



TITAANIUM TEN ENTERPRISE LTD.

.YARN TO FABRIC TO FASHION

U52100GJ2008PLC055075

04/07/2017

To,
BSE Limited
Phirozen Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

Scrip ID/Code: TITAANIUM / 539985

Sub: SUBMISSION OF ANNUAL REPORT FOR FY-2016-17

Dear Sir/Madam,

Pursuant to Regulation 34(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 please find enclosed Annual Report for FY 2016-17, being approved and adopted in the Annual General Meeting.

Kindly consider the same and take on record.

Thanking You
For TITAANIUM TEN ENTERPRISE LIMITED

B. Jayesh

JAYESH L. BHAVSAR
ACS 47954

(Company Secretary and Compliance Officer)



Office :

Shop No 901/914, 9th Floor, Rajhans Complex, Ring Road, Surat-395 002. Gujarat, INDIA.
Tel. : +91-261-2321615, 2320240 Fax : +91-261-2321615
Website : www.titaaniumten.co.in Email : kapadiatraders@hotmail.com

Factory :

Plot No. 660, Paiky , Block No. 660-A,
Palsana, Dist. Surat. Gujarat. INDIA.
Tel. : 9173062421



TITAANIUM TEN ENTERPRISE LIMITED

ANNUAL REPORT

2016-17

INDEX

| Sr. No. | Contents | Page No. |
|----------------|--|-----------------|
| 1. | Corporate Information | - |
| 2. | Notice | 1-11 |
| 3. | Directors' Report | 12-18 |
| 4. | Annexure-A: Extract Of Annual Return | 19-27 |
| 5. | Annexure-B: Contracts Or Arrangements With Related Parties | 28-29 |
| 6. | Annexure-C: Management Discussion & Analysis Report | 30-32 |
| 7. | Annexure-D: Secretarial Audit Report | 33-36 |
| 8. | Annexure-E: Conservation Of Energy, Technology Absorption & Foreign Exchange Earnings And Outgo | 37-37 |
| 9. | Annexure-F: Personnel | 38-39 |
| 10. | Independent Auditors' Report | 40-47 |
| 11. | Balance Sheet | 48-48 |
| 12. | Profit & Loss Account | 49-49 |
| 13. | Cash Flow Statement | 50-50 |
| 14. | Notes to Financial Statements | 51-60 |
| 15. | Attendance slip & Proxy Form | - |

CORPORATE INFORMATION

Board of Directors and Key Managerial Personnel:

- | | |
|--------------------------------------|--|
| 1. Mr. ROHITKUMAR HASMUKHLAL KAPADIA | Whole Time Director |
| 2. Mrs. ILABEN ROHITKUMAR KAPADIA | Executive Director |
| 3. Mrs. NIDHI JIGAR JOSHI | Independent & Non Executive Director |
| 4. Mr. DHIREN RASIKLAL SHAH | Independent & Non Executive Director |
| 5. Mrs. SHALU TEJASHKUMAR KAPADIA | Non Executive Director |
| 6. Mr. TEJUSKUMAR ROHITBHAI KAPADIA | Chief Executive Officer |
| 7. Mr. MINESHKUMAR SURENDRALAL SHAH | Chief Financial Officer |
| 8. Mr. JAYESH LAXMANBHAI BHAVSAR | Company Secretary and Compliance Officer |

Banker:

The South Indian Bank Limited, Surat
Kotak Mahindra Prime Ltd.
ICICI Bank Ltd.
Bajaj Financial Services Ltd.
Tata Capital Financial Service Ltd.

Registrar & Transfer Agent:

Bigshare Services Pvt. Ltd
E/2, Ansa Industrial Estate, Sakivihar Road,
Sakinaka, Andheri (E), Mumbai-400072
Maharashtra
Tel No.: 022-4043 0200
Fax: 022-28475207
Web: www.bigshareonline.com

Registered Office:

Shop No. 901/914, Rajhans Complex,
9th Floor, Ring Road,
Surat-395002
Gujarat, India
Tel No.: 0261-2320240
E-Mail: investors@titaaniumten.co.in
Web: www.titaaniumten.co.in

NOTICE OF 9TH ANNUAL GENERAL MEETING

NOTICE is hereby given that **9th Annual General Meeting** of the members of **M/s. TITANIUM TEN ENTERPRISE LIMITED** will be held at **registered office of the Company** on **Wednesday 28th Day of June, 2017** at **04:00 P.M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited financial statements of the Company for the financial year ended 31st March, 2017, together with Reports of the Board of Directors and the Auditors thereon.
2. To appoint Mr. ROHITKUMAR HASMUKHLAL KAPADIA as a Director, who retires by rotation and being eligible, offer himself for re-appointment.
3. To ratify the appointment of M/s DSI & Co., as Auditors of the company and fix their remuneration.

“RESOLVED THAT in terms of the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under and pursuant to the resolution passed by the members at the Seventh Annual General Meeting held on 30th September, 2015, the appointment of M/s. DSI & Co., Chartered Accountants, as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Tenth Annual General Meeting, be and is hereby ratified at such remuneration as shall be fixed by the Board of Directors of the Company in consultation with the Auditors.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an ordinary resolution. **Mrs. SHALU TEJASHKUMAR KAPADIA**

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being force) and other applicable law, **Mrs. SHALU TEJASHKUMAR KAPADIA** who was appointed as an Additional Director in the meeting of the Board of Directors held on **29.05.2017** and whose term and whose term expires at the ensuing Annual General Meeting of the company and for the appointment of whom the Company has received a notice in writing along with a deposit of Rs. 1,00,000/- (Rupees One Lac Only) from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of the Director be and is hereby appointed as a Director of the Company whose period of office will be liable to determination by retirement of directors by rotation”.

“RESOLVED FURTHER THAT Mr. ROHITKUMAR KAPADIA, Director of the company be and are hereby authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution.”

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

“RESOLVED THAT Consent of the members be and is hereby given pursuant to Sections 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and rule 7(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for

re-appointment of **Mr. ROHITKUMAR HASMUKHLAL KAPADIA** as a Whole Time Director of the company w.e.f. **28.06.2017** for a period of 3 years at a monthly remuneration of **Rs. 1,25,000/- (Rupees One Lac Twenty Five Thousand Only).**”

“RESOLVED FURTHER THAT Board of Directors of the company be and hereby is authorized to take all the necessary steps or procedures to bring in effect the said resolution.”

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Special Resolutions

“RESOLVED THAT Consent of the members be and is hereby given pursuant to Sections 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and rule 7(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for appointment of **Mrs. ILABEN ROHITKUMAR KAPADIA** as a Whole Time Director of the company w.e.f. **28.06.2017** for a period of 3 years at a monthly remuneration of **Rs. 1,00,000/- (Rupees One Lac Only).**”

“RESOLVED FURTHER THAT Board of Directors of the company be and hereby is authorized to take all the necessary steps or procedures to bring in effect the said resolution.”

Registered Office:

SHOP NO.901/914, RAJHANS COMPLEX,
9TH FLOOR, RING ROAD,
SURAT – 395002,
GUJARAT, INDIA

**By order of the Board
For TITANIUM TEN ENTERPRISE LIMITED**

**JAYESH L. BHAVSAR
Company Secretary**

Place: SURAT

Date: 29/05/2017

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HERewith AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF 9TH ANNUAL GENERAL MEETING.**
- 2. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday 22nd Day of June 2017 to Wednesday 28th Day of June 2017 (both days inclusive) for Annual General Meeting.**
- 3. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.**

4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
5. Electronic copy of the Annual Report being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report being sent in the permitted mode.
6. Electronic copy of the Notice of the 9th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 9th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent in the permitted mode.
7. Members may also note that the Notice of the 9th Annual General Meeting, Attendance Slip, Proxy Form, Ballot Paper and Annual Report will also available on the Company's website www.titaaniumten.co.in for their download.
8. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a Certified Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
9. Members are requested to bring attendance slip along with their copy of Annual Report to the meeting.
10. In case of joint holders attending the meeting, only such holder who is higher in the order of names will be entitled to vote.
11. The facility for voting through ballot paper shall be made available at the AGM. The members attending the meeting shall be able to exercise their right of demanding poll.
12. The record date for the purpose of determining the eligibility of the Members to attend the 09th Annual General Meeting of the Company is 21st June, 2017.
13. A person who is not a member as on the record date should treat this Notice for information purpose only.
14. The voting rights of members, in case poll is demanded, shall be in proportion to their shares of the paid up equity share capital of the Company as on the record date of 21st June, 2017.
15. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the record date i.e. 21st June, 2017, can also attend the meeting.

16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 am to 5:00pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

Registered Office:

SHOP NO.901/914, RAJHANS COMPLEX,
9TH FLOOR, RING ROAD,
SURAT – 395002,
GUJARAT, INDIA

**By order of the Board
For TITANIUM TEN ENTERPRISE LIMITED**

**JAYESH L. BHAVSAR
Company Secretary**

Place: SURAT

Date: 29/05/2017

ANNEXURE TO NOTICE

Details of the Directors seeking appointment/re-appointment at the Ninth coming Annual General Meeting

Annexure of Item No: 02

| | |
|--|---|
| Name of Director | ROHITKUMAR HASMUKHLAL KAPADIA |
| DIN | 02140862 |
| Date of Birth | 04/09/1943 |
| Date of first Appointment | 18/09/2008 |
| Qualification | Bachelor of Commerce |
| Expertise in Specific Functional Area and experience | He has an experience of around four decades in the textile industry. He is the guiding force behind the strategic decisions of our company and has been instrumental in formulating the overall business strategy and developing business relations of the company. |
| Directorship held in other Companies | KAPADIA HEALTH CLUB PVT LTD |
| Committee positions held in other Companies | NIL |
| No. of Equity Shares held in the Company as on 31/03/2017 | 2228828 (33.13%) |

Annexure of Item No: 04

Mrs. SHALU TEJASHKUMAR KAPADIA has been appointed by the Board of Directors as an additional director of the company on 29.05.2017.

The Company has received notice u/s 160 of the Companies Act, 2013 from **Mrs. ILABEN ROHITKUMAR KAPADIA**, shareholders of the company for appointment of **Mrs. SHALU TEJASHKUMAR KAPADIA** as regular director of the company. This requires consent of the members.

Necessary resolution is placed in the notice for your approval.

Mrs. ILABEN ROHITKUMAR KAPADIA, director of the Company is interested in the resolution.

Annexure of Item No: 05

Mr. ROHITKUMAR HASMUKHLAL KAPADIA is a Director of the company since 2008 and during his association, company is started growing. Even though his age is above 70 years, the board has decided to increase remuneration Rs. 50,000/- (Rupees Fifty Thousand Only) to Rs. 1,25,000/- (Rupees One Lac Twenty Five Thousand Only) per month with the consent of shareholders :

1. REMUNERATION & PERQUISITES

(a) Salary:

MR. ROHITKUMAR HASMUKHLAL KAPADIA shall be paid a monthly salary of Rs. 1,25,000/- (Rupees One Lac Twenty Five Thousand Only) inclusive of dearness and all other allowances.

(b) Tenure: From 28.06.2017 to 27.06.2020

2. The Whole-time Director shall be entitled for the reimbursement of actual Traveling and out of pocket expenses incurred by him on Company's business.
3. The Whole-time Director shall be entitled to use the Company's Car in connection with the Company's business.

Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

GENERAL INFORMATION

1. Nature of Industry:

The Company is in the business of Textiles.

2. Date of Commencement of Commercial Production:

The Company was incorporated in the year 2008 and is already in commercial production for long.

3. Financial Performance of the Company:

Company has marked a tremendous growth in its turnover as compared to that of the previous year.

| Particulars | 31.03.2016 | 31.03.2015 | 31.03.2014 |
|---|-------------------|-------------------|-------------------|
| | Audited | Audited | Audited |
| Sales and other income | 866150035 | 1050509302 | 1046014639 |
| Profit before Depreciation, Interest and Tax but after Prior Period Items | 38578628 | 33697666 | 33291116 |
| Depreciation / Amortization | 9150283 | 6476448 | 6265993 |
| Interest and Finance Charges | 25569519 | 22779682 | 21469765 |