

COMPANY INFORMATION**BOARD OF DIRECTORS**

Ilaben Kapadia	Chairperson and Executive Director (Chairperson w.e.f. 28.08.2019)
ShaluKapadia	Non-ExecutiveDirector
Nidhi Joshi	Independent &Non-Executive Director
Kantilal Patel	Independent Director

CHIEF EXECUTIVE OFFICER

Tejuskumar Kapadia

CHIEF FINANCIAL OFFICER

Mineshkumar Shah

COMPANY SECRETARY & COMPLIANCE OFFICER

Ankita Raj Bhikadia

STATUTORY AUDITORS

Tamakuwala & Associates
Chartered Accountants
C-604, Coral Heights,
Near Raj World Complex,
Canal Road, Palanpur Gam,
Surat-395009
Email:-pranav.tamakuwala1992@gmail.com
Tel.:- +91 9016872003

INTERNAL AUDITORS

Praveen Gandhi
Partner
Monika Jain & Co.
Chartered Accountant
803, Rajhans Complex,
Ring Road,
Surat
Tel.No.0261-3987350

BANKERS

South Indian Bank

REGISTERED OFFICE

Shop No. 901/914, Rajhans Complex,
9thFloor, Ring Road,
Surat-395002, Gujarat.
Phone No.: 0261-2320240,
E-mail: kapadiatraders@hotmail.com
Website: www.titaaniumten.co.in

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Private Limited

Registered Office Address

E -2 &3, Ansa Industrial Estate,
Saki-Vihar Road, Sakinaka,
Andheri (East), Mumbai-400072,
Maharashtra
Phone No.: 022 – 40430200, Fax: 022 - 28475207
Email: investor@bigshareonline.com
Website: www.bigshareonline.com

Corporate Office Address

1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri East, Mumbai-400059,
Maharashtra
Phone No.: 022 – 62638200, Fax: 022 - 62638299
Email: investor@bigshareonline.com
Website: www.bigshareonline.com

NOTICE OF 11th ANNUAL GENERAL MEETING

NOTICE is hereby given that **11th Annual General Meeting** of the members of **TITAANIUM TEN ENTERPRISE LIMITED** will be held at **Registered Office of the Company** situated at Shop No.901/914, Rajhans Complex, 9th Floor, Ring Road, Surat – 395002, Gujarat, India on **Friday, 27th Day of September, 2019 at 3:00 PM** 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, 2019, together with Reports of the Board of Directors and the Auditors thereon.
2. To appoint Mrs. Ilaben Kapadia as a Director, who retires by rotation and being eligible, offer herself for re-appointment.

SPECIAL BUSINESS:

3. **Increase in the Authorized Share Capital of the Company and consequential alteration to Clause V of the Memorandum of Association of the Company:**

To consider and, if thought fit, to give assent or dissent, to the following resolution to be passed a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed thereunder (“Act”, including any statutory modification(s) or re-enactment thereof from time to time), the Memorandum of Association of the Company and on the recommendation of the Board of Directors of the Company (“the Board”), (which term shall also include any Committee of Directors thereof for the time being exercising the powers conferred on the Board), the consent of the shareholders of the Company be and is hereby accorded for increase in Authorized Share Capital of the Company from the existing Rs. 8,00,00,000/- (Rupees Eight Crore) divided into 80,00,000 (Eighty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 9,00,00,000/- (Rupees Nine Crore) divided into 90,00,000 (Ninety Lakh) equity shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and 61 of the Act, the existing Clause V of the Memorandum of Association of the Company, be and is hereby deleted and in its place, the following Clause V be substituted:

The Authorized Share Capital of the Company is Rs. 9,00,00,000 (Rupees Nine Crore), divided into 90,00,000 (Ninety Lakh) equity shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deed and things including delegating powers to officers and/ or employees of the Company, as they may in their absolute discretion deem necessary or expedient in respect of matters and things incidental or related thereto and to settle any question or doubt, to give effect to the aforesaid resolution.”

By Order of the Board of Directors
TITAANIUM TEN ENTERPRISE LIMITED

Place: Surat
Date: 28/08/2018

ANKITA RAJ BHIKADIA
Company Secretary & Compliance Officer
ACS: 48772

REGISTERED OFFICE: -

Shop No.: 901/914, Rajhans Complex,
9th Floor, Ring Road, Surat – 395002,
Gujarat, India
E-mail: kapadiatraders@gmail.com
Website: www.titaaniumten.co.in

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts, concerning the businesses under Item No. 3 of the notice is annexed hereto. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/re-appointment as Director under Item No. 2 of the Notice is also annexed.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT AN ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of not more than fifty (50) members and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy for his entire shareholding and such person shall not act as a proxy for another person or shareholder. If a proxy is appointed for more than fifty members, he/she shall choose any fifty Members and confirm the same to the Company before the commencement of the specified period for inspection. In case the proxy fails to do so, the Company shall consider only the first fifty proxies received as valid. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/authority letter as applicable, on behalf of the nominating organization.

THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ANNEXED HERewith.

3. Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) shall send certified true copy of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company to attend and vote at the AGM.
4. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Members and the Share Transfer books of the Company will remain closed from **Thursday, 19th Day of September, 2019 to Friday, 27th Day of September, 2019 (both days inclusive)** for Annual General Meeting.

7. Members may please note that no gifts, gift coupons, or cash in lieu of gifts will be distributed at meeting, in compliance with Section 118(10) of the Companies Act, 2013 and the Secretarial Standards issued by Institute of Company Secretaries of India.
8. Members are requested to:
 - a. Bring their copy of Annual Report and the Attendance Slip which is duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No. with them at the Annual General Meeting. As a measure of economy, extra copies of the Annual Report will not be provided at the meeting.
 - b. Affix their signatures at the space provided on the attendance slip annexed to the proxy form and hand over the slip at the entrance of the meeting hall.
9. The members, holding shares in dematerialized form may intimate any change in their addresses or bank details/mandates to their Depository Participants (DP) immediately.
10. 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.
11. SEBI & Ministry of Corporate Affairs is promoting electronic communication as a contribution to greener environment. Accordingly, as a part of green initiative, soft copy of the Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. Further, in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 136 of the Companies Act, 2013 including Rules made thereunder for Members who have not registered their E-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's website www.titaaniumten.co.in
12. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent / their Depository Participants, in respect of shares held in physical / electronic mode, respectively.
13. Non-resident Indian shareholders are requested to inform to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately about the following: -
 - a. The change in the residential status on return to India for permanent settlement.
 - b. The particulars of the NRE account with a Bank in India, with complete name of the Bank, branch address, account type and account number with MICR code, if not furnished earlier.
14. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's Registrar and Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the share transfer form SH-4 for this purpose.
15. Members are requested to convert their Share(s) lying in physical form to the Demat form for easy transferability of Shares. For any help, the Shareholders may contact to the Registrar & Transfer Agent at email id investor@bigshareonline.com and to Company Secretary at email id. kapadiatraders@hotmail.com.

16. A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her queries to the Company at least seven days prior to the meeting so that the required information can be made available at the Meeting.
17. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide the members, a facility to exercise their right to vote on resolutions proposed to be considered at the 11th Annual General Meeting (AGM) by electronic means and the business may be transacted through E-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote E-voting") will be provided by Central Depository Services Limited (CDSL).
18. The facility for voting through ballot paper shall be made available at an AGM and the members attending the meeting who have not cast their vote by remote E-voting will be able to exercise their right at the meeting through ballot paper.
19. The members who have cast their vote by remote E-voting prior to an AGM may also attend the AGM but will not be entitled to cast their vote again.
20. The remote e-voting period begins on Tuesday, the 24th September, 2019 at 9:00 a.m. and ends on Thursday, the 26th September, 2019 at 5:00 p.m. During this period, Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date of Friday, 20th September, 2019 may cast their vote by remote e-voting. The voting rights of members shall be in proportion to their Shares of the paid up Equity Share capital of the Company as on the cut-off date of 20th September, 2019. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently.
21. E-voting Instructions: The process and manner for remote e-voting on CDSL e-voting system is mentioned below:
 - (i) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (ii) Click on Shareholders.
 - (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (iv) Next enter the Image Verification as displayed and Click on Login.
 - (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the TITAANIUM TEN ENTERPRISE LIMITED.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) **Note for Non – Individual Shareholders and Custodians:**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

22. The Chairman shall, at the meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Polling Paper for all those members who are present at the meeting but have not cast their votes by availing the remote e-voting facility.
23. The Board of Directors of the Company has appointed Mr. Dhiren R. Dave, Company Secretary in Practice as the Scrutinizer to conduct and provide voting and poll facility to the members at an Annual General Meeting.
24. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through E-mail to drdfcs@gmail.com.
25. The Scrutinizer, after scrutinizing the votes cast at the meeting (Poll) and through remote e-voting, will, not later than forty-eight (48) hours of conclusion of the Meeting, make a Consolidated Scrutinizer's report and submit the same to the Chairman or any other person authorized by him in writing who shall declare the result of the voting forthwith. The Results declared alongwith the Consolidated Scrutinizer's report shall be placed on the website of the Company www.titaaniumten.co.in and on the website of CDSL www.cdslindia.com immediately after the declaration of result. The results shall also be immediately forwarded to the Stock Exchange where the shares of the Company are listed.

26. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information for replying in the meeting.
27. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the Registered Office of the Company situated at Shop No.901/914, Rajhans Complex, 9th Floor, Ring Road, Surat – 395002, Gujarat, India between 10:00 a.m. to 5:00 p.m. on all working days, except on holidays, up to and including the date of the Annual General Meeting of the Company.
28. The Route Map to the Venue of the 11th Annual General Meeting is attached after the Notice of AGM.

ANNEXURE TO NOTICE

(I) EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 3

The equity shares of the Company are listed on the BSE Limited. The Board of Directors of the Company at its Meeting held on 28th August, 2019 considered and approved, subject to approval of the shareholders of the Company and any other statutory and regulatory approvals as applicable, to increase the Authorised Share Capital of the Company so as to facilitate expansion of the business.

The present Authorised Share Capital of the Company is Rs. 8,00,00,000/- (Rupees Eight Crore) divided into 80,00,000 (Eighty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each. It is proposed to increase the Authorised Share Capital of the Company to Rs. 9,00,00,000/- (Rupees Nine Crore), divided into 90,00,000 (Ninety Lakh) equity shares of Rs. 10/- (Rupees Ten) each by creation of additional 10,00,000 (Ten lakh) Equity Shares of Rs. 10/- (Rupees Ten) each ranking pari passu in all the respect with the existing equity shares of the Company.

The increase in Authorised Share Capital as aforesaid would require consequential amendment to the existing capital clause in the Memorandum of Association of the Company.

In terms of the provisions of Sections 13 and 61 of the Companies Act, 2013, approval of the shareholders of the Company is sought by way of a special resolution for increasing the Authorised Share Capital of the Company and consequential alteration to Clause V of the Memorandum of Association of the Company.

Draft copy of proposed Memorandum of Association of the Company containing necessary alterations is available in physical mode for inspection by members at the Registered Office and Corporate Office of the Company during the business hours on all working days, between 10:00 a.m. to 5:00 p.m. and also at the 11th Annual General Meeting of the Company.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of the equity shares held by them in the Company.

Your Directors, therefore, recommend the passing of the resolution mentioned in Item No. 3 as a Special Resolution.

(I) DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD – 2 ON “GENERAL MEETING”:

Name of the Director	Mrs. Ilaben Kapadia (DIN: 03507916)
Designation/Category	Chairperson and Executive Director / Promoter
Age	76 Years
Date of appointment on the Board	01/04/2011
Nationality	Indian
No. of Board Meetings attended during the Year 2018-19	Four (4)
Qualification	M.Sc.
Terms and conditions of appointment or re-appointment	1. She is appointed as a Chairman on the Board of the Company w.e.f. 28-08-2019. 2. She will be liable to retire by rotation. 3. Other terms and conditions will be applicable under mention the Appointment Letter between the Company and her.
Remuneration	NIL
Shareholding in the Company	19,19,695 equity shares
Directorship in the other Entities	Nil
Membership/Chairmanship in Committees (Other than Titaanium Ten Enterprise Limited)	Nil
Relationship with other Director(s), Manager and KMP	She is the Wife of Mr. Rohitkumar Kapadia, Ex-Chairman and Whole Time Director, Mother of Mr. Tejuskumar Kapadia, CEO and Mother-in-law of Mrs. Shhalu Kapadia, Non-Executive Director of the Company

By Order of the Board of Directors
TITAANIUM TEN ENTERPRISE LIMITED

Place: Surat
Date: 28/08/2019

ANKITA RAJ BHIKADIA
Company Secretary & Compliance Officer
ACS: 48772

REGISTERED OFFICE: -

Shop No.: 901/914, Rajhans Complex,
9thFloor, Ring Road, Surat – 395002,
Gujarat, India
E-mail: kapadiatraders@gmail.com
Website: www.titaaniumten.co.in

ROUTE MAP TO THE VENUE OF THE 11TH ANNUAL GENERAL MEETING: