deeds, things and to execute all such documents, instruments and writings as may be required.

FURTHER RESOLVED THAT the consent of the company is hereby accorded to the Board of Directors of the Company to mortgage and/or create and / or modify charges and / or hypothecation of assets or on the properties of the company, present and future, for the purpose of securing any term loan to be taken for the aforesaid purpose and to do all such acts, things as may be necessary to give effect to above Resolutions.”

Date: 31.08.2016

Place: Delhi

By Order of the Board  
For Titan Biotech Limited

Charanjit Singh  
Company Secretary ACS No. 12726

## NOTES

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself. A proxy need not be a member of the Company.** However, proxies in order to be effective must be received at the Registered Office of the Company not less than forty-eight hours before the Annual General Meeting.
2. The Share Transfer Books and the Register of Members of the Company will remain closed from 26th September, 2016 to 30th September, 2016 (both days inclusive).
3. Explanatory Statement pursuant to Section 102 of Companies Act, 2013 is annexed hereto and forms part of this notice.



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

## 5. Voting through Electronic Means

### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26<sup>th</sup> September, 2016 at 10.00 A.M and ends on 29<sup>th</sup> September, 2016 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 23<sup>rd</sup> September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</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>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li></ul>
Dividend Bank Details OR Date of Birth(DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><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>



- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <TITAN BIOTECH LIMITED> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the 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.
- (xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](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 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.
    - (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 23<sup>rd</sup> September, 2016 may follow the same instructions as mentioned above for e-Voting.
    - (ii) 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)
    - (iii) The Board of Directors has appointed M/s NKS & Company, Company Secretaries, who shall scrutinize the electronic voting process in fair and transparent manner.
    - (iv) The results of resolutions passed shall be declared within two day of furnishing of report by scrutinizers to the Chairman after the 24<sup>th</sup> Annual General Meeting. The results of resolutions shall be based on the report of M/s NKS & Company, Company Secretaries, and voting at 24<sup>th</sup> Annual General Meeting.
6. Members are requested to intimate to the Company queries, if any, regarding these accounts/ notice atleast 7 (seven days) before the meeting to enable the management to keep the information ready at the meeting.
7. 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.

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)

8. M/s NKS & Co., Company Secretaries has been appointed as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.



9. 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, by use of ballot paper, for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
10. The Scrutinizer shall, after conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the company and shall make not later than three days at the conclusion of the AGM, a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of the voting forthwith.
11. The Results declared alongwith 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.
12. 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.
13. Members are requested to bring their copy of Annual Report at the AGM.
14. 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. 23rd September, 2016 is only entitled to avail the facility of remote evoting as well as voting at the AGM through ballot paper.
15. Record date for determining the names of members eligible for dividend on equity shares, if approved by the members at the AGM is 23rd September, 2016.
16. A Route Map to the venue of the AGM has been provided in the Annual Report.

Date: 31.08.2016  
Place: Delhi

By Order of the Board  
For Titan Biotech Limited

Charanjit Singh  
Company Secretary ACS No. 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. 5 to 6 of the accompanying Notice:

### **Item No.5**

The Company had taken and /or will take loan(s) from related party (ies) for financing its Project at A-902A, RIICO Industrial Area, Phase-III, Bhiwadi and for other working capital needs. The approval of shareholders is required as Titan Securities Limited, Tanita Leasing & Finance Limited, Connoisseur Management Services Private Limited, Peptech Biosciences Limited and Tee Eer Securities & Financial Services Pvt. Ltd. are related parties under the Companies Act. Your Company had to contribute towards the Project for modernization of existing plant at A-902A RIICO Industrial Area Phase-III, Bhiwadi. The borrowing is at arm's length and in ordinary course of business for both entities. Mr. Naresh Kumar Singla, Mr. Suresh Chand Singla, Mr. Raja Singla and Mrs. Manju Singla are interested in the said transaction being also directors on the Board of Titan Securities Limited. The transactions and limits were approved by the Audit Committee. Further, Titan Securities Limited, Tanita Leasing & Finance Limited, Connoisseur Management Services Private Limited, Peptech Biosciences and Tee Eer Securities & Financial Services Pvt. Ltd. being also interested parties and hence all of above are not entitled to vote on this resolution. The permission is also sought for taking guarantee of other company whenever required. The Board recommends passing of this Resolution. The Shareholders are requested to approve the above Resolution as an Ordinary Resolution. No other director or Key Managerial Personnel is interested in this Resolution.

### **Item No. 6**

In terms of Section 180 (1) (c) of the Companies Act, 2013, consent of the company in General Meeting by way of Special Resolution is required for the Board of Directors of the Company (the Board) to borrow monies for the purpose of the Business of the Company, (apart from temporary loans obtained from company bankers) in excess of the paid up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose. The Company may have to borrow money for modernization of its existing plant at Bhiwadi. Hence the approval of shareholders is being sought to borrow funds beyond the existing paid up share capital of Rs. 7.73 Crores/- and Free Reserves as on 31.03.2016 of Rs. 8.76 Crores/-. The approval of the Shareholders is being sought to borrow upto Rs. 30 Crores (Thirty Crores Only) It is pertinent to note that existing facilities as well as plant and machinery at Bhiwadi installed in 1995 needs modernization and factory building required renovation to maintain the same as per international standards including the laboratory and other equipments. The shareholders are requested to approve the above resolution as a Special Resolution. None of the directors or their relatives or Key managerial Personnel are interested in above Resolution.

For Titan Biotech Limited

Charanjit Singh  
Company Secretary  
ACS No. 12726

Date :31.08.2016

Place: Delhi



# TITAN BIOTECH LIMITED

## TITAN BIOTECH LIMITED

CIN No. L74999RJ1992PLC013387

Regd. Office: A-902A, RIICO Industrial Area, Phase III, Bhiwadi-301019, Rajasthan

Phone: 011-47020100, 27675668/27677960, Fax: 011-47619811

E-mail: cs@titanbiotechltd.com

## CORPORATE GOVERNANCE REPORT

### 1. PHILOSOPHY ON CODE OF GOVERNANCE

Titan Biotech Limited has adopted good corporate governance norms and is committed to ensure transparency in its affairs which is expected by all stakeholders of company including shareholders, lenders, employees, customers and public at large. The Company is making all out efforts for enhancing shareholders wealth. The Company recognizes the importance of strong governance which is an important mechanism of investors protection. The Board of Directors are holding fiduciary responsibility of protecting the interest of shareholders and other stakeholders of company. Our Corporate Governance Policy has been based on professionalism, honesty, integrity and ethical behavior.

### BOARD OF DIRECTORS:

#### 2. (A) COMPOSITION OF BOARD

The Board of Directors of your company comprises of Nine Directors, of which seven are Non-Executive Directors. The Board of Directors consist of appropriate number of Executive, Non Executive, Independent and Woman Director. Composition of the Board of Directors as on 31<sup>st</sup> March, 2016 was as under: -

Name of Director	Status	Board Meeting	Last AGM	DIN	Appointed as Director
Mr. Naresh Kr. Singla	Managing Director	16	Yes	00027448	18/02/1992
Mr. Suresh Chand Singla	Managing Director	13	Yes	00027706	18/02/1992
Mrs. Manju Singla	Non-Executive Woman Director	16	Yes	00027790	23/06/2001
Mr. Sachin Gupta	Non-Executive Independent	16	Yes	00082550	31/03/2005
Mr. Hitesh Kohli	Non-Executive Independent	16	Yes	02204264	29/09/2012
Mr. Praveen Somani	Non-Executive Independent	13	Yes	02424925	30/09/2010
Mr. Parvesh Goel	Non Executive Independent	16	Yes	03543944	29/09/2012
Mr. Raja Singla	Non Executive Director	14	Yes	03523719	01/10/2012
Ms. Supriya Singla	Non Executive Director	6	Yes	03526583	01/10/2012



## Relationship among Directors Inter Se

Director	Relatives	Relationship
Mr. Suresh Chand Singla	Mrs. Manju Singla	Wife
Mr. Suresh Chand Singla	Ms. Supriya Singla	Daughter
Mr. Naresh Kumar Singla	Mr. Raja Singla	Son

## Shareholding of Non-Executive Directors in company

Non Executive Director	No. of Equity Shares Held	No. of Convertible Instruments held
Mr. Raja Singla	51100	Nil
Ms. Supriya Singla	54493	Nil
Mrs. Manju Singla	71210	Nil

## (B) Board Meetings

The Board met sixteen times during the year 2015-16, on 23.04.2015, 28.05.2015, 20.07.2015, 27.07.2015, 29.07.2015, 22.08.2015, 27.08.2015, 11.09.2015, 28.09.2015, 10.10.2015, 29.10.2015, 21.11.2015, 12.01.2016, 29.01.2016, 22.02.2016 & 29.03.2016.

## (C) Code of Conduct

The Company's Board has laid down code of conduct for all the Board Members and Senior Management of the Company, which have been provided to all concerned executives. The code of Conduct is available at the website of the company at [www.titanbiotechltd.com](http://www.titanbiotechltd.com) and designated Senior Management have affirmed compliance with code of conduct. A declaration to this effect is enclosed.

## (D) Number of Directorships and Committee Membership, Chairmanships held in companies as on 31<sup>st</sup> March, 2016.

Name of Director	No. of Directorships and committee Member / Chairmanship		
	Other Directorship	Committee Membership	Committee Chairmanship
Mr. Naresh Kr. Singla	5	2	0
Mr. Suresh Chand Singla	5	2	0
Mrs. Manju Singla	3	2	0
Mr. Sachin Gupta	3	3	3
Mr. Hitesh Kohli	0	2	0
Mr. Praveen Somani	5	2	0
Mr. Parvesh Goel	4	2	0
Mr. Raja Singla	1	0	0
Ms. Supriya Singla	0	0	0





## Directors' and Key Managerial Personnel Remuneration

The remuneration paid to Mr. Naresh Kumar Singla, Managing Directors during the year from 01.04.2015 to 31.03.2016 was Rs. 17,40,000/- (Rs. Seventeen Lac Forty Thousand Only). The remuneration paid to Mr. Suresh Chand Singla , Managing Directors during the year from 01.04.2015 to 31.03.2016 was Rs. 17,40,000/- (Rs. Seventeen Lac Forty Thousand Only). The remuneration paid to Mr. Charanjit Singh, Company Secretary during the year was Rs. 10,78,549/- (Ten Lac Seventy Eight Thousand Five hundred Forty Nine Only) and Mr. Prem Shankar Gupta, CFO was Rs. 785934/- (Seven Lac Eighty Five Thousand Nine Hundred Thirty Four Only).

## 3. BOARD PROCEDURE

As per Corporate Policy all the statutory and material information are placed before the Board with a view to enable it to discharge efficiently its responsibilities in formulating the strategies and policies for the growth of the Company. The Agenda and other relevant papers were circulated ahead of the scheduled dates of the meetings. The day-to-day affairs of the Company are managed by the Managing Director subject to the supervision and control of the Board of Directors. Opinions and advices of the Independent & Non-executive Directors are considered valuable guidance.

## COMMITTEES OF THE BOARD OF DIRECTORS

### • Audit Committee

The Company has an Audit Committee of the Board of Directors. The Committee met four times during the year 2015-16, on 28<sup>th</sup> May 2015, 29<sup>th</sup> July 2015, 29<sup>th</sup> October, 2015 and 29<sup>th</sup> January, 2016. The attendance of the Audit Committee Members was as under.

Name	Category	No. of Meeting(s) Attended
Mr. Sachin Kumar Gupta	Non-executive Chairman	4
Mr. Hitesh Kohli	Non-executive Independent	4
Mr. Pravesh Goel	Non-executive Independent	4
Mrs. Manju Singla	Non-executive	4
Mr.Praveen Somani	Non-executive Independent	2

### • Remuneration Committee

The Remuneration Committee met once in the year 2015-16 on 16<sup>th</sup> April, 2015 during the last year. The attendance of members of Remuneration Committee was as:-



Name	Category	No. of Meeting(s) Attended
Mr. Sachin Kumar Gupta	Non-executive, Independent	1
Mr. Hitesh Kohli	Non-executive, Independent	1
Mr. Pravesh Goel	Non-executive, Independent	1
Mr. Praveen Somani	Non executive, Independent	1
Mrs. Manju Singla	Non executive	1

The Company has constituted the Nomination and Remuneration Committee in line with the requirements of Section 178 of the Act and SEBI Regulations. The Broad terms of reference are as follows:

- Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees.
- Formulating criteria for evaluation of performance of independent directors and the board of directors.
- Devising a policy on diversity of board of directors
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down , and recommend to the board of directors their appointment and removal.
- Assessing whether to extend or continue the term of appointment of the independent director on the basis of the report of performance of independent directors.
- **Shareholders/Investor's Grievance Committee.**

The Board had delegated the power to attend investor complaints to Shareholders and Investors Grievance Committee. The Shareholders/Investors' Grievance Committee met four times upto 31<sup>st</sup> March, 2016 i.e. on 18<sup>th</sup> April, 2015, 14<sup>th</sup> July, 2015, 9<sup>th</sup> October, 2015, and 3<sup>rd</sup> February, 2016. The attendance of the Members of Share Transfer & Shareholders / Investors' Grievance Committee was as under:

Name	Category	No. of Meeting(s)
Mr. Suresh Chand Singla	Managing Director	4
Mr. Naresh Kumar Singla	Managing Director	4
Mr. Sachin Kumar Gupta	Non-executive Chairman	4

Name and Designation of Compliance Officer:  
Mr. Charanjit Singh, Company Secretary



## II OTHER DISCLOSURES

### Details of last three Annual General Meetings:

Venue	Date	Time
A-902A, RIICO Industrial Area, Phase-III, Bhiwadi-301019, Rajasthan	30.09.2013	12.30 PM
A-902A, RIICO Industrial Area, Phase-III, Bhiwadi-301019, Rajasthan	30.09.2014	02.00 P.M
E-540, Industrial Area, Chopanki Bhiwadi-301019, Rajasthan	30.09.2015	03.00 P.M

Whether special resolution were put through postal ballot : Yes  
Details of voting pattern.

Person who conducted the Postal Ballot exercise : NKS & Company,  
Firm of Practising Company  
Secretaries

Total Postal Ballot Forms Received in each case :  
Item No. 1: Alteration /Substitution of Memorandum of Association:52  
Item No. 2 Alteration / Substitution of Articles of Association:52  
Item No. 3 Borrowing of Money beyond the paid up Capital and Free Reserves of  
Company:52  
Item No. 4 Creation of Mortgage or Charge on Assets of Company and/or disposal of  
whole or substantially the whole of undertaking of company:52

No. of Shares in respect of ballots received in each case :  
Item No. 1: Alteration /Substitution of Memorandum of Association: 1382697  
Item No. 2 Alteration / Substitution of Articles of Association:1382647  
Item No. 3 Borrowing of Money beyond the paid up Capital and Free Reserves of  
Company:1382647  
Item No. 4 Creation of Mortgage or Charge on Assets of Company and/or disposal of  
whole or substantially the whole of undertaking of company:1382697

Postal Ballot form with assent for shareholders :  
Item No. 1: Alteration /Substitution of Memorandum of Association: 50  
Item No. 2 Alteration / Substitution of Articles of Association:51  
Item No. 3 Borrowing of Money beyond the paid up Capital and Free Reserves of  
Company:50  
Item No. 4 Creation of Mortgage or Charge on Assets of Company and/or disposal of  
whole or substantially the whole of undertaking of company:51



No. of Shares in respect of which assent recd :

Item No. 1: Alteration /Substitution of Memorandum of Association: 1381597

Item No. 2 Alteration / Substitution of Articles of Association:1381647

Item No. 3 Borrowing of Money beyond the paid up Capital and Free Reserves of Company:1381547

Item No. 4 Creation of Mortgage or Charge on Assets of Company and/or disposal of whole or substantially the whole of undertaking of company:1382647

No. of Dissentient Shareholders, if any :

Item No. 1: Alteration /Substitution of Memorandum of Association: 2

Item No. 2 Alteration / Substitution of Articles of Association:1

Item No. 3 Borrowing of Money beyond the paid up Capital and Free Reserves of Company:2

Item No. 4 Creation of Mortgage or Charge on Assets of Company and/or disposal of whole or substantially the whole of undertaking of company:1

Status of Special Resolution :

Item No. 1: Alteration /Substitution of Memorandum of Association: Passed

Item No. 2 Alteration / Substitution of Articles of Association: Passed

Item No. 3 Borrowing of Money beyond the paid up Capital and Free Reserves of Company: Passed

Item No. 4 Creation of Mortgage or Charge on Assets of Company and/or disposal of whole or substantially the whole of undertaking of company: Passed

## DISCLOSURES

The Company has not violated any provision of law nor any penalty stricture imposed on the Company by Stock Exchange(s), SEBI or any other authority, on any matter related to capital market, during the last three years. Additional fee for late submission of annual report for last year i.e. 2015-16 was Rs. NIL/-. The Company is complying with the provisions of various corporate and other laws as applicable to it. There is no accounting treatment different from the prescribed accounting standards.

## Legal Compliance Reporting

Company Secretary is assigned with compliance of Company Law, SEBI , ROC. Factory Head is responsible for all factory compliances. HR Manager is responsible for all HR Compliances. All the functional heads report to the Managing Director and the Board of Directors overview the Legal Compliances.

## Reconciliation of Share Capital Audit

A qualified practicing Company Secretary carries share capital audit and submit report to the Company Secretary for filing.



## MEANS OF COMMUNICATION

Half yearly report sent to each household of Shareholders	Company is publishing the results in National & Regional newspapers. Also displayed on company website at <a href="http://www.titanbiotechltd.com">www.titanbiotechltd.com</a>
Quarterly Results are normally published in	Quarterly Results are published in the National & Regional newspapers. Also displayed on Company website.
Any web-site, where displayed, where it also displays official news Releases and the presentations made Institutional investors or to the Analysts	The Company is filing all the relevant information on the website of BSE. The Quarterly results are sent immediately after the approval of the same in the Board Meeting. Also displayed on company website at <a href="http://www.titanbiotechltd.com">www.titanbiotechltd.com</a>
Whether Management Discussion & Analysis Report is a part of Annual Report or not	Yes

<b>ANNUAL GENERAL MEETING</b>	30 <sup>th</sup> September 2016
<b>Time</b>	3:00 P.M.
<b>Venue</b>	E-540, Industrial Area Chopanki, Bhiwadi, Rajasthan.

- FINANCIAL CALENDER (TENTATIVE)**

Financial Reporting for the quarter ending June 30, 2016	End of July, 2016
Financial Reporting for the quarter ending September 30, 2016.	End of October, 2016
Financial Reporting for the quarter ended December 31, 2016	End of January, 2017
Financial Reporting for the year ending March 31, 2017	End of May, 2017
Annual General Meeting for the year 2017	September, 2017

- DATES OF BOOK CLOSURE**

From the 26<sup>th</sup> September, 2016 to 30<sup>th</sup> September, 2016 (both days inclusive).

- DIVIDEND PAYMENT DATE**

The Directors have recommended dividend of 7.5% on Equity Shares for the Financial Year 2015-2016. The dividend will be paid after approval of shareholders in the Annual General Meeting.

- STOCK EXCHANGES**

<b>Name of Stock Exchange</b>	Bombay Stock Exchange Limited
-------------------------------	-------------------------------



## SHARE TRANSFER SYSTEM

M/s Link Intime India Private Limited has been functioning as the Registrar & Transfer Agent of the company and handling both demat and physical transactions of company. Share Transfers in physical form are registered, if documents are clear in all respect within 15 days and shares are returned to the registered holder in physical form. The Share Transfer and Shareholders/Investors' Grievance Committee meets frequently to approve transfer of shares.

## CFO Certification

The CFO has furnished the requisite certificate to the Board of Directors under revised SEBI Regulations regarding compliance by all Board Members and Key Managerial Personnel of the code of conduct.

### • MARKET PRICE DATA OF BOMBAY STOCK EXCHANGE LIMITED:

Month	High Price	Low Price
Apr-15	33.10	26.00
May-15	30.40	26.25
Jun-15	30.35	25.00
Jul-15	32.00	25.35
Aug-15	30.50	27.10
Sep-15	28.80	26.55
Oct-15	31.45	28.55
Nov-15	39.05	30.15
Dec-15	45.75	38.20
Jan-16	50.05	40.50
Feb-16	43.05	35.20
Mar-16	39.30	33.55

### • DEMATERIALISATION OF SHARES AND LIQUIDITY

All requests for dematerialisation of shares are processed and confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) within the stipulated time. Upto 31<sup>st</sup> March, 2016, 5086709 i.e. 65.73% equity shares of the Company has been dematerialised.

### OTHER DETAILS ARE AS UNDER:

- \* Approximate time taken for share transfer if the Documents are clear in all respects : 15days
- \* Demat ISIN Number for Equity Shares of the Company in NSDL & CDSL : INE-150C01011



- \* Total No. of shares dematerialised during 2015-2016 : 565200 shares
- \* Total No. of shares rematerialised during year ended 31.03.16 : 1
- \* Total No. of shares transferred during 2015-16 (physical) : 10200
- \* Total No. of shares transmitted during 2015-16(physical) : 900
- \* No. of shares pending for transfer as on 31.03.2016 : NIL
- \* No. of shares pending for dematerialisation : NIL

### **Declaration under Clause 49-1 (D) of the Listing Agreement**

It is hereby declared that all Board Members and Senior Executives of the Company have affirmed compliance to Code of Conduct as applicable to them for the Financial Year ended on 31<sup>st</sup> March, 2016.

- \* Complaints by shareholders & their redressal during 01.04.2015 to 31.03.2016 : Details Given Below

<b>Nature of Complaints</b>	<b>Received</b>	<b>Solved</b>
Loss of Share Certificate	NIL	NIL
Delay in Transfer of Shares / Non-receipt of shares after Transfer	NIL	NIL
Non-receipt of Dividend Warrants	3	3
Non receipt of Annual Report	2	2
Others(Non-receipt of demat credit)	NIL	NIL
<b>Total</b>	<b>5</b>	<b>5</b>

### **SHAREHOLDING PATTERN AS ON 31.03.2016**

<b>Sl. No.</b>	<b>Category</b>	<b>No. of Shareholders</b>	<b>% age</b>	<b>No. of Equity Shares</b>	<b>% age</b>
1.	Resident Individuals	8643	98.36	1917764	24.79
2.	Indian Companies	66	0.75	2039444	26.35
3.	HUF	45	0.51	51337	0.66
4.	Indian Promoters	12	0.14	3715199	48.01
5.	NRIs/OCBs/FIIs/FCs	18	0.21	14096	0.18
6.	Clearing House/Members In Transit/Custodians/Employee Benefit Trust	3	0.03	860	0.01
	<b>Total</b>	<b>8787</b>	<b>100.00</b>	<b>7738700</b>	<b>100.00</b>



## • Distribution of Shareholding as on 31.03.2016

Sl. No.	Category	No. of Holders	Percentage of Holders	Holding (Nos.)	Percentage
1.	1-2000	8695	98.95	1642764	21.23
2.	2001-4000	41	0.47	112305	1.45
3.	4001-10000	25	0.28	169177	2.19
4.	10001 & above	26	0.30	5814454	75.13
	<b>Total</b>	<b>8787</b>	<b>100.00</b>	<b>7738700</b>	<b>100.00</b>

## REGISTRAR AND SHARE TRANSFER AGENT

Address of the Registrar & Share Transfer Agent for correspondence: Link Intime India Private Limited 44, Community Centre, Naraina Industrial Area Phase-I, New Delhi. Phone Nos. 41410592/594 , Fax No.41410591.

## PARTICULARS OF DIRECTORS WHO ARE SEEKING FOR THE APOINTMENT/ REAPPOINTMENT

Name of Director	Mr. Raja Singla
Date of Birth	08/01/1989
Educational Qualifications	Graduate, B. Tech (Industrial Production) from Delhi College of Engineering
Specific Functional Area	Expertise in Industrial Production and improvement in product manufacturing efficiency and Product Technology Improvement
Brief Resume	Mr. Raja Singla has experience in Industrial Production. He had set up industrial plant in Chennai
Shareholding of Directors in our co. as on 31.03.2016	51100
Other Directorships	1. Phoenix Biosciences Limited

## DISCLOSURES

### Disclosure on significant related party transactions

The Company has formulated a policy on dealing with and materiality of related party transactions.

All related party transactions are approved by the Audit Committee. Approval of Board of Directors is taken, as needed, in accordance with the Companies Act, 2013 and the Listing Regulations. All material related party transactions are approved by Shareholders. The Policy is disclosed on the website of the Company.





## **Disclosures on Statutory Compliance**

The Company has complied with the requirements of the Stock Exchange/SEBI as per existing Rules and Regulations.

## **Vigil Mechanism & Whistle Blower Policy**

The Company has established Vigil Mechanism and also Whistle Blower Policy. Any Employee may approach the Audit Committee for disclosure of any suspected fraud or observations from any wrongful activities in the company or factory. The Policies are disclosed on the website of the company.

## **Material Subsidiaries**

The Company has established policy of identification of Material Subsidiaries and it is adhering to the same. The same is disclosed on the website of the company.

## **Reconciliation of Share Capital Audit**

A qualified Company Secretary carried out the share capital audit for reconciliation of admitted equity share capital with NSDL and CDSL and the total issued and listed equity share capital.

## **Adoption of Policies**

Company has adopted and complied with various policies as required under Company Law or SEBI Regulations and placed the same on the website of the Company [www.titanbiotechltd.com](http://www.titanbiotechltd.com).

## **CERTIFICATION FOR CORPORATE GOVERNANCE**

M/s NKS & Co, Company Secretaries, of the Company have verified the compliance of the Corporate Governance by the Company. Their certificate is annexed hereinafter.

For Titan Biotech Limited

Suresh Chand Singla  
Managing Director

Date :31.08.2016  
Place:Delhi

For Titan Biotech Limited

Naresh Kumar Singla  
Managing Director



## CERTIFICATE ON CORPORATE GOVERNANCE

To  
The Members  
**TITAN BIOTECH LTD.**  
**A-902 A, RIICO.INDL.AREA**  
**PHASE-III, BHIWADI**  
**RAJASTHAN- 301019**

1. We have examined the compliance of conditions of Corporate Governance by **TITAN BIOTECH LTD. ("the company")**, for the year ended on March 31, 2016, as stipulated in clause - 49 of the Listing Agreement ("Listing Agreement") of the Company with the stock exchanges for the period April 01, 2015 to November 30, 2015 and as per the relevant provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations") as referred to in Regulation 15(2) of the listing Regulation for the period December 01, 2015 to March 31, 2016.
2. The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company, for ensuring the compliance of the conditions of corporate governance as stipulated in above mentioned Clause of the listing agreement and regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has generally complied with the conditions of corporate governance as stipulated in above mentioned Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable.
4. However, as per Clause 49 of the listing agreement Audit Committee should meet at least four times in a year and not more than four months shall elapse between two meetings and as per Regulation 18(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and not more than one hundred and twenty days shall elapse between two meetings.
5. The company has held four meetings of the Audit Committee during the financial year 2015-2016 on 28.05.2015, 29.07.2015, 29.10.2015 and on 29.01.2016.
6. The Stakeholder Relationship Committee was functioning according to the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



7. As per the records maintained by the company, no Investor's Grievances were pending for a period exceeding one month as on 31.03.2016.

8. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For NKS & Company**

Place: Vaishali  
Date : 12.08.2016

Nitesh Kumar Sinha  
Company Secretary  
FCS No.-7536  
C P No.:7648



# TITAN BIOTECH LIMITED

## TITAN BIOTECH LIMITED

**Regd. Office:** A-902A, RIICO Industrial Area, Phase-III, Bhiwadi, Rajasthan  
**CIN:** L74999RJ1992PLC013387, **Ph.:** 011-47020100, 27674615, **Fax:** +91-11-47619811,  
**Email:** cs@titanbiotechltd.com

## DIRECTORS REPORT

To,  
The Members,

Your Directors have pleasure in presenting their 24<sup>th</sup> Annual Report and Audited Accounts of the Company for the year ended 31<sup>st</sup> March, 2016.

(Amt. in Lakhs of Rupees)

### FINANCIAL RESULTS:

#### STANDALONE

#### CONSOLIDATED

Particulars	Current Year 2015-2016	Previous Year 2014-2015	Current Year 2015-2016	Previous Year 2014-2015
Sales	4873.86	4241.25	4889.63	4241.25
Profit for the year before interest, depreciation and tax	433.90	428	440.90	428
Less : Interest	98.67	99.22	98.72	99.22
Less : Depreciation	76.48	83.84	77.06	83.84
Profit/Loss before tax	258.75	245.00	265.12	245.00
Provision for Taxation	86.40	81.81	88.30	81.81
Profit/Loss after Tax	172.34	163.19	176.82	163.19
Surplus brought forward from Previous Year	773.46	680.13	772.05	680.13
Profit available for Appropriations	945.81	843.32	948.87	843.32
Proposed Dividend including Tax	69.85	69.85	69.85	69.85
Balance Carried to Balance Sheet	875.95	773.46	879.01	773.46

### PERFORMANCE AND REVIEW

During the year under review the Company has carried out manufacturing of biotech products which has resulted in a turnover of Rs. 4873.86 lakhs. As compared to turnover of Rs. 4241.25 lakhs in the last financial year and earned Net Profit before tax of Rs. 258.75 lakhs as compared to Rs. 245.00 lakhs during the last financial year.

### CONSOLIDATION OF FINANCIAL STATEMENTS

The Financial statements have been prepared in accordance with generally accepted accounting principles in India (India GAAP). These financial statements comply in all material respects with Accounting Standards notified under Section 133 of Companies Act, 2013. Further, a statement containing salient features of Financial Statements of Subsidiary Company namely Peptech Biosciences Limited pursuant to sub-section 3 of Section 129 of Companies Act, 2013 in prescribed form AOC-1 is appended as Annexure-1.



## NUMBER OF MEETINGS OF THE BOARD

The Board of Directors met 16 (Sixteen) times during 2015-16. The details of the meetings attended by each director is provided in the Corporate Governance Report attached to the directors' report. The Board met sixteen times during the year 2015-16, on 23.04.2015, 28.05.2015, 20.07.2015, 27.07.2015, 29.07.2015, 22.08.2015, 27.08.2015, 11.09.2015, 28.09.2015, 10.10.2015, 29.10.2015, 21.11.2015, 12.01.2016, 29.01.2016, 22.02.2016 and 29.03.2016.

Name	Category	No. of board meetings held during 2015-2016
Mr. Naresh Kr. Singla	Managing Director	16
Mr. Suresh Chand Singla	Managing Director	13
Mrs. Manju Singla	Non-Executive Woman Director	16
Mr. Sachin Gupta	Non-Executive Independent	16
Mr. Hitesh Kohli	Non-Executive Independent	16
Mr. Praveen Somani	Non-Executive Independent	13
Mr. Parvesh Goel	Non-Executive Independent	16
Mr. Raja Singla	Non Executive Director	14
Ms. Supriya Singla	Non Executive Director	16

## COMMITTEES OF THE BOARD OF DIRECTORS

- Audit Committee**

The Company has an Audit Committee of the Board of Directors. The Committee met four times during the year 2015-16, on 28<sup>th</sup> May 2015, 29<sup>th</sup> July 2015, 29<sup>th</sup> October, 2015 and 29<sup>th</sup> January, 2016. The attendance of the Audit Committee Members was as under.

Name	Category	No. of Meeting(s) Attended
Mr. Sachin Kumar Gupta	Non-executive Chairman	4
Mr. Hitesh Kohli	Non-executive Independent	4
Mr. Pravesh Goel	Non-executive Independent	4
Mrs. Manju Singla	Non-executive	4
Mr. Praveen Somani	Non-executive Independent	2

- Remuneration Committee**

The Remuneration Committee met once in the year 2015-16 on 16<sup>th</sup> April, 2015 during the last year. The attendance of members of Remuneration Committee was as:-



Name	Category	No. of Meeting(s) Attended
Mr. Sachin Kumar Gupta	Non-executive, Independent	1
Mr. Hitesh Kohli	Non-executive, Independent	1
Mr. Pravesh Goel	Non-executive, Independent	1
Mr. Praveen Somani	Non executive, Independent	1
Mrs. Manju Singla	Non executive	1

- **Shareholders/Investor's Grievance Committee.**

The Board had delegated the power to attend investor complaints to Shareholders and Investors Grievance Committee. The Shareholders/Investors' Grievance Committee met four times upto 31<sup>st</sup> March, 2016 i.e. on 18<sup>th</sup> April, 2015, 14<sup>th</sup> July, 2015, 9<sup>th</sup> October, 2015, and 3<sup>rd</sup> February, 2016. The attendance of the Members of Share Transfer & Shareholders / Investors' Grievance Committee was as under:

Mr. Suresh Chand Singla	Managing Director	4
Mr. Naresh Kumar Singla	Managing Director	4
Mr. Sachin Kumar Gupta	Non-executive Chairman	4

## MEETING OF INDEPENDENT DIRECTORS

A Meeting of the Independent Directors was held on 25th March, 2016. All the four independent directors were present in the meeting.

## STATE OF COMPANY AFFAIRS

The Company is engaged in manufacture and export of Prepared Culture Media, Biological Goods, Plant Growth Promoters etc. The Company is manufacturing Peptones, Biological Extracts, Culture Media and Chemicals.

## FUTURE PLANS

The Company plans to promote its products domestically as well as internationally in new markets by participating in important exhibitions, conferences and seminars in and outside India and doing aggressive marketing and advertisement to tap the market. The Company also plans to modernize its existing factory at A-902A, RIICO Industrial Area phase-III, Bhiwadi, Rajasthan. The Company has already started renovation of existing building and production facilities. It will also change required machinery and install machineries which are most cost efficient and more productive. The International standards for designing of laboratory at the works are also considered and will be adopted to the extent possible. The look of existing factory will be modernized and updated.



## **FIXED DEPOSIT**

During the period of under review, the Company has not accepted any deposits.

## **DIVIDEND**

A final dividend of 7.5% has been recommended by your Directors for the year ended 31st March, 2016 to the shareholders. The final dividend shall be paid within prescribed time under law after your approval at ensuing Annual General Meeting.

## **TRANSFER TO RESERVES**

A Sum of Rs. 1, 02,48,746.60 was transferred to General Reserves out of the Profits for the Current year and the Reserves and Surplus increased from Rs. 12,73,46,769.00 to Rs. 13,75,95,515.60 after providing for Dividend for the financial year ended on 31st March, 2016.

## **DETAILS OF FAMILIARISATION PROGRAMME TO INDEPENDENT DIRECTORS**

During the year, the Board members were regularly apprised with the overview of company and its operations by Senior Management Team. Further, the functional heads made presentation to the Board of Directors. The Board was also apprised of all regulatory & policy changes.

## **POLICIES ADOPTED BY COMPANY**

The policies of the company are placed on the website of the company at: <http://www.titanbiotechltd.com> in investors sublink.

## **MODERNISATION OF EXISTING FACTORY**

The Company has already started modernization of its existing plant, Building at A-902A, RIICO Industrial Area, Bhiwadi, Rajasthan for meeting international standards and quality improvement. With improvement in Building and Modernisation of Existing Plant, Company will be able to cater the needs of its customers in a better way and provide high quality products meeting international standards to its domestic as well as overseas customers.

## **DIRECTORS**

Mr Raja Singla shall retire in this Annual general meeting and being eligible offers himself for re-appointment.

All the independent directors namely Mr. Sachin Gupta, Mr. Praveen Somani, Mr. Parvesh Goel and Mr. Hitesh Kohli have furnished a statement of declaration to be given by independent directors under sub section (6) of Section 149 of Companies Act, 2013.

## **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 134(5) of Companies Act, 2013 with respect to Director's Responsibility Statement, it is hereby confirmed:

(1) That in preparation of annual accounts for the financial year ended 31<sup>st</sup> March, 2016



the applicable accounting standards had been followed along with proper explanations relating to material departures;

- (2) That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- (3) That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 2013 for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities;
- (4) That the directors had prepared the accounts for the financial year ended 31<sup>st</sup> March, 2016 on a going concern basis.
- (5) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (6) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **AUDIT COMMITTEE**

- I. The Audit Committee held its meeting during the previous financial year on 28.05.2015, 29.07.2015, 29.10.2015 and 29.01.2016.
- II. At the invitation of the Company, representatives from various divisions of the Company, Internal Auditors, Statutory Auditors and Company Secretary who is acting as secretary to the Audit Committee also attended the Audit Committee meeting to answer and clarify queries raised at the Committee meetings.
- III. The role and terms of reference of the Audit Committee covers the matters specified for Audit Committee under clause 49 of Listing Agreement as well as in Sec. 177 of the Companies act, 2013.

## **AUDITORS**

M/s Deepika Setia & Co., Chartered Accountants shall cease to be auditors at the ensuing Annual General Meeting pursuant to Section 139 of the Companies Act, 2013. The Board examined various proposals for assignment of Audit Work from Chartered Accountants Firms and after discussion proposed to appoint M/s Sunita Agrawal & Company as Statutory Auditor of the company for a period from current AGM and upto 29th AGM of Company with ratification of appointment in every AGM and subject to approval of Shareholders. Therefore, the company proposes to appoint M/s Sunita Agrawal & Company as Statutory Auditors of the Company. They are not related in any way to previous Auditors of Company.

## **AUDITORS' REMARK**

The observation made by the Statutory Auditors with reference to notes on the accounts for the year under report are self explanatory, the report of the Secretarial Auditors is also self explanatory and need no further comments from the Directors.





## FOREIGN EXCHANGE EARNINGS AND OUTGO

During the period under review, your Company had earnings of Rs. 868.63 lakhs and outgo of Rs. 490.42 lakhs of foreign exchange.

## LISTING OF SHARES

- a) The Company securities have not been suspended from trading.
- b) The securities of the Company are listed at the Bombay Stock Exchange Limited and will continue to be listed there. Annual Listing Fee has been paid to the Bombay Stock Exchange Limited.

The name and address of stock exchange where shares of Company will continue to be listed as under:

Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Tower,  
Dalal Street, Mumbai

## Particulars of Loans, Guarantees or Investments under Section 186 of Companies Act, 2013

Particulars of Loans, Guarantees or Investments under Section 186 of Companies Act, 2013 have been disclosed appropriately under financial statements.

## Information of Subsidiary/Associate Companies

Your Company have a subsidiary as per Companies Act, 2013 named Peptech Biosciences Limited during the year ended 31st March, 2016. The information in prescribed form is attached as Annexure-1

## Form no. AOC -2 pursuant to clause h of sub-section 3 of Section 134 of Companies Act, 2013 and Rules 8(2) of Companies (Accounts) Rules, 2014

Form for disclosure of particulars of contracts, arrangements entered into by the company with related parties referred to in sub-section 1 of Section 188 of the Companies Act, 2013:-

1. Detail of Contracts or Arrangements or Transactions not at arm's length basis:-  
Titan Biotech Limited has not entered into any contract or arrangement or transaction with any related party which is not at arm's length pursuant to Section 188 of Companies Act, 2013 during the year 2015-16.
2. Details of Contracts or Arrangements entered into at arm's length basis:-  
Titan Biotech Limited has not entered into contract or arrangement or transaction with related parties.



## **Vigil Mechanism**

The Company has established policy for Vigil Mechanism and the same is placed on the website of the company at [www.titanbiotechltd.com](http://www.titanbiotechltd.com).

## **Risk Management**

The provisions related to Risk Management Policy are not applicable to Company.

## **Corporate Social Responsibility**

The provisions related to Corporate Social Responsibility are not applicable to the Company.

## **Board Evaluation**

The Board of Directors have carried out evaluation of its own performance, that of its committees and individual directors pursuant to the provisions of the Act and corporate governance requirements under SEBI Regulations. The Evaluation was done taking in view the inputs given by each director, preparedness on issues to be discussed, meaningful and constructive contribution. In a separate meeting of the independent directors, performance of non independent directors was evaluated. The Evaluation of director's performance was discussed at the Board Meeting.

## **Policy on Directors Appointment, Remuneration and other details**

Policy on Directors Appointment or Reappointment, Remuneration and other details provided in Section 178(3) of Companies Act, 2013 has been disclosed in the website of the Company.

## **Internal Financial Control System and their Adequacy**

The details in respect of internal financial control and their adequacy are included in Management discussion and Analysis Report.

## **Disclosures under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

No complaint on sexual harassment was received by the Company during the financial year under review.

## **Extract of Annual Return**

Extract of Annual Return has been annexed to the Directors Report as Annexure -2 and forms a part of it.

## **Disclosure of Information of KMP remuneration pursuant to Rule 5( 1) of Companies (Appointment and Remuneration of Remuneration of Managerial Personnel) Rules, 2014.**

The disclosure of information is attached as Annexure to Directors Report as Annexure -3



## Nomination and Remuneration Policy

The nomination and remuneration policy of Titan Biotech Limited for directors appointment and remuneration is attached as Annexure-4.

## SECRETARIAL AUDIT REPORT

Secretarial Audit Report has been issued by M/s NKS & Company regarding compliance of various laws is also annexed hereto as Annexure-5

## Conservation of Energy, Technology Absorption

The disclosure of Conservation of Energy and Technology Absorption is attached as Annexure-A and forms part of the directors Report.

## ANNEXURE- A

### FORM A

Disclosures of particulars with respect to Conservation of Energy.

#### A. POWER AND FUEL CONSUMPTION

		Current Year 31.03.2016	Previous Year 31.03.2015
1.	Electricity		
	a) Purchased		
	Unit	1090709	1111522
	Total Amount (in Rs.)	8711747	7784633
	Rate/ Unit (in Rs.)	7.99	7.00
	b) Own Generation		
	Through Diesel Generator		
	Units	39661	68767
	Units per Ltr. of Diesel	5.50	5.50
	Cost/Unit (in Rs.)	8.89	9.75
	c) Through steam turbine/ Generator Units	NA	NA
	Units per Ltr.	NA	NA
	Fuel oil/gas (in Ltrs.)	NA	NA
	Cost/Unit (in Rs.)	NA	NA
2.	Coal		
	Quantity (Tonnes)	1014.64	929.14
	Total Cost (in Rs.)	5131382	6159439
	Average rate per ton (in Rs.)	5057.34	6629.18
3.	Furnace Oil		
	Quantity (Kilo Ltrs.)	NA	NA
	Total Cost (in Rs.)	NA	NA
	Average Rate	NA	NA



		<b>Current Year 31.03.2016</b>	<b>Previous Year 31.03.2015</b>
4.	LDO For Boiler/Thermic F Heater HSD for Boiler (Amount) No. of Hrs. TFH Run Steam Generated	3173640 2163	6033184 3751
5	Other/ Internal Generation Quantity Total Cost Rate/Unit	NA NA NA	NA NA NA

## CONSUMPTION PER UNIT OF PRODUCTION

<b>S. No.</b>	<b>Units of Products</b>		<b>Current Year</b>	<b>Previous Year</b>
1.	Electricity	Units/kg	7.99	7.00
2.	LDO	Units/kg	NIL	NIL
3.	Coal	NA	5.05	6.63
4.	Others if any	NA	NIL	NIL

## B. TECHNOLOGY ABSORPTION

The efforts made by the company in Technology Absorption is as per Form- B

### FORM- B

Disclosures of particulars with respect to Technology Absorption Research and Development (R&D)

#### 1. Specific areas in which R & D carried out by the Company

Development activities of the Company are directed towards Energy conservation, Pollution Control, Quality Improvement and Process Improvement in the Existing Manufacturing System.

#### 2. Benefit Derived as a result of the above R & D:

- I. The Company Has been able to produce quality Biological products confirming to international Standards.
- II. Cost effectiveness and cost consciousness.
- III. Improvement in specific consumption of energy.
- IV. Environment protection measures have been given excellent results.

#### 3. Future plans of action:

The Company has planned to cover the following areas under the R & D activities:-



- I. To provide complete basic facilities in carrying out basic and applied results relating to Biotechnology Industry.
- II. Such facilities will include product approach, analytical aspects of raw material used and intermediates
- III. Product innovations, process development/ improvement through latest available worldwide technologies.
- IV. Constant efforts towards cost effectiveness means of packaging acceptance in the world market.

#### 4. Expenditure on R & D

	Current Year	Previous Year
a) Capital	NIL	NIL
b) Recurring	237594	530956
c) Total	237594	530956
d) Total R & D Expenditure as a percentage of total turnover	0.05	0.13

#### Technology Absorption, Adoption and Innovation:

- (1) The Company is endeavoring to bring in latest technologies for introducing new molecules.
- (2) Benefits derived as a result of the above efforts e.g. product improvement, cost reduction, product development etc.

The Company has developed its own technology for achieving high yield in Biological Peptones and Extract and Dehydrated Culture Media with special emphasis on process improvement.

- (3) Imported technology (Imported during last 5 years reckoned from the beginning of financial year):

The Company has not imported any technology.

#### C. Foreign Exchange Earning and Outgo

- (a) Activities relating to exports; Initiative taken to increase exports, development of new markets for products and export plans:
- (b) Total Foreign Exchange Earned : Rs. 868.63 lakhs
- (c) Total Foreign Exchange Used : Rs. 490.42 lakhs

For Titan Biotech Limited

Suresh Chand Singla  
Managing Director  
DIN 00027706

Date : 31.08.2016  
Place: Delhi

For Titan Biotech Limited

Naresh Kumar Singla  
Managing Director  
DIN 00027448



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### Industry Structure & Development

As per the website of India Brand Equity Trust, the Biotech Industry has maintained its robust growth and momentum. Fast growth and pace is likely to continue. The Industry is expected to increase its size to 11.6 million by 2017 driven by a range of factors such as growing demand, intensive Research and Development activities and strong government initiatives. Your Company has managed to remain stable in terms of sales and profitability despite stiff market competition during 2015-16 from domestic as well as overseas competitors. The Indian Biotech industry holds 2% share in the global biotech industry. The biotechnology industry comprising 800 companies is valued at US\$ 11 billion and growing at Compounded Annual Growth Rate of 20 percent. Indian Biotech industry has attracted increased attention over the past two decades.

### Opportunity and Threats

Stiff Competition both on domestic and International level poses some threat to the market share of company but since the market is quite large, the same is easily absorbed. The Global Biotech Market is open and the opportunity to tap the global market is immense. The Company has maintained its market share during 2015-16 and is regularly encashing on all opportunities. Your Company has maintained its quality standards and always working towards improvements. New Technology Developments and New Product Developments do take place and updating in terms of technology and quality is the need of the hour. Though Company does not expect any major threats yet it is cautious in all its endeavours.

### Segment wise or product wise performance

The Company has only one segment i.e. biological goods.

### Outlook

The outlook of the Biotechnology sector is quite good in the last year and continue to be good presently also. Biotech is among one of the sectors which have highlighted the profile of the country in the last decade. At the beginning of the decade itself, this industry began to take shape with the sprouting of dozens of start up companies as well as diversification of major pharma players by setting up biotech divisions to focus on this segment. With the country offering great comparative advantages in terms of skills, knowledge, expertise, cost effectiveness, the Outlook of the Industry looks very positive.

### Risk and Concern

The major risk is frequent increase in price of few raw materials which can increase cost of product and can make few products unprofitable unless the increase is passed on to the user which may at times be difficult due to stiff competition. Further, delay in grant of approvals can result in delay in launching of key products in the market. In addition significant competition in key products could also affect market share and profitability of the Company.

### Internal Control System and their Adequacy

Titan Biotech Limited has well established internal control systems for operations of the Company. All the departments of the company including the accounts & finance department



has experienced and trained staff capable of implementing and monitoring internal control systems. The internal control system of the Company is adequate to safeguard the Company's assets and to ensure that the transactions are properly recorded. Further, the internal control system ensures that proper record are being kept and all statutory and other laws, rules and regulations are being complied with.

### **Financial performance vis-à-vis operational performance**

The performance of the Company from operation was better as compared to previous year turnover increasing from Rs. 4241 lakhs to Rs. 4873 Lakhs. The profitability of the Company also improves with net profit increasing from Rs. 245 Lakhs to Rs. 258.74 lakhs.

### **Material Development in Human Resources**

There has not been any major development on the human resources front. The industrial relation continues to be cordial during the year 2015-16.

### **Acknowledgement**

Your Directors would like to express their grateful appreciation for the assistance and continued co-operation extended by the Bankers, Government Agencies, Shareholders, customers, and wish to place on record their deep sense of commitment shown by the employees at all levels and acknowledge their contribution for the smooth operation of the Company during the year under report.

For Titan Biotech Limited

Suresh Chand Singla  
Managing Director  
DIN 00027706

Date :31.08.2016  
Place: Delhi

For Titan Biotech Limited

Naresh Kumar Singla  
Managing Director  
DIN 00027448



### Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

### Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs)

1. **Sl. No. :** 1
2. **Name of the subsidiary:** Peptech Biosciences Limited
3. **Reporting period for the subsidiary concerned, if different from the holding company's reporting period:** Same Financial year ending 31st March, 2016.
4. **Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.:** Not Applicable.
5. **Share capital:** 2,40,00,000/- (Two Crore Forty lakhs Only)
6. **Reserves & surplus:** 3,05,790/- (Three Lac Five Thousand Seven Hundred Ninety Only)
7. **Total assets :** 2,46,14,034/- (Two Crore Forty Six lakhs Fourteen Thousand Thirty Four Only)
8. **Total Liabilities:** 2,46,14,034/- (Two Crore Forty Six lakhs Fourteen Thousand Thirty Four Only)
9. **Investments:** Nil
10. **Turnover:** 15,77,020/- (Fifteen Lac Seventy Seven Thousand Twenty Only)
11. **Profit before taxation:** 6,37,544/- (Six Lac Thirty Seven Thousand Five Hundred Forty Four Only)
12. **Provision for taxation:** 1,90,252/- (One Lac Ninety Thousand Two Hundred Fifty Two Only)
13. **Profit after taxation:** 4,47,292/- (Four Lac Forty Seven Thousand Two Hundred Ninety Two Only)
14. **Proposed Dividend:** NIL
15. **% of shareholding:** 53.12% shares of Peptech Biosciences Limited held by Titan Biotech Limited.

**Notes:** The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations : NA
2. Names of subsidiaries which have been liquidated or sold during the year. : NA





## Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates and Joint Ventures	Name 1	Name 2	Name 3
<b>1. Latest audited Balance Sheet Date</b>		N.A.	N.A.
<b>2. Shares of Associate/Joint Ventures held by the company on the year end</b> No. Amount of Investment in Associates/Joint Venture Extend of Holding %	N.A. N.A. N.A.	N.A. N.A. N.A.	N.A. N.A. N.A.
<b>3. Description of how there is significant influence</b>	N.A.	N.A.	N.A.
<b>4. Reason why the associate/joint venture is not consolidated</b>	N.A.	N.A.	N.A.
<b>5. Networth attributable to Shareholding as per latest audited Balance Sheet</b>	N.A.	N.A.	N.A.
<b>6. Profit / Loss for the year</b> Considered in Consolidation Not Considered in Consolidation	N.A. N.A. N.A.	N.A. N.A. N.A.	N.A. N.A. N.A.

1.Names of associates or joint ventures which are yet to commence operations. : N.A.

2.Names of associates or joint ventures which have been liquidated or sold during the year.-N.A.

**Note :** This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

**For Deepika Setia & Co.**  
Chartered Accountants  
FRN-013515N

**D. S. Kajal**  
F.C.A.Partner  
M.No.091609

**Naresh Kr. Singla**  
Managing Director  
DIN-00027448

**Suresh Chand Singla**  
Managing Director  
DIN-00027706

**Charanjit Singh**  
Co-Secretary  
ACS-12726

**Prem Shankar Gupta**  
Chief Financial Officer

**Place :** Delhi  
**Date :** 30.05.2016



## ANNEXURE-2

### ANNEXURE TO DIRECTORS REPORT

#### Form No. MGT-9

(as on the financial year ended on 31<sup>st</sup> March, 2016)

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of Companies (Management and Administration Rules), 2014

#### I. Registration and Other Details

- (i) CIN Number : L74999RJ1992PLC013387
- (ii) Registration Date : 18/02/1992
- (iii) Name of the Company : Titan Biotech Limited
- (iv) Category / Sub Category of the Company : Public Company / Limited by Shares
- (v) Address of the Registered Office and Contact Details : A-902A, RIICO Industrial Area, Phase-III, Bhiwadi, Rajasthan  
[cs@titanbiotechltd.com](mailto:cs@titanbiotechltd.com)  
011-47020116/01-47020117  
website: [www.titanbiotechltd.com](http://www.titanbiotechltd.com)
- (vi) Whether Listed Company : Yes
- (vii) Name, Address, Contact Details of Registrar and Share Transfer Agent, if any : Link Intime India Pvt. Ltd  
44, 2nd Floor, Community Centre, Naraina Industrial Area Phase-I, New Delhi 110028.  
Ph: 011-41410592/41410593/41410594  
Fax: 011-41410591  
Email: [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)

#### II. Principal Business Activities of the Co.

Sl. No.	Name and Description of Product	NIC code of the product	% of Total Turnover of Company
1.	Peptone	24235	29.23
2.	Extract	24235	6.90
3.	Culture Media	24299	18.85
4.	Chemicals	24231	43.03
5.	Trading Items(others)	NA	1.99



### III. Particulars of Holding, Subsidiary and Associate Companies

Sl. No.	Name & Address of Company	CIN	% of shares held	Applicable Section
	<b>Holding Company</b>	NIL	NIL	NA
	<b>Peptech Biosciences Limited (Subsidiary Company)</b>	U33110RJ2011PLC037007	53.12	2(87)
	<b>Associate Company</b>	NIL	NIL	NA

### IV. SHAREHOLDING PATTERN (Equity Share Capital Break Up as percentage of Total Equity)

#### i) Category wise shareholding

Category of Shareholder	No. of Shares held at the beginning of the year 1st April, 2015				No. of Shares held the end of the year 31st March, 2016				% change during the year
	Demat	Physical	Total	% age	Demat	Physical	Total	% age	
<b>A. Promoters</b>									
1. Indian Individuals	58814	476499	535313	6.92	155383	331130	486513	6.29	-0.63
Bodies Corporates	2676786	551900	3228686	41.72	3226786	1900	3228686	41.72	0.00
2. Foreign	-	-	-	-	-	-	-	-	-
Total Promoter Shareholding (A)	2735600	1028399	3763999	48.64	3282169	333090	3715199	48.01	-0.63
<b>B. Public Shareholding</b>									
1. Institutions	-	-	-	-	-	-	-	-	-
2. Non institutions									
Bodies Corporate Indian	1029549	1024100	2053649	26.54	1072225	1033512	2105737	27.21	0.67
Bodies Corporate Overseas Individuals	-	-	-	-	-	-	-	-	-
Holding nominal capital upto Rupees one lakh	506154	1277560	1783714	23.05	590107	1285449	1875556	24.24	1.19
Holding nominal share capital in excess of Rupees one lakh	125868	0	125868	1.62	42208	0	42208	0.55	-1.07



Category of Shareholder	No. of Shares held at the beginning of the year 1st April, 2015				No. of Shares held the end of the year 31st March, 2016				% change during the year
	Demat	Physical	Total	% age	Demat	Physical	Total	% age	
Others Non Resident Indians	11470	0	11470	0.15	14096	0	14096	0.18	0.03
Foreign Institutional Investors	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)	1673041	2301660	3974701	51.36	1704540	2318961	4023501	51.99	0.63
<b>C. Shares held by Custodians</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	4408641	3330059	7738700	100.00	5086709	2651991	7738700	100.00	-

## ii) Shareholding of Promoters

Sl. No.	Shareholder Name	Shareholding at the beginning of year			Shareholding at the end of year			% change in shareholding during the year
		No. of Shares	% of Shares Total of Company	% of shares pledged/encumbered to total shares	No. of Shares	% of Shares Total of Company	% of shares pledged/encumbered to total shares	
1	Titan Securities Limited	2033831	26.28	0	2033831	26.28	0	0
2	Tanita Leasing & Finance Limited	784855	10.14	0	784855	10.14	0	0
3	Connoisseur Management Services Private Limited	410000	5.30	0	410000	5.30	0	0
4	Naresh Kumar Singla	34510	0.45	0	34510	0.45	0	0
5	Suresh Chand Singla	100469	1.30	0	101969	1.32	0	+0.02
6	Manju Singla	71210	0.92	0	71210	0.92	0	0
7	Ravinder Gupta	21321	0.28	0	21321	0.28	0	0
8	Madhu Singla	66510	0.86	0	66510	0.86	0	0
9	Kiran Gupta	24900	0.32	0	0	0	0	-0.32
10	Pawan Gupta	25000	0.32	0	0	0	0	-0.32
11	Raja Singla	51100	0.66	0	51100	0.66	0	0
12	Shivom Singla	35800	0.46	0	35400	0.46	0	0
13	Supriya Singla	54493	0.70	0	54493	0.70	0	0
14	Udit Singla	50000	0.65	0	50000	0.65	0	0



### iii) Change in Promoters Shareholding (please specify if there is no change)

During the year there was minor increase or decrease in promoters holdings as reflected in the above table

### iv) Shareholding Pattern of Top 10 Shareholders (other than directors, promoters as on 31<sup>st</sup> March, 2016)

Sl. No.	Name of Shareholder	Shareholding No. of Shares	Shareholding % of Total Shares of Co.	Cumulative Shareholding During the year No. of Shares	Cumulative Shareholding during the year % of Shares
1	Balkrishna Chaturbhuj Bhartia				
	Shares at beginning of the year	22000	0.28	22000	0.28
	Bought during the year	0	0	0	0.00
	Sold during the year	0	0	0	0.00
	At the end of the year	22000	0.28	22000	0.28
2	Dr. Shekar K B				
	Shares at beginning of the year	20208	0.26	20208	0.26
	Bought during the year	0	0	0	0.00
	Sold during the year	0	0	0	0.00
	At the end of the year	20208	0.26	20208	0.26
3	P S Somani				
	Shares at beginning of the year	0	0.00	0	0.00
	Bought during the year	18319	0.24	18319	0.24
	Sold during the year	0	0	0	0
	At the end of the year	18319	0.24	18319	0.24
4	Indumati U Goda				
	Shares at beginning of the year	10000	0.13	10000	0.13
	Bought during the year	0	0	0	0.00
	Sold during the year	0	0	0	0.00
	At the end of the year	10000	0.13	10000	0.13
5	Burramsetty Suresh				
	Shares at beginning of the year	9438	0.12	9438	0.12
	Bought during the year	0	0.00	0	0.00
	Sold during the year	438	0.00	0.00	0.00
	At the end of the year	9000	0.12	9000	0.12
6	Anu Sarin				
	Shares at beginning of the year	9000	0.12	9000	0.12
	Bought during the year	0	0	0	0.00
	Sold during the year	0	0	0	0.00
	At the end of the year	9000	0.12	9000	0.12



Sl. No.	Name of Shareholder	Shareholding No. of Shares	Shareholding % of Total Shares of Co.	Cumulative Shareholding During the year No. of Shares	Cumulative Shareholding during the year % of Shares
7	Jetani Bharat Vitthalbhai				
	Shares at beginning of the year	9000	0.12	9000	0.12
	Bought during the year	0	0	0	0.00
	Sold during the year	0	0	0	0.00
	At the end of the year	9000	0.12	9000	0.12
9	Sanjeev Kr Gupta				
	Shares at beginning of the year	7200	0.10	7200	0.10
	Bought during the year	0	0	0	0.00
	Sold during the year	0	0	0	0.00
	At the end of the year	7200	0.10	7200	0.10
9	Ashwiny Kumar				
	Shares at beginning of the year	0	0	0	0.00
	Bought during the year	13969	0.18	13969	0.18
	Sold during the year	0	0	0	0.00
	At the end of the year	13969	0.18	13969	0.18
10	Anuradha Naugraiya				
	Shares at beginning of the year	0	0.00	0	0.00
	Bought during the year	11500	0.14	11500	0.14
	Sold during the year	0	0	0	0.00
	At the end of the year	11500	0.14	11500	0.14

## v) Shareholding of Directors and Key Managerial Personnel

Sl No.	Name of Directors/KMP	Shareholding at the beginning of the year No. of Shares	Shareholding at the beginning of the year % of Total Shares of Co.	Cumulative Shareholding During the year No. of Shares	Cumulative Shareholding during the year % of Total Shares of Co.
1	Mr. Naresh Kumar Singla, Managing Director	34510	0.45	34510	0.45
2	Mr. Suresh Chand Singla	100469	1.30	101969	1.32
3	Mrs. Manju Singla	71210	0.92	71210	0.92
4	Mr. Raja Singla	51100	0.66	51100	0.66
5	Mr. Prem Shankar Gupta	500	0.00	500	0.00
6	Mr. Charanjit Singh	0	0	0	0

## V. Indebtedness

The short term borrowings during the year ended 31<sup>st</sup> March, 2016 was Rs. 7.13 Crores and Long Term Borrowings were Rs. 4.27 Crores . The schedules showing the figures in detail and nature are separately shown in notes to the accounts.



## VI. Remuneration of Directors and Key Managerial Personnels

Sr. No.	Particulars of Remuneration	Name of MD Suresh Chand Singla	Name of MD Naresh Kumar Singla
1.	Gross Salary		
	a) Salary as per provision contained in section 17(1) of the Income Tax Act, 1961	1740000	1740000
	b) Value of perquisite u/s 17(2) of the income tax act 1961	0	0
	c) Profits in lieu of salary u/s 17(3) of the income tax act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission	0	0
5	Others (contribution to PF and superannuation)	0	0
	Total A	1740000	1740000
	Ceiling as per the Act	Due to inadequacy of profits, the salary payable to managing director is being paid under the limits provided and in compliance of Schedule V of the Companies Act, 2013	

## B. Remuneration of other directors

Particulars of Remuneration	Chairman Sachin Gupta	Independent Director Praveen Somani	Independent Director Hitesh Kohli	Independent Director Parvesh Goel	Raja Singla	Supriya Singla	Manju Singla
Fee for attending Board Meeting and Committee Meeting	0	0	0	0	0	0	0
Commission	0	0	0	0	0	0	0
Total	0	0	0	0	0	0	0
Total Managerial Remuneration (A+B)	Total: 34,80,000/- p.a.						
	Due to inadequacy of profits, the remuneration is paid pursuant to Schedule V of the Companies Act, 2013.						



## C. Remuneration of Key Managerial Personnel other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel Mr. Charanjit Singh	Key Managerial Personnel Mr. Prem Shankar Gupta
1.	Salary as per section 17(1) of income Tax Act	1059169	742756
2.	Perquisites u/s 17 (2) of Income Tax Act	0	0
3.	Profit in lieu of salary u/s 17(3) of Income Tax Act	0	0
4.	Stock Option	0	0
5.	Sweat Equity	0	0
6.	Commission	0	0
7.	Contribution to PF and superannuation	0	0
	Total	1059169	742756

## VII. Penalties/Punishment/Compounding of Offences

No Penalty or Punishment has been imposed on company or directors or officer in default during 2015-16 neither any offences were compounded.

For and on behalf of the Board of Directors

Naresh Kumar Singla  
Managing Director

Suresh Chand Singla  
Managing Director

Date :31.08.2016

Place:Delhi



### ANNEXURE TO THE DIRECTORS REPORT

Statement of Disclosure of Information under Section 197 of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- (i) Ratio of Remuneration of Each Director to the median remuneration of the employees of the company for the financial year 2015-16

Particulars	Ratio to Median Remuneration
Mr. Suresh Chand Singla, Managing Director	16.26:1
Mr. Naresh Singla, Managing Director	16.26:1

- (ii) the percentage increase in remuneration of each director, Company Secretary and Chief Financial Officer of the Company during the financial year 2015-16

Particulars	% increase in remuneration in the financial year
Mr. Suresh Chand Singla, Managing Director	11.53
Mr. Naresh Singla, Managing Director	11.53
Mr. Charanjit Singh, Company Secretary	9.17
Mr. Prem Shankar Gupta, Chief Financial Officer	10.89

- (iii) The percentage increase in the median remuneration of employees in financial year 4.03%
- (iv) The no. of permanent employees on the rolls of Company as on 31st March, 2016 were 148.
- (v) Average Percentage increase in the salary of employees other than managerial personnel during the financial year 2015-16 over financial year 2014-15 was 12.53 % whereas the increase in managerial remuneration was 11.53 %. The Average increase in every year was an outcome of company's market competitiveness as against its peer group companies. In keeping with our reward policy and benchmarking results, the increase this year reflect the market practice.
- (vi) Comparison of each remuneration of the key managerial personnel against the performance of the company:

Aggregate remuneration of Mr. Charanjit Singh, Company Secretary (Rs. In lakhs)	10.59
Aggregate Remuneration of Mr. Prem Shankar Gupta, CFO (Rs. In lakhs)	7.43
Aggregate Remuneration of Mr. Naresh Kumar Singla, Managing Director	17.40
Aggregate Remuneration of Mr. Suresh Chand Singla, Managing Director	17.40
Gross Sales (Rs. In lakhs)	4873.86
Remuneration of Mr. Charanjit Singh (as % of Gross Sales)	0.21%



Remuneration of Mr. Prem Shankar Gupta (as % of Gross Sales)	0.15%
Remuneration of Mr. Suresh Chand Singla/Mr. Naresh Singla, Managing Director (as % of Gross Sales)	0.35%
Profit before Tax (PBT) (Rs. In lakhs)	258.75
Remuneration of Mr. Charanjit Singh (as % of PBT)	4.09%
Remuneration of Mr. Prem Shankar Gupta (as % of PBT)	2.87%
Remuneration of Mr. Suresh Chand Singla/Mr. Naresh Singla Managing Director (as % of PBT)	6.72%

- x) The Key Parameters for any variable component of remuneration: None.
- xi) The ratio of remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid directors during the year is : 1.04:1. The Remuneration was paid to Shri Jana Balasubramaniam, Country Head (Marketing).
- xii) It is hereby affirmed that the remuneration paid during the year is as per remuneration policy of the company.

For and on behalf of the Board of Directors

Naresh Kumar Singla  
Managing Director

Suresh Chand Singla  
Managing Director

Date :31.08.2016

Place:Delhi



### NOMINATION & REMUNERATION POLICY

#### Objective

The Nomination & Remuneration Committee ("NRC") of Titan Biotech Limited ("Company") comprises of three board members and plays the role of:

- Identification of potential candidates for becoming members of the Board based on the needs and requirements of the company and also identify persons to be recruited in the Key Managerial Personnel of the Company and;
- Ensuring the Company's compensation packages and other human resource practices are effective in maintaining a competent workforce and make recommendations relating to compensation of the Managing Director, Whole-time Directors, the Key Managerial Personnel, and Head – Accounts & Internal Controls of the Company.

#### Constitution

The committee comprises of three Directors. At least half of the nominees to the committee shall be Independent Directors, the Chairperson being the Independent Director. The Chairperson of the Company may be a member but shall not chair such Committee. The Chairperson of this Committee or in case of his absence, any other person authorized by him shall attend the general meetings of the Company.

#### Meaning of terms used

- A. "Act" refers to the Companies Act, 2013 including the rules, schedules, clarifications, and guidelines issued by the Ministry of Corporate Affairs from time to time.
- B. "Board" refers to the Board of Directors of Titan Biotech Limited
- C. "Company" refers to Titan Biotech Limited

#### Roles & responsibilities of the committee include

The roles and responsibilities of the Committee shall be to perform duties listed below and it will have the authority to undertake other specific duties as the Board prescribes from time to time. The below mentioned roles and responsibilities are derived from the approved Nominations & Remuneration Committee Charter. Key responsibilities include:

##### A. Role played with respect to nominations:

- Recommend for approval by the Board, candidates for appointment or re-appointment of Managing Director, Independent Directors and other Directors, in case of any vacancy or restructuring the composition of the Board.
- Recommend to the Board, the set up and composition of the board and its committees, including the formulation of the criteria for determining qualifications, positive attributes and independence of a director.
- The Committee may periodically consider reviewing the composition of the board based on age, gender, experience, knowledge, skills and independence.
- Assess extension or continuation of term of independent directors based on report of performance evaluation.
- Note any changes in Chief Financial Officer, Company Secretary and Senior Management (personnel who are members of core management team comprising all members of management one level below the executive directors, including the functional heads).



- Carry out evaluation of every director's performance and support the board and independent directors in evaluation of the performance of the board, its committees, and individual directors. This shall include "formulation of criteria and attributes for evaluation of performance of Independent Directors, the Board of Directors & its committees."
- Review performance appraisals of the Managing Director and Executive Director, Chief Financial Officer, Company Secretary and Internal Auditor.
- Review and reassess the NRC Policy and provide appropriate recommendations to the Board to update the policy based on changes brought about due to regulatory amendments or internal mandates.
- Oversee familiarization programmes for directors.
- Oversee the human resource philosophy, human resource strategy, and human resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the board, key management personnel and executive team).
- Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.

## **B. Role played with respect to remuneration:**

Remuneration policy: Remuneration policy in the company is designed to create a high performance culture. It enables the company to attract, retain and motivate employees towards achievement of business results. Our Company promotes and rewards achievement of goals. Our pay models are compliant with local regulations. The Company pays remuneration by way of salary, benefits, perquisites and allowances to its Managing Directors. Annual increments are reviewed by the Nomination and Remuneration Committee within the compensation scales approved by the members of the Company and are effective April 1 of each year. However, for employees joining during the year the Annual Increments are effected on completion of 1 year. NRC reviews and approves the commission to be paid to the Managing Director within the limits prescribed under the Act based on the performance of the company as well as the individuals. The company also reimburses the out-of-pocket expenses incurred by the directors for attending the meetings. Other duties include:

- Review and recommend to the Board, compensation payable to the Managing Directors, Chief Financial Officer, Company Secretary and others as may be required.
- Advise the Board on payment of annual commission to the Non-Executive Directors.
- Advise the Board on revision in sitting fees.MA
- Remuneration payable to directors in any other capacity, if any (e.g., for services rendered in professional capacity).

For and on behalf of the Board  
of Titan Biotech Limited

Sachin Gupta  
Chairman DIN: 00082550  
New Delhi, August 31, 2016



## Form No. MR-3

### SECRETARIAL AUDIT REPORT

For the Financial Year ended on 31<sup>st</sup> March, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

### SECRETARIAL AUDIT REPORT

For the Financial Year ended on 31<sup>st</sup> March, 2016

To,  
The Members,  
TITAN BIOTECH LTD.  
A-902 A, RIICO. INDL. AREA  
PHASE-III, BHIWADI  
RAJASTHAN-301019

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Titan Biotech Ltd.** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

#### We report that

- a) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of the financial statements of the Company.
- d) Where ever required, we have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc.
- e) The compliance of the provisions of the Corporate and other applicable laws, rules, regulation, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- f) The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of



secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Titan Biotech Ltd.** for the financial year ended on 31<sup>st</sup> March, 2016 according to the provisions of:
  - (i) The Companies Act, 2013 (the Act) and the rules made there under;
  - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
2. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. **Not Applicable**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable**



- (3) We have also examined Compliance with the other applicable Acts.
- (a) Payment Of Wages Act, 1936, and rules made there under,
  - (b) The Minimum Wages Act, 1948, and rules made there under,
  - (c) Employees' State Insurance Act, 1948, and rules made there under,
  - (d) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made there under,
  - (e) The Payment of Bonus Act, 1965, and rules made there under,
  - (f) Payment of Gratuity Act, 1972, and rules made there under,
  - (g) Factory Act, 1948
  - (h) Food Safety and Standards Act, 2006 and any other Acts.
4. We have also examined compliance with the applicable clauses of the following:
- (i) Secretarial Standards issued by The Institute of Company Secretaries of India under on Meetings of the Board of Directors and General Meeting effective from 01.07.2015.
  - (ii) The Listing Agreements (till November 30, 2015) entered into by the Company with Bombay Stock Exchange and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (From December 01, 2015 to March 31, 2016)

We have not examined compliance by the Company with applicable Financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory Financial audit and other designated professionals

During the financial year under report, the Company has complied with the provisions of the New Companies Act, 2013, Old Companies Act, 1956 to the extent applicable and the Rules, Regulations, Guidelines, Standards, etc. mentioned above.

The Company is one of the leading manufacturers & exporters of the biological products which are used in the field of Pharmaceutical, Nutraceutical, Food & Beverages, Biotechnology & Fermentation, Cosmetic, Veterinary & Animal Feed, Agriculture Industries and Microbiology Culture Media & Plant Tissue Culture Media etc.

5. We have relied on the information and representation made by the Company and its Officers for Systems and mechanism formed by the Company for Compliances under applicable Acts, Laws, and regulations to the Company.
6. We further report that
- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.



- (b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the Meeting.
  - (c) We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
  - (d) We further report that the Company Comply the all Compliance of Companies Act, 2013, but there were few instances of delay in filing of forms with the Ministry of Corporate Affairs which were regularized by payment of late filing fee.
  - (e) We further report that the Company has declared and paid dividend and necessary compliance of the Companies Act and Listing agreement has been completed.
  - (f) We further Report that the Company has done all reporting to stock exchange in time and has published all the required notices and results in newspaper in accordance with Listing Agreement.
7. We further report that during the audit period no specific events / actions took place having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.
8. We further report that during the audit period:-
- a) the Members of the Company at its Annual General Meeting held on 30th September, 2015 passed the special resolution(s)-
    1. RE-APPOINTMENT OF MR. SURESH CHAND SINGLA (DIN 00027706) AS MANAGING DIRECTOR AND APPROVAL OF REMUNERATION PAYABLE TO HIM- Mr. Suresh Chand Singla re-appointment of Managing Director of the Company from 1st April 2015 to 31st March, 2018
    2. RE-APPOINTMENT OF MR. NARESH KUMAR SINGLA (DIN 00027448) AS MANAGING DIRECTOR AND APPROVAL OF REMUNERATION PAYABLE TO HIM- Mr. Suresh Chand Singla re-appointment of Managing Director of the Company from 1st April 2015 to 31st March, 2018.
    3. APPROVAL FOR RELATED PARTY TRANSACTIONS WITH TITAN SECURITIES LIMITED-The Company entered contracts with Related Parties Transaction with Titan Securities Limited by the Company by way of Loans/Repayment of Loan/Investment in Equity Shares/Guarantee upto Rs. 5 Crores.
    4. APPROVAL FOR RELATED PARTY TRANSACTIONS WITH TANITA LEASING & FINANCE LIMITED- The Company entered contracts with Related Parties Transaction with Tanita Leasing & Finance Limited by the Company by way of Loans/Repayment of Loan/Investment in Equity Shares/Guarantee upto Rs.2 Crores.





5. APPROVAL FOR RELATED PARTY TRANSACTIONS WITH CONNOISSEUR MANAGEMENT SERVICES PRIVATE LIMITED- The Company entered contracts with Related Parties Transaction with Connoisseur Management Services P Ltd by the Company by way of Loans/Repayment of Loan/Investment in Equity Shares/Guarantee upto Rs.2 Crores.
  6. APPROVAL FOR RELATED PARTY TRANSACTIONS WITH PEPTech BIOSCIENCES LIMITED - The Company entered contracts with Related Parties Transaction with Peptech Biosciences Limited by the Company by way of Inter Corporate Loans/Investment in Shares/Repayment of loans/Guarantee upto Rs.2 Crores.
- b) The Company during the period under review has passed following resolutions through Postal Ballot under Companies Act, 2013
- Special Resolution passed through Postal Ballot for Alteration / Substitution of Memorandum of Association under Section 13 of the Companies Act, 2013.
  - Special Resolution passed through Postal Ballot for Alteration / Substitution of Articles of Association under Section 14 of the Companies Act, 2013.
  - Special resolution passed through Postal Ballot for borrowing of money beyond the paid up capital and free reserves of company on company property under Section 180 (1)(c) and other applicable provisions of Companies Act, 2013.
  - Special resolution passed through Postal Ballot for creation of mortgage or charge on assets of company and/or disposal of whole or substantially the whole of undertaking of company under section 180(1)(a) of the Companies Act, 2013.

Further, during the audit period, there were no instances of:

- i) Public/Rights/Preferential issue of shares/ debentures/sweat equity.
- ii) Redemption of securities.
- iii) Merger/Amalgamation/Reconstruction.
- iv) Foreign technical collaborations.

For NKS & Company

Nitesh Kumar Sinha  
Company Secretary  
FCS No.-7536  
CP No.:7648

Place:Vaishali  
Date :12-08-2016



## INDEPENDENT AUDITOR'S REPORT

**To the Members of  
Titan Biotech Limited**

### **Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of Titan Biotech Limited (the 'Company') which comprise the Balance Sheet as at 31 March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor



considers internal financial control relevant to the Company's preparation and fair presentation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the State of Affairs of the Company as at 31<sup>st</sup> March, 2016, and its Profit and its cash flows for the year ended on that date.

## **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Companies Act, 2013, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by Section 143(3) of the Act, we report that :
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 except Accounting Standard No. 15 relating to "Employee Benefits".
  - e. On the basis of written representations received from the Directors of the company as on 31<sup>st</sup> March, 2016 and taken on record by the Board of Directors, none of the Directors is disqualified as on 31<sup>st</sup> March, 2016 from being appointed as a Director in terms of Section 164(2) of the Act.



- f. With respect to the adequacy of the internal financial control over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in **Annexure-B**
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

for **Deepika Setia & Co**  
Chartered Accountants  
FRN-013515N

Place: Delhi  
Date : 30.05.2016

**D.S.Kajal**  
F.C.A. Partner  
M.No.091609



## **Annexure "A" to the Independent Auditors' Report**

The Annexure referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in our Independent Report to the members of **TITAN BIOTECH LIMITED** ('the Company') on the Standalone Financial Statements for the year ended **31st March 2016**:

Statement on Matters specified in paragraphs 3 and 4 of the Companies (Auditor's Report) Order, 2016:

1. Fixed Assets:

- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The Company has a programme for physical verification of its fixed assets at periodic intervals. In our opinion, the period of verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- c) According to the information and explanations given to us and on the basis of the records of the Company examined by us, the fixed assets are held in the name of the Company.

2. The Management has conducted physical verification of inventory at reasonable intervals. The discrepancies noticed on physical verification were not material in relation to the operations of the Company and the same have been properly dealt with in the books of account.

3. During the year, the Company has not granted any unsecured loans to companies covered in the Register maintained under Section 189 of the Companies Act, 2013. The Company has taken unsecured loans from companies covered under Section 189 and the amount outstanding at the year-end was Rs.3,94,91,970/-.

4. In our opinion and according to the information and explanations given to us, the Company has not advanced any unsecured loans to parties covered under section 185 of the Companies Act, 2013. The Company is holding an investment of Rs.1,27,49,400/- at the year-end and the provisions of section 186 of the Act have been complied with.

5. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public under the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013.

6. We have been informed by the management that the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, in respect of the activities carried on by the Company.

7. Statutory Dues:

- a. According to the information and explanations given to us and on the basis of the records examined by us, the Company is regular in depositing undisputed statutory dues with the appropriate authorities wherever applicable. We have been informed that there are no undisputed dues which have remained outstanding as at the last day of the financial year for a period of more than six months from the date they become payable.



- b. According to the information and explanations given to us, there are no dues of Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, Value added tax or cess outstanding on account of any dispute.
8. According to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institutions, banks or debenture holders.
9. The Company did not raise any money by way of initial public offer of further public offer (including debt instruments) during the year and the Company has not taken any Term Loan during the relevant year. Although there is an outstanding Vehicle loans from Bank and year-end balance amount is Rs.32,67,325.50.
10. To the best of our knowledge and belief and according to the information and explanations given to us by the Management, no fraud on, or by the Company, has been noticed or reported during the year.
11. According to the information and explanations given to us and based on our examinations of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company.
13. According to the information and explanations given to us and based on our examinations of the records of the Company, transactions with related parties are in compliance with Section 177 and 188 of the Act wherever applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examinations of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examinations of the records of the Company, the Company has not entered into non-cash transactions with Directors or persons connected with them.
16. The Company is not required to be registered under Section 45-1A of the Reserve Bank of India Act, 1934.

for **Deepika Setia & Co**  
Chartered Accountants  
FRN-013515N

**D.S.Kajal**  
F.C.A. Partner  
M.No.091609

Place: Delhi  
Date : 30.05.2016



## ANNEXURE "B" TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph (f) 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report to the members of the Company on the Standalone Financial Statements for the year ended 31st March 2016.

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of TITAN BIOTECH LIMITED ("the Company") as of 31st March 2016 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

## **Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of Management and Directors of the company; and
- 3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by ICAI.

for **Deepika Setia & Co**  
Chartered Accountants  
FRN-013515N

**D.S.Kajal**  
F.C.A. Partner  
M.No.091609

Place: Delhi  
Date : 30.05.2016





# TITAN BIOTECH LIMITED

## Balance Sheet as at 31st March, 2016

(Amt. in Rs.)

Particulars	Note No.	As at 31/03/2016	As at 31/03/2015
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	'2'	77,387,000.00	77,387,000.00
Reserves and Surplus	'3'	137,595,515.60	127,346,769.00
		214,982,515.60	204,733,769.00
<b>Non-Current Liabilities</b>			
Long-term Borrowings	'4'	42,759,295.50	21,949,102.45
Deferred Tax Liabilities (Net)	'5'	4,537,364.85	3,632,716.85
		47,296,660.35	25,581,819.30
<b>Current Liabilities</b>			
Short-term Borrowings	'6'	71,333,345.10	55,159,030.68
Trade Payables	'7'	17,067,669.00	14,185,144.00
Other Current Liabilities	'8'	23,278,497.75	21,216,207.42
Short-term Provisions	'9'	14,721,273.00	14,183,246.00
		126,400,784.85	104,743,628.10
<b>TOTAL</b>		<b>388,679,960.80</b>	<b>335,059,216.40</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets			
Tangible Assets	'10'	102,363,529.74	108,290,921.74
Capital Work-in-Progress	'11'	45,183,419.00	11,417,224.00
Non-Current Investments	'12'	12,749,400.00	499,400.00
Long-term Loans and Advances	'13'	4,480,566.04	2,258,467.04
		164,776,914.78	122,466,012.78
<b>Current Assets</b>			
Inventories	'14'	109,382,626.30	110,685,683.95
Trade Receivables	'15'	57,497,112.00	64,133,553.31
Cash and Cash Equivalents	'16'	25,065,108.30	3,600,808.74
Short-term Loans and Advances	'17'	12,159,658.62	13,749,400.82
Other Current Assets	'18'	19,798,540.80	20,423,756.80
		223,903,046.02	212,593,203.62
<b>TOTAL</b>		<b>388,679,960.80</b>	<b>335,059,216.40</b>
<b>See accompanying Notes to the Financial Statements</b>			

### Auditor's Report

As per our separate report of even date attached

**For Deepika Setia & Co.**

Chartered Accountants  
FRN-013515N

**D. S. Kajal**

F.C.A.Partner  
M.No.091609

**Naresh Kr. Singla**

Managing Director  
DIN-00027448

**Suresh Chand Singla**

Managing Director  
DIN-00027706

**Charanjit Singh**

Co-Secretary  
ACS-12726

**Prem Shankar Gupta**

Chief Financial Officer

For Titan Biotech Limited

Place : Delhi

Date : 30.05.2016



# TITAN BIOTECH LIMITED

## Statement of Profit and Loss for the year ended 31st March, 2016

(Amt. in Rs.)

Particulars	Note No.	Year Ended 31/03/2016	Year Ended 31/03/2015
<b>REVENUES</b>			
Gross Revenue from Operations	'19'	487,386,153.80	424,125,314.40
Less: Excise Duty		31,258,567.00	20,964,588.00
Net Revenue from Operations		456,127,586.80	403,160,726.40
Other Income	'20'	4,274,457.14	3,984,094.46
<b>Total Revenues</b>		<b>460,402,043.94</b>	<b>407,144,820.86</b>
<b>EXPENSES</b>			
Cost of Material Consumed	'21'	342,671,130.95	313,842,070.45
Changes in Inventories	'22'	(4,000,334.00)	(12,925,522.00)
Employee Benefits Expenses	'23'	33,687,445.00	27,305,870.00
Finance Costs	'24'	9,867,177.55	9,922,871.97
Depreciation and Amortization Expense	'25'	7,648,804.00	8,384,641.00
Other Expenses	'26'	44,653,152.84	36,114,434.81
<b>Total Expenses</b>		<b>434,527,376.34</b>	<b>382,644,366.23</b>
Profit bef.Exceptional & Extraordinary items and Tax		25,874,667.60	24,500,454.63
Exceptional Items		-	-
Profit before Tax		25,874,667.60	24,500,454.63
Tax Expenses:	'27'		
Current Tax		7,735,665.00	7,197,638.00
Deferred Tax		904,648.00	983,540.00
Profit for the period from continuing Operations		17,234,354.60	16,319,276.63
<b>Profit after tax for the period</b>		<b>17,234,354.60</b>	<b>16,319,276.63</b>
<b>Earnings per Equity Share:</b>			
Basic		2.23	2.11
Diluted		2.23	2.11
<b>See accompanying Notes to the Financial Statements</b>			

### Auditor's Report

As per our separate report of even date attached

For Titan Biotech Limited

**For Deepika Setia & Co.**

Chartered Accountants  
FRN-013515N

**D. S. Kajal**

F.C.A.Partner  
M.No.091609

**Naresh Kr. Singla**

Managing Director  
DIN-00027448

**Suresh Chand Singla**

Managing Director  
DIN-00027706

**Charanjit Singh**

Co-Secretary  
ACS-12726

**Prem Shankar Gupta**

Chief Financial Officer

Place : Delhi

Date : 30.05.2016



## Notes to the Financial Statements for the year ended March 31, 2016

### 1. Significant Accounting Policies

#### 1.1. Basis of accounting and preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

#### 1.2 Use of estimates

The preparation of financial statements in conformity with the generally accepted accounting principles ('GAAP') requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, assets and liabilities and disclosures relating to contingent liabilities as of the date of the financial statements. Actual results could differ from those estimates. Any revision in accounting estimates is recognised prospectively in future periods.

#### 1.3 Fixed Assets and Depreciation

**1.3.1** Fixed Assets are stated at cost, less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the assets to its working condition for its intended use. Financing cost relating to acquisition of fixed assets are also included to the extent they relate to the period till such assets are ready to be put to use.

**1.3.2** Depreciable amount for assets is the cost of an assets, less its estimated residual value. Depreciation on tangible fixed assets has been provided under the Straight Line Method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

**1.3.3** Fixed assets individually costing Rs. 5,000 or less are fully depreciated in the year of purchase / installation. Depreciation on additions and disposals during the period is provided on a pro-rata basis.

**1.3.4** An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit & Loss account in the year in which as asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

#### 1.4 Investments

The Company values its investments at cost. In case of quoted investments, provision for diminution in the value of investments is not made as in the opinion of management such diminution is not of a permanent nature.



## 1.5 Inventories

The Company values its inventories as under :-

Raw Material	At cost on FIFO basis
Finished Goods	At cost or Net Realisable value whichever is less.
Stock in Trade	At cost or Net Realisable value whichever is less
Stock in Process	At cost
Stores & Spares	At cost on FIFO basis
Scrap in hand	At realisable value

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

## 1.6 Cash and Cash Equivalentents

Cash and cash equivalentents in the cash flow statement comprises cash in hand and balance in bank in current accounts, deposit accounts and in margin money deposits.

## 1.7 Cash Flow Statement

Cash flows are reported using the indirect Method, whereby profit/(loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

## 1.8 Foreign Currency Transactions

**1.8.1 Initial Recognition:** Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

**1.8.2 Conversion:** Foreign currency monetary items are reported using the closing rate. Non-monetary items, which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

**1.8.3 Exchange Differences:** Exchange differences arising on the settlement of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expense in the year in which they arise.

## 1.9 Tax Expenses

Income tax expense comprises current tax as per Income Tax Act, 1961 and deferred tax charge or credit (reflecting the tax effects of timing difference between accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date.

## 1.10 Employee Benefits

Pursuant to the requirements of AS 15 (revised 2005) on "Employee benefits", issued



by the Institute of Chartered Accountants of India which has become effective from April 1, 2007, the Company has not yet provided for employee benefits as per the revised requirements of the standard.

## 1.11 Provisions, Contingent liabilities and Contingent Assets

A provision is recognised when the company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimate. Contingent liabilities are disclosed unless the possibility of outflow of resources is remote. Contingent Assets are neither recognised nor disclosed in the financial statements.

## Notes to the financial statements

### 2. SHARE CAPITAL:

#### A. Authorized, Issued, Subscribed and Paid-up Share Capital

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
<b>Authorized:</b> 100,00,000 (Previous year 100,00,000) Equity Shares of Rs.10/- each.	100,000,000.00	100,000,000.00
	<b>100,000,000.00</b>	<b>100,000,000.00</b>
<b>Issued:</b> 7738700 (Previous year 7738700) Equity Shares of Rs.10/- each	77,387,000.00	77,387,000.00
	<b>77,387,000.00</b>	<b>77,387,000.00</b>
<b>Subscribed and Paid-up:</b> 7738700 (Previous year 7738700) Equity Shares of Rs.10/- each	77,387,000.00	77,387,000.00
	<b>77,387,000.00</b>	<b>77,387,000.00</b>

#### B. Reconciliation of Shares outstanding at the beginning and at the end of year are given below:

	As at 31/03/2016		As at 31/03/2015	
	Numbers	(Amt. in Rs.)	Numbers	(Amt. in Rs.)
Equity Shares outstanding at the beginning of the year	7,738,700	77,387,000.00	7,038,700	70,387,000.00
Add: Equity Shares Issued during the year	-	-	700,000	7,000,000.00
Equity Shares outstanding at the end of the year	7,738,700	77,387,000.00	7,738,700	77,387,000.00



**C. Detail of shareholder holding more than 5 percent shares of the Company as on reporting date are given below:**

Name of shareholder	As at 31/03/2016		As at 31/03/2015	
	Numbers of Shares held	Percentage of Holding	Numbers of Shares held	Percentage of Holding
1. S.Udit Securities Ltd.	811,662	10.48	637,347	8.24
2. Titan Securities Limited	2,033,831	26.28	2,033,831	26.28
3. Tanita Leasing & Finance Limited	784,855	10.14	784,855	10.14
4. A V B Shares Trading Pvt.Ltd.	1,000,000	12.92	1,000,000	12.92
5. Connoisseur Management Services P.Ltd	410,000	5.30	410,000	5.30

**D. Share reserved for issue under options and contracts / commitments:**

The Company has not reserved any shares for issue under options and contracts / commitments for the sale of shares /disinvestments during the year under audit.

**E. Detail of shares allotted pursuant to contract(s) without payment being received in cash during five years immediately preceding the Balance Sheet date are given below:**

The Company has neither allotted any fully paid up equity shares pursuant to contract(s) without payment being received in cash and by way of bonus shares nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date.

**3. RESERVES AND SURPLUS:**

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Share Premium Account	50,000,000.00	50,000,000.00
Surplus i.e. balance in Statement of Profit and Loss - (b)	87,595,515.60	77,346,769.00
	<b>137,595,515.60</b>	<b>127,346,769.00</b>

**(a) Additions and deductions since the last Balance Sheet under each head of Reserve are as under:**

(Amt. in Rs.)

	As at 31/03/2014	Additions-Ded.	As at 31/03/2015	Additions	Deductions	As at 31/03/2016
Share Premium Account	15,000,000.00	35,000,000.00	50,000,000.00	-	-	50,000,000.00
Surplus	68,013,100.37	9,333,668.63	77,346,769.00	17,234,354.60	6,985,608.00	87,595,515.60
	83,013,100.37	44,333,668.63	127,346,769.00	17,234,354.60	6,985,608.00	137,595,515.60



**(b) Allocations and appropriations in Surplus i.e. balance in Statement of Profit and Loss are as under:** (Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Opening Balance	77,346,769.00	68,013,100.37
Add: Profit for the year	17,234,354.60	16,319,276.63
	94,581,123.60	84,332,377.00
Less: Dividend on Equity Shares (including Dividend Distribution Tax)	6,985,608.00	6,985,608.00
Closing Balance	<b>87,595,515.60</b>	<b>77,346,769.00</b>

**4. LONG-TERM BORROWINGS** (Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
<b>Secured loans</b>		
Loans from Banks (a)	3,267,325.50	5,943,185.45
	3,267,325.50	5,943,185.45
<b>Unsecured loans</b>		
Loans & Advances from Related Parties	39,491,970.00	16,005,917.00
Loans & Advances from Other Parties		-
	39,491,970.00	<b>16,005,917.00</b>
	<b>42,759,295.50</b>	<b>21,949,102.45</b>

(a) Nature of security for secured borrowings: The secured loans from banks consists of Vehicle loans secured against hypothecation of Vehicles.

**5. DEFERRED TAX LIABILITIES (NET)** (Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
<b>Deferred Tax Liabilities</b>		
Opening Balance	3,632,716.85	2,649,176.85
Depreciation and Amortization Expenses for the year	904,648.00	983,540.00
<b>Deferred Tax Liabilities (Net)</b>	<b>4,537,364.85</b>	<b>3,632,716.85</b>

**6. SHORT-TERM BORROWINGS** (Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
<b>Secured</b>		
Loans repayable on demand		
From Banks CC Limits (a)	71,333,345.10	55,159,030.68
	<b>71,333,345.10</b>	<b>55,159,030.68</b>



- (a) Nature of security for secured borrowings: The secured loans from banks consists of Working Capital Limits which is secured against hypothecation of present and future Inventory and book debts of the company and collaterally secured by way of Equitable Mortgage of Plot No. 902 A, Block A, RIICO Industrial Area, Bhiwadi, Distt. Alwar(Rajasthan) & E-540, Industrial Area, Chopanki, Bhiwadi, Rajasthan , Both in the name of Titan Biotech Ltd. and by personal guarantee of Two Directors namely Sh. Suresh Chand Singla and Sh. Naresh Kumar Singla.

## 7. TRADE PAYABLES

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Trade Payable	17,067,669.00	14,185,144.00
	<b>17,067,669.00</b>	<b>14,185,144.00</b>

## 8. OTHER CURRENT LIABILITIES

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Statutory Dues & Expenses Payable	6,016,951.51	4,732,780.74
Advance from customers	4,462,508.50	11,374,683.75
(Creditors for exp.	12,799,037.74	5,108,742.93
	<b>23,278,497.75</b>	<b>21,216,207.42</b>

## 9. SHORT-TERM PROVISIONS

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Provision for Current Tax	7,735,665.00	7,197,638.00
Proposed Dividends (including Dividend Distribution Tax)	6,985,608.00	6,985,608.00
	<b>14,721,273.00</b>	<b>14,183,246.00</b>

## 10. TANGIBLE ASSETS

- A. Summary of cost and net carrying amount of each class of tangible assets are given below:

(Amt. in Rs.)

Particulars	Cost		Accumulated Depreciation		Net Carrying Amount	
	31/03/2016	31/03/2015	31/03/2016	31/03/2015	31/03/2016	31/03/2015
Leasehold Land	5,090,848.00	5,090,848.00	-	-	5,090,848.00	5,090,848.00
Site Development	2,092,906.90	2,092,906.90	-	-	2,092,906.90	2,092,906.90
Factory Building	58,876,659.82	58,876,659.82	16,981,455.99	15,173,551.99	41,895,203.83	43,703,107.83
Plant and Equipment	80,954,103.05	79,463,286.05	37,537,602.32	33,773,274.32	43,416,500.73	45,690,011.73
Furniture and Fixtures	6,442,313.00	6,272,315.00	2,234,704.64	1,613,168.64	4,207,608.36	4,659,146.36
Vehicle	12,001,335.55	11,940,738.55	6,340,873.63	4,885,837.63	5,660,461.92	7,054,900.92
	<b>165,458,166.32</b>	<b>163,736,754.32</b>	<b>63,094,636.58</b>	<b>55,445,832.58</b>	<b>102,363,529.74</b>	<b>108,290,921.74</b>



**(a) Reconciliation of the gross and net carrying amounts of assets at the beginning and year ending 31/03/2016 are as under:**

(Amt. in Rs.)

Cost	As at 31/03/2015	Additions	Disposals	Other Adjustments	As at 31/03/2016
Leasehold Land	5,090,848.00	-	-	-	5,090,848.00
Site Development	2,092,906.90	-	-	-	2,092,906.90
Factory Building	58,876,659.82	-	-	-	58,876,659.82
Plant and Equipment	79,463,286.05	1,573,817.00	83,000.00	-	80,954,103.05
Furniture and Fixtures	6,272,315.00	169,998.00	-	-	6,442,313.00
Vehicles	11,940,738.55	60,597.00	-	-	12,001,335.55
	<b>163,736,754.32</b>	<b>1,804,412.00</b>	<b>83,000.00</b>	-	<b>165,458,166.32</b>
Previous Year	158,323,188.32	6,013,566.00	600,000.00	-	163,736,754.32

Accumulated Depreciation	As at 31/03/2015	Additions	Deductions/ Other Adjst.	As at 31/03/2016
Leasehold Land	-	-	-	-
Site Development	-	-	-	-
Factory Building	15,173,551.99	1,807,904.00	-	16,981,455.99
Plant and Equipment	33,773,274.32	3,764,328.00	-	37,537,602.32
Furniture and Fixtures	1,613,168.64	621,536.00	-	2,234,704.64
Vehicles	4,885,837.63	1,455,036.00	-	6,340,873.63
	<b>55,445,832.58</b>	<b>7,648,804.00</b>	-	<b>63,094,636.58</b>
Previous Year	47,061,191.58	8,384,641.00	-	55,445,832.58

**11. CAPITAL WORK-IN-PROGRESS**

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Capital Work-in-Progress (Op.balance)	11,417,224.00	-
Expenditure during Current year pending allocation - (a)	33,766,195.00	11,417,224.00
	<b>45,183,419.00</b>	<b>11,417,224.00</b>



(a) Detail of expenditure during construction pending allocation are given below: (Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Expenditure during the year:		
Pre-Operative Exp.		
Bhiwadi Building Underconstruction 31652835.00		
Advance for Capital Goods 8438756.00	40,091,591.00	9,629,249.00
Chopanki Advance for Capital Goods 5091828.00	5,091,828.00	1,787,975.00
Balance pending allocation	<b>45,183,419.00</b>	<b>11,417,224.00</b>

## 12 NON-CURRENT INVESTMENTS

A. Non-Current Investments consist of the following:

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
<b>Other Investments</b>		
Investments in Equity Instruments	12,749,400.00	499,400.00
	<b>12,749,400.00</b>	<b>499,400.00</b>

B. Aggregate amount and of quoted and unquoted investments and aggregate market value of quoted investments are given below:

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Aggregate amount of Unquoted Investments	12,749,400.00	499,400.00
Aggregate market value of Quoted Investments	-	-

C. Disclosure with regard to investments in bodies corporate are given below:

Particulars	Face value per Unit	As at 31/03/2016		As at 31/03/2015	
		Numbers	(Amt. in Rs.)	Numbers	(Amt. in Rs.)
(a) Other Investments					
i. Investments in Equity Instruments					
a) Peptech Bioscience Limited	10.00	1274940	12749400.00	49,940.00	499,400.00
			<b>12,749,400.00</b>		<b>499,400.00</b>



### 13. LONG-TERM LOANS AND ADVANCES:

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Security Deposits	4,112,905.00	1,816,505.00
Duties & Taxes Demand Dep.(Pending claims)	367,661.04	441,962.04
	<b>4,480,566.04</b>	<b>2,258,467.04</b>

### 14. INVENTORIES:

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Raw Material	72,910,409.00	68,970,311.00
Finished Goods	29,818,576.00	25,818,242.00
Packing Material	6,624,732.30	8,015,969.53
Consumable Stores	28,909.00	215,396.00
Trading Stock	-	7,665,765.42
	<b>109,382,626.30</b>	<b>110,685,683.95</b>

### 15. TRADE RECEIVABLES:

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Outstanding for a period exceeding six months (from the due date)		
Unsecured, Considered Good	1,778,104.00	1,254,397.00
Doubtful	472,669.00	1,120,703.00
Outstanding for a period less than six months		
Unsecured, Considered Good	55,246,339.00	61,758,453.31
	<b>57,497,112.00</b>	<b>64,133,553.31</b>

### 16. CASH AND CASH EQUIVALENTS:

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
<b>Cash and Cash Equivalents</b>		
Balance with Banks:		
Current Accounts	22,680,608.50	1,273,345.54
Cash on hand	1,210,735.90	1,486,018.20
	<b>23,891,344.40</b>	<b>2,759,363.74</b>
<b>Other Balances</b>		
Balance with Banks:		
Deposits maturing within 12 months	400,000.00	125,000.00
FDRs agst. Security Deposits	773,763.90	716,445.00
	1,173,763.90	841,445.00
	<b>25,065,108.30</b>	<b>3,600,808.74</b>



## 17. SHORT-TERM LOANS AND ADVANCES

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Advances to Suppliers	7,511,217.56	7,575,685.32
Prepaid Exp.	637,190.49	708,591.00
Other advances	4,011,250.57	5,465,124.50
	<b>12,159,658.62</b>	<b>13,749,400.82</b>

## 18. OTHER CURRENT ASSETS

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Cenvat / Vat / I.Tax Receivables	19,798,540.80	20,423,756.80
	<b>19,798,540.80</b>	<b>20,423,756.80</b>

## 19. REVENUE FROM OPERATIONS:

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Domestic Sales	382,315,046.80	300,391,273.40
Export Sales	105,071,107.00	123,734,041.00
Gross Revenue from Operations	487,386,153.80	424,125,314.40
Less: Excise Duty	31,258,567.00	20,964,588.00
Net Revenue from Operations	<b>456,127,586.80</b>	<b>403,160,726.40</b>

## 20. OTHER INCOME:

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Other Non-Operating Income-(a)	4,274,457.14	3,984,094.46
	<b>4,274,457.14</b>	<b>3,984,094.46</b>

(a) Other Non-operating Income consists of Foreign Exchange Fluctuation income, interest received on FDR and freight & forwarding charges recovered from customers etc.

## 21. COST OF MATERIAL CONSUMED:

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Opening Balance	76,636,076.42	50,527,733.13
Add : Purchases	293,487,523.50	291,408,759.74
	370,123,599.92	341,936,492.87
Less: Closing Stock	72,910,409.00	76,636,076.42
<b>Raw Material Consumed</b>	<b>297,213,190.92</b>	<b>265,300,416.45</b>



(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Cartage & Freight Inward	12,403,134.80	12,153,278.00
Power & Fuel Exp.	17,592,852.00	20,671,440.00
Repair & Maintenance - Factory	1,349,817.00	1,050,181.00
Lab Exp.	237,594.00	530,956.00
Consumable Store	431,421.00	474,907.00
Packing Material	12,269,489.23	12,589,998.00
Processing Charges	976,129.00	749,373.00
Entry Tax - Chopanki	197,503.00	321,521.00
	45,457,940.03	48,541,654.00
<b>Cost of Material Consumed</b>	<b>342,671,130.95</b>	<b>313,842,070.45</b>

## 22. CHANGES IN INVENTORIES:

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
<b>Opening Inventories</b>		
Finished Goods	25,818,242.00	12,892,720.00
	<b>25,818,242.00</b>	<b>12,892,720.00</b>
<b>Less: Closing Inventories</b>		
Finished Goods	29,818,576.00	25,818,242.00
	<b>29,818,576.00</b>	<b>25,818,242.00</b>
(Increase)/ Decrease in Inventories	<b>(4,000,334.00)</b>	<b>(12,925,522.00)</b>

## 23. EMPLOYEE BENEFITS EXPENSES:

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Salary & Wages	30,604,830.00	24,736,740.00
Bonus Exp.	1,533,006.00	1,275,852.00
Staff Welfare	942,718.00	936,961.00
Loyalty Exp.	303,457.00	-
Performance Incentive	303,434.00	356,317.00
	<b>33,687,445.00</b>	<b>27,305,870.00</b>



## 24. FINANCE COSTS:

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Bank charges	2,599,430.64	1,350,692.22
Interest on Unsecured Loan	1,887,348.00	3,803,772.00
Interest on CC limits	4,978,441.82	4,467,798.00
Interest on car loan	401,957.09	300,609.75
	<b>9,867,177.55</b>	<b>9,922,871.97</b>

## 25. DEPRECIATION AND AMORTIZATION EXPENSES:

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Depreciation and Amortization Expenses:	7,648,804.00	8,384,641.00
	<b>7,648,804.00</b>	<b>8,384,641.00</b>

## 26. OTHER EXPENSES:

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
<b>Administrative, Selling &amp; Distribution Expenses</b>		
Advertisement Exp.	977,631.16	392,022.00
Auditors' Remuneration - (a)	114,500.00	112,360.00
Auth.Capital Fee	-	80,000.00
Books & Periodicals	22,221.00	6,040.00
Business Promotion	5,821,034.00	3,921,821.00
Building Repair & Maintenance	616,443.00	-
Cartage & Freight Outward	11,012,440.38	10,366,628.00
Computer Exp.	356,546.00	460,194.00
Conveyance	293,476.00	368,220.00
Commission Paid	825,840.00	620,379.00
Courier & Postage Charges	664,826.76	585,796.15
Director's Travelling	3,235,353.36	2,314,766.46
Directors' Remuneration	3,480,000.00	3,552,000.00
Diwali Exp.	14,390.00	152,774.00
Economic Charges	938,399.00	333,062.00
Electricity Exp.	726,033.00	567,939.00
Fees & Taxes	700,293.32	563,927.00
General Repair & Maintenance	385,597.00	646,723.00
Gratuity	72,000.00	-
Godown Rent & Exp.	81,300.00	-
Internal Audit Fees	20,000.00	20,000.00



# TITAN BIOTECH LIMITED

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Insurance	136,549.35	332,109.00
Interest on Demand	464,106.00	-
Legal Charges	64,744.00	168,361.00
Loss on theft of Vehicle	-	522,713.00
Misc.Exp.	849,722.74	971,596.91
Meeting Exp.	17,150.00	67,820.00
Office Maintenance Exp.	137,502.18	136,841.00
Office Rent	156,000.00	204,000.00
Professional Expenses	991,585.64	973,091.25
Printing & Stationery	1,721,241.74	1,172,179.49
Prior Period Exp.	-	25,848.00
Sales Tax Demand	117,396.00	9,244.00
Service Tax Demand	-	232,940.00
Shares Issued Fee	-	112,360.00
Entry Tax Demand	-	53,790.00
Excise Duty paid	2,454,675.00	41,907.00
Security Charges	446,524.00	685,252.00
Short & Excess A/c	255.59	167.63
Telephone Exp.	812,852.79	803,712.27
Penalty	310,632.00	-
Travelling Exp.	4,601,043.04	3,417,600.91
Tender Exp.	3,400.00	26,321.00
Vehicle Running & Maintenance Exp.	1,009,448.79	1,091,928.74
	44,653,152.84	36,114,434.81
	<b>44,653,152.84</b>	<b>36,114,434.81</b>
(a) Details of Statutory Auditors' Remuneration are as follows:		
Statutory & Tax Audit Fees (incl. of service tax)	114,500.00	112,360.00
	<b>114,500.00</b>	<b>112,360.00</b>

## 27. TAX EXPENSES

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
<b>Current Tax</b>		
Current Tax for the year	7,735,665.00	7,197,638.00
	<b>7,735,665.00</b>	<b>7,197,638.00</b>
<b>Deferred Tax</b>		
Deferred Tax for the year	904,648.00	983,540.00
	<b>904,648.00</b>	<b>983,540.00</b>



## 28. Discontinuing Operations

The Company has not discontinued any operation during the year under audit. Hence there are no detail which need to be disclosed as required by AS 24.

## 29. Detail of Sales, Purchases, Inventories, etc. under broad heads are given below:

### A. Raw Materials Consumed:

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
(a) Indigenous Raw Material (for C/Y-70.10% & P/Y-63.07%)	2,083.46	1,673.37
(b) Imported Raw Material (for C/Y-29.90% & P/Y-36.93%)	888.67	979.63
	<b>2,972.13</b>	<b>2,653.00</b>

Product	Production in Kgs.		Installed Capacity (in MT)	
	31.03.2016	31.03.2015	(Liquid)	(Powder)
i) Peptone	663226.500	858829.500	1000	500
ii) Extract	59414.480	91275.000	500	150
iii) Culture Media	80251.430	36460.175	25	150
iv) Chemicals	1521127.548	1216938.358	N.A.	N.A.

### B. Traded Goods

(Amt. in Lakhs of Rs.)

Products	Purchases		Sales		Closing Stock	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
Trading items-(a)	8.67	15.56	90.85	24.42	-	76.65
	8.67	15.56	90.85	24.42	-	76.65

(a) -The Company is engaged in trading business of Lab Chemicals items etc.(exclusive of branch transfer purchase and sale)

### C. Manufactured Goods

(Amt. in Lakhs of Rs.)

Product	Sales		Opening Stock		Closing Stock	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
i) Peptone	1333.08	1,420.86	31.64	3.63	59.96	31.64
ii) Extract	314.90	568.41	9.78	23.73	20.08	9.78
iii) Culture Media	859.66	610.36	86.60	42.51	100.58	86.60
iv) Chemicals	1962.79	1,407.56	130.16	59.07	117.56	130.16

## 30. Disclosure required by Accounting Standard (AS) 15 (Revised) on "Employee Benefits":

The Company has not made any provision towards Employee Benefits during the financial year 2015-16 and hence there are no details to be disclosed as per Accounting





Standard (AS) 15 on "Employee Benefits". However the Company accounts for these benefits on payment basis as and when the payment is made to the employees.

### 31. Disclosures of Provisions required by Accounting Standards (AS) 29 on "Provisions, Contingent Liabilities and Contingent Assets":

In the opinion of the Management, there are no provisions for which disclosure is required during the financial year 2015-16 as per Accounting Standard (AS) 29 on "Provisions, Contingent Liabilities and Contingent Assets".

### 32. Contingent Liabilities and Commitments

In the opinion of the Management, there are no contingent liabilities and capital commitments which needs to be disclosed in the financial statements.

### 33. Gain or loss on foreign currency transaction and translation:

The Company has made a gain of Rs. Rs.27,63,824/- on account of foreign currency transactions during the financial year 2015-16 due to exchange price fluctuation.

### 34. Segment Reporting

#### A. Primary Segment Reporting (by Business Segment):

- (a) The Company's operation mainly comprises of manufacturing of Peptone, Extract, Culture Media, Chemicals and Trading of handicap goods which have been identified in line with the Accounting Standard 17 on Segment Reporting, taking into account the organizational structure as well as differential risk and return of these segments.
- (b) The details of the Purchases, Sales and other information from operations by reportable business segments are as follows:

(Amt. in lakhs of Rs.)

Product	Year ended 31/03/2016		Year ended 31/03/2015	
	Sales Amt.	Purchases Amt.	Sales Amt.	Purchases Amt.
i) Manufacturing at Bhiwadi	2,692.06	1,623.21	2,809.08	1,750.44
at Chopanki	2,228.09	1,440.24	1,584.61	1,296.72
ii) Trading of Goods at Delhi	1,944.05	1,862.16	1,168.17	1,187.54
Gross Amount	6,864.20	4,925.61	5,561.86	4,234.70
Less : Inter Unit Transfer	2,302.93	1,990.73	1,530.26	1,320.61
Net Amount	<b>4,561.27</b>	<b>2,934.88</b>	<b>4,031.60</b>	<b>2,914.09</b>



## B. Secondary Segment Reporting (by Geographical demarcation):

- (a) The Company is running its manufacturing activities at Bhiwadi & Chopanki (Rajasthan) and trading activities at Delhi.

### 35. EARNING PER SHARE (EPS)

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Profit/ (Loss) for the period	17,234,354.60	16,319,276.63
Weighted average number of shares used in the calculation of EPS:		
Weighted average number of Basic Equity Shares outstanding	7738700	7738700
Shares deemed to be issued for no consideration in respect of Employee Stock Options		
Weighted average number of Diluted Equity Shares outstanding	7738700	7738700
Face value of per share	10.00	10.00
Basic EPS	2.227	2.109
Diluted EPS	2.227	2.109

- 36.** Information related to Micro, Small and Medium Enterprises : The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development act, 2006 and hence, disclosures relating to amounts unpaid as at the year end together with interest paid / payable under this Act has not been given.

- 37.** Disclosure relating to amount outstanding at year end and maximum outstanding during the year of loans and advances, required as per clause 32 of the Listing Agreement, are given below.:

(Amt. in lakhs of Rs.)

	Year ended 31/03/2016		Year ended 31/03/2015	
	Balance at year end	Maximum Outstanding	Balance at year end	Maximum Outstanding
<b>(a) Related Party:</b>				
(a) Titan Securities Limited	(30,324,052.00)	(30,324,052.00)	(13,000,000.00)	(39,856,307.00)
(b) Tanita Leasing & Finance Limited	(7,651,496.00)	(1,000,000.00)	(3,005,917.00)	(3,689,518.00)
(c) Connoisseur Management Services Private Limited	(1,516,422.00)	(1,516,422.00)	-	(7,310,077.00)



## 38. Related Parties Disclosures:

### A. List of Related Parties:

#### i. Related Parties:

- (a) Titan Securities Limited
- (b) Tanita Leasing & Finance Limited
- (c) Connoisseur Management Services Private Limited
- (d) Tee Eer Securities & Financial Services Private Limited
- (e) Peptech Biosciences Limited

#### ii. Key Managerial Personnel:

- (a) Mr. Naresh Kumar Singla (Managing Director)
- (b) Mr. Suresh Chand Singla (Managing Director)
- (c) Mr. Charanjit Singh (Company Secretary)
- (d) Mr. Prem Shankar Gupta (CFO)

### B. Disclosure of transactions between the Company and Related Parties during the year in the ordinary course of business and status of outstanding balances at year end:

#### (a) Subsidiaries, Associates Joint Ventures or Related parties:

(Amt. in Rs.)

	2015-16		2014-15	
	Subsidiaries	Associates & Related Parties	Subsidiaries	Associates & Related Parties
<b>Transactions for year ended 31<sup>st</sup> March:</b>				
Loans and Advances Repayment (Net):				
(a) Titan Securities Limited	-	(17,324,052.00)	-	10,900,000.00
(b) Tanita Leasing & Finance Limited	-	(4,645,579.00)	-	494,083.00
(c) Connoisseur Management Services Pvt. Ltd.	-	(1,516,422.00)	-	5,000,000.00
<b>Outstanding balances as at 31<sup>st</sup> March:</b>				
Loans and Advances:				
(a) Titan Securities Limited	-	(30,324,052.00)	-	(13,000,000.00)
(b) Tanita Leasing & Finance Limited	-	(7,651,496.00)	-	(3,005,917.00)
(c) Connoisseur Management Services Pvt. Ltd.	-	(1,516,422.00)	-	-

**(b) Key Managerial Personnel:****(Amt. in Rs.)**

Particulars	As at 31/03/2016	As at 31/03/2015
i) Director's Remuneration		
(a) Mr. Naresh Kumar Singla (Managing Director)	1,740,000.00	1,560,000.00
(b) Mr. Suresh Chand Singla (Managing Director)	1,740,000.00	1,560,000.00
© Mr. Raja Singla (Director)	-	432,000.00
ii) Key Managerial Personnel:		
(a) Mr. Charanjit Singh (Company Secretary)	1,059,169.00	970,932.00
(b) Mr. Prem Shankar Gupta (CFO)	742,756.00	670,546.00

The Company has been advised that the computation of net profit for the purpose of Director's Remuneration under section 197 of the Companies Act, 2013 need not be enumerated since no commission has been paid to the Directors. The Company has paid fixed monthly remuneration to the Director as per Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

**39.** For the year ended 31<sup>st</sup> March, 2016, the Board of Directors of the Company have recommended dividend @ Rs. 0.75 Per Share for the shareholders of the company.

**40.** Additional information pursuant to paragraphs 5 (viii) of Part II of Schedule VI to the Companies Act, 1956 are as follows:

**A. C.I.F. value of imports by the Company (Excluding imported items purchased locally):****(Amt. in lakhs of Rs.)**

Particulars	As at 31/03/2016	As at 31/03/2015
Raw Material & Others (C/Y Qty.1008993.000 Kgs/Ltr & L/Y Qty.1617358.000 Kgs/Ltr)	1,078.19	1056.95

**B. Expenditure in foreign currency during the year:****(Amt. in lakhs of Rs.)**

Particulars	As at 31/03/2016	As at 31/03/2015
Goods Purchased	368.85	317.41
Advance payment to Suppliers	74.42	56.31
Travelling Exp.	26.84	13.57
Exhibition Exp.	20.31	10.32
Advance for Exhibition	-	3.32



## E. Earnings in Foreign Exchange:

(Amt. in lakhs of Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Gross Receipts from Export Sales	868.63	1,125.19
Advance received against Orders	40.27	22.97

- 41.** The accounts of Sundry Debtors and Creditors are subject to confirmation / reconciliation and adjustment, if any. The Management does not expect any material difference affecting the current year's financial statements. In the opinion of the management, the current assets, loans and advances are expected to realize at least the amount at which they are stated, if realized in the ordinary course of business and provision for all known liabilities have been adequately made in the books of accounts.
- 42.** The previous figure has been reclassified/ rearranged / regrouped whenever necessary to conform to current year classification/disclosure.

### Auditor's Report

As per our separate report of even date attached

#### For Deepika Setia & Co.

Chartered Accountants  
FRN-013515N

#### D. S. Kajal

F.C.A.Partner  
M.No.091609

#### Naresh Kr. Singla

Managing Director  
DIN-00027448

#### Suresh Chand Singla

Managing Director  
DIN-00027706

#### Charanjit Singh

Co-Secretary  
ACS-12726

#### Prem Shankar Gupta

Chief Financial Officer

### For Titan Biotech Limited

Place : Delhi  
Date : 30.05.2016



## Cash Flow Statement for the year ended 31st March, 2016

(Amt. in Rs.)

Particulars	Year Ended 31/03/2016	Year Ended 31/03/2015
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before Tax	25,874,667.60	24,500,454.63
Adjustment for :		
Finance Costs	9,867,177.55	9,922,871.97
Depreciation and Amortization Expenses	7,648,804.00	8,384,641.00
Misc. Expenditure written-off	-	80,000.00
Operating profit before working capital changes	43,390,649.15	42,887,967.60
Changes in working Capital:		
Inventories	1,303,057.65	(41,975,450.63)
Trade and other Receivables	6,636,441.31	(8,238,884.31)
Trade and other Payables	5,482,842.33	(3,477,556.11)
Cash generation from Operation	56,812,990.44	(10,803,923.45)
Payment of Direct Taxes	(7,735,665.00)	(7,197,638.00)
<b>Net Cash generated/ (used) - Operating Activities</b>	49,077,325.44	(18,001,561.45)
<b>B. CASH FLOW FROM INVESTMENT ACTIVITIES</b>		
Purchase of investment in shares	(12,250,000.00)	-
Purchase of Fixed Assets (incl. Capital WIP)	(35,487,607.00)	(16,830,790.00)
Proceeds/ Repayment of Loans to Body Corporate (Net)	(7,140.80)	(13,555,272.12)
<b>Net Cash Generated/ (Used) - Investing Activities</b>	(47,744,747.80)	(30,386,062.12)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Repayment of Long-term Borrowings	36,984,507.47	7,233,912.93
Proceeds from issue of Share Capital	-	42,000,000.00
Finance Cost paid	(9,867,177.55)	(9,922,871.97)
Dividend paid (including Dividend Distribution Tax)	(6,985,608.00)	(6,985,608.00)
<b>Net Cash Generated/ (Used) - Financing Activities</b>	20,131,721.92	32,325,432.96
<b>Net Increase/ (Decrease) in Cash and Cash Equivalents</b>	21,464,299.56	(16,062,190.61)
Add : Opening Cash and Cash Equivalents	3,600,808.74	19,662,999.35
<b>Closing Cash and Cash Equivalents</b>	<b>25,065,108.30</b>	<b>(3,600,808.74)</b>
<b>Notes:</b>		
1. The Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard (AS) 3 "Cash Flow Statement" as specified in the Companies (Accounting Standard) Rule 2006.		
2. Figures have been regrouped/ rearranged wherever necessary.		

### Auditor's Report

As per our separate report of even date attached

### For Deepika Setia & Co.

Chartered Accountants  
FRN-013515N

**D. S. Kajal**

F.C.A. Partner  
M.No.091609

### Naresh Kr. Singla

Managing Director  
DIN-00027448

### Suresh Chand Singla

Managing Director  
DIN-00027706

### Charanjit Singh

Co-Secretary  
ACS-12726

### Prem Shankar Gupta

Chief Financial Officer

### For Titan Biotech Limited

Place : Delhi  
Date : 30.05.2016



## INDEPENDENT AUDITOR'S REPORT

### To the Members of Titan Biotech Limited

#### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Titan Biotech Limited (hereinafter referred to as 'the Holding Company') and its subsidiary (the Holding Company and its subsidiary together referred to as 'the Group'), which comprise the Consolidated Balance Sheet as at 31 March 2016, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated financial statements').

#### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatements.



An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation and fair presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated State of Affairs of the Group as at 31st March 2016, and their consolidated Profit and their consolidated cash flows for the year ended on that date.

## **Report on Other Legal and Regulatory Requirements**

As required by Section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements.
- b. In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements.
- d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 except Accounting Standard No. 15 relating to "Employee Benefits".





- e. On the basis of written representations received from the Directors of the Group Company as on 31st March 2016 taken on record by the Board of Directors of the Group Company, none of the Directors of the Group companies incorporated in India is disqualified as on 31st March 2016 from being appointed as a Director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Group Companies and the operating effectiveness of such controls, refer to our separate report in "Annexure A" and
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Holding Company and its subsidiary does not have any pending litigations which would impact the consolidated financial position of the Group;
  - ii. The Holding Company and its subsidiary did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary company incorporated in India.

for **Deepika Setia & Co**  
Chartered Accountants  
FRN-013515N

**D.S.Kajal**  
F.C.A. Partner  
M.No.091609

Place: Delhi  
Date : 30.05.2016



## ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph (f) 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report to the members of the Company on the Consolidated Financial Statements for the year ended March 31, 2016.

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of TITAN BIOTECH LIMITED (hereinafter referred to as "the Holding Company") and its subsidiary, which are companies incorporated in India, as of March 31, 2016 in conjunction with our audit of the Consolidated Financial Statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding Company and its subsidiary, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included



obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of Management and Directors of the company; and
- 3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Holding Company and its subsidiary, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over



# TITAN BIOTECH LIMITED

financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Holding Company and its subsidiary, which are companies incorporated in India, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by ICAI.

for **Deepika Setia & Co**  
Chartered Accountants  
FRN-013515N

Place: Delhi  
Date : 30.05.2016

**D.S.Kajal**  
F.C.A. Partner  
M.No.091609



# TITAN BIOTECH LIMITED

## Consolidated Balance Sheet as at 31st March, 2016

(Amt. in Rs.)

Particulars	Note No.	As at 31/03/2016	As at 31/03/2015
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	'2'	77,387,000.00	77,387,000.00
Reserves and Surplus	'3'	137,901,304.60	127,346,769.00
		215,008,747.60	204,733,769.00
<b>Minority Interest</b>			
		11,250,600.00	-
<b>Non-Current Liabilities</b>			
Long-term Borrowings	'4'	42,759,295.50	21,949,102.45
Deferred Tax Liabilities (Net)	'5'	4,606,133.85	3,632,716.85
		47,365,429.35	25,581,819.30
<b>Current Liabilities</b>			
Short-term Borrowings	'6'	71,333,345.10	55,159,030.68
Trade Payables	'7'	17,067,669.00	14,185,144.00
Other Current Liabilities	'8'	23,396,489.75	21,216,207.42
Short-term Provisions	'9'	14,842,757.00	14,183,246.00
		126,640,260.85	104,743,628.10
<b>TOTAL</b>		<b>400,544,594.80</b>	<b>335,059,216.40</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets			
Tangible Assets	'10'	112,675,055.74	108,290,921.74
Capital Work-in-Progress	'11'	45,457,335.00	11,417,224.00
Non-Current Investments	'12'	-	499,400.00
Long-term Loans and Advances	'13'	4,480,566.04	2,258,467.04
Other Non-Current Assets		100,000.00	
		162,712,956.78	122,466,012.78
<b>Current Assets</b>			
Inventories	'14'	109,877,019.30	110,685,683.95
Trade Receivables	'15'	59,186,944.00	64,133,553.31
Cash and Cash Equivalents	'16'	35,641,701.30	3,600,808.74
Short-term Loans and Advances	'17'	12,408,063.62	13,749,400.82
Other Current Assets	'18'	20,717,909.80	20,423,756.80
		237,831,638.02	212,593,203.62
<b>TOTAL</b>		<b>400,544,594.80</b>	<b>335,059,216.40</b>
<b>See accompanying Notes to the Financial Statements</b>			

### Auditor's Report

As per our separate report of even date attached

### For Titan Biotech Limited

**For Deepika Setia & Co.**

Chartered Accountants  
FRN-013515N

**D. S. Kajal**

F.C.A.Partner  
M.No.091609

**Naresh Kr. Singla**

Managing Director  
DIN-00027448

**Suresh Chand Singla**

Managing Director  
DIN-00027706

**Charanjit Singh**

Co-Secretary  
ACS-12726

**Prem Shankar Gupta**

Chief Financial Officer

Place : Delhi

Date : 30.05.2016



# TITAN BIOTECH LIMITED

## Consolidated Statement of Profit and Loss for the year ended 31st March, 2016

(Amt. in Rs.)

Particulars	Note No.	Year Ended 31/03/2016	Year Ended 31/03/2015
<b>REVENUES</b>			
Gross Revenue from Operations	'19'	488,963,173.80	424,125,314.40
Less: Excise Duty		31,258,567.00	20,964,588.00
Net Revenue from Operations		457,704,606.80	403,160,726.40
Other Income	'20'	5,479,698.14	3,984,094.46
<b>Total Revenues</b>		<b>463,184,304.94</b>	<b>407,144,820.86</b>
<b>EXPENSES</b>			
Cost of Material Consumed	'21'	343,475,493.95	313,842,070.45
Changes in Inventories	'22'	(4,000,334.00)	(12,925,522.00)
Employee Benefits Expenses	'23'	34,516,822.00	27,305,870.00
Finance Costs	'24'	9,872,031.55	9,922,871.97
Depreciation and Amortization Expense	'25'	7,706,653.00	8,384,641.00
Other Expenses	'26'	45,101,426.84	36,114,434.81
<b>Total Expenses</b>		<b>436,672,093.34</b>	<b>382,644,366.23</b>
Profit bef.Exceptional & Extraordinary items and Tax		26,512,211.60	24,500,454.63
Exceptional Items		-	-
Profit before Tax		26,512,211.60	24,500,454.63
Tax Expenses:	'27'		
Current Tax		7,857,149.00	7,197,638.00
Deferred Tax		973,417.00	983,540.00
Profit for the period from continuing Operations		17,681,645.60	16,319,276.63
<b>Profit after tax for the period</b>		<b>17,681,645.60</b>	<b>16,319,276.63</b>
<b>Earnings per Equity Share:</b>			
Basic		2.28	2.11
Diluted		2.28	2.11
<b>See accompanying Notes to the Financial Statements</b>			

### Auditor's Report

As per our separate report of even date attached

For Titan Biotech Limited

**For Deepika Setia & Co.**

Chartered Accountants  
FRN-013515N

**D. S. Kajal**

F.C.A.Partner  
M.No.091609

**Naresh Kr. Singla**

Managing Director  
DIN-00027448

**Suresh Chand Singla**

Managing Director  
DIN-00027706

**Charanjit Singh**

Co-Secretary  
ACS-12726

**Prem Shankar Gupta**

Chief Financial Officer

Place : Delhi  
Date : 30.05.2016



## Notes to the Consolidates Financial Statements for the year ended March 31, 2016

### 1. Significant Accounting Policies

#### 1.1(a) Principles of Consolidation

The consolidated financial statements relate to Titan Biotech Limited, the Holding Company, and its subsidiary company Peptech Biosciences Limited (collectively referred to as the Group). The consolidation of accounts of the Company with its subsidiary company has been prepared in accordance with Accounting Standard (AS) 21 'Consolidated Financial Statements'. The financial statements of the Holding company and its subsidiary are combined on a line by line basis and intra group balances are fully eliminated.

#### (b) Basis of accounting and preparation of financial statements

The consolidated financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

#### 1.2 Use of estimates

The consolidated financial statements are in conformity with the generally accepted accounting principles ('GAAP') requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, assets and liabilities and disclosures relating to contingent liabilities as of the date of the financial statements. Actual results could differ from those estimates. Any revision in accounting estimates is recognised prospectively in future periods.

#### 1.3 Fixed Assets and Depreciation

**1.3.1** Fixed Assets are stated at cost, less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the assets to its working condition for its intended use. Financing cost relating to acquisition of fixed assets are also included to the extent they relate to the period till such assets are ready to be put to use.

**1.3.2** Depreciable amount for assets is the cost of an assets, less its estimated residual value. Depreciation on tangible fixed assets has been provided under the Straight Line Method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

**1.3.3** Fixed assets individually costing Rs. 5,000 or less are fully depreciated in the year of purchase / installation. Depreciation on additions and disposals during the period is provided on a pro-rata basis.



**1.3.4** An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit & Loss account in the year in which as asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

## **1.4 Investments**

The Company values its investments at cost. In case of quoted investments, provision for diminution in the value of investments is not made as in the opinion of management such diminution is not of a permanent nature.

## **1.5 Inventories**

The Company values its inventories as under :-

Raw Material	At cost on FIFO basis
Finished Goods	At cost or Net Realisable value whichever is less.
Stock in Trade	At cost or Net Realisable value whichever is less
Stock in Process	At cost
Stores & Spares	At cost on FIFO basis
Scrap in hand	At realisable value

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

## **1.6 Cash and Cash Equivalents**

Cash and cash equivalents in the cash flow statement comprises cash in hand and balance in bank in current accounts, deposit accounts and in margin money deposits.

## **1.7 Cash Flow Statement**

Cash flows are reported using the indirect Method, whereby profit/(loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

## **1.8 Foreign Currency Transactions**

**1.8.1 Initial Recognition:** Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

**1.8.2 Conversion:** Foreign currency monetary items are reported using the closing rate. Non-monetary items, which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

**1.8.3 Exchange Differences:** Exchange differences arising on the settlement of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expense in the year in which they arise.

## **1.9 Tax Expenses**

Income tax expense comprises current tax as per Income Tax Act, 1961 and deferred tax charge or credit (reflecting the tax effects of timing difference between accounting





income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date.

## 1.10 Employee Benefits

Pursuant to the requirements of AS 15 (revised 2005) on "Employee benefits", issued by the Institute of Chartered Accountants of India which has become effective from April 1, 2007, the Company has not yet provided for employee benefits as per the revised requirements of the standard.

## 1.11 Provisions, Contingent liabilities and Contingent Assets

Provisions involving substantial degree of estimations in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

## Notes to the financial statements

### 2. SHARE CAPITAL:

#### A. Authorized, Issued, Subscribed and Paid-up Share Capital (Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
<b>Authorized:</b> 100,00,000 (Previous year 100,00,000) Equity Shares of Rs.10/- each.	100,000,000.00	100,000,000.00
	<b>100,000,000.00</b>	<b>100,000,000.00</b>
<b>Issued:</b> 7738700 (Previous year 7738700) Equity Shares of Rs.10/- each	77,387,000.00	70,387,000.00
	<b>77,387,000.00</b>	<b>70,387,000.00</b>
<b>Subscribed and Paid-up:</b> 7738700 (Previous year 7738700) Equity Shares of Rs.10/- each	77,387,000.00	77,387,000.00
	<b>77,387,000.00</b>	<b>77,387,000.00</b>

#### B. Reconciliation of Shares outstanding at the beginning and at the end of year are given below:

	As at 31/03/2016		As at 31/03/2015	
	Numbers	(Amt. in Rs.)	Numbers	(Amt. in Rs.)
Equity Shares outstanding at the beginning of the year	7,738,700	77,387,000.00	7,038,700	70,387,000.00
Add: Equity Shares Issued during the year	-	-	700,000	7,000,000.00
Equity Shares outstanding at the end of the year	7,738,700	77,387,000.00	7,738,700	77,387,000.00



**C. Detail of shareholder holding more than 5 percent shares of the Company as on reporting date are given below:**

Name of shareholder	As at 31/03/2016		As at 31/03/2015	
	Numbers of Shares held	Percentage of Holding	Numbers of Shares held	Percentage of Holding
1. S.Udit Securities Ltd.	811,662	10.48	637,347	8.24
2. Titan Securities Limited	2,033,831	26.28	2,033,831	26.28
3. Tanita Leasing & Finance Limited	784,855	10.14	784,855	10.14
4. A V B Shares Trading Pvt.Ltd.	1,000,000	12.92	1,000,000	12.92
5. Connoisseur Management Services P.Ltd	410,000	5.30	410,000	5.30

**D. Share reserved for issue under options and contracts / commitments:**

The Company has not reserved any shares for issue under options and contracts / commitments for the sale of shares /disinvestments during the year under audit.

**E. Detail of shares allotted pursuant to contract(s) without payment being received in cash during five years immediately preceding the Balance Sheet date are given below:**

The Company has neither allotted any fully paid up equity shares pursuant to contract(s) without payment being received in cash and by way of bonus shares nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date.

**3. RESERVES AND SURPLUS:**

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Share Premium Account	50,000,000.00	50,000,000.00
Surplus i.e. balance in Statement of Profit and Loss - (b)	87,901,304.60	77,346,769.00
	<b>137,901,304.60</b>	<b>127,346,769.00</b>

**(a) Additions and deductions since the last Balance Sheet under each head of Reserve are as under:**

(Amt. in Rs.)

	As at 31/03/2014	Additions-Ded.	As at 31/03/2015	Additions	Deductions	As at 31/03/2016
Share Premium Account	15,000,000.00	35,000,000.00	50,000,000.00	-	-	50,000,000.00
Surplus	68,013,100.37	9,333,668.63	77,205,267.00	17,681,645.60	6,985,608.00	87,901,304.60
	83,013,100.37	44,333,668.63	127,205,267.00	17,681,645.60	6,985,608.00	137,901,304.60



**(b) Allocations and appropriations in Surplus i.e. balance in Statement of Profit and Loss are as under:** (Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
<b>Authorized:</b>		
Opening Balance	77,205,267.00	68,013,100.37
Add: Profit for the year	17,681,645.60	16,319,276.63
	94,886,912.60	84,332,377.00
Less: Dividend on Equity Shares (including Dividend Distribution Tax)	6,985,608.00	6,985,608.00
Closing Balance	<b>87,901,304.60</b>	<b>77,346,769.00</b>

**4. LONG-TERM BORROWINGS** (Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
<b>Secured loans</b>		
Loans from Banks (a)	3,267,325.50	5,943,185.45
	3,267,325.50	5,943,185.45
<b>Unsecured loans</b>		
Loans & Advances from Related Parties	39,491,970.00	16,005,917.00
Loans & Advances from Other Parties		-
	39,491,970.00	<b>16,005,917.00</b>
	<b>42,759,295.50</b>	<b>21,949,102.45</b>

(a) Nature of security for secured borrowings: The secured loans from banks consists of Vehicle loans secured against hypothecation of Vehicles.

**5. DEFERRED TAX LIABILITIES (NET)** (Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
<b>Deferred Tax Liabilities</b>		
Opening Balance	3,632,716.85	2,649,176.85
Depreciation and Amortization Expenses for the year	973,417.00	983,540.00
<b>Deferred Tax Liabilities (Net)</b>	<b>4,606,133.85</b>	<b>3,632,716.85</b>

**6. SHORT-TERM BORROWINGS** (Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
<b>Secured</b>		
Loans repayable on demand		
From Banks CC Limits (a)	71,333,345.10	55,159,030.68
	<b>71,333,345.10</b>	<b>55,159,030.68</b>



- (a) Nature of security for secured borrowings: The secured loans from banks consists of Working Capital Limits which is secured against hypothecation of present and future Inventory and book debts of the company and collaterally secured by way of Equitable Mortgage of Plot No. 902 A, Block A, RIICO Industrial Area, Bhiwadi, Distt. Alwar(Rajasthan) and E-540, Indl. Area Chopanki, Bhiwadi, Rajasthan both in the name of Titan Biotech Ltd. and by personal guarantee of Two Directors namely Sh. Suresh Chand Singla and Sh. Naresh Kumar Singla.

## 7. TRADE PAYABLES

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Trade Payable	17,067,669.00	14,185,144.00
	<b>17,067,669.00</b>	<b>14,185,144.00</b>

## 8. OTHER CURRENT LIABILITIES

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Statutory Dues & Expenses Payable	6,134,943.51	4,732,780.74
Advance from customers	4,462,508.50	11,374,683.75
Other Liabilities(Creditors for exp.)	12,799,037.74	5,108,742.93
	<b>23,396,489.75</b>	<b>21,216,207.42</b>

## 9. SHORT-TERM PROVISIONS

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Provision for Current Tax	7,857,149.00	7,197,638.00
Proposed Dividends (including Dividend Distribution Tax)	6,985,608.00	6,985,608.00
	<b>14,842,757.00</b>	<b>14,183,246.00</b>

## 10. TANGIBLE ASSETS

- A. Summary of cost and net carrying amount of each class of tangible assets are given below:

(Amt. in Rs.)

Particulars	Cost		Accumulated Depreciation		Net Carrying Amount	
	31/03/2016	31/03/2015	31/03/2016	31/03/2015	31/03/2016	31/03/2015
Leasehold Land	10,110,848.00	5,090,848.00	-	-	10,110,848.00	5,090,848.00
Site Development	2,092,906.90	2,092,906.90	-	-	2,092,906.90	2,092,906.90
Factory Building	64,132,659.82	58,876,659.82	17,036,935.99	15,173,551.99	47,095,723.83	43,703,107.83
Plant and Equipment	81,047,478.05	79,463,286.05	37,539,971.32	33,773,274.32	43,507,506.73	45,690,011.73
Furniture and Fixtures	6,442,313.00	6,272,315.00	2,234,704.64	1,613,168.64	4,207,608.36	4,659,146.36
Vehicle	12,001,335.55	11,940,738.55	6,340,873.63	4,885,837.63	5,660,461.92	7,054,900.92
	<b>175,827,541.32</b>	<b>163,736,754.32</b>	<b>63,152,485.58</b>	<b>55,445,832.58</b>	<b>112,675,055.74</b>	<b>108,290,921.74</b>



**(a) Reconciliation of the gross and net carrying amounts of assets at the beginning and year ending 31/03/2015 are as under:**

(Amt. in Rs.)

Cost	As at 31/03/2015	Additions	Disposals	Other Adjustments	As at 31/03/2016
Leasehold Land	5,090,848.00	5,020,000.00	-	-	10,110,848.00
Site Development	2,092,906.90	-	-	-	2,092,906.90
Factory Building	58,876,659.82	5,256,000.00	-	-	64,132,659.82
Plant and Equipment	79,463,286.05	1,667,192.00	83,000.00	-	81,047,478.05
Furniture and Fixtures	6,272,315.00	169,998.00	-	-	6,442,313.00
Vehicles	11,940,738.55	60,597.00	-	-	12,001,335.55
	<b>163,736,754.32</b>	<b>12,173,787.00</b>	<b>83,000.00</b>	-	<b>175,827,541.32</b>
Previous Year	158,323,188.32	6,013,566.00	600,000.00	-	163,736,754.32

Accumulated Depreciation	As at 31/03/2015	Additions	Deductions/ Other Adjst.	As at 31/03/2016
Leasehold Land	-	-	-	-
Site Development	-	-	-	-
Factory Building	15,173,551.99	1,863,384.00	-	17,036,935.99
Plant and Equipment	33,773,274.32	3,766,697.00	-	37,539,971.32
Furniture and Fixtures	1,613,168.64	621,536.00	-	2,234,704.64
Vehicles	4,885,837.63	1,455,036.00	-	6,340,873.63
	<b>55,445,832.58</b>	<b>7,706,653.00</b>	-	<b>63,152,485.58</b>
Previous Year	47,061,191.58	8,384,641.00	-	55,445,832.58

**11. CAPITAL WORK-IN-PROGRESS**

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Capital Work-in-Progress (Op.balance)	11,417,224.00	-
Expenditure during Current year pending allocation - (a)	34,040,111.00	11,417,224.00
	<b>45,457,335.00</b>	<b>11,417,224.00</b>



(a) Detail of expenditure during construction pending allocation are given below: (Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Expenditure during the year:		
Pre-Operative Exp.		
Bhiwadi Building Underconstruction 31926751.00		
Advance for Capital Goods 8438756.00	40,365,507.00	9,629,249.00
Chopanki Advance for Capital Goods 5091828.00	5,091,828.00	1,787,975.00
Balance pending allocation	<b>45,457,335.00</b>	<b>11,417,224.00</b>

## 12 NON-CURRENT INVESTMENTS

A. Non-Current Investments consist of the following:

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
<b>Other Investments</b>		
Investments in Equity Instruments	-	499,400.00
	-	499,400.00
	-	<b>499,400.00</b>

B. Aggregate amount and of quoted and unquoted investments and aggregate market value of quoted investments are given below:

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Aggregate amount of Unquoted Investments	-	499,400.00
Aggregate market value of Quoted Investments	-	-

C. Disclosure with regard to investments in bodies corporate are given below:

Particulars	Face value per Unit	As at 31/03/2016		As at 31/03/2015	
		Numbers	(Amt. in Rs.)	Numbers	(Amt. in Rs.)
(a) Other Investments					
i. Investments in Equity Instruments					
a) Peptech Bioscience Limited	10.00	0	0.00	49,940.00	499,400.00
			<b>0</b>		<b>499,400.00</b>

## 13. LONG-TERM LOANS AND ADVANCES:

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Security Deposits	4,112,905.00	1,816,505.00
Duties & Taxes Demand Dep.(Pending claims)	367,661.04	441,962.04
	<b>4,480,566.04</b>	<b>2,258,467.04</b>



## OTHER NON CURRENT ASSETS :

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Unamortized Expenses	1,00,000.00	-
	<b>1,00,000.00</b>	<b>-</b>

## 14. INVENTORIES:

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Raw Material	73,259,389.00	68,970,311.00
Finished Goods	29,818,576.00	25,818,242.00
Packing Material	6,770,145.30	8,015,969.53
Consumable Stores	28,909.00	215,396.00
Trading Stock	-	7,665,765.42
	<b>109,877,019.30</b>	<b>110,685,683.95</b>

## 15. TRADE RECEIVABLES:

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Outstanding for a period exceeding six months (from the due date)		
Unsecured, Considered Good	1,778,104.00	1,254,397.00
Doubtful	472,669.00	1,120,703.00
Outstanding for a period less than six months		
Unsecured, Considered Good	56,936,171.00	61,758,453.31
	<b>59,186,944.00</b>	<b>64,133,553.31</b>

## 16. CASH AND CASH EQUIVALENTS:

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
<b>Cash and Cash Equivalents</b>		
Balance with Banks:		
Current Accounts	23,450,902.50	1,273,345.54
Cash on hand	1,517,034.90	1,486,018.20
	<b>24,967,937.40</b>	<b>2,759,363.74</b>
<b>Other Balances</b>		
Balance with Banks:		
Deposits maturing within 12 months	9,900,000.00	125,000.00
FDRs agst. Security Deposits	773,763.90	716,445.00
	10,673,763.90	841,445.00
	<b>35,641,701.30</b>	<b>3,600,808.74</b>



## 17. SHORT-TERM LOANS AND ADVANCES

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Advances to Suppliers	7,542,072.56	7,575,685.32
Prepaid Exp.	854,740.49	708,591.00
Other advances	4,011,250.57	5,465,124.50
	<b>12,408,063.62</b>	<b>13,749,400.82</b>

## 18. OTHER CURRENT ASSETS

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Cenvat / Vat / I.Tax Receivables	20,717,909.80	20,423,756.80
	<b>20,717,909.80</b>	<b>20,423,756.80</b>

## 19. REVENUE FROM OPERATIONS:

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Domestic Sales	383,892,066.80	300,391,273.40
Export Sales	105,071,107.00	123,734,041.00
Gross Revenue from Operations	488,963,173.80	424,125,314.40
Less: Excise Duty	31,258,567.00	20,964,588.00
Net Revenue from Operations	<b>457,704,606.80</b>	<b>403,160,726.40</b>

## 20. OTHER INCOME:

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Other Non-Operating Income-(a)	5,479,698.14	3,984,094.46
	<b>5,479,698.14</b>	<b>3,984,094.46</b>

(a) Other Non-operating Income consists of Foreign Exchange Fluctuation income, interest received on FDR and freight & forwarding charges recovered from customers etc.

## 21. COST OF MATERIAL CONSUMED:

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Opening Balance	76,636,076.42	50,527,733.13
Add : Purchases	294,311,637.50	291,408,759.74
	370,947,713.92	341,936,492.87
Less: Closing Stock	73,259,389.00	76,636,076.42
<b>Raw Material Consumed</b>	<b>297,688,324.92</b>	<b>265,300,416.45</b>





(Amt. in Rs.)

<b>Manufacturing &amp; Operating Overheads</b>	<b>As at 31/03/2016</b>	<b>As at 31/03/2015</b>
Cartage & Freight Inward	12,574,496.80	12,153,278.00
Power & Fuel Exp.	17,648,110.00	20,671,440.00
Repair & Maintenance - Factory	1,349,817.00	1,050,181.00
Lab Exp.	238,054.00	530,956.00
Consumable Store	431,421.00	474,907.00
Packing Material	12,344,226.23	12,589,998.00
Processing Charges	1,003,541.00	749,373.00
Entry Tax - Chopanki	197,503.00	321,521.00
	45,787,169.03	48,541,654.00
<b>Cost of Material Consumed</b>	<b>343,475,493.95</b>	<b>313,842,070.45</b>

## 22. CHANGES IN INVENTORIES:

(Amt. in Rs.)

<b>Particulars</b>	<b>As at 31/03/2016</b>	<b>As at 31/03/2015</b>
<b>Opening Inventories</b>		
Finished Goods	25,818,242.00	12,892,720.00
	<b>25,818,242.00</b>	<b>12,892,720.00</b>
<b>Less: Closing Inventories</b>		
Finished Goods	29,818,576.00	25,818,242.00
	<b>29,818,576.00</b>	<b>25,818,242.00</b>
(Increase)/ Decrease in Inventories	<b>(4,000,334.00)</b>	<b>(12,925,522.00)</b>

## 23. EMPLOYEE BENEFITS EXPENSES:

(Amt. in Rs.)

<b>Particulars</b>	<b>As at 31/03/2016</b>	<b>As at 31/03/2015</b>
Salary & Wages	31,356,175.00	24,736,740.00
Bonus Exp.	1,570,528.00	1,275,852.00
Staff Welfare	983,228.00	936,961.00
Loyalty Exp.	303,457.00	-
Performance Incentive	303,434.00	356,317.00
	<b>34,516,822.00</b>	<b>27,305,870.00</b>



## 24. FINANCE COSTS:

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Bank charges	2,604,284.64	1,350,692.22
Interest on Unsecured Loan	1,887,348.00	3,803,772.00
Interest on CC limits	4,978,441.82	4,467,798.00
Interest on car loan	401,957.09	300,609.75
	<b>9,872,031.55</b>	<b>9,922,871.97</b>

## 25. DEPRECIATION AND AMORTIZATION EXPENSES:

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Depreciation and Amortization Expenses:	7,706,653.00	8,384,641.00
	<b>7,706,653.00</b>	<b>8,384,641.00</b>

## 26. OTHER EXPENSES:

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
<b>Administrative, Selling &amp; Distribution Expenses</b>		
Advertisement Exp.	977,631.16	392,022.00
Auditors' Remuneration - (a)	126,114.00	112,360.00
Auth.Capital Fee	-	80,000.00
Books & Periodicals	22,221.00	6,040.00
Business Promotion	5,853,033.00	3,921,821.00
Building Repair & Maintenance	616,443.00	-
Cartage & Freight Outward	11,017,829.38	10,366,628.00
Computer Exp.	356,546.00	460,194.00
Conveyance	328,611.00	368,220.00
Commission Paid	825,840.00	620,379.00
Courier & Postage Charges	664,826.76	585,796.15
Director's Travelling	3,235,353.36	2,314,766.46
Directors' Remuneration	3,480,000.00	3,552,000.00
Diwali Exp.	14,390.00	152,774.00
Economic Charges	938,399.00	333,062.00
Electricity Exp.	742,813.00	567,939.00
Fees & Taxes	823,831.32	563,927.00
Filing Fee	2500.00	-
General Repair & Maintenance	402,318.00	646,723.00
Gratuity	72,000.00	-
Godown Rent & Exp.	81,300.00	-
Internal Audit Fees	20,000.00	20,000.00



# TITAN BIOTECH LIMITED

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Insurance	136,549.35	332,109.00
Interest on Demand	464,106.00	-
Legal Charges	68,959.00	168,361.00
Loss on theft of Vehicle	-	522,713.00
Misc. Exp.	871,894.74	971,596.91
Meeting Exp.	17,150.00	67,820.00
Office Maintenance Exp.	139,202.18	136,841.00
Office Rent	156,000.00	204,000.00
Professional Expenses	1,009,855.64	973,091.25
Printing & Stationery	1,743,059.74	1,172,179.49
Preliminary Exp. W/off	100,000.00	-
Prior Period Exp.	-	25,848.00
Sales Tax Demand	117,396.00	9,244.00
Service Tax Demand	-	232,940.00
Shares Issued Fee	-	112,360.00
Entry Tax Demand	-	53,790.00
Excise Duty paid	2,454,675.00	41,907.00
Security Charges	446,524.00	685,252.00
Short & Excess A/c	255.59	167.63
Telephone Exp.	849,275.79	803,712.27
Penalty	310,632.00	-
Travelling Exp.	4,601,043.04	3,417,600.91
Tender Exp.	3,400.00	26,321.00
Vehicle Running & Maintenance Exp.	1,009,448.79	1,091,928.74
	<b>45,101,426.84</b>	<b>36,114,434.81</b>
(a) Details of Auditors' Remuneration are as follows: Statutory & Tax Audit Fees (incl. of service tax)	137,728.00	112,360.00
	<b>137,728.00</b>	<b>112,360.00</b>

## 27. TAX EXPENSES

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
<b>Current Tax</b>		
Current Tax for the year	7,857,149.00	7,197,638.00
	<b>7,857,149.00</b>	<b>7,197,638.00</b>
<b>Deferred Tax</b>		
Deferred Tax for the year	973,417.00	983,540.00
	<b>973,417.00</b>	<b>983,540.00</b>



## 28. Discontinuing Operations

The Company has not discontinued any operation during the year under audit. Hence there are no detail which need to be disclosed as required by AS 24.

## 29. Detail of Sales, Purchases, Inventories, etc. under broad heads are given below:

### A. Raw Materials Consumed:

(Amt. in Lakhs Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
(a) Indigenous Raw Material (for C/Y-70.10% & P/Y-63.07%)	2,083.46	1,673.37
(b) Imported Raw Material (for C/Y-29.90% & P/Y-36.93%)	888.67	979.63
	<b>2,972.13</b>	<b>2,653.00</b>

Product	Production in Kgs.		Installed Capacity (in MT)	
	31.03.2016	31.03.2015	(Liquid)	(Powder)
i) Peptone	663226.500	858829.500	1000	500
ii) Extract	59414.480	91275.000	500	150
iii) Culture Media	80251.430	36460.175	25	150
iv) Chemicals	1521127.548	1216938.358	N.A.	N.A.

### B. Traded Goods

(Amt. in lakhs of Rs.)

Products	Purchases		Sales		Closing Stock	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
Trading items-(a)	8.67	15.56	90.85	24.42	-	76.65
	8.67	15.56	90.85	24.42	-	76.65

(a) -The Company is engaged in trading business of Lab Chemicals items etc.(exclusive of branch transfer purchase and sale)

### C. Manufactured Goods

(Amt. in lakhs of Rs.)

Product	Sales		Opening Stock		Closing Stock	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
i) Peptone	1333.08	1,420.86	31.64	3.63	59.96	31.64
ii) Extract	314.90	568.41	9.78	23.73	20.08	9.78
iii) Culture Media	859.66	610.36	86.60	42.51	100.58	86.60
iv) Chemicals	1962.79	1,407.56	130.16	59.07	117.56	130.16

## 30. Disclosure required by Accounting Standard (AS) 15 (Revised) on "Employee Benefits":

The Company has not made any provision towards Employee Benefits during the financial year 2015-16 and hence there are no details to be disclosed as per Accounting



Standard (AS) 15 on "Employee Benefits". However the Company accounts for these benefits on payment basis as and when the payment is made to the employees.

### 31. Disclosures of Provisions required by Accounting Standards (AS) 29 on "Provisions, Contingent Liabilities and Contingent Assets":

In the opinion of the Management, there are no provisions for which disclosure is required during the financial year 2015-16 as per Accounting Standard (AS) 29 on "Provisions, Contingent Liabilities and Contingent Assets".

### 32. Contingent Liabilities and Commitments

In the opinion of the Management, there are no contingent liabilities and capital commitments which needs to be disclosed in the financial statements.

### 33. Gain or loss on foreign currency transaction and translation:

The Company has made a gain of Rs. Rs.27,63,824/- on account of foreign currency transactions during the financial year 2015-16 due to exchange price fluctuation.

### 34. Segment Reporting

#### A. Primary Segment Reporting (by Business Segment):

- (a) The Company's operation mainly comprises of manufacturing of Peptone, Extract, Culture Media, Chemicals and Trading of handicap goods which have been identified in line with the Accounting Standard 17 on Segment Reporting, taking into account the organizational structure as well as differential risk and return of these segments.
- (b) The details of the Purchases, Sales and other information from operations by reportable business segments are as follows:

(Amt. in lakhs of Rs.)

Product	Year ended 31/03/2016		Year ended 31/03/2015	
	Sales Amt.	Purchases Amt.	Sales Amt.	Purchases Amt.
i) Manufacturing at Bhiwadi	2,692.06	1,623.21	2,809.08	1,750.44
at Chopanki	2,228.09	1,440.24	1,584.61	1,296.72
ii) Trading of Goods at Delhi	1,944.05	1,862.16	1,168.17	1,187.54
Gross Amount	6,864.20	4,925.61	5,561.86	4,234.70
Less : Inter Unit Transfer	2,302.93	1,990.73	1,530.26	1,320.61
Net Amount	<b>4,561.27</b>	<b>2,934.88</b>	<b>4,031.60</b>	<b>2,914.09</b>



## B. Secondary Segment Reporting (by Geographical demarcation):

- (a) The Company is running its manufacturing activities at Bhiwadi & Chopanki (Rajasthan) and trading activities at Delhi.

### 35. EARNING PER SHARE (EPS)

(Amt. in Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Profit/ (Loss) for the period	17,681,645.60	16,319,276.63
Weighted average number of shares used in the calculation of EPS:		
Weighted average number of Basic Equity Shares outstanding	7738700	7738700
Shares deemed to be issued for no consideration in respect of Employee Stock Options		
Weighted average number of Diluted Equity Shares outstanding	7738700	7738700
Face value of per share	10.00	10.00
Basic EPS	2.285	2.109
Diluted EPS	2.285	2.109

- 36.** Information related to Micro, Small and Medium Enterprises : The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development act, 2006 and hence, disclosures relating to amounts unpaid as at the year end together with interest paid / payable under this Act has not been given.

- 37.** Disclosure relating to amount outstanding at year end and maximum outstanding during the year of loans and advances, required as per clause 32 of the Listing Agreement, are given below.:

(Amt. in lakhs of Rs.)

	Year ended 31/03/2016		Year ended 31/03/2015	
	Balance at year end	Maximum Outstanding	Balance at year end	Maximum Outstanding
<b>(a) Related Party:</b>				
(a) Titan Securities Limited	(30,324,052.00)	(30,324,052.00)	(13,000,000.00)	(39,856,307.00)
(b) Tanita Leasing & Finance Limited	(7,651,496.00)	(1,000,000.00)	(3,005,917.00)	(3,689,518.00)
(c) Connoisseur Management Services Private Limited	(1,516,422.00)	(1,516,422.00)	-	(7,310,077.00)

## 38. Related Parties Disclosures:

### A. List of Related Parties:

#### i. Related Parties:

- (a) Titan Securities Limited
- (b) Tanita Leasing & Finance Limited
- (c) Connoisseur Management Services Private Limited
- (d) Tee Eer Securities & Financial Services Private Limited
- (e) Peptech Biosciences Limited

#### ii. Key Managerial Personnel:

- (a) Mr. Naresh Kumar Singla (Managing Director)
- (b) Mr. Suresh Chand Singla (Managing Director)
- (c) Mr. Charanjit Singh (Company Secretary)
- (d) Mr. Prem Shankar Gupta (CFO)

### B. Disclosure of transactions between the Company and Related Parties during the year in the ordinary course of business and status of outstanding balances at year end:

#### (a) Subsidiaries, Associates Joint Ventures or Related parties:

(Amt. in Rs.)

	2015-16		2014-15	
	Subsidiaries	Associates & Related Parties	Subsidiaries	Associates & Related Parties
<b>Transactions for year ended 31<sup>st</sup> March:</b>				
Loans and Advances Repayment (Net):				
(a) Titan Securities Limited	-	(17,324,052.00)	-	10,900,000.00
(b) Tanita Leasing & Finance Limited	-	(4,645,579.00)	-	494,083.00
(c) Connoisseur Management Services Pvt. Ltd.	-	(1,516,422.00)	-	5,000,000.00
<b>Outstanding balances as at 31<sup>st</sup> March:</b>				
Loans and Advances:				
(a) Titan Securities Limited	-	(30,324,052.00)	-	(13,000,000.00)
(b) Tanita Leasing & Finance Limited	-	(7,651,496.00)	-	(3,005,917.00)
(c) Connoisseur Management Services Pvt. Ltd.	-	(1,516,422.00)	-	-

**(b) Key Managerial Personnel:****(Amt. in Rs.)**

Particulars	As at 31/03/2016	As at 31/03/2015
i) Director's Remuneration		
(a) Mr. Naresh Kumar Singla (Managing Director)	1,740,000.00	1,560,000.00
(b) Mr. Suresh Chand Singla (Managing Director)	1,740,000.00	1,560,000.00
9c) Mr. Raja Singla (Director)	-	432,000.00
ii) Key Managerial Personnel:		
(a) Mr. Charanjit Singh (Company Secretary)	1,059,169.00	970,932.00
(b) Mr. Prem Sankar Gupta (CFO)	742,756.00	670,546.00

The Company has been advised that the computation of net profit for the purpose of Director's Remuneration under section 197 of the Companies Act, 2013 need not be enumerated since no commission has been paid to the Directors. The Company has paid fixed monthly remuneration to the Director as per Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

**39.** For the year ended 31<sup>st</sup> March, 2016, the Board of Directors of the Company have recommended dividend @ Rs. 0.75 Per Share for the shareholders of the company.

**40.** Additional information pursuant to paragraphs 5 (viii) of Part II of Schedule VI to the Companies Act, 1956 are as follows:

**A. C.I.F. value of imports by the Company (Excluding imported items purchased locally):****(Amt. in lakhs of Rs.)**

Particulars	As at 31/03/2016	As at 31/03/2015
Raw Material & Others (C/Y Qty.1008993.000 Kgs/Ltr & L/Y Qty.1617358.000 Kgs/Ltr)	1,078.19	1056.95

**B. Expenditure in foreign currency during the year:****(Amt. in lakhs of Rs.)**

Particulars	As at 31/03/2016	As at 31/03/2015
Goods Purchased	368.85	317.41
Advance payment to Suppliers	74.42	56.31
Travelling Exp.	26.84	13.57
Exhibition Exp.	20.31	10.32
Advance for Exhibition	-	3.32





## E. Earnings in Foreign Exchange:

(Amt. in lakhs of Rs.)

Particulars	As at 31/03/2016	As at 31/03/2015
Gross Receipts from Export Sales	868.63	1,125.19
Advance received against Orders	40.27	22.97

- 41.** The accounts of Sundry Debtors and Creditors are subject to confirmation / reconciliation and adjustment, if any. The Management does not expect any material difference affecting the current year's financial statements. In the opinion of the management, the current assets, loans and advances are expected to realize at least the amount at which they are stated, if realized in the ordinary course of business and provision for all known liabilities have been adequately made in the books of accounts.
- 42.** The previous figure has been reclassified/ rearranged / regrouped in compliance of Revised Schedule VI to correspond with current year figures

### Auditor's Report

As per our separate report of even date attached

#### For Deepika Setia & Co.

Chartered Accountants  
FRN-013515N

#### D. S. Kajal

F.C.A.Partner  
M.No.091609

#### Naresh Kr. Singla

Managing Director  
DIN-00027448

#### Suresh Chand Singla

Managing Director  
DIN-00027706

#### Charanjit Singh

Co-Secretary  
ACS-12726

#### Prem Shankar Gupta

Chief Financial Officer

### For Titan Biotech Limited

Place : Delhi  
Date : 30.05.2016



## Consolidated Cash Flow Statement for the year ended 31st March, 2016

(Amt. in Rs.)

Particulars	Year Ended 31/03/2016	Year Ended 31/03/2015
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before Tax	26,512,211.60	24,500,454.63
Adjustment for :		
Finance Costs	9,872,031.55	9,922,871.97
Depreciation and Amortization Expenses	7,706,653.00	8,384,641.00
Misc. Expenditure written-off	100,000.00	80,000.00
Operating profit before working capital changes	44,190,896.15	42,887,967.60
Changes in working Capital:		
Inventories	808,664.65	(41,975,450.63)
Trade and other Receivables	5,097,595.31	(8,238,884.31)
Trade and other Payables	5,708,082.33	(3,477,556.11)
Cash generation from Operation	55,805,238.44	(10,803,923.45)
Payment of Direct Taxes	(7,857,149.00)	(7,197,638.00)
<b>Net Cash generated/ (used) - Operating Activities</b>	<b>47,948,089.44</b>	<b>(18,001,561.45)</b>
<b>B. CASH FLOW FROM INVESTMENT ACTIVITIES</b>		
Purchase of Investment in shares	(12,250,000.00)	-
Purchase of Fixed Assets (incl. Capital WIP)	(46,130,898.00)	(16,830,790.00)
Proceeds/ Repayment of Loans to Body Corporate (Net)	8,825,085.20	(13,555,272.12)
<b>Net Cash Generated/ (Used) - Investing Activities</b>	<b>(49,555,812.80)</b>	<b>(30,386,062.12)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Repayment of Long-term Borrowings	36,984,507.47	7,233,912.93
Share Capital	-	42,000,000.00
Finance Cost paid	(9,872,031.55)	(9,922,871.97)
Dividend paid (including Dividend Distribution Tax)	(6,985,608.00)	(6,985,608.00)
<b>Net Cash Generated/ (Used) - Financing Activities</b>	<b>20,126,867.92</b>	<b>32,325,432.96</b>
<b>Net Increase/ (Decrease) in Cash and Cash Equivalents</b>	<b>18,519,144.56</b>	<b>(16,062,190.61)</b>
Add : Opening Cash and Cash Equivalents	17,122,556.74	19,662,999.35
<b>Closing Cash and Cash Equivalents</b>	<b>35,641,701.30</b>	<b>3,600,808.74</b>

### Notes:

- The Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard (AS) 3 "Cash Flow Statement" as specified in the Companies (Accounting Standard) Rule 2006.
- Figures have been regrouped/ rearranged wherever necessary.

### Auditor's Report

As per our separate report of even date attached

### For Deepika Setia & Co.

Chartered Accountants  
FRN-013515N

**D. S. Kajal**

F.C.A. Partner  
M.No.091609

### Naresh Kr. Singla

Managing Director  
DIN-00027448

### Suresh Chand Singla

Managing Director  
DIN-00027706

### Charanjit Singh

Co-Secretary  
ACS-12726

### Prem Shankar Gupta

Chief Financial Officer

For Titan Biotech Limited

Place : Delhi

Date : 30.05.2016



## CFO CERTIFICATE

This is to certify that the Company has laid down the rules for the code of conduct for the Members of the Board and Senior management, as per the revised SEBI Regulations.

I hereby further certify that the Company has obtained certificate for compliance of rules of code of conduct from the Board Members and Senior Management Personnel for the financial year ended 31<sup>st</sup> March, 2016.

**Place :** New Delhi  
**Date :** 31.08.2016

For Titan Biotech Limited

Prem Shankar Gupta  
CFO



## ATTENDANCE SLIP

### TITAN BIOTECH LIMITED

CIN: L74999RJ1992PLC013387

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

Email: cs@titanbiotechltd.com/hrd@titanbiotechltd.com, Phone: 011-47020117

### ANNUAL GENERAL MEETING

I/We hereby record my/our presence at the Annual General Meeting of the Company held on Friday, 30<sup>th</sup> September, 2016 at 3:00 p.m. at E-540, Industrial Area, Chopanki, Bhiwadi, Rajasthan.

FOLIO/DP ID & CL. ID \_\_\_\_\_

-----  
Name of Person

-----  
Signature of Member/Proxy/  
Authorised Representative

#### Note:

Please fill, sign and handover this slip at the Attendance Verification Counter at the Entrance of the Meeting Hall. Members are requested to bring their own copy of Annual Report.





## TITAN BIOTECH LIMITED

CIN: L74999RJ1992PLC013387

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

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

### Form No. MGT-11

### PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN : L74999RJ1992PLC013387  
Name of the Company : M/s Titan Biotech Limited  
Registered Office : A-902A, RIICO Industrial Area phase-III, Bhiwadi, Rajasthan.  
Email Id : cs@titanbiotechltd.com/hrd@titanbiotechltd.com  
Telephone No. : 011- 47020117  
Fax No. : +91-11-47619811

Name of the member (s) :	
Registered Address :	
E-mail Id :	
Folio No./Client Id :	
DP ID :	

I/We, being the member(s) of Titan Biotech Limited, shares of the above named company, hereby appoint

1. Name :  
Address :  
E-mail Id :  
Signature : or failing him
2. Name :  
Address :  
E-mail Id :  
Signature : or failing him
3. Name :  
Address :  
E-mail Id :  
Signature :



# TITAN BIOTECH LIMITED

as my or our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting to be held on Friday, 30<sup>th</sup> day of September, 2016 at 3:00 p.m. at E-540, Industrial Area, Chopanki, Bhiwadi, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	No. of Shares	FOR I/We assent to the Resolution	AGAINST I/We dissent to the Resolution
1.	Adoption of Financial Statements standalone viz Profit and Loss, Balance Sheet, Report of the Board of Directors and Auditors including consolidated financial statements for financial year ended 31st March, 2016			
2.	Declare Dividend on equity shares			
3.	Reappointment of Mr. Raja Singla as director liable to retire by rotation			
4.	Appointment of Statutory Auditors and to fix their remuneration			
5.	Approval of Related Party Transactions of Titan Securities Limited, Tanita Leasing & Finance Limited, Connoisseur Management Services Private Limited, Peptech Biosciences Limited			
6.	Approval for borrowing beyond paid up capital & free reserves of company and creation of charges on company property.			

Signed this ..... day of ..... 2016

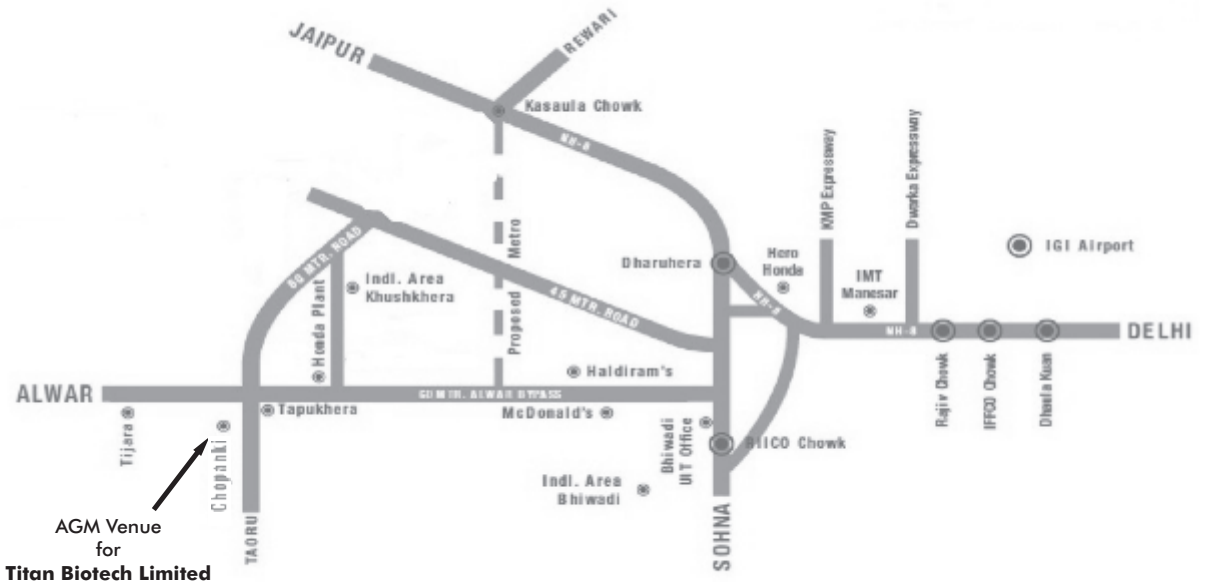
Signature of Shareholder

Signature of Proxy holder(s)

Affix  
Re. 1/-  
Revenue  
Stamp

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

# Route Map







## Courier

If not delivered please return to :  
**TITAN BIOTECH LTD.**

**Registered Office :**  
A-902 A, RIICO Industrial Area,  
Phase-III, Bhiwadi-301019  
(Rajasthan)