



TITAN SECURITIES LTD.

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

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Website: www.titansecuritieslimited.com | Email: titan.securities@yahoo.com

Dated: 22.04.2024

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

Ref: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 read with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2024

Dear Sir,

With reference to above captioned subject, we would like to submit herewith Annual Secretarial Compliance Report of the Company for financial year ended **March 31, 2024**, issued by Mr. Amit Anand, Practicing Company Secretaries.

Kindly take the above information on record.

Thanking you,
Yours faithfully,
For **Titan Securities Limited**

Akansha Sharma
(Company Secretary & Compliance Officer)
M. No.: F12745

Encl. as above

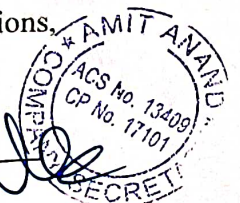
SECRETARIAL COMPLIANCE REPORT OF M/s. TITAN SECURITIES LIMITED
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2024

I, **Amit Anand** have examined:

- a) all the documents and records made available to us and explanation provided by M/s. **Titan Securities Limited** ("the listed entity"),
- 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 on **31st March, 2024** ("Review Period") 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- ***Not Applicable during the period under review;***
- (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 during the period under review;***
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- ***Not Applicable during the period under review;***
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - ***Not Applicable during the period under review;***
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021- ***Not Applicable during the period under review;***
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



(i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021-
Not Applicable during the period under review;

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS* |
|---------|--|-------------------------------|-------------------------------|
| 1. | <u>Secretarial Standards</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable. | Yes | None |
| 2. | <u>Adoption and timely updation of the Policies</u> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI | Yes Yes | None None |
| 3. | <u>Maintenance and disclosures on Website</u> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website. | Yes Yes | None None None |



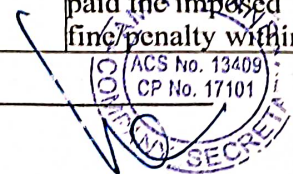
Address: C-87, Kalkaji, New Delhi 110019

email ID: amit.anand2399@gmail.com, Contact No.s: 798253165, 9810410049

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| | | Yes | |
| 4. | Disqualification of Director None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity. | Yes | None |
| 5. | <u>Details related to Subsidiaries of listed entities have been examined w.r.t.</u> Identification of material subsidiary companies Disclosure requirement of material as well as other subsidiaries | NA | Company has no subsidiary company during the period under review. |
| 6. | <u>Preservation of Documents</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015. | Yes | None |
| 7. | <u>Performance Evaluation</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations. | Yes | As per SEBI LODR and Companies Act, the Board Evaluation is required to be done once in a year. Formal process of Performance Evaluation was carried out in the Month of March, 2024 for FY 23-24. |



| | | | |
|-----|--|-----------------------|---|
| | <p><u>Related Party Transactions</u> a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p> | <p>Yes</p> <p>Yes</p> | <p>None</p> <p>None</p> |
| 9. | <p><u>Disclosure of events or information</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p> | <p>Yes</p> | <p>None</p> |
| 10. | <p><u>Prohibition of Insider Trading</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p> | <p>Yes</p> | <p>Company has proper Structural Digital Database software</p> |
| 11. | <p><u>Actions taken by SEBI or Stock Exchange(s), if any</u> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p> | <p>Yes</p> | <p>According to SEBI circular no. SEBI/HO/CFD/PoD2/CI R/P/2023/120 dated July 11, 2023 the exchange imposed fine amounting of Rs. 4,720/- upon the listed entity though an e-mail dated February 14, 2024 for the delayed submission of Investor Complaint under Regulation 13(3) of SEBI (LODR) Regulations 2015 for the Quarter ended December 31, 2023 with the BSE. The company has duly paid the imposed fine/penalty within the</p> |

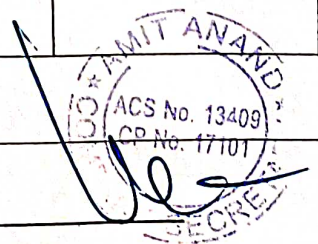


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| | | | stipulated time period as directed by the exchange. |
| 12. | Additional Non-compliances, if any No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. | Yes | None |

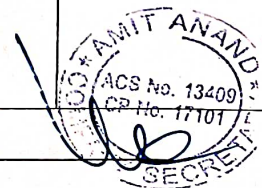
Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS* |
|-----------|---|-------------------------------|---------------------------------------|
| 1. | Compliances with the following conditions while appointing/re-appointing an auditor | | |
| | i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or | NA | None |
| | ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or | NA | No such case observed during the year |
| | iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year. | NA | No such case observed during the year |

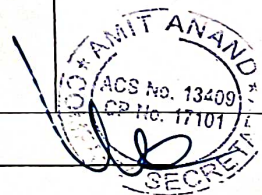
2. Other conditions relating to resignation of statutory auditor



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|--|--|-----------|--|
| | <p>i. Reporting of concerns by Auditor with respect to the listed entity to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> | <p>NA</p> | <p>No such case observed during the year</p> |
| | <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate</p> | <p>NA</p> | <p>None</p> |



| | | | |
|--|--|-----------|--|
| | <p>i. Reporting of concerns by Auditor with respect to the listed entity to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> | <p>NA</p> | <p>No such case observed during the year</p> |
| | <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate</p> | <p>NA</p> | <p>None</p> |



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|----|--|----|---------------------------------------|
| | disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor. | NA | None |
| | | NA | No such case observed during the year |
| 3. | The listed entity has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019. | NA | None |

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:

| Sr. No. | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|---|--------------------------|------------|-----------------|----------------|----------------------|-------------|---|---------------------|---------|
| | | | | | | | | | | |

CS AMIT ANAND
ACS No. 13409
CP No. 17101

CS AMIT ANAND, B.COM (HONS.), ACS
PRACTICING COMPANY SECRETARY

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|----|-------|-----------------------------------|---|-----|------|--|---------|---|---|---|
| 1. | 13(3) | Regulation 13(3) SEBI (LODR) 2015 | The Company has received a mail dated 14/02/2024 from BSE Ltd for payment of fine of Rs. 4,720/- for the non-compliance for the Quarter ended December 31, 2023 | BSE | Fine | Delayed submission of Investor Complaint under Regulation 13(3) of SEBI (LODR) Regulation 2015 for the Quarter ended December 31, 2023 with the BSE. | 4,720/- | To comply with the requirement of Regulation 13(3) SEBI (LODR) 2015, the delayed statement was filed with the exchange on 27/01/2024 by the Company and the Fine levied by the exchange had been promptly paid by the Company on February 14, 2024. | The Board Members took the cognizance of the fine levied by the Exchange and stated that more care should be taken while undertaking compliances. The Board further advised the management to ensure timely compliance going forward. | - |
|----|-------|-----------------------------------|---|-----|------|--|---------|---|---|---|

b) The listed entity has taken the following actions to comply with the observations made in previous reports:



CS AMIT ANAND, B.COM (HONS.), ACS
PRACTICING COMPANY SECRETARY

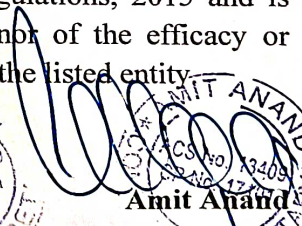
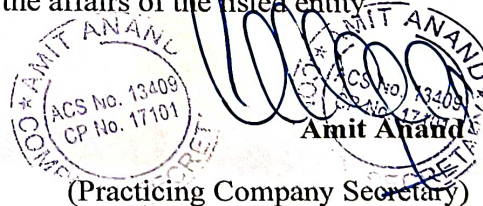
| Sr. No. | Compliance Requirement (Regulations/ circulars/ guide- lines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Responsibility | Remarks |
|---------|---|--------------------------|------------|-----------------|----------------|----------------------|-------------|---|---------------------------|---------|
| NONE | | | | | | | | | | |

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to certify based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 16/04/2024

Place: Delhi



Amit Anand
(Practicing Company Secretary)

M. No.: ACS 13409

CP No.: 17101

UDIN: A013409F000143979

Peer Review No.: 1970/2022