



TITAN SECURITIES LTD.

Regd. Office: A-2/3, 11th Floor, Lusa Tower, Azadpur Commercial Complex, Delhi-33, (India)

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To,

Date: 02.11.2015

Corporate Services Department
BOMBAY STOCK EXCHANGE LIMITED
PHIROZE JEEJEEBHOY TOWERS
DALAL STREET
MUMBAI- 400001

Ref: Scrip Code: 530045

Dear Sirs,

Sub: Result of Postal Ballot

Pursuant to Section 110 of the Companies Act, 2013 and the Companies (Management and administration) Rules, 2014, amendment upto date, please note that M/s NKS & Co., Practicing Company Secretaries, who was appointed as Scrutinizer for the Postal Ballot process including e-voting in a fair & transparent manner in the Board of Directors of the company at its meeting held on 27th July, 2015. In accordance with the said, report, the Members of the Company have approved the Special Resolutions as embodied in the Notice dated 28th September, 2015 with requisite majority. The result of the Postal Ballot is accordingly declared today.

The voting results in respect of the Special Resolutions as stated in the said notice, in the prescribed format as per Clause 35A of the Listing Agreement alongwith the report of the Scrutinizer in this regard is enclosed herewith.

Kindly, acknowledge the receipt and take the same on records.

Thanking You
Yours Sincerely,
For Titan Securities Limited

Dinesh

Dinesh Kumar Maurya
Company Secretary



Encl. As above

Resolution No. 1:

Alteration / Substitution of Memorandum of Association of the Company pursuant to section 13 of the Companies Act, 2013, and the rules made thereunder.

Type of Resolution required: Special Resolution

Mode of Voting: Postal Ballot Papers & E - Voting

| Promoter/Public | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes Polled on outstanding Shares (3) = $[(2)/(1)]*100$ | No. of Votes -in Favour (4) | No. of Votes – Against (5) | % of Votes in favour on Votes Polled (6) = $[(4)/(2)]*100$ | % of Votes Against on Votes Polled (7) = $[(5)/(2)]*100$ |
|--------------------------------|---------------------------|----------------------------|---|--------------------------------|-------------------------------|--|--|
| Promoter and Promoter Group | 3993057 | 330417 | 8.27 | 330417 | 0 | 100 | 0 |
| Public – Institutional holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - Others | 21023143 | 4072056 | 19.37 | 4072056 | 0 | 100 | 0 |
| Total | 25016200 | 4402473 | 27.64 | 4402473 | 0 | 100 | 0 |

Result: The above Resolution is passed as a Special Resolution.



Resolution No. 2:

Alteration / Substitution of Article of Association of the Company pursuant to section 14 of the Companies Act, 2013, and the rules made thereunder.

Type of Resolution required: Special Resolution

Mode of Voting: Postal Ballot Papers & E - Voting

| Promoter/Public | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes Polled on outstanding Shares (3) = $[(2)/(1)]$ *100 | No. of Votes - in Favour (4) | No. of Votes - Against (5) | % of Votes in favour on Votes Polled (6) = $[(4)/(2)]$ *100 | % of Votes Against on Votes Polled (7) = $[(5)/(2)]$ *100 |
|--------------------------------|---------------------------|----------------------------|---|---------------------------------|-------------------------------|--|--|
| Promoter and Promoter Group | 3993057 | 330417 | 8.27 | 330417 | 0 | 100 | 0 |
| Public - Institutional holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - Others | 21023143 | 4071956 | 19.36 | 4071956 | 0 | 100 | 0 |
| Total | 25016200 | 4402373 | 27.63 | 4402373 | 0 | 100 | 0 |

Result: The above Resolution is passed as a Special Resolution.



Resolution No. 3:

Approval for Investments/Loans/Guarantees/Securities/Credit Facilities.

Type of Resolution required: Special Resolution

Mode of Voting: Postal Ballot Papers & E - Voting

| Promoter/Public | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes Polled on outstanding Shares (3) = $[(2)/(1)]$ *100 | No. of Votes - in Favour (4) | No. of Votes - Against (5) | % of Votes in favour on Votes Polled (6) = $[(4)/(2)]$ *100 | % of Votes Against on Votes Polled (7) = $[(5)/(2)]$ *100 |
|--------------------------------|---------------------------|----------------------------|---|---------------------------------|-------------------------------|--|--|
| Promoter and Promoter Group | 3993057 | 330417 | 8.27 | 330417 | 0 | 100 | 0 |
| Public - Institutional holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - Others | 21023143 | 4071956 | 19.36 | 4071956 | 0 | 100 | 0 |
| Total | 25016200 | 4402373 | 27.63 | 4402373 | 0 | 100 | 0 |

Result: The above Resolution is passed as a Special Resolution.



Resolution No. 4:

Borrow Money beyond the paid up Capital and Free Reserves of Company and Creation of Charges on Company Property.

Type of Resolution required: Special Resolution

Mode of Voting: Postal Ballot Papers & E - Voting

| Promoter/Public | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes Polled on outstanding Shares (3) = $[(2)/(1)]$ *100 | No. of Votes - in Favour (4) | No. of Votes - Against (5) | % of Votes in favour on Votes Polled (6) = $[(4)/(2)]$ *100 | % of Votes Against on Votes Polled (7) = $[(5)/(2)]$ *100 |
|--------------------------------|---------------------------|----------------------------|---|---------------------------------|-------------------------------|--|--|
| Promoter and Promoter Group | 3993057 | 330417 | 8.27 | 330417 | 0 | 100 | 0 |
| Public - Institutional holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - Others | 21023143 | 4071956 | 19.36 | 4071956 | 0 | 100 | 0 |
| Total | 25016200 | 4402373 | 27.63 | 4402373 | 0 | 100 | 0 |


Result: The above Resolution is passed as a Special Resolution.

The report of the Scrutinizer is enclosed herewith.

Thanking You.

Yours Sincerely,

For Titan Securities Limited



Dinesh Kumar Maurya
Company Secretary

Date: 02.11.2015



SCRUTINIZER'S REPORT

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and administration) Rules, 2014)

To
The Board of Directors
Titan Securities Limited
A-2/3, Third Floor Lusa Tower
Azadpur Commercial Complex
Delhi-110033

Dear Sir,

1. The Board of Directors of the company at its meeting held on 27th July, 2015 appointed me as a Scrutinizer for conducting the postal ballot voting process in a fair & transparent manner.
2. The Company completed the dispatch of Postal Ballot Notice to its Members on 29th September, 2015, through courier service and e-mail of the respective shareholders registered with the Company.
3. The Company has published an advertisement regarding completion of postal ballot notice in the newspapers **The Financial Express (English)** and **Jansatta (Hindi)** on 01st day of October, 2015.
4. Particulars of all the postal ballot forms and e-voting received from the Shareholders have been entered in the Register maintained separately for the purpose. The Register is annexed.
5. The postal ballot forms were kept under my safe custody.
6. The postal ballot forms were duly opened in my presence of Mr. Nitesh Kumar Sinha.
7. All postal ballot forms and e-voting received up to the close of working hours on 30th day of October 2015(5:00 P.M.), the last date and time fixed by the Company for receipt of the forms and e voting were considered for my scrutiny.
8. The shareholders exercised their voting either by electronic or physical mode. Shareholders opting for e-voting facility, casted their votes, via CDSL on the designated web site www.evotingindia.com. There was no shareholder who opted for both the facilities.
9. Envelopes containing postal ballot forms received after close of working hours on 30th day of October 2015, if any, were not considered for my scrutiny.
10. I did not find any defaced or mutilated ballot paper.
11. The following resolution was recommended as Special Resolution and marked as Agenda Item No.-1, 2, 3 & 4 as per the Postal Ballot Notice dated 28.09.2015.



ITEM NO. 1:- ALTERATION / SUBSTITUTION OF MEMORANDUM OF ASSOCIATION

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, and subject to necessary approval(s) if any, from the competent authorities, consent of the Company be and is hereby accorded to substitute the existing Memorandum of Association of Company by a new set of Memorandum of Association;

RESOLVED FURTHER THAT any one of the directors of the company and/ or Mr. Dinesh Kumar Maurya, Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds and things as may be necessary to give effect to this Resolution."

A Summary of Postal Ballot forms received is given below:

| Particulars | Total No. of shares (Through Postal Ballot Forms and E-Voting) | % of Total Net Valid Votes (in percentage) |
|--|--|---|
| Total number of votes received | 4402473 | 100 |
| Less: No. of Invalid Votes Cast | 0 | 0 |
| Less: No. of Votes not Polled | 0 | 0 |
| Net valid number of votes cast | 4402473 | 100 |
| Total number of votes which have been cast in favour of the Resolution | 4402473 | 100 |
| Total number of votes which have been cast against the Resolution | 0 | 0 |

ITEM NO. 2:- ALTERATION/SUBSTITUTION OF ARTICLES OF ASSOCIATION

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) consent of the company be and is hereby accorded to substitute the existing Articles of Association of the company by a new set of Articles of Association;

RESOLVED FURTHER THAT any of the Directors of the company and /or Mr. Dinesh Kumar Maurya, Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds and things as may be necessary to give effect to this Resolution."



| Particulars | Total No. of shares (Through Postal Ballot Forms and E-Voting) | % of Total Net Valid Votes (in percentage) |
|--|--|---|
| Total number of votes received | 4402473 | 100 |
| Less: No. of Invalid Votes Cast | 0 | 0 |
| Less: No. of Votes not Polled | 100 | 0.01 |
| Net valid number of votes cast | 4402373 | 99.99 |
| Total number of votes which have been cast in favour of the Resolution | 4402373 | 99.99 |
| Total number of votes which have been cast against the Resolution | 0 | 0 |

ITEM No.3: - APPROVAL FOR INVESTMENTS /LOANS /GUARANTEES /SECURITIES /CREDIT FACILITIES

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (the Act) read with the Companies (Meetings of Board and its powers) Rules, 2014 and other applicable provisions, if any of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary and provisions of other applicable laws consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board) upto an amount of Rs. 50 crores over and above limits specified in Section 186 of the Companies Act, 2013 to a/corporate,(including related party) b) give any guarantee or provide security in connection with a loan or credit facility to any person or any other body corporate (including related party) and c) acquire and hold by way of subscription , purchase or otherwise, securities of any other body corporate (including related party).

RESOLVED FURTHER THAT to give effect to this resolution, the Board be and is hereby authorized to execute the documents, deeds, writings and instruments required to be made and to do all acts, deeds and things as it may in its absolute discretion deem necessary, proper and desirable, including to settle any question, difficulty or doubt that may arise in respect of such investments/loans/guarantees/securities made or given or provided by the Company (as the case may be)."



| Particulars | Total No. of shares (Through Postal Ballot Forms and E-Voting) | % of Total Net Valid Votes (in percentage) |
|--|--|---|
| Total number of votes received | 4402473 | 100 |
| Less: No. of Invalid Votes Cast | 0 | 0 |
| Less: No. of Votes not Polled | 100 | 0.01 |
| Net valid number of votes cast | 4402373 | 99.99 |
| Total number of votes which have been cast in favour of the Resolution | 4402373 | 99.99 |
| Total number of votes which have been cast against the Resolution | 0 | 0 |

ITEM No.-4:- BORROW MONEY BEYOND THE PAID UP CAPITAL AND FREE RESERVES OF COMPANY AND CREATION OF CHARGES ON COMPANY PROPERTY

"RESOLVED THAT pursuant to the provisions of Section 180 (1)(c) and other applicable provisions of Companies Act, 2013, as amended from time to time, and rules made there under the consent of the Company be and is hereby accorded to the Board of Directors to borrow funds exceeding company's paid up capital and free reserves of the company but not exceeding a sum of Rupees Fifty Crores (50 Crores) for business purposes including working capital requirements with other permissions and authorizations, approvals as may be required, if any.

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

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



| Particulars | Total No. of shares (Through Postal Ballot Forms and E-Voting) | % of Total Net Valid Votes (in percentage) |
|--|--|---|
| Total number of votes received | 4402473 | 100 |
| Less: No. of Invalid Votes Cast | 0 | 0 |
| Less: No. of Votes not Polled | 100 | 0.01 |
| Net valid number of votes cast | 4402373 | 99.99 |
| Total number of votes which have been cast in favour of the Resolution | 4402373 | 99.99 |
| Total number of votes which have been cast against the Resolution | 0 | 0 |

Place: Vaishali
Date: 31-10-2015



For NKS & Company

Nitesh K. Sinha
(Nitesh Kumar Sinha)

Practicing Company Secretary
FCS No.-7536
C P No.:7648