

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 Ninth 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 NTHE REGISTERED OFFICE OF THE COMPANY NOT LESSTHAN 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

Profit/ (Loss) before Exceptional Items and Tax	3858826	4441536	5271067
Exceptional Gain/ (Loss)	-	-	-
Profit / (Loss) before tax	2015169	3230862	3630404

4 Foreign Earnings, investments or collaborations:

(a)	The Foreign Exchange earned during the year FY_2015-16	Rs. 74,71,000/-
(b)	The Foreign Exchange outgo during the year FY_2015-16	NIL

II. Information about appointee:

Sr. No.	Particulars	
1.	Background details, Recognition or awards:	He is associated with the group since 2008.
2.	Past Remuneration	FY 2016-17: Rs. 50,000/- per month
3.	Job Profile & his Suitability	He is responsible for overall day to day management of the Company under the supervision and control of the Board of Directors of the Company.
4.	Remuneration Proposed	Rs. 1,25,000/- per month
5.	Comparative remuneration profile with respects to industry, size of the Company, profile of the position and person	The remuneration of Mr. ROHITKUMAR HASMUKHLAL KAPADIA is fully justifiable and comparable to that prevailing in the industry, keeping in view the profile and the position of Whole time Director and enriched knowledge & vast experience of the appointee. He shall be looking after and responsible for the whole affairs of the management of the Company and shall be accountable to the Board of Directors of the Company to the Board of Directors of the Company.

6.	Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any	Mr. ROHITKUMAR HASMUKHLAL KAPADIA is Whole time Director and Shareholder of the Company.
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III. Other Information

Reasons of loss or inadequate profits

The company is looking for vertical growth in the next few years with India becoming the center of economic activities with change in government at the center and for that company need to match the salary standards prevailing across the globe. Management is confident that in next three years company will have adequate profits as per limits prescribed in the Schedule V.

Steps taken or proposed to be taken for improvement

The Company undertook several steps aimed at lowering the overheads and aligning resources with current levels of operations. The Company will remains committed to generating superior returns for its stakeholders. The company continued to right size its employee base to current level of operations. The Company continues to focus on product innovation, upholding of its high quality standards, increase in its cost competitiveness and on widening of its distribution network.

These steps are expected to positively impact the company's operations in the near to medium term.

Expected Increase in productivity and profits in measurable terms

The management has adopted focused and aggressive business strategies in all spheres of functions to improve the sales and profitability of the Company. Considering the present business scenario, the Company is expecting increase in revenue and profitability. The Management is confident of keeping a higher growth ratio in the period to come.

Board recommends the resolution for adoption.

Mr. ROHITKUMAR HASMUKHLAL KAPADIA and Mrs. ILABEN ROHITKUMAR KAPADIA, director of the Company are interested in the resolution.

Annexure of Item No: 06

Mrs. ILABEN ROHITKUMAR KAPADIA is a Director of the company since 2011 and during her association, company is started growing. The board has decided to appoint her as Whole Time director to appreciate her contribution in the growth of the company for a term of 3 years from **28.06.2017** on the terms and conditions stated below, which requires consent of the shareholders of the company by way of special resolution :

1. REMUNERATION & PERQUISITES

(b) Salary:

Mrs. ILABEN ROHITKUMAR KAPADIA shall be paid a monthly salary of Rs. 1,00,000/- (Rupees One Lac Only) inclusive of dearness and all other allowances.

(c) **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 her 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

Profit/ (Loss) before Exceptional Items and Tax	3858826	4441536	5271067
Exceptional Gain/ (Loss)	-	-	-
Profit / (Loss) before tax	2015169	3230862	3630404

4 Foreign Earnings, investments or collaborations:

(a)	The Foreign Exchange earned during the year FY_2015-16	Rs. 74,71,000/-
(b)	The Foreign Exchange outgo during the year FY_2015-16	NIL

II. Information about appointee:

Sr. No.	Particulars	
1.	Background details, Recognition or awards:	She is associated with the group since 2011.
2.	Past Remuneration	Not Applicable
3.	Job Profile & his Suitability	She is responsible for overall day to day management of the Company under the supervision and control of the Board of Directors of the Company.
4.	Remuneration Proposed	Rs. 1,00,000/- per month
5.	Comparative remuneration profile with respects to industry, size of the Company, profile of the position and person	The remuneration of Mrs. ILABEN ROHITKUMAR KAPADIA is fully justifiable and comparable to that prevailing in the industry, keeping in view the profile and the position of Whole time Director and enriched knowledge & vast experience of the appointee. She shall be looking after and responsible for the whole affairs of the management of the Company and shall be accountable to the Board of Directors of the Company to the Board of Directors of the Company.

6.	Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any	Mrs. ILABEN ROHITKUMAR KAPADIA is Director and Shareholder of the Company.
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III. Other Information

Reasons of loss or inadequate profits

The company is looking for vertical growth in the next few years with India becoming the center of economic activities with change in government at the center and for that company need to match the salary standards prevailing across the globe. Management is confident that in next three years company will have adequate profits as per limits prescribed in the Schedule V.

Steps taken or proposed to be taken for improvement

The Company undertook several steps aimed at lowering the overheads and aligning resources with current levels of operations. The Company will remains committed to generating superior returns for its stakeholders. The company continued to right size its employee base to current level of operations. The Company continues to focus on product innovation, upholding of its high quality standards, increase in its cost competitiveness and on widening of its distribution network.

These steps are expected to positively impact the company's operations in the near to medium term.

Expected Increase in productivity and profits in measurable terms

The management has adopted focused and aggressive business strategies in all spheres of functions to improve the sales and profitability of the Company. Considering the present business scenario, the Company is expecting increase in revenue and profitability. The Management is confident of keeping a higher growth ratio in the period to come.

Board recommends the resolution for adoption.

Mr. ROHITKUMAR HASMUKHLAL KAPADIA and Mrs. ILABEN ROHITKUMAR KAPADIA, director of the Company are interested in the resolution.

TITANIUM TEN ENTERPRISE LIMITED

CIN: U52100GJ2008PLC055075

Reg. Office: Shop No. 901/914, Rajhans Complex, 9th Floor, Ring Road,
Surat – 395002, Gujarat, India

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

ATTENDANCE SLIP

(Please fill the attendance slip and hand it over at the entrance)

Folio No./ DP ID/ Client ID	
No. of Equity Shares held	

I hereby record my presence at the 9th Annual General Meeting of the Company being held at the registered office of the Company on Wednesday, 28th Day of June, 2017 at 04:00 P.M.

Name of the Shareholder	
Name of the Proxy / Authorized Representative	

*Strike off whichever is not applicable

Signature of Shareholders /
Proxy /Authorized Representative

TITAANIUM TEN ENTERPRISE LIMITED

CIN: U52100GJ2008PLC055075

Reg. Office: Shop No. 901/914, Rajhans Complex, 9th Floor, Ring Road,
Surat – 395002, Gujarat, India

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

PROXY FORM

Name	
Registered Address	
E-Mail ID	
Folio No./Client ID	

I/we _____ being member(s) of above named company,
hereby appoint

Name:	
Address:	
E-Mail ID	Signature:

Or failing him/her

Name:	
Address:	
E-Mail ID	Signature:

Or failing him/her

Name:	
Address:	
E-Mail ID	Signature:

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 09th Annual General Meeting of the Company, to be held on the Wednesday, 28th Day of June, 2017 at 04:00 pm at registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	Vote	
		For	Against
	Ordinary resolution		
1.	Adoption of Balance sheet as at 31st March, 2017 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.		
2.	Re-appointment of Mr. ROHITKUMAR HASMUKHLAL KAPADIA as a Director, who retires by rotation.		
3.	To ratify the appointment of M/s. DSI & Co. as Statutory Auditor of the Company.		
4.	To Regularization of Mrs. SHALU TEJASHKUMAR KAPADIA as a Non-Executive Director		
	Special resolution		
5.	Appointment of Mr. ROHITKUMAR HASMUKHLAL KAPADIA as a Whole Time Director W.E.F. 28.06.2017 for three year		
6.	Appointment of Mrs. ILABEN ROHITKUMAR KAPADIA as a Whole Time Director W.E.F. 28.06.2017 for three year		

Signed this ____ day of ____ 2017

Signature of Member

Signature of Proxy holder(s)

**Affix Re. 1
Revenue
Stamp**

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. Please complete all the details mentioned above before submission.