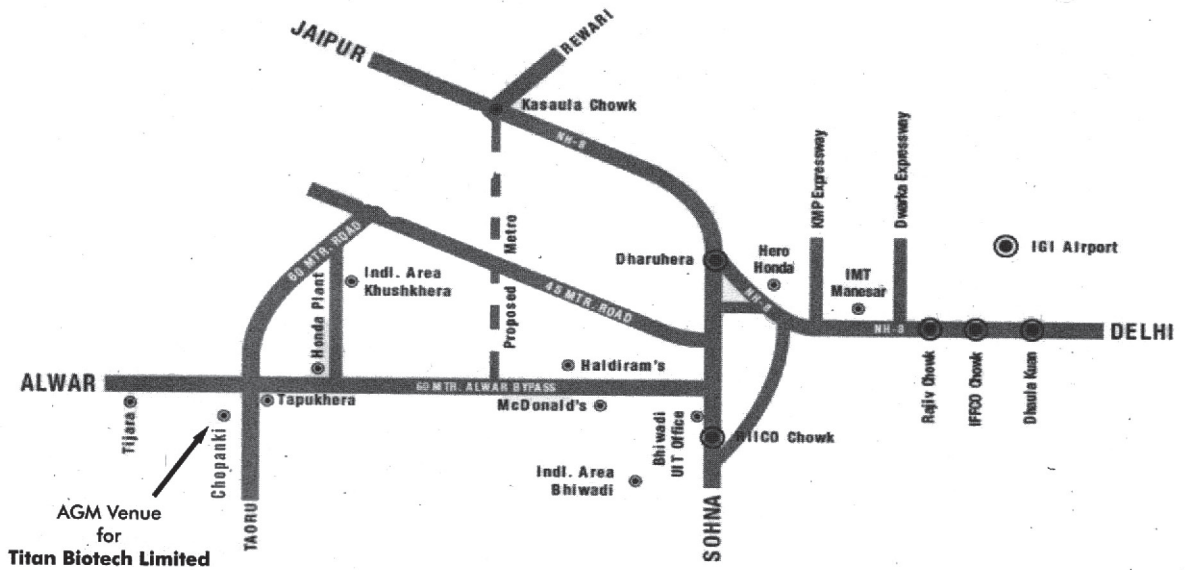




# Route Map





## **COMPANY INFORMATION**

### **Board of Directors**

Mr. Naresh Kumar Singla  
Mr. Suresh Chand Singla  
Mrs. Manju Singla  
Mr. Praveen Somani  
Ms. Supriya Singla  
Mr. Parvesh Goel  
Mr. Jai Parkash Bansal  
Mrs. Rekha Dalmia

Managing Director  
Managing Director  
Director  
Director  
Director  
Director  
Director

### **Company Secretary & Compliance Officer**

Mr. Charanjit Singh

### **Statutory Auditors**

Sunita Agrawal & Co.  
Chartered Accountants

### **Internal Auditors**

Prem Mishra & Co.  
Chartered Accountants

### **Bankers**

HDFC Bank

### **Registered Office**

A-902A, RIICO Industrial Area, Phase- III, Bhiwadi, Rajasthan

### **Corporate Office**

903-909, 9th Floor, Bigjos Tower, Netaji Subhash Place, New Delhi- 110034  
Website: [www.titanbiotechltd.com](http://www.titanbiotechltd.com), **Ph:** 011-27355742 | **Fax:** +91-11-47619811  
**E-mail Id** for investors: [hrd@titanbiotechltd.com](mailto:hrd@titanbiotechltd.com)/[cs@titanbiotechltd.com](mailto:cs@titanbiotechltd.com)  
**CIN No.** L74999RJ1992PLC013387

### **Registrar & Share Transfer Agent**

Beetal Financial & Computer Services Private Limited  
Beetal House, 3rd Floor, 99, Madangir, behind LSC,  
Near Dada Harsukhdas Mandir, New Delhi 110062  
Ph: 29961281-83

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**TITAN BIOTECH LIMITED**

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

**Website:** www.titanbiotechltd.com

**CIN:** L74999RJ1992PLC013387, **Ph.:** 011-27355742, 27674615, **Fax:** +91-11-47619811,

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

**NOTICE**

Notice is hereby given that 27th Annual General Meeting of the members of Titan Biotech Limited will be held on Monday, 30th September, 2019 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, 2019 and the Report of the Auditors and Directors thereon.
2. To appoint Director in place of Mrs. Manju Singla (DIN No. 00027790), who retires by Rotation at this Annual General Meeting, and being eligible, offers herself for reappointment. The Following Resolution was proposed

“RESOLVED THAT Mrs. Manju Singla (DIN No. 00027790) who retires by rotation be and is hereby reappointed as director of the company liable to retire by rotation.”

**SPECIAL BUSINESS:**

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

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, subject to such aggregate borrowings not exceeding the amount which is Rs. 75 crores (Rupees Seventy Five crores only) over and above the aggregate of the paid-up share capital of the Company, its free reserves and securities premium and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.



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

#### **4. Authorization for Loans etc**

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

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

#### **5. Inter Corporate Loans and Investment**

To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provision of section 186 of companies Act 2013 read with the Companies (Meeting of Board and its Power) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and other applicable provisions, if any, of the Act and rules made thereunder (including any modification or re-enactment thereof for the time being in force) and consent of the members of the Company be and is hereby accorded to the Board of the Directors of the Company (herein after called as “The Board” which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

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

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



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

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

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

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

**"RESOLVED** that pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations as per item no 6 of the Explanatory Statement annexed to this Notice from the date of this 27th Annual General Meeting till the conclusion of 28th Annual General Meeting upto a maximum limit of Rs. 50 Crores (Rupees Fifty Crores);

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

**7. Regularization of Appointment of Mr. Jai Parkash Bansal as an Independent Non-Executive Director**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby given to the appointment of Mr. Jai Parkash Bansal, Director (DIN No. 01499470), who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from March 07, 2019 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and



is hereby appointed as an Independent Non-Executive Director of the Company, who shall hold office for 5 consecutive years up to September 30, 2024 and whose office shall not, henceforth, be liable to retire by rotation;

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

**8. Appointment of Mr. Raja Singla (Relative of Director) as Senior Vice President (Production), to an office or place of profit**

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

**"RESOLVED THAT** pursuant to the provisions of sections 188(1), 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time, the consent of Members be and is hereby accorded for the appointment of Mr. Raja Singla, Son of Mr. Naresh Kumar Singla , Managing Director of the Company, to an office or place of profit of the Company w.e.f 01/10/2019 after Company as detailed below:

- Salary: Rs. 390,000/- Per Month (Rupees Three Lacs Ninety Thousand Only)
- Other benefits: Benefit of Gratuity, Leave Encashment, etc. shall be as per HR Policy of the Company.
- The severance fees is 3 months' notice or salary in lieu thereof and no other compensation or amount is payable for severance.

**RESOLVED FURTHER THAT** the Nomination & Remuneration Committee or Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013 and rules there under to effect change in designation and responsibilities of Mr. Raja Singla within the maximum limit approved by the shareholders.

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

**9. Appointment of Mr. Shivom Singla (Relative of Director) as Vice President (Bulk Division), to an office or place of profit**

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

**"RESOLVED THAT** pursuant to the provisions of sections 188(1), 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re- enactment



thereof for the time being in force and as may be enacted from time to time, the consent of Members be and is hereby accorded for the appointment of Mr. Shivom Singla, as Vice President (Bulk Division), Son of Mr. Naresh Kumar Singla, Managing Director of the Company, to an office or place of profit of the Company w.e.f 01/10/2019 as detailed below:

- Salary: Rs. 375,000/- Per Month (Rupees Three Lacs Seventy Five Thousand Only)
- Other benefits: Benefit of Gratuity, Leave Encashment, etc. shall be as per HR Policy of the Company.
- The severance fees is 3 months' notice or salary in lieu thereof and no other compensation or amount is payable for severance.

**RESOLVED FURTHER THAT** the Nomination & Remuneration Committee or Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013 and rules there under to effect change in designation and responsibilities of Mr. Shivom Singla within the maximum limit approved by the shareholders.

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

**10. Appointment of Mr. Udit Singla (Relative of Director) as Vice President (Media Division), to an office or place of profit**

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

**"RESOLVED THAT** pursuant to the provisions of sections 188(1), 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time, the consent of Members be and is hereby accorded for the appointment of Mr. Udit Singla, as Vice President (Media Division), Son of Mr. Suresh Chand Singla, Managing Director of the Company, to an office or place of profit of the Company w.e.f 01/10/2019 as detailed below:

- Salary: Rs. 375,000/- Per Month (Rupees Three Lacs Seventy Five Thousand Only)
- Other benefits: Benefit of Gratuity, Leave Encashment, etc. shall be as per HR Policy of the Company.
- The severance fees is 3 months' notice or salary in lieu thereof and no other compensation or amount is payable for severance.

**RESOLVED FURTHER THAT** the Nomination & Remuneration Committee or Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013 and rules there under to effect change in designation and responsibilities of Mr. Udit Singla within the maximum limit approved by the shareholders.

**RESOLVED FURTHER THAT** the any Directors or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things as may be required, considered necessary





or incidental thereto, and to settle any question(s), difficulty(ies) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution and to seek and obtain requisite consents and/or approvals including approval of the Central Government, as the Board of Directors may deem fit and appropriate to give effect to the above.”

**11. Regularization of Appointment of Mrs. Rekha Dalmia as an Independent Non-Executive Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby given to the appointment of **Mrs. Rekha Dalmia (DIN: 08369528)**, who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from March 20, 2019 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non-Executive Director of the Company, who shall hold office for 5 consecutive years up to September 30, 2024 and whose office shall not, henceforth, be liable to retire by rotation;

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

**12. To Approve payment of remuneration to Mr. Naresh Kumar Singla (DIN: 00027448) Managing Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to payment of Rs. 400,000/- (Rupees Four Lacs Only) remuneration to Mr. Naresh Kumar Singla (DIN: 00027448), Managing Director, for the period from April 1, 2019 to March 31, 2019, as set out in the statement annexed to the Notice convening this Meeting with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the said terms and conditions of remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;



**RESOLVED FURTHER THAT** the any Director or Company secretary of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**13. To Approve payment of remuneration to Mr. Suresh Chand Singla (DIN: 00027706) Managing Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to payment of Rs. 400,000/- (Rupees Four Lacs Only) remuneration to Mr. Suresh Chand Singla (DIN: 00027706), Managing Director, for the period from April 1, 2019 to March 31, 2019, as set out in the statement annexed to the Notice convening this Meeting with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the said terms and conditions of remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

**RESOLVED FURTHER THAT** the any Director or Company secretary of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board  
For Titan Biotech Limited

Charanjit Singh  
Company Secretary  
ACS No. 12726

Date: 02.09.2019  
Place: Delhi



**NOTES**

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself. A proxy need not be a member of the Company. However, proxies in order to be effective must be received at the Registered Office of the Company not less than forty-eight hours before the Annual General Meeting. The Appointment of proxy shall be in the form no. MGT-11. The Blank Proxy Form (MGT-11) Is Attached with Notice. The instrument appointing the proxy, in order to be effective, must be deposited at the company's registered office, duly completed and signed, not later than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.**
2. As per section 105 of the companies act, 2013 and relevant rules made there under, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent (10%) of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided That not less than three days of notice in writing is given to the company.
4. The relevant records and documents connected with the businesses set out in the notice are available for inspection at the Registered Office of the Company between 11.00 A.M and 2.00P.M. on all working days up to the day of the Annual General Meeting except on Sundays and other holidays.
5. The Share Transfer Books and the Register of Members of the Company will remain closed from **24th September, 2019 to 30th September, 2019 (both days inclusive)**.
6. Explanatory Statement pursuant to Section 102 of Companies Act, 2013 is annexed hereto and forms part of this notice.
7. Corporate members intending to send their authorized representatives are requested to send to the company a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
8. **Voting through Electronic Means**  
**The instructions for shareholders voting electronically are as under:**
  - (i) The voting period begins on **27th September, 2019 at 10.00 A.M** and ends on **29th September, 2019 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 **23rd September, 2019**, 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 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 <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (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. **23rd September, 2019** 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 Mr. Amit Anand, Practising Company Secretary, 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 **27th Annual General Meeting**. The results of resolutions shall be based on the report of Mr. Amit Anand, Practising Company Secretary, and voting at 27th Annual General Meeting.
9. 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.
10. Unpaid / Unclaimed Dividend is lying with the Company for the last few years. Shareholders who have not received or claimed dividend may submit their claim immediately to avoid the same being transferred to Investor Education and Protection Fund after period of 7 years or as prescribed under the Companies Act and Rules made thereunder. Further, unpaid/unclaimed dividend of 204 shareholders for 2010-11 of Rs. 531739/- (Five Lac Thirty One Thousand Seven Hundred



Thirty Nine Only) had been transferred to Investor Education and Protection Fund during last year. However, shareholders whose dividend was transferred had dividend unpaid for continuous 7 years and therefore 81392 shares were transferred to Investor Education and Protection Fund. Those shareholders who have not claimed dividend for 2010-11 may approach the IEPF and fill necessary form and submit documents and information for claiming dividend for 2010-11. Further, the Company had communicated to Shareholders for claiming of dividend for 2010-11 and also updated list of shareholders on its website whose dividend and shares can be transferred to IEPF if dividend on such shares is not claimed for a period of 7 years. The Shareholders may therefore claim the dividend for 2012-13 onwards immediately to avoid transfer of dividend and shares to IEPF. No dividend was declared for 2011-12.

**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)

11. Mr. Amit Anand, Practising Company Secretary has been appointed as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
12. 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.
13. 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.
14. 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.
15. 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.
16. Members are requested to bring their copy of Annual Report at the AGM.



17. 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, 2019** is only entitled to avail the facility of remote evoting as well as voting at the AGM through ballot paper.
18. Record date for determining the names of members eligible for dividend on equity shares, if approved by the members at the AGM. Not Applicable.
19. A Route Map to the venue of the AGM has been provided in the Annual Report.

By Order of the Board  
For Titan Biotech Limited

Date: 02.09.2019  
Place: Delhi

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. 3 to 7 of the accompanying Notice:

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

Name of Director	Name of Co. in which interested	Nature of Relationship	No. of Shares held	% of Shares held
Naresh Kumar Singla Director	Connoisseur Management Services Private Limited	Director	201200	8.01%
	Titan Securities Limited	Director	1038360	4.15%
	Tanita Leasing & Finance Ltd	Director	513500	9.35%
	Tee Eer Securities & Financial Services Private Limited	Director	50000	8.88%
	Peptech Biosciences Limited	Director	10	NA (less than 2%)
	Titan Media Limited	Director	170000	9.71%
Suresh Chand Singla Director	Connoisseur Management Services Private Limited	Director	100000	3.98 %
	Titan Securities Limited	Director	371710	NA (less than 2%)
	Tanita Leasing & Finance Ltd	Director	527040	9.59%
	Tee Eer Securities & Financial Services Private Limited	Director	50000	8.88%
	Peptech Biosciences Limited	Director	NA	NA (less than 2%)
	Titan Media Limited	Director	160000	4.86%
Manju Singla Wife of Mr. Suresh Chand Singla	Connoisseur Management Services Private Limited	Member	100000	3.98%
	Titan Securities Limited	Managing Director	11960	NA (less than 2%)
	Tanita Leasing & Finance Ltd	Wholetime Director	507510	9.24 %
	Tee Eer Securities & Financial Services Private Limited	Member	25000	4.44%
	Peptech Biosciences Limited	Director	10	0
	Titan Media Limited	Member	138000	7.89%
Udit Singla (son of Mr. Suresh Chand Singla)	Connoisseur Management Services Private Limited	Member	109300	4.35%
	Titan Securities Limited	None	NA	NA
	Tanita Leasing & Finance Ltd	Member	350500	6.38%
	Tee Eer Securities & Financial Services Private Limited	Member	33000	5.86%
	Peptech Biosciences Limited	Member	NA	NA (less than 2%)
	Titan Media Limited	Member	150000	8.57%





Supriya Singla (daughter of Mr. Suresh Chand Singla)	Connoisseur Management Services Private Limited	Member	100000	3.98%
	Titan Securities Limited	Member	14891	NA (less than 2%)
	Tanita Leasing & Finance Ltd	Member	377810	6.88%
	Tee Eer Securities & Financial Services Private Limited	Member	36100	6.41%
	Peptech Biosciences Limited	NA	NA	NA
	Titan Media Limited	Member	75000	4.29%
Raja Singla (son of Mr. Naresh Kumar Singla)	Connoisseur Management Services Private Limited	Member	134000	5.33%
	Titan Securities Limited	NA	NA	NA
	Tanita Leasing & Finance Ltd	Member	546500	9.95%
	Tee Eer Securities & Financial Services Private Limited	Member	50000	8.88%
	Peptech Biosciences Limited	Member	NA	NA (less than 2%)
	Titan Media Limited	Member	163570	9.35%
	Stalwart Nutritions Private Limited	Director	5000	50%
	Phoenix Bio Sciences Private Limited	Director	125000	25%
Shivom Singla (son of Mr. Naresh Kumar Singla)	Emprise Productions Private Limited	Member	50000	50%
	Connoisseur Management Services Private Limited	Member	155380	6.19%
	Titan Securities Limited	NA	NA	NA
	Tanita Leasing & Finance Ltd	Member	330510	6.02%
	Tee Eer Securities & Financial Services Private Limited	Member	34600	6.15%
	Peptech Biosciences Limited	Member	NA	NA (less than 2%)
	Titan Media Limited	Member	75000	4.29%
	Stalwart Nutritions Private Limited	Director	5000	50%
	Phoenix Bio Sciences Private Limited	Director	125000	25%
Sachi Singla (Wife of Mr. Raja Singla)	Emprise Productions Private Limited	Director	5000	5%
	Emprise Productions Private Limited	Director	45000	45%
Naresh Kumar Singla (HUF)	Tanita Leasing & Finance Limited	Member	400000	7.28%
	Titan Media Limited	Member	170000	9.71%
	Connoisseur Management Services Private Limited	Member	25000	NA (Less than 2% )
Suresh Chand Singla (HUF)	Tanita Leasing & Finance Limited	Member	451700	8.22%
	Titan Media Limited	Member	165000	9.43%
	Tee Eer Securities & Financial Services Private Limited	Member	29200	5.19%



**Item No.3**

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

**Item No. 4**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to give loans in other bodies corporate or as and when required.

Pursuant to the provisions of section 185 of the Companies Act, 2013 and rules made there under, the Company needs to obtain approval of shareholders / members by way of **special resolution** passed at the General Meeting for giving loans to any person or entity in which any of the director is interested or not upto a maximum limit of Rs. 20 Crores. The company may give loans to following entities if need arises:

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

The Directors therefore, recommend the Special Resolution for approval of the shareholders.

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

**Item No. 5**

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary)



from time to time, in compliance with the applicable provisions of the Act. The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting. As per the latest audited Balance Sheet of the Company as on 31st March 2019, sixty per cent of the paid-up share capital, free reserves and securities premium account amounts to 1899.5 Lacs while one hundred per cent of its free reserves and securities premium account amounts to 2339.54 Lacs. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees / securities in connection with a loan, as the case may be, is 2339.54 Lacs.

As per above mentioned higher limit is 2339.54 Lacs and we are proposing the maximum limit upto 2000.00 Lacs. Which is lower than the limit prescribed in 186(2).

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Ordinary Resolution at Item No.5 of the Notice, notwithstanding the fact that the same does not exceed the limits provided under Section 186 of the Act. The Directors recommend the Ordinary Resolution as set out at Item No. 5 of the accompanying Notice, for members' approval by a ballot and e-voting.

The Board of Directors of the Company has appointed Mr. Amit Anand, Practicing Company Secretary, to act as a Scrutinizer to conduct the Ballot voting process in a fair and transparent manner. The Scrutinizer will submit his report after completion of scrutiny of ballots received from members including e-voting.

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

#### **Item No. 6**

The Company may enter into related party transactions with one or more of related parties and such related party transactions covered under section 188 of the companies Act, 2013. The company may buy or sell goods or materials, sell or dispose of property of any kind, avail or render any kind of service, appoint any agent for purchase or sale of goods or materials, appointment to any office or place of profit, underwriting the subscription of any securities or derivatives thereof, of the company. The company had already borrowed money for funding its project for modernization from bank as well as from other corporates and related parties. The project is at final stages and the company need more funds to complete its project of modernization of works and therefore Shareholders approval is being sought by means of an Ordinary Resolution for



borrowing, repayment and also for making investment by company by way of inter corporate loans and investments or other transaction covered u/s 188 of Companies Act, 2013 upto a maximum amount of Rs. 50 Crores (Fifty Crores Only). Some of the Directors of the Company may be interested in this resolution as it involves approval for above transactions and /or other Related Party Transactions covered u/s 188 of Companies Act, 2013 as per following details:

S. No	Name of Related Party	Amount upto which transaction can be made in Rs.	Nature of Transactions
1.	Titan Securities Limited CIN No. L67190DL1993PLC052050	20 Crores	Borrowing or Repayment of Loan or other transaction covered u/s 188 of the Companies Act, 2013.
2.	Tanita Leasing & Finance Limited CIN NO. U74899DL1994PLC062144	10 Crores	Borrowing or Repayment of loan or other Transaction covered u/s 188 of the Companies Act, 2013
3.	Connoisseur Management Services Private Limited CIN NO. U74899DL1984PTC018979	5 Crores	Borrowing or Repayment of Loan or other Transaction covered u/s 188 of the Companies Act, 2013
4.	Peptech Biosciences Limited CIN NO. U33110RJ2011PLC037007	15 Crores	Purchase or Sale of Goods or any other transaction covered u/s 188 of the Companies Act, 2013.
5.	Tee Eer Securities & Financial Services Private Limited CIN NO. U74899DL1995PTC071668	5 Crores	Borrowing or Repayment of Loan or any other transaction covered u/s 188 of Companies Act, 2013.
6.	Titan Media Limited CIN NO. U24233DL1993PLC052051	5 Crores	Borrowing or Repayment of Loan or any other transaction covered u/s 188 of Companies Act, 2013.
7.	Phoenix Biosciences Limited CIN NO. U74990TN2011PTC079806		Purchase or Sale of Goods or any other transaction covered u/s 188 of Companies Act, 2013.
8.	Stalwart Nutritions Private Limited (CIN U15130DL2018PTC342988)	5 Crores	Purchase or Sale of Goods and any other transaction covered under Section 188 of Companies Act, 2013

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

**Item No. 7**

Mr. Jai Parkash Bansal (DIN No. 01499470) was appointed as an Additional Non-Executive Independent Director w.e.f. 07/03/2019 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. Nomination and Remuneration Committee has recommended regularization of Mr. Jai Parkash Bansal as an Independent Non-Executive Director of the Company.

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



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

None of the Directors, KMP's and members (being relative as per Companies Act and rules there under) interested in this concern resolution will not entitled to vote in this resolution.

The details of the particulars of Mr. Jai Parkash Bansal are as under:

Name: Jai Parkash Bansal

Date of Birth: 05/01/1963

Qualification: MBA

Experience: Experience in Trading Business in various domain from 31 year and also in marketing

Shareholding in Company: NA

Remuneration: NA

Relationship with KMP: NA

Directorship in other companies: Arpee Associates Private Limited, Amar Education Network Limited, Peptech Biosciences Limited

Directorship in other Listed companies: None

Membership of Committees in other Listed companies: None

Brief Profile of Mr. Jai Parkash Bansal

From the past 31 years, He was extensively involved in the trading business in various domains since the start of his career. For around first 20 years of his life, he was engaged in Wholesale & Retail trade of cloth the family business of his father, as wholesale cloth merchants in one of the biggest cloth markets in Haryana in Rohtak District.

Then from the last 11 years, he was involved in Retail trade of Medicine and other Pharmaceutical Products and is running a retail chemist shop in Rohtak, Haryana. He have a long experience of trading business and marketing.

Also, alongside he was a Director in Arpee Associates Private Limited since 2001 which is involved in the consultancy business.

#### **Item No. 8**

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the shareholders also required. Section 188(1)(f) of the Companies Act, 2013 provides for the related party's appointment to any office or place of profit. The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 02nd September 2019 had approved the appointment of Mr. Raja Singla as Senior Vice President- Production w.e.f 01/10/2019, subject to approval of the Shareholders by way of an Ordinary Resolution.



The details of the remuneration payable to Mr. Raja Singla is given in the resolution no. 8. As per section 188(1) (f) of the Companies Act, 2013, your Directors recommends the resolutions for your approval. Mr. Naresh Kumar Singla, Managing Director, being relative is deemed to be interested or concerned in the concerned resolution.

The details of the particulars of Mr. Raja Singla are as under:

Name	: Raja Singla
Date of Birth	: 08/01/1989
Qualification	: B.Tech
Experience	: Experience in Production of over 6 years in Phoenix Bio Sciences Private Limited
Shareholding in Company	: 61100
Remuneration	: 390000 per month
Relationship with KMP	: Son of Mr. Naresh Kumar Singla, Managing Director
Directorship in other companies	: Phoenix Bio Sciences Private Limited, Emprise Productions Private Limited, Stalwart Nutritions Private Limited

None of the Directors, KMP's and members (being relative as per Companies Act and rules there under) interested in this concern resolution will not entitled to vote in this resolution.

#### **Item No. 9**

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the shareholders also required. Section 188(1)(f) of the Companies Act, 2013 provides for the related party's appointment to any office or place of profit. The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 02nd September 2019 had approved the appointment of Mr. Shivom Singla as Vice President (Bulk Division) w.e.f 01/10/2019, subject to approval of the Shareholders by way of an Ordinary Resolution.

The details of the remuneration payable to Mr. Shivom Singla is given in the resolution no. 9. As per section 188(1) (f) of the Companies Act, 2013, your Directors recommends the resolutions for your approval. Mr. Naresh Kumar Singla, Managing Director, being relative is deemed to be interested or concerned in the concerned resolution.

The details of the particulars of Mr. Shivom Singla are as under:

Name	: Shivom Singla
Date of Birth	: 08/01/1989
Qualification	: B.Com
Experience	: Experience in Marketing of over 1 years in Titan Biotech Limited.



Shareholding in Company	: 35400
Remuneration	: 375000 per month
Relationship with KMP	: Son of Mr. Naresh Kumar Singla, Managing Director
Directorship in other companies	: Emprise Productions Private Limited and Stalwart Nutritions Private Limited

None of the Directors, KMP's and members (being relative as per Companies Act and rules there under) interested in this concern resolution will not entitled to vote in this resolution.

**Item No. 10**

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the shareholders also required. Section 188(1)(f) of the Companies Act, 2013 provides for the related party's appointment to any office or place of profit. The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 02nd September 2019 had approved the appointment of Mr. Udit Singla as Vice President (Media Division) w.e.f 01/10/2019, subject to approval of the Shareholders by way of an Ordinary Resolution.

The details of the remuneration payable to Mr. Udit Singla is given in the resolution no. 8. As per section 188(1) (f) of the Companies Act, 2013, your Directors recommends the resolutions for your approval. Mr. Suresh Chand Singla, Managing Director, being relative is deemed to be interested or concerned in the concerned resolution.

The details of the particulars of Mr. Udit Singla are as under:

Name	: Udit Singla
Date of Birth	: 08/01/1989
Qualification	: B.Tech.
Experience	: Experience in IT & Business Development of over 1 year in Titan Biotech Limited.

Shareholding in Company	: 50000
Remuneration	: 375000 per month
Relationship with KMP	: Son of Mr. Suresh Chand Singla, Managing Director
Directorship in other companies	: MBON nutrients LLP.

None of the Directors, KMP's and members (being relative as per Companies Act and rules there under) interested in this concern resolution will not entitled to vote in this resolution.

**Item No. 11**

Mrs. Rekha Dalmia (DIN No. 08369528) was appointed as an Additional Non-Executive Independent Director w.e.f. 20/03/2019 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. Nomination and Remuneration Committee has



recommended regularization of Mrs. Rekha Dalmia as an Independent Non-Executive Director of the Company.

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

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

None of the Directors, KMP's and members (being relative as per Companies Act and rules there under) interested in this concern resolution will not entitled to vote in this resolution.

The details of the particulars of Mr. Rekha Dalmia are as under:

Name: Rekha Dalmia

Date of Birth: 07/05/1986

Qualification: M.SC

Experience: Experience in Science & Technology

Shareholding in Company: NA

Remuneration: NA

Relationship with KMP: NA

Directorship in other Listed companies: None

Membership of Committees in other Listed companies: None

Brief Profile of Mrs. Rekha Dalmia

She completed her M.SC from Maharshi Dayanand University Rohtak and having an enrich experience in the field of Science and Technology.

#### **Item No. 12**

Mr. Naresh Kumar Singla (DIN: 00027448) was appointed as the Managing Director of the Company for a term of five (5) years w.e.f. April 1, 2018. The members of the Company at their Annual General Meeting held on September 28, 2018 had approved the payment of remuneration to Mr. Naresh Kumar Singla upto the period ended on March 31, 2019. The Board at its meeting held on April 8, 2019 has approved payment of remuneration for the further period from April 1, 2019 to March 31, 2020, for which approval the members is required. The remuneration proposed to be paid to Mr. Naresh Kumar Singla, Managing Director has also been recommended by the Nomination and Remuneration Committee. The remuneration proposed will be within the limits permissible under Schedule V to the Act. Brief profile of Mr. Naresh Kumar Singla is annexed to the notice. Keeping in view, the vast experience of Mr. Naresh Kumar Singla, the Board of Directors has recommended the payment of remuneration for the period from April 1, 2019 to March 31, 2020 as set out herein below:

- a. Consolidated salary: Rs. 4,00,000/- per month w.e.f. 1st April, 2019 subject to increase after 1 year on the basis of recommendation of Nomination & Remuneration Committee, but upto maximum of Rs. 6,00,000/- per month upto 31st March, 2021.
- b. Benefits over and above the consolidated salary: Life-time insurance, accidental insurance, medical insurances expenses.
- c. Other benefits: Benefit of Gratuity, Leave Encashment, etc. shall be as per HR Policy of the Company.





**Disclosure as required under Schedule XIII of the Companies Act, 1956 and Schedule V to the Companies Act, 2013 is given hereunder:**

**1. General Information**

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

Particular	For the year/period Ended		
	March 31, 2017	March 31, 2018	March 31, 2019
Total Revenue	527,005,203.27	559,756,651.44	588,917,993.88
Profit/Loss before tax	34,925,675.94	37,726,485.61	43,558,334.04
Profit/Loss after Tax	23,364,287.94	24,013,629.93	30,803,850.74
Paid-up Capital	77,387,000	77,387,000	82,637,000
Other Equity	1,48,411,173.95	1,65,439,195.88	233,954,036.70

- e. Foreign investments or collaborations, if any: The Majority Share Capital of the Company is held by domestic Indian Bodies Corporate and There are total 17419 (0.21%) Foreign Investment in the Share Capital of Company as per NSDL Foreign Investment Limit Monitoring (FILM). There is no foreign collaboration in the Company.

**2. Disclosure**

- 1. The remuneration package of all the managerial persons are given in the respective resolutions.
- 2. Additional information is given in None of the Directors, KMP's and members (being relative as per Companies Act and rules there under) interested in this concern resolution will not entitled to vote in this resolution.

**Item No. 13**

Mr. Suresh Chand Singla (DIN: 00027706) was appointed as the Managing Director of the Company for a term of five (5) years w.e.f. April 1, 2018. The members of the Company at their Annual General Meeting held on September 28, 2018 had approved the payment of remuneration to Mr. Suresh Chand Singla upto the period ended on March 31, 2019. The Board at its meeting held on April 8, 2019 has approved payment of remuneration for the further period from April 1, 2019 to March 31, 2020, for which approval the members is required. The remuneration proposed to be paid to Mr. Suresh Chand Singla, Managing Director has also been recommended by the Nomination and Remuneration Committee. The remuneration proposed will be within the limits permissible under Schedule V to the Act. Brief profile of Mr. Suresh Chand Singla is annexed to the notice. Keeping in view, the vast experience of Mr. Suresh Chand Singla, the Board of Directors has recommended the payment of remuneration for the period from April 1, 2019 to March 31, 2020 as set out herein below:



- a. Consolidated salary: Rs. 4,00,000/- per month w.e.f. 1st April, 2019 subject to increase after 1 year on the basis of recommendation of Nomination & Remuneration Committee, but upto maximum of Rs. 6,00,000/- per month upto 31st March, 2021.
- b. Benefits over and above the consolidated salary: Life-time insurance, accidental insurance, medical insurances expenses.
- c. Other benefits: Benefit of Gratuity, Leave Encashment, etc. shall be as per HR Policy of the Company.

Disclosure as required under Schedule XIII of the Companies Act, 1956 and Schedule V to the Companies Act, 2013 is given hereunder:

**3. General Information**

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

Particular	For the year/period Ended		
	March 31, 2017	March 31, 2018	March 31, 2019
Total Revenue	527,005,203.27	559,756,651.44	588,917,993.88
Profit/Loss before tax	34,925,675.94	37,726,485.61	43,558,334.04
Profit/Loss after Tax	23,364,287.94	24,013,629.93	30,803,850.74
Paid-up Capital	77,387,000	77,387,000	82,637,000
Other Equity	1,48,411,173.95	1,65,439,195.88	233,954,036.70

- j. Foreign investments or collaborations, if any: The majority Share Capital of the Company is held by domestic Indian Bodies Corporate and There are total 17419 (0.21%) Foreign Investment in the Share Capital of Company as per NSDL Foreign Investment Limit Monitoring (FILM). There is no foreign collaboration in the Company.

**4. Disclosure**

- 1. The remuneration package of all the managerial persons are given in the respective resolutions.
- 2. Additional information is given in Corporate Governance Report. None of the Directors, KMP's and members (being relative as per Companies Act and rules there under) interested in this concern resolution will not entitled to vote in this resolution.

By Order of the Board  
For Titan Biotech Limited

Charanjit Singh  
Company Secretary  
ACS No. 12726

Date: 02.09.2019  
Place: Delhi

**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 email [cs@titanbiotechltd.com](mailto: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 31st March, 2019 was as under: -

Name of Director	Status	No. of Board Meeting attended during 2018-19	Attendance at the last Last AGM	DIN	Appointed as Director	Ceased as Directors
Mr. Naresh Kr. Singla	Managing Director	12	Yes	00027448	18/02/1992	-
Mr. Suresh Chand Singla	Managing Director	11	No	00027706	18/02/1992	-
Mrs. Manju Singla	Non-Executive Woman Director	14	No	00027790	23/06/2001	-
Mr. Sachin Gupta	Non-Executive Independent	14	Yes	00082550	31/03/2005	20/03/2019
Mr. Hitesh Kohli	Non-Executive Independent	7	No	02204264	29/09/2012	07/03/2019
Mr. Praveen Somani	Non-Executive Independent	6	No	02424925	30/09/2010	-
Mr. Parvesh Goel	Non Executive Independent	7	No	03543944	29/09/2012	-
Mr. Raja Singla	Non Executive Director	14	No	03523719	01/10/2012	18/07/2019
Ms. Supriya Singla	Non Executive Director	14	No	03526583	01/10/2012	-
Mr. Jai Parkash Bansal	Non-Executive Independent	2	No	01499470	07/03/2019	-
Mrs. Rekha Dalmia	Non-Executive Independent	1	No	08369528	20/03/2019	-



**Relationship among Directors Inter Se**

Director	Relatives	Relationship
Mr. Suresh Chand Singla	Mrs. Manju Singla	Wife
Mr. Suresh Chand Singla	Ms. Supriya Singla	Daughter
Mrs. Manju 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	61100 as on 30 june	Nil
Ms. Supriya Singla	54493	Nil
Mrs. Manju Singla	71210	Nil

**(B) Board Meetings**

The Board met Fourteen times during the year 2018-19, on 23.04.2018, 15.05.2018, 29.05.2018, 23.07.2018, 07.08.2018, 01.09.2018, 13.10.2018, 29.10.2018, 13.11.2018, 05.12.2018, 28.01.2019, 11.02.2019, 07.03.2019 and 20.03.2019.

**(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 31st March, 2019.**

Name Of Directors	No. of Directorships / Committee Memberships / Chairmanships (Including Titan Biotech Limited) as on 31st March 2019					
	Directorship Under Section 165				Committee Memberships	Committee Chairmanships
	Public Company			Directorship in Private / OPC/ Section 8 Company		
	Listed		Unlisted			
	No.	Name of Company	No.	No.		
Mr. Naresh Kr. Singla	2	Titan Biotech Ltd Titan Securities Limited	2	2	2	0
Mr. Suresh Chand Singla	2	Titan Biotech Ltd Titan Securities Limited	3	2	4	1
Mrs. Manju Singla	2	Titan Biotech Ltd Titan Securities Limited	2	Nil	2	0
Mr. Sachin Gupta	1	Titan Biotech Ltd	1	4	3	2
Mr. Hitesh Kohli	1	Titan Biotech Ltd	Nil	Nil	2	1
Mr. Praveen Somani	1	Titan Biotech Ltd	Nil	4	2	0



Name Of Directors	No. of Directorships / Committee Memberships / Chairmanships (Including Titan Biotech Limited) as on 31st March 2019					
	Directorship Under Section 165				Committee Memberships	Committee Chairmanships
	Public Company			Directorship in Private / OPC/ Section 8 Company		
	Listed		Unlisted			
	No.	Name of Company	No.	No.		
Mr. Parvesh Goel	1	Titan Biotech Ltd	Nil	3	2	0
Mr. Raja Singla	1	Titan Biotech Ltd	Nil	3	0	0
Mr. Jai Parkash Bansal	1	Titan Biotech Ltd	2	1	3	2
Mrs. Rekha Dalmia	1	Titan Biotech Ltd	Nil	Nil	2	1
Ms. Supriya Singla	1	Titan Biotech Ltd	Nil	Nil	0	0

**Note**

1. Mr. Sachin Gupta resigned from the directorship and also from chairmanship on 20/03/2019. Above details are the upto the date of Directorship in Titan Biotech Limited.
2. Mr. Hitesh Kohli resigned from directorship on 07/03/2019. Above details are upto the date of directorship in Titan Biotech Limited.
3. Mr. Rekha Dalmia was appointed on 20/03/2019.
4. Mr. Jai Parkash Bansal was appointed on 07/03/2019.
5. Only covers Membership / Chairpersonship of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of public limited companies.
6. The Committee membership or Chairmanship of our company is also included in above table.
7. Mr. Raja Singla resigned from the directorship on 18/07/2019.



<b>EDUCATION BACKGROUND</b>
Minimum Graduate / undergraduate
M.BA or any other degree/diploma in any specific area will be given preference
<b>EXPERTISE</b>
Accounts
Finance
Project implementation
Culture Media Formulation
Quality
Production
Process
chemical manufacturing
Marketing
product promotion
manufacturing of bulk products
Project Work
Purchase
Science & Technology

Skill/Expertise/Competence available with Board

Board currently having following Skill/Expertise/Competence within the Board.

<b>Name Of Directors</b>	<b>Skill/Expertise/Competence</b>
1. Naresh Kumar Singla	<b>Qualification:</b> B.Com
	<b>Skills</b>
	Accounts, Finance, Project Implementation
2. Manju Singla	<b>Qualification:</b> B.COM
	<b>Skills</b>
	Marketing of goods, presentations, product promotion
3. Raja Singla	<b>Qualification:</b> B.TECH (Industrial Production)
	<b>Skills</b>
	Production, manufacturing of bulk products, process, Project Work
4. Supriya Singla	<b>Qualification:</b> PGDM
	<b>Skills</b>
	Marketing of goods
5. Jai Parkash Bansal	<b>Qualification:</b> MBA
	<b>Skills</b>
	Marketing
6. Parvesh Goel	<b>Qualification:</b> B.COM
	<b>Skills</b>
	Sales and Marketing of Goods
7. Rekha Dalmia	<b>Qualification:</b> M.Sc.
	<b>Skills</b>
	Marketing, Science & Technology
8. Praveen Somani	<b>Qualification:</b> B.COM
	<b>Skills</b>
	Purchase of goods
9. Suresh Chand Singla	<b>Qualification:</b> B.A
	<b>Skills</b>
	Culture Media Formulation, production, Quality, process, chemical manufacturing



**(G) DECLARATION OF INDEPENDENT DIRECTORS**

The Independent Directors of your Company have given a declaration confirming that they meet the criteria of independence as prescribed both under the Act and the Listing Regulations. Also All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 (the Act) and Listing Regulations. In the opinion of the Board, the Independent Directors fulfill the conditions specified in these regulations and are independent of the management.

**(H) Familiarisation programme Imparted to Independent Directors**

The Company has familiarisation programme for Independent Directors with regard to their roles, rights, responsibilities etc in the Company, nature of the industry in which the Company operates, the business model of the Company etc. The details are available on the website of the Company (web link: <https://titanbiotechltd.com/investor/policies/>).

**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.

**Information supplied to the Board**

The Board has access to all information with the company. All Board Meetings are governed by structured agenda which is backed by comprehensive background information. The information with regard to mandatory items as per SEBI (LODR) Regulations is regularly supplied to the Board of Directors. The agenda papers are circulated well in advance to the Board of Directors to take a well informed decision.

**Post Meeting Follow Up System**

The Company also had effective Post Board Meeting Follow up System. The Board Periodically reviews compliance of all laws pertaining to the Company.

**Succession Plan**

The Board of Directors have satisfied itself that plans are in place for orderly succession for appointment to the Board of Directors and Senior Management.

(web link: <https://titanbiotechltd.com/investor/policies/>).



**COMMITTEES OF THE BOARD OF DIRECTORS**

- Audit Committee**

The Company has an Audit Committee of the Board of Directors. The Committee met six times during the year 2018-19, on 29th May 2018, 7th August, 2018, 13th November, 2018 and 11th February, 2019.

The attendance of the Audit Committee Members was as under.

<b>Name</b>	<b>Category</b>	<b>No. of Meeting(s) Attended</b>
Mr. Sachin Kumar Gupta	Non-executive Chairman*	4
Mr. Hitesh Kohli	Non-executive, Independent	3
Mr. Parvesh Goel	Non executive, Independent	3
Mrs. Manju Singla	Non executive, Woman Director	4
Mr. Praveen Somani	Non-executive Independent	2
Mr. Jai Parkash Bansal	Non-executive Chairman*	0
Mrs. Rekha Dalmia	Non-executive Independent	0

**Note:**

- \*Mr. Sachin Gupta resigned from the directorship and also from chairmanship from Audit Committee dated 20/03/2019.
- \*Mr. Jai Parkash Bansal was appointed on 07/03/2019. After his appointment, the Audit Committee was reconstituted and Mr. Jai Parkash Bansal was authorised to Chair the Committee meeting in place of Mr. Sachin Kumar Gupta.
- Mr. Hitesh Kohli resigned from the Board on 07/03/2019 and Mrs. Rekha Dalmia appointed on Board dated 20/03/2019.

**Terms of Reference of Audit Committee:**

- Oversight of the Company’s financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board the appointment, re-appointment, terms of appointment/reappointment and, if required, the replacement or removal of the Statutory Auditor and the fixation of audit fees/ remuneration.
- Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
- Reviewing, with the Management, the Annual Financial Statements before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Director’s Responsibility Statement to be included in the Board’s report in terms of Sub- Section (5) of Section 134 of the Companies Act, 2013. Changes, if any, in accounting policies and practices and reasons for the same.





- Major accounting entries involving estimates based on the exercise of judgement by the Management.
  - Significant adjustments made in the financial statements arising out of audit findings.
  - Compliance with listing and other legal requirements relating to financial statements.
  - Disclosure of any related party transactions.
  - Qualifications in the draft audit report.
5. Review/examine, with the Management, the quarterly/year to date financial statements and auditor's report thereon, before submission to the Board for approval.
  6. Reviewing with the Management, the financial statements of subsidiaries and in particular the investments made by each of them.
  7. Reviewing/Monitoring, with the Management, the statement of uses/application/end use of funds raised through an issue (public issue, rights issue, preferential issue, etc.) and related matters, the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of the proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
  8. Reviewing/evaluating, with the Management, performance of Statutory and Internal Auditors, internal financial controls, risk Management system and adequacy of the internal control systems.
  9. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
  10. Discussion with Internal Auditors any significant findings and follow-ups there on.
  11. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
  12. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
  13. To look into the reasons for substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
  14. To review the functioning of the Whistle- Blower mechanism.
  15. Approval of appointment of CFO (i.e. the Whole- Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
  16. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
  17. Review and monitor the Auditor's independence, performance and effectiveness of Audit process.
  18. Approval or any subsequent Modification of transactions of the Company with related parties.



19. Scrutiny of inter- corporate loans and investments.
20. Valuation of undertakings or assets of the Company, wherever it is necessary.

Further, the Audit committee is empowered to investigate any activity within its terms of reference, seek information

it requires from any employee, obtain outside legal or other independent professional advice and secure attendance of outsiders with relevant expertise, if considered necessary. Apart from the above, the Audit Committee also exercises the role and powers entrusted upon it by the Board of Directors from time to time. Dabur has systems and procedures in place to ensure that the Audit committee mandatorily reviews:

- Management Discussion and Analysis of financial conditions and results of operations.
- Statement of significant Related Party Transactions (as defined by the Audit Committee), submitted by Management.
- Management letters / letters of internal control weaknesses issued by the Statutory Auditors.
- Internal audit reports relating to internal control weaknesses.
- Appointment, removal and terms of remuneration of the Chief Internal Auditor.
- Statement of deviations:

The Committee comprises of four Independent Directors. The Management is responsible for the Company's internal financial controls and financial reporting process. The Independent Auditors are responsible for performing an independent audit of the Company's financial statements in accordance with the Indian Accounting Standards (Ind AS) and for issuing a report thereon.

The Committee is responsible for overseeing the processes related to financial reporting and Information dissemination.

In this regard, the Committee discussed with the Statutory Auditors the overall scope for their audit. The Management presented to the Committee the Company's financial statements and also represented that the Company's financial statements had been drawn in accordance with the Ind AS. Based on its review and discussions conducted with the Management and the Independent Auditors, the Audit Committee believes that the Company's financial statements are presented in conformity with Ind AS in all material aspects.

The Committee has reviewed Statement of Contingent Liabilities, Management Discussion and Analysis, Financial Statements of subsidiary Companies, Investments made by Subsidiary Companies, Directors' Responsibility Statement, Financial Results and Draft Audit/ Limited Review Report thereon, Financial Statements and Draft Auditors' Report, approval (including modification, if any) and review of Related Party Transactions and scrutinized inter corporate loans and investments of the Company.

The Committee also approved the Capex proposals during the Financial Year 2018-19. Complaints received under Whistle-Blower Policy/ Vigil Mechanism were also monitored by the Committee. The Committee affirms that in compliance with the Whistle-Blower Policy/ Vigil Mechanism no personnel had been denied access to the Audit Committee.



The Committee has appointed M/s Prem Mishra & Co. as Internal Auditors of the Company for the period from 1st April, 2017 to 31st March, 2019 and discussed and approved their audit plan. and approved their scope of work.

Remuneration of Statutory Auditors for FY 18-19 was also approved.

In conclusion, the Committee is sufficiently satisfied that it has complied with the responsibilities as outlined in the Audit Committee's responsibility statement.

• **Remuneration Committee**

The Remuneration Committee met once in the year 2018-19 on 1st April, 2018 during the last year. The attendance of members of Remuneration Committee was as under:-

<b>NAME</b>	<b>CATEGORY</b>	<b>No. of Meeting(s) Attended</b>
Mr. Sachin Kumar Gupta	Non-executive Chairman	1
Mr. Hitesh Kohli	Non-executive, Independent	1
Mr. Parvesh Goel	Non-executive, Independent	0
Mr. Praveen Somani	Non executive, Independent	1
Mrs. Manju Singla	Non executive, Woman Director	1
Mrs. Rekha Dalmia	Non-executive Chairman*	0
Mr. Jai Parkash Bansal	Non executive, Independent	0

**Note:**

1. Mr. Sachin Gupta was resigned from the Board and from the Committee on 20th March 2019.
2. Mr. Hitesh Kohli was resigned from the Board and from the Committee on 07th March 2019.
3. Mr. Jai Parkash Bansal has been appointed on the Board on 07th March 2019.
4. Mrs. Rekha Dalmia was appointed on the Board on 20th March 2019.

**Terms of Reference of Nomination and Remuneration Committee:**

1. Formulate the criteria for determining qualifications, positive attributes and independence of a Director.
2. Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal.
3. Formulate the criteria for evaluation of Director's and Board's performance and to carry out the evaluation of every Director's performance.
4. Devising a policy on Board diversity.
5. To engage the services of consultants and seek their help in the process of identifying suitable person for appointments to the Board.



6. To decide the remuneration of consultants engaged by the Committee.
7. Framing, recommending to the Board and implementing, on behalf of the Board and on behalf of the Shareholders, policy on remuneration of Directors, Key Managerial Personnel (KMP) & other Employees, including ESOP, pension rights and any other compensation payment.
8. To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors and KMP of the quality required to run the Company successfully.
9. To ensure that relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
10. To ensure that remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
11. Considering, approving and recommending to the Board changes in designation and increase in salary of the Directors, KMP and other employees.
12. Framing the Employees Share Purchase Scheme / Employees Stock Option Scheme and recommending the same to the Board/ shareholders for their approval and implementing/ administering the scheme approved by the shareholders.
13. Suggesting to Board/ shareholders changes in the ESOPS/ ESOS.
14. Deciding the terms and conditions of ESOPS.

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.

#### **Terms and Conditions of Appointment of Independent Directors**

The Independent directors is choosen keeping in view strategy, business leadership, knowledge of law, finance, sales or marketing, experience in biotech industry etc.



The independent directors have confirmed that they meet the criteria of independence as laid down under the Act and applicable Rules and Regulations.

The independent directors were appointed for a period of 5 years in the AGM held in 2014.

The independent directors attended the familiarisation programme and all directors spent 2 hours each at the programme. The relevant details are available at the website of the company [www.titanbiotechltd.com](http://www.titanbiotechltd.com)

• **Directors’ and Key Managerial Personnel Remuneration**

The remuneration paid to Mr. Naresh Kumar Singla, Managing Directors during the year from 01.04.2018 to 31.03.2019 was Rs.42,00,000/- (Rs. Forty Two Lacs Only). The remuneration paid to Mr. Suresh Chand Singla, Managing Directors during the year from 01.04.2018 to 31.03.2019 was Rs. 42,00,000/- (Rs. Forty Two Lac Only). The remuneration paid to Managing Directors is fixed and no variable component is payable. The severance fees is 3 months’ notice or salary in lieu thereof and no other compensation or amount is payable for severance.

The details of remuneration paid to the Managing Director during the Financial Year ended 31st march 2019 are given below:

Name	Salary	Bonus	Stock option	Performance linked Incentives	Pension	Perquisites and retirement Benefits As Per Income Tax Rules	Total
Mr. Naresh Kumar Singla	4200000	Nil	Nil	Nil	Nil	Nil	4200000
Mr. Suresh Chand Singla	4200000	Nil	Nil	Nil	Nil	Nil	4200000

The severance fees for Managing Directors Employment is 3 months’ notice or salary in lieu thereof and no other compensation or amount is payable for severance.

Non Executive Directors are not paid any Sitting Fees or any remuneration. The provision regarding criteria of payment of remuneration, break up of remuneration, fixed or variable component of remuneration to Non-Executive Directors is not applicable since no remuneration is paid.

The remuneration paid to Mr. Charanjit Singh, Company Secretary during the year was Rs.13, 48,481 /- (Thirteen Lac Forty Eight Thousand Four Hundred Eighty One Only) and Mr. Prem Shankar Gupta, CFO was Rs. 10, 63,493/- (Ten Lac Sixty Three Thousand Four Hundred Ninety Three Only).

• **Stakeholders Relationship Committee.**

The Board had delegated the power to attend investor complaints to Stakeholders Relationship Committee. The Stakeholders Relationship Committee met seventeen times upto 31st March, 2019 i.e. on 10th April, 2018, 24th April, 2018, 11th June, 2018, 31st July, 2018, 8th August, 2018, 29th August, 2018, 12th September, 2018, 21st September, 2018, 13th October, 2018, 24st



November, 2018, 8th December, 2018, 24th December, 2018, 7th January, 2019, 22nd January, 2019, 8th February, 2019, 25th February, 2019 and 12th March, 2019. The attendance of the Members of Share Transfer & Stakeholders Relationship Committee was as under:

Name	Categories	No. of Meetings
Mr. Suresh Chand Singla	Managing Director	16
Mr. Naresh Kumar Singla	Managing Director	17
Mr. Sachin Gupta	Non-Executive Chairman*	17
Mr. Jai Parkash Bansal	Non-Executive Chairman*	1

**Note:** Stakeholders Relationship Committee has been reconstituted on 07/03/2019 and Mr. Jai Parkash Bansal has been offered as a Chairperson of the Company.

- Name And Designation Of Compliance Officer

Charanjit Singh  
Company Secretary

**Mail id:** hrd@titanbiotechltd.com or cs@titanbiotechltd.com

- Complaints by shareholders & their redressal during 01.04.2018 to 31.03.2019. Details Given Below:

Nature of Complaints	Received	Solved
Loss of Share Certificate	1	1
Delay in Transfer of Shares/Non-receipt of shares after Transfer	1	1
Non-receipt of Dividend Warrants	1	1
Non receipt of Shares after rejection of demat request	NIL	NIL
Non Receipt of Annual Report	1	1
Total	4	4

There are no complaints of investors which have not been solved during 2018-19.

## II OTHER DISCLOSURES

### Details of last three Annual General Meetings:

Venue	Date	Time
E-540, Industrial Area, Chopanki, Bhiwadi, Rajasthan	30.09.2016	3.00 P.M
E-540, Industrial Area, Chopanki, Bhiwadi, Rajasthan	29.09.2017	3.00 P.M
E-540, Industrial Area, Chopanki, Bhiwadi, Rajasthan	28.09.2018	3.00 P.M



**Plant Locations**

Plant-I: A-902A, RIICO Industrial Area, Phase-III, Bhiwadi 301019, Rajasthan.

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

**Address for Correspondence:**

903-909, Bigjos Tower, Netaji Subhash Place, New Delhi 110034

**Special Resolution passed in AGM held on 30.09.2016**

Item No. 6 Borrowing of Money beyond paid up capital and free reserves and creation of charges on company property

**Special Resolutions Passed in AGM held on 30.09.2017**

Item No. 6 Remuneration Increase of Mr. Naresh Kumar Singla, MD

Item No. 7 Remuneration Increase of Mr. Suresh Chand Singla, MD

Item No. 8 Preferential Issue of Equity Shares

**Special Resolutions passed in AGM held on 29.09.2018**

Item No. 5 Borrowing of Money for the purpose of business of Company

Item No. 6 Authorisation for Loans u/s 185 of Companies Act, 2013

Item No. 7 Inter Corporate Loans and Investments u/s 186 of Companies Act, 2013

Item No. 8 Approval for Related Party Transactions

Item No. 9 Reappointment of Mr. Suresh Chand Singla, MD

Item No. 10 Reappointment of Mr. Naresh Kumar Singla, MD

Item No. 11 Preferential Issue of Equity Shares

Whether any special resolution were put through Postal Ballot in last year: No.

Person who conducted the postal ballot exercise: NA

Whether any special resolution is proposed to be conducted through postal ballot: No

**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. 2018-19 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	No. 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
Whether it also displays official news release	No
Presentation Made to Institutional Investors or to the analysts	No

<b>ANNUAL GENERAL MEETING</b>	30th September 2019
<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, 2019	Second Week of August' 2019
Financial Reporting for the quarter ending September 30, 2019.	Second Week of November 2019
Financial Reporting for the quarter ended December 31, 2019	Second Week of February, 2020
Financial Reporting for the year ending March 31, 2020	End of May, 2020
Annual General Meeting for the year 2020	September' 2020

• **DATES OF BOOK CLOSURE**

From the 24th September, 2019 to 30th September, 2019 (both days inclusive).

• **OUTSTANDING ADR'S/GDR'S/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY**

Not applicable.

• **COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES**

The Company does not have any exposure hedged through commodity derivatives. The details of





foreign currency exposure are disclosed in Note to the Annual Financial Statements.

• **DIVIDEND**

The Directors have not recommended any dividend on Equity Shares for the Financial Year 2018-2019.

• **STOCK EXCHANGES**

Name and Address of Stock Exchange  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai.

**Scrip Code: 524717**

Listing fees has been paid to the Stock Exchange where shares of company are listed.

- **SEBI toll-free helpline service for investors: 1800 22 7575 or 1800 266 7575(available on all days from 9:00 a.m. to 6:00 p.m. excluding declared holidays).**

**SHARE TRANSFER SYSTEM**

M/s Beetal Financial & Computer Services Private Limited has been assigned to perform functions of Registrar & Share 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-18	66.50	60.00
May-18	68.00	51.05
Jun-18	59.00	48.90
Jul-18	57.95	49.10
Aug-18	57.80	48.00
Sep-18	55.70	44.15
Oct-18	50.45	39.25
Nov-18	53.95	41.05
Dec-18	53.50	46.25
Jan-19	54.40	46.50
Feb-19	52.80	44.00
Mar-19	49.60	42.30



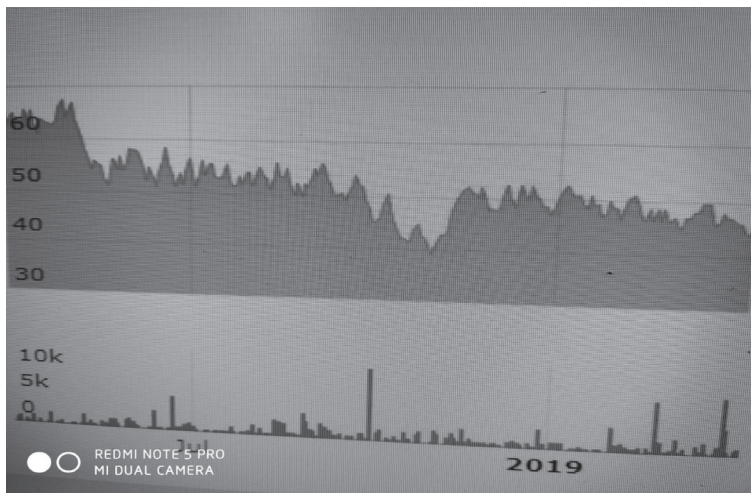
**DEMATERIALIZATION OF SHARES AND LIQUIDITY**

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 31st March, 2019, 71,66,033 i.e. 86.71% 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 dematerialized during 2018-2019 : 952430 shares
- \* Total No. of shares rematerialised during year ended 31.03.19 : NIL
- \* Total No. of shares transferred during 2018-19 (physical) : 6100 shares
- \* Total No. of shares transmitted during 2018-19(physical) : NIL
- \* No. of shares pending for transfer as on 31.03.2019 : NIL
- \* No. of shares pending for dematerialisation : NIL

Comparison Chart of Company Prices and BSE Sensex



**Declaration under Regulation 34(3) and 53(F) of SEBI Regulations & Schedule V part D of Companies Act, 2013**

Declaration 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 31st March, 2019 is attached with this report.

**SHAREHOLDING PATTERN AS ON 31.03.2019**

Sl. No.	Category	No. of Shareholders	% age	No. of Equity Shares	% age
1.	Resident Individuals	8075	98.16	1776430	21.50
2.	Indian Companies	54	0.66	2234675	27.04
3.	HUF	55	0.67	68633	0.83
4.	Indian Promoters	13	0.16	4089805	49.49
5.	NRIs/OCBs/FIIs/FCs	23	0.28	11610	0.14
6.	Clearing House/Members In Transit/Custodians/Employee Benefit Trust	5	0.06	1155	0.01
7.	Investor Education and Protection Fund	1	0.01	81392	0.99
	<b>Total</b>	<b>8226</b>	<b>100.00</b>	<b>8263700</b>	<b>100.00</b>

- Distribution of Shareholding as on 31.03.2019

Sl. No.	Category	No. of Holders	Percentage of Holders	Holding (Nos.)	Percentage
1.	1-2000	8134	98.95	1480694	17.92
2.	2001-4000	46	0.49	124341	1.51
3.	4001-10000	23	0.31	154891	1.87
4.	10001& above	23	0.25	6503774	78.70
	<b>Total</b>	<b>8226</b>	<b>100.00</b>	<b>8263700</b>	<b>100.00</b>

**REGISTRAR AND SHARE TRANSFER AGENT**

Address of the Registrar & Share Transfer Agent for correspondence: Beetal Financial & Computer Services Private Limited 99, Madangir, behind LSC, Near Dada Harsukhdas Mandir, New Delhi 110062. Phone Nos. 29961281-83.

**PARTICULARS OF DIRECTORS WHO ARE SEEKING FOR THE APPOINTMENT/REAPPOINTMENT**

Name of Director	Mrs. Manju Singla	Mr. Jai Parkash Bansal	Mrs. Rekha Dalmia
DIN	00027790	01499470	08369528
Date of Appointment	23/06/2001	07/03/2019	20/03/2019
Educational Qualifications	B.COM	MBA	M.SC



Experience and Expertise in specific Functional Area	Marketing of goods, presentations, product promotion	Experience in Trading Business in various domain from 31 year and also in marketing From Last 11 years, he was involved in Retail trade of Medicine and other Pharmaceutical Products	She completed her M.SC from Maharshi Dayanand University, Rohtak and having an enrich experience in the field of Science and Technology.
Terms and Conditions of appointment	Appointed as director liable to retire by rotation	Appointment as an Independent Director for 5 consecutive years up to September 30, 2024	Appointment as an Independent Director for 5 consecutive years up to September 30, 2024
Remuneration Last Drawn	NA	NA	NA
Shareholding of Directors in our co. as on 31.03.2019	71210	Nil	Nil
Relationship with other directors and KMPs of the Company	Wife of Mr. Suresh Chand Singla	None	None
No. of Meetings of Board attended during the year	14	2	1
Other Directorships	Titan Biotech Ltd. Titan Securities Limited	Arpee Associates Private Limited Amar Education Network Limited Peptech Biosciences Limited	None
Chairman/ Member of the Committees of Board of Directors of Indian Companies	Membership in 2 companies	Membership of 3 Committee and Chairmanship in 2 Committee	Membership of 2 Committee and Chairmanship in one Committee



## **SUBSIDIARY COMPANIES - MONITORING FRAMEWORK**

The Company monitors performance of its subsidiary companies, inter-alia, by the following means:

- The Audit Committee reviews financial statements of the subsidiary companies, along with investments made by them, on a quarterly basis.
- The Board of Directors reviews the Board meeting minutes and statements of all significant transactions and arrangements, if any, of subsidiary companies.

The subsidiary namely M/s Peptech Biosciences Limited does not qualify under Material Subsidiary of Company.

## **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 Related Party Transactions are shown separately in Notes to the accounts annexed to the Balance Sheet and Profit and Loss Account of Company. The Policy is disclosed on the website of the Company [www.titanbiotechltd.com](http://www.titanbiotechltd.com).

### **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 in the website of the company at [www.titanbiotechltd.com](http://www.titanbiotechltd.com).

### **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.

**Disclosure under Sexual Harrassment of Women at the workplace (Prevention, Prohibition and Redressal) Act, 2013**

At Titan Biotech Limited all employees are equal irrespective of their Gender. There is no discrimination between an individual on the basis of sex, colour, religion, etc. The Company has in place Prevention of Sexual Harassment Policy in line with the applicable Act. The Committee on Sexual Harassment has not received any complaint during the year 2018-19.

No of Complaint filed during the Financial year	No of Complaint disposed of during the Financial year	No of Complaints pending as on end of the Financial year
Nil	Nil	Nil

**Compliance Status of Mandatory Requirement**

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

**Compliance Status of Non-Mandatory Requirement**

The Company have not been adopted the requirement as specified in Part E of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

**Certificate from Company Secretary in Practice for No Disqualification from Directorship**

Company receive a certificate state that none of the Directors on the Board of the Company have been debarred or Disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority attached with this report.

**Fee paid to Statutory Auditors**

As per schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the total fee paid to statutory Auditor Rs. 1,76,700 including Rs. 76700 in Titan Securities Limited.

**Any Material Order or Strictures against the Company**

The Company has not received any material order or strictures against it during the year 2018-19 which affect the going concern or its future business operations.

**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).



Following are the list of policies adopted by the Board:-

1. Policy on Material Subsidiary
2. Policy on Succession Planning For the Board And Senior
3. Vigil Mechanism Policy
4. Risk Management Policy
5. Policy on Related Party Transactions
6. Policy on Preservation of Documents
7. Policy on Disclosure of Material Events or Information
8. Policy on Board Diversity
9. Policy For Prevention of Sexual Harassment
10. Nomination And Remuneration Policy
11. Materiality Policy
12. Familiarization Programme For Independent Directors
13. Content Archiving Policy
14. Code of Conduct For Prevention of Insider Trading
15. Code of Conduct For Board of Directors And Senior Management

#### **Compliance with Code of Business Conduct and Ethics**

In accordance with Regulation 17(5)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and Senior Management Personnel of the Company have confirmed compliance with the Code of Business Conduct and Ethics for the financial year ended 31st March, 2019.

#### **CERTIFICATION FOR CORPORATE GOVERNANCE**

Mr. Amit Anand, Practising Company Secretaries, of the Company have verified the compliance of the Corporate Governance by the Company. His certificate is annexed hereinafter.

For Titan Biotech Limited

For Titan Biotech Limited

Naresh Kumar Singla  
Managing Director

Suresh Chand Singla  
Managing Director

Date: 02.09.2019  
Place: Delhi



**CERTIFICATE ON CORPORATE GOVERNANCE**

To,

**The Members**

**Titan Biotech Limited**

**A-902A, RIICO Industrial Area, Phase-III,**

**Bhiwadi- 301019, Rajasthan**

I have examined the Compliance of conditions of Corporate Governance by Titan Biotech Limited, for the year ended March 31st, 2019 as stipulated under Regulations 17 to 27 and clause (b) in the stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as referred to in Regulation 15(2) of the Listing Regulations for the period 1st April, 2018 to 31st March, 2019.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to procedures, and implementation thereof, adopted by the company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion, and to the best of my opinion and according to the explanation given to me, I certify that the company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015

I state that all investor, grievances were redressed within 30 days of lodgment of grievances and as on 31.03.2019 no investor Complaint is pending against the Company as per the records maintained by the Stakeholders Relationship Committee.

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

For Amit Anand, Practicing Company Secretary

Place: Delhi  
Date: 02.09.2019

Amit Anand  
ACS: 13409  
COP No.17101





## **CFO/CEO CERTIFICATION**

**To,  
The Board of Directors of  
Titan Biotech Limited.**

**We hereby certify to the Board that**

1. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
  - (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - (b) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee
  - (a) significant changes in internal control over financial reporting during the year
  - (b) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements and
  - (c) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

for Titan Biotech Limited

Date:29.05.2019  
Place: New Delhi

Prem Shankar Gupta  
Chief Financial Officer



## **DECLARATION**

It is hereby declared and confirmed that the Board of Directors, Key Managerial Personnel and the Senior Management have confirmed compliance of Code of Conduct

For Titan Biotech Limited

Suresh Chand Singla  
Managing Director

For Titan Biotech Limited

Naresh Kumar Singla  
Managing Director

Date: 02.09.2019

Place: New Delhi

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## **CERTIFICATE FOR NO DISQUALIFICATION FROM DIRECTORSHIP**

To,  
The Members  
Titan Biotech Limited  
A-902A, RIICO Industrial Area, Phase-III,  
Bhiwadi- 301019, Rajasthan

I have examined the Compliance of conditions of Corporate Governance for Titan Biotech Limited, for the year ended March 31st, 2019.

There has been change in management in your Company during the year 2018-2019.

I state that during the year 2018-2019 none of the Directors on the Board of the Company have been debarred or Disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority.

For Amit Anand, Practicing Company Secretary

Place: Delhi

Date: 02.09.2019

Amit Anand  
ACS: 13409  
COP No.17101

**TITAN BIOTECH LIMITED****Regd. Office:** A-902A, RIICO Industrial Area, Phase-III, Bhiwadi, Rajasthan**CIN:** L74999RJ1992PLC013387, **Ph.:** 011- 27355742, 27677960 27674615, **Fax:** +91-11-47619811,**Email:** cs@titanbiotechltd.com**DIRECTORS REPORT**

To,

**The Members,**

Your Directors have pleasure in presenting their 27th Annual Report and Audited Accounts of the Company for the year ended 31st March, 2019.

**FINANCIAL SUMMARY AND HIGHLIGHT OF FINANCIAL RESULTS:**

Particulars	(Amt. in Lakhs of Rupees)			
	Standalone		Consolidated	
	Current Year 2018-2019	Previous Year 2017-18	Current Year 2018-19	Previous Year 2017-18
Sales	5889.17	5597.56	6559.45	5782.04
Profit for the year before interest, depreciation and tax	806.99	703.22	954.55	742.08
Less: Interest	203.69	235.21	228.99	238.93
Less: Depreciation	167.71	90.73	171.15	93.19
Profit/Loss before tax	435.58	377.26	554.40	409.96
Provision for Taxation	127.55	137.12	163.18	143.17
Profit/Loss after Tax	308.04	240.13	391.22	266.79
Surplus brought forward from Previous Year	1154.39	984.11	1279.55	1082.61
Profit available for Appropriations	1462.43	1154.39	1670.78	1349.41
Proposed Dividend including Tax	0.00	69.85	0.00	69.85
Balance Carried to Balance Sheet	1462.43	1154.39	1670.78	1349.41

**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. 5889.17 lakhs as compared to turnover of Rs. 5597.56 lakhs in the last financial year and earned Net Profit before tax of Rs. 435.58 lakhs as compared to Rs. 377.26 lakhs during the last financial year. The Nature of business continues to be manufacturing and sale of biotech products.

**CONSOLIDATION OF FINANCIAL STATEMENTS**

The Financial statements have been prepared in accordance with Indian Accounting Standards. 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 14 (Fourteen) times during 2018-19. The details of the meetings attended by each director is provided in the Corporate Governance Report attached to the directors' report. The Board met fourteen times during the year 2018-19, on 23.04.2018, 15.05.2018, 29.05.2018, 23.07.2018, 07.08.2018, 01.09.2018, 13.10.2018, 29.10.2018, 13.11.2018, 05.12.2018, 28.01.2019, 11.02.2019, 07.03.2019 and 20.03.2019.

<b>Name of Director</b>	<b>Status</b>	<b>No. of Board Meeting Attendent during 2018-19</b>
Mr. Naresh Kr. Singla	Managing Director	12
Mr. Suresh Chand Singla	Managing Director	11
Mrs. Manju Singla	Non-Executive Woman Director	14
Mr. Sachin Gupta	Non-Executive Independent	14
Mr. Hitesh Kohli	Non-Executive Independent	7
Mr. Praveen Somani	Non-Executive Independent	6
Mr. Parvesh Goel	Non Executive Independent	7
Mr. Raja Singla	Non Executive Director	14
Ms. Supriya Singla	Non Executive Director	14
Mr. Jai Parkash Bansal	Non-Executive Independent	2
Mrs. Rekha Dalmia	Non-Executive Independent	1

**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 2018-19, on 29th May, 2018, 7th August, 2018, 13th November, 2018, and 11th February, 2019. The attendance of the Audit Committee Members was as under.

<b>Name</b>	<b>Category</b>	<b>No. of Meeting(s) Attended</b>
Mr. Sachin Gupta	Non-executive Chairman	4
Mr. Hitesh Kohli	Non-executive, Independent	3
Mr. Parvesh Goel	Non executive, Independent	3
Mrs. Manju Singla	Non executive	4
Mr. Praveen Somani	Non-executive Independent	2
Mr. Jai Parkash Bansal	Non-Executive Independent	0
Mrs. Rekha Dalmia	Non-Executive Independent	0



The committee was reconstituted on 7th March, 2019 after the resignation of Mr. Hitesh Kohli on 07.03.2019 and Mr. Sachin Gupta on 20.03.2019. Further, Mr. Jai Parkash Bansal was appointed as Director with effect from 07.03.2019 and Ms. Rekha Dalmia was appointed as Director with effect from 20.03.2019. The details of Reconstituted Remuneration Committee is as under:

<b>Name</b>	<b>Category</b>
Mr. Parvesh Goel	Non-executive, Independent
Mrs. Manju Singla	Non-executive, Woman Director
Mr. Praveen Somani	Non-executive, Independent
Mr. Jai Parkash Bansal	Non-executive Chairman
Mrs. Rekha Dalmia	Non-executive, Independent

**The role of Audit Committee includes the following:**

1. Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board the appointment, re-appointment, terms of appointment/ reappointment and, if required, the replacement or removal of the Statutory Auditor and the fixation of audit fees/remuneration.
3. Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
4. Reviewing, with the Management, the Annual Financial Statements before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Sub- Section (5) of Section 134 of the Companies Act, 2013. Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on the exercise of judgement by the Management.
  - Significant adjustments made in the financial statements arising out of audit findings.
  - Compliance with listing and other legal requirements relating to financial statements.
  - Disclosure of any related party transactions.
  - Qualifications in the draft audit report.
5. Review/examine, with the Management, the quarterly/year to date financial statements and auditor's report thereon, before submission to the Board for approval.
6. Reviewing with the Management, the financial statements of subsidiaries and in particular the investments made by each of them.



7. Reviewing/Monitoring, with the Management, the statement of uses/application/end use of funds raised through an issue (public issue, rights issue, preferential issue, etc.) and related matters, the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of the proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
8. Reviewing/evaluating, with the Management, performance of Statutory and Internal Auditors, internal financial controls, risk Management system and adequacy of the internal control systems.
9. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
10. Discussion with Internal Auditors any significant findings and follow-ups there on.
11. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
12. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
13. To look into the reasons for substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
14. To review the functioning of the Whistle- Blower mechanism.
15. Approval of appointment of CFO (i.e. the Whole- Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
16. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
17. Review and monitor the Auditor's independence, performance and effectiveness of Audit process.
18. Approval or any subsequent Modification of transactions of the Company with related parties.
19. Scrutiny of inter- corporate loans and investments.
20. Valuation of undertakings or assets of the Company, wherever it is necessary.

Further, the Audit committee is empowered to investigate any activity within its terms of reference, seek information

it requires from any employee, obtain outside legal or other independent professional advice and secure attendance of outsiders with relevant expertise, if considered necessary. Apart from the above, the Audit Committee also exercises the role and powers entrusted upon it by the Board of



Directors from time to time. Dabur has systems and procedures in place to ensure that the Audit committee mandatorily reviews:

- Management Discussion and Analysis of financial conditions and results of operations.
- Statement of significant Related Party Transactions (as defined by the Audit Committee), submitted by Management.
- Management letters / letters of internal control weaknesses issued by the Statutory Auditors.
- Internal audit reports relating to internal control weaknesses.
- Appointment, removal and terms of remuneration of the Chief Internal Auditor.
- Statement of deviations:

The Committee comprises of four Independent Directors. The Management is responsible for the Company's internal financial controls and financial reporting process. The Independent Auditors are responsible for performing an independent audit of the Company's financial statements in accordance with the Indian Accounting Standards (Ind AS) and for issuing a report thereon.

The Committee is responsible for overseeing the processes related to financial reporting and Information dissemination.

In this regard, the Committee discussed with the Statutory Auditors the overall scope for their audit. The Management presented to the Committee the Company's financial statements and also represented that the Company's financial statements had been drawn in accordance with the Ind AS. Based on its review and discussions conducted with the Management and the Independent Auditors, the Audit Committee believes that the Company's financial statements are presented in conformity with Ind AS in all material aspects.

The Committee has reviewed Statement of Contingent Liabilities, Management Discussion and Analysis, Financial Statements of subsidiary Companies, Investments made by Subsidiary Companies, Directors' Responsibility Statement, Financial Results and Draft Audit/ Limited Review Report thereon, Financial Statements and Draft Auditors' Report, approval (including modification, if any) and review of Related Party Transactions and scrutinized inter corporate loans and investments of the Company.

The Committee also approved the Capex proposals during the Financial Year 2018-19. Complaints received under Whistle-Blower Policy/ Vigil Mechanism were also monitored by the Committee. The Committee affirms that in compliance with the Whistle-Blower Policy/ Vigil Mechanism no personnel had been denied access to the Audit Committee.

The Committee has appointed M/s Prem Mishra & Co. as Internal Auditors of the Company for the period from 1st April, 2017 to 31st March, 2019 and discussed and approved their audit plan. and approved their scope of work.

Remuneration of Statutory Auditors for FY 18-19 was also approved.



In conclusion, the Committee is sufficiently satisfied that it has complied with the responsibilities as outlined in the Audit Committee's responsibility statement.

- **Remuneration Committee**

The Remuneration Committee met once in the year 2018-19 on 01.04.2018 during the last year. The attendance of members of Remuneration Committee was as under:-

<b>NAME</b>	<b>CATEGORY</b>	<b>No. of Meeting(s) Attended</b>
Mr. Sachin Gupta	Non-executive Chairman	1
Mr. Hitesh Kohli	Non-executive, Independent	1
Mr. Parvesh Goel	Non-executive, Independent	0
Mr. Praveen Somani	Non executive, Independent	1
Mrs. Manju Singla	Non executive, Woman Director	1
Mr. Jai Parkash Bansal	Non-executive Independent	0
Ms. Rekha Dalmia	Non-executive, Independent	0

The committee was reconstituted on 20th March, 2019 after the resignation of Mr. Hitesh Kohli on 07.03.2019 and Mr. Sachin Gupta on 20.03.2019. Further, Mr. Jai Parkash Bansal was appointed as Director with effect from 07.03.2019 and Ms. Rekha Dalmia was appointed as Director with effect from 20.03.2019. The details of Reconstituted Remuneration Committee is as under:

<b>NAME</b>	<b>CATEGORY</b>
Mr. Jai Parkash Bansal	Non-executive Chairman
Ms. Rekha Dalmia	Non-executive, Independent
Mr. Parvesh Goel	Non-executive, Independent
Mr. Praveen Somani	Non-executive, Independent
Mrs. Manju Singla	Non-executive, Woman Director

**The roles and responsibilities of the Committee include the following:**

1. Formulate the criteria for determining qualifications, positive attributes and independence of a Director.
2. Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal.
3. Formulate the criteria for evaluation of Director's and Board's performance and to carry out the evaluation of every Director's performance.
4. Devising a policy on Board diversity.
5. To engage the services of consultants and seek their help in the process of identifying suitable person for appointments to the Board.





6. To decide the remuneration of consultants engaged by the Committee.
7. Framing, recommending to the Board and implementing, on behalf of the Board and on behalf of the Shareholders, policy on remuneration of Directors, Key Managerial Personnel (KMP) & other Employees, including ESOP, pension rights and any other compensation payment.
8. To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors and KMP of the quality required to run the Company successfully.
9. To ensure that relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
10. To ensure that remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
11. Considering, approving and recommending to the Board changes in designation and increase in salary of the Directors, KMP and other employees.
12. Framing the Employees Share Purchase Scheme / Employees Stock Option Scheme and recommending the same to the Board/ shareholders for their approval and implementing/ administering the scheme approved by the shareholders.
13. Suggesting to Board/ shareholders changes in the ESPS/ ESOS.
14. Deciding the terms and conditions of ESPS.

### **Stakeholder Relationship Committee**

The Board had delegated the power to attend investor complaints to Stakeholders Relationship Committee. The Stakeholders Relationship Committee met 17 times upto 31st March, 2019 i.e. on 10th April, 2018, 24th April, 2018, 11th June, 2018 31st July, 2018, 8th August, 2018, 29th August, 2018, 12th September, 2018, 21st September, 2018, 13th October, 2018, 24th November, 2018, 8th December, 2018, 24th December, 2018, 7th January, 2019, 22nd January, 2019, 8th February, 2019, 25th February, 2019 and 12th March, 2019. The attendance of the Members of Stakeholders Relationship Committee was as under:

<b>Name</b>	<b>Categories</b>	<b>No. of Meetings</b>
Mr. Suresh Chand Singla	Managing Director	15
Mr. Naresh Kumar Singla	Managing Director	14
Mr. Sachin Gupta	Non-Executive Chairman*	16
Mr. Jai Parkash Bansal	Non-Executive Chairman*	1

Stakeholders Relationship Committee has been reconstituted on 07/03/2019 and Mr. Jai Prakash Bansal has been offered as a Chairperson of the Company:

<b>Name</b>	<b>Categories</b>
Mr. Suresh Chand Singla	Managing Director
Mr. Naresh Kumar Singla	Managing Director
Mr. Jai Parkash Bansal	Non-Executive Chairman



## **MEETING OF INDEPENDENT DIRECTORS**

A Meeting of the Independent Directors was held on 25/03/2019. 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**

No dividend was recommended for the financial year ended 31.03.2019.

## **TRANSFER TO RESERVES**

A Sum of Rs. 308.04 Lakhs was transferred to General Reserves out of the Profits for the Current year and the Reserves and Surplus increased from Rs. 1154.39 Lakhs to Rs. 1462.43 Lakhs.

## **DETAILS OF FAMILARISATION 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.

## **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**

Mrs. Manju Singla shall retire in this Annual general meeting and being eligible offers herself for



re-appointment. Mr. Jai Parkash Bansal who was appointed as Additional Director with effect from 07.03.2019 and it is proposed to appoint him as Independent Director for a period of 5 years. Further, Ms. Rekha Dalmia was appointed as Additional Director with effect from 20th March, 2019 and it is propose to appoint her as independent director for a period of 5 years. The details of remuneration of directors may be referred to in the Corporate Governance Report.

All the independent directors namely Mr. Jai Parkash Bansal, Mr. Praveen Somani, Mr. Parvesh Goel and Ms. Rekha Dalmia had furnished a statement of declaration to be given by independent directors under sub section (6) of Section 149 of Companies Act, 2013. Mr. Sachin Gupta and Mr. Hitesh Kohli had earlier furnished a statement of declaration to be given by independent directors under sub section (6) of Section 149 of Companies Act, 2013. Out of the Above directors Mr. Sachin Gupta resigned on 20th March, 2019 and Mr. Hitesh Kohli resigned on 7th March, 2019.

### **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 31st March, 2019 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 31st March, 2019 on a going concern basis.
- (5) the directors had laid down se 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 29.05.2018, 07.08.2018, 13.11.2018 and 11.02.2019.
- 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 SEBI Regulations as well as in Sec. 177 of the Companies act, 2013.

#### **AUDITORS**

The Shareholders had re-appointed M/s Sunita Agrawal & Company as Statutory Auditor of the company upto 31st Annual General Meeting of the Company.

#### **STATUTORY AUDITORS' REMARK**

The observation made by the Statutory Auditors with reference to notes on the accounts for the year under report are self explanatory.

#### **SECRETARIAL AUDITORS' REMARK**

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 foreign exchange inflows of Rs. 1390.10 lakhs and foreign exchange outflows of Rs. 2050.01 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

There was no presentation to Institutional Investors & analyst during 2018-19.

#### **Plant Locations**

- Works and Registered Office  
A-902A, RIICO Industrial Area, Phase-III, Bhiwadi, Rajasthan.
- E-540, Industrial Area, Chopanki, Bhiwadi, Rajasthan.

#### **SHARE CAPITAL**

The company, during the financial year under review has issued 525,000 shares (Preferential Basic) and the Paid up share capital of the company stands at Rs. 82,637,000/- and authorized share capital of the company stands at Rs. 100,000,000/-.

#### **WOMAN DIRECTOR**

Pursuant to section 149 of the Companies Act, 2013 read with Companies (Appointment and



Qualification of Directors) Rules, 2014, the company is required to comply with the provisions of woman director as the company is a listed public Company. Currently Company have Mrs. Manju Singla, one woman Director in their Board.

### **Material Changes and Commitment**

There are some material changes and commitments occurred, which affect the financial position of the Company, from the last financial year to end of the financial year of the Company to which the financial statements relate and the date of the report. Stakeholders are advice to refer note standalone financial statement for the year ended March, 31st 2019 as included in this annual report. For more clarity kindly go through Note no. 41 of standalone financial statement for the year ended March, 31st 2019.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

Your directors confirm that no significant and/or material order(s) had been passed against the Company during the financial year 2018-19, which may adversely impact the status of ongoing concern and operations in future.

### **DETAILS OF FRAUD REPORTED BY AUDITORS**

No fraud has been noticed or reported by the Auditor as per Section 134 (3) (ca) of the Companies Act, 2013 read with Companies (Amendment) Act, 2015.

### **SECRETARIAL AUDIT REPORT OF ITS MATERIAL UNLISTED SUBSIDIARIES**

As per regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and Circular No.: CIR/CFD/CMD1/27/2019 dated 08/02/2019 Every listed entity and its material unlisted subsidiaries incorporated in India shall undertake secretarial audit and shall annex with its annual report, a secretarial audit report, given by a company secretary in practice.

During the year Peptech Bioscience Limited become Material Unlisted Subsidiaries. A secretarial audit report of Peptech Bioscience Limited is a part of this report as an Annexure-5

### **ADOPTION OF POLICIES**

The Board has adopted the new/amended policies upto the date of Annual General Meeting. Following are the list of policies adopted by the Board:-

1. Policy on Material Subsidiary
2. Policy on Succession Planning For The Board And Senior
3. Vigil Mechanism Policy
4. Risk Management Policy
5. Policy on Related Party Transactions
6. Policy on Preservation of Documents
7. Policy on Disclosure of Material Events or Information
8. Policy on Board Diversity
9. Policy For Prevention of Sexual Harassment
10. Nomination And Remuneration Policy



11. Materiality Policy
12. Familiarization Programme For Independent Directors
13. Content Archiving Policy
14. Code of Conduct For Prevention of Insider Trading
15. Code of Conduct For Board of Directors And Senior Management

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

### **CHANGE IN DIRECTORS AND KEY MANAGERIAL PERSONNEL**

There was a change in the composition of the Board of Directors and Key Managerial Personnel of the company during the year 2018-2019.

1. Mr. Sachin Gupta and Mr. Hitesh Kohli was resigned from the board on 20/03/2019 and 07/03/2019.
2. Mr. Jai Parkash and Mrs. Rekha Dalmia was appointed on the Board on 07/03/2019 and 20/03/2019.
3. Reappointed of Mr. Suresh Chand Singla and Mr. Naresh Kumar Singla as a Managing Director on the Annual General Meeting of Company held on 28/09/2019.
4. To appoint Ms. Supriya Singla, who retire by rotation at the Annual General Meeting dated 28/09/2019 offer herself for reappointment.
5. Mr. Raja Singla was resigned from the Board on 18/07/2019.
6. Mr. Praveen Somani was appointed on the Board as Independent Director on 01/10/2014 upto 30/09/2019. The term of appointment will be expire on this Annual General Meeting i.e 30/09/2019. Mr. Praveen Somani does not show any further interest for working as an Independent Director after expiry of this term.
7. Mr. Parvesh Goel was appointed on the Board as Independent Director on 01/10/2014 upto 30/09/2019. The term of appointment will be expire on this Annual General Meeting i.e 30/09/2019. Mr. Parvesh Goel does not show any further interest for working as an Independent Director after expiry of this term.

### **Change in Nature of Business**

There was no change in nature of business of company during the financial year ended 31st March, 2019.

### **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**

During the year under review, the subsidiary of company namely Peptech Biosciences Limited took registration for various products. The Subsidiary company generated revenue of Three Crores and the company expect to perform better in the coming years. The information in prescribed form of the performance and financial position of Peptech Biosciences Limited 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 2018-19.

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 Policy**

Pursuant to Section 134(3)(n) of the Companies Act, 2013 & SEBI Regulations, the Company has laid down Risk Management Policy to inform Board members about the risk assessment and minimization procedures. The Board of Directors don't foresee any elements of risk, which in its opinion, may threaten the existence of the Company. The Company is aware of the risks associated with the business. It regularly analyses and takes corrective actions for managing / mitigating the same. The Company's Risk management framework ensures compliance with the provisions of Regulation 17(9) of the Listing Regulation and has institutionalized the process for identifying, minimizing and mitigating risks which is periodically reviewed.

**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.

### **Secretarial Standards**

The Company has adopted Secretarial Standards issued by the Institute of Company Secretaries of India.

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

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

### **Extract of Annual Return**

Extract of Annual Return has been placed on the website of the company at [www.titanbiotechltd.com](http://www.titanbiotechltd.com) 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 -2 .

### **Nomination and Remuneration Policy**

The nomination and remuneration policy of Titan Biotech Limited for directors' appointment and remuneration is attached as Annexure-3.

### **ANNUAL SECRETARIAL COMPLIANCE REPORT**

As per the recommendation from the Committee on Corporate Governance, constituted under the Chairmanship of Shri Uday Kotak, in its report dated October 05, 2017, and Circular No.CIR/CFD/CMD1/27/2019 dated 08/02/2019, annual secretarial compliance report as per format prescribed by the SEBI shall be submitted by the PCS on compliance of all applicable SEBI Regulations and circulars/ guidelines issued thereunder, consequent to which, the PCS require to submit a report to the listed entity.

Annual Secretarial Compliance Report of Titan Biotech Ltd is a part of this report as an Annexure-4.

### **SECRETARIAL AUDIT REPORT**

Secretarial Audit Report has been issued by Mr. Amit Anand, Practicing Company Secretary regarding compliance of various laws is also annexed hereto as Annexure-6

### **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.





**FORM A**

Disclosures of particulars with respect to Conservation of Energy.

**1. CONSERVATION OF ENERGY**

- i. In Order to save power the Company continued to install LED Lights in place of Normal Lights.
- ii. Installed energy efficient pumps in place existing traditional pumps.

**2. IMPACT OF ABOVE MEASURES:**

Implementation of Energy Conservation measures have resulted –

- i. In reduction of energy cost and thereby production cost.
- ii. In the increase of awareness in the employees.

**3. Steps taken by the Company for utilizing alternate sources of energy:**

The Company has taken adequate steps and have tried generation of electricity through Generator, Coal and LDO.

Disclosures of particulars with respect to Conservation of Energy.

**A. POWER AND FUEL CONSUMPTION**

	PARTICULAR	CURRENT YEAR	PREVIOUS YEAR
		31.03.2019	31.03.2018
1.	<b>Electricity</b>		
	a) Purchased		
	Unit	1518906	1190274
	Total Amount (in Rs.)	13800854	10608972
	Rate/ Unit (in Rs.)	9.09	8.91
	b) Own Generation		
	Through Diesel Generator	12210	63129
	Units	5.50	5.50
	Units per Ltr. of Diesel	13.27	11.13
	Cost/Unit (in Rs.)		
	c) Through steam turbine/ Generator Units		
	Units per Ltr.	NA	NA
	Fuel oil/gas (in Ltrs.)	NA	NA
	Cost/Unit (in Rs.)	NA	NA



2.	<b>Coal</b>		
	Quantity (Tonnes)	2410.73	1382.15
	Total Cost (in Rs.)	13670418.77	9296773.15
	Average rate per ton (in Rs.)	5670.67	6726.29
3.	<b>Furnace Oil</b>		
	Quantity (Kilo Ltrs.)	NA	NA
	Total Cost (in Rs.)	NA	NA
	Average Rate	NA	NA
4.	<b>LDO For Boiler/Thermic F Heater</b>		
	HSD for Boiler (Amount)	1458409	6324378
	No. of Hrs. TFH Run	666	3443
	Steam Generated	Nil	
5	<b>Other/ Internal Generation</b>		
	Quantity	NA	NA
	Total Cost	NA	NA
	Rate/Unit	NA	NA

**CONSUMPTION PER UNIT OF PRODUCTION**

S. No.	Units of Products		Current Year	Previous Year
1.	Electricity	Units/kg	9.09	8.91
2.	LDO	Units/kg	NIL	NIL
3.	Coal	NA	6.45	6.72
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**

Particular	Current Year	Previous Year
a) Capital	Nil	NIL
b) Recurring	346153	914833
c) Total	346153	914833
d) Total R & D Expenditure as a percentage of total turnover	0.06	0.16

**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: Company actively participate in various international exhibitions and conferences. Company representative as authorized by Board or any agreement (formal or informal) pay visit to foreign countries time to time for promotion purpose.

(b) Total Foreign Exchange Earned : Rs. 1390.10 Lakhs

(c) Total Foreign Exchange Used : Rs. 2050.01 Lakhs

For Titan Biotech Limited

For Titan Biotech Limited

Suresh Chand Singla  
Managing Director  
DIN 00027706

Naresh Kumar Singla  
Managing Director  
DIN 00027448

Date: 02.09.2019  
Place: Delhi



## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **Industry Structure & Development**

The global biotechnology market is expected to reach USD 727.10 according to a new report by Grand View Research Inc. The emergence of certain key themes in the biotechnology market is expected to drive growth in this industry to a lucrative extent.

These key themes include regenerative medicine and genetics in diagnostics. Presence of a plethora of companies focusing on the development of regenerative therapies is anticipated to drive sector growth through to 2025. Technological advancements pertaining to the penetration of artificial intelligence in this industry is expected to fuel progress with potential avenues. The companies are engaged in unleashing machine learning in order to understand individual cancer cases, while recommending clinical trials.

### **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 2018-2019 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. 5782.04 lakhs to Rs. 6559.45 Lakhs in consolidated figures whereas in standalone the turnover is 5597.56 lakhs to 5889.17 lakhs. The profitability of the Company also improves with net profit increasing in consolidated figures from Rs. 266.79 Lakhs to Rs. 391.22 lakhs whereas in standalone figures the 240.13 lakhs to 308.03 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 2018-19. The no. of permanent employees on the rolls of Company as on 31st March, 2019 was 226.

**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

For Titan Biotech Limited

Date: 02.09.2019  
Place: Delhi

Suresh Chand Singla  
Managing Director  
DIN 00027706

Naresh Kumar Singla  
Managing Director  
DIN 00027448



**AOC-I**

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**

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

**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, 2019.
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 Lacs Only)
6. Reserves & surplus: 9718897.50/- (Ninety seven Lac Eighteen Thousand Eight Hundred Ninety Seven and fifty Paise Only)
7. Total assets : 63,430,943.94/- (Six Crore Thirty Four Lacs Thirty Thousand Nine Hundred Forty Three and Ninety Four Paise Only)
8. Total Liabilities: 63,430,943.94/- (Six Crore Thirty Four Lacs Thirty Thousand Nine Hundred Forty Three and Ninety Four Paise Only)
9. Investments: Nil
10. Turnover: 101,117,953.74/- (Ten Crore Eleven Lacs Seventeen Thousand Nine Hundred Fifty Three and Seventy Four Paise only)
11. Profit before taxation: 11,882,181.35 (One Crore Eighteen Lacs Eighty Two Thousand One Hundred Eighty One And Thirty Five Paise Only)
12. Provision for taxation: 3,563,197.50/- (One Crore Twenty Seven Lac Fifty Four Thousand Four Hundred Eighty Three and thirty Paise Only)
13. Profit after taxation: 8,318,983.85 (Eighty Three Lacs Eighteen Thousand Nine Hundred Eighty Three and Eighty Five Paise Only)
14. Proposed Dividend: Nil
15. % of shareholding: 53.11% 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**

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

- Names of associates or joint ventures which are yet to commence operations.: NA
- Names of associates or joint ventures which have been liquidated or sold during the year. NA

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

For Sunita Agrawal & Co.

For Titan Biotech Limited

Suresh Chand Singla  
Managing Director

Naresh Kumar Singla  
Managing Director

Charanjit Singh  
CS

Prem S. Gupta  
CFO

Sunita Agrawal  
F. C. A Partner  
M. No. 095196  
Date: 02.09.2019

**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 2018-19

<b>Particulars</b>	<b>Ratio of Median Remuneration</b>
Mr. Suresh Chand Singla, Managing Director	30.06:1
Mr. Naresh Kumar Singla, Managing Director	30.06:1

- (ii) the percentage increase in remuneration of each director, Company Secretary and Chief Financial Officer of the Company during the financial year 2018-19.

<b>Particulars</b>	<b>% increase in remuneration in the financial year</b>
Mr. Suresh Chand Singla, Managing Director	16.67
Mr. Naresh Kumar Singla, Managing Director	16.67
Mr. Prem Shankar Gupta, Chief Financial Officer	10
Mr. Charanjit Singh, Company Secretary	9

- (iii) The percentage increase in the median remuneration of employees in Financial Year: 10%
- (iv) The no. of permanent employees on the rolls of Company as on 31st March, 2019 was 226.
- (v) Average Percentage increase in the salary of employees other than managerial personnel during the financial year 2018-19 was 10.00% as compared to financial year 2017-18 which was 12.00%. 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 reflects the market practice.
- (vi) It is hereby affirmed that the remuneration paid during the year is as per remuneration policy of the company.
- (vii) There was no employee who was in receipt of remuneration above limits provided in Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 or above remuneration paid to the Managing Director or Whole Time Director of Company.

For and on behalf of the Board of Directors of  
Titan Biotech Limited

Suresh Chand Singla  
Managing Director  
00027706

Naresh Kumar Singla  
Managing Director  
00027448

Date: 02.09.2019  
Place: New Delhi





**Nomination & Remuneration Policy**



**PREFACE**

With reference to the Company's efforts to consider human resources as its valuable assets, to pay equitable remuneration to all Executive Directors, Key Managerial Personnel ("KMPs") and Employees of the Company; to harmonize the aspirations of the human resources consistent with goals of the Company and pursuant to Companies Act 2013, the Policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors.

**1. NOMINATION AND REMUNERATION COMMITTEE**

Pursuant to Section 178 of the Companies Act 2013, the Board of Directors has constituted Nomination and Remuneration Committee ("NRC" or "the Committee") consisting of three non-executive directors out of which not less than one-half are Independent Directors. The Chairman of the Committee is an Independent Director.

**2. POLICY OBJECTIVES:**

The objective of this policy is to lay down a framework in relation to remuneration of directors, KMPs, senior management personnel and other employees. The Key Objectives of the Committee would be:

- (a) Guidance the Board in relation to appointment or removal of Directors, Key Managerial Personnel and Senior Management.
- (b) Formulation of criteria for determining qualifications, experience, positive attributes and independence of Directors.
- (c) Formulation of Policy regarding remuneration of Directors, KMPs, Senior Management Personnel.
- (d) Formulation of criteria for evaluation of Independent Director and evaluation of performance of the Board.
- (e) Recommendation to the Board regarding remuneration payable to the Executive Directors, KMPs, and Senior Management.



### **3. SCOPE OF THE POLICY:**

The Policy is applicable regarding appointment and remuneration in case of:

- (a) Executive Directors
- (b) Key Managerial Personnel (KMPs)\*
- (c) Senior Management Personnel

\* “Key Managerial Personnel” means:

- Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- Chief Financial Officer;
- Company Secretary; and
- Such other officers as may be prescribed.

### **4. POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR/S, KMPS, AND SENIOR MANAGEMENT:**

Appointment criteria and qualifications:

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person proposed to be appointed as Director, KMP or Senior Managerial Personnel and recommend to the Board his/ her appointment.

A person should possess adequate qualification, expertise and experience for the position for which appointment is considered. The Committee has discretion to decide whether qualification, expertise and experience possessed by the person is sufficient as per the requirement of the concerned position.

The Company shall not appoint or continue employment of any person as a Whole-time Director who has attained the age of seventy years provided that the term of person holding this position may be extended beyond the age of seventy years with the approval of the shareholders based on the justification stating reasons/ clarification for extension of appointment beyond seventy years.

### **5. TERM/ TENURE OF APPOINTMENT:**

#### **a) Managing Director / Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

The Company shall not appoint or continue employment of any person as Whole-time Director who has attained the age of seventy years provided that the term of person holding this position may be extended beyond the age of seventy years with the approval of the shareholders based on the justification stating reasons/ clarification for extension of appointment beyond seventy years.

#### **b) Independent Director:**

- An Independent Director shall hold office for a term up to maximum of five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a resolution by the Company and disclosure of such appointment in the Board's report.



No Independent Director shall hold office for more than two consecutive terms of up to maximum of 5 (five) years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

- At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

**c) Evaluation**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

**d) Removal**

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

**e) Retirement**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**6. REMUNERATION TO DIRECTORS/ KMPs/ SENIOR MANAGEMENT PERSONNEL**

Remuneration to Managing/ Whole-time/ Executive/ Managing Director, KMP and Senior Management Personnel:

The Remuneration/ Compensation/ Commission etc. to be paid to Director/ Managing Director etc. shall be governed as per the provisions of the Companies Act, 2013 and the rules made thereunder or any other enactment for the time being in force.

**Remuneration to Non- Executive / Independent Director:**

The Non-Executive Independent Director may receive remuneration/ compensation/ commission as per the provisions of Companies Act, 2013. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

**7. DUTIES IN RELATION TO NOMINATION MATTERS**

Duties and responsibilities of the Committee:

**The duties of the Committee in relation to nomination matters include:**

- Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- Identifying and recommending Directors who are to be put forward for retirement by rotation;



- Determining the appropriate size, diversity and composition of the Board;
- Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- Recommend any necessary changes to the Board; and
- Considering any other matters, as may be requested by the Board.

**The duties of the Committee in relation to remuneration matters include:**

- Considering and determining the Remuneration Policy, based on the performance reasonable and sufficient to attract, retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- Approving the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- Delegating any of its powers to one or more of its members or the Secretary of the Committee.
- Considering any other matters as may be requested by the Board.

**Review and Amendments:**

- i. The NRC or the Board may review the Policy as and when it deems necessary.
- ii. The NRC may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.
- iii. This Policy may be amended or substituted by the NRC or by the Board as and when required and also by the Compliance Officer where there are any statutory changes necessitating the change in the policy.



**Secretarial compliance report of TITAN BIOTECH LIMITED  
for the year ended 31st March, 2019**

**(Pursuant to SEBI vide its circular no. CIR/CFD/CMD1/27/2019 Dated 8th February, 2019)**

I, Amit Anand, Practicing Company Secretary examined:

- (a) all the documents and records made available to us and explanation provided by **Titan Biotech Limited**,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2019 in respect of compliance with the provisions of :
  - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the company during the Audit Period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the company during the Audit Period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the company during the Audit Period)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the company during the Audit Period)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

And circular/guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:



(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

<b>Sr. No</b>	<b>Compliance Requirement (Regulations/ circulars / guidelines including specific clause)</b>	<b>Deviations</b>	<b>Observations/ Remarks of the Practicing Company Secretary</b>
NONE	NONE	NONE	NONE

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

<b>Sr. No.</b>	<b>Action taken by</b>	<b>Details of violation</b>	<b>Details of action taken E.g. fines, warning letter, debarment, etc.</b>	<b>Observations/ remarks of the Practicing Company Secretary, if any.</b>
NONE	NONE	NONE	NONE	NONE

(d) \*The listed entity has taken the following actions to comply with the observations made in previous reports:

<b>Sr. No.</b>	<b>Observations of the Practicing Company Secretary in the previous reports</b>	<b>Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)</b>	<b>Actions taken by the listed entity, if any</b>	<b>Comments of the Practicing Company Secretary on the actions taken by the listed entity</b>
NONE	NONE	NONE	NONE	NONE

\*This being the first reporting since the notification of the requirement to submit the report, reporting on actions to comply with the observations made in the previous reports does not arise.

**Amit Anand**  
**Practicing Company**  
**Secretary**  
**ACS-13409**  
**CP No.-17101**

**Date: 22.05.2019**  
**Place: Delhi**



**From No. MR-3  
Secretarial Audit Report  
For the Financial Year Ended 31st March, 2019**

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

**To,  
The Members,  
Peptech Bioscience Limited  
CIN: U33110RJ2011PLC037007  
G-1, 636, RIICO Industrial Area, Chopanki Bhiwadi  
Alwar, 301019**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Peptech Bioscience Limited (hereinafter called “the company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliance and expressing our opinion thereon.

Based on my verification of the Company’s books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officer and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has during the audit period covering the Financial Year ended 31st March, 2019, 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:

I have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder; Not Applicable
3. The Depositories Act, 1996 and the Regulations and Bye-Laws framed thereunder;
4. 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;
5. 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; Not Applicable
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. Not Applicable



- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Not Applicable
  - d. The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014. Not Applicable
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulation, 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. Not Applicable
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. Not Applicable
  - h. The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998. Not Applicable
6. We have also examined Compliance with the other applicable laws:
- a. Payment of Wages Act, 1936, and rules made there under,
  - b. The Minimum Wages Act, 1948, and rules made there under,
  - c. Employees' Sate 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 Standard Act, 2006 and any other Acts,
  - i. The Legal Metrology Act, 2009
  - j. The Legal Metrology (Packaged Commodities) Rules, 2011
  - k. Applicable BIS Standard for various categories and production process.

I have also examined compliance with the applicable clause that:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India

During the period under review, the Company has complied with the provisions of the Companies Act, 2013, Rules, Regulations, Guidelines, Standards, etc. mentioned above. Peptech Biosciences Ltd. (Titan Biotech Ltd. Group) is a member of PMFAI facilitated pioneer organization that is focused in Manufacturing, Exporting and Supplying wide array of Bio Solution for crops & soils including various Agro Nutrients, EDTA/ Amino Acid Chelated Minerals, Bio-Fertilizers, Silicon Fertilizers, Bio-Pesticides/ Bio-Insecticides, Bio-Fungicides/ Bio-Bactericides, Bio-Nematicides, Organic Chemical – Fungicides, Bactericides, Insecticides, Plant Growth Regulators, Pheromones (For





- Block & Trap), Animal Repellent Protectant, etc. State-of-art technology is being achieved by Peptech Biosciences.
7. I have relied on the information and representation made by the Company and its Officers for Systems and mechanism formed by the Company for Compliance under applicable Acts, Laws and Regulations to the Company.
  8. 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 constitution of Board of Directors that took place during the period under review were carried out in compliance with 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) Majority decision is carried through while the dissenting members views are captured and recorded as part of the minutes.
    - (d) I/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.
    - (e) Company has complied with all the Compliance of Companies Act, 2013.
  9. I 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.
  10. As informed, the Company has responded appropriately to notices received from various statutory/ regulatory authorities including initiating actions for corrective measures, wherever found necessary.
  11. We further report that during the audit period:
    - A) The members of the Company at its Annual General Meeting held on 25th September, 2018 passed by the following Resolutions-
      - (i) To receive, consider and adopt the Balance Sheet as at 31st March, 2018 and the Profit & Loss Account for the 31.03.18.
      - (ii) To appoint a Director in place of Mr. Naresh Kumar Singla, Director liable to retire by rotation.
      - (iii) To appoint a Director in place of Mr. Suresh Chand Singla, Director liable to retire by rotation.
      - (iv) Appointment of Statutory Auditors and to fix their remuneration.
      - (v) Approval for Related Party Transactions to be entered into by the Company.
      - (vi) Authorizations for Loan.



- (vii) Inter Corporate Loans and Investment.
- (viii) Borrowing Money (ies) for the purpose of Business of the Company.
- (ix) Mortgage of Property of Company for borrowing funds and permission under Section 180 (1) (a) of Companies Act, 2013.

B) Redressal of Share Transfer Request were addressed by Company on timely basis.

C) Company recently took the transfer of shares services from Alankit Assignments Ltd, as of 02/09/2019 Requests for Dematerialization & Transmission of Shares were not received by Company.

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

- a) Public/Rights/Preferential Issue of Shares/Debentures/Sweat Equity Shares to cancel the issue.
- b) Redemption of Securities.
- c) Merger/ Amalgamation/Reconstruction
- d) Foreign Technical Collaborations

**Date: 02.09.2019**

**For Amit Anand  
Practicing Company Secretary  
ACS-13409  
CP No.-17101**

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.



**‘ANNEXURE A’**

To,  
The Members  
Peptech Bioscience Limited  
CIN: U33110RJ2011PLC037007  
G-1, 636, RIICO Industrial Area, Chopanki Bhiwadi  
Alwar, 301019

Our Secretarial Audit Report of even date for the financial year 2018-19 is to be read along with this letter.

**Management’s Responsibility**

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**Auditors Responsibility**

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. I believe that audit evidence and information obtained from the Company’s management is adequate and appropriate for me to provide a basis for my opinion.
4. Wherever required, I had obtained the management’s representation about the compliance of laws, rules and regulations and happening of events etc.

**Disclaimer**

5. 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.
6. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

**For Amit Anand**  
**Practicing Company Secretary**

**CS Amit Anand**  
**ACS- 13409**  
**CP No.- 17101**

**Place: Delhi**

**Date: 02/09/2019**



**From No. MR-3  
Secretarial Audit Report  
For the Financial Year Ended 31st March, 2019**

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

To,  
The Members,  
Titan Biotech Limited  
CIN: L74999RJ1992PLC013387  
A-902A, RIICO Industrial Area, Phase-III,  
Bhiwadi-301019, Rajasthan

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Titan Biotech Limited (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliance and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officer and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has during the audit period covering the Financial Year ended 31st March, 2019, 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:

I have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-Laws framed thereunder;
4. 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;
5. 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, 2015.
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.



- d. The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014. Not Applicable
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulation, 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. Not Applicable
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. Not Applicable
  - h. The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998. Not Applicable
6. We have also examined Compliance with the other applicable laws:
- 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 Standard Act, 2006 and any other Acts,
  - i. The Legal Metrology Act, 2009
  - j. The Legal Metrology (Packaged Commodities) Rules, 2011
  - k. Applicable BIS Standard for various categories and production process.

I have also examined compliance with the applicable clause that:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with and documents filed with BSE Limited where shares of company are listed.
- (iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- (iv) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (v) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- (vi) Other Securities and Exchange Board of India Regulations, Guidelines, Rules etc which are applicable to the Company.

During the period under review, the Company has complied with the provisions of the Companies Act, 2013, Rules, Regulations, Guidelines, Standards, etc. mentioned above except some forms or information or documents under the Companies Act and Rules or made thereunder have been filed late. The Company is one of the leading manufacturers & exporters of the biological products which are used in the field of Pharmaceutical, Nutraceuticals, Food & Beverages, Biotechnology & Fermentation, Cosmetic, Veterinary & animal Feed, Agriculture Industries and Microbiology Culture Media & Plant Tissue Culture Media etc.

7. I have relied on the information and representation made by the Company and its Officers for Systems and mechanism formed by the Company for Compliance under applicable Acts, Laws and Regulations to the Company.
8. 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 constitution of Board of Directors that took place during the period under review were carried out in compliance with 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) Majority decision is carried through while the dissenting members views are captured and recorded as part of the minutes.
  - (d) I/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.
  - (e) Company has complied with all the 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.
  - (f) Company has declared and paid dividend and necessary compliance of the Companies Act and Listing Regulations has been completed.
  - (g) I 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 Regulations.
9. I 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.
10. As informed, the Company has responded appropriately to notices received from various statutory/ regulatory authorities including initiating actions for corrective measures, wherever found necessary.



11. We further report that during the audit period:

- A) Company has changed its Corporate Office Address.
- B) The members of the Company at its Annual General Meeting held on 28th September, 2018 passed by the following Resolutions-
  - (i) Adoption of Audited Annual Financial Statements for the year ended 31.03.18.
  - (ii) Final Dividend has been approved by the Shareholders.
  - (iii) Appointment of a Director in place of Ms. Supriya Singla, Director liable to retire by rotation.
  - (iv) Ratification of appointment of Statutory Auditors and to fix their remuneration.
  - (v) Approval of Related Party Transaction with Titan Securities Limited, Tanita Leasing and Finance Limited, Connoisseur Management Services Private Limited, Peptech Biosciences Limited and Tee Eer Securities & Financial Services Private Limited, Titan Media Limited, Phoenix Biosciences Limited
  - (vi) Reappointment of Mr. Naresh Kumar Singla, Managing Director of Company.
  - (vii) Reappointment of Mr. Suresh Chand Singla, Managing Director of Company
  - (viii) Preferential Issue of Equity Shares.
  - (ix) Borrowing Money(ies) for the purpose of Business of the Company
  - (x) Authorisation for Loan
  - (xi) Inter Corporate Loans and Investment
- C) Redressal of Share Transfer Request were addressed by Company on timely basis.
- D) Requests for Dematerialization & Transmission of Shares were timely processed by Company.

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

- a) Public/Rights/Preferential Issue of Shares/Debentures/Sweat Equity Shares. Resolution for Preferential Issue was approved at last AGM but could not be implemented and management had to cancel the issue.
- b) Redemption of Securities.
- c) Merger/ Amalgamation/Reconstruction
- d) Foreign Technical Collaborations

**Date: 22.05.2019**

**For Amit Anand  
Practicing Company  
Secretary  
ACS-13409  
CP No.-17101**

**Note:** This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report



**‘ANNEXURE A’**

To,  
The Members  
Titan Biotech Limited  
A-902 A, RIICO Industrial Area  
Phase-III, Bhiwadi  
Rajasthan-301019

Our Secretarial Audit Report of even date for the financial year 2018-19 is to be read along with this letter.

**Management’s Responsibility**

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**Auditors Responsibility**

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. I believe that audit evidence and information obtained from the Company’s management is adequate and appropriate for me to provide a basis for my opinion.
4. Wherever required, I had obtained the management’s representation about the compliance of laws, rules and regulations and happening of events etc.

**Disclaimer**

5. 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.
6. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

**For Amit Anand  
Practicing Company Secretary**

**CS Amit Anand  
ACS- 13409  
CP No.- 17101**

**Place: Delhi  
Date: 22.05.2019**





## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE MEMBERS OF TITAN BIOTECH LIMITED**

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

#### **Opinion**

We have audited the accompanying standalone Ind AS financial statements of TITAN BIOTECH LIMITED ("the Company") which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("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 March 31, 2019, and its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs) as specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2019. These matters were addresses in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our



audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
Accuracy and completeness of disclosure of related party transactions and compliance with the provisions of the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI (LODR) 2015') ( as described in note 37 of the standalone Ind AS financial statements)	
<p>We identified the accuracy and completeness of disclosure of related party transactions as set out in respective notes to the standalone Ind AS financial statements as a key audit matter due to:</p> <ul style="list-style-type: none"> <li>• The significance of transactions with related parties during the year ended March 31, 2019.</li> <li>• Related party transactions are subject to the compliance requirements under the Companies Act 2013 and SEBI (LODR) 2015.</li> </ul>	<p>Our procedures in relation to the disclosure of related party transactions included:</p> <ul style="list-style-type: none"> <li>• Obtaining an understanding of the Company's policies and procedures in respect of the capturing of related party transactions and how management ensures all transactions and balances with related parties have been disclosed in the standalone Ind AS financial statements.</li> <li>• Obtaining an understanding of the Company's policies and procedures in respect of evaluating approval process by the Board of Directors.</li> <li>• Agreeing the amounts disclosed to underlying documentation and reading relevant agreements, on a sample basis, as part of our evaluation of the disclosure.</li> <li>• Assessing management evaluation of compliance with the provisions of Section 177 and Section 188 of the Companies Act 2013 and SEBI (LODR) 2015.</li> <li>• Evaluating the disclosures through reading of statutory information, books and records and other documents obtained during the course of our audit.</li> </ul>

Information Other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially



misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibility of Management for the Standalone Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in Equity of the Company in accordance with the accounting principles generally accepted in India including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 the 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 standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be brought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial year ended March 31, 2019 and are, therefore, the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **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, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us during the course of audit, 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 including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - e. On the basis of written representations received from the Directors as on March 31, 2019 taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2019 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 Company with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report;
  - g. In our opinion, the managerial remuneration for the year ended March 31, 2019 has been paid / provided by the Company to its Directors in accordance with the provisions of section 197 read with Schedule V to the Act;
  - h. 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, as amended, 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 on its financial position in its standalone Ind AS financial statements;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. There were no amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For Sunita Agrawal & Co.  
Chartered Accountants  
ICAI FRN-515225C**

**(CA Sunita Agrawal)  
Partner  
M.No.095196**

**Place: Delhi  
Date: 29.05.2019**



## **Annexure “A” to the Independent Auditors’ Report**

The Annexure A referred to in paragraph 1 under the heading ‘Report on Other Legal and Regulatory Requirements’ of our Independent Report of even date to the members of **TITAN BIOTECH LIMITED** (‘the Company’) on the Standalone Ind AS Financial Statements for the year ended **March31, 2019**:

### **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 regular programme of Physical Verification of its Fixed Assets by which fixed assets have been verified by the management according to the programme of periodical physical verification in a phased manner which in our opinion 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 by the management, the title deeds of immovable properties, included in property, plant and equipment are held in the name of the Company.
2. The Management has conducted physical verification of inventory at reasonable intervals. In our opinion, the frequency of verification is reasonable in relation to the size of the Company and nature of its business. No material discrepancies were noticed on such physical verification.
  3. During the year, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii) (a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
  4. In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given have been complied with by the Company.
  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. Accordingly, the provisions of clause 3(v) of the Order are not applicable.
  6. We have been informed by the management that the Central Government has prescribed maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, in respect of the products dealt with 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 generally regular in depositing undisputed statutory dues with the appropriate authorities to the extent applicable and further, there are no undisputed statutory 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 records and 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 Goods and Service Tax outstanding on account of any dispute.
8. In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowing to any bank, Financial Institution or government or dues to debenture holders.
9. According to the information and explanations given by the management, the Company has not raised any money by way of initial public offer (IPO) or further public offer (including debt instruments) and hence not commented upon. The Company has utilized the monies raised by way of term loans for the purposes for which they were raised.
10. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the standalone Ind AS financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by its officers and employees 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, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
13. According to the information and explanations given by the management, transactions with the related parties are in compliance with Section 177 and 188 of the Act wherever applicable and the details of such transactions have been disclosed in the notes to 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 made allotment of 525000 Equity Shares on preferential basis 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 any non-cash transactions with Directors or persons connected with them as referred to in section 192 of the Act.
16. According to the information and explanations given to us , the provisions of Section 45-1A of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For **Sunita Agrawal & Co.**  
Chartered Accountants  
ICAI FRN-515225C

Place: Delhi  
Date: 29.05.2019

**CA. Sunita Agrawal**  
F.C.A. Partner  
M.No.095196



## **ANNEXURE “B” TO THE INDEPENDENT AUDITORS’ REPORT**

Referred to in paragraph 2(f) of ‘Report on Other Legal and Regulatory Requirements’ in our Independent Auditor’s Report to the members of the Company on the Standalone Ind AS Financial Statements for the year ended March 31, 2019.

### **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 March 31, 2019 in conjunction with our audit of the Standalone Ind AS 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 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 with reference to these standalone Ind AS financial statements 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 as specified under section 143(10) of the Companies Act, 2013, to the extent 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 with reference to these standalone Ind AS financial statements 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 with reference to these standalone Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these standalone Ind AS financial statement, 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 internal financial controls over financial reporting with reference to these





standalone Ind AS financial statements.

**Meaning of Internal Financial Controls over Financial Reporting with Reference to these standalone Ind AS financial statements**

A Company's internal financial control over financial reporting with reference to these standalone Ind AS financial statements 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 with reference to these standalone Ind AS financial statements 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 with Reference to these standalone Ind AS financial statements**

Because of the inherent limitations of internal financial controls over financial reporting with reference to these standalone Ind AS financial statements , 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 with reference to these standalone Ind AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these standalone Ind AS financial statements 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, adequate internal financial controls over financial reporting with reference to these standalone Ind AS financial statements and such internal financial controls over financial reporting with reference to these standalone Ind AS financial statements were operating effectively as at March 31, 2019, 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 the Institute of Chartered Accountants of India.

For **Sunita Agrawal & Co.**  
Chartered Accountants  
ICAI FRN-515225C

**CA. Sunita Agrawal**  
F.C.A. Partner  
M.No.095196

Place: Delhi  
Date: 29.05.2019



**TITAN BIOTECH LIMITED**

Standalone Balance Sheet as at 31st March, 2019

(Amt. in ₹)

Particulars	Note No.	As at 31/03/2019	As at 31/03/2018
<b>I ASSETS</b>			
<b>1. Non-Current Assets</b>			
a. Property, Plant and Equipment	2	258,099,489.50	107,347,753.91
b. Capital Work-in-Progress		-	132,790,700.81
c. Intangible assets	3	941,939.00	1,860,601.00
d. Financial Assets			
(i) Investments	4	12,749,400.00	12,749,400.00
(ii) Other Financial Assets	5	5,640,020.31	5,394,477.31
<b>Total Non-current assets</b>		<b>277,430,848.81</b>	<b>260,142,933.03</b>
<b>2. Current Assets</b>			
a. Inventories	6	199,600,467.72	171,919,822.96
b. Financial Assets			
(i) Trade receivables	7	78,366,078.88	80,361,455.79
(ii) Cash and cash equivalents	8	15,879,591.85	6,839,345.66
(iii) Bank balances other than (ii) above	9	1,612,804.80	5,046,113.20
c. Current Tax Assets (Net)	10	-	112,425.60
d. Other Current Assets	11	25,266,614.53	25,050,613.67
<b>Total Current assets</b>		<b>320,725,557.78</b>	<b>289,329,776.88</b>
<b>TOTAL ASSETS</b>		<b>598,156,406.59</b>	<b>549,472,709.91</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>A Equity</b>			
a. Equity Share Capital	12	82,637,000.00	77,387,000.00
b. Other Equity		233,954,036.70	165,439,195.88
<b>TOTAL EQUITY</b>		<b>316,591,036.70</b>	<b>242,826,195.88</b>
<b>B Liabilities</b>			
<b>1. Non-Current Liabilities</b>			
a. Financial Liabilities			
(i) Borrowings	13	120,160,404.49	174,659,750.87
b. Deferred tax liabilities (Net)	14	10,199,409.34	7,338,196.12
c. Provisions	15	9,588,953.00	16,155,043.00
<b>Total Non-Current Liabilities</b>		<b>139,948,766.83</b>	<b>198,152,989.99</b>



Particulars	Note No.	As at 31/03/2019	As at 31/03/2018
<b>2. Current Liabilities</b>			
a. Financial Liabilities			
(i) Borrowings	13	88,377,082.15	71,016,088.86
(ii) Trade payables	16	20,639,006.65	10,633,500.76
(iii) Other financial liabilities	17	24,692,206.08	23,385,136.96
b. Other current liabilities	18	7,109,388.50	3,458,797.46
c. Current Tax Liabilities (Net)	10	798,919.68	-
<b>Total Current Liabilities</b>		<b>141,616,603.06</b>	<b>108,493,524.04</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>598,156,406.59</b>	<b>549,472,709.91</b>

**Notes to Accounts**

1-44

The accompanying notes referred to above form an integral part of the standalone financial statements

For Titan Biotech Limited

**Auditor's Report**

As per our separate report of even date attached

**For Sunita Agrawal & Co.**

Chartered Accountants

FRN-515225C

**Naresh Kr. Singla**  
Managing Director  
DIN-00027448**Suresh Chand Singla**  
Managing Director  
DIN-00027706**Sunita Agrawal**

F.C.A.Partner

M.No.095196

**Charanjit Singh**  
Co-Secretary  
ACS-12726**Prem Shankar Gupta**  
Chief Financial Officer

Place : Delhi

Date : 29.05.2019



**TITAN BIOTECH LIMITED**

Standalone Statement of Profit and Loss for the period ended 31st March, 2019

(Amt. in ₹)

Particulars	Note No.	Year ended 31/03/2019	Year ended 31/03/2018
I. Revenue from Operations	19	582,404,202.28	555,314,650.29
II. Other Income	20	6,513,791.60	4,442,001.15
<b>III. Total Revenues (I+II)</b>		<b>588,917,993.88</b>	<b>559,756,651.44</b>
<b>IV. EXPENSES</b>			
Cost of Material Consumed	21	344,955,263.26	297,118,243.85
Changes in inventories of finished goods, Stock-in-trade and work in progress	22	(38,833,145.01)	13,056,678.53
Employee Benefits Expenses	23	84,879,480.85	69,216,024.00
Finance Costs	24	20,369,756.78	23,521,359.66
Depreciation and Amortization Expense	25	16,771,347.00	9,073,798.63
<b>Other Expenses</b>	26	117,216,956.96	110,044,061.16
<b>Total (IV)</b>		<b>545,359,659.84</b>	<b>522,030,165.83</b>
V. Profit before Tax (III-IV)		43,558,334.04	37,726,485.61
VI. Tax Expenses:	27		
Current Tax		10,263,660.00	10,242,174.00
Deferred Tax (Net)		2,490,823.30	3,470,681.68
VII. Profit for the period (V-VI)		30,803,850.74	24,013,629.93
VIII. Other Comprehensive Income (Net of Tax)			
Items that will not be reclassified to profit or loss		-	-
Re-measurement gain on defined benefit plans		960,990.08	-
Items that will be reclassified to profit or loss		-	-
<b>Income tax on the above item</b>		-	-
<b>Total Other Comprehensive Income (Net of Tax)</b>		960,990.08	-



Particulars	Note No.	Year ended 31/03/2019	Year ended 31/03/2018
<b>IX. Total Comprehensive Income for the period (VII+VIII) (Comprising Profit (Loss) and other Comprehensive Income for the period)</b>		31,764,840.82	24,013,629.93
<b>Earnings per Equity Share:</b>	<b>28</b>		
Basic		3.73	3.10
Diluted		3.73	3.10
Notes to Accounts			

**Notes to Accounts**

1-44

The accompanying notes referred to above form an integral part of the standalone financial statements

For Titan Biotech Limited

**Auditor's Report**

As per our separate report of even date attached

**For Sunita Agrawal & Co.**

Chartered Accountants

FRN-515225C

**Naresh Kr. Singla**  
Managing Director  
DIN-00027448**Suresh Chand Singla**  
Managing Director  
DIN-00027706**Sunita Agrawal**

F.C.A.Partner

M.No.095196

**Charanjit Singh**  
Co-Secretary  
ACS-12726**Prem Shankar Gupta**  
Chief Financial Officer

Place : Delhi

Date : 29.05.2019



**TITAN BIOTECH LIMITED**

Standalone Cash Flow Statement for the year ended 31st March, 2019

(Amt. in ₹)

Particulars	Year ended 31/03/2019	Year ended 31/03/2018
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before Tax	43,558,334.04	37,726,485.61
<b>Adjustment for :</b>		
Finance Costs	20,369,756.78	23,521,359.66
Provisions	1,946,138.00	1,462,284.00
Depreciation and Amortization Expenses	16,771,347.00	9,073,798.63
Operating profit before working capital changes	82,645,575.82	71,783,927.90
Changes in working Capital:		
Inventories	(27,680,644.76)	(28,002,553.25)
Trade and other Receivables	1,533,833.05	(17,616,304.92)
Trade and other Payables	14,963,166.05	(215,007.34)
Cash generation from Operation	71,461,930.16	25,950,062.39
Payment of Direct Taxes	(9,464,740.32)	(10,354,599.60)
<b>Net Cash generated/ (used) - Operating Activities</b>	<b>61,997,189.84</b>	<b>15,595,462.79</b>
<b>B. CASH FLOW FROM INVESTMENT ACTIVITIES</b>		
Purchase of Fixed Assets (incl.Capital WIP)	(40,882,142.18)	(49,017,282.79)
Proceeds/ Repayment of Loans to Body Corporate (Net)	-	510,414.96
Movement in Fixed Deposits with Banks	3,433,308.40	(3,872,349.30)
<b>Net Cash Generated/ (Used) - Investing Activities</b>	<b>(37,448,833.78)</b>	<b>(52,379,217.13)</b>
<b>C.CASH FLOW FROM FINANCING ACTIVITIES</b>		
Repayment of Long-term Borrowings	(54,499,346.38)	33,083,464.44
Proceeds/(Repayment) of Short-term Borrowings (Net)	17,360,993.29	-
Proceeds from Issue of Share Capital	42,000,000.00	-



<b>Particulars</b>	<b>Year ended 31/03/2019</b>	<b>Year ended 31/03/2018</b>
Finance Cost paid	(20,369,756.78)	(23,521,359.66)
Dividend paid (including Dividend Distribution Tax)	-	(6,985,608.00)
<b>Net Cash Generated/ (Used) - Financing Activities</b>	(15,508,109.87)	2,576,496.78
<b>Net Increase/ (Decrease) in Cash and Cash Equivalents</b>	9,040,246.19	(34,207,257.56)
Add : Opening Cash and Cash Equivalents	6,839,345.66	41,046,603.22
<b>Closing Cash and Cash Equivalents (refer note-8)</b>	<b>15,879,591.85</b>	<b>6,839,345.66</b>

Notes:

1. The Cash Flow Statements have been prepared under the indirect method as set out in Accounting Standard (AS) on Statement of Cash Flow (Ind AS-7).
2. Figures in bracket represent outflows.
3. Previous year's figures have been regrouped wherever considered necessary to conform to this year's classification.

**For Titan Biotech Limited**

**Auditor's Report**

As per our separate report of even date attached

**For Sunita Agrawal & Co.**

Chartered Accountants

FRN-515225C

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**Sunita Agrawal**

F.C.A.Partner

M.No.095196

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

**Prem Shankar Gupta**  
Chief Financial Officer

**Place : Delhi**

**Date : 29.05.2019**

**TITAN BIOTECH LIMITED**

Standalone Balance Sheet as at 1st April,2017

(Amt. in ₹)

Particulars	As at 01/04/2017
<b>I ASSETS</b>	
<b>1. Non-Current Assets</b>	
a. Property, Plant and Equipment	106,866,523.31
b. Capital Work-in-Progress	92,892,425.25
c. Intangible assets	2,296,623.00
d. Financial Assets	
(i) Investments	12,749,400.00
(ii) Other Financial Assets	4,659,743.04
<b>Total Non-current assets</b>	<b>219,464,714.60</b>
<b>2. Current Assets</b>	
a. Inventories	143,917,269.71
b. Financial Assets	
(i) Trade receivables	62,745,150.87
(ii) Cash and cash equivalents	41,046,603.22
(iii) Bank balances other than (ii) above	1,173,763.90
c. Current Tax Assets (Net)	11,635,634.30
d. Other Current Assets	25,014,728.20
<b>Total Current assets</b>	<b>285,533,150.20</b>
<b>TOTAL ASSETS</b>	<b>504,997,864.80</b>
<b>II. EQUITY AND LIABILITIES</b>	
<b>A Equity</b>	
a. Equity Share Capital	77,387,000.00
b. Other Equity	148,411,173.95
<b>TOTAL EQUITY</b>	<b>225,798,173.95</b>
<b>B Liabilities</b>	
<b>1. Non-Current Liabilities</b>	
a. Financial Liabilities	
(i) Borrowings	147,795,878.59
b. Deferred tax liabilities (Net)	3,867,514.44
c. Provisions	24,779,868.00
<b>Total Non-Current Liabilities</b>	<b>176,443,261.03</b>





(Amt. in ₹)

Particulars	As at 01/04/2017
<b>2. Current Liabilities</b>	
a. Financial Liabilities	
(i) Borrowings	72,814,232.05
(ii) Trade payables	11,836,750.00
b. Other current liabilities	18,105,447.77
<b>Total Current Liabilities</b>	<b>102,756,429.82</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>504,997,864.80</b>

**Notes to Accounts**

The accompanying notes referred to above form an integral part of the standalone financial statements

For Titan Biotech Limited

**Auditor's Report**

As per our separate report of even date attached

**For Sunita Agrawal & Co.**

Chartered Accountants

FRN-515225C

**Naresh Kr. Singla**  
Managing Director  
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**Sunita Agrawal**

F.C.A.Partner

M.No.095196

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

**Prem Shankar Gupta**  
Chief Financial Officer

Place : Delhi

Date : 29.05.2019



**TITAN BIOTECH LIMITED**

Standalone Statement of Changes in Equity for the year ended 31st March, 2019

**A. Equity Share Capital**

<b>A. Equity Share Capital</b>	<b>No. of Shares</b>	<b>(Amount in Rs.)</b>
Balance as at April 01, 2017	7738700	77,387,000.00
Add/ (Less) : Changes in equity share capital during the year	-	-
Balance as at March 31, 2018	7738700	77,387,000.00
Add/ (Less) : Changes in equity share capital during the year	525000	5,250,000.00
Balance as at March 31, 2019	8263700	82,637,000.00

**B. Other Equity**

Particulars	Reserves and Surplus					Other Comprehensive Income		Total Other Equity
	Capital Reserve	Securities Premium Reserve	Capital Redemption Reserve	General Reserve	Retained Earnings	Items that will not be Reclassified to Profit or Loss		
						Remeasurement Gain / (Loss) of the defined benefit plans (Net of tax)	Equity Instruments through other comprehensive income (Net of tax)	
Balance as at April 01, 2017	-	50,000,000.00	-	-	98,411,173.95	-	-	148,411,173.95
Profit / (Loss) for the Year March 31, 2018	-	-	-	-	24,013,629.93	-	-	24,013,629.93
Addition during the year	-	-	-	-	-	-	-	-
Other comprehensive income (net of tax) for the year March 31, 2018	-	-	-	-	-	-	-	-
Dividend including Corporate Dividend Tax	-	-	-	-	6,985,608.00	-	-	6,985,608.00
Balance as at March 31, 2018	-	50,000,000.00	-	-	115,439,195.88	-	-	165,439,195.88
Profit / (Loss) for the Year March 31, 2019	-	-	-	-	30,803,850.74	-	-	30,803,850.74



# TITAN BIOTECH LIMITED

Addition during the year	-	36,750,000.00	-	-	-	-	-	36,750,000.00
Other comprehensive income (net of tax) for the year March 31, 2019	-	-	-	-	-	960,990.08	-	960,990.08
Dividend including Corporate Dividend Tax	-	-	-	-	-	-	-	-
Balance as at March 31, 2019	-	86,750,000.00	-	-	146,243,046.62	960,990.08	-	233,954,036.70

For Titan Biotech Limited

## **Auditor's Report**

As per our separate report of even date attached

**For Sunita Agrawal & Co.**

Chartered Accountants

FRN-515225C

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

**Suresh Chand Singla**  
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**Sunita Agrawal**

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

**Prem Shankar Gupta**  
Chief Financial Officer

Place : Delhi

Date : 29.05.2019



## **TITAN BIOTECH LIMITED**

Notes to the Standalone Financial Statements for the year ended March 31, 2019

### **1. Company Overview, Basis of Preparation and Significant Accounting Policies**

#### **I Corporate Information**

Titan Biotech Limited ("TBL" or "the Company") is a public limited company incorporated in India on 18.02.1992 vide CIN-L74999RJ1992PLC013387 as a Non-govt Company limited by Shares and has its registered office at A-902 A, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan) -301019. The shares of the Company are listed on National Stock Exchange. The Company is one of the leading manufacturer and exporter of the Biological products which are used in the field of Pharmaceuticals, Nutraceutical, Food & Beverages, Bio-technology & Fermentation, Cosmetic, Veterinary & Animal Feed etc. The Company has its manufacturing facilities at A-902 A, RIICO Industrial Area, Phase-III, Bhiwadi, Distt. Alwar, Rajasthan-301019 India and at E-540, RIICO Industrial Area, Chopanki, Distt. Alwar, Rajasthan-301707.

#### **II Basis of Preparation**

##### **a) Statement of Compliance**

These financial statements of the Company have been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard ('Ind AS') as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 ('the Act') and the other relevant provisions of the Act to the extent applicable.

The financial statements up to year ended March 31, 2017 were prepared in accordance with the Accounting Standards notified under Section 133 of the Companies Act, 2013 read together with Rule 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP) and other relevant provisions of the Act.

##### **b) Basis of measurement**

The financial statements have been prepared on the historical cost convention on accrual basis except for certain financial assets and liabilities which are measured at fair value at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange of goods or services.

##### **c) Functional and Presentation currency**

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ("the functional currency"). The financial statements are presented in Indian National Rupee ('INR'), which is the Company's functional and presentation currency. All amounts have been given in Rupees, unless otherwise indicated.

##### **d) Current and Non-current classification**

All Assets and Liabilities have been classified as current and non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act,



2013. Based on the nature of the business of the Company and its business time cycle from inception of an order and its completion on realization in cash and cash equivalents, the Company has ascertained the operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

**e) Use of judgements and estimates**

In preparing these financial statements, the Management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, the disclosure of contingent liabilities and contingent assets as at the date of financial statements, income and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to estimates are recognised prospectively in current and future periods.

**f) Measurement of fair values**

A number of the Company's accounting policies and disclosures require measurement of fair values, for both financial and non- financial assets and liabilities. The Company has an established control framework with respect to measurement of fair values. The directors are responsible for overseeing all significant fair value measurements, including Level 3 fair values. Directors regularly reviews significant unobservable inputs and valuation adjustments. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the changes have occurred.

**III Significant Accounting Policy**

The Company has consistently applied the following accounting policies to till periods presented in the financial statements.

**a) Property, Plant and Equipment**

**i) Recognition and measurement**

Items of property, plant and equipment are measured at cost, less accumulated depreciation



and accumulated impairment losses, if any. Cost of an item of property, plant and equipment comprises its purchase price, any directly attributable cost of bringing the item to its working condition for its intended use and estimated cost of dismantling and removing the item and restoring the site on which is located. Borrowing costs relating to acquisition of qualifying fixed assets, if material, are also included in cost to the extent they relate to the period till such assets are ready to be put to use. Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date. Advances paid towards the acquisition of property, plant and equipment outstanding at each balance date is classified as capital advances under other noncurrent assets. An item of property, plant and equipment is derecognised when no future economic benefit are expected to arise from the continued use of the assets or upon disposal. Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

**ii) Transition to Ind AS**

On transition to Ind AS, the Company has elected to continue with the carrying value of all its property, plant and equipment recognised as at April 1, 2017 measured as per previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

**iii) Depreciation**

Depreciation on property, plant and equipment is provided on the Straight Line Method based on the useful life of assets as prescribed under Schedule II of the Companies Act, 2013. Depreciation on additions to or on disposal of assets is calculated on pro-rata basis i.e. from (upto) the date on which the property, plant and equipment is available for use (disposed off).

**b) Impairment of non-financial assets**

At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than inventories and deferred tax assets) to determine whether there is any indication on impairment. If any such indication exists, then the asset's recoverable amount is estimated. An impairment loss is recognised if the carrying amount of an asset exceeds its estimated recoverable amount. Impairment losses are recognised in Statement of Profit and Loss.

**c) Inventories**

Inventories are valued at lower of Cost and Net Realisable value. The cost of finished goods is determined by taking material, labour and related factory overheads including depreciation. Cost of material is determined on weighted average cost basis. Further the cost for Work-in-progress includes material cost, stage wise direct cost and other related manufacturing overheads including depreciation. Net realisable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and making the sale. Cost of raw materials, packing materials, stores and spares are determined on weighted average basis. Obsolete, slow moving and defective inventories are identified at the time of physical verification of inventories and where necessary, the same are written off or provision is made for such inventories.



**d) Provisions, Contingent Liabilities and Contingent Assets**

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Contingent liability is disclosed after careful evaluation of facts, uncertainties and possibility of reimbursement unless the possibility of an outflow of resource embodying economic benefit is remote. Contingent liabilities are not recognised but are disclosed in notes. Contingent assets are not disclosed in the financial statements unless an inflow of economic benefit is probable.

**e) Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable. Revenue is recognised when the significant risk and rewards of ownership have been transferred to the customer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods to the degree usually associated with the ownership and the amount of revenue can be measured reliably regardless of when the payment is being made.

Export Incentive: Incentive on Export Income is recognised in books after due consideration of certainty of utilization / receipt of such incentives.

Interest and Dividend Income: Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend income is recognized when the shareholders' right to receive dividend is established.

**f) Employee Benefits**

**Short Term Employee Benefits**

Short-term employee benefits are expenses as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

**Post-Employment Benefits**

**Defined contribution plan**

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions to a statutory authority and will have no legal or constructive obligation to pay further amounts.

Retirement benefits in the form of Provident Fund and employee state insurance are a defined contribution scheme and contributions paid/payable towards these funds are recognised as an expense in the statement of profit and loss during the period in which the employee renders the related service. There are no other obligations other than the contribution payable to the respective trusts.



### **Defined benefit plan**

The Company provides for gratuity which is a defined benefit plan the liabilities of which is determined based on valuation, as at the balance sheet date, made by the independent actuary using the projected unit credit method. Re-measurement comprising of actuarial gains and losses, in respect of gratuity are recognised in OCI (other comprehensive income), in the period in which they occur.

Re-measurement recognised in OCI (other comprehensive income) are not reclassified to the Statement of Profit and Loss in Subsequent periods.

The classification of the company's obligation into current and non-current is as per the actuarial valuation report.

### **g ) Foreign Currency Transactions**

Transactions in foreign currencies are translated into the Company's functional currency at the exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in Statement of profit & loss. In accordance with Ind-AS 101 "First Time Adoption of Indian Accounting Standards", the Company has continued the policy of capitalisation of exchange differences on foreign currency loans taken before the transition date.

### **h ) Borrowing costs**

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that assets. Other borrowing costs are recognised as an expenses in the period in which they are incurred.

### **i ) Income Tax**

Income Tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to items recognised directly in Other Comprehensive Income. Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year after taking credit of the benefits available under the Income Tax Act and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding tax bases used for taxation purposes. Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is probable evidence that the Company will pay normal income tax in future. Accordingly MAT is recognised as deferred tax asset in the Balance Sheet.





**j) Segment Reporting**

The Company's business activity falls within a single segment viz. Manufacturing and Sale of Biological Products. The segment has been identified by taking into account the nature of product, the differing risks, the returns, the organisation structure and the internal reporting systems and the manner in which operating results are reviewed by the Management.

**k) Cash and cash equivalents**

Cash and cash equivalents comprise cash at bank and on hand and short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**l) Cash flow statement**

Cash flow statements are prepared in accordance with "Indirect Method" as explained in the Accounting Standard on Statement of Cash Flows ( Ind AS-7). The cash flows from regular revenue generating, financing and investing activity of the Company are segregated.

**m) Earning per share**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to Equity Shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted Earnings per share, the net profit or loss for the period attributable to Equity Shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**n) Investments in Subsidiaries**

Investment in subsidiary Company is measured at cost less impairment as per Ind AS 27-Separate Financial Statements. The Company reviews its carrying value of investments at cost or amortised cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

**o) Intangible assets**

**i) Recognition and initial measurement**

Intangible assets are stated at their cost of acquisition. Any trade discount and rebates are deducted in arriving at the purchase price.

**ii) Subsequent measurement (amortisation)**

Intangible assets are amortized over their respective individual estimated useful life on Straight Line Method basis commencing from the date, the asset is available to the company for its use.

**iii) Transition to Ind AS**

On transition to Ind AS, the Company has elected to continue with the carrying value of all its intangible assets recognised as at April 1, 2017 measured as per previous GAAP and use that carrying value as the deemed cost of the intangible assets.



**p) Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial asset and financial liabilities are initially measured at fair value. Transaction cost which are directly attributable to the acquisition or issue of financial instruments (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction cost directly attributable to the acquisition of financial assets financial liabilities at fair value through profit or loss are recognised immediately in profit or loss. Subsequently, financial instruments are measured according to the category in which they are classified.

**(i) Financial Assets**

All purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

**Classification of financial assets**

Classification of financial assets depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

A financial asset that meets the following two conditions is measured at amortised cost unless the asset is designated at fair value through profit or loss under the fair value option:

- Business model test : the objective of the Company's business model is to hold the financial asset to collect the contractual cash flows.
- Cash flow characteristic test : the contractual term of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset that meets the following two conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option:



- Business model test : the financial asset is held within a business model whose objective is achieved by both collecting cash flows and selling financial assets.
- Cash flow characteristic test : the contractual term of the financial asset gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are measured at fair value through profit or loss.

**Investments in equity instrument at fair value through other comprehensive income (FVTOCI)**

On initial recognition, the Company can make an irrevocable election (on an instrument by instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instrument. This election is not permitted if the equity instrument is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains / losses arising from changes in fair value recognised in other comprehensive income. This cumulative gain or loss is not reclassified to profit or loss on disposal of the investments. The Company has an equity investment in an entity which is not held for trading. The Company has elected to measure this investment at amortised cost. Dividend, if any, on this investments is recognised in profit or loss.

**Equity investment in subsidiaries, associates and joint ventures**

Investments representing equity interest in subsidiaries, associates and joint ventures are carried at cost less any provision for impairment. Investments are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable.

**Financial assets at fair value through profit or loss (FVTPL)**

Financial assets that do not meet the amortised cost criteria or fair value through other comprehensive income criteria are measured at fair value through profit or loss. A financial asset that meets the amortised cost criteria or fair value through other comprehensive income criteria may be designated as at fair value through profit or loss upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets and liabilities or recognising the gains or losses on them on different bases.

**Income Recognition:**

Interest income is recognised in the Statement of Profit and Loss using the effective interest method. Dividend income is recognised in the Statement of Profit and Loss when the right to receive dividend is established.

**Impairment**

The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognised if the credit quality of the financial asset has deteriorated significantly since initial recognition.



Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt securities at fair value through other comprehensive income, the loss allowance is recognised in other comprehensive income and is not reduced from the carrying amount of the financial asset in the balance sheet.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the trade receivable does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written-off could still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in standalone statement of profit and loss.

#### **De-recognition of financial assets**

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

#### **(ii) Financial liabilities and equity instruments**

##### **Classification of debt or equity**

Debt or equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

##### **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

##### **Financial liabilities**

Borrowings, trade payables and other financial liabilities are initially recognised at the value of the respective contractual obligations. They are subsequently measured at amortised cost. Any discount or premium on redemption/ settlement is recognised in the Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet. Financial liabilities are derecognised when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled and on expiry.

##### **Offsetting Financial Instruments**

Financial assets and liabilities are offset and the net amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.



**2 Property Plant and Equipment**

(Amt. in ₹)

Description	Gross Carrying Value			Depreciation			Net Carrying Value	
	As at April 1, 2018	Additions/adjustments	As at March 31, 2019	As at April 1, 2018	Additions/Adjustments	Sales/ Adjustments	As at March 31, 2019	As at March 31, 2018
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
Factory Building	59,949,649.55	70,055,628.15	130,005,277.70	20,722,479.99	4,127,798.00	-	24,850,277.99	39,227,169.56
Plant and Equipment	96,390,402.03	97,682,098.80	174,193,650.00	44,749,764.19	9,359,455.80	18,884,907.83	35,224,312.16	51,640,637.84
Office Equipments	2,199,936.91	567,207.39	2,767,144.30	395,810.00	631,303.00	-	1,027,113.00	1,804,126.91
Furniture and Fixtures	7,027,333.45	1,145,472.15	8,172,805.60	3,526,438.59	740,054.41	-	4,266,493.00	3,906,312.60
Vehicles	12,466,420.29	98,438.00	12,564,858.29	8,475,250.45	851,647.79	-	9,326,898.24	3,237,960.05
<b>Total</b>	<b>185,217,497.13</b>	<b>169,548,844.49</b>	<b>332,794,583.89</b>	<b>77,869,743.22</b>	<b>15,710,259.00</b>	<b>18,884,907.83</b>	<b>74,695,094.39</b>	<b>107,347,753.91</b>
Previous Year	176,854,489.90	8,363,007.23	185,217,497.13	69,987,966.59	7,881,776.63	-	77,869,743.22	107,347,753.91
Capital Work in Progress	132,790,700.81	-	132,790,700.81	-	-	-	-	-
Previous Year	92,892,425.25	39,898,275.56	132,790,700.81	-	-	-	132,790,700.81	-

**3 INTANGIBLE ASSETS**

Summary of cost and net carrying amount of each class of intangible assets are given below:

(Amt. in ₹)

Description	Gross Carrying Value			Depreciation			Net Carrying Value	
	As at April 1, 2018	Additions/adjustments	As at March 31, 2019	As at April 1, 2018	Additions/Adjustments	Sales/ Adjustments	As at March 31, 2019	As at March 31, 2018
Computer Software	4,116,912.00	142,426.00	4,259,338.00	2,256,311.00	1,061,088.00	-	3,317,399.00	1,860,601.00
<b>Total</b>	<b>4,116,912.00</b>	<b>142,426.00</b>	<b>4,259,338.00</b>	<b>2,256,311.00</b>	<b>1,061,088.00</b>	<b>-</b>	<b>3,317,399.00</b>	<b>1,860,601.00</b>
Previous Year	3,360,912.00	756,000.00	4,116,912.00	1,192,022.00	1,192,022.00	-	2,256,311.00	1,860,601.00



**4 FINANCIAL ASSETS**

(Amt. in ₹)

NON CURRENT INVESTMENTS	Face value	As at March 31,2019		As at March 31,2018	
		No. of Share	Value	No. of Share	Value
Investments in Unquoted Equity Instruments	per Unit				
Subsidiary					
Peptech Bioscience Limited	10.00	1,274,940	12749400.00	1,274,940	12,749,400.00
<b>Total</b>			<b>12749400.00</b>		<b>12,749,400.00</b>

**5 OTHER FINANCIAL ASSETS**

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Security Deposits	5,408,229.27	5,116,462.27
Duties & Taxes Demand Dep.(Pending claims)	231,791.04	278,015.04
	<b>5,640,020.31</b>	<b>5,394,477.31</b>

**6 INVENTORIES**

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Raw Material	114,031,640.64	126,544,653.83
Finished Goods	71,631,155.09	32,798,010.08
Packing Material	12,832,233.91	11,297,744.46
Consumable Stores	1,105,438.08	1,279,414.59
	<b>199,600,467.72</b>	<b>171,919,822.96</b>

**7 TRADE RECEIVABLE**

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Outstanding for a period exceeding six months (from the due date)		
Unsecured, Considered Good	1,200,630.21	1,778,104.00
Doubtful	-	472,669.00
Outstanding for a period less than six months		
Unsecured, Considered Good	77,165,448.67	78,110,682.79
	<b>78,366,078.88</b>	<b>80,361,455.79</b>

**8 CASH AND CASH EQUIVALENTS**

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Balance with Banks:		
In Current Accounts	14,551,875.97	6,413,510.62
Cash on hand	1,327,715.88	425,835.04
	<b>15,879,591.85</b>	<b>6,839,345.66</b>

**9 OTHER BANK BALANCE**

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Other Fixed Deposit with original Maturity more than 3 months	1,612,804.80	5,046,113.20
	<b>1,612,804.80</b>	<b>5,046,113.20</b>

**10 CURRENT TAX ASSETS (NET)**

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Advance Income tax/TDS		10,354,599.60
Less:-Provision for Current Tax		<b>(10,242,174.00)</b>
	-	<b>112,425.60</b>

**CURRENT TAX LIABILITY (NET)**

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Provision for Current Tax	10,263,660.00	-
Less:Advance Income tax/TDS	(9,464,740.32)	-
	<b>798,919.68</b>	

**11 OTHER CURRENT ASSETS**

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Advances to Suppliers	12,866,237.60	12,683,036.79
Prepaid Expenses	526,816.16	724,795.48
Other Miscellaneous Advances	622,437.14	765,114.11
Balance with Revenue Authorities	11,251,123.63	10,877,667.29
	<b>25,266,614.53</b>	<b>25,050,613.67</b>

**12 EQUITY SHARES CAPITAL**

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Authorized:		
100,00,000 (Previous year '100,00,000 Equity Shares ) of `Rs.10/-each.	100,000,000.00	100,000,000.00
	100,000,000.00	100,000,000.00
Issued:		
82,63,700 (Previous year 77,38,700) Equity Shares of `Rs.10/- each	<b>82,637,000.00</b>	<b>77,387,000.00</b>
	<b>82,637,000.00</b>	<b>77,387,000.00</b>
Subscribed and Paid-up:		
82,63,700 (Previous year 77,38,700) Equity Shares of `Rs.10/- each	<b>82,637,000.00</b>	<b>77,387,000.00</b>
	<b>82,637,000.00</b>	<b>77,387,000.00</b>



**(i) Reconciliation of Shares outstanding at the beginning and at the end of the reporting period**

(Amt. in ₹)

	As at March 31,2019		As at March 31,2018	
	Numbers	(₹Amt. in Rs.)	Numbers	(₹Amt. in Rs.)
Equity Shares outstanding at the beginning of the year	7,738,700	77,387,000.00	7,738,700.00	77,387,000.00
Add: Equity Shares Issued during the year	525,000	5,250,000.00	-	-
Equity Shares outstanding at the end of the year	8,263,700	82,637,000.00	7,738,700.00	77,387,000.00

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

(Amt. in ₹)

Name of shareholder	As at March 31,2019		As at March 31,2018	
	Numbers of Shares held	Percentage of Holding	Numbers of Shares held	Percentage of Holding
1. S.Udit Securities Ltd.	860,862	10.42%	861,062	11.13%
2. Titan Securities Limited	2,258,831	27.33%	2,033,831	26.28%
3. Tanita Leasing & Finance Limited	784,455	9.49%	784,855	10.14%
4. A V B Shares Trading Pvt.Ltd.	1,325,000	16.03%	1,175,000	15.18%
5. Connoisseur Management Services P.Ltd,	560,000	6.78%	410,000	5.30%

**(iii) Rights, preferences and restrictions attached to shares  
Equity shares**

The Company has one class of equity shares having a par value of ₹ 10 each. Each shareholder is eligible for one vote per share held and carry a right to dividend. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**FINANCIAL LIABILITIES**

**13 BORROWINGS (Non Current)**

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
<b>Loan From Bank (A)</b>		
<b>Secured</b>		
Term Loan	32,171,790.49	39,846,084.63
Vehicle Loan	-	400,052.24
<b>Sub Total (A)</b>	<b>32,171,790.49</b>	<b>40,246,136.87</b>
<b>Loan from Related Parties (B)</b>		
<b>Unsecured</b>	87,988,614.00	110,913,614.00
<b>Loan and Advances from Others (C)</b>		
<b>Unsecured</b>	-	23,500,000.00
<b>Total (A+B+C)</b>	<b>120,160,404.49</b>	<b>174,659,750.87</b>





**BORROWINGS (Current)**

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
<b>Loans repayable on demand</b>		
<b>From Bank</b>		
<b>Working Capital Loans (secured)</b>		
Cash Credit,Packing Credit and Bill Discounting Facilities	88,377,082.15	71,016,088.86
	<b>88,377,082.15</b>	<b>71,016,088.86</b>

**Note: (a) Terms of repayment of Borrowings:**

- (i) Cash Credit,Packing Credit and Bill Discounting Facilities lending from HDFC Bank repayable on demand and bear interest of MCLR+0.75% P.A. with repayable amount as on 31.03.2019 is Rs.8,83,77,082.15.
- (ii) Term loan lending from HDFC Bank repayable on equal monthly instalment of Rs. 9,06,447 bear interest of MCLR+0.75% P.A. with maturity date of 07-09-2023 having Outstanding amount as on 31.03.2019 is Rs.3,97,77,820.67.
- (iii) Vehicle loan lending from ICICI Bank repayable on equal monthly instalment of Rs. 42,260 bear interest of 10.24% P.A. with maturity date of 10-03-2020 having principal amount as on 31.03.2019 is Rs. 4,68,316.20.

**Note (b) : Charge on secured borrowings is as given below:**

**1 Primary Security**

- (i) Cash Credit -> Hypothecation by way of First and Exclusive charge on all present and future stocks and book debts for CC limit,FD for LC/BC.
  - (ii) Vehicle loan is hypothecation on specific car.
- 2 Collateral Security**
- (i) Industrial Property at Plot No.902A,Bhiwadi, RIICO Industrial Area,Rajasthan-301002 in the name of M/s Titan Biotech Limited.
  - (ii) E 540, Chopanki, Chopanki Industrial Area, Near Highway, Bhiwadi, Rajasthan.

**Note (c) : above secured Loans (Other than Vehicle Loan) are personal guarantee of two directors.**

The Company has not defaulted on any loans payable during the year.

**14 DEFERRED TAX LIABILITIES (Net)**

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Deferred Tax Liabilities		
Less:Deferred Tax Assets	13,912,207.84	9,899,774.92
	(3,712,798.50)	(2,561,578.80)
	<b>10,199,409.34</b>	<b>7,338,196.12</b>

(Amt. in ₹)

Movement in Deferred tax liabilities/assets balances :-	2018-19				2017-18			
	Opening Balance	Recognised/ reversed through Profit or Loss	Recognised in Other Comprehensive Income	Closing Balance	Opening Balance	Recognised/ reversed through Profit or Loss	Recognised in Other Comprehensive Income	Closing Balance
Deferred tax Assets in relation to:-								
Provision for Employees Benefits	2,561,578.80	558,241.13	-	3,119,819.93	2,144,129.41	417,449.39	-	2,561,578.80
Leave Encashment	-	592,978.57		592,978.57	-	-	-	-
<b>Total Deferred Tax Assets</b>	<b>2,561,578.80</b>	<b>1,151,219.70</b>	<b>-</b>	<b>3,712,798.50</b>	<b>2,144,129.41</b>	<b>417,449.39</b>	<b>-</b>	<b>2,561,578.80</b>



(Amt. in ₹)

Movement in Deferred tax liabilities/assets balances :-	2018-19				2017-18			
	Opening Balance	Recognised/ reversed through Profit or Loss	Recognised in Other Comprehensive Income	Closing Balance	Opening Balance	Recognised/ reversed through Profit or Loss	Recognised in Other Comprehensive Income	Closing Balance
Deferred tax Liabilities in relation to:-								
Depreciation and Amortization Expense	9,899,774.92	3,642,043.00	-	13,541,817.92	6,011,643.85	3,888,131.07	-	9,899,774.92
Re-measurement gain on defined benefit plans	-	-	370,389.92	370,389.92	-	-	-	-
<b>Total Deferred Tax Liabilities</b>	<b>9,899,774.92</b>	<b>3,642,043.00</b>	<b>370,389.92</b>	<b>13,912,207.84</b>	<b>6,011,643.85</b>	<b>3,888,131.07</b>	<b>-</b>	<b>9,899,774.92</b>

**15 PROVISIONS**

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Provision for Employees Benefits	9,588,953.00	9,169,435.00
Proposed Dividends (including Dividend Distribution Tax)	-	6,985,608.00
	<b>9,588,953.00</b>	<b>16,155,043.00</b>

**16 TRADE PAYABLES**

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Due to Micro and Small enterprises (Refer note-35)	-	-
Other Trade Payable	20,639,006.65	10,633,500.76
	<b>20,639,006.65</b>	<b>10,633,500.76</b>

**17 OTHER FINANCIAL LIABILITIES**

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Statutory Dues & Expenses Payable	12,197,831.73	9,773,758.45
Creditors for exp.	4,420,027.97	5,593,643.16
Current Maturity of Long Term Borrowings	8,074,346.38	8,017,735.35
	<b>24,692,206.08</b>	<b>23,385,136.96</b>

**18 OTHER CURRENT LIABILITES**

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Advance from customers	7,109,388.50	3,458,797.46
	<b>7,109,388.50</b>	<b>3,458,797.46</b>



**19 REVENUE FROM OPERATIONS**

(Amt. in ₹)

Particulars	2018-2019	2017-2018
Domestic Sales	443,393,810.30	417,173,323.38
Export Sales	139,010,391.98	146,322,574.91
Gross Revenue from Operations	582,404,202.28	563,495,898.29
Less: Excise Duty	-	8,181,248.00
<b>Net Revenue from Operations</b>	<b>582,404,202.28</b>	<b>555,314,650.29</b>

**Note** :-Consequent to the introduction of Goods and Services Tax (GST) with effect from 1st July, 2017, Central Excise, Value Added Tax (VAT) etc. have been replaced by GST. In accordance with the Indian Accounting Standards and Schedule III of the Companies Act, 2013, GST, GST Compensation Cess, VAT, etc. are excluded from Gross Revenue from sale of products and services for applicable periods. In view of the aforesaid restructuring of indirect taxes, Gross Revenue from sale of products and services and Excise duty for the year ended 31st March, 2019 is not comparable with the previous year.

**20 OTHER INCOME**

(Amt. in ₹)

Particulars	2018-2019	2017-2018
Foreign Exchange Fluctuation	6,012,904.02	3,918,174.42
Interest Of FDR	186,630.00	157,451.00
Duty Drawback	-	50,179.00
Other Interest	196,702.00	176,856.00
Other Income	117,555.58	139,340.73
	<b>6,513,791.60</b>	<b>4,442,001.15</b>

**21 COST OF MATERIAL CONSUMED :**

(Amt. in ₹)

Particulars	2018-2019	2017-2018
Opening Balance	126,544,653.83	89,753,473.65
Add : Purchases	332,442,250.07	333,909,424.03
	458,986,903.90	423,662,897.68
Less: Closing Stock	114,031,640.64	126,544,653.83
<b>Cost of Material Consumed :</b>	<b>344,955,263.26</b>	<b>297,118,243.85</b>

**22 CHANGE IN INVENTORIES OF FINISED GOODS.WORK IN PROGRESS AND STOCK IN TRADE**

(Amt. in ₹)

Particulars	2018-2019	2017-2018
<b>Inventories at the beginning of the Financial year</b>		
Finished Goods	32,798,010.08	45,854,688.61
	32,798,010.08	45,854,688.61
<b>Inventories at the end of the Financial year</b>		
Finished Goods	<b>71,631,155.09</b>	<b>32,798,010.08</b>
	<b>71,631,155.09</b>	<b>32,798,010.08</b>
<b>(Increase)/ Decrease in Inventories</b>	<b>(38,833,145.01)</b>	<b>13,056,678.53</b>



**23 EMPLOYEE BENEFIT EXPENSES**

(Amt. in ₹)

<b>Particulars</b>	<b>2018-2019</b>	<b>2017-2018</b>
Salary & Wages	63,481,852.00	54,348,484.00
Leave Encashment	2,131,483.00	-
Contribution in ESI & PF	3,426,145.00	2,546,888.00
Bonus Exp.	2,788,620.00	2,378,837.00
Staff Welfare	2,644,762.85	1,241,278.00
Gratuity	2,006,618.00	1,500,537.00
Directors' Remuneration	8,400,000.00	7,200,000.00
	<b>84,879,480.85</b>	<b>69,216,024.00</b>

**25 DEPRICIATION AND AMORTISATION EXPENSES**

(Amt. in ₹)

<b>Particulars</b>	<b>2018-2019</b>	<b>2017-2018</b>
Depreciation and Amortization Expenses:	16,771,347.00	9,073,798.63
	<b>16,771,347.00</b>	<b>9,073,798.63</b>

**26 OTHER EXPENSES**

(Amt. in ₹)

<b>Particulars</b>	<b>2018-2019</b>	<b>2017-2018</b>
<b>Manufacturing &amp; Operating Overheads</b>		
Cartage & Freight Inward	18,426,591.76	15,603,114.94
Power & Fuel Exp.	31,017,138.61	30,573,401.41
Repair & Maintenance -Factory	2,707,792.16	2,085,906.44
Lab Exp.	346,153.23	990,087.37
Consumable Store	1,209,461.56	1,547,850.33
Packing Material	15,017,865.50	11,457,449.84
Processing Charges	1,720,176.30	2,636,451.92
Entry Tax-Chopanki	-	455,565.00
	<b>70,445,179.12</b>	<b>65,349,827.25</b>
<b>Administrative Expenses</b>		
Auditors' Remuneration - (a)	100,000.00	100,000.00
Building Repair & Maintance	502,989.20	569,660.30
Bad Debts Written off	1,015,719.00	-
Courier & Postage Charges	122,624.98	617,356.72
Economic Charges	497,106.50	321,547.00
Electricity Exp.	1,143,611.55	991,429.64
Fees & Taxes	3,464,846.12	1,202,057.17
General Repair & Maintenance	1,278,305.91	263,058.27
Internal Audit Fees	20,000.00	20,000.00



(Amt. in ₹)

<b>Particulars</b>	<b>2018-2019</b>	<b>2017-2018</b>
Insurance	319,796.56	272,649.02
Legal & Professional Charges	1,827,056.60	1,650,914.50
Loss in transit	308,452.76	-
Misc.Exp.	1,335,334.18	1,065,599.51
Meeting Exp.	65,271.00	68,395.00
Office Maintenance Exp.	462,253.05	864,897.88
Rent	3,613,942.00	3,269,294.00
Printing & Stationery	457,883.68	449,274.31
Security Charges	416,732.00	326,603.00
Software Exp	366,061.00	257,085.00
Short & Excess A/c	1,264.39	14,779.48
Telephone Exp.	866,077.25	787,410.00
Interest on Demand	453,401.00	36,504.00
Interest on TDS	147.00	-
Tender Exp.	20,125.78	24,172.50
Vehicle Running & Maintenance Exp.	1,249,717.90	1,214,708.97
Loss on Sale of PPE	650,943.00	-
Preliminary Exp.W/off		
	<b>20,559,662.41</b>	<b>14,387,396.27</b>
<b>Selling &amp; Distribution Expenses</b>		
Advertisement Exp.	445,809.00	579,633.51
Business Promotion	7,617,931.04	8,232,510.07
Director's Travelling	4,422,999.43	4,312,016.40
Travelling Exp.	9,128,997.48	7,938,969.98
Cartage & Freight Outward	3,848,084.54	8,401,734.08
Commission Paid	748,293.94	841,973.60
	<b>26,212,115.43</b>	<b>30,306,837.64</b>
	<b>117,216,956.96</b>	<b>110,044,061.16</b>
(a). Details of Statutory Auditors' Remuneration are as follows:		
Statutory & Tax Audit Fees	100,000.00	100,000.00
	<b>100,000.00</b>	<b>100,000.00</b>



**27 INCOME TAX EXPENSES**

(Amt. in ₹)

Particulars	2018-2019	2017-2018
Current Tax expense	10,263,660.00	10,242,174.00
Deferred Tax expense	2,490,823.30	3,470,681.68
	<b>12,754,483.30</b>	<b>13,712,855.68</b>

The reconciliation of estimated income tax expense at statutory income tax rate to income tax expense reported in statement of profit and loss is as follows:

(Amt. in ₹)

Particulars	2018-2019	2017-2018
Profit before income taxes	43,558,334.04	37,726,485.61
Indian statutory income tax rate	27.82%	27.55%
Expected income tax expense	<b>12,117,928.53</b>	<b>10,394,589.95</b>

Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:

(Amt. in ₹)

Tax impact of expenses which will never be allowed	956,927.32	373.61
Others (net)	(320,372.55)	3,317,892.12
Total income tax expense	<b>12,754,483.30</b>	<b>13,712,855.68</b>

The tax rate used for the year 2018-19 and 2017-18 is the corporate tax rate of 27.82% (25% + surcharge @ 7% and cess @ 4%) and 27.55% (25% + surcharge @ 7% and cess @ 3%) respectively payable on taxable profits under the Income Tax Act, 1961. Significant components of net deferred tax assets and liabilities for the year ended March 31, 2019 are given in Note 14.

**28 EARNING PER SHARE**

(Amt. in ₹)

Particulars	2018-2019	2017-2018
Profit/ (Loss) for the period	30,803,850.74	24,013,629.93
Weighted average number of shares used in the calculation of EPS:		
Weighted average number of Basic Equity Shares outstanding	8,263,700.00	7,738,700.00
Weighted average number of Diluted Equity Shares outstanding	8,263,700.00	7,738,700.00
Face value of per share	10.00	10.00
Basic EPS	3.73	3.10
Diluted EPS	3.73	3.10

**29 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 Ind AS 105

**30 Disclosure required by Indian Accounting Standard (Ind AS) 19 on "Employee Benefits":**

**Defined Benefit Plan-Gratuity**

**Table I: Assumptions**

(Amt. in ₹)

Assumptions	31.03.2019	31.03.2018
Discount Rates	7.43%	7.85%
Rate of increase in Compensation levels	11.50%	12.00%
Rate of Return on Plan Assets	NA	NA
Expected Future Service	26.59 Years	26.77 Years

**Table II: Service Cost**

(Amt. in ₹)

Particulars	31.03.2019	31.03.2018
Current Service Cost	1,226,337.00	1,462,284.00
Past Service Cost (including curtailment Gains/Losses)	-	-
Gains or losses on Non Routine settlements	-	-
<b>Total</b>	<b>1,226,337.00</b>	<b>1,462,284.00</b>

**Table III: Net Interest Cost**

(Amt. in ₹)

Particulars	31.03.2019	31.03.2018
Interest Cost on Defined Benefit Obligation	719,801.00	-
Interest Income on Plan Assets	-	-
<b>Net Interest Cost (Income)</b>	<b>719,801.00</b>	<b>-</b>

**Table IV: Change in Present Value of Obligations (Unfunded)**

(Amt. in ₹)

Particulars	31.03.2019	31.03.2018
Opening of defined benefit obligations	9,169,435.00	7,707,151.00
Service cost	1,226,337.00	1,462,284.00
Interest Cost	719,801.00	-
Benefit Paid	(195,240.00)	-
Actuarial (Gain)/Loss on total liabilities:	(1,331,380.00)	NA
- due to change in financial assumptions	3,258.00	NA
- due to change in demographic assumptions	(1,715,085.00)	NA
- due to experience variance	380,448.00	NA
<b>Closing of defined benefit obligation (Non-Funded)</b>	<b>9,588,953.00</b>	<b>9,169,435.00</b>

**Table V: Other Comprehensive Income**

(Amt. in ₹)

Particulars	31.03.2019	31.03.2018
Opening amount recognized in OCI outside P&L account	-	-
Actuarial gain / (loss) on liabilities	1,331,380.00	-
Actuarial gain / (loss) on assets	-	-
<b>Closing amount recognized in OCI outside P&amp;L account</b>	<b>1,331,380.00</b>	<b>-</b>

**Table VI: The amount to be recognized in Balance Sheet Statement**

(Amt. in ₹)

Particulars	31.03.2019	31.03.2018
Present Value of Obligations	9,588,953.00	9,169,435.00
Fair value of plan assets	-	-
<b>Net Obligations</b>	<b>9,588,953.00</b>	<b>9,169,435.00</b>
Amount not recognized due to asset limit	-	-
<b>Net defined benefit liability / (assets) recognized in balance sheet (Unfunded)</b>	<b>9,588,953.00</b>	<b>9,169,435.00</b>



**Table VII: Expense Recognized in Statement of Profit and Loss**

(Amt. in ₹)

Particulars	31.03.2019	31.03.2018
Service cost	1,226,337.00	1,462,284.00
Net Interest Cost	719,801.00	-
<b>Expenses Recognized in the statement of Profit &amp; Loss</b>	<b>1,946,138.00</b>	<b>1,462,284.00</b>

**Table VIII: Change in Net Defined Obligations (Unfunded)**

(Amt. in ₹)

Particulars	31.03.2019	31.03.2018
Opening of Net defined benefit liability	9,169,435.00	7,707,151.00
Service cost	1,226,337.00	1,462,284.00
Net Interest Cost	719,801.00	-
Re-measurements	(1,331,380.00)	-
Contribution paid to fund	(195,240.00)	-
<b>Closing of Net defined benefit liability</b>	<b>9,588,953.00</b>	<b>9,169,435.00</b>

**Table IX: Reconciliation of Expense in Profit and Loss Statement**

(Amt. in ₹)

Particulars	31.03.2019	31.03.2018
Present Value of Obligation as at the end of the year	9,588,953.00	9,169,435.00
Present Value of Obligation as at the beginning of the year	9,169,435.00	7,707,151.00
Benefit Paid	195,240	-
Actual Return on Assets	-	-
OCI	(1,331,380.00)	-
<b>Expenses Recognised in the Statement of Profit and Loss</b>	<b>1,946,138</b>	<b>1,462,284</b>

**Table X: Reconciliation of Liability in Balance Sheet**

(Amt. in ₹)

Particulars	31.03.2019	31.03.2018
Opening net defined benefit liability / (asset)	9,169,435.00	7,707,151.00
Expense charged to profit and loss account	1,946,138.00	1,462,284.00
Amount recognized outside profit & loss account	-	-
Employer Contributions	(195,240.00)	-
OCI	(1,331,380.00)	-
<b>Closing net defined benefit liability / (asset) (Unfunded)</b>	<b>9,588,953.00</b>	<b>9,169,435.00</b>

**Table XI: Sensitivity Analysis**

Following table shows the sensitivity results on liability due to change in the assumptions:

(Amt. in ₹)

Item	31.03.2019	Impact (Absolute)	Impact %
Base Liability	9,588,953.00		
Increase Discount Rate by 0.50%	9,362,789.00	(226,164.00)	-2.36%
Decrease Discount Rate by 0.50%	9,826,809.00	237,856.00	2.48%
Increase Salary Inflation by 1.00%	10,016,934.00	427,981.00	4.46%
Decrease Salary Inflation by 1.00%	9,183,879.00	(405,074.00)	-4.22%
Increase Salary Inflation by 5.00%	9,057,712.00	(531,241.00)	-5.54%
Decrease Salary Inflation by 5.00%	10,377,732.00	788,779.00	8.23%





**Note:**

- 1 The base liability is calculated at discount rate of 7.43% per annum and salary inflation rate of 11.50% per annum for all future years.
- 2 Liabilities are very sensitive to salary escalation rate, discount rate & withdrawal rate.
- 3 Liabilities are very less sensitive due to change in mortality assumptions. Hence, sensitivities due to change in mortality are ignored.

(Amt. in ₹)

Item	31.03.2018	Impact (Absolute)	Impact %
Base Liability	9,169,435.00		
Increase Discount Rate by 0.50%	8,769,360.00	(400,075.00)	-4.36%
Decrease Discount Rate by 0.50%	9,601,785.00	432,350.00	4.72%
Increase Salary Inflation by 1.00%	9,898,260.00	728,825.00	7.95%
Decrease Salary Inflation by 1.00%	8,499,589.00	(669,846.00)	-7.31%
Increase Salary Inflation by 5.00%	8,198,754.00	(970,681.00)	-10.59%
Decrease Salary Inflation by 5.00%	10,974,393.00	1,804,958.00	19.68%

**Note:**

- 1 The base liability is calculated at discount rate of 7.85% per annum and salary inflation rate of 12.00% per annum for all future years.
- 2 Liabilities are very sensitive to salary escalation rate, discount rate & withdrawal rate.
- 3 Liabilities are very less sensitive due to change in mortality assumptions. Hence, sensitivities due to change in mortality are ignored.

**Table XII: Maturity Profile of Defined Benefit Obligation (Valued on undiscounted basis)**

(Amt. in ₹)

Particulars	31.03.2019	31.03.2018
Year 1	1,289,571.00	524,647.00
Year 2	1,231,362.00	581,816.00
Year 3	1,194,500.00	655,679.00
Year 4	1,161,690.00	650,962.00
Year 5	1,301,710.00	699,380.00
After 5 Year	8,807,801.00	20,300,605.00
<b>Total</b>	<b>14,986,634.00</b>	<b>23,413,089.00</b>

**31 Disclosures of Provisions required by Indian Accounting Standards (Ind AS) 37 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 2018-19 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 60,12,904.02.00 and Rs.39,18,174.42 on account of foreign currency transactions during the financial year 2018-19 and 2017-18 respectively due to exchange price fluctuation.

**34 Segment Reporting**

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

(a). Based on the guiding principles given in Ind AS 108 - "Operating segments", the Company is primarily engaged in the business of Biological Products. As the Company's business activity falls within a single primary business segment, the disclosure requirements of Ind AS-108 in this regard are not applicable.



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

(Amt. in ₹)

Particulars	2018-2019	2017-2018
Revenue from Operation		
Domestic	443,393,810.30	417,173,323.38
Overseas	139,010,391.98	146,322,574.91
<b>Total</b>	<b>582,404,202.28</b>	<b>563,495,898.29</b>

**35 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.**

**36 Disclosure under Regulation 34 (3) of Securities and Exchange Board of India (SEBI) (listing obligations and disclosure requirements) Regulations, 2015**

Loans and advances (excluding advance towards equity) in the nature of loans and advances given to Subsidiaries, Joint Ventures, Associates and Firms/Companies in which directors are interested:

(Amt. in ₹)

Year ended 31/03/2019		Year ended 31/03/2018	
Balance at year end	Maximum Outstanding	Balance at year end	Maximum Outstanding

**Related Party:**

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

**37 Related Party Disclosures:**

**A. List of Related Parties:**

**i. Subsidiary**

- (a) Peptech Biosciences Limited

**ii. Significant influence over, the entity;**

- (a) Titan Securities Limited

**iii. Other related parties**

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

**iv. Key Managerial Personnel (KMP):**

- (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 (C.F.O)

**v. Relatives of Key Managerial Personal:**

- (a) Udit Singla
- (b) Shivom Singla



**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). Details of significant transactions with Subsidiary, other related parties:**

(Amt. in ₹)

Particulars	Relationship	2018- 2019	2017- 2018
<b>Borrowings (Non-Current) (Net)</b>			
Titan securities limited	Significant influence over, the entity;	(31,600,000.00)	7,558,360.00
Tanita Leasing & Finance Limited	Other related parties	4,400,000.00	2,241,140.00
Connoisseur Management Services Private Limited	Other related parties	(4,225,000.00)	(959,107.00)
Tee Eer Securities & Financial Services Private Limited	Other related parties	2,000,000.00	-
Titan Media Limited	Other related parties	6,500,000.00	-
		<b>(22,925,000.00)</b>	<b>8,840,393.00</b>
<b>Finance Costs</b>			
Titan Securities Limited	Significant influence over, the entity;	4,474,046.00	6,510,880.00
Tanita Leasing & Finance Limited	Other related parties	1,696,675.00	1,370,164.00
Connoisseur Management Services Private Limited	Other related parties	1,212,340.00	864,093.00
Tee Eer Securities & Financial Services Private Limited	Other related parties	180,000.00	-
Titan Media Limited	Other related parties	152,728.00	361,424.00
		<b>7,715,789.00</b>	<b>9,106,561.00</b>
<b>Dividend Issued</b>			
Titan Securities Limited	Significant influence over, the entity;	1,525,373.00	1,525,373.25
		<b>1,525,373.00</b>	<b>1,525,373.25</b>
<b>Revenue from Operations</b>			
Peptech Biosciences Ltd	Subsidiary	33,390,831.00	13,010,472.35
		33,390,831.00	13,010,472.35
<b>Cost of Material Consumed</b>			
Peptech Biosciences Ltd	Subsidiary	1,050,995.00	527,620.00
		<b>1,050,995.00</b>	<b>527,620.00</b>

**(b). Details of significant transactions with Key Managerial Personnel:**

(Amt. in ₹)

Particulars		2018- 2019	2017-2018
<b>short-term employee benefits;</b>			
Directors' Remuneration			
Mr.Naresh Kumar Singla (Managing Director)	KMP	4,200,000.00	3,600,000.00
Mr.Suresh Chand Singla (Managing Director)	KMP	4,200,000.00	3,600,000.00
		<b>8,400,000.00</b>	<b>7,200,000.00</b>
Leave Encashment			
Udit Singla	Relative of KMP	-	-



Particulars		2018- 2019	2017-2018
Shivom Singla	Relative of KMP	-	-
Mr.Prem Shankar Gupta (C.F.O)	KMP	36,382.00	-
Mr.Charanjit Singh (Company Secretary)	KMP	50,221.00	-
		<b>86,603.00</b>	-
<b>Bonus</b>			
Udit Singla	Relative of KMP	62,475.00	62,475.00
Shivom Singla	Relative of KMP	62,475.00	62,475.00
Mr.Prem Shankar Gupta (C.F.O)	KMP	57,277.00	51,898.00
Mr.Charanjit Singh (Company Secretary)	KMP	67,397.00	61,746.00
		<b>249,624.00</b>	<b>238,594.00</b>
<b>Salary &amp; Wages</b>			
Udit Singla	Relative of KMP	1,500,000.00	1,500,000.00
Shivom Singla	Relative of KMP	1,500,000.00	1,500,000.00
Mr.Charanjit Singh (Company Secretary)	KMP	1,348,481.00	1,235,421.00
Mr.Prem Shankar Gupta (C.F.O)	KMP	1,063,493.00	963,595.00
		<b>5,411,974.00</b>	<b>5,199,016.00</b>

**(c). Details of significant balances with Associates, KMPs, other related parties:-**

(Amt. in ₹)

Particulars	Relationship	As at 31st March 2019	As at 31st March 2018
<b>Investments</b>			
Peptech Biosciences Limited	Subsidiary	12,749,400.00	12,749,400.00
		<b>12,749,400.00</b>	<b>12,749,400.00</b>
<b>Borrowings (Non-Current)</b>			
Titan Securities limited	Significant influence over, the entity;	44,235,318.00	75,835,318.00
Tanita Leasing & Finance Limited	Other related parties	21,024,000.00	16,624,000.00
Connoisseur Management Services Private Limited	Other related parties	14,229,296.00	18,454,296.00
Tee Eer Securities & Financial Services Private Limited	Other related parties	2,000,000.00	-
Titan Media Limited	Other related parties	6,500,000.00	-
		<b>87,988,614.00</b>	<b>110,913,614.00</b>
<b>Trade Receivables</b>			
Peptech Biosciences Ltd	Subsidiary	1,540,568.55	12,906,062.75
		<b>1,540,568.55</b>	<b>12,906,062.75</b>
<b>Other Current Liabilities</b>			
Mr.Naresh Kumar Singla (Managing Director)	Key Managerial Personnel	253,250.00	251,815.00
Mr.Suresh Chand Singla (Managing Director)	Key Managerial Personnel	258,330.00	205,515.00
Udit Singla	Relative of KMP	146,735.00	127,415.00
Shivom Singla	Relative of KMP	160,675.00	157,605.00
Mr.Prem Shankar Gupta (C.F.O)	Key Managerial Personnel	168,742.00	120,881.00
Mr.Charanjit Singh (Company Secretary)	Key Managerial Personnel	209,300.00	159,055.00
		<b>1,197,032.00</b>	<b>1,022,286.00</b>



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.

**38 Financial instruments**

**(I) Financial instruments by category**

(Amt. in ₹)

Particulars	As at 31st March 2019		As at 31st March 2018	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Financial Assets</b>				
Measured at amortised cost				
Trade Receivable	78,366,078.88	78,366,078.88	80,361,455.79	80,361,455.79
Cash and Cash Equivalents	15,879,591.85	15,879,591.85	6,839,345.66	6,839,345.66
Other Bank Balance	1,612,804.80	1,612,804.80	5,046,113.20	5,046,113.20
Other Financial Assets Non Current	5,640,020.31	5,640,020.31	5,394,477.31	5,394,477.31
<b>Total Financial Assets</b>	<b>101,498,495.84</b>	<b>101,498,495.84</b>	<b>97,641,391.96</b>	<b>97,641,391.96</b>
<b>Financial liabilities</b>				
Measured at amortised cost				
Borrowings-Non Current	120,160,404.49	120,160,404.49	174,659,750.87	174,659,750.87
Borrowings-Current	88,377,082.15	88,377,082.15	71,016,088.86	71,016,088.86
trade Payables	20,639,006.65	20,639,006.65	10,633,500.76	10,633,500.76
Other financial Liabilities	24,692,206.08	24,692,206.08	23,385,136.96	23,385,136.96
<b>Total Financial liabilities</b>	<b>253,868,699.37</b>	<b>253,868,699.37</b>	<b>279,694,477.45</b>	<b>279,694,477.45</b>

Investment in Associate is measured at cost and hence are not required to be disclosed as per Ind AS 107 "Financial Instruments Disclosures". Hence, the same have been excluded from the above table.

**(II) Fair value measurement**

The following table shows the levels within the hierarchy of financial assets measured at fair value on a recurring basis at 31 March 2019 and 31 March 2018 :

(Amt. in ₹)

Particulars	Fair values hierarchy (Level)	As at 31st March 2019	As at 31st March 2018
<b>Financial Assets</b>			
Measured at amortised cost			
Trade Receivable	3	78,366,078.88	80,361,455.79
Cash and Cash Equivalents	3	15,879,591.85	6,839,345.66
Other Bank Balance	3	1,612,804.80	5,046,113.20
Other Financial Assets Non Current	3	5,640,020.31	5,394,477.31
<b>Total Financial Assets</b>		<b>101,498,495.84</b>	<b>97,641,391.96</b>
<b>Financial liabilities</b>			
Measured at amortised cost			
Borrowings-Non Current	3	120,160,404.49	174,659,750.87
Borrowings-Current	3	88,377,082.15	71,016,088.86
trade Payables	3	20,639,006.65	10,633,500.76
Other financial Liabilities	3	24,692,206.08	23,385,136.96
<b>Total Financial liabilities</b>		<b>253,868,699.37</b>	<b>279,694,477.45</b>



**(III) Fair values hierarchy**

Fair value of the financial instruments is classified in various fair value hierarchies based on the following three levels:

Level 1: Quoted prices (unadjusted) in active market for identical assets or liabilities.

Level 2: Inputs other than quoted price included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

The fair value of financial instruments that are not traded in an active market is determined using market approach and valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparty

The fair value of trade receivables, trade payables and other current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature. Where such items are non-current in nature, the same has been classified as Level 3 and fair value determined using discounted cash flow basis. Similarly, unquoted equity instruments where most recent information to measure fair value is insufficient, or if there is a wide range of possible fair value measurements, cost has been considered as the best estimate of fair value.

There has been no change in the valuation methodology for Level 3 inputs during the year. The Company has not classified any material financial instruments under Level 3 of the fair value hierarchy. There were no transfers between Level 1 and Level 2 during the year.

**Financial Risk Management Objectives And Policies**

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of market risk on its financial performance. The Company's risk management assessment and policies and processes are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the Audit Committee is responsible for overseeing the Company's risk assessment and management policies and processes.

The Company's financial risk management policy is set by the management. Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. The Company manages market risk which evaluates and exercises independent control over the entire process of market risk management. The management recommend risk management objectives and policies, which are approved by Senior Management and the Audit Committee.

**a) Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. Credit risk arises from cash held with banks as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. An impairment analysis is



performed at each reporting date on an individual basis for major customers. The history of receivables shows a negligible provision for bad and doubtful debts.

**i) Concentration of Trade Receivables**

The Company's exposure to credit risk for Trade Receivables is presented as below.

(Amt. in ₹)

Particulars	As at 31st March 2019	As at 31st March 2018
Trade Receivables (Bulk purchaser)	40,829,583.78	40,806,633.42
Trade Receivables (Culture Media )	20,370,038.50	22,064,580.20
Trade Receivables (Export)	17,166,456.60	17,490,242.17
<b>Total</b>	<b>78,366,078.88</b>	<b>80,361,455.79</b>

**ii) Credit risk exposure**

Provision for expected credit losses

**As at 31 March 2019**

(Amt. in ₹)

Particulars	Estimated gross Carrying amount at default	Expected credit losses	carrying amount net of impairment provision
Trade Receivable	79,381,797.88	1,015,719.00	78,366,078.88
Cash and Cash Equivalents	15,879,591.85	-	15,879,591.85
Other Bank Balance	1,612,804.80	-	1,612,804.80
Other Financial Assets Non Current	5,640,020.31	-	5,640,020.31
<b>Total</b>	<b>102,514,214.84</b>	<b>1,015,719.00</b>	<b>101,498,495.84</b>

**As at 31 March 2018**

(Amt. in ₹)

Particulars	Estimated gross Carrying amount at default	Expected credit losses	carrying amount net of impairment provision
Trade Receivable	80,361,455.79	-	80,361,455.79
Cash and Cash Equivalents	6,839,345.66	-	6,839,345.66
Other Bank Balance	5,046,113.20	-	5,046,113.20
Other Financial Assets Non Current	5,394,477.31	-	5,394,477.31
<b>Total</b>	<b>97,641,391.96</b>	<b>-</b>	<b>97,641,391.96</b>

**Reconciliation of loss provision – expected credit losses**

(Amt. in ₹)

Reconciliation of loss allowance	Trade Receivables
<b>Loss allowance as on 1 April 2017</b>	-
Impairment loss recognised/reversed during the year	-
<b>Loss allowance on 31 March 2018</b>	-
Impairment loss recognised/reversed during the year	-
<b>Loss allowance on 31 March 2019</b>	-



**b) Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

**Maturities of financial liabilities**

The tables below analyze the company's financial liabilities into relevant maturity groupings based on their contractual maturities:

(Amt. in ₹)

Contractual maturities of financial liabilities as at March 31, 2019	Total Carrying Value	On Demand Payable	on due within 1 Year	Over 1 Year within 3 Years	Over 3 Year within 5 Years
Trade Payables	20,639,006.65	-	20,639,006.65	-	-
Borrowings	208,537,486.64	87,988,614.00	88,377,082.15	27,373,261.86	4,798,528.63
Other financial Liabilities	24,692,206.08	16,617,859.70	8,074,346.38	-	-
<b>Total</b>	<b>253,868,699.37</b>	<b>104,606,473.70</b>	<b>117,090,435.18</b>	<b>27,373,261.86</b>	<b>4,798,528.63</b>

(Amt. in ₹)

Contractual maturities of financial liabilities as at March 31, 2018	Total Carrying Value	On Demand Payable	on due within 1 Year	Over 1 Year within 3 Years	Over 3 Year within 5 Years
Trade Payables	10,633,500.76	-	10,633,500.76	-	-
Borrowings	245,675,839.73	110,913,614.00	71,016,088.86	48,994,012.06	14,752,124.81
Other financial Liabilities	23,385,136.96	15,367,401.61	8,017,735.35	-	-
<b>Total</b>	<b>279,694,477.45</b>	<b>126,281,015.61</b>	<b>89,667,324.97</b>	<b>48,994,012.06</b>	<b>14,752,124.81</b>

**c) Market risk**

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates, foreign currency exchange rates and commodity prices) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments and all short term and long-term debt. The Company is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of its investments. Thus, the Company's exposure to market risk is a function of investing and borrowing activities.

**(i) Foreign exchange risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates.

The Company has international transactions and is exposed to foreign exchange risk arising from foreign currency transactions (imports and exports). Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency. The Company does not hedge its foreign exchange receivables/payables.

The following table sets forth information relating to foreign currency exposure (other than risk arising from derivatives disclosed below):





(a) Foreign currency risk exposure

Particulars	As at 31st March 2019		As at 31st March 2018	
	FC	INR	FC	INR
<b>Financial Assets</b>				
Trade Receivables				
USD	232,031.69	17,165,604.03	266,996.48	17,461,494.08
EURO	11.60	852.57	434.13	28,748.09
<b>Total</b>		<b>17,166,456.60</b>		17,490,242.17
<b>Financial Liabilities</b>				
Trade Payables				
USD	12,530.27	924,183.50	69,198.00	4,582,291.56
<b>Total</b>		<b>924,183.50</b>		4,582,291.56

(b) Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

(Amt. in ₹)

Particulars	As at 31st March 2019		As at 31st March 2018	
	Increase By 5%	decrease By 5%	Increase By 5%	decrease By 5%
<b>Financial Assets</b>				
Trade Receivables				
USD	858,280.20	(858,280.20)	873,074.70	(873,074.70)
EURO	42.63	(42.63)	1,437.40	(1,437.40)
<b>Total</b>	858,322.83	(858,322.83)	874,512.11	(874,512.11)
<b>Financial Liabilities</b>				
Trade Payables				
USD	(46,209.18)	46,209.18	(229,114.58)	229,114.58
<b>Total</b>	(46,209.18)	46,209.18	(229,114.58)	229,114.58

(ii) Interest rate risk

The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

The Company's variable rate borrowing is subject to interest rate. Below is the overall exposure of the borrowing:

(Amt. in ₹)

Particulars	As at 31st March 2019	As at 31st March 2018
Variable rate borrowing	120,548,872.64	110,862,173.49
Fixed rate borrowing	87,988,614.00	134,813,666.24
<b>Total</b>	<b>208,537,486.64</b>	245,675,839.73



**Sensitivity**

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

(Amt. in ₹)

Particulars	As at 31st March 2019	As at 31st March 2018
Interest rates – decrease by 50 basis points	10,668,575.23	9,811,302.35
Interest rates – increase by 50 basis points	(10,668,575.23)	(9,811,302.35)

**(IV) Capital management**

The capital structure of the Company consists of equity, debt, cash and cash equivalents. The Company's objective for capital management is to maintain the capital structure which will support the Company's strategy to maximize shareholder's value, safeguarding the business continuity and help in supporting the growth of the Company.

**39 The Board of Directors of the Company not recommended any dividend for the shareholders of the company in year ended 31st March, 2019.**

**40 Additional information related to Foreign Exchange Inflow and outflow are as under:**

**A. Outflow in foreign currency:**

(Amt. in ₹)

Particulars	2018-2019	2017-2018
Goods Purchased	1,925.29	1,053.80
Advance payment to Suppliers	127.42	43.18
Travelling Exp.	86.50	57.49
Exhibition Exp.	38.22	36.65

**B. Inflow in Foreign Exchange:**

(^ Amt. in lacs of Rs.)

Particulars	2018-2019	2017-2018
Gross Receipts from Export Sales	1,390.10	1,463.23
Advance received against Orders	65.56	23.20

**41 Disclosures required by Indian Accounting Standards (Ind AS) 8 on "Accounting Policies, Changes in Accounting Estimates and Errors":**

The company has voluntarily changed its Accounting Policy on "Employees Benefit Expenses" and adopt new policy on "Financial Instrument" for providing reliable and more relevant information about the effects of transactions, other events or conditions on the entity's financial position, financial performance or cash flows. Such voluntary change has been applied retrospectively from balance or transaction pertain on or after 01-04-2017. Effect of such application has been disclosed below :-

Opening Balance i.e. balance as on 01.04.2017 of "Provision for Employees Benefit Expenses" increased by Rs. 77,07,151 (Balance as on 31.03.2017-NIL) effect of that Opening balance of Retain Earning Shown Under Other Equity decreased with same amount along with Deferred Tax Effect of Rs. 21,44,129.40.

Opening Balance i.e. balance as on 01.04.2017 of "Deferred Tax Liability" decreased by Rs. 21,44,129.40 to given effect of above changed.

Due to Chance in Policy of Employees Benefit Expenses, profit of Financial year 2018-19 and 2017-18 decreased by Rs. 19,46,138 and Rs. 14,62,284 respectively resulting Provision of Employees Benefit Expenses increased with same amount.

**42** 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.

- 43 Previous year's figures have been reclassified / regrouped wherever necessary to conform to current year's classification / disclosure.
- 44 The financial statements were approved by the Board of Directors and authorised for issue on May 29, 2019.

**For Titan Biotech Limited**

**Auditor's Report**

As per our separate report of even date attached

**For Sunita Agrawal & Co.**

Chartered Accountants

FRN-515225C

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

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

**Sunita Agrawal**

F.C.A.Partner

M.No.095196

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

**Prem Shankar Gupta**  
**Chief Financial Officer**

**Place : Delhi**

**Date : 29.05.2019**



## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE MEMBERS OF TITAN BIOTECH LIMITED**

#### **Report on the Audit of the Consolidated Ind AS Financial Statements**

##### **Opinion**

We have audited the accompanying consolidated Ind AS 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”), comprising of the consolidated Balance Sheet as at March 31, 2019, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated Ind AS financial statements”).

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of report of other auditor on separate financial statements and on the other financial information of the subsidiary, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013, as amended (“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 March 31, 2019, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

##### **Basis for Opinion**

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs) as specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Ind AS Financial Statements’ section of our report. We are independent of the Group in accordance with the ‘Code of Ethics’ issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

##### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2019. These matters were addresses in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.



We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor’s responsibilities for the audit of the consolidated Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated Ind AS financial statements. The results of our audit procedures performed by us and by other auditor of component not audited by us, as reported by them in their audit report furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
Accuracy and completeness of disclosure of related party transactions and compliance with the provisions of the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘SEBI (LODR) 2015’) ( as described in note 37 of the consolidated Ind AS financial statements)	
<p>We identified the accuracy and completeness of disclosure of related party transactions as set out in respective notes to the consolidated Ind AS financial statements as a key audit matter due to:</p> <ul style="list-style-type: none"> <li>• The significance of transactions with related parties during the year ended March 31, 2019.</li> <li>• Related party transactions are subject to the compliance requirements under the Companies Act 2013 and SEBI (LODR) 2015.</li> </ul>	<p>Our procedures in relation to the disclosure of related party transactions included:</p> <ul style="list-style-type: none"> <li>• Obtaining an understanding of the Group’s policies and procedures in respect of the capturing of related party transactions and how management ensures all transactions and balances with related parties have been disclosed in the consolidated Ind AS financial statements.</li> <li>• Obtaining an understanding of the Group’s policies and procedures in respect of evaluating approval process by the Board of Directors.</li> <li>• Agreeing the amounts disclosed to underlying documentation and reading relevant agreements, on a sample basis, as part of our evaluation of the disclosure.</li> <li>• Assessing management evaluation of compliance with the provisions of Section 177 and Section 188 of the Companies Act 2013 and SEBI (LODR) 2015.</li> <li>• Evaluating the disclosures through reading of statutory information, books and records and other documents obtained during the course of our audit.</li> </ul>

**Information Other than the Financial Statements and Auditor’s Report thereon**

The Holding Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated Ind AS financial statements and our auditor’s report thereon.



Our opinion on the consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management for the Consolidated Ind AS Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in Equity of the Group in accordance with the accounting principles generally accepted in India including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 the 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 Ind AS 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 Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so. Those respective Board of Directors of the Companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

### **Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions



of users taken on the basis of these consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors, to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entity included in the consolidated financial statements, which have been audited by other auditors, such other auditor remain responsible for the direction, supervision and performance of the audit carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls that we identify during our audit.



We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be brought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2019 and are, therefore, the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Other Matter**

We did not audit the financial statements and other financial information, in respect of 1 subsidiary, whose Ind AS financial statements include total assets of Rs.634.31 Lakhs as at March 31, 2019, and total revenues of Rs.1014.69 Lakhs and net cash inflows of Rs.23.42 Lakhs for the year ended on that date. These Ind AS financial statement and other financial have been audited by other auditor, which financial statements, other financial information and auditor's report have been furnished to us by the management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the reports of such other auditor.

Our opinion above on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditor and the financial statements and other financial information certified by the Management.

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

As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditor on separate financial statements and other financial information of the subsidiary, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

- a. We/the other auditor whose report we have relied upon 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 Ind AS financial statements;
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and report of the other auditor;
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the





books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;

- d. In our opinion, the aforesaid Consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e. On the basis of written representations received from the Directors of the Holding Company as on March 31, 2019 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditor, who are appointed under section 139 of the Act, of the subsidiary company, none of the Directors of the Group's companies incorporated in India, is disqualified as on March 31, 2019 from being appointed as a Director in terms of Section 164(2) of the Act;
- f. With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these Consolidated Ind AS financial statements of the Holding Company and its subsidiary company incorporated in India, refer to our separate Report in "Annexure A" to this report;
- g. In our opinion and based on the consideration of report of other statutory auditor of the subsidiary company incorporated in India, the managerial remuneration for the year ended March 31, 2019 has been paid / provided by the Holding Company and its subsidiary to their Directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- h. 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, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditor on separate financial statements as also the other financial information of the subsidiary, as noted in the 'Other matter' paragraph:
  - i. The consolidated Ind AS financial statements does not have any pending litigations which would impact on its consolidated financial position of the Group in its consolidated Ind AS financial statements;
  - ii. The Group did not any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2019;
  - iii. There were no amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary incorporated in India during the year ended March 31, 2019.

**For Sunita Agrawal & Co.**  
**Chartered Accountants**  
**ICAI FRN-515225C**

**(CA Sunita Agrawal)**  
**Partner**  
**M.No.095196**

**Place: Delhi**  
**Date: 29.05.2019**



**ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT OF EVEN DATE ON THE CONSOLIDATED IND AS FINANCIAL STATEMENTS OF TITAN BIOTECH LIMITED**

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

In conjunction with our audit of the Consolidated Ind AS Financial Statements of **TITAN BIOTECH LIMITED** as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of **TITAN BIOTECH LIMITED** (hereinafter referred to as the “Holding Company”) and its subsidiary company, which are companies incorporated in India, as of 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 Holding 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 Act.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting with reference to these Consolidated Ind AS financial statements 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 as specified under section 143(10) of the Companies Act, 2013, to the extent 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 with reference to these Consolidated Ind AS financial statements 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 with reference to these Consolidated Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these Consolidated Ind AS financial statement, 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 and the audit evidence obtained by the other auditor in terms of their report referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these Consolidated Ind AS financial statements.

**Meaning of Internal Financial Controls over Financial Reporting with Reference to these Consolidated Ind AS financial statements**

A Company's internal financial control over financial reporting with reference to these Consolidated Ind AS financial statements 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 with reference to these Consolidated Ind AS financial statements 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 with Reference to these Consolidated Ind AS financial statements**

Because of the inherent limitations of internal financial controls over financial reporting with reference to these Consolidated Ind AS financial statements , 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 with reference to these Consolidated Ind AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these Consolidated Ind AS financial statements 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, maintained in all material respects, adequate internal financial controls over financial reporting with reference to these Consolidated Ind AS financial statements and such internal financial controls over financial reporting with reference to these Consolidated Ind AS financial statements were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Other Matters**

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the



internal financial controls over financial reporting with reference to these Consolidated Ind AS financial statements of the Holding Company, insofar as it relates to one subsidiary, which are companies incorporated in India, is based on the corresponding report of the auditor of such subsidiary incorporated in India.

**For Sunita Agrawal & Co.  
Chartered Accountants  
ICAI FRN-515225C**

**(CA Sunita Agrawal)  
Partner  
M.No.095196**

**Place: Delhi  
Date: 29.05.2019**



**TITAN BIOTECH LIMITED**

Consolidated Balance Sheet as at 31st March, 2019

(Amt. in ₹)

Particulars	Note No.	As at 31/03/2019	As at 31/03/2018
<b>I. ASSETS</b>			
1. Non-Current Assets			
a. Property, Plant and Equipment	2	289,241,107.12	134,901,475.91
b. Capital Work-in-Progress		-	133,129,187.86
c. Intangible assets	3	941,939.00	1,860,601.00
d. Financial Assets			
(i) Other Financial Assets	4	5,703,870.31	5,418,707.31
e. Other Non Current Assets	5	59,544.00	89,312.00
<b>Total Non-current assets</b>		<b>295,946,460.43</b>	<b>275,399,284.08</b>
2. Current Assets			
a. Inventories	6	211,331,616.32	175,832,465.96
b. Financial Assets			
(i) Trade receivables	7	92,430,737.82	77,744,548.04
(ii) Cash and cash equivalents	8	18,748,459.09	7,366,002.91
(iii) Bank balances other than (ii) above	9	1,612,804.80	5,046,113.20
c. Current Tax Assets (Net)	10	-	105,466.60
d. Other Current Assets	11	27,227,303.52	26,626,830.85
<b>Total Current assets</b>		<b>351,350,921.55</b>	<b>292,721,427.56</b>
<b>TOTAL ASSETS</b>		<b>647,297,381.98</b>	<b>568,120,711.64</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>A Equity</b>			
a. Equity Share Capital	12	82,637,000.00	77,387,000.00
b. Other Equity		239,126,109.55	166,182,865.01
c. Non Controlling Interest		15,814,651.86	11,906,844.52
<b>TOTAL EQUITY</b>		<b>337,577,761.40</b>	<b>255,476,709.53</b>



<b>B Liabilities</b>			
<b>1. Non-Current Liabilities</b>			
a. Financial Liabilities			
(i) Borrowings	13	131,660,404.49	178,711,235.87
b. Deferred tax liabilities (Net)	14	10,526,486.96	7,591,744.44
c. Provisions	15	9,757,611.00	16,218,661.00
<b>Total Non-Current Liabilities</b>		<b>151,944,502.45</b>	<b>202,521,641.31</b>
<b>2. Current Liabilities</b>			
a. Financial Liabilities			
(i) Borrowings	13	96,762,162.98	71,016,088.86
(ii) Trade payables	16	21,449,090.65	10,873,106.76
(iii) Other Financial Liabilities	17	28,095,693.12	24,735,385.72
b. Other current liabilities	18	9,685,866.70	3,497,779.46
c. Current Tax Liabilities (Net)	10	1,782,304.68	-
<b>Total Current Liabilities</b>		<b>157,775,118.13</b>	<b>110,122,360.80</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>647,297,381.98</b>	<b>568,120,711.64</b>

**Notes to Accounts 1-45**

The accompanying notes referred to above form an integral part of the consolidated financial statement

**For Titan Biotech Limited**

**Auditor's Report**

As per our separate report of even date attached

**For Sunita Agrawal & Co.**

Chartered Accountants

FRN-515225C

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

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

**Sunita Agrawal**

F.C.A.Partner

M.No.095196

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

**Prem Shankar Gupta**  
Chief Financial Officer

Place : Delhi

Date : 29.05.2019



**TITAN BIOTECH LIMITED**

**Consolidated Statement of Profit and Loss for the period ended 31 March, 2019**

(Amt. in ₹)

Particulars	Note No.	Year ended 31/03/2019	Year ended 31/03/2018
I. Revenue from Operations	19	649,080,330.02	573,740,125.94
II. Other Income	20	6,865,136.49	4,464,339.20
<b>III. Total Revenues (I+II)</b>		<b>655,945,466.51</b>	<b>578,204,465.14</b>
<b>IV. EXPENSES</b>			
Cost of Material Consumed	21	365,497,347.38	305,820,315.83
Changes in inventories of finished goods, Stock-in- trade and work in progress	22	(38,489,126.36)	11,943,928.53
Employee Benefits Expenses	23	102,654,983.85	73,334,757.00
Finance Costs	24	22,899,293.60	23,893,082.81
Depreciation and Amortization Expense	25	17,115,842.00	9,319,047.63
Other Expenses	26	130,826,610.65	112,897,008.26
<b>Total (IV)</b>		<b>600,504,951.12</b>	<b>537,208,140.06</b>
V. Profit before Tax (III-IV)		55,440,515.39	40,996,325.08
VI. Tax Expenses:	27		
Current Tax		13,747,045.00	10,765,159.00
Earlier year taxes		12,336.00	-
Deferred Tax		2,558,299.80	3,551,574.50
VII. Profit for the period (V-VI)		39,122,834.59	26,679,591.58
VIII. Other Comprehensive Income (Net of Tax)		-	-
Items that will not be reclassified to profit or loss		-	-
Re-measurement gain on defined benefit plans		978,217.28	-
Items that will be reclassified to profit or loss		-	-
<b>Total Other Comprehensive Income (Net of Tax)</b>		<b>978,217.28</b>	<b>-</b>



<b>IX. Total Comprehensive Income for the period (VII+VIII) (Comprising Profit (Loss) and other Comprehensive Income for the period)</b>		<b>40,101,051.87</b>	<b>26,679,591.58</b>
<b>Profit for the year attributed to:</b>			
--Owners of the Company		<b>35,223,102.94</b>	<b>25,429,855.41</b>
--Non controlling Interest		<b>3,899,731.65</b>	<b>1,249,736.17</b>
Other Comprehensive Income (Net of Tax) attributed to:			
--Owners of the Company		<b>970,141.60</b>	-
--Non controlling Interest		<b>8,075.68</b>	-
<b>Total Other Comprehensive Income (Net of Tax) attributed to:</b>			
--Owners of the Company		<b>36,193,244.54</b>	<b>25,429,855.41</b>
--Non controlling Interest		<b>3,907,807.33</b>	<b>1,249,736.17</b>
<b>Earnings per Equity Share:</b>	28		
Basic		4.26	3.29
Diluted		4.26	3.29

**Notes to Accounts 1-45**

The accompanying notes referred to above form an integral part of the consolidated financial statement

For Titan Biotech Limited

**Auditor's Report**

As per our separate report of even date attached

**For Sunita Agrawal & Co.**

Chartered Accountants

FRN-515225C

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

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

**Sunita Agrawal**

F.C.A.Partner

M.No.095196

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

**Prem Shankar Gupta**  
Chief Financial Officer

Place : Delhi

Date : 29.05.2019





**TITAN BIOTECH LIMITED**

**Consolidated Cash Flow Statement for the year ended 31st March, 2019**

(Amt. in ₹)

Particulars	Year ended 31/03/2019	Year ended 31/03/2018
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before Tax	<b>55,440,515.39</b>	<b>40,996,325.08</b>
Adjustment for :		
Finance Costs	22,899,293.60	23,893,082.81
Provision for employees Benefits	2,074,458.00	1,497,077.00
Depreciation and Amortization Expenses	17,115,842.00	9,319,047.63
Unamortized Expenses	29,768.00	29,768.00
Operating profit before working capital changes	97,559,876.99	75,735,300.52
Changes in working Capital:		
Inventories	(35,499,150.36)	(30,839,951.25)
Trade and other Receivables	(4,166,685.25)	(27,207,529.92)
Trade and other Payables	8,739,563.33	12,034,948.57
Cash generation from Operation	66,633,604.71	29,722,767.92
<b>Payment of Direct Taxes</b>	<b>(11,964,740.32)</b>	<b>(10,765,159.00)</b>
<b>Net Cash generated/ (used) - Operating Activities</b>	<b>54,668,864.39</b>	<b>18,957,608.92</b>
<b>B. CASH FLOW FROM INVESTMENT ACTIVITIES</b>		
Purchase of Fixed Assets (incl.Capital WIP)	(44,476,045.75)	(57,553,752.84)
Proceeds/ Repayment of Loans to Body Corporate (Net)	(39,620.00)	5,714,035.78
Movement in Fixed Deposits with Banks	<b>3,433,308.40</b>	<b>(3,872,349.30)</b>
<b>Net Cash Generated/ (Used) - Investing Activities</b>	<b>(41,082,357.35)</b>	<b>(55,712,066.36)</b>



Particulars	Year ended 31/03/2019	Year ended 31/03/2018
<b>C.CASH FLOW FROM FINANCING ACTIVITIES</b>		
Repayment of Long-term Borrowings	(21,304,757.26)	33,189,012.44
Proceeds from Issue of Share Capital	42,000,000.00	-
Finance Cost paid	(22,899,293.60)	(23,893,082.81)
Dividend paid (including Dividend Distribution Tax)	-	(6,985,608.00)
<b>Net Cash Generated/ (Used) - Financing Activities</b>	<b>(2,204,050.86)</b>	<b>2,310,321.63</b>
<b>Net Increase/ (Decrease) in Cash and Cash Equivalents</b>	<b>11,382,456.18</b>	<b>(34,444,135.81)</b>
Add : Opening Cash and Cash Equivalents	7,366,002.91	41,810,138.72
<b>Closing Cash and Cash Equivalents</b>	<b>18,748,459.09</b>	<b>7,366,002.91</b>

**Notes:**

1. The Cash Flow Statements have been prepared under the indirect method as set out in Accounting Standard (AS) on Statement of Cash Flow (Ind AS-7).
2. Figures in bracket represent outflows.
3. Previous year's figures have been regrouped wherever considered necessary to conform to this year's classification.

**For Titan Biotech Limited**

**Auditor's Report**

As per our separate report of even date attached

**For Sunita Agrawal & Co.**

Chartered Accountants

FRN-515225C

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

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

**Sunita Agrawal**

F.C.A.Partner

M.No.095196

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

**Prem Shankar Gupta**  
Chief Financial Officer

**Place : Delhi**

**Date : 29.05.2019**



**TITAN BIOTECH LIMITED**

Consolidated Balance Sheet as at 1st April, 2017

(Amt. in ₹)

Particulars	As at 01/04/2017
<b>I ASSETS</b>	
<b>1. Non-Current Assets</b>	
a. Property, Plant and Equipment	12,61,93,595.31
b. Capital Work-in-Progress	9,31,66,341.25
c. Intangible assets	22,96,623.00
d. Financial Assets	
(i) Other Financial Assets	46,67,743.04
e. Other Non Current Assets	1,19,080.00
<b>Total Non-current assets</b>	<b>22,64,43,382.60</b>
<b>2. Current Assets</b>	
a. Inventories	14,49,92,514.71
b. Financial Assets	
(i) Trade receivables	6,34,43,080.87
(ii) Cash and cash equivalents	4,18,10,138.72
(iii) Bank balances other than (ii) above	11,73,763.90
c. Current Tax Assets (Net)	1,16,74,719.30
d. Other Current Assets	3,22,87,737.20
<b>Total Current assets</b>	<b>29,53,81,954.70</b>
<b>TOTAL ASSETS</b>	<b>52,18,25,337.30</b>
<b>II. EQUITY AND LIABILITIES</b>	
<b>A Equity</b>	
a. Equity Share Capital	7,73,87,000.00
b. Other Equity	14,77,38,617.60
c. Non Controlling Interest	1,06,57,108.35
<b>TOTAL EQUITY</b>	<b>23,57,82,725.95</b>
<b>B Liabilities</b>	
<b>1. Non-Current Liabilities</b>	
a. Financial Liabilities	
(i) Borrowings	15,17,41,815.59
b. Deferred tax liabilities (Net)	40,40,169.94
c. Provisions	2,48,08,693.00
<b>Total Non-Current Liabilities</b>	<b>18,05,90,678.53</b>



<b>2. Current Liabilities</b>	
a. Financial Liabilities	
(i) Borrowings	7,28,14,232.05
(ii) Trade payables	1,40,22,459.00
b. Other current liabilities	1,86,15,241.77
<b>Total Current Liabilities</b>	<b>10,54,51,932.82</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>52,18,25,337.30</b>

For Titan Biotech Limited

**Auditor's Report**

As per our separate report of even date attached

**For Sunita Agrawal & Co.**

Chartered Accountants

FRN-515225C

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

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

**Sunita Agrawal**

F.C.A.Partner

M.No.095196

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

**Prem Shankar Gupta**  
Chief Financial Officer

Place : Delhi

Date : 29.05.2019



**TITAN BIOTECH LIMITED**

**Consolidated Statement of Changes in Equity for the year ended 31st March, 2019**

**A. Equity Share Capital**

	No. of Shares	(Amount in Rs.)
<b>Balance as at March 31, 2018</b>	<b>7738700</b>	<b>77,387,000.00</b>
Add/ (Less) : Changes in equity share capital during the year	525000	5,250,000.00
<b>Balance as at March 31, 2019</b>	<b>8263700</b>	<b>82,637,000.00</b>

**B. Other Equity**

Particulars	Reserves and Surplus					Other Comprehensive Income		Equity Attributable to the holders of group	Non Controlling Interest	Total Equity
	Capital Reserve	Securities Premium Reserve	Capital Redemption Reserve	General Reserve	Retained Earnings	Items that will not be Reclassified to Profit or Loss				
						Remeasurement Gain / (Loss) of the defined benefit plans (Net of tax)	Equity Instruments through other comprehensive income (Net of tax)			
<b>Balance as at April 01, 2017</b>	134,527.05	50,000,000.00	-	-	97,604,090.55	-	-	147,738,617.60	10,657,108.35	158,395,725.95
Profit / (Loss) for the Year March 31, 2018	-	-	-	-	25,429,855.41	-	-	25,429,855.41	1,249,736.17	26,679,591.58
Addition during the year	-	-	-	-	-	-	-	-	-	-
Other comprehensive income (net of tax) for the year March 31, 2018	-	-	-	-	-	-	-	-	-	-
Dividend including Corporate Dividend Tax	-	-	-	-	(6,985,608.00)	-	-	(6,985,608.00)	-	(6,985,608.00)
<b>Balance as at March 31, 2018</b>	<b>134,527.05</b>	<b>50,000,000.00</b>	<b>-</b>	<b>-</b>	<b>116,048,337.96</b>	<b>-</b>	<b>-</b>	<b>166,182,865.01</b>	<b>11,906,844.52</b>	<b>178,089,709.53</b>
Profit / (Loss) for the Year March 31, 2019	-	-	-	-	35,223,102.94	-	-	35,223,102.94	3,899,731.65	39,122,834.59
Addition during the year	-	36,750,000.00	-	-	-	-	-	36,750,000.00	-	36,750,000.00
Other comprehensive income (net of tax) for the year March 31, 2019	-	-	-	-	-	970,141.60	-	970,141.60	8,075.68	978,217.28
Dividend including Corporate Dividend Tax	-	-	-	-	-	-	-	-	-	-
<b>Balance as at March 31, 2019</b>	<b>134,527.05</b>	<b>86,750,000.00</b>	<b>-</b>	<b>-</b>	<b>151,271,440.89</b>	<b>970,141.60</b>	<b>-</b>	<b>239,126,109.55</b>	<b>15,814,651.86</b>	<b>254,940,761.40</b>

For Titan Biotech Limited

**Auditor's Report**

As per our separate report of even date attached

**For Sunita Agrawal & Co.**

Chartered Accountants

FRN-515225C

**Sunita Agrawal**

F.C.A.Partner

M.No.095196

**Naresh Kr. Singla**

Managing Director

DIN-00027448

**Charanjit Singh**

Co-Secretary

ACS-12726

**Suresh Chand Singla**

Managing Director

DIN-00027706

**Prem Shankar Gupta**

Chief Financial Officer

Place : Delhi

Date : 29.05.2019



## **TITAN BIOTECH LIMITED**

**Notes to the Consolidated Financial Statements for the year ended March 31, 2019**

### **1. Company Overview, Basis of Preparation and Significant Accounting Policies**

#### **I Corporate Information**

Titan Biotech Limited ("TBL" or "the Holding Company") is a public limited company incorporated in India on 18.02.1992 vide CIN-L74999RJ1992PLC013387 as a Non-govt Company limited by Shares and has its registered office at A-902 A, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan) -301019. The shares of the Holding Company are listed on Bombay Stock Exchange Limited. The Holding Company is one of the leading manufacturer and exporter of the Biological products which are used in the field of Pharmaceuticals, Nutraceutical, Food & Beverages, Bio-technology & Fermentation, Cosmetic, Veterinary & Animal Feed etc. The Holding Company has two manufacturing facilities, one at A-902 A, RIICO Industrial Area, Phase-III, Bhiwadi, Distt. Alwar, Rajasthan-301019 India and other one at E-540, RIICO Industrial Area, Chopanki, Distt. Alwar, Rajasthan-301707. The Consolidated Financial Statements comprise the Holding Company and its subsidiary (referred to collectively as "the Group"). The principal activities of the subsidiary Company is manufacturing of Bio-Fertilizers, Bio-pesticides, Bio-insecticides etc. The Subsidiary Company has its manufacturing facility at RIICO Industrial Area Chopanki, Rajasthan.

#### **II Basis of Preparation**

##### **a) Statement of Compliance**

These financial statements of the Company have been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard ('Ind AS') as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 ('the Act') and the other relevant provisions of the Act to the extent applicable

The financial statements up to year ended March 31, 2017 were prepared in accordance with the Accounting Standards notified under Section 133 of the Companies Act, 2013 read together with Rule 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP) and other relevant provisions of the Act.

##### **b) Basis of measurement**

The financial statements have been prepared on accrual basis and under the historical cost convention on accrual basis except for certain financial assets and liabilities which are measured at fair value at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange of goods or services.

##### **c) Functional and Presentation currency**

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ("the functional currency"). The financial statements are presented in Indian National Rupee ('INR'), which is the Company's functional and presentation currency. All amounts have been given in Rupees, unless otherwise indicated.



**d) Current and Non-current classification**

All Assets and Liabilities have been classified as current and non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of the business of the Company and its business time cycle from inception of an order and its completion on realization in cash and cash equivalents, the Company has ascertained the operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

**e) Use of judgements and estimates**

In preparing these financial statements, the Management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, the disclosure of contingent liabilities and contingent assets as at the date of financial statements, income and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to estimates are recognised prospectively in current and future periods.

**f) Measurement of fair values**

A number of the Company's accounting policies and disclosures require measurement of fair values, for both financial and non- financial assets and liabilities. The Company has an established control framework with respect to measurement of fair values. The directors are responsible for overseeing all significant fair value measurements, including Level 3 fair values. Directors regularly reviews significant unobservable inputs and valuation adjustments. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the changes have occurred.

**III Significant Accounting Policy**

The Group has consistently applied the following accounting policies to till periods presented in the financial statements.

**a) Principle of Consolidation**



- i) The consolidated Financial Statement includes the financial statement of the parent company, its subsidiary company. The consolidated financial statement have been prepared in accordance with Ind AS 110 on "Consolidated financial statement" as per Companies (Indian Accounting Standard) Rules 2015 notified under section 133 of the Companies Act, 2013 ("the Act) and other relevant provisions of the act to the extent possible.
- ii) The Financial Statement of the Parent Company its Subsidiary company are prepared on line by line adding together like items of assets, liabilities, equity, income and expenses, intercompany balances and transactions and any unrealised gains arising from inter company transactions are eliminated. Unrealised losses are eliminated in the same way as unrealised gains but only to the extent that there is no evidences of impairment.
- iii) The consolidated Financial Statements are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements.
- iv) Non controlling Interest in the consolidated financial statement is identified and recognised after taking into consideration the amount of equity attributable to non controlling interest at date on which investment in subsidiary is made.
- v) Financial Statement of Subsidiary used for the purpose of Consolidation are drawn up to the same reporting date as that of the Parent Company i.e year ended 31st March, 2019.
- vi) The Subsidiary Company which is included in the consolidation and the parent company's holding are as under:

Name of the Company	% of Share Holding		Place of Incorporation
	As at March 31, 2019	As at March 31, 2018	
Peptech Biosciences Limited	53.11%	53.11%	India

**b) Property, Plant and Equipment**

**i) Recognition and measurement**

Items of property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses, if any. Cost of an item of property, plant and equipment comprises its purchase price, any directly attributable cost of bringing the item to its working condition for its intended use and estimated cost of dismantling and removing the item and restoring the site on which is located. Borrowing costs relating to acquisition of qualifying fixed assets, if material, are also included in cost to the extent they relate to the period till such assets are ready to be put to use. Capital work-in-progress includes cost of property , plant and equipment under





installation / under development as at the balance sheet date. Advances paid towards the acquisition of property, plant and equipment outstanding at each balance date is classified as capital advances under other noncurrent assets. An item of property, plant and equipment is derecognised when no future economic benefit are expected to arise from the continued use of the assets or upon disposal. Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

**ii) Transition to Ind AS**

On transition to Ind AS, the Group has elected to continue with the carrying value of all its property, plant and equipment recognised as at April 1, 2017 measured as per previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

**iii) Depreciation**

Depreciation on property, plant and equipment is provided on the Straight Line Method based on the useful life of assets as prescribed under Schedule II of the Companies Act, 2013. Depreciation on additions to or on disposal of assets is calculated on pro-rata basis i.e.from (upto) the date on which the property, plant and equipment is available for use (disposed off).

**c) Impairment of non-financial assets**

At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than inventories and deferred tax assets) to determine whether there is any indication on impairment. If any such indication exists, then the asset's recoverable amount is estimated. An impairment loss is recognised if the carrying amount of an asset exceeds its estimated recoverable amount. Impairment losses are recognised in Statement of Profit and Loss.

**d) Inventories**

Inventories are valued at lower of Cost and Net Realisable value. The cost of finished goods is determined by taking material, labour and related factory overheads including depreciation. Cost of material is determined on weighted average cost basis. Further the cost for Work-in-progress includes material cost, stage wise direct cost and other related manufacturing overheads including depreciation. Net realisable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and making the sale. Cost of raw materials, packing materials, stores and spares are determined on weighted average basis. Obsolete, slow moving and defective inventories are identified at the time of physical verification of inventories and where necessary, the same are written off or provision is made for such inventories.

**e) Provisions, Contingent Liabilities and Contingent Assets**

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Contingent liability is disclosed



after careful evaluation of facts, uncertainties and possibility of reimbursement unless the possibility of an outflow of resource embodying economic benefit is remote. Contingent liabilities are not recognised but are disclosed in notes. Contingent assets are not disclosed in the financial statements unless an inflow of economic benefit is probable.

**f) Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable. Revenue is recognised when the significant risk and rewards of ownership have been transferred to the customer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods to the degree usually associated with the ownership and the amount of revenue can be measured reliably regardless of when the payment is being made.

Export Incentive: Incentive on Export Income is recognised in books after due consideration of certainty of utilization / receipt of such incentives.

Interest and Dividend Income: Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend income is recognized when the shareholders' right to receive dividend is established.

**g) Employee Benefits**

Short-term employee benefits are expenses as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

**Post-Employment Benefits**

**Defined contribution plan**

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions to a statutory authority and will have no legal or constructive obligation to pay further amounts.

**Defined benefit plan**

The Company provides for gratuity which is a defined benefit plan the liabilities of which is determined based on valuation, as at the balance sheet date, made by the independent actuary using the projected unit credit method. Re-measurement comprising of actuarial gains and losses, in respect of gratuity are recognised in OCI (other comprehensive income), in the period in which they occur.

Re-measurement recognised in OCI (other comprehensive income) are not reclassified to the Statement of Profit and Loss in Subsequent periods.

**h) Foreign Currency Transactions**

Transactions in foreign currencies are translated into the Group's functional currency at the exchange rates at the dates of the transactions. Monetary assets and liabilities denominated



in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in Statement of profit & loss. In accordance with Ind-AS 101 "First Time Adoption of Indian Accounting Standards", the Company has continued the policy of capitalisation of exchange differences on foreign currency loans taken before the transition date.

**i) Borrowing costs**

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that assets. Other borrowing costs are recognised as an expenses in the period in which they are incurred.

**j) Income Tax**

Income Tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to items recognised directly in Other Comprehensive Income. Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year after taking credit of the benefits available under the Income Tax Act and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding tax bases used for taxation purposes. Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is probable evidence that the Company will pay normal income tax in future. Accordingly MAT is recognised as deferred tax asset in the Balance Sheet.

**k) Segment Reporting**

The accounting policies adopted for the segment reporting are in conformity with the accounting policies adopted for the Group. The primary segments has been identified by taking into account the nature of product, the differing risks, the returns, the organisation structure and the internal reporting systems and the manner in which operating results are reviewed by the Management.

**l) Cash and cash equivalents**

Cash and cash equivalents comprise cash at bank and on hand and short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**m) Cash flow statement**

Cash flow statements are prepared in accordance with "Indirect Method" as explained in the



Accounting Standard on Statement of Cash Flows ( Ind AS-7). The cash flows from regular revenue generating, financing and investing activity of the Company are segregated.

**n) Earning per share**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to Equity Shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted Earnings per share, the net profit or loss for the period attributable to Equity Shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**o) Intangible assets**

**i) Recognition and initial measurement**

Intangible assets are stated at their cost of acquisition. Any trade discount and rebates are deducted in arriving at the purchase price.

**ii) Subsequent measurement (amortisation)**

Intangible assets are amortized over their respective individual estimated useful life on Straight Line Method basis commencing from the date, the asset is available to the company for its use.

**iii) Transition to Ind AS**

On transition to Ind AS, the Company has elected to continue with the carrying value of all its intangible assets recognised as at April 1, 2017 measured as per previous GAAP and use that carrying value as the deemed cost of the intangible assets.

**p) Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial asset and financial liabilities are initially measured at fair value. Transaction cost which are directly attributable to the acquisition or issue of financial instruments (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction cost directly attributable to the acquisition of financial assets financial liabilities at fair value through profit or loss are recognised immediately in profit or loss. Subsequently, financial instruments are measured according to the category in which they are classified.

**(i) Financial Assets**

All purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.



All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

**Classification of financial assets**

Classification of financial assets depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

A financial asset that meets the following two conditions is measured at amortised cost unless the asset is designated at fair value through profit or loss under the fair value option:

- Business model test : the objective of the Company's business model is to hold the financial asset to collect the contractual cash flows.
- Cash flow characteristic test : the contractual term of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset that meets the following two conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option:

- Business model test : the financial asset is held within a business model whose objective is achieved by both collecting cash flows and selling financial assets.
- Cash flow characteristic test : the contractual term of the financial asset gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are measured at fair value through profit or loss.

**Investments in equity instrument at fair value through other comprehensive income (FVTOCI)**

On initial recognition, the Company can make an irrevocable election (on an instrument by instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instrument. This election is not permitted if the equity instrument is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains / losses arising from changes in fair value recognised in other comprehensive income. This



cumulative gain or loss is not reclassified to profit or loss on disposal of the investments. The Company has an equity investment in an entity which is not held for trading. The Company has elected to measure this investment at amortised cost. Dividend, if any, on this investments is recognised in profit or loss.

**Equity investment in subsidiaries, associates and joint ventures**

Investments representing equity interest in subsidiaries, associates and joint ventures are carried at cost less any provision for impairment. Investments are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable.

**Financial assets at fair value through profit or loss (FVTPL)**

Financial assets that do not meet the amortised cost criteria or fair value through other comprehensive income criteria are measured at fair value through profit or loss. A financial asset that meets the amortised cost criteria or fair value through other comprehensive income criteria may be designated as at fair value through profit or loss upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets and liabilities or recognising the gains or losses on them on different bases.

**Income Recognition:**

Interest income is recognised in the Statement of Profit and Loss using the effective interest method. Dividend income is recognised in the Statement of Profit and Loss when the right to receive dividend is established.

**Impairment**

The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognised if the credit quality of the financial asset has deteriorated significantly since initial recognition.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt securities at fair value through other comprehensive income, the loss allowance is recognised in other comprehensive income and is not reduced from the carrying amount of the financial asset in the balance sheet.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the trade receivable does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written-off could still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice



where appropriate. Any recoveries made are recognised in standalone statement of profit and loss.

**De-recognition of financial assets**

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

**(ii) Financial liabilities and equity instruments**

**Classification of debt or equity**

Debt or equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

**Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

**Financial liabilities**

Borrowings, trade payables and other financial liabilities are initially recognised at the value of the respective contractual obligations. They are subsequently measured at amortised cost. Any discount or premium on redemption/ settlement is recognised in the Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet. Financial liabilities are derecognised when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled and on expiry.

**Offsetting Financial Instruments**

Financial assets and liabilities are offset and the net amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.



**2 Property Plant and Equipment**

(Amt. in ₹)

Description	Gross Carrying Value			Depreciation			Net Carrying Value	
	As at April 1, 2018	Additions/adjustments	As at March 31, 2019	As at April 1, 2018	Additions/Adjustments	Sales/Adjustments	As at March 31, 2019	As at March 31, 2018
Leasehold Land	26,763,116.00	-	26,763,116.00	-	-	-	26,763,116.00	26,763,116.00
Site Development	2,092,906.90	-	2,092,906.90	-	-	-	-	2,092,906.90
Factory Building	65,205,649.55	71,944,688.55	137,150,338.10	21,118,584.99	4,326,570.00	-	111,705,183.11	44,087,064.56
Plant and Equipment	97,403,550.03	19,878,850.83	177,173,784.15	44,844,835.19	9,490,982.80	18,884,907.83	141,722,873.99	52,558,714.84
Office Equipment	2,199,936.91	643,551.46	2,843,488.37	395,810.00	634,628.00	-	1,813,050.37	1,804,126.91
Furniture and Fixtures	7,142,304.45	1,145,472.15	8,287,776.60	3,537,927.59	750,925.41	-	3,998,923.60	3,604,376.86
Vehicles	12,466,420.29	98,438.00	12,564,858.29	8,475,250.45	851,647.79	-	3,237,960.05	3,991,169.84
<b>Total</b>	<b>213,273,884.13</b>	<b>173,481,235.11</b>	<b>364,783,361.51</b>	<b>78,372,408.22</b>	<b>16,054,754.00</b>	<b>18,884,907.83</b>	<b>289,241,107.12</b>	<b>134,901,475.91</b>
Previous Year	196,438,977.90	16,834,906.23	213,273,884.13	70,245,382.59	8,127,025.63	-	134,901,475.91	-
Capital Work in Progress	133,129,187.86	-	-	-	-	-	-	-
Previous Year	93,166,341.25	39,962,846.61	133,129,187.86	-	-	-	133,129,187.86	-

**3 INTANGIBLE ASSETS**

Description	Gross Carrying Value			Depreciation			Net Carrying Value	
	As at April 1, 2018	Additions/adjustments	As at March 31, 2019	As at April 1, 2018	Additions/Adjustments	Sales/Adjustments	As at March 31, 2019	As at March 31, 2018
Computer Software	4,116,912.00	142,426.00	4,259,338.00	2,256,311.00	1,061,088.00	-	3,317,399.00	1,860,601.00
<b>Total</b>	<b>4,116,912.00</b>	<b>142,426.00</b>	<b>4,259,338.00</b>	<b>2,256,311.00</b>	<b>1,061,088.00</b>	<b>-</b>	<b>3,317,399.00</b>	<b>1,860,601.00</b>
Previous Year	3,360,912.00	756,000.00	4,116,912.00	1,064,289.00	1,192,022.00	-	2,256,311.00	1,860,601.00



**4 OTHER FINANCIAL ASSETS**

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
<b>Security Deposits</b>	<b>5,472,079.27</b>	<b>5,140,692.27</b>
Duties & Taxes Demand Dep.(Pending claims)	231,791.04	278,015.04
	<b>5,703,870.31</b>	<b>5,418,707.31</b>

**5 OTHER NON-CURRENT ASSETS**

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Unamortized Expenses	59,544.00	89,312.00
	<b>59,544.00</b>	<b>89,312.00</b>

**6 INVENTORIES**

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Raw Material	122,721,907.25	128,588,654.83
Finished Goods	72,399,886.44	33,910,760.08
Packing Material	15,050,719.48	12,053,636.46
Consumable Stores	1,159,103.15	1,279,414.59
Trading Stock	-	-
	<b>211,331,616.32</b>	<b>175,832,465.96</b>

**7 TRADE RECEIVABLE**

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Outstanding for a period exceeding six months (from the due date)		
Unsecured, Considered Good	1,346,630.21	2,464,313.08
Doubtful	-	472,669.00
Outstanding for a period less than six months		
Unsecured, Considered Good	91,084,107.61	74,807,565.96
	<b>92,430,737.82</b>	<b>77,744,548.04</b>

**8 CASH AND CASH EQUIVALENTS**

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
<b>Cash and Cash Equivalents</b>		
Balance with Banks:		
Current Accounts	16,710,345.91	6,881,029.87
Cash on hand	2,038,113.18	484,973.04
	<b>18,748,459.09</b>	<b>7,366,002.91</b>



**9 OTHER BANK BALANCE**

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Bank Deposits maturing within 12 months		
FDRs against Security Deposits	1,612,804.80	5,046,113.20
	<b>1,612,804.80</b>	<b>5,046,113.20</b>

**10 CURRENT TAX ASSETS (NET)**

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Advance Income tax/TDS	-	10,870,625.60
Less: Provision for Current Tax	-	(10,765,159.00)
	-	<b>105,466.60</b>

**CURRENT TAX LIABILITY (NET)**

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Provision for Current Tax	13,747,045.00	-
Less: Advance Income tax/TDS	(11,964,740.32)	-
	<b>1,782,304.68</b>	

**11 OTHER CURRENT ASSETS**

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
<b>Advances to Suppliers</b>	<b>14,231,307.82</b>	<b>14,123,763.97</b>
Prepaid Expenses	539,391.16	797,313.48
Other Miscellaneous Advances	751,760.14	765,114.11
Balance with Revenue Authorities	11,704,844.40	10,940,639.29
	<b>27,227,303.52</b>	<b>26,626,830.85</b>

**12 EQUITY SHARES CAPITAL**

(Amt. in ₹)

A.	Particulars	As at March 31,2019	As at March 31,2018
	<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>		
	8263700 (Previous year 7738700) Equity Shares of ₹Rs.10/- each	82,637,000.00	77,387,000.00
		82,637,000.00	77,387,000.00
	<b>Subscribed and Paid-up:</b>		
	8263700 (Previous year 7738700) Equity Shares of ₹Rs.10/- each	82,637,000.00	77,387,000.00
		82,637,000.00	77,387,000.00



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

	As at March 31,2019		As at March 31,2018	
	Numbers	(₹Amt. in Rs.)	Numbers	(₹Amt. in Rs.)
Equity Shares outstanding at the beginning of the year	7,738,700	77,387,000.00	7,738,700	77,387,000.00
Add: Equity Shares Issued during the year	525,000	5,250,000.00	-	-
Equity Shares outstanding at the end of the year	8,263,700	82,637,000.00	7,738,700	77,387,000

**C. Rights, preferences and restrictions attached to shares**

**Equity shares**

The Company has one class of equity shares having a par value of ₹ 10 each. Each shareholder is eligible for one vote per share held and carry a right to dividend. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

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

Name of shareholder	As at March 31,2019		As at March 31,2018	
	Numbers of Shares held	Percentage of Holding	Numbers of Shares held	Percentage of Holding
1. S.Udit Securities Ltd.	860,862	10.42%	861,062	11.13%
2. Titan Securities Limited	2,258,831	27.33%	2,033,831	26.28%
3. Tanita Leasing & Finance Limited	784,455	9.49%	784,855	10.14%
4. A V B Shares Trading Pvt.Ltd.	1,325,000	16.03%	1,175,000	15.18%
5. Connoisseur Management Services P.Ltd,	560,000	6.78%	410,000	5.30%

**13 FINANCIAL LIABILITIES**

**BORROWINGS (NON CURRENT)**

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
<b>Loan From Bank (A)</b>		
Secured		
Term Loan	32,171,790.49	39,777,820.67
Vehicle Loan	-	468,316.20
<b>Sub Total (A)</b>	<b>32,171,790.49</b>	<b>40,246,136.87</b>
<b>Loan from Related Parties (B)</b>		
Unsecured	<b>99,488,614.00</b>	<b>14,965,099.00</b>
<b>Loan and Advances from Others (C)</b>		
Unsecured	-	23,500,000.00
<b>Total (A+B+C)</b>	<b>31,660,404.49</b>	<b>78,711,235.87</b>

**BORROWINGS (CURRENT)**

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Loans repayable on demand		
From Bank		
Working Capital Loans from (secured)		
Cash Credit,Packing Credit and Bill Discounting Facilities	96,762,162.98	71,016,088.86
	96,762,162.98	71,016,088.86



**Note: (a) Terms of repayment of Borrowings:**

- (i) Cash Credit, Packing Credit and Bill Discounting Facilities lending from HDFC Bank repayable on demand and bear interest of MCLR+0.75% P.A. with repayable amount as on 31.03.2019 is Rs.9,67,62,162.98.
- (ii) Term loan lending from HDFC Bank repayable on equal monthly instalment of Rs. 9,06,447 bear interest of MCLR+0.75% P.A. with maturity date of 07-09-2023 having Outstanding amount as on 31.03.2019 is Rs.3,97,77,820.67.
- (iii) Vehicle loan lending from ICICI Bank repayable on equal monthly instalment of Rs. 42,260 bear interest of 10.24% P.A. with maturity date of 10-03-2020 having principal amount as on 31.03.2019 is Rs. 4,68,316.20.

**Note (b) : Charge on secured borrowings is as given below**

**1 Primary Security**

- (i) Cash Credit -> Hypothecation by way of the First and Exclusive charge on all present and future stocks and book debts for CC limit.
- (ii) Vehicle loan is hypothecation on specific car.

**2 Collateral Security**

- (i) Industrial Property at G1-636, Tehsil Tizara, Alwar, Industrial Area, Chaupanki, 301019, Bhiwadi Industrial Area, Rajasthan in the name of M/s Peptech Biosciences Limited.
- (ii) Industrial Property at Plot No.902A, Bhiwadi, RIICO Industrial Area, Rajasthan-301002 in the name of M/s Titan Biotech Limited.
- (iii) E 540 ,Chopanki, Chopanki Industrial Area, Near Highway, Bhiwadi, Rajasthan.

**Note (c) : above secured Loans (Other than Vehicle Loan) are personal guarantee of two directors.**

The Company has not defaulted on any loans payable during the year.

14

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
<b>Deferred Tax Liabilities</b>	14,339,734.64	10,169,863.92
<b>Less:-Deferred Tax Assets</b>	(3,813,247.68)	(2,578,119.48)
<b>Total Deferred Tax Liabilities (Net)</b>	<b>10,526,486.96</b>	<b>7,591,744.44</b>

(Amt. in ₹)

Movement in Deferred tax liabilities/assets balances :-	2018-19				2017-18			
	Opening Balance	Recognised/ reversed through Profit or Loss	Recognised in Other Comprehensive Income	Closing Balance	Opening Balance	Recognised/ reversed through Profit or Loss	Recognised in Other Comprehensive Income	Closing Balance
<b>Deferred tax liabilities/(assets) in relation to:-</b>								
<b>Deferred tax Assets in relation to:-</b>								
Provision for Employees Benefits	2,578,119.48	591,604.33	-	3,169,723.81	2,151,623.91	426,495.57	-	2,578,119.48
Leave Encashment	-	643,523.87		643,523.87				
<b>Total Deferred Tax Assets</b>	<b>2,578,119.48</b>	<b>1,235,128.20</b>	<b>-</b>	<b>3,813,247.68</b>	<b>2,151,623.91</b>	<b>426,495.57</b>	<b>-</b>	<b>2,578,119.48</b>
<b>Deferred tax Liabilities in relation to:-</b>								
Depreciation and Amortization Expense	10,169,863.92	3,793,428.00	-	13,963,291.92	6,191,793.85	3,978,070.07	-	10,169,863.92
Re-measurement gain on defined benefit plans	-		376,442.72	376,442.72	-	-	-	-
<b>Total Deferred Tax Liabilities</b>	<b>10,169,863.92</b>	<b>3,793,428.00</b>	<b>376,442.72</b>	<b>14,339,734.64</b>	<b>6,191,793.85</b>	<b>3,978,070.07</b>	<b>-</b>	<b>10,169,863.92</b>



**15 PROVISIONS**

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Provision for Employees Benefits	9,757,611.00	9,233,053.00
Proposed Dividends (including Dividend Distribution Tax)	-	6,985,608.00
	<b>9,757,611.00</b>	<b>16,218,661.00</b>

**16 TRADE PAYABLES**

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Due to Micro and Small enterprises (Refer Note 35)	-	-
Other Trade Payable	21,449,090.65	10,873,106.76
	<b>21,449,090.65</b>	<b>10,873,106.76</b>

**17 OTHER FINANCIAL LIABILITIES**

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Statutory Dues & Expenses Payable	15,201,667.45	10,615,517.21
Creditors for exp.	4,819,679.29	6,102,133.16
Current Maturity of Long Term Borrowings	<b>8,074,346.38</b>	<b>8,017,735.35</b>
	<b>28,095,693.12</b>	<b>24,735,385.72</b>

**18 OTHER CURRENT LIABILITES**

(Amt. in ₹)

Particulars	As at March 31,2019	As at March 31,2018
Advance from customers	9,685,866.70	3,497,779.46
	<b>9,685,866.70</b>	<b>3,497,779.46</b>

**19 REVENUE FROM OPERATIONS**

(Amt. in ₹)

Particulars	2018-2019	2017-2018
Domestic Sales	500,854,691.50	435,236,766.03
Export Sales	148,225,638.52	146,684,607.91
Gross Revenue from Operations	649,080,330.02	581,921,373.94
Less: Excise Duty	-	8,181,248.00
Net Revenue from Operations	<b>649,080,330.02</b>	<b>573,740,125.94</b>

Note :-Consequent to the introduction of Goods and Services Tax (GST) with effect from 1st July, 2017, Central Excise, Value Added Tax (VAT) etc. have been replaced by GST. In accordance with the Indian Accounting Standards and Schedule III of the Companies Act, 2013, GST, GST Compensation Cess, VAT, etc. are excluded from Gross Revenue from sale of products and services for applicable periods. In view of the aforesaid restructuring of indirect taxes, Gross Revenue from sale of products and services and Excise duty for the year ended 31st March, 2019 is not comparable with the previous year.

**20 OTHER INCOME**

(Amt. in ₹)

Particulars	2018-2019	2017-2018
Foreign Exchange Fluctuation	6,355,089.91	3,926,634.39
Dividend	-	-
Profit of PPE	-	-
Interest Of FDR	186,630.00	157,451.00



Particulars	2018-2019	2017-2018
Duty Drawback(Export Sale)	9,159.00	50,179.00
Other Interest	196,702.00	178,811.00
Other Income	117,555.58	151,263.81
	<b>6,865,136.49</b>	<b>4,464,339.20</b>

**21 COST OF MATERIAL CONSUMED :** (Amt. in ₹)

Particulars	2018-2019	2017-2018
Opening Balance	128,588,654.83	90,460,719.65
Add : Purchases	<b>359,630,599.80</b>	<b>343,948,251.01</b>
	<b>488,219,254.63</b>	<b>434,408,970.66</b>
Less: Closing Stock	<b>122,721,907.25</b>	<b>128,588,654.83</b>
Cost of Material Consumed :	<b>365,497,347.38</b>	<b>305,820,315.83</b>

**22 CHANGE IN INVENTORIES OF FINISED GOODS.WORK IN PROGRESS AND STOCK IN TRADE** (Amt. in ₹)

Particulars	2018-2019	2017-2018
<b>Inventories at the beginning of the Financial year</b>		
Finished Goods	33,910,760.08	45,854,688.61
	<b>33,910,760.08</b>	<b>45,854,688.61</b>
<b>Inventories at the end of the Financial year</b>		
Finished Goods	72,399,886.44	33,910,760.08
	<b>72,399,886.44</b>	<b>33,910,760.08</b>
(Increase)/ Decrease in Inventories	<b>(38,489,126.36)</b>	<b>11,943,928.53</b>

**23 EMPLOYEE BENEFIT EXPENSES** (Amt. in ₹)

Particulars	2018-2019	2017-2018
<b>Salary &amp; Wages</b>	80,029,892.00	58,193,077.00
Leave Encashment	2,325,888.00	-
Contribution in ESI & PF	3,472,236.00	2,546,888.00
Bonus Exp.	3,502,359.00	2,563,069.00
Staff Welfare	2,789,670.85	1,296,393.00
Gratuty	2,134,938.00	1,535,330.00
Directors' Remuneration	8,400,000.00	7,200,000.00
	<b>102,654,983.85</b>	<b>73,334,757.00</b>

**24 FINANCE COST** (Amt. in ₹)

Particulars	2018-2019	2017-2018
<b>Bank and financial charges</b>	1,664,413.95	1,607,167.18
Interest on Unsecured Loan	11,269,775.00	10,483,677.00
Interest on CC limits	6,024,358.00	7,557,063.00
Interest on term loan	3,844,382.05	4,041,719.93
Interest on car loan	96,364.60	203,455.70
	<b>22,899,293.60</b>	<b>23,893,082.81</b>

**25 DEPRICIATION AND AMORTISATION EXPENSES**

(Amt. in ₹)

Particulars	2018-2019	2017-2018
Depreciation and Amortization Expenses:	17,115,842.00	9,319,047.63
	<b>17,115,842.00</b>	<b>9,319,047.63</b>

**26 OTHER EXPENSES**

(Amt. in ₹)

Particulars	2018-2019	2017-2018
<b>Manufacturing &amp; Operating Overheads</b>		
Cartage & Freight Inward	21,070,495.87	16,257,719.09
Power & Fuel Exp.	31,291,348.95	30,895,239.56
Repair & Maintenance -Factory	2,777,487.33	2,134,737.94
Lab Exp.	393,560.39	1,050,552.52
Consumable Store	1,209,461.56	1,570,086.33
Packing Material	18,189,944.03	11,827,440.84
Processing Charges	1,790,976.30	2,682,837.56
Entry Tax-Chopanki	-	455,565.00
	<b>76,723,274.43</b>	<b>66,874,178.84</b>
<b>Administrative Expenses</b>		
Auditors' Remuneration - (a)	135,000.00	110,000.00
Books & Periodicals	-	-
Building Repair & Maintance	502,989.20	569,660.30
Bad Debts Written off	1,015,719.00	-
Brokerage & Commission		
Courier & Postage Charges	127,803.98	618,082.72
Economic Charges	521,637.50	344,426.00
Electricity Exp.	1,161,855.01	991,429.64
Fee & Subscription	335,278.00	201,308.00
Fees & Taxes	3,464,846.12	1,204,357.17
Foreign Exchange Fluctuation	-	-
General Repair & Maintenance	1,408,456.55	351,127.83
Internal Audit Fees	20,000.00	20,000.00
Insurance	329,753.56	272,649.02
Legal & Professional Charges	1,945,471.60	1,731,539.50
Loss in transit	308,452.76	-
Misc.Exp.	1,669,547.18	1,132,622.51
Meeting Exp.	65,271.00	68,395.00
Office Maintenance Exp.	582,745.18	865,145.88
Rent	3,982,192.00	3,269,294.00
Printing & Stationery	482,336.18	470,951.81



<b>Particulars</b>	<b>2018-2019</b>	<b>2017-2018</b>
Security Charges	416,732.00	326,603.00
Software Exp	366,061.00	257,085.00
Short & Excess A/c	1,340.86	14,786.18
Telephone Exp.	870,895.48	794,187.75
Interest on Demand	453,401.00	36,504.00
Interest on TDS	5,350.00	15,060.00
Tender Exp.	21,125.78	24,172.50
Vehicle Running & Maintenance Exp.	1,260,967.90	1,216,458.97
Loss on Sale of PPE	650,943.00	-
Preliminary Exp.W/off	29,768.00	29,768.00
	<b>22,135,939.84</b>	<b>14,935,614.78</b>
<b>Selling &amp; Distribution Expenses</b>		
Advertisement Exp.	540,521.00	583,983.51
Business Promotion	8,579,098.84	8,483,611.07
Director's Travelling	4,637,719.43	4,312,016.40
Travelling Exp.	11,525,015.12	8,359,100.98
Cartage & Freight Outward	5,286,748.05	8,506,529.08
Commission Paid	1,398,293.94	841,973.60
	31,967,396.38	31,087,214.64
	<b>130,826,610.65</b>	<b>112,897,008.26</b>
(a). Details of Statutory Auditors' Remuneration are as follows:		
Statutory & Tax Audit Fees	135,000.00	110,000.00
	<b>135,000.00</b>	<b>110,000.00</b>

**27 INCOME TAX EXPENSES**

(Amt. in ₹)

<b>Particulars</b>	<b>2018-2019</b>	<b>2017-2018</b>
Current Tax	13,747,045.00	10,765,159.00
Deferred Tax	2,558,299.80	3,551,574.50
Earlier year taxes	12,336.00	-
	<b>16,317,680.80</b>	<b>14,316,733.50</b>

The reconciliation of estimated income tax expense at statutory income tax rate to income tax expense reported in statement of profit and loss is as follows:

(Amt. in ₹)

<b>Particulars</b>	<b>2018-2019</b>	<b>2017-2018</b>
Profit before income taxes	55,440,515.39	40,996,325.08
Indian statutory income tax rate	27.82%	27.55%
<b>Expected income tax expense</b>	<b>15,423,551.38</b>	<b>11,295,512.47</b>





The reconciliation of estimated income tax expense at statutory income tax rate to income tax expense reported in statement of profit and loss is as follows:

(Amt. in ₹)

Particulars	2018-2019	2017-2018
Tax on income at different rates	-	(58,938.86)
Effect of tax incentive	-	(462,550.34)
Earlier years tax adjustments (net)	12,336.00	-
Tax impact of expenses which will never be allowed	1,156,936.98	373.61
Others (net)	(275,143.57)	3,542,336.62
<b>Total income tax expense</b>	<b>16,317,680.80</b>	<b>14,316,733.50</b>

The tax rate used for the year 2018-19 and 2017-18 is the corporate tax rate of 27.82% (25% + surcharge @ 7% and cess @ 4%) and 27.55% (25% + surcharge @ 7% and cess @ 3%) respectively payable on taxable profits under the Income Tax Act, 1961. Significant components of net deferred tax assets and liabilities for the year ended March 31, 2019 are given in Note 14.

(Amt. in ₹)

Particulars	2018-2019	2017-2018
Tax on income at different rates	-	(58,938.86)
Effect of tax incentive	-	(462,550.34)
Earlier years tax adjustments (net)	12,336.00	-
Tax impact of expenses which will never be allowed	1,156,936.98	373.61
Others (net)	(275,143.57)	3,542,336.62
<b>Total income tax expense</b>	<b>16,317,680.80</b>	<b>14,316,733.50</b>

**28 EARNING PER SHARE**

(Amt. in ₹)

Particulars	2018-2019	2017-2018
Profit/ (Loss) for the period	35,223,102.94	25,429,855.41
Weighted average number of shares used in the calculation of EPS:		
Weighted average number of Basic Equity Shares outstanding	8,263,700	7,738,700
Shares deemed to be issued for no consideration in respect of Employee Stock Options		
Weighted average number of Diluted Equity Shares outstanding	8,263,700	7,738,700
Face value of per share	10.00	10.00
Basic EPS	4.26	3.29
Diluted EPS	4.26	3.29

**29 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 Ind AS 105 .

**30 Disclosure required by Indian Accounting Standard (Ind AS) 19 on "Employee Benefits":**

Defined Benefit Plan-Gratuity



**Table I: Assumptions**

	Amt. in ₹	
<b>Assumptions</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
Discount Rates	7.43%	7.85%
Rate of increase in Compensation levels	11.50%	12.00%
Rate of Return on Plan Assets	NA	NA
Expected Future Service	26.59 Years	26.77 Years

**Table II: Service Cost**

	Amt. in ₹	
<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
Current Service Cost	1,349,765.00	1,497,077.00
Past Service Cost (including curtailment Gains/Losses)	-	-
Gains or losses on Non Routine settlements	-	-
<b>Total</b>	<b>1,349,765.00</b>	<b>1,497,077.00</b>

**Table III: Net Interest Cost**

	Amt. in ₹	
<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
Interest Cost on Defined Benefit Obligation	724,693.00	-
Interest Income on Plan Assets	-	-
<b>Net Interest Cost (Income)</b>	<b>724,693.00</b>	<b>-</b>

**Table IV: Change in Present Value of Obligations (Unfunded)**

	Amt. in ₹	
<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
Opening of defined benefit obligations	9,233,053.00	7,735,976.00
Service cost	1,349,765.00	1,497,077.00
Interest Cost	724,693.00	-
Benefit Paid	(195,240.00)	-
<b>Actuarial (Gain)/Loss on total liabilities:</b>	<b>(1,354,659.00)</b>	<b>NA</b>
- due to change in financial assumptions	5,667.00	NA
- due to change in demographic assumptions	(1,715,085.00)	NA
- due to experience variance	354,759.00	NA
<b>Closing of defined benefit obligation (Non-Funded)</b>	<b>9,757,612.00</b>	<b>9,233,053.00</b>

**Table V: Other Comprehensive Income**

	Amt. in ₹	
<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
Opening amount recognized in OCI outside P&L account	-	-
Actuarial gain / (loss) on liabilities	(1,354,659.00)	-
Actuarial gain / (loss) on assets	-	-
<b>Closing amount recognized in OCI outside P&amp;L account</b>	<b>(1,354,659.00)</b>	<b>-</b>



**Table VII: Expense Recognized in Statement of Profit and Loss**

Amt. in ₹

Particulars	31.03.2019	31.03.2018
Service cost	1,349,765.00	1,497,077.00
Net Interest Cost	724,693.00	-
Expenses Recognized in the statement of Profit & Loss	2,074,458.00	1,497,077.00

**Table VIII: Change in Net Defined Obligations (Unfunded)**

Amt. in ₹

Particulars	31.03.2019	31.03.2018
Opening of Net defined benefit liability	9,233,053.00	7,735,976.00
Service cost	1,349,765.00	1,497,077.00
Net Interest Cost	724,693.00	-
Re-measurements	(1,354,659.00)	-
Contribution paid to fund	(195,240.00)	-
<b>Closing of Net defined benefit liability</b>	<b>9,757,612.00</b>	<b>9,233,053.00</b>

**Table IX: Reconciliation of Expense in Profit and Loss Statement**

Amt. in ₹

Particulars	31.03.2019	31.03.2018
Present Value of Obligation as at the end of the year	9,757,612.00	9,233,053.00
Present Value of Obligation as at the beginning of the year	9,233,053.00	7,735,976.00
Benefit Paid	(195,240.00)	-
Actual Return on Assets	-	-
OCI	(1,354,659.00)	-
<b>Expenses Recognised in the Statement of Profit and Loss</b>	<b>2,074,458.00</b>	<b>1,497,077.00</b>

**Table X: Reconciliation of Liability in Balance Sheet**

Amt. in ₹

Particulars	31.03.2019	31.03.2018
Opening net defined benefit liability / (asset)	9,233,053.00	7,735,976.00
Expense charged to profit and loss account	2,074,458.00	1,497,077.00
Amount recognized outside profit & loss account	-	-
Employer Contributions	(195,240.00)	-
OCI	(1,354,659.00)	-
<b>Closing net defined benefit liability / (asset) (Unfunded)</b>	<b>9,757,612.00</b>	<b>9,233,053.00</b>

**Table XI: Sensitivity Analysis**

Following table shows the sensitivity results on liability due to change in the assumptions:

Amt. in ₹

Item	31.03.2019	Impact (Absolute)	Impact %
Base Liability	9,757,612.00		
Increase Discount Rate by 0.50%	8,933,429.00	(824,183.00)	-8.45%
Decrease Discount Rate by 0.50%	9,775,217.00	17,605.00	0.18%
Increase Salary Inflation by 1.00%	10,076,610.00	318,998.00	3.27%



Amt. in ₹)

Item	31.03.2019	Impact (Absolute)	Impact %
Decrease Salary Inflation by 1.00%	8,659,129.00	(1,098,483.00)	-11.26%
Increase Salary Inflation by 5.00%	8,332,996.00	(1,424,616.00)	-14.60%
Decrease Salary Inflation by 5.00%	11,183,496.00	1,425,884.00	14.61%

**Note:**

- 1 The base liability is calculated at discount rate of 7.43% per annum and salary inflation rate of 11.50% per annum for all future years.
- 2 Liabilities are very sensitive to salary escalation rate, discount rate & withdrawal rate.
- 3 Liabilities are very less sensitive due to change in mortality assumptions. Hence, sensitivities due to change in mortality are ignored.

Amt. in ₹)

Item	31.03.2018	Impact (Absolute)	Impact %
Base Liability	9,233,053.00		
Increase Discount Rate by 0.50%	8,831,328.00	(401,725.00)	-4.35%
Decrease Discount Rate by 0.50%	9,667,117.00	434,064.00	4.70%
Increase Salary Inflation by 1.00%	9,965,362.00	732,309.00	7.93%
Decrease Salary Inflation by 1.00%	8,559,919.00	(673,134.00)	-7.29%
Increase Salary Inflation by 5.00%	8,250,430.00	(982,623.00)	-10.64%
Decrease Salary Inflation by 5.00%	11,051,622.00	1,818,569.00	19.70%

**Note:**

- 1 The base liability is calculated at discount rate of 7.85% per annum and salary inflation rate of 12.00% per annum for all future years.
- 2 Liabilities are very sensitive to salary escalation rate, discount rate & withdrawal rate.
- 3 Liabilities are very less sensitive due to change in mortality assumptions. Hence, sensitivities due to change in mortality are ignored.

**Table XII: Maturity Profile of Defined Benefit Obligation (Valued on undiscounted basis)**

Amt. in ₹)

Particulars	31.03.2019	31.03.2018
Year 1	1,290,883.00	525,150.00
Year 2	1,232,440.00	582,260.00
Year 3	1,201,049.00	656,070.00
Year 4	1,186,074.00	669,024.00
Year 5	1,349,761.00	716,021.00
After 5 Year	8,992,243.00	20,364,071.00
<b>Total</b>	<b>15,252,450.00</b>	<b>23,512,596.00</b>



**31 Disclosures of Provisions required by Indian Accounting Standards (Ind AS) 37 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 2018-19 as per Indian Accounting Standard (Ind AS) 37 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 63,55,089.91 and Rs.39,26,634.39 on account of foreign currency transactions during the financial year 2018-19 and 2017-18 respectively due to exchange price fluctuation.

**34 Segment Reporting**

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

(a). Based on the guiding principles given in Ind AS 108 - "Operating segments", the Company is primarily engaged in the business of Biological Products. As the Company's business activity falls within a single primary business segment, the disclosure requirements of Ind AS-108 in this regard are not applicable.

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

	Amt. in ₹)	
Particulars	2018-2019	2017-2018
<b>Revenue from Operation</b>		
Domestic	500,854,691.50	427,055,518.03
Overseas	148,225,638.52	146,684,607.91
<b>Total</b>	<b>649,080,330.02</b>	<b>573,740,125.94</b>

**35 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.**

**36 Disclosure under Regulation 34 (3) of Securities and Exchange Board of India (SEBI) (listing obligations and disclosure requirements) Regulations, 2015**

Loans and advances (excluding advance towards equity) in the nature of loans and advances given to Subsidiaries, Joint Ventures, Associates and Firms/Companies in which directors are interested:

Amt. in ₹)			
Year ended 31/03/2019		Year ended 31/03/2018	
Balance at year end	Maximum Outstanding	Balance at year end	Maximum Outstanding

(a). Related Party:

- (a) Titan Securities Limited
- (b) Tanita Leasing & Finance Limited
- (c) Connoisseur Management Services Private Limited
- (d) Titan Media Limited



**37 Related Party Disclosures:**

**A. List of Related Parties:**

i. Significant influence over, the entity;

(a) Titan Securities Limited

ii. Other related parties

(a) Tanita Leasing & Finance Limited

(b) Connoisseur Management Services Private Limited

(c) Tee Eer Securities & Financial Services Private Limited

(d) Titan Media Limited

iii. Key Managerial Personnel (KMP):

(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 (C.F.O)

iv. Relatives of Key Managerial Personal:

(a) Mr. Udit Singla

(b) Mr. Shivom Singla

(c) Ms. Supriya Singla

**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). Details of significant transactions with related parties:

Amt. in ₹)

Particulars	Relationship	2018-19	2017-18
Finance Costs			
Titan Securities Limited	Significant influence over, the entity;	6,096,523.00	6,568,086.00
Tanita Leasing & Finance Limited	Other related parties	1,696,675.00	1,370,164.00
Connoisseur Management Services Private Limited	Other related parties	1,212,340.00	864,093.00
Tee Eer Securities & Financial Services Private Limited	Other related parties	180,000.00	287,858.00
Titan Media Limited	Other related parties	152,728.00	361,424.00
		<b>9,338,266.00</b>	9,451,625.00
<b>Dividend Issued</b>			
Titan Securities Limited	Significant influence over, the entity;	1,525,373.00	1,525,373.25
		<b>1,525,373.00</b>	1,525,373.25
<b>Borrowings (Non-Current) (Net)</b>			
Titan securities limited	Significant influence over, the entity;	(35,651,485.00)	11,609,845.00
Tanita Leasing & Finance Limited	Other related parties	4,400,000.00	2,241,140.00
Connoisseur Management Services Private Limited	Other related parties	(4,225,000.00)	(959,107.00)
Tee Eer Securities & Financial Services Private Limited	Other related parties	2,000,000.00	(3,945,937.00)
Titan Media Limited	Other related parties	18,000,000.00	-
		<b>(15,476,485.00)</b>	8,945,941.00



**(b). Details of significant transactions with Key Managerial Personnel and relatives:**

Amt. in ₹)

Particulars	Relationship	2018-19	2017-18
<b>short-term employee benefits;</b>			
<b>Directors' Remuneration</b>			
Mr.Naresh Kumar Singla (Managing Director)	KMP	4,200,000.00	3,600,000.00
Mr.Suresh Chand Singla (Managing Director)	KMP	4,200,000.00	3,600,000.00
		<b>8,400,000.00</b>	<b>7,200,000.00</b>
<b>Leave Encashment</b>			
Udit Singla	Relative of KMP	-	-
Shivom Singla	Relative of KMP	-	-
Mr.Prem Shankar Gupta (C.F.O)	KMP	36,382.00	-
Mr.Charanjit Singh (Company Secretary)	KMP	50,221.00	-
		<b>86,603.00</b>	
<b>Salary &amp; Wages</b>			
Udit Singla	Relative of KMP	1,500,000.00	1,500,000.00
Shivom Singla	Relative of KMP	1,500,000.00	1,500,000.00
Mr.Charanjit Singh (Company Secretary)	KMP	1,348,481.00	1,235,421.00
Mr.Prem Shankar Gupta (C.F.O)	KMP	1,063,493.00	963,595.00
Ms. Supriya Singla	Relative of KMP	<b>1,500,000.00</b>	64,516.00
		6,911,974.00	5,263,532.00
<b>Bonus</b>			
Udit Singla	Relative of KMP	62,475.00	62,475.00
Shivom Singla	Relative of KMP	62,475.00	62,475.00
Mr.Charanjit Singh (Company Secretary)	KMP	67,397.00	61,746.00
Mr.Prem Shankar Gupta (C.F.O)	KMP	57,277.00	51,898.00
Ms. Supriya Singla	Relative of KMP	62,475.00	2,687.00
		<b>312,099.00</b>	241,281.00

**(c). Details of significant balances with Associates, KMPs, other related parties:-**

Particulars	Relationship	As at 31st March 2019	As at 31st March 2018
<b>Borrowings (Non-Current)</b>			
Titan Securities limited	Significant influence over, the entity;	44,235,318.00	79,886,803.00
Tanita Leasing & Finance Limited	Other related parties	21,024,000.00	16,624,000.00
Connoisseur Management Services Private Limited	Other related parties	14,229,296.00	18,454,296.00



Particulars	Relationship	As at 31st March 2019	As at 31st March 2018
Tee Eer Securities & Financial Services Private Limited	Other related parties	2,000,000.00	-
Titan Media Limited	Other related parties	18,000,000.00	-
		<b>99,488,614.00</b>	114,965,099.00
<b>Other Financial Liabilities (Current)</b>			
Mr.Naresh Kumar Singla (Managing Director)	KMP	253,250.00	251,815.00
Mr.Suresh Chand Singla (Managing Director)	KMP	258,330.00	205,515.00
Udit Singla	Relative of KMP	146,735.00	127,415.00
Shivom Singla	Relative of KMP	160,675.00	157,605.00
Mr.Prem Shankar Gupta (C.F.O)	KMP	168,742.00	120,881.00
Mr.Charanjit Singh (Company Secretary)	KMP	209,300.00	159,055.00
Ms. Supriya Singla	Relative of KMP	175,475.00	67,203.00
		<b>1,372,507.00</b>	1,089,489.00

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.

**38 Financial instruments**

**(I) Financial instruments by category**

Amt. in ₹)

Particulars	As at 31st March 2019		As at 31st March 2018	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Financial Assets</b>				
<b>Measured at amortised cost</b>				
Trade Receivable	92,430,738	92,430,737.82	77,744,548	77,744,548.04
Cash and Cash Equivalents	18,748,459	18,748,459.09	7,366,003	7,366,002.91
Other Bank Balance	1,612,805	1,612,804.80	5,046,113	5,046,113.20
Other Financial Assets Non Current	5,703,870	5,703,870.31	5,418,707	5,418,707.31
<b>Total Financial Assets</b>	<b>118,495,872</b>	<b>118,495,872</b>	95,575,371	95,575,371
<b>Financial liabilities</b>				
<b>Measured at amortised cost</b>				
Borrowings-Non Current	131,660,404.49	131,660,404.49	178,711,236	178,711,236
Borrowings-Current	96,762,162.98	96,762,162.98	71,016,089	71,016,089
Trade Payables	21,449,090.65	21,449,090.65	10,873,107	10,873,107
Other financial Liabilities	28,095,693.12	28,095,693.12	24,735,386	24,735,386
<b>Total Financial liabilities</b>	<b>277,967,351</b>	<b>277,967,351</b>	285,335,817	285,335,817





**(II) Fair value measurement**

The following table shows the levels within the hierarchy of financial assets measured at fair value on a recurring basis at 31 March 2019 and 31 March 2018 :  
Amt. in ₹)

Particulars	Fair values hierarchy (Level)	As at 31st March 2019	As at 31st March 2018
<b>Financial Assets</b>			
<b>Measured at amortised cost</b>			
Trade Receivable	3	92,430,737.82	77,744,548.04
Cash and Cash Equivalents	3	18,748,459.09	7,366,002.91
Other Bank Balance	3	1,612,804.80	5,046,113.20
Other Financial Assets Non Current	3	5,703,870.31	5,418,707.31
<b>Total Financial Assets</b>		<b>118,495,872</b>	<b>95,575,371</b>
<b>Financial liabilities</b>			
<b>Measured at amortised cost</b>			
Borrowings-Non Current	3	131,660,404	178,711,236
Borrowings-Current	3	96,762,163	71,016,089
Trade Payables	3	21,449,091	10,873,107
Other financial Liabilities	3	28,095,693	24,735,386
<b>Total Financial liabilities</b>		<b>277,967,351</b>	<b>285,335,817</b>

**(III) Fair values hierarchy**

Fair value of the financial instruments is classified in various fair value hierarchies based on the following three levels:

Level 1: Quoted prices (unadjusted) in active market for identical assets or liabilities.

Level 2: Inputs other than quoted price included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

The fair value of financial instruments that are not traded in an active market is determined using market approach and valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparty

The fair value of trade receivables, trade payables and other current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature. Where such items are non-current in nature, the same has been classified as Level 3 and fair value determined using discounted cash flow basis. Similarly, unquoted equity instruments where most recent information to measure fair value is insufficient, or if there is a wide range of possible fair value measurements, cost has been considered as the best estimate of fair value.

There has been no change in the valuation methodology for Level 3 inputs during the year. The Company has not classified any material financial instruments under Level 3 of the fair value hierarchy. There were no transfers between Level 1 and Level 2 during the year.

**Financial Risk Management Objectives And Policies**

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of market risk on its financial performance. The Company's risk management assessment and policies and processes are established to identify



and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the Audit Committee is responsible for overseeing the Company's risk assessment and management policies and processes.

The Company's financial risk management policy is set by the management. Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. The Company manages market risk which evaluates and exercises independent control over the entire process of market risk management. The management recommend risk management objectives and policies, which are approved by Senior Management and the Audit Committee.

**a) Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. Credit risk arises from cash held with banks as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. An impairment analysis is performed at each reporting date on an individual basis for major customers. The history of receivables shows a negligible provision for bad and doubtful debts.

**i) Concentration of Trade Receivables**

The Company's exposure to credit risk for Trade Receivables is presented as below.

Amt. in ₹)

Particulars	As at 31st March 2019	As at 31st March 2018
Trade Receivables (Bulk purchaser)	54,008,871.73	38,189,725.67
Trade Receivables (Culture Media )	20,370,038.50	22,064,580.20
Trade Receivables (Export)	18,051,827.59	17,490,242.17
<b>Total</b>	<b>92,430,737.82</b>	<b>77,744,548.04</b>

**ii) Credit risk exposure**

Provision for expected credit losses

As at 31 March 2019

Amt. in ₹)

Particulars	Estimated gross Carrying amount at default	Expected credit losses	carrying amount net of impairment provision
Trade Receivable	93,446,456.82	1,015,719.00	92,430,737.82
Cash and Cash Equivalents	18,748,459.09	-	18,748,459.09
Other Bank Balance	1,612,804.80	-	1,612,804.80
Other Financial Assets Non Current	5,703,870.31	-	5,703,870.31
<b>Total</b>	<b>119,511,591.02</b>	<b>1,015,719.00</b>	<b>118,495,872.02</b>



As at 31 March 2018

Amt. in ₹)

Particulars	Estimated gross Carrying amount at default	Expected credit losses	carrying amount net of impairment provision
Trade Receivable	77,744,548.04	-	77,744,548.04
Cash and Cash Equivalents	7,366,002.91	-	7,366,002.91
Other Bank Balance	5,046,113.20	-	5,046,113.20
Other Financial Assets Non Current	5,418,707.31	-	5,418,707.31
<b>Total</b>	<b>95,575,371.46</b>	<b>-</b>	<b>95,575,371.46</b>

**Reconciliation of loss provision – expected credit losses**

Amt. in ₹)

Reconciliation of loss allowance	Trade Receivables
<b>Loss allowance as on 1 April 2017</b>	-
Impairment loss recognised/reversed during the year	-
<b>Loss allowance on 31 March 2018</b>	-
Impairment loss recognised/reversed during the year	-
<b>Loss allowance on 31 March 2019</b>	-

**b) Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

**Maturities of financial liabilities**

The tables below analyze the company's financial liabilities into relevant maturity groupings based on their contractual maturities:

Amt. in ₹)

Contractual maturities of financial liabilities as at March 31, 2019	Total Carrying Value	On Demand Payable	on due within 1 Year	Over 1 Year within 3 Years	Over 3 Year within 5 Years
Trade Payables	21,449,090.65	-	21,449,090.65	-	-
Borrowings	228,422,567.47	107,873,694.83	88,377,082.15	27,373,261.86	4,798,528.63
Other financial Liabilities	28,095,693.12	16,617,859.70	11,477,833.42	-	-
<b>Total</b>	<b>277,967,351.24</b>	<b>124,491,554.53</b>	<b>121,304,006.22</b>	<b>27,373,261.86</b>	<b>4,798,528.63</b>

Amt. in ₹)

Contractual maturities of financial liabilities as at March 31, 2018	Total Carrying Value	On Demand Payable	on due within 1 Year	Over 1 Year within 3 Years	Over 3 Year within 5 Years
Trade Payables	10,873,106.76	-	10,873,106.76	-	-
Borrowings	249,727,324.73	114,965,099.00	71,016,088.86	48,994,012.06	14,752,124.81
Other financial Liabilities	24,735,385.72	15,367,401.61	9,367,984.11	-	-
<b>Total</b>	<b>285,335,817.21</b>	<b>130,332,500.61</b>	<b>91,257,179.73</b>	<b>48,994,012.06</b>	<b>14,752,124.81</b>



**c) Market risk**

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates, foreign currency exchange rates and commodity prices) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments and all short term and long-term debt. The Company is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of its investments. Thus, the Company's exposure to market risk is a function of investing and borrowing activities.

**(i) Foreign exchange risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates.

The Company has international transactions and is exposed to foreign exchange risk arising from foreign currency transactions (imports and exports). Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency. The Company does not hedge its foreign exchange receivables/payables.

The following table sets forth information relating to foreign currency exposure (other than risk arising from derivatives disclosed below):

**(a) Foreign currency risk exposure:**

Particulars	As at 31st March 2019		As at 31st March 2018	
	FC	INR	FC	INR
<b>Financial Assets</b>				
Trade Receivables				
USD	244,595.49	18,050,975.02	266,996.48	17,461,494.08
EURO	11.60	852.57	434.13	28,748.09
<b>Total</b>		18,051,827.59		17,490,242.17
<b>Financial Liabilities</b>				
Trade Payables				
USD	12,530.27	924,183.50	69,198.00	4,582,291.56
<b>Total</b>		924,183.50		4,582,291.56

**(b) 'Sensitivity**

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Amt. in ₹)

Particulars	As at 31st March 2019		As at 31st March 2018	
	Increase By 5%	decrease By 5%	Increase By 5%	decrease By 5%
<b>Financial Assets</b>				
Trade Receivables				
USD	902,548.75	(902,548.75)	873,074.70	(873,074.70)
EURO	42.63	(42.63)	1,437.40	(1,437.40)
<b>Total</b>	902,591.38	(902,591.38)	874,512.11	(874,512.11)
<b>Financial Liabilities</b>				
Trade Payables				
USD	(46,209.18)	46,209.18	(229,114.58)	229,114.58
<b>Total</b>	(46,209.18)	46,209.18	(229,114.58)	229,114.58



**(ii) Interest rate risk**

The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

The Company's variable rate borrowing is subject to interest rate. Below is the overall exposure of the borrowing:

Amt. in ₹)

Particulars	As at 31st March 2019	As at 31st March 2018
Variable rate borrowing	128,933,953.47	110,862,173.49
Fixed rate borrowing	99,488,614.00	138,865,151.24
<b>Total</b>	<b>228,422,567.47</b>	<b>249,727,324.73</b>

**Sensitivity**

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

Amt. in ₹)

Particulars	As at 31st March 2019	As at 31st March 2018
Interest rates – decrease by 50 basis points	11,410,654.88	9,811,302.35
<b>Interest rates – increase by 50 basis points</b>	<b>(11,410,654.88)</b>	<b>(9,811,302.35)</b>

**(IV) Capital management**

The capital structure of the Company consists of equity, debt, cash and cash equivalents. The Company's objective for capital management is to maintain the capital structure which will support the Company's strategy to maximize shareholder's value, safeguarding the business continuity and help in supporting the growth of the Company.

**39 The Board of Directors of the Company not recommended any dividend for the shareholders of the company in year ended 31st March, 2019.**

**40 Additional information related to Foreign Exchange Inflow and outflow are as under:**

**A. Outflow in foreign currency:**

(` Amt. in lacs of Rs.)

Particulars	2018-2019	2017-2018
Goods Purchased	2,053.60	1,081.53
<b>Advance payment to Suppliers</b>	<b>141.04</b>	<b>57.56</b>
<b>Travelling Exp.</b>	<b>104.89</b>	<b>59.43</b>
<b>Exhibition Exp.</b>	<b>38.22</b>	<b>36.65</b>

**B. Inflow in Foreign Exchange:**

(` Amt. in lacs of Rs.)

Particulars	2018-2019	2017-2018
Gross Receipts from Export Sales	1,482.25	1,466.85
Advance received against Orders	65.56	23.20

**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 Disclosures required by Indian Accounting Standards (Ind AS) 8 on "Accounting Policies, Changes in Accounting Estimates and Errors":**

The Group companies has voluntarily changed its Accounting Policy on "Employees Benefit Expenses" and adopt new policy on "Financial Instrument" for providing reliable and more relevant information about the effects of transactions, other events or conditions on the entity's financial position, financial performance or cash flows. Such voluntary change has been applied retrospectively from balance or transaction pertain on or after 01-04-2017.Effect of such application has been disclosed below :-

Opening Balance i.e. balance as on 01.04.2017 of "Provision for Employees Benefit Expenses" increased by Rs.77,35,976 (Balance as on 31.03.2017-NIL) effect of that Opening balance of Retain Earning and Non controlling Interest Shown Under Other Equity decreased with Rs. 55,68,782.88 and Rs. 9,999.21 respectively along with Deferred Tax Effect of Rs.21,57,193.90.

Opening Balance i.e. balance as on 01.04.2017 of "Deferred Tax Liability" decreased by Rs. 21,57,193.90 to given effect of above changed.

Due to Chance in Policy of Employees Benefit Expenses, profit of Financial year 2018-19 and 2017-18 decreased by Rs. 20,74,458 and Rs. 14,97,077 respectively resulting Provision of Employees Benefit Expenses increased with same amount.

**43. Additional information as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiaries/Associates/Joint Ventures:-**

Amt. in ₹)

Name of the entity in the Group	Net Asset i.e.total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
<b>Parent</b>								
Titan Biotech Limited	93.78%	316,591,036.70	78.74%	30,803,850.74	98.24%	960,990.08	79.21%	31,764,840.82
<b>Subsidiaries</b>								
Indian								
1. Peptech Biosciences Limited	1.53%	5,172,072.84	11.30%	4,419,252.20	0.94%	9,151.52	11.04%	4,428,403.72
<b>Non-controlling Interests in all subsidiaries</b>								
1. Peptech Biosciences Limited	4.68%	15,814,651.86	9.97%	3,899,731.65	0.83%	8,075.68	9.74%	3,907,807.33
<b>Total</b>	<b>100.00%</b>	<b>337,577,761.40</b>	<b>100.00%</b>	<b>39,122,834.59</b>	<b>100.00%</b>	<b>978,217.28</b>	<b>100.00%</b>	<b>40,101,051.87</b>



Comparative period 17-18

Amt. in ₹)

Name of the entity in the Group	Net Asset i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
<b>Parent</b>								
Titan Biotech Limited	95.05%	242,826,195.88	90.01%	24,013,629.93	0.00%	-	90.01%	24,013,629.93
<b>Subsidiaries</b>								
Indian								
1. Peptech Biosciences Limited	0.29%	743,669.13	5.31%	1,416,225.47	0.00%	-	5.31%	1,416,225.47
<b>Non-controlling Interests in all subsidiaries</b>								
1. Peptech Biosciences Limited	4.66%	11,906,844.52	4.68%	1,249,736.17	0.00%	-	4.68%	1,249,736.17
<b>Total</b>	<b>100.00%</b>	<b>255,476,709.53</b>	<b>100.00%</b>	<b>26,679,591.58</b>	<b>0%</b>	<b>-</b>	<b>100.00%</b>	<b>26,679,591.58</b>

44 Previous year's figures have been reclassified / regrouped wherever necessary to conform to current year's classification/ disclosure.

45 The financial statements were approved by the the Board of Directors and authorised for issue on May 29, 2019.

For Titan Biotech Limited

**Auditor's Report**

As per our separate report of even date attached

**For Sunita Agrawal & Co.**

Chartered Accountants  
FRN-515225C

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

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

**Sunita Agrawal**

F.C.A.Partner  
M.No.095196

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

**Prem Shankar Gupta**  
Chief Financial Officer

Place : Delhi

Date : 29.05.2019



**DISCLOSURE IN ACCORDANCE WITH REGULATION 52(4) OF SECURITIES  
AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS,  
2015.**

- A. credit rating and change in credit rating (if any); N/A
- B. asset cover available, in case of non-convertible debt securities: N/A
- C. debt-equity ratio: 0.68
- D. previous due date for the payment of interest/ dividend for non-convertible redeemable preference shares/ repayment of principal of non-convertible preference shares /non-convertible debt securities and whether the same has been paid or not; and; N/A
- E. next due date for the payment of interest/ dividend of non-convertible preference shares /principal along with the amount of interest/ dividend of non-convertible preference shares payable and the redemption amount; N/A
- F. debt service coverage ratio: 0.37
- G. interest service coverage ratio: 3.96
- H. outstanding redeemable preference shares (quantity and value): NIL
- I. capital redemption reserve/debenture redemption reserve: NIL
- J. net worth: 316,591,036.70
- K. net profit after tax: 30,803,850.74
- L. earnings per share: 3.73

**For Titan Biotech Limited**

Place: Delhi  
Date: 29.05.2019

Charanjit Singh  
(Company Secretary)  
M.No. 12726

Prem Shankar Gupta  
(Chief Financial Officer)





**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- 27355742  
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:

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 Monday, 30th day of September, 2019 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 Audited Financial Statements (including consolidated financial statements) for the financial year ended 31st March, 2019			
2.	Reappointment of Mrs. Manju Singla(DIN No. 00027790) as director liable to retire by rotation			
3.	Borrowing of Money upto Rs. 75 Crores including Existing Borrowings.			
4.	Authorisation for Loans etc upto Rs. 20 Crores			
5.	Approval for Inter Corporate Loans and Investments upto Rs. 20 Crores			
6.	Approval for Related Party Transactions upto Rs. 50 Crores			
7.	Regularization of Appointment of Mr. Jai Prakash Bansal (DIN No. 01499470) as an Independent Non-Executive director upto 30-09-2024			
8.	Appointment of Mr. Raja Singla, (Relative) of director as senior vice-president (Production) and payment of salary of Rs. 3.90 Lacs per month.			
9.	Appointment of Mr. Shivom Singla (Relative) of Director as Vice President (Bulk Division) and payment of salary of Rs. 3.75 lacs per month			
10.	Appointment of Mr. Udit Singla (Relative) of Director as Vice President (Media Division) and payment of Salary of Rs. 3.75 Lacs Per month.			
11.	Regularization of Appointment of Mrs. Rekha Dalmia as an Independent Non-Executive director upto 30-09-2024			
12.	To Approve payment of remuneration to Mr. Naresh Kumar Singla (DIN: 00027448) Managing Director			
13.	To Approve payment of remuneration to Mr. Suresh Chand Singla (DIN: 00027706) Managing Director			

Signed this ..... day of ..... 2019

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.



**TITAN BIOTECH LIMITED**

CIN: L74999RJ1992PLC013387

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

Email: cs@titanbiotechltd.com/hrd@titanbiotechltd.com, phone: 011-27355742

**ANNUAL GENERAL MEETING**

Folio No. /CL ID \_\_\_\_\_ DP ID \_\_\_\_\_

Name of Shareholder \_\_\_\_\_

No. of Shares held \_\_\_\_\_

I/We hereby record my/our presence at the Annual General Meeting of the Company held on Monday, 30th September, 2019 at 3:00 p.m. at E-540, Industrial Area, Chopanki, Bhiwadi 301019, Rajasthan.

\_\_\_\_\_  
Signature of Member/Proxy/  
Authorised Representative

\_\_\_\_\_  
Name 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.

EVSN no. : 190808028 User ID: \_\_\_\_\_ Password \_\_\_\_\_

1. Please follow instructions in Notice of AGM for E-Voting on evotingindia.com website of CDSL on prescribed dates.