

TITANIUM TEN ENTERPRISE PRIVATE LIMITED

U52100GJ2008PTC055075

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

Phone: 0261-2320240 Email: kapadiatraders@hotmail.com

Director's Report

2014-15

To,
The Members,

Your Directors have pleasure in presenting the Annual Report and the Financial Statements for the financial year ended 31st March, 2015.

EXTRACT OF ANNUAL RETURN

Attached herewith as **Annexure –A.**

BOARD MEETINGS

During the financial year ended 31st March, 2015, Board of Directors met **9 (Nine)** times on (1) 19.05.2014 (2) 03.06.2014 (3) 24.06.2014 (4) 30.06.2014 (5) 01.07.2014 (6) 12.07.2014 (7) 27.08.2014 (8) 15.12.2014 (9) 31.03.2015

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of Section 134(5) of the Companies Act, 2013 and on the basis of explanation and compliance certificate given by the executives of the Company and subject to disclosures in the annual accounts and also on the basis of discussion with the Statutory Auditors' of the Company from time to time, Your Directors confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are 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 and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

for TITANIUM TEN ENTERPRISE PVT. LTD.

R. Kapadia

DIRECTOR

for TITANIUM TEN ENTERPRISE PVT. LTD.

R.H. Ojha

DIRECTOR

AUDITORS' REPORT

Auditor's Report is self explanatory does not require any comments or clarification.

LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

There are no loans and investments as per Section 186 of the Companies Act, 2013 hence not applicable.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Attached herewith in Form AOC-2 as Annexure-B.

FINANCIAL SUMMARY

PARTICULARS	31/03/2015	31/03/2014
Sales	1047149526	1042678144
Other income	3359776	3336495
Profit Before Interest & Depreciation	34013125	33291116
(-) Finance Cost	22779682	21754056
(-) Depreciation	6476448	6265993
Profit before tax & Exceptional items	4756995	5271067
(+) Exceptional Items	0	0
Profit Before Tax	4756995	5271067
(-) Tax Expense	1526133	1640665
Profit for the year after tax	3230862	3630402
(+) Surplus brought from previous year	18310669	14680268
Total surplus Carried to balance sheet	21541531	18310670

Profit & Loss Appropriation	31/03/2015	31/03/2014
Proposed Dividend	0	0
Dividend Distribution tax	0	0
Transfer to General Reserve	0	0
Closing Balance	0	0
General Reserve		
Total Amount as at last year	0	0
Add: Transfer from P&L Appropriation Account	0	0
Closing Balance	0	0

STATE OF AFFAIRS OF THE COMPANY

Figures stated herein above are self explanatory about state of affairs of the company.

MATERIAL CHANGES AND COMMITMENTS

There is no material changes in the company's activities since last date of signing of accounts and Board of directors are committed for the Best working of the company depending on the business environment.

FOR TITANIUM TEN ENTERPRISE PVT. LTD

R. Keppadiga

DIRECTOR

FOR TITANIUM TEN ENTERPRISE PVT. LTD

R.H. Oeyach

DIRECTOR

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO:

Power & Fuel Exp.: 23,06,436/-

Foreign Exchange Earning: Rs. 4,63,92,000/-

PERSONNEL

The company has not paid any remuneration attracting the provisions of Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Hence no information is required to be appended to this report in this regard!

CORPORATE SOCIAL RESPONSIBILITY POLICY

NOT APPLICABLE

CHANGES IN DIRECTORS

There is no change in composition of directors during the year.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

NOT APPLICABLE

DEPOSITS

During the year, Company has not accepted any deposits. However, some amounts received from relatives/shareholder as unsecured loan.

ACKNOWLEDGMENT:

The Board of Directors wishes to place on record its appreciation for the commitment, dedication and hard work done by the employees in the Company and the cooperation extended by Banks, Government authorities, customers and shareholders of the Company and looks forward to a continued mutual support and co-operation.

For and on behalf of the Board of Directors
For TITANIUM TEN ENTERPRISE PRIVATE LIMITED

R. H. Ojhas

R. K. Karpadga

DIRECTOR

For TITANIUM TEN ENTERPRISE PVT. LTD For TITANIUM TEN ENTERPRISE PVT. LTD

R. K. Karpadga

DIRECTOR

R. H. Ojhas

DIRECTOR

Company Name	TITANIUM TEN ENTERPRISE PRIVATE LIMITED
---------------------	--

ANNEXURE - A

(a) The extract of the annual return as provided under sub-section (3) of section 92

1 REGISTRATION AND OTHER DETAILS:

i)	CIN:	U52100GJ2008PTC055075
ii)	Registration Date	18/09/2008
iii)	Name of the Company	TITANIUM TEN ENTERPRISE PRIVATE LIMITED
	Category of the Company	Private Limited
	Sub Category of the Company	Limited by shares
		Company having share capital
iv)	Address of the Registered office	SHOP NO. 901/914, IRAJHANS COMPLEX, 9TH FLOOR, RING ROAD, SURAT-395002, GUJARAT, INDIA
	Phone:	0261-2320240
	E-Mail:	kapadiatraders@hotmail.com
	web Site	-

2 PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Main activity group code	Description of Main activity group	Business Activity code	Description of Business activity	% to total turnover of the company
1	C	MANUFACTURING	02	TEXTILE	99.57

3 PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

[No. of Companies for which information is being filled]

S. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
NOT APPLICABLE					

4 SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2014]		No. of Shares held at the end of the year [As on 31-March-2015]		% Change during the year
	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares	
A. Promoters					
(1) Indian					

for TITANIUM TEN ENTERPRISE PVT. LTD

S. Kapadia

DIRECTOR

for TITANIUM TEN ENTERPRISE PVT. LTD

R.H. Kapadia

DIRECTOR

a) Individual/ HUF	152,471	83.99	177878	84.76	0.77
Sub Total (A) (1)	152,471	83.99	177,878	84.76	0.77
a) NRI - individual	0	0.00	0	0.00	0.00
b) Other - Individuals	0	0.00	0	0.00	0.00
Sub Total (A) (2)	0	0.00	0	0.00	0.00
Total shareholding of Promoter (A) = (A) (1) + (A)(2)	152,471	83.99	177,878	84.76	0.77
B. Public Shareholding					
1. Institutions	0	0.00	0	0.00	0.00
Sub-total (B)(1):-	0	0.00	0	0.00	0.00
2. Non-Institutions					
a) Bodies Corp.					
i) Indian	0	0.00	0	0.00	0.00
ii) Overseas	0	0.00	0	0.00	0.00
b) Individuals					
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	4891	2.69	5380	2.57	-0.12
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	24173	13.32	26590	12.67	-0.65
Sub-total (B)(2):-	29064	16.01	31970	15.24	-0.77
Total Public Shareholding (B)=(B)(1)+ (B)(2)	29064	16.01	31970	15.24	-0.77
C. Shares held by Custodian for GDRs & ADRs	0	0.00	0	0.00	0.00
Grand Total (A+B+C)	181,535	100.00	209,848	100.00	0.00

B. Shareholding of Promoters

SN	Shareholder's Name	Shareholding at the beginning of the year		Share holding at the end of the year		% change in share holding during the year
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	
1	ROHITKUMAR HASMUKHLAL KAPADIA	95040	52.35	114704	54.66	2.31
2	ILABEN ROHITKUMAR KAPADIA	41973	23.12	46170	22.00	-1.12
3	ROHIT HASMUKHLAL KAPADIA (H.U.F.)	15458	8.52	17004	8.10	-0.42
	TOTAL	152471	83.99	177878	84.76	0.77

C. Change in Promoters' Shareholding :

*	A	At the beginning of the year
	B	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):
	C	At the End of the year (or on the date of separation, if separated during the year)

Sl. No.	Shareholding at the beginning of the year	Cumulative Shareholding during the year
---------	---	---

For TITANIUM TEN ENTERPRISE PVT. LTD

R. Kapadia
DIRECTOR,

For TITANIUM TEN ENTERPRISE PVT. LT

R.H. Kapadia
DIRECTOR

			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
	A		152471	83.99	152471	83.99	
	B	ALLOTMENT AS ON 30.06.2014 ALLOTMENT AS ON 09.07.2014	15247 10160	25407	0.78	177878	84.77
	C		177878	84.77	177878	84.77	

D. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

*	A	At the beginning of the year
	B	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):
	C	At the End of the year

SR. NO.	Name of The Shareholders	For Each of the Top 10 Shareholders*		Shareholding at the beginning of the year		Cumulative Shareholding during the year		
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1	TEJUS	A		13840	7.62	13840	7.62	
		B	ALLOTMENT AS ON 30.06.2014	1384	1384	0.37	15224	7.99
		C		15224	7.99	15224	7.99	
2	SHALU TEJASHKUMAR KAPADIA	A		10333	5.69	10333	5.69	
		B	ALLOTMENT AS ON 30.06.2014	1033	1033	-0.27	11366	5.42
		C		11366	5.42	11366	5.42	
3	VIEHA T. KAPADIA	A		3595	1.88	3595	1.88	
		B	ALLOTMENT AS ON 30.06.2014	360	360	0.10	3955	1.98
		C		3955	1.98	3955	1.98	
4	TEJAS KAPADIA	A		1293	0.71	1293	0.71	
		B	ALLOTMENT AS ON 30.06.2014	129	129	0.03	1422	0.74
		C		1422	0.74	1422	0.74	
5	SHARVANKUMAR CHANANMAL SAHANI	A		1	0.00	1	0.00	
		B		0	0.00	1	0.00	
		C		1	0.00	1	0.00	
6	CHHAYABEN J SISVAWALA	A		1	0.00	1	0.00	
		B		0	0.00	1	0.00	
		C		1	0.00	1	0.00	
7	JAYRAJBHAI SISVAWALA	A		1	0.00	1	0.00	
		B		0	0.00	1	0.00	
		C		1	0.00	1	0.00	

E. Shareholding of Directors and Key Managerial Personnel:

for TITANIUM TEN ENTERPRISE PVT. LTD for TITANIUM TEN ENTERPRISE PVT. LTD

R. K. Padega
DIRECTOR

R. H. Deshpande
DIRECTOR

*	A	At the beginning of the year
	B	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):
	C	At the End of the year (or on the date of separation, if separated during the year)

Sl. No.	Name of The Director and Key Managerial Personnel	Shareholding of each Director and each Key Managerial Personnel		Shareholding at the beginning of the year		Cumulative Shareholding during the year			
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company		
1	ROHITKUMAR HASMUKHLAL KAPADIA	A		95040	52.35	95040	52.35		
		B	ALLOTMENT AS ON 30.06.2014 ALLOTMENT AS ON 09.07.2014	9504 10160		19664	2.31	114704	54.66
		C				114704	54.66	114704	54.66
2	ILABEN ROHITKUMAR KAPADIA	A				41973	23.12	41973	23.12
		B	ALLOTMENT AS ON 30.06.2014	4197		4197	-1.12	46170	22.00
		C				46170	22.00	46170	22.00

5 INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	227259587	34486679	0	261746266
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	227259587	34486679	0	261746266
Change in Indebtedness during the financial year				
* Addition				
* Reduction				
Net Change	-3895194	-1958968	0	-5854162
Indebtedness at the end of the financial year				
i) Principal Amount	223364393	32527711	0	255892104
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	223364393	32527711	0	255892104

IV REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Director, Managing Director, Whole-time Directors and/or Manager:

For TITANIUM TEN ENTERPRISE PVT. LTD. For TITANIUM TEN ENTERPRISE PVT. LTD.

R. H. Kapadia
DIRECTOR

R.H. Kapadia
DIRECTOR

S.N.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		ROHITKUMAR HASMUKHLAL KAPADIA			
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	300000			300000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0			0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0			0
2	Stock Option	0			0
3	Sweat Equity	0			0
4	Commission - as % of profit - others, specify...	0			0
5	Others, please specify	0			0
	Total (A)	300000			300000
	Ceiling as per the Act				

B. **Remuneration to other directors:** NOT APPLICABLE

C. **Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD** NOT APPLICABLE

FOR TITANIUM TEN ENTERPRISE PVT. LTD

R. H. Kapadia

DIRECTOR

FOR TITANIUM TEN ENTERPRISE PVT. LTD

R. H. Deepak

DIRECTOR

Company Name: TITANIUM TEN ENTERPRISE PRIVATE LIMITED

ANNEXURE - B

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

NIL

2. Details of material contracts or arrangement or transactions at arm's length basis

(a)	Name(s) of the related party and nature of relationship	TITANIUM VENTURE (Enterprise controlled by Key managerial personnel)
(b)	Nature of contracts/arrangements/transactions	PURCHASE OF GREY CLOTH
(c)	Duration of the contracts / arrangements/transactions	CONTINUOUS
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	96698425
(e)	Date(s) of approval by the Board, if any:	NA
(f)	Amount paid as advances, if any:	-

(a)	Name(s) of the related party and nature of relationship	TEJUS R. KAPADIA (Directors' Relative)
(b)	Nature of contracts/arrangements/transactions	SALARY
(c)	Duration of the contracts / arrangements/transactions	CONTINUOUS
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	420000
(e)	Date(s) of approval by the Board, if any:	NA
(f)	Amount paid as advances, if any:	-

for TITANIUM TEN ENTERPRISE PVT. LTD

R. Kapadia

DIRECTOR

for TITANIUM TEN ENTERPRISE PVT.

R. H. Desai

DIRECTOR