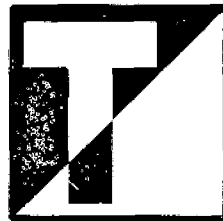


TITAN BIOTECH LTD.



**SIXTEENTH
ANNUAL REPORT
2007-08**



TITAN BIOTECH

TITAN BIOTECH LIMITED



Board of Directors

Mr. Naresh Kumar Singla	Managing Director
Mr. Suresh Chand Singla	Managing Director
Mrs. Manju Singla	Director
Mr. J S Varshneya	Director
Mr. Sachin Kumar Gupta	Director
Ms. Ruchi Jain	Director

Company Secretary & Compliance Officer

Mr. Charanjit Singh

Auditors

Deepika Setia & Co.
190, IIIrd Floor, Mukherjee Nagar, New Delhi

Bankers

Punjab & Sind Bank
C-7, New Subzi Mandi, Azadpur, Delhi-110 033

Registered Office & Plant Site

A-902A, RIICO Industrial Area,
Phase-III, Bhiwadi-301019 (Rajasthan).

Registrar & Share Transfer Agent

Intime Spectrum Registry Limited
A-40, 2nd Floor, Naraina Industrial Area,
Phase-II, Near Batra Banquet,
New Delhi - 110 028
Ph. : 41410592/41410593/41410594 Fax : 41410591

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Introduction

Titan Biotech is manufacturer of :

Microbiological Culture Media / Dehydrated Culture Media / Laboratory Chemicals & Reagents/ Biological Extracts etc.

Useful for :

Pharmaceutical Companies / Hospitals/ Nursing Homes/Microbiology Research Institutes Medical Institutes/Scientific Laboratories etc.

Application of Culture Media

- ✓ Waste Water Treatment
- ✓ Veterinary Science
- ✓ Brewing Industry
- ✓ Cosmetic Industry
- ✓ Dairy Industry
- ✓ Drinking Water
- ✓ Food Industry
- ✓ Pharmaceutical Industry
- ✓ Medical Micro Biology
- ✓ Health Care Industry

The Company sells its products domestically as well as exports to various countries directly as well as through other exporters.

EXPORTS

The Company exports its product to various countries including :

- | | |
|------------------|---------------|
| 1. Peru | 19. Germany |
| 2. Iran | 20. Italy |
| 3. Phillipines | 21. Mauritius |
| 4. Belgium | 22. Thailand |
| 5. Syria | 23. Oman |
| 6. Egypt | 24. Singapore |
| 7. UAE | 25. Taiwan |
| 8. Turkey | 26. Tanzania |
| 9. Spain | |
| 10. Malaysia | |
| 11. Pakistan | |
| 12. Srilanka | |
| 13. Jordan | |
| 14. Romania | |
| 15. Yemen | |
| 16. Kuwait | |
| 17. Saudi Arabia | |
| 18. Canada | |



ABOUT THE COMPANY

TITAN BIOTECH LIMITED (AN ISO 9001 Certified) has ultra modern production facilities incorporating state-of-the-art technology at Bhiwadi, Rajasthan-60 K.M. away from the International Airport of Delhi in an area of 80000 sq.ft. The company has developed more than 1000 DEHYDRATED CULTURE MEDIA, MEDIA BASES, and special type of PEPTONES and HYDROLYSATES for VACCINE production and other uses. The Titan uses the basic raw material i.e. MEAT, BILE, PANCREATIN, LIVER, BLOOD BRAIN, HEART and other parts of the Animals in its process procured from the slaughter house and other vegetable products like SOYA, CASEIN etc. Converting them into free flowing powder to produce PEPTONES, EXTRACTS AND HYDROLYSATE which are further used in manufacturing of DEHYDRATED CULTURE MEDIA and as raw material in pharmaceutical health products and other industries.

The company is in process of developing more products for micro biology and tissue culture. The company is planning to have its own animal house for the purpose of developing new range of products in the field of genetics. Since the biotechnology field requires lot of research and Development and the time to development new products, for which the TITAN is aiming and is Devoting its all efforts to come up with new things.

TITAN BIOTECH LIMITED has been established with an objective of serving Scientific Community and mankind by way of providing good quality of biological peptones, extracts and Dehydrated culture media. All these products are basically conducive to growth of micro organisms and their primary use is in the development and growth of micro organisms in clinical Diagnosis production of vaccines antibiotics, antisera etc checking the sensitivity of antibiotics in Pharmaceutical industry checking the bacterial contamination's in food & water samples departments of microbiology & botany in medical colleges/universities and tissue culture laboratories.



NOTICE

Notice is hereby given that the 16th Annual General Meeting of the Members of Titan Biotech Limited will be held at A-902A, RIICO Industrial Area, Phase-III, Bhiwadi-301019 (Rajasthan) on Tuesday, 30th September, 2008 at 10.00 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2008 and Profit & Loss account for the year ended on that date and the Report of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Manju Singla, who retires by rotation.
3. To appoint a Director in place of Mr. J.S. Varshneya, who retires by rotation.
4. To appoint Auditors of the Company and to authorise Board of Directors to fix their remuneration.

BY ORDER OF THE BOARD
For Titan Biotech Ltd.

Place: New Delhi
Dated: 5th September, 2008

Naresh Kumar Singla
Managing Director

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself. A proxy need not be a member of the company. However, proxies in order to be effective must be received at the registered office of the company not less than forty-eight hours before the Annual General Meeting.
2. The Share Transfer Books and the Register of Members of the Company will remain closed from 26th September, 2008 to 30th September, 2008 (both days inclusive).
3. 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.

Date: 5th September, 2008
Place: New Delhi

By Order of the Board
For Titan Biotech Ltd.

Naresh Kumar Singla
Managing Director

**CORPORATE GOVERNANCE REPORT****COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

Your Company has adopted good corporate governance norms laid down by Securities and Exchange Board of India 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. At TITAN BIOTECH LTD., we are committed to Good Corporate Governance to ensure that all functions of the company are discharged in professionally sound and competent manner. Given below is the requisite information relating to corporate governance as required under the listing agreement with stock exchanges.

BOARD OF DIRECTORS:**Composition of Board**

The Board of Directors of your company comprises of Six Directors. The following is the Composition of the Board of Directors as on 31st March, 2008:-

Name of Director	Status	Attendance Particulars		No. of Directorships and Committee Member / Chairmanship		
		Board Meeting	Last AGM	Other Directorship	Committee Membership	Committee Chairmanship
Mr. Naresh Kr. Singla	Mg. Director	9	Yes	4	1	0
Mr. Suresh C. Singla	Mg. Director	9	Yes	4	1	0
Mrs. Manju Singla	Non-executive		Yes	3	0	0
Mr. J.S. Varshneya	Independent/ Non-executive	9 0	No	N-A	N-A	N-A
Mr. Sachin Kumar	Independent/ Non-executive		No	0	3	3
Ms. Ruchi Jain	Independent/ Non-executive	9 9	No	0	3	0

Directors Remuneration

The remuneration paid to Sh. Naresh Kumar Singla & Sh. Suresh Chand Singla, Managing Directors during the year from 01.04.2007 to 31.03.2008 was Rs. 12,00,000/- (Twelve Lacs only).

- Gross remuneration includes salary and perquisites.
- The Company has a policy of not advancing any loan to Directors. The Company does not have any stock option scheme.

**BOARD PROCEDURES**

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

COMMITTEES OF THE BOARD OF DIRECTORS**● Audit Committee**

The Company has an Audit Committee of the Board of Directors. As on 31.3.2008, the Audit Committee was comprised of three Directors, all being Non-executive & Independent Directors. The Committee met five times during the year 2007-08, on 28th April 2007, 28th July 2007, 5th September, 2007, 26th October, 2007 and 29th January, 2008. The attendance of the Audit Committee Members was as under.

Name	Category	No. of Meeting(s) Attended
Mr. Sachin Kumar Gupta	Non-executive	5
Ms. Ruchi Jain	Non-executive	5
Mr. J.S. Varshneya	Non-executive	0

● Remuneration Committee

The Remuneration Committee comprises of three Directors, all being Non-executive & Independent, as mentioned below :-

NAME	CATEGORY
Sachin Kumar Gupta	Independent, Non-executive
Ruchi Jain	Independent, Non-executive
J.S. Varshneya	Independent, Non-executive

A Meeting of the Remuneration Committee was held on 1st October, 2007 for considering reappointment of Mr. Suresh Chand Singla, Managing Director. Shri Sachin Kumar Gupta and Ms. Ruchi Jain attended the above meeting.

● Share Transfer & Shareholders/Investor's Grievance Committee.

The Share Transfer & Shareholders / Investors' Grievance Committee met thirteen times upto 31st March, 2008, i.e. on 23rd April, 2007, 21st May, 2007, 28th June 2007, 30th July, 2007, 30th August 2007, 21st September, 2007, 1st October 2007, 28th November, 2007, 30th December 2007, 15th January, 2008, 15th February 2008, 15th March, 2008 & 31st March 2008. The attendance of the Members of Share Transfer & Shareholders / Investors' Grievance Committee was as under :-



Name	Category	No. of Meeting(s) Attended
Mr. Naresh Kr. Singla	Managing Director	13
Mr. Suresh Chand Singla	Director	13
Mr. Sachin Kumar Gupta	Director	13

OTHER DISCLOSURES

Detail of last Annual General Meeting

Venue	Date	Time
A-902A RIICO Industrial Area, Phase-III Bhiwadi-301019 (Raj.)	29.9.2007	10.00 A.M.

Whether any special resolution was put 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 the Last year i.e 2006-07 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.

MEANS OF COMMUNICATION

Half yearly report sent to each household of Shareholders	:	No. Company is publishing the results in National & Regional newspapers.
Quarterly Results are normally published in	:	Quarterly Results are published in the National & Regional newspapers.
Any web-site, where displayed, Where it also displays official news Releases and the presentations made to Institutional investors or to the analysts	:	The Company is filing all the relevant information on the website of SEBI.
And other relevant information	:	All other relevant information is Disclosed on its website www.titanbiotechltd.com and the Results are also available on the website of SEBI.

**● ANNUAL GENERAL MEETING**

Date	30 September 2008
Time	10.00 A.M.
Venue	A - 902A RIICO INDUSTRIAL AREA, PHASE III, BHIWADI-301019 (RAJASTHAN)

● DATES OF BOOK CLOSURE

From the 26th September, 2008 to the 30th September, 2008 (both days inclusive)

DIVIDEND PAYMENT DATE

The Directors have not recommended any dividend on Equity Shares for the Financial year 2007-08.

STOCK EXCHANGES

The equity shares of the company are listed on the The Bombay Stock Exchange Limited.

● SHARE TRANSFER SYSTEM

Your company had appointed M/s Intime Spectrum Registry Limited as common agency for handling all shares related work both in physical and demat mode as per the SEBI requirements. The Company had also constituted a Shareholders/Investors' Grievance Committee to oversee the working of the R & T agent which meets once a month to verify and approve requests for transfer, transmission, demat, remat of shares. The Committee had assigned the responsibility to co-ordinate with the Registrar & Transfer Agent & do correspondence with the R & T agent to Company Secretary.

**DISCLOSURE OF PROMOTERS HOLDINGS
AS ON 31st MARCH, 2008**

PROMOTERS	NO. OF SHARES	% OF HOLDING
1. TITAN SECURITIES LTD.	1419100	25.62%
2. TITAN LEASING & FINANCE LTD.	449500	8.12%
3. GANESH LEASFIN PVT. LTD.	1800	0.04%
4. CONNOISSEUR MANAGEMENT SERVICES PVT. LTD.	60000	1.08%
5. SURESH CHAND SINGLA	100469	1.82%
6. MANJU SINGLA	85399	1.54%
7. NARESH KAUMAR SINGLA	34510	0.62%



● **FINANCIAL CALENDER (TENTATIVE)**

Financial Reporting for the quarter ending June 30, 2008	End of July' 2008
Financial Reporting for the quarter ending September 30, 2008	End of October' 2008
Financial Reporting for the quarter ending December 31, 2008	End of January' 2009
Financial Reporting for the quarter ending March 31, 2009	End of April' 2009
Annual General Meeting for the year 2009	September' 2009

MARKET PRICE DATA:

The Share Market Price data for the year 2007-08 is given below:

Month 2007-08	Months High at BSE	Months Low at BSE
April	25.04	14.60
May	22.60	18.85
June	24.15	18.85
July	23.50	19.55
August	24.20	18.30
September	34.30	23.35
October	29.60	21.95
November	25.15	20.15
December	34.50	24.00
January	44.30	26.15
February	26.90	20.95
March	23.55	17.40

● **DEMATERIALIZATION OF SHARES AND LIQUIDITY**

The Company is coordinating with its Registrar and Transfer Agent to effect Dematerialisation in respect of securities received for demat. 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, 2008, 62.54% Equity shares of the Company have been dematerialised.

OTHER DETAILS ARE AS UNDER :

- * Approximate time taken for share transfer if the Documents are clear in all respects : 30 days
- * Demat ISIN Number for Equity Shares of the Company in NSDL & CDSL : INE-150C01011



* Total No. of shares dematerialised upto 31.03.2008	3463941
* Total No. of shares rematerialised upto 31.03.2008	NIL
* Total No. of shares transferred during 2007-08 (physical)	16500
* No. of shares pending for transfer as on 31.03.2008	Nil
* No. of shares pending for dematerialization	Nil
* Complaints by shareholders & their redressal during 01.04.2007 to 31.03.2008	Details given below

Nature of Complaints	Received	Solved
Non-receipt of Annual Report	1	1
Non-receipt of shares after Rejection	1	1
Non-receipt of Dividend Warrants	NIL	NIL
Loss of Shares	3	3
Debenture Interest /Redemption	NIL	NIL
Other (Non receipt of Demat credit)	2	2
Total	7	7

● **SHAREHOLDING PATTERN AS ON 31.03.2008**

Sl. No.	Category	No. of Shareholders	% age	No. of Equity Shares	% age
1.	Resident Individuals	9624	98.79	2238431	42.22
2.	Indian Companies	118	0.97	612432	11.05
3.	FIs/Mutual Funds/Banks	Nil	Nil	Nil	Nil
4.	Indian Promoters	17	0.17	2578888	46.57
5.	NRIs/OCBs/FIIs/FCs	10	0.07	8949	0.16
6.	Clearing House/Members & In Transit	Nil	Nil	Nil	Nil
	Total	9759	100	5538700	100.00

- Address of the Registrar & Share Transfer Agent for correspondence : Intime Spectrum Registry Limited A-40, 2nd Floor, Naraina Inds. Area, Phase-II, Near Batra Banquet, New Delhi. Phone Nos. 41410592/594 Fax No. 41410591

CEO/CFO Certification

The Managing Director have furnished the requisite certificate to the Board of Directors under revised clause 49 of the listing agreement.



● Distribution of Shareholding as on 31.03.2008

Sl. No.	Category	No. of Holders	Percentage of Holders	Holding (Nos.)	Percentage
1.	0-2500	8081	82.80	917860	16.57
2.	2501-10000	1420	14.55	770160	13.90
3.	10001-20000	143	1.46	219680	3.97
4.	20001 & above	115	1.19	3631000	66.56
5.	TOTAL	9759	100.00	5538700	100.00%

Declaration under Clause 49-I (D) of the Listing Agreement

It is hereby declared that all Board Members and Senior Executives of the Company have affirmed compliance to Code of Conduct as applicable to them for the Financial Year ended on 31st March, 2008

CV OF SMT MANJU SINGLA WHO RETIRES BY ROTATION

Smt. Manju Singla aged 44 years has been associated with your Company for the last six years as a director. She has helped the company to grow which is reflected from the balance Sheet of the company which shows a positive increase in the turnover as well as the profitability. Smt. Manju Singla has expertise in the financial and banking.

CV OF SHRI J. S. VARSHNEYA, WHO RETIRES BY ROTATION

Shri J. S. Varshneya, Director is ex-chairman & Managing Director of Punjab National Bank having rich experience of more than four decades in Commerce, Banking & Industry During his career he has been awarded with number of gold medals & awards. He worked as Banker for approximately 35 (Thirty five) years & at the top management.

For Titan Biotech Limited

Naresh Kumar Singla
Managing Director

Suresh Chand Singla
Managing Director

Date : 05.09.2008
Place : New Delhi



AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of
M/S. TITAN BIOTECH LIMITED.

We have examined the compliance of conditions of Corporate Governance by M/s. TITAN BIOTECH LIMITED for the year ended 31st March, 2008 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the company and noted by the Board of Directors/ Share Transfer and Shareholders/ Investors' Grievance Committee.

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

For Deepika Setia & Co.
Chartered Accountant

Place : Delhi
Date : 05th September, 2008

Deepika Setia
Partner
M.No.092732

**DIRECTORS' REPORT**

To,

The Members,

Your Directors have pleasure in presenting their 16th Annual Report and Audited Accounts of the Company for the year ended 31st March 2008.

FINANCIAL RESULTS :

	CURRENT YEAR 2007-2008	PREVIOUS YEAR 2006-2007
Sales	1232	1015
Gross Profit for the year before interest, depreciation and tax	134	114
Less: Interest	6	
Depreciation	25	32
Profit/Loss before tax	103	82
Provision for Taxation	28	10
Provision for deferred Tax	0	0
Less: Income Tax earlier year	0	0
Balance Carried to Balance Sheet	75	72

PERFORMANCE AND REVIEW

During the year under review the company has carried out manufacturing as well as trading activities, which has resulted in a turnover of Rs 1232 lacs and earned cash profit of Rs. 134 Lacs. During 2007-08 company has introduced new culture media with gamma radiation including readymade sterile media and dehydrated sterile media besides the company has also introduced lab chemicals and agaroses to serve microbiology research Institutes and in various applications of microbiology like food, agriculture, veterinary cosmetics, pharma, health care, brewery etc.

FUTURE PLANS

The company is contemplating to undertake to appoint some additional dealers and is also undertaking to launch aggressive marketing and advertisement to tap the market.

FIXED DEPOSIT

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



DIRECTORS

Smt. Manju Singla shall retiring by rotation of this AGM and being eligible offers herself for re-appointment.

- Mr. J. S. Varshneya, director, retiring by rotation at this AGM and being eligible offer himself for reappointment.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section-217 (2AA) of the Companies Act, 1956 with respect to Director's Responsibility Statement, it is hereby confirmed :

- (1) that in preparation of the annual accounts for the financial year ended 31st March 2008 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, 1956 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 2008 on a going concern basis.

AUDIT COMMITTEE

- I The Audit Committee held its meeting during the previous financial year on 28th April 2007, 28th July 2007, 5th September, 2007, 26th October, 2007 and 29th January, 2008.
- 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 Committees under clause 49 of Listing Agreement as well as in Sec. 292A of the Companies Act, 1956.



AUDITORS

M/s Deepika Setia & Co., Chartered Accountants, shall retire at the ensuing Annual General Meeting & being eligible offer themselves for reappointment.

AUDITORS' REMARK

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

PARTICULARS REFERED U/S 217 (1) (e) OF THE COMPANIES ACT, 1956

The Clause pertaining to conservation of energy and technology absorption is enclosed as per Annexure-A

PARTICULARS REFERED U/S 217 (2A) OF THE COMPANIES ACT, 1956

Particulars are NIL as there are no employees drawing remuneration of more than Rs. 2,00,000/- or more per month and/or Rs. 24,00,000/- or more per annum.

FOREIGN EXCHANGE EARNING AND OUTGO

During the period under review, your company had earnings Rs 107.43 Lac/- and outgo Rs. 59.02 Lac/- of foreign exchange.

INFORMATION AS PER CLAUSE 43 OF THE LISTING AGREEMENT

- 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. 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 is as under:

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

Nomination Facility

Section 109A of the Companies Act, 1956 provides inter alia, the facility of nomination to share/debenture holders. This facility is mainly useful for all holders holding the shares/debentures in single name. In case where the securities are held in joint names, the nomination will be effective only in the event of the death of all the holders.

Investors are advised to avail of this facility, especially investors holding securities in single name, to avoid the process of transmission by law.

Investors holding shares in physical form may send nomination form provided in this Annual report to the Registrar and Share Transfer Agent of the Company at Delhi. However, if the shares are held in dematerialized form, the nomination has to be conveyed to your depository Participant directly, as per the format prescribed by them.


ANNEXURE-A
FORM A

Disclosures of particulars with respect to Conservation of Energy.

A. POWER AND FUEL CONSUMPTION

	Current Year 31.03.2008	Previous Year 31.03.2007
1. Electricity		
a) Purchased	220120	134979
Unit		
Total amounts (in Rs.)	1108812	1102509
Rate/unit (in Rs.)	5.04	8.17
Own Generation		
Through Diesel Generator:		
Units	52149	43970
Units per Ltr. Of Diesel	2.50 Unit/Ltr.	2.50 Unit/Ltr.
Cost/unit (in Rs.)	13.60	13.60
(I) Through steam turbine/ Generator Units	N.A.	N-A
Units per Ltr.	N.A.	N-A
Fuel oil/gas (in Ltrs.)	N.A.	N-A
Cost/Unit (in Rs.)	N.A.	N-A
2. Coal		
Quantity (Tonnes)	N.A.	N.A.
Total Cost (in Rs.)	N.A.	N.A.
Average rate per ton (in Rs.)	N.A.	N.A.
3. Furnace Oil		
Quantity (Kilo Ltrs.)	N.A.	N.A.
Total amount (Rs.)	N.A.	N.A.
Average Rate	N.A.	N.A.
4. LDO For Boiler/Thermic F Heater		
HSD for Boiler (Amount)	2836882	2747336
No. Of Hrs. TFH Run	6953	6733
Steam Generated	N.A.	N-A
5. Other/Internal Generation	N.A.	N-A
Quantity	N.A.	N-A
Total Cost	N.A.	N-A
Rate/Unit	N.A.	N-A

**CONSUMPTION PER UNIT OF PRODUCTION**

S.No.	ITEM	UNIT	CURRENT YEAR	PREVIOUS YEAR
1.	Electricity	Units/kg	5.04	8.17
2.	LDO	Units/kg	NIL	NIL
3.	Coal	N-A	NIL	NIL
4.	Others if any	N-A	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,



	Current Year	Previous Year
4. Expenditure on R & D		
(a) Capital	NIL	NIL
(b) Recurring	65364.00	113764.00
(c) Total	65364.00	113764.00
(d) Total R & D Expenditure As a percentage of total turnover	0.0012	0.00319

Technology Absorption, Adoption and Innovation:

- (1) The Company is endeavouring 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 the 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 services; and export plans are through website promotion participation in Exhibitions in abroad & India :
- (b) Total Foreign Exchange Earned : 107.43 Lacs
- (c) Total Foreign Exchange Used : 59.02 Lacs

For and on behalf of Board of Directors of
Titan Biotech Ltd.

Naresh Kumar Singla
Managing Director

Suresh Chand Singla
Managing Director

Place: New Delhi
Date: 5th September, 2008



MANAGEMENT DISCUSSION & ANALYSIS REPORT

Industry Structure & Development:

Your company is in the biotech industry and it provides biological peptones, extract and dehydrated culture media as raw material to the healthcare and other industries. All these products are basically conducive to growth of micro organisms and their primary use is in the development and growth of micro organisms in clinical diagnosis, production of vaccines, antibiotics etc and also for checking the bacterial contamination in food and water samples, departments of microbiological botany in medical colleges and universities and tissue culture laboratories. Biotech industry is growing at a rapid pace. As per the estimates available, biotech industry has grown in 2007-08 in revenue terms over the previous year and the growth prospects of your company are very bright.

Opportunities & threats

The technology for production of biological products has been developed at small and commercial scale. The data in respect of demand and supply position of the proposed product mix is based on the primary market survey done. Any variation in the estimates may have an impact on the profitability projections. The numbers of users of our products are increasing and company's reliance on its own manufacturing capabilities will pay in the long run.

Segment wise or productwise performance

The Company has only one segment i.e chemicals.

Outlook

The Biotech industry is expected to grow steadily over the next few years as the focus of the Government is also on health care and well being of the people. The people are also becoming more health conscious. The people are becoming more and more aware of new health products in the market and they are taking maximum advantage from the same. We expect that the performance of the company will improve over the next few years in terms of the sales and profitability. The growth in the Biotech industry will add further impetus to the growth of our industry. Your company has developed dehydrated culture Media, Media Basis and special type of Peptones and hydrolysates for vaccine production and other uses.

Risk & concerns

The major risk is frequent increase in price of few raw materials which can increase the 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 regulatory 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 systems and their adequacy

Titan Biotech Limited has well established internal control systems for operations of the company. All the department 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-a-vis operational performance

The performance of the Company from operations was better as compared to previous year with turnover increasing from 1015 Lacs to 1232 Lacs. The profitability of the company also improved with net profit before tax increasing from 82 Lacs to 103 lacs.

Material development in Human Resources

There has not been any major development on the human resources front. The industrial relations continue to be cordial during the year 2007-08.

Acknowledgment

Your Directors would like to express their grateful appreciation for the assistance and continued co-operation extended by the Banker, 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 and on the behalf of the Board of Directors

Naresh Kumar Singla
Managing Director

Suresh Chand Singla
Managing Director

Place: New Delhi
Date: 5th September, 2008



AUDITORS' REPORT

To,

The Members of
M/S.TITAN BIOTECH LIMITED

Dear Members,

1. We have audited the attached Balance Sheet of M/S.TITAN BIOTECH LIMITED as at 31st March, 2008, the Profit and Loss Account and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our report.
2. We have conducted our audit in accordance with Auditing Standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act 1956, we annex hereto a statement on the matters specified in the said order, to the extent applicable to the company. We believe that our audit provides a reasonable basis for our opinion.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - a) We have 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 appears from our examination of such books.



- c) The Balance Sheet and Profit and Loss Account dealt with by this report are in Agreement with the books of account :
- d) In our opinion, the Balance Sheet, the Profit and Loss Account and Cash Flow Statement dealt with by this report are in compliance with the Accounting Standards referred to in Sub Section (3C) of Section 211 of the Companies Act, 1956.
- e) On the basis of written representations received from the Directors as on 31 March 2008, and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31 March, 2008 from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
- f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the Significant Accounting Policies and other notes thereon give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :-
 - 1) In the case of the Balance Sheet, of the State of Affairs of the company as at 31 March, 2008 and
 - 2) In the case of the Profit and Loss Account, of the Profit for the year ended on that date.
 - 3) In the case of the Cash Flow Statement, of the Cash flows for the year ended on that date.

For Deepika Setia & Co.
Chartered Accountants

Place : Delhi
Date : 05th September, 2008

Deepika Setia
Partner
M.No.092732



Annexure to Auditor's Report

Annexure referred to in paragraph 3 of the Auditor's Report to the Members of **M/s. Titan Biotech Limited** on the accounts for the year ended **31st March, 2008**.

As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of Section 227(4-A) of the Companies Act, 1956, we report that :

1. In respect of Fixed Assets :
 - a. The Company has maintained proper records showing full particulars including quantitative details and situations of Fixed Assets on the basis of available information.
 - b. As explained to us, all the fixed assets have been physically verified by the management during the year. There is a regular program of verification 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. The company has not disposed off any of its fixed assets during the year and the going concern status of the company is not affected.
2. In respect of its Inventories :
 - a. The inventories have been physically verified at reasonable intervals by the management. In our opinion, the frequency of verification is reasonable.
 - b. In our opinion, the procedures followed by the management for physical verification of inventory are reasonable and adequate in relation to the size of the company and the nature of its business.
 - c. On the basis of our examination of the records of inventory, we are of the opinion that the company has maintained proper records of inventories. There were no material discrepancies noticed on physical verification of inventory.
3. The company has neither granted nor taken any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956 and hence clause a, b, c & d are not attracted to the company.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business with regard to purchase of inventory, fixed assets and also for the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
5. In our opinion and according to the information and explanations given to us by the management, there are no contracts or arrangements, particulars of which need to be entered in the Register maintained under section 301 of the Companies Act, 1956. Consequently the requirements of Clause (v) (a) & (b) of paragraph 4 of the order is not applicable.



6. According to the information and explanations given to us, the Company has not accepted any Deposits from the public. Therefore, the provisions of Section 58A and 58AA of the Companies Act, 1956 and rules made there under are not applicable to the Company.
7. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
8. We are informed by the management that the Central Government has not prescribed the maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956 for any of the products of the Company.
9. In respect of statutory dues :
 - a. According to the records of the company, generally the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, Income-Tax , sales tax, custom duty, excise duty and other material statutory dues applicable to it.
 - b. According to the records examined by us and the information and explanations given to us, there are no disputed statutory dues in respect of income-tax, sales tax, excise duty were outstanding as on 31st March, 2008 for a period of more than six months from the date they become payable.
10. The company does not have accumulated losses at the end of the financial year. The company has not incurred any cash losses during the financial year covered by the audit and in the immediately preceding financial year.
11. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the company has not defaulted in repayment of dues to banks, financial institutions and debenture holders.
12. According to the explanations given to us and based on the information available, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debenture and other securities.
13. The company is not a chit fund / nidhi / mutual benefit fund / society. Therefore, the provisions of clause (xiii) of paragraph 4 of the Order are not applicable to the Company.
14. The Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly the provisions of clause 4(xiv) of the Order are not applicable.
15. According to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from bank and financial institutions, therefore, this is not applicable to the Company.



16. The Company has not raised any Term Loan, therefore, the provisions of Clause (xvi) are not applicable to the Company.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that the company has not utilized short-term funds to finance its long-term assets and vice-versa.
18. We are informed that the company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
19. The Company has not issued any debentures; therefore, this clause is not applicable to this Company.
20. The Company has not raised any monies by way of public issues during the year and hence the question of disclosure and verification of end use of such money does not arise.
21. According to the information and explanations given to us, we report that no fraud on or by the company has been noticed or reported during the year.

For Deepika Setia & Co.
Chartered Accountants

Deepika Setia
Partner
M.No. 092732

Place: Delhi.
Date : 05th September, 2008

TITAN BIOTECH LTD.



BALANCE SHEET AS AT 31ST MARCH, 2008

SCHEDULES	CURRENT YEAR		PREVIOUS YEAR
	(RS.) AS AT 31.03.2008		(RS.) AS AT 31.03.2007
SOURCES OF FUNDS			
SHAREHOLDER'S FUND			
SHARE CAPITAL	'A'	55387000.00	55387000.00
RESERVE & SURPLUS	'B'	22367386.58	14884085.29
LOAN FUNDS			
Secured	'C'	5709258.18	1431918.46
Deferred Tax Liabilities		1964966.10	2007967.10
TOTAL		85428610.86	73710970.85
APPLICATION OF FUNDS			
FIXED ASSETS			
Gross Block		58390617.33	55990847.33
Less: Depreciation		23024409.11	20555519.58
Net Block	'D'	35366208.22	35435327.75
CURRENT ASSETS, LOANS AND ADVANCES			
a) Closing Stock	'E'	28093393.00	25318456.84
b) Sundry Debtors	'F'	21035882.27	16137398.72
c) Cash & Bank Balances	'G'	624750.90	246162.00
d) Loans & Advances	'H'	10823354.04	7991354.79
		60577380.21	49693372.35
LESS: CURRENT LIABILITIES & PROVISIONS	'I'	10514977.57	11417729.25
NET CURRENT ASSETS		50062402.64	38275643.10
Total		85428610.86	73710970.85

Notes on Accounts and Significant Accounting Policies

As per our report of even date

for Deepika Setia & Co.
Chartered Accountants

For and on behalf of Board

Deepika Setia
Partner
M.No. 092732

Naresh Kumar Singla
Managing Director

Suresh Chand Singla
Managing Director

Charanjit Singh
Company Secretary

ACS No. 12726

Place : Delhi
Date : 5th September 2008



PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2008

	SCHEDULE	YEAR ENDING		YEAR ENDING	
		31.03.2008		31.03.2007	
		RS.	P.	RS.	P.
INCOME					
Domestic Sales Manufacturing		44280953.41		65552698.00	
Domestic Sales Trading		58982024.87		41679077.27	
Export Sales		24765053.00		9885939.00	
Sales (Gross)		128028031.28		107117714.27	
Less : Excise Duty		4820887.00		6577903.00	
Sales (Net)			123207144.28		101539811.27
Increase/(Decrease) in Stock	'K'		(191772.00)		4421684.40
			123015372.28		105961495.67
EXPENDITURE					
Consumption of Raw Material	'L'		34304620.40		35847449.59
Consumption of Traded Goods	'M'		51823330.14		35160022.86
Manufacturing & Operating Exp.	'N'		12519170.23		13345736.51
Selling, Admin. & Other Exp.	'O'		11820348.38		11039354.77
Depreciation on Fixed Assets			2468889.54		2371458.47
			112736255.68		97764022.20
Profit before Taxation			10279116.58		8197473.47
Current Tax			2704870.06		916182.00
Fringe Benefit Tax			123872.00		96931.00
Deferred Tax			(43001.00)		(11308.00)
Profit after Taxation			7493375.58		7195668.47
Net Profit Carried to Reserve & Surplus A/c			7493375.58		7195668.47

Notes on Accounts and Significant Accounting Policies "J"

As per our report of even date

for Deepika Setia & Co.
Chartered Accountants

For and on behalf of Board

Deepika Setia
Partner
M. No. 092732

Narish Kumar Singla
Managing Director

Suresh Chand Singla
Managing Director

Charanjit Singh
Company Secretary
ACS No. 12726

Place : Delhi
Date : 5th September, 2008

**SCHEDULE TO THE ACCOUNTS****SCHEDULE "A"****SHARE CAPITAL**

	CURRENT YEAR AS AT 31.3.2008		PREVIOUS YEAR AS AT 31.3.2007	
	RS.	P.	RS.	P.
I. AUTHORISED CAPITAL				
60,00,000 Equity Shares of Rs.10/- each	60000000.00		60000000.00	
	60000000.00		60000000.00	
II. ISSUED SUBSCRIBED & PAID UP CAPITAL				
55,38,700 Equity Shares of Rs.10/- each	55387000.00		55387000.00	
	55387000.00		55387000.00	

SCHEDULE "B"**RESERVE & SURPLUS****PROFIT & LOSS ACCOUNT**

Opening Balance-	14884085.29	7688416.82
Less : Earlier year taxes.	(10074.30)	0.00
Add. Profit during the year	7493375.59	7195668.47
	22367386.58	14884085.29

SCHEDULE "C"**SECURED LOAN**

Working Capital Loan from Bank (Note 1)		
Cash Credit	5709258.18	1401058.20
Car Loan (Hypothecated by bank)	0.00	30860.26
	5709258.18	1431918.46

Note 1

Working Capital loans from Bank are secured by hypothecation of present and future stock of Raw Material, Stock of Process, Finished Goods and Plant & Machinery both present and future belonging to the company and collaterally secured by way of equitable mortgage by deposit of title deeds in respect of company's immovable property situated at Bhiwadi Rajasthan together with building, fixture and erected / to be erected thereon and by personal guarantee of Directors.

SCHEDULE "D"**FIXED ASSETS****SCHEDULE TO THE ACCOUNTS**

Name of Asset	Gross Block			Total	Depreciation			Net Block	
	Op.Balance As on 01.04.07	Addition	Sale		Up to 01.04.07	During 2007-08	Up to 31.03.08	Value 31.03.08	Value 31.03.2007
Land on Lease	1670452.00	0.00	0.00	1670452.00	0.00	0.00	0.00	1670452.00	1670452.00
Site Development	1274059.90	0.00	0.00	1274059.90	0.00	0.00	0.00	1274059.90	1274059.90
Building under cons.	0.00	1060957.00	0.00	1060957.00	0.00	0.00	0.00	1060957.00	0.00
Fur. & Fixture	500755.00	70944.00	0.00	571699.00	289280.30	35317.00	324597.30	247101.70	211474.70
Factory Building	19859782.82	0.00	0.00	19859782.82	7331279.92	663317.00	7994596.92	11865185.90	12528502.90
Plant & Machinery	30210551.05	1213961.00	0.00	31424512.05	12021998.19	1547411.39	13569409.58	17855102.47	18188552.85
Vehicles	2475246.56	53908.00	0.00	2529154.56	912961.16	222844.15	1135805.31	1393349.25	1562285.40
TOTAL	55990847.33	2399770.00	0.00	58390617.33	2055519.57	2468889.54	23024409.11	35366208.22	35435327.75
PREVIOUS YEAR	50791815.01	5199032.32	0.00	55990847.33	18184061.10	2371458.47	20555519.57	35435327.75	32607753.90





SCHEDULE TO THE ACCOUNTS

CURRENT ASSETS, LOANS & ADVANCES

	CURRENT YEAR (Rs.) AS AT 31.03.2008	PREVIOUS YEAR (Rs.) AS AT 31.03.2007
<u>SCHEDULE "E"</u>		
<u>STOCK</u>		
[At Cost or Market Price whichever is lower as Certified by the Management]		
I. Chemicals	2644.00	5351.00
II. Consumable Store	41256.00	32514.00
III. Packing Material	1694826.00	1701372.70
IV. Finished Goods(Manufacturing)	9312758.00	9504530.00
V. Raw Material	15678043.00	10243073.00
VI. Other Stock (Trading)	1363866.00	3831616.14
	<u>28093393.00</u>	<u>25318456.84</u>
<u>SCHEDULE "F"</u>		
<u>SUNDRY DEBTORS</u>		
(Unsecured, considered good)		
I. Debtors Outstanding for period exceeding six months	1835510.02	2777564.31
II. Others	19200372.25	13359834.41
	<u>21035882.27</u>	<u>16137398.72</u>
<u>SCHEDULE "G"</u>		
<u>CASH AND BANK BALANCES</u>		
I. Cash in Hand	624750.90	246162.00
	<u>624750.90</u>	<u>246162.00</u>
<u>SCHEDULE "H"</u>		
<u>LOANS AND ADVANCES</u>		
I. Tax deducted at Source	0.00	10074.30
II. Security Deposit	1259932.19	1198261.06
III. Pre-paid Exp.	204686.00	53460.00
IV. Advance to Staff	23245.00	29903.00
V. Advance Income Tax & TDS	260000.00	1052997.00
VI. Booking of Plots	3603000.25	2228000.00
VII. Advance to Suppliers	2493734.60	1951142.43
VIII. Goods In Transit	0.00	1126127.00
IX. Advance Modvat Claim	413941.00	341390.00
X. Fringe Benefit Tax (A.Y.08-09)	88000.00	0.00
XI. Income Tax Refund (A.Y.07-08)	136815.00	0.00
	<u>10823354.04</u>	<u>7991354.79</u>



SCHEDULE TO THE ACCOUNTS

SCHEDULE "J"

CURRENT LIABILITIES & PROVISIONS

	CURRENT YEAR AS AT 31.3.2008		PREVIOUS YEAR AS AT 31.3.2007	
	RS.	P.	RS.	P.
I. Expenses Payable	1024684.96		1061591.64	
II. Sundry Creditors	4314760.55		2878774.00	
III. Other Liabilities	2346790.06		6561181.61	
IV. Provision for FBT	123872.00		0.00	
V. Provision for Taxation	2704870.00		916182.00	
	<u>10514977.57</u>		<u>11417729.25</u>	

SCHEDULE "K"

INCREASE/(DECREASE) IN FINISHED STOCK

OPENING STOCK

Finished Goods	9504530.00	5082845.60	5082845.60
	9504530.00		
LESS CLOSING STOCK			
Finished Goods	9312758.00	9504530.00	9504530.00
	9312758.00		
NET INCREASE/(DECREASE) IN STOCK	(191772.00)		4421684.40

SCHEDULE "L"

CONSUMPTION OF RAW MATERIAL

Opening Stock of Raw Material	10243073.00	7612107.25	46090522.59
Add. Purchase of Raw Material	39739490.40	38478415.34	10243073.00
	49982563.40		
Less Closing Stock of Raw Material	15678043.00		10243073.00
Consumption of Raw Material	34304520.40		35847449.59

SCHEDULE "M"

CONSUMPTION OF TRADED GOODS

Opening Stock	3831616.14	757420.00	38991639.00
Add. Purchases	49355580.00	38234219.00	3831616.14
	53187196.14		
Less Closing Stock	1363866.00		35160022.86
Consumption of Traded Goods	51823330.14		

SCHEDULE "N"

MANUFACTURING & OPERATING OVERHEAD

Cartage & Freight	2231568.00	1462807.00
Power & Fuel Expenses	4654915.63	4447845.00
Repair & Maintenance fax.	418720.00	379091.11
Salary Works	1845966.00	1653522.00
Lab Expenses	65364.00	113764.40
Consumable Store	50930.00	99055.00
Packing Material	3109645.00	5099039.00
Processing Charges	110702.00	47420.00
Excise Duty	31359.00	43193.00
	<u>12519170.23</u>	<u>13345736.51</u>



SCHEDULE TO THE ACCOUNTS

SCHEDULE "O"

ADMINISTRATIVE, SELLING & DISTR. OVERHEADS

	CURRENT YEAR 31.3.2008 (Rs.)	PREVIOUS YEAR 31.03.07 (Rs.)
Advertisement	227082.00	154263.55
Audit Fees	35000.00	35000.00
Bank Charges	209997.93	131781.97
Books & Periodicals	16599.00	4025.00
Business Promotion (Domestic)	427064.69	194050.18
Business Promotion in foreign	479684.00	555919.00
Bonus Exp	256033.00	220006.00
Cartage Exp./ Freight/ Clearing	265710.00	1165681.80
Computer expenses	58484.00	92689.17
Conveyance	166391.00	127405.00
Commission Paid	188452.00	96827.00
Courier /Postage/ Telegram	218153.94	266195.28
Director Travelling in foreign	546427.00	330304.15
Director Travelling	207967.47	212124.00
Director Remuneration	1200000.00	810000.00
Diwali Exp. .	28750.00	31999.00
Economic Charges	56463.00	0.00
Electricity Expenses	136520.00	101850.00
Fee & Taxes	90699.00	95134.22
Filing Fee	2500.00	6000.00
Foreign Exchange Diff. A/C	(74166.83)	(27284.70)
Internal Audit Fee	10000.00	10000.00
Insurance	59939.50	86134.50
Interest on OD	582152.00	670675.00
Interest Paid Others	63181.74	197067.18
Legal Charges	17535.00	26052.00
Listing Fees	14950.00	15300.00
Miscellaneous Expenses	58320.00	103443.10
Office Maintanance	25514.50	26611.00
Office Rent	111280.00	140148.00
Professional Charges	93712.37	53910.59
Printing & Stationery	949524.00	960317.20
Prior Period Exp.	0.00	20621.00
Repair & Maintenance	390173.40	286982.00
Salary Staff	3229213.00	2712140.00
Service Tax Paid	46855.00	119681.00
Staff Welfare	233494.00	176306.38
Telephone Expenses	378065.13	329283.00
Trevelling Expenses	295965.50	259566.80
Tender Exp.	25902.00	16956.00
Vehicle Maintenance	290795.76	224100.27
Short & Excess	(38.72)	89.13
	<u>11620345.38</u>	<u>11039354.77</u>

**SCHEDULE-J****SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS****SIGNIFICANT ACCOUNTING POLICIES :****1. ACCOUNTING CONCEPTS**

The Company follows the mercantile system of accounting and recognizes income and expenditure on accrual basis. The accounts are prepared on historical cost convention and in accordance with applicable Accounting Standards & Accounting Policies not referred to otherwise are consistent with generally accepted accounting principles.

2. FIXED ASSETS

Fixed assets are stated at cost of acquisition inclusive of freight , octroi and other direct and indirect cost thereof less depreciation except otherwise stated.

3. IMPAIRMENT OF ASSETS

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

4. DEPRECIATION

Depreciation on fixed assets is provided on Straight Line Method in accordance with and at the rates specified in Schedule XIV to the Companies Act, 1956. Depreciation on assets added during the year is provided on pro rata basis.

5. FOREIGN CURRENCY TRANSACTIONS

- (i) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction.
- (ii) Monetary items denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction.
- (iii) Non-monetary foreign currency items are carried at cost.
- (iv) Any income or expense on account of exchange difference either on settlement or on translation is recognized in the profit and loss account except in case when they relate to acquisition of fixed assets in which case they are adjusted to the carrying cost of such assets.



6. INVESTMENTS

There is no investment during the year concerned.

7. INVENTORIES

Inventories are valued at cost or market price whichever is less.

8. TURNOVER

Turnover includes sale of goods.

9. EXCISE DUTY

Excise duty is accounted on the basis of both payments made in respect of goods cleared as also provision made for goods lying in bonded warehouses.

10. FINANCIAL DERIVATIVES

Financial derivative contracts are accounted on the date of their settlement and realized gain/loss in respect of settled contracts are recognized in the profit and loss account, along with the underlying transactions.

11. AMORTISATION OF LEASEHOLD LAND & SITE DEVELOPMENT EXPENSES

The company has not amortized the leasehold land and site development expenses.

12. LEASED ASSETS

The Company is not owning any leased asset except the above mentioned factory land.

13. RETIREMENT BENEFITS.

Retirement benefits in respect of gratuity liability & leave encashment are accounted for cash on payment basis.

14. PROVISION OF CURRENT AND DEFERRED TAX.

Deferred Tax of the year is recognized on timing differences, being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax law that have been enacted or substantively



NOTES ON ACCOUNTS:

- | | | | |
|---|---|---|---|
| 1 | Earning per share
Profit after tax
No. of Equity Shares
Earning per share (Basic & Diluted) | 2007-08
7493375.59
5538700
1.353 | 2006-07
7195668.47
5538700
1.299 |
|---|---|---|---|
- 2 Turnover includes sale of goods.
- 3 Financial and Derivative Instruments. No amount of Derivative contracts by the company is outstanding as on 31st March 2008
- 4 As per Accounting Standard (AS-22) on Accounting for Taxes on Income issued by the Institute of Chartered Accountants of India (ICAI), the Deferred Tax Liability as at 31st March 2008 comprises of the following :

Particulars	AS AT 31.03.2008	AS AT 31.03.2007
Deferred Tax Liability		
Related to Fixed Assets	(43001.00)	(11308.00)
Deferred Tax Assets		
Disallowance under Income Tax Act. 1961	NIL	NIL
Provision for Deferred Tax	(43001.00)	(11308.00)
Opening Balance of Deferred Tax	2007967.10	2019278.10
Add Deferred Tax during the year	(43001.00)	(11308.00)
Total Deferred Tax Liability	1964966.10	2007967.10

5 Contingent Liabilities not provided.

A. 1. ESI authorities in respect of disputed case	101365.00	101365.00
2. Claims by the Delhi High Commission	100000.00	100000.00

(Interest and/ or penalty on the above mentioned contingent liability has not been provided for)

- 6 a) In the opinion of the Board of Directors the aggregate value of Current Assets, Loans & Advances on realization in ordinary course of business will not be less than the amount at which they are stated in the Balance Sheet.
- b) Balance of Sundry Debtors and Sundry Creditors are mostly Subject to Confirmation.

TITAN BIOTECH LTD.



7 PAYMENTS OF AUDITORS REMUNERATION

	2007-2008	2006-2007
1. Audit Fee	25000.00	25000.00
2. Tax Audit fee	5000.00	5000.00
3. Tax Consultancy Charges	3000.00	3000.00
4. Out of Pocket Exp.	2000.00	2000.00
Total	<u>35000.00</u>	<u>35000.00</u>

8 a) The company has been advised that the Computation of net profit for the purpose of Directors Remuneration u/ s 349 of Company Act 1956 need not be enumerated since no Commission has been paid to the Directors. Fixed monthly remuneration has been paid to the Directors as per schedule XIII to the Companies Act 1956.

b) DIRECTOR'S REMUNERATION:

	Current Year	Previous Year
Salary (Mr. Naresh Kr. Singla Mr. Suresh Chand Singla)	1200000.00	810000.00

9 As per Accounting standard (AS-18) on related party disclosures issued by the Institute of Chartered Accountants of India, the disclosure of transaction with the party as defined in the Accounting Standard are given below:

i. List of Related Parties with whom transactions have taken place and Relationship NIL:

ii. Transactions during the year with related parties NIL

10 Previous year figures have been re-worked, re-arranged, re-grouped and re classified wherever necessary.

11 Prior period expenditure of Rs. NIL has been debited to the profit and loss a/c.

12 Schedules from A to J form an integral part of the accounts for the year ended 31st March, 2008.

13 The Ministry of Company Affairs Government of India vides its Order No. 46/15/2006-CL-III dated 27th April 2006 issued under Section 211 (4) of the Companies Act, 1956 has exempted the Company from disclosure of quantitative Details in the Profit and Loss Account under Para 3(1) (a) enclosing the quantitative and amount wise details of its turnover by reference to each class of goods manufactured & traded) 3(ii) (1) (item wise quantities and value to raw material consumed) and 3(ii) (a)(2) (quantitative and value analysis of opening and closing stock of goods produced by reference to the each class of goods) of part II of Schedule VI to the Companies Act, 1956 and consequently, no such details has been furnished.14 Information about Stock, Production, Purchases.

TITAN BIOTECH LTD.



A LICENSED, INSTALLED CAPACITY & ACTUAL PRODUCTION

	Licensed/Registered Capacity	Installed Capacity	Production In Kg.
a) Peptone	N.A.	500 MT	117321.100Kg. (208007.900)Kg.
b) Extracts	N.A.	150 MT	81873.000Kg. (19660.100)Kg.
c) Culture Media	N.A.	150 MT	4550.050Kg. (6787.280)Kg.
d) Chemicals	N.A.	...	345648.866Kg. (597216.095)

	Unit	2007-08		2006-07	
		Qty.	Value	Qty.	(Rs. in lacs) Value
B. OPENING STOCK					
a) Peptone	Kg.	35186.650	22.43	17834.250	4.37
b) Extract	Kg.	10836.730	26.63	1174.750	10.10
c) Chemicals	Kg.	31800.345	40.86	23623.500	32.03
d) Media	Kg.	2103.240	5.12	759.320	4.33
e) Colour Sagami	No.	0.000	0.00	0.000	0.00
f) Hearing Aid	No.	0.000	0.00	0.000	0.00
g) Stick for blind	No.	0.000	0.00	0.000	0.00
h) Braille Watch	No.	0.000	0.00	0.000	0.00
i) Braille Slate	No.	0.000	0.00	0.000	0.00
j) Crutches	No.	0.000	0.00	0.000	0.00
k) Other Stock	No.	102664.001	38.31	0.000	0.00
C. CLOSING STOCK					
a) Peptone	Kg.	32809.800	21.93	35186.650	22.43
b) Extract	Kg.	8594.230	26.09	10836.730	26.63
c) Chemicals	Kg.	18073.140	36.46	31800.345	40.86
d) Media	Kg.	1329.140	8.65	2103.240	5.12
e) Colour Sagami	No.	0.000	0.00	0.000	0.00
f) Hearing Aid	No.	0.000	0.00	0.000	0.00
g) Stick for blind	No.	0.000	0.00	0.000	0.00
h) Braille Watch	No.	0.000	0.00	0.000	0.00
i) Braille Slate	No.	0.000	0.00	0.000	0.00
j) Crutches	No.	0.000	0.00	0.000	0.00
k) Other Stock	No.	30680.000	13.64	102664.001	38.31
D. SALES					
a) Peptone	Kg.	119697.950	266.48	190655.500	431.47
b) Extract	Kg.	84115.500	113.62	9998.125	16.09
c) Chemicals	Kg.	359376.071	227.19	589039.250	140.20
d) Media	Kg.	5324.150	74.82	5443.360	66.63
e) Hearing Aid	No.	55333.000	41.56	35610.000	51.07
f) Crutches	No.	53545.000	57.28	36788.000	39.85
g) Braille Watch	No.	64116.000	78.29	54659.000	67.31
h) Colour Sagami	No.	57193.000	75.62	33486.000	44.60
i) Braille Slate	No.	72085.000	91.45	52068.000	67.40
j) Braille Stick	No.	84149.000	78.55	55165.000	27.41
k) Other Trading	No.	110425.000	49.41	154830.124	119.15

TITAN BIOTECH LTD.



E. PURCHASE					
a) Raw Material	Kg.	230451.206	170.25	707207.060	250.74
b) Chemicals	Kg.	609859.231	227.14	145464.315	134.04
c) Hearing Aid	No.	55333.000	77.47	35610.000	49.85
d) Stick for blind	No.	84149.000	40.13	55165.000	25.21
e) Braille Watch	No.	64116.000	76.99	54659.000	65.59
f) Colour Sagami	No.	57193.000	74.35	33486.000	43.53
g) Crutches	No.	53545.000	56.24	36788.000	38.63
h) Braille Slate	No.	72085.000	90.16	52066.000	65.08
i) Others Trading	No.	147579.800	78.21	252794.125	94.45

F. CONSUMPTION OF RAW MATERIAL

	Current Year	Previous Year
a) Indigenous (Rs. In Lacs)	319.85	338.79
b) As a % total	93.24%	94.51%
c) Imported (Rs. In Lacs)	23.20	19.68
d) As a % of Total	6.76%	5.49%

G. VALUE OF IMPORTS ON CIF BASIS	Qty.	(Rs. In lacs)	Qty.	(Rs. in lacs)
Raw Material & others	48161Kg.	48.18	23352Kg.	69392

H. EXPENDITURE IN FOREIGN CURRENCY

I Goods received & other	48.18	69.92
II Advance Payment	2.08	3.60
III Traveling Exp.	2.64	2.69
IV Exhibition Exp.	4.80	5.07
V Advance for Exhibition	1.32	0.00
I. A) EARNING IN FOREIGN EXCHANGE	104.36	44.24
B) EARNING IN FOREIGN EXCHANGE (ADVANCE)	3.07	30.64

Additional information as required in pursuant to Para IV to Schedule VI of Companies Act, 1956 is annexed.

SIGNATURE TO SCHEDULES

For and on behalf of the Board of Directors

NARESH KUMAR SINGLA
Managing Director

SURESH CHAND SINGLA
Managing Director

CHARANJIT SINGH
Company Secretary

As per our report of even date attached.

ACS No. 12726

For Deepika Setia & Co.
Chartered Accountants

Deepika Setia
Partner
Membership No. 092732

Place : Delhi
Date : 05th September, 2008

TITAN BIOTECH LTD.



CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2008

PARTICULARS	31.03.2008	31.03.2007
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extraordinary item:	102.79	81.97
Adjustment for : Non Operating items		
Depreciation	24.69	23.71
Interest paid	6.45	8.68
Changes in working capital & other provisions		
Trade and other Receivable	48.99	63.70
Inventories	-27.75	-99.05
Deferred Tax Assets	-0.43	-0.11
Trade Payable & other liabilities	-8.03	0.62
Increase/Decrease in Loan & Advances	-28.32	16.99
Cash Generated from Operations	19.41	96.51
Provision for Deferred Tax	0.43	0.11
Provision for Taxation	-28.37	-10.12
NET CASH PROVIDED BY OPERATING ACTIVITIES	-8.53	86.50
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	-24.00	-14.52
NET CASH FROM INVESTING ACTIVITIES	-24.00	-14.52
C. CASH FROM FINANCING ACTIVITIES		
Repayment of Loan	42.77	-62.61
Payment of Interest	-6.45	-8.68
NET CASH PROVIDED (USED) FOR FINANCING ACTIVITIES	36.32	-71.29
NET CHANGE IN CASH & CASH EQUIVALENTS (A+B+C)	3.79	0.69
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	2.46	1.77
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	6.25	2.46

For and on behalf of the Board of Directors

Naresh Kumar Singla
Managing Director

Suresh Chand Singla
Managing Director

Charanjit Singh
Company Secretary

Place : Delhi

Date : 05th September, 2008

AUDITOR'S CERTIFICATE

We have verified the above cash flow statement of Titan Biotech Limited derived from the audited statement for the year ended 31st March 2007 and found the same to be drawn in accordance therewith and also with the requirement of clause 32 of Listing agreements with the Stock Exchanges.

For Deepika Setia & Co.
Chartered Accountants

Place : Delhi

Date : 05th September, 2008

Deepika Setia
Partner
M.No. 092732

TITAN BIOTECH LTD.



TITAN BIOTECH LIMITED

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

ATTENDANCE SLIP

Members are requested to bring their copy of the Annual Report alongwith them to the Annual General Meeting, Please complete this attendance slip and hand it over at the Entrance of the hall. Only members or their proxies are entitled to be present at the meeting.

Name and address of the member / Proxy :

(In block letter)

Member's Folio No. / DPID & CLID

No. of Share held

I hereby record my presence at the 16th Annual General Meeting of the Company held on Tuesday, the 30th Sep. 2008 at 10.00 A.M. At A-902A, RIICO Industrial Area, Phase-III Bhiwadi, Distt. Alwar, (Rajasthan)

.....
(Member's/Proxy's Signature)

.....
***Strike out whichever is not applicable**

TITAN BIOTECH LIMITED

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

PROXY FORM

Regd. Folio No./Client ID _____ DPID _____ No of Share held _____

I/We _____ in the

district of _____ being a member/members of the

above/company hereby appoint _____ as my/our proxy to

vote for me/us on my/our behalf at the 16th Annual General Meeting of the Company to

be held on Tuesday, the 30th Sep., 2008 and any adjournment there of and / our

hand this _____ day of _____ 2008.

Signature _____

Affix
Revenue Stamp
of Rs. 1

a) The firm should be signed across the stamps as per specimen signature registered with the Company.

b) The Proxy Form duly completed must be deposited at the Registered Office of the Company not less than 10 days before the meeting.

TITAN BIOTECH LTD.



Nomination Form (to be filled by individuals)

To, Titan Biotech Limited,
C/o Intime Spectrum Registry Limited,
A-40, 2nd Floor, Naraina Industrial Area,
Phase-II, Near Batra Banquet, Delhi-110028

From _____
Name of shareholder & address _____
Folio No./DPID&CLID _____
No. of shares _____

I am/we are holder(s) of shares of the company as mentioned above. I/We nominate the following person in whom all rights of transfer and / or amount payable in respect of equity Shares shall vest in the event of my/our death.

Nominee's name : _____ Age: _____
To be furnished in case the nominee is a minor Date of birth: _____
Guardian's name & address _____
Occupation of nominee 1. Service 2. Business 3. Student 4. Household
(Please tick) 5. Professional 6. Farmer 7. Others

Nominee's
Address _____

Telephone no. _____ Pin Code _____
Fax no. _____
E-mail address _____ STD Code _____
Specimen Signature of
Nominee/ Guardian
(In case nominee is minor)

To be filled in case nominee is a minor
Kindly take the aforesaid details on record.

Thanking you,
Yours faithfully,

Name & Address of equity shareholder (as appearing in the certificate)

Sole/1st holder	Signature: _____
Address: _____	
2nd holder	Signature: _____
3rd holder	Signature: _____
4th holder	Signature: _____

Witness: Name & Address of equity shareholder

1. _____ Signature & Date

2. _____ Signature & Date

Book Post

If not delivered please return to :

Titan Biotech Limited :

Registered Office :

A-902A, RIICO Industrial Area Phase-III,
Bhiwadi-301019 (Rajasthan)