



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



TITANIUM 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 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.

TITAANIUM TEN ENTERPRISE LIMITED

U52100GJ2008PLC055075

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

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

Director's Report

2016-17

To,
The Members,

Your Directors have pleasure in presenting the Annual Report and the Financial Statements for the financial year ended 31st March, 2017.

EXTRACT OF ANNUAL RETURN

Attached herewith as **Annexure–A**.

BOARD MEETINGS

During the financial year ended 31st March, 2017, Board of Directors met **13** times on

Sr. No.	Date of Board Meetings
1	19/04/2016
2	05/05/2016
3	06/05/2016
4	07/05/2016
5	11/06/2016
6	12/07/2016
7	26/08/2016
8	02/09/2016
9	03/10/2016
10	14/11/2016
11	15/12/2016
12	02/01/2017
13	31/03/2017

SEPARATE MEETING OF INDEPENDENT DIRECTORS:

A separate meeting of Independent Directors of the Company was held on **31.03.2017** in accordance with the provisions of clause vii of the schedule iv of the Companies Act, 2013

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 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.

STATEMENT ON DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors have submitted their declaration to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 read with rules framed thereunder.

POLICY ON DIRECTOR'S APPOINTMENT, REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration including criteria for determining qualifications, positive attributes and other matters provided under sub section (3) of section 178 of the Companies Act 2013. The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees is available on Company's website www.titaaniumten.co.in.

AUDIT COMMITTEE

Brief description and terms of reference

To oversee the Company's Financial Report process, internal control systems, reviewing the accounting policies and practices, and financial statements audited by the statutory auditors.

COMPOSITION OF AUDIT COMMITTEE AS ON 31ST MARCH, 2017

S.N.	Name of member	Designation
1.	NIDHI JOSHI	Chairperson & Independent Director
2.	ILABEN KAPADIA	Member & Non- Executive Director

3.	DHIREN SHAH	Member & Independent Director
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Company has conducted 5(Five) Audit Committee Meeting during the year

Sr. No.	Date of Meeting
1	17/05/2016
2	02/09/2016
3	14/11/2016
4	15/12/2016
5	31/03/2017

NOMINATION AND REMUNERATION COMMITTEE

Brief description and terms of reference

The objective of Nomination and Remuneration Committee is to assess the remuneration payable to our Managing Director/Whole Time Directors; sitting fee payable to our Non-Executive Directors; remuneration policy covering policies on remuneration payable to our senior executives.

COMPOSITION OF NOMINATION AND REMUNERATION COMMITTEE AS ON 31ST MARCH, 2017

S.N.	Name of member	Designation
1.	ILABEN KAPADIA	Chairperson & Non- Executive Director
2.	NIDHI JOSHI	Member & Independent Director
3.	DHIREN SHAH	Member & Independent Director

STAKEHOLDER'S RELATIONSHIP COMMITTEE

Brief description and Terms of Reference

The Board has delegated the powers to a committee to approve transfer/transmission of shares and attend to all other matters related thereto

COMPOSITION OF STAKEHOLDER'S RELATIONSHIP COMMITTEE AS ON 31ST MARCH, 2017

S.N.	Name of member	Designation
1.	DHIREN SHAH	Chairman & Independent Director
2.	NIDHI JOSHI	Member & Independent Director
3.	ILABEN KAPADIA	Member & Non executive Director

CORPORATE GOVERNANCE:

As per Regulation 15 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, para C of Schedule V relating to Corporate Governance Report, shall not apply to company listed on SME Exchange. The Company being a company listed on BSE SME Platform, preparation of corporate governance is not applicable.

AUDITORS

Members of the Company at the AGM held on **WEDNESDAY, 30TH DAY OF SEPTEMBER, 2015** had approved the appointment of **M/s. DSI & CO.**, Chartered Accountant as the Statutory Auditors for a period of **3 (Three) financial years** i.e., up to 31 March, 2018. As required by the provisions of the Companies Act, 2013, their appointment should be ratified by members each year at the AGM. Members are requested to ratify their appointment at the Annual General Meeting.

AUDITORS' REPORT

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

LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

There is 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	31/03/2017	31/03/2016
Sales	1174443949	862811551
Other income	3058151	3338484
Profit Before Interest & Depreciation	43530245	38578628
(-)Finance Cost	26745733	25569519
(-) Depreciation	10582390	9150283
Profit before tax & Exceptional items	6202122	3858826
(+)Exceptional Items	NIL	596504
Profit Before Tax	6202122	3262322
(-) Tax Expense	1980043	1247153
Profit for the year after tax	4222079	2015169
(+) Surplus brought from previous year	23375171	21360001
Total surplus Carried to balance sheet	11754910	23375170

Profit & Loss Appropriation	31/03/2017	31/03/2016
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

DIVIDEND

Directors have not recommended any dividend.

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.

MANAGEMENT DISCUSSION & ANALYSIS REPORT:

In terms of the Regulation 34 read with Schedule V of SEBI (LODR) Regulations, 2015, Management Discussion and Analysis is set out in the Annual Report as **Annexure-C.**

SECRETARIAL AUDIT REPORT

The Board has appointed Mr. Dhiren R. Dave, Practicing Company Secretary, as Secretarial Auditor to conduct Secretarial Audit of the Company for FY 2016-17 as required under Section 204 of the Companies Act, 2013. There is no Secretarial Audit Qualification for the year under review. The Secretarial Audit Report is given as **Annexure-D**

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

A statement giving details of conservation of energy, technology absorption and foreign exchange earnings and outgo, in accordance with Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of Companies (Accounts) Rules, 2014 is given as **Annexure-E** hereto and forms part of this report.

PERSONNEL

Disclosure pertaining to remuneration and other details as required under section 197(12) of the Act, read with Rule 5(1) of the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given under **Annexure-F**. Further no employee of the Company was employed during the year drawing remuneration exceeding the limits as prescribed under Rule 5(2) of the (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Hence the information under Rule 5(2) is not applicable.

RISK MANAGEMENT POLICY

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the Company by way of Risk Management Policy. The Board is very vigilant in working and also have proper internal control systems to minimize the operational and business risk. Company also encourage Whistle Blower system in the company.

CORPORATE SOCIAL RESPONSIBILITY POLICY

NOT APPLICABLE

PERFORMANCE EVALUATION OF BOARD, ITS COMMITTEES AND INDEPENDENT DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of Committees. Every member of the Board and committees including Independent directors are sharing their expert knowledge and expertise in the best interest of the company and Board appreciate them with the word of appreciation at this junction.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

S.N	Name of Director /KMP	Designation	Date of appointment	Date of resignation
1	TEJUSKUMAR ROHITBHAI KAPADIA	Chief Executive Officer (C.E.O)	06/05/2016	-
2	MINESHKUMAR SURENDRALAL SHAH	Chief Financial Officer (C.F.O)	06/05/2016	-
3	PASHMINA PRADIPKUMAR CHEVLI	Company Secretary (C.S)	01/06/2016	20/04/2017
4	JAYESH LAXMANBHAI BHAVSAR	Company Secretary (C.S)	11/05/2017	-
5.	SHALU TEJASKUMAR KAPADIA	Additional Director	29/05/2017	-

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

NOT APPLICABLE

DEPOSITS

During the year, your Company has not accepted any deposits under Section 73 of the Companies Act, 2013 and therefore not required to furnish information as per Rule 8(5)(v) and (vi) of the Companies (Accounts) Rules, 2014

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior, the Company has adopted a Vigil mechanism/Whistle Blower Policy. This policy is also posted on the Company's website www.titaaniumten.co.in

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

Board is pleased to inform you that there is no order passed against the company from any regulator or courts or Tribunals.

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 TITAANIUM TEN ENTERPRISE LIMITED

**ROHITKUMAR KAPADIA
WHOLE TIME DIRECTOR**

**ILABEN KAPADIA
DIRECTOR**

Date: 29/05/2017

Place: SURAT

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:	U52100GJ2008PLC055075
ii)	Registration Date	18/09/2008
iii)	Name of the Company	TITAANIUM TEN ENTERPRISE LIMITED
	Category of the Company	Public Company
	Sub Category of the Company	Limited by shares Company having share capital
iv)	Address of the Registered office	SHOP NO. 901/914, RAJHANS COMPLEX, 9TH FLOOR, RING ROAD, SURAT-395002, GUJARAT, INDIA
	Phone:	0261-2320240
	E-Mail:	kapadiatraders@hotmail.com
	web Site	www.titaaniumten.co.in

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:-

Sr. No.	Name and Description of Main Product/Service	NIC Code of the Product/Service	% to total Turnover of the Company (i.e. Gross Turnover)
1	SALE OF YARN & FABRICS	5406	100

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
NIL					

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-2016]		No. of Shares held at the end of the year[As on 31-March-2017]		% Change during the year
	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares	
A. Promoter & Promoter Group					
(1) Indian					
a) Individual/ HUF	264036	100.00	4912468	73.00	-27.00
b) Central Govt	0	0.00	0	0.00	0.00
c) State Govt	0	0.00	0	0.00	0.00
d) Bodies Corp.	0	0.00	0	0.00	0.00
e) Banks / FI	0	0.00	0	0.00	0.00
f) Any Other	0	0.00	0	0.00	0.00
Sub Total (A) (1)	264,036	100.00	4,912,468	73.00	-27.00
(2) Foreign					
a) NRI - individual	0	0.00	0	0.00	0.00
b) Other - Individuals	0	0.00	0	0.00	0.00
c) Bodies Corp.	0	0.00	0	0.00	0.00
d) Banks / FI	0	0.00	0	0.00	0.00
e) Any Other	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)	264,036	100.00	4,912,468	73.00	-27.00
B. Public Shareholding					
1. Institutions					
a) Mutual Funds	0	0.00	0	0.00	0.00
b) Banks / FI	0	0.00	0	0.00	0.00
c) Central Govt	0	0.00	0	0.00	0.00
d) State Govt(s)	0	0.00	0	0.00	0.00
e) Venture Capital Funds	0	0.00	0	0.00	0.00
f) Insurance Companies	0	0.00	0	0.00	0.00
g) FIs	0	0.00	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0.00	0	0.00	0.00
i) Other	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	3	0.00	248039	3.69	3.69
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0.00	1568000	23.31	23.31
c) Others	0	0.00	0	0.00	0.00
Sub-total (B)(2):-	3	0.00	1816039	27.00	27.00
Total Public Shareholding (B)=(B)(1)+ (B)(2)	3	0.00	1816039	27.00	27.00
C. Shares held by Custodian for GDRs & ADRs	0	0.00	0	0.00	0.00
Grand Total (A+B+C)	264,039	100.00	6,728,507	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	143756	54.44	2228828	33.13	-21.31
2	ILABEN ROHITKUMAR KAPADIA	61515	23.30	1919695	28.53	5.23
	TOTAL	205271	77.74	4148523	61.66	-16.08

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	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	A			205271	77.74	205271	77.74
	B	ALLOTMENT AS ON 06.05.2016	3943252	394325	-16.08	4148523	61.66

	(BONUS SHARES_2463252 SHARES) ALLOTMENT AS ON 06.05.2016 (PRIVATE PLACEMENT_1480000 SHARES)				
	C	4148523	61.66	205271	61.66

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	ROHIT HASMUKHLAL KAPADIA (H.U.F.)	A		20405	7.73	20405	7.73	
		B	ALLOTMENT AS ON 06.05.2016 (BONUS SHARES_244860 SHARES)	244860	244860	0.00	265265	3.94
		C			265265	3.94	265265	3.94
2	TEJUS	A		4746	1.80	4746	1.80	
		B	ALLOTMENT AS ON 06.05.2016 (BONUS SHARES_56952 SHARES)	56952	56952	0.00	61698	0.92
		C			61698	0.92	61698	0.92
3	SHALU TEJASHKUMAR KAPADIA	A		13639	5.16	13639	5.16	
		B	ALLOTMENT AS ON 06.05.2016 (BONUS SHARES_163668 SHARES)	163668	163668	0.00	177307	2.63
		C			177307	2.63	177307	2.63

4	TEJAS KAPADIA	A			19975	7.57	19975	7.57
		B	ALLOTMENT AS ON 06.05.2016 (BONUS SHARES_239700 SHARES)	239700	239700	0.00	259675	3.86
		C			259675	3.86	259675	3.86
5	HETALKUMAR SHAH	A			0	0.00	0	0.00
		B	1. ALLOTMENT AS ON 12.07.2016 (2,00,000 SHARES) 2. TRANSACTION DURING THE YEAR (PURCHASE OR SALE)	200000 200000	400000	0	400000	5.94
		C			400000	5.94	400000	5.94
6	UTTAM BHARAT BAGRI	A			0	0.00	0	0.00
		B	1. ALLOTMENT AS ON 12.07.2016 (1,68,000 SHARES) 2. TRANSACTION DURING THE YEAR (PURCHASE OR SALE)	168000 136000	304000	0.00	304000	4.52
		C			304000	4.52	304000	4.52
7	ECAP EQUITIES LIMITED	A			0	0.00	0	0.00
		B	1. ALLOTMENT AS ON 12.07.2016 (1,36,000 SHARES) 2. TRANSACTION DURING THE YEAR (PURCHASE OR SALE)	136000 -8000	128000	0.00	128000	1.90
		C			128000	1.90	128000	1.90
8	VARSHABEN JIGNESHKUMAR THOBHANI	A			0	0.00	0	0.00
		B	TRANSACTION DURING THE YEAR (PURCHASE OR SALE)	64000	64000	0	64000	0.95
		C			64000	0	64000	0.95
9	JIGNESH AMRUTLAL THOBHANI	A			0	0.00	0	0.00
		B	TRANSACTION DURING THE YEAR (PURCHASE OR SALE)	64000	64000	0	64000	0.95
		C			64000	0	64000	0.95
10	AMRUTLAL GORDHANDAS THOBHANI	A			0	0.00	0	0.00
		B	TRANSACTION DURING THE YEAR (PURCHASE OR SALE)	64000	64000	0	64000	0.95
		C			64000	0	64000	0.95

E. Shareholding of Directors and Key Managerial Personnel

*	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.	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			143756	54.44	143756	54.44
		B	1. ALLOTMENT AS ON 06.05.2016 (BONUS SHARES_1725072 SHARES) 2. ALLOTMENT AS ON 06.05.2016 (PRIVATE PLACEMENT_360000 SHARES)	2085072	2085072	0.00	2228828	33.13
		C			2228828	33.13	2228828	33.13
2	ILABEN ROHITKUMAR KAPADIA	A			61515	23.30	61515	23.30
		B	1. ALLOTMENT AS ON 06.05.2016 (BONUS SHARES_738180 SHARES) 2. ALLOTMENT AS ON 06.05.2016 (PRIVATE PLACEMENT_1120000 SHARES)	1858180	1858180	0.00	1919695	28.53
		C			1919695	28.53	1919695	28.53
3	TEJUSKUMAR ROHITBHAI KAPADIA	A			19975	7.57	19975	7.57
		B	ALLOTMENT AS ON 06.05.2016 (BONUS SHARES_239700 SHARES)	239700	239700	0.00	259675	3.86
		C			259675	3.86	259675	3.86

4	MINESHKUMAR SURENDRALAL SHAH	A			0	0.00	0	0.00
		B			0	0.00	0	0.00
		C			0	0.00	0	0.00
5	PASHMINA CHEVLI	A			0	0.00	0	0.00
		B			0	0.00	0	0.00
		C			0	0.00	0	0.00

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	266475314	42324859	0	308800173
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	266475314	42324859	0	308800173
Change in Indebtedness during the financial year				
* Addition				
* Reduction				
Net Change	2633995	-7338753	0	-4704758
Indebtedness at the end of the financial year				
i) Principal Amount	269109309	34986106	0	304095415
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	269109309	34986106	0	304095415

IV REMUNERATION OF DIRECTORS AND KMP

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

S.N.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		ROHITKUMAR HASUMKHLAL KAPADIA			
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	600000			600000
	(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)	600000			600000
	Ceiling as per the Act	NA			

B. <u>Remuneration to other directors:</u>	NOT APPLICABLE
--	-----------------------

C. **Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD**

S.N.	Particulars of Remuneration	Name of key Managerial Personnel (KMP)			Total Amount
		TEJUSKUMAR ROHITBHAI KAPADIA (C.E.O.)	MINESHKUMAR SURENDRALAL SHAH (C.F.O.)	PASHMINA CHEVLI (CS)	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	420000	323417	132000*	875417
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission - as % of profit - others, specify...	0	0	0	0
5	Others, please specify	0	0	0	0
	Total (C)	420000	323417	132000	875417
	Ceiling as per the Act	NA	NA	NA	NA

*Salary from July 2016 to March, 2017.

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:	7,81,82,877
(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	TITANIUM VENTURE (Enterprise controlled by Key managerial personnel)
(b)	Nature of contracts/arrangements/transactions	Machinery Rent Expense
(c)	Duration of the contracts / arrangements/transactions	Continuous
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	4,32,000
(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	TITANIUM VENTURE (Enterprise controlled by Key managerial personnel)
(b)	Nature of contracts/arrangements/transactions	Job Work expenses
(c)	Duration of the contracts / arrangements/transactions	Continuous
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	5,51,412
(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:	-

ANNEXURE - C

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS:

Incorporated in 2008, 'Titaanium Ten Enterprise Limited' ('the Company') is engaged in trading of yarn, grey cloth and knitted fabrics as well as manufacturing of knitted fabrics. We also undertake job work of yarn and fabrics in our own capacity or on outsource basis. The registered office of our Company is situated at Shop No. 901/914, Rajhans Complex, 9th Floor, Ring Road, Surat- 395002, Gujarat and the manufacturing plant is situated at Plot No. 660/A, 660/B and 660/C, Village Palsana, District Surat, Gujarat.

The Company is promoted by Rohitkumar Kapadia and Ilaben Kapadia. Being engaged in the textile industry since last four decades, our Promoter Rohitkumar Kapadia has been the pioneer of the Company's business ideology and growth strategies. The Company's operations are backed by the inventive initiatives and textile knowledge of Tejus Kapadia, the CEO of our Company. Within a short span of time, our Company has created a steady position for itself in the Surat textile market and has been able to generate turnover of around Rs. 100 Crores during the past few years of operations.

The Company's sales model is divided into 2 parts i.e. i) trading of yarn and grey cloth and ii) supply of knitted fabrics. For the year ended March 31, 2017, our trading and manufacturing operations constituted 92.33% and 7.66% respectively of our total revenue from operations. Our trading operations cater to customers from both domestic and international markets. Our traded materials are mostly used in the process of weaving and knitting of fabrics which are then used for apparels such as sarees, shirtings, suitings, and upholstery such as curtains amongst others. For our manufacturing operations, we have a plant set up at Surat which is considered as "The Textile Hub of The Nation". Spread over 2,853.12 square meters, our manufacturing facility is well equipped with requisite plant and machinery such as Warping and Knitting machines. Our manufacturing process mainly consists of blending and knitting of yarn into beams of cloth which is then converted to fabric. We use different qualities of yarn as raw material of which Bi-Shrinkage Yarn (BSY) and Cationic Yarn are imported and others such as Filament Yarn, Bright Yarn, Nylon Mono Yarn, etc are procured locally. We also undertake jobwork activities to customise the products to suit the clients' requirements.

Customer satisfaction has been one of the key strengths of our Company. Our management and team has enables us to maintain continuing customer relations, ensuring repeat order flows. Similarly we have developed strong bonds with our suppliers. We are the only authorised representative for sales of yarns in Surat. of PT. Asia Pacific Fibers Tbk., a well-known Indonesian yarn manufacturing Company.

We aim to satisfy the needs of customers and give them value for their money by ensuring quality and a wide variety of products accompanied by technology development, involvement of our management team and dedication of our employees. We also desire to expand our business

operations on PAN India basis. Our Company is currently an Export House and holds a valid certificate for the same from the Director General of Foreign Trade which facilitates ease in export transactions.

OPPORTUNITIES AND STRENGTH:

1. In depth knowledge of Yarn.
2. Technological Advantage
3. Quality and innovation
4. Sole Representative for a well known Indonesian Supplier
5. Customer centric Business Model
6. Diversified Product Range
7. Locational advantage.

THREATS AND RISK:

1. Risk of duplication of our products
2. Brand image
3. Supply and availability of raw material
4. Competition and price cutting from existing and new entrants
5. Development of textile sector
6. Credit availability
7. Technological changes
8. Rate of interest policies
9. Economic and Demographic conditions

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

There is an adequate internal control procedure commensurate with the size of the company and nature of the business for the purchase of inventory, fixed assets and for the sale of goods or services.

Company has constituted audit committee to overlook internal control system and their adequacy.

Audit committee regularly review and give it recommendation on proper internal control system.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The total operating income of the company for the year under review is Rs. **117,44,43,949** /- compare to previous year's operating income of Rs. 86,28,11,551/-. The company's profit after tax is Rs. **42,22,079** /- during the year under review and it was Rs. 20,15,169/- during previous financial year.

The financial performance of the company is as follows:

Particulars	FY 2016-17	FY 2015-16
Revenue from Operation	117,44,43,949	86,28,11,551
Other Income	30,58,151	33,38,484
Finance Cost	2,67,45,733	2,55,69,519
Employee benefit expenses	1,53,80,214	1,18,75,645
Net profit before tax	62,02,122	32,62,322
Net profit after tax	42,22,079	20,15,169

HUMAN RESOURCES:

We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for our business.

Our manufacturing facilities have 40 employees who look after our business operations and factory management. Apart from these employees, we also employ casual labour or temporary labour on need basis. Further at our registered office, we have 15 employees in addition to our management. These employees look after administrative, secretarial, legal, marketing and accounting functions. Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. Our work processes and skilled / semi-skilled / unskilled resources together with our strong management team have enabled us to successfully implement our growth plans.

ANNEXURE - D

Secretarial Audit Report

For the financial year ended March 31, 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
M/s TITAANIUM TEN ENTERPRISE LIMITED
SHOP NO. 901/914, RAJHANS COMPLEX, 9TH FLOOR, RING ROAD,
SURAT – 395002, GUJARAT, INDIA

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Titaanium Ten Enterprise Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31.03.2017**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on **31.03.2017** according to the provisions of:
 - (i) The Companies Act, 2013 (**the Act**) and the Rules made there under;
 - (ii) The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made there under
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under
 - (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings
 - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company :-

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 notified with effect from May 15, 2015
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
 - d. The Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - Not Applicable for the year under review
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – Not Applicable for the year under review
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – Not Applicable for the year under review
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – Not Applicable for the year under review.
 - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified with effect from December 1, 2015.
- (vi) The Factories Act, 1948
 - (vii) Industrial Disputes Act, 1947
 - (viii) The Payment of Wages Act, 1936
 - (ix) The Minimum Wages Act, 1948
 - (x) Employees' State Insurance Act, 1948
 - (xi) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952
 - (xii) The Payment of Bonus Act, 1965
 - (xiii) The Payment of Gratuity Act, 1972
 - (xiv) Equal Remuneration Act, 1976
 - (xv) The Environment (Protection) Act, 1986 [Read With The Environment (Protection) Rules, 1986]
 - (xvi) The Hazardous Wastes (Management, Handling And Transboundary Movement) Rules, 2008
 - (xvii) The Water (Prevention & Control of Pollution) Act, 1974 [Read with Water (Prevention & Control of Pollution) Rules, 1975]
 - (xviii) and all other laws applicable to the company not mentioned hereinabove.

I have also examined compliance with the applicable clauses of the following:

1. Secretarial Standards issued by The Institute of Company Secretaries of India.
2. Listing Agreement with BSE SME Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above.

2. I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

3. I further report that, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

4. I further report that during the audit period the company has not taken any actions or enter into events having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

Place: SURAT
Date: 29/05/2017

DHIREN R DAVE
COMPANY SECRETARY
FCS: 4889
CP: 2496

To,
The Members
M/s TITAANIUM TEN ENTERPRISE LIMITED
SHOP NO. 901/914, RAJHANS COMPLEX, 9TH FLOOR, RING ROAD,
SURAT – 395002, GUJARAT, INDIA

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: SURAT
Date: 29/05/2017

DHIREN R DAVE
COMPANY SECRETARY
FCS: 4889
CP: 2496

ANNEXURE - E

(A) CONSERVATION OF ENERGY:

1. Energy conservation has been an important area for the Company and is continuously being monitored. The adoption of energy conservation measures has helped the Company in reduction of cost and increase in capacity of machine.
2. Continuous monitoring and awareness amongst employees has helped to avoid wastage of energy. Conservation of energy is an ongoing process and new areas are continuously identified and suitable investments are made, wherever necessary.
3. The total expenditure incurred in Power and Fuel is Rs. 33,83,278 /-

(B) TECHNOLOGY ABSORPTION:

(a)	The efforts made towards technology absorption	NA
(b)	The benefits derived like product improvement, cost reduction, product development or import substitution	NA
(c)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	
	(i) the details of technology imported	NA
	(ii) the year of import	NA
	(iii) whether the technology been fully absorbed	NA
	(iv) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	NA
(d)	The expenditure incurred on Research and Development	NA

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

(a)	The Foreign Exchange earned during the year	43,15,000 /-
(b)	The Foreign Exchange outgo during the year	NIL

ANNEXURE-F

PARTICULARS PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The ratio of the remuneration of each director to the median employee's remuneration for the financial year 2016-17	Name	Ratio
	ROHITKUMAR HASMUKHLAL KAPADIA	1:40
	ILABEN ROHITKUMAR KAPADIA	-
The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2016-17 compared to 2015-16;	Name	% increase in remuneration
	ROHITKUMAR HASMUKHLAL KAPADIA	50%
	ILABEN ROHITKUMAR KAPADIA	-
the number of permanent employees on the rolls of company	15	
the explanation on the relationship between average increase in remuneration and company performance	The increase in remuneration is linked to the performance of the company as a whole, the performance of the employee and others internal and external factors	
variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year	N.A.	
average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in	No change during the year	

the managerial remuneration	
the key parameters for any variable component of remuneration availed by the directors	There is no variable component in remuneration of director.
the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	N.A.
We affirm that remuneration is as per the remuneration policy of the company.	

AUDITOR'S REPORT TO THE MEMBERS

A Report on the Financial Statements

We have audited the accompanying financial statements of **TITANIUM TEN ENTERPRISE LIMITED** ("the Company"), which comprises the Balance Sheet as at **31st March 2017**, the statement of Profit and Loss of the Company, the Cash Flow Statement for the year ended on that date and a summary of significant accounting policies and other explanatory information.

B Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

C Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

D Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- (i) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017;
- (ii) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

E Report on Other Legal and Regulatory Requirements

- 1 As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure-A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 2 As required by section 143(3) of the Act, 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 those books;
 - (c) the Balance Sheet, statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of written representations received from the directors as on 31st March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure-B'. Our report expresses unmodified opinion on the adequacy and operation effectiveness of the company's internal financial controls over financial reporting.
 - (g) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us:
 - (i) The Company does not have any pending litigations which would impact its financial position.
 - (ii) The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - (iii) There has been no amount which was required to be transferred to the Investor Education and Protection Fund by the Company during the year.
 - (iv) The company has provided requisite disclosures in the financial statements as to the holdings as well as dealings in the Specified Bank Notes during the period from 8th November 2016 to 30th December 2016. Based on the audit procedures and relying on the management representation we report that the disclosures are in accordance with the books of accounts maintained by the company and as produced to us by the management.

As per our report of even date
For DSI & Co.
Chartered Accountants
ICAI FRN 127226W

Place : Surat
Date : 29-05-2017

Dharan Shah
Partner
Membership No. 140410

Annexure-A to the Auditor's Report to the matters specified in paragraphs 3 and 4 of the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act.

1 In respect of its fixed assets:

- (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) According to the information and explanation given to us, all the fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification.
- (c) According to the information and explanation given to us and the records examined by us and based on the examination of the conveyance deed provided to us, we report that the title deeds comprising all the immovable properties of land & buildings, which are free hold, are held in the name of the company as at the balance sheet date.

2 In respect of its inventories:

According to the information and explanation given to us, the inventories were physically verified during the year by the management at reasonable intervals and no material discrepancies were noticed on physical verification.

3 Loans granted by the company:

According to the information and explanations provided to us, the company has not granted any loans secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act.

4 Loans, Investments & Guarantees/ Securities for loans:

According to the information and explanation provided to us, the company has complied with the sections 185 & 186 of the Act in respect of making investments whereas it has not granted any loans or provided guarantees and securities to others.

5 Public Deposits:

According to the information and explanations given to us, the company has not accepted any deposits and consequently, the directives issued by the Reserve Bank of India, provisions of Section 73 to 76 or any other relevant provisions of the Companies Act and the rules framed thereunder, where applicable, with regard to the acceptance of deposit are not applicable in the case of the company.

6 Cost Records:

We have broadly reviewed the cost records maintained by the Company prescribed for the maintenance of cost records under Section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

7 Statutory Dues:

(a) According to the information and explanation given to us, undisputed statutory dues including provident fund, employee's state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues as applicable have been generally regularly deposited with the Appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2017 for a period of more than six months from the date they becoming payable.

(b) According to the information and explanation given to us, except income tax dues of Rs. 2.05 lacs out of total dues of Rs. 2.55 lacs for the A.Y. 2013-14 for which the company is in appeal before the CIT(A)-II, Surat, no other dues of service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of any dispute as at the year end.

8 Repayment of financial dues:

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 financial institutions and banks. The company does not have any loans or borrowings from government and has not issued any debentures.

9 Utilization of Term Loans:

In our opinion and according to the information and explanations given to us, the company has raised monies by way of initial public offer which had been utilized for working capital requirement of the company and to meet the payment for IPO expenses. Further, the term loans have been applied for the purpose for which they were raised.

10 Frauds:

In our opinion and according to the information and explanations given to us, no fraud by the company and no material fraud on the company has been noticed or reported during the year.

11 Managerial Remuneration:

In our opinion and according to the information and explanations given to us, the company has paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act 2013.

12 Nidhi Company:

The company is not a Nidhi Company and hence, reporting under Clause 3(xii) of the Order is not applicable to the company.

13 Related Party Transactions:

In our opinion and according to the information and explanations given to us, the company is in compliance with Section 177 and 188 of the Act where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

14 Preferential Allotment or Private Placement of Shares/ Debentures:

During the year the company has made preferential allotment of shares where in our opinion and according to the information and explanations given to us, the company is in compliance with Section 42 of the Companies Act, 2013 in respect of the private placement of shares and the amount raised thereby have been used for the purpose for which it has been raised. Further, the company has not made any preferential allotment or private placement of fully or partly convertible debentures during the year under review.

15 Non Cash Transactions with Director or Connected Persons:

In our opinion and according to the information and explanations given to us, during the year the company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of section 192 of the Act are not applicable.

16 Registration U/s. 45IA of the RBI Act

The company is not required to register u/s. 45-I of the Reserve Bank of India Act, 1934.

As per our report of even date
For DSI & Co.
Chartered Accountants
ICAI FRN 127226W

Dharan Shah
Partner
Membership No. 140410

Place : Surat
Date : 29-05-2017

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **TITAANIUM TEN ENTERPRISE LIMITED** ("the Company") as of 31 March, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For DSI & Co.
Chartered Accountants
ICAI FRN : 127226W**

Place: Surat
Date : 29-05-2017

**Dharan Shah
Partner
Membership No. 140410**

Balance Sheet as at 31 March, 2017

	Note	As at 31-03-2017 Amount in `	As at 31-03-2016 Amount in `
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share Capital	1	6,72,85,070	26,40,390
(b) Reserves & Surplus	2	3,45,05,490	4,54,88,091
(c) Money received against Share Warrants		-	-
		<u>10,17,90,560</u>	<u>4,81,28,481</u>
2 Share Application Money pending allotment		-	-
3 Non-current liabilities			
(a) Long-term borrowings	3	5,12,88,677	6,18,29,260
(b) Deferred tax liabilities (net)	4	8,68,430	5,08,999
(c) Other long-term liabilities		-	-
(d) Long-term provisions	5	7,67,611	6,52,111
		<u>5,29,24,718</u>	<u>6,29,90,370</u>
4 Current liabilities			
(a) Short-term borrowings	6	23,89,40,259	23,26,37,355
(b) Trade payables	7	5,68,28,059	5,89,39,273
(c) Other current liabilities	8	1,61,99,823	1,57,83,055
(d) Short-term provisions	9	27,17,022	15,22,436
		<u>31,46,85,163</u>	<u>30,88,82,120</u>
Total		<u>46,94,00,440</u>	<u>42,00,00,971</u>
II. ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	10	6,79,01,269	6,87,23,132
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
		<u>6,79,01,269</u>	<u>6,87,23,132</u>
(b) Non-current investments	11	510	510
(c) Deferred tax assets (net)		-	-
(d) Long-term loans and advances	12	1,00,74,583	1,08,39,249
(e) Other non-current assets	13	46,08,827	-
2 Current assets			
(a) Current investments		-	-
(b) Inventories	14	4,79,48,080	3,58,67,263
(c) Trade receivables	15	29,17,25,257	26,44,77,813
(d) Cash and Bank Balances	16	4,51,34,630	3,79,51,388
(e) Short-term loans and advances	17	20,07,284	21,41,615
(f) Other current assets		-	-
		<u>38,68,15,251</u>	<u>34,04,38,079</u>
Total		<u>46,94,00,440</u>	<u>42,00,00,971</u>

Significant Accounting Policies & Notes on Financial Statements 26-27

For and on behalf of the Board
Titanium Ten Enterprise Limited

As per our report of even date
For DSI & Co.
Chartered Accountants
ICAI FRN 127226W

Director Director

Dharan Shah
Partner
Membership No. 140410
Place : Surat
Date : 29-05-2017

Place : Surat
Date : 29-05-2017

Statement of Profit and Loss for the year ended 31 March, 2017

	Note	For the year ended on 31-03-2017 Amount in `	For the year ended on 31-03-2016 Amount in `
I. INCOME			
Revenue from Operations	18	1,17,44,43,949	86,28,11,551
Other income	19	30,58,151	33,38,484
	Total	1,17,75,02,100	86,61,50,035
II. EXPENSES			
Cost of materials consumed	20	1,10,63,60,942	80,11,31,173
Changes in inventories of finished goods	21	(1,05,06,203)	(50,07,244)
Employee Benefit Expenses	22	1,53,80,214	1,18,75,645
Financial Costs	23	2,67,45,733	2,55,69,519
Depreciation and Amortisation Expense	24	1,05,82,390	91,50,283
Other Expenses	25	2,27,36,903	1,95,71,834
	Total	1,17,12,99,978	86,22,91,209
III. Profit before Exceptional and Extraordinary Items and Tax		62,02,122	38,58,826
IV Exceptional Items		-	-
V Extraordinary Items		-	5,96,504
VI Profit/(Loss) before tax		62,02,122	32,62,322
VII Tax expense:			
- Current Tax		16,20,612	12,59,453
- Deferred tax		3,59,431	(12,300)
VIII Profit / (Loss) for the year from Continuing Operations		42,22,079	20,15,169
IX Profit / (Loss) from discontinuing operations		-	-
X Tax Expense of discontinuing operations		-	-
XI Profit / (Loss) after Tax from Discontinuing Operations		-	-
XII Profit / (Loss) for the year		42,22,079	20,15,169
XIII Earnings per Equity Share			
- Basic		0.63	7.63
- Diluted		0.63	7.63

Significant Accounting Policies & Notes on Financial Statements 26-27

For and on behalf of the Board
Titaanium Ten Enterprise Limited

Director Director

Place : Surat
Date : 29-05-2017

As per our report of even date
For DSI & Co.
Chartered Accountants
ICAI FRN 127226W

Dharan Shah
Partner
Membership No. 140410
Place : Surat
Date : 29-05-2017

Cash Flow Statement for the year ended on March 31, 2017

		For the year ended on 31-03-2017 Amount in `	For the year ended on 31-03-2016 Amount in `
A Cash Flow from Operating Activities			
Net Profit before tax and extraordinary items		62,02,122	38,58,826
Add: <u>Adjustments for :</u>			
Depreciation Expenses (W/o Amortisation)	86,21,387		91,50,283
Loss on sale of Machinery	90,284		42,261
Interest Expenses	2,16,69,398		2,10,38,455
Provision for Gratuity	1,15,500	3,04,96,569	6,52,111
		3,66,98,690	3,08,83,109
Less: <u>Adjustments for :</u>			
Extraordinary Items	-		5,96,504
Interest Income	30,58,151	30,58,151	33,38,484
Operating P/(L) before working capital changes		3,36,40,539	3,08,06,947
Add: <u>Adjustments for :</u>			
Increase/(Decrease) in Other Current Liabilities	4,16,768		80,68,206
Increase/(Decrease) in Short Term Borrowings	63,02,903		1,81,09,296
Increase/(Decrease) in Short Term Provisions	11,94,586		(4,55,603)
Decrease/(Increase) in Short Term Loans and Advances	1,34,331	80,48,588	(1,15,109)
			2,56,06,790
Less: <u>Adjustments for :</u>			
Increase in Inventories	1,20,80,817		84,01,868
Decrease/(Increase) in Trade Payables	21,11,214		14,41,23,795
Increase/(Decrease) in Trade Receivables	2,72,47,444	4,14,39,475	(12,78,50,647)
			2,46,75,016
Cash generated from operation		2,49,653	3,17,38,721
Less: Provision for Tax		16,20,612	12,59,453
		(13,70,959)	3,04,79,268
Less: Prior Year Expenses		-	-
Net Cash generated from Operating Activities (A)		(13,70,959)	3,04,79,268
B Cash Flow from Investing Activities			
Add: <u>Adjustments for :</u>			
Interest Income	30,58,151		33,38,484
Decrease/(Increase) in Long term Loans & Advances	7,64,666		(27,17,604)
Sale of Fixed Assets	3,15,000	41,37,817	55,41,000
			61,61,880
Less: <u>Adjustments for :</u>			
Purchase of Investments	-		510
Increase in Fixed Assets	82,04,808	82,04,808	4,39,72,955
Net Cash (used in) Investing Activities (B)		(40,66,991)	(3,78,11,585)
C Cash Flow from Financing Activities			
Add: <u>Adjustments for :</u>			
Increase in Share capital	6,46,44,680		5,41,910
Increase in Share Premium	1,64,80,000	8,11,24,680	20,77,740
			26,19,650
Less: <u>Adjustments for :</u>			
Interest Paid on secured & Unsecured Loan	2,16,69,398		2,10,38,455
Bonus Issued	3,16,84,680		4,19,690
Decrease/(Increase) in Secured Loan	27,77,234		(2,13,45,792)
Increase in Non-Current Assets	46,08,827		-
Decrease/(Increase) in Unsecured Loan	77,63,349	6,85,03,488	(52,68,450)
			(51,56,098)
Net Cash used in Financing Activities (C)		1,26,21,192	77,75,748
Net Incr./ (Decr.) in cash and cash equivalents (A+B+C)		71,83,242	4,43,431
Cash and cash equivalents at the beginning of the year		3,79,51,388	3,75,07,957
Cash and cash equivalents at the end of the year		4,51,34,630	3,79,51,388

For and on behalf of the Board
Titaanium Ten Enterprise Limited

Director Director

Place : Surat
Date : 29-05-2017

As per our report of even date
For DSI & Co.
Chartered Accountants
ICAI FRN 127226W

Dharan Shah
Partner
Membership No. 140410

Place : Surat
Date : 29-05-2017

		As at 31-03-2017 Amount in `	As at 31-03-2016 Amount in `
1 SHARE CAPITAL			
<u>Authorised Shares</u>			
80,00,000 (Previous Year : 3,00,000) Equity Shares of ` 10/- each		8,00,00,000	30,00,000
	Total	8,00,00,000	30,00,000
<u>Issued, Subscribed and Paid-up</u>			
67,28,507 (Previous Year : 2,64,039) Equity Shares of ` 10/- each		6,72,85,070	26,40,390
	Total	6,72,85,070	26,40,390
1.1 <u>Reconciliation of shares outstanding at the beginning and at the end of the year.</u>			
		No. of Shares 31-03-2017	No. of Shares 31-03-2016
Equity Shares of ` 10/- each at the beginning of the year		2,64,039	2,09,848
Add: Shares issued during the year		32,96,000	12,222
Bonus Shares issued during the year		31,68,468	41,969
Equity Shares of ` 10/- each at the end of the year		67,28,507	2,64,039
1.2 <u>Terms/rights attached to equity shares</u>			
The company has only one class of equity shares having a par value of ` 10/- per share. Each share holder of equity share is entitled to one vote per share.			
1.3 In the event of the liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.			
1.4 <u>Details of shareholders holding more than 5% shares in the company</u>			
	31-03-2017	31-03-2016	
	No. of Shares	% of holding	No. of Shares
	No. of Shares	% of holding	No. of Shares
<u>Equity Shares of ` 10/- each fully paid</u>			
Rohitkumar H. Kapadia	22,28,828	33.13%	1,43,756
Ilaben R. Kapadia	19,19,695	28.53%	61,515
Others holding 5% or less shares	25,79,984	38.34%	58,768
Total	67,28,507	100.00%	2,64,039
1.5 No shares have been reserved for issue under options and contracts/commitments for the sale of shares/ disinvestment.			
1.6 During the year under consideration 31,68,468 (Previous Year: 41,969) Equity Shares have been allotted as Bonus Shares by capitalisation of Reserves of the company.			
1.7 Shares issued during the year includes 18,16,000 Equity Shares issued under the SME IPO.			
1.8 The company has not bought back any shares.			
1.9 No shares have been forfeited by the company.			
2 RESERVES AND SURPLUS			
<u>Profit and Loss Account</u>			
Opening Balance		2,33,75,171	2,13,60,001
Add: Profit for the year		42,22,079	20,15,169
		2,75,97,250	2,33,75,171
Less: Transferred for Issue of Bonus Shares		1,58,42,340	-
	<i>Sub Total</i>	1,17,54,910	2,33,75,171
Share Premium		2,21,12,920	2,25,32,610
Add: Received during the year		1,64,80,000	-
Less: Transferred for Issue of Bonus Shares		1,58,42,340	4,19,690
	<i>Sub Total</i>	2,27,50,580	2,21,12,920
	Total	3,45,05,490	4,54,88,091

	As at 31-03-2017 Amount in `	As at 31-03-2016 Amount in `
3 LONG TERM BORROWINGS		
<u>Secured Loans</u>		
Term Loan from The South Indian Bank	1,44,14,248	2,10,57,003
Less: Installments due within 12 months	<u>39,80,004</u>	<u>67,95,342</u>
	1,04,34,244	1,42,61,661
Vehicle Loan from Kotak Mahindra Prime Ltd.	92,81,010	58,49,107
Less: Installments due within 12 months	<u>44,20,852</u>	<u>25,51,461</u>
	48,60,158	32,97,646
Mortgage Loan from Kotak Mahindra Bank Ltd.	64,73,792	69,31,849
Less: Installments due within 12 months	<u>5,12,329</u>	<u>4,58,057</u>
	59,61,463	64,73,792
<i>Sub Total</i>	<u>2,12,55,865</u>	<u>2,40,33,099</u>
<u>Unsecured Loans</u>		
<u>Business Loans from Bank and Financial Institutions</u>		
- ICICI Bank Ltd.	14,73,841	24,20,804
Less: Installments due within 12 months	<u>11,04,632</u>	<u>9,46,963</u>
	3,69,209	14,73,841
- Kotak Mahindra Bank Ltd.	23,66,081	39,36,824
Less: Installments due within 12 months	<u>18,52,976</u>	<u>15,70,743</u>
	5,13,105	23,66,081
- Bajaj Financial Services Ltd.	8,98,785	18,12,926
Less: Installments due within 12 months	<u>7,00,372</u>	<u>9,14,141</u>
	1,98,413	8,98,785
- Tata Capital Financial Service Ltd.	16,54,321	27,51,172
Less: Installments due within 12 months	<u>12,95,314</u>	<u>10,96,851</u>
	3,59,007	16,54,321
From Directors, Shareholders and Relatives	2,85,93,078	3,14,03,133
Total	<u>5,12,88,677</u>	<u>6,18,29,260</u>

- 3.1 The Term Loans from South Indian Bank carries interest @ 14% p.a. (floating rate). The term loans are repayable in 24 to 60 monthly installments beginning from the date of loan. The loan is primarily secured against the hypothecation of Plant & Machinery and is also secured by way of collateral security of the personal assets of the directors of the company as well as the immovable properties held in the name of the company. The said term loan is further secured by way of personal guarantee of the Directors and their relatives.
- 3.2 The hypothecation loans from Kotak Mahindra Prime Ltd. is secured against the Vehicles, which is repayable in 24 to 60 monthly installments.
- 3.3 The mortgage loan from Kotak Mahindra Bank Ltd. carries interest @ 12% p.a.. The said loan is repayable in 120 monthly installments beginning from the date of loan. The loan is secured against the mortgage of Shop No. 901 & 914, Rajhans Complex, Ring Road, Surat belonging to the company.
- 3.4 The Business loan from ICICI Bank Ltd. carries interest @ 15.50% and is repayable in 36 monthly installments.
- 3.5 The Business loan from Kotak Mahindra Bank Ltd. carries interest @ 16.65% and is repayable in 36 monthly installments.
- 3.6 The Business loan from Bajaj Financial Service Ltd. carries interest @ 19.50% and is repayable in 36 monthly installments.
- 3.7 The Business loan from Tata Capital Financial Services Ltd. carries interest @ 17% and is repayable in 36 monthly installments.
- 3.8 The directors of the company has given their personal guarantee for all the business loans.
- 3.9 The closing balances of unsecured loans are subject to confirmation however, the Directors have certified the respective balances. Interest @ 12% p.a. has been paid on unsecured loans during the current year.

	As at 31-03-2017 Amount in `	As at 31-03-2016 Amount in `
4 DEFERRED TAX LIABILITY		
Deferred Tax Liability	5,08,999	5,21,299
Less : Provision(Reversal) for the year	3,59,431	-12,300
Total	8,68,430	5,08,999
5 LONG TERM PROVISIONS		
<u>Gratuity Provision</u>		
Opening Balance	6,52,111	-
Add: Provision made during the Year	1,15,500	6,52,111
Total	7,67,611	6,52,111
5.1 The Company's liability towards gratuity to its employees is provided on the basis of an actuarial valuation basis. Actuarial gains and losses are recognised in full in the statement of profit and loss in the year in which they occur.		
6 SHORT TERM BORROWINGS		
Cash Credit Facilities with South Indian Bank	9,45,29,069	9,50,49,334
Overdraft with Bajaj Finance Ltd	20,00,000	-
Overdraft with South Indian Bank	1,10,97,248	1,09,78,337
Buyer's Credit facilities from Banks	13,13,13,942	12,41,66,247
L.C. Account with ICICI Bank Ltd.	-	24,43,438
Total	23,89,40,259	23,26,37,355
6.1 The Company has availed cash credit facility from the South Indian Bank which is secured against the hypothecation of stock and book debts and FDRs of the company as also the personal guarantee of the directors of the company. The said facility is also secured by way of collateral security in the form of pledge of LIC policies of directors and their family members and registered mortgage of the immovable properties held in the name of the company. The company has availed overdraft facility from South Indian Bank which is secured against the fixed deposits belonging to the company. The company has availed overdraft facility from Bajaj Finance Ltd. which is secured against the personal guarantee of directors of the company.		
7 TRADE PAYABLES		
Sundry Creditors	5,68,28,059	5,89,39,273
Total	5,68,28,059	5,89,39,273
8 OTHER CURRENT LIABILITIES		
Current Maturities of Long-Term Debts	1,38,66,479	1,43,33,558
TDS Payable	3,57,092	5,53,302
Statutory Dues Payable	19,60,152	8,79,306
Other Payables	16,100	16,889
Total	1,61,99,823	1,57,83,055
9 SHORT TERM PROVISIONS		
<u>Provisions for</u>		
- Income Tax	16,20,612	12,59,453
- Expenses	10,96,410	2,62,983
Total	27,17,022	15,22,436

	As at 31-03-2017 Amount in `	As at 31-03-2016 Amount in `
11 NON-CURRENT INVESTMENTS		
Investment in Equity Share of Rajhans Owner Co. Op. Soc.	510	510
Total	510	510
11.1 The above investments has been valued at cost price.		
12 LONG TERM LOANS AND ADVANCES		
Deposits	14,45,092	11,72,692
Advance against Capital Expenditure	13,70,871	60,96,291
Other Advances (Recoverable in cash or kind or for value to be received)	72,58,620	35,70,267
Total	1,00,74,583	1,08,39,249
13 OTHER NON-CURRENT ASSETS		
Deferred Revenue Expenses	46,08,827	-
Total	46,08,827	-
14 INVENTORIES (As taken, valued and certified by the management)		
<u>Raw Materials</u>		
- Yarn	1,95,06,741	1,79,32,127
<u>Finished Goods</u>		
- Grey Cloth including knitted fabrics	2,80,67,329	1,74,78,926
- Chemicals	3,74,010	4,56,210
<i>Sub Total</i>	2,84,41,339	1,79,35,136
Total	4,79,48,080	3,58,67,263
14.1 Inventories of raw materials is valued at cost whereas, inventories of finished goods are valued at lower of cost or market value basis.		
15 TRADE RECEIVABLES (Unsecured and Considered good)		
Over six months	1,29,29,939	6,20,57,903
Others	27,87,95,318	20,24,19,910
Total	29,17,25,257	26,44,77,813
16 CASH AND CASH EQUIVALENTS		
<u>Cash and cash equivalents</u>		
(a) Cash on Hand	3,91,275	7,30,136
(b) <u>Balance with Banks</u>		
- In Current Accounts	4,34,603	40,304
- In Fixed Deposit Accounts	4,43,08,752	3,71,80,948
Total	4,51,34,630	3,79,51,388
17 SHORT TERM LOANS AND ADVANCES (Unsecured and Considered good)		
Advance Tax & TDS	17,02,521	12,81,638
Prepaid expenses	1,44,089	1,32,586
Other Advances (Recoverable in cash or kind or for value to be received)	1,60,674	7,27,391
Total	20,07,284	21,41,615

10 FIXED ASSETS :

Sr. No.	Particulars	<i>(Amount in Rupees)</i>									
		As on 01-04-16	GROSS Additions	BLOCK Deductions	As on 31-03-17	As on 01-04-16	DEPRECIATION For the Year	Deductions	As on 31-03-17	NETBLOCK As on 31-03-17	As on 31-03-2016
1	Land	11,83,936	-	-	11,83,936	-	-	-	-	11,83,936	11,83,936
2	Building	1,58,45,916	70,04,876	-	2,28,50,792	27,88,931	11,71,263	-	39,60,193	1,88,90,599	1,30,56,985
3	Plant and Machinery	4,96,13,764	6,90,785	-	5,03,04,549	1,19,48,592	43,30,340	-	1,62,78,931	3,40,25,618	3,76,65,173
4	Rajhans Shop	64,83,313	-	-	64,83,313	15,26,356	2,30,063	-	17,56,419	47,26,894	49,56,957
5	Furniture & Fixture	38,63,741	34,625	-	38,98,366	18,30,489	3,47,736	-	21,78,225	17,20,141	20,33,252
6	Motor Car	1,33,26,207	-	11,38,314	1,21,87,893	76,06,628	13,85,519	7,33,030	82,59,117	39,28,776	57,19,579
7	Computer	2,13,510	60,300	-	2,73,810	1,90,568	46,253	-	2,36,821	36,989	22,942
8	Vehicles	58,497	-	-	58,497	48,736	1,843	-	50,579	7,918	9,761
9	Office Equipments	15,66,469	-	-	15,66,469	6,01,063	4,62,088	-	10,63,151	5,03,318	9,65,406
10	Electrifications	38,58,881	4,14,222	-	42,73,103	7,49,740	6,46,283	-	13,96,023	28,77,080	31,09,141
	Total	9,60,14,235	82,04,808	11,38,314	10,30,80,729	2,72,91,102	86,21,387	7,33,030	3,51,79,459	6,79,01,269	6,87,23,132
	Previous Year's Figures	6,37,50,609	4,39,72,955	1,17,09,329	9,60,14,235	2,42,66,888	91,50,283	61,26,068	2,72,91,102	6,87,23,132	-

10.1 Fixed Assets are stated at cost of acquisition less depreciation.

10.2 Depreciation on fixed assets is calculated on Written Down Value Method. The depreciation for the respective assets has been computed on the basis of their useful life as specified in Schedule II to the Companies Act, 2013, in accordance with the information and explanations as provided to us by the management of the company.

10.3 The carrying amounts of the company's assets are reviewed at each balance sheet date. If any indication of impairment exists, an impairment loss is recognized to the extent of the excess of the carrying amount over the estimated recoverable amount.

Notes on Financial Statements for the year ended 31st March, 2017

	For the period ended on 31-03-2017 Amount in `	For the year ended on 31-03-2016 Amount in `
18 REVENUE FROM OPERATIONS		
Sales		
<u>Local</u>		
- Yarn	61,73,04,444	51,00,48,838
- Grey Cloth	46,71,51,114	25,40,51,730
- Knitted Fabrics	8,46,39,468	8,30,49,344
- Chemicals	83,097	62,742
- Machinery - Highseas	-	29,39,571
	1,16,91,78,123	85,01,52,225
<u>Export:</u>		
- Grey Cloth	-	74,71,249
<i>Sub Total</i>	-	74,71,249
<u>Income from operations</u>		
- Job Work Income	1,16,511	9,15,445
- Brokerage Income	51,49,315	42,72,632
<i>Sub Total</i>	52,65,826	51,88,077
Total	1,17,44,43,949	86,28,11,551
19 OTHER INCOME		
Interest Income	8,000	61,370
Interest on Bank FDRs	30,50,151	32,77,114
Total	30,58,151	33,38,484
20 COST OF MATERIAL CONSUMED		
<u>Yarn</u>		
Opening stock	1,79,32,127	1,45,37,503
Add: Purchases	3,30,66,971	3,02,42,530
	5,09,99,098	4,47,80,033
Less: Closing stock	1,95,06,741	1,79,32,127
<i>Sub Total</i>	3,14,92,357	2,68,47,906
<u>Purchases of</u>		
- Filament Yarn	57,52,51,334	49,62,16,224
- Grey Cloth	45,87,23,859	25,35,70,030
- Knitted Fabrics - mfg	4,08,93,392	2,16,13,833
- Machinery - Highseas	-	28,83,180
<i>Sub Total</i>	1,07,48,68,585	77,42,83,267
Total	1,10,63,60,942	80,11,31,173
21 CHANGE IN INVENTORIES OF FINISHED GOODS		
<u>Opening Stock of</u>		
- Grey Cloth	1,74,78,926	1,21,46,992
- Chemicals	4,56,210	7,80,900
<i>Sub Total</i>	1,79,35,136	1,29,27,892
Less: <u>Closing Stock of</u>		
- Grey Cloth including knitted fabrics	2,80,67,329	1,74,78,926
- Chemicals	3,74,010	4,56,210
<i>Sub Total</i>	2,84,41,339	1,79,35,136
Total	(1,05,06,203)	(50,07,244)

Notes on Financial Statements for the year ended 31st March, 2017

	For the period ended on 31-03-2017 Amount in `	For the year ended on 31-03-2016 Amount in `
22 EMPLOYEE BENEFIT EXPENSE		
Wages & Salaries	1,05,89,658	78,68,546
Staff Salary Expenses	40,75,056	35,95,599
Director's Remuneration	6,00,000	3,00,000
Provision for Gratuity	1,15,500	1,11,500
Total	1,53,80,214	1,18,75,645
23 FINANCIAL COST		
Bank Interest	1,77,54,992	1,61,61,890
Bank charges and commission	43,04,061	37,53,345
Loan Processing Charges	7,72,274	7,77,719
Other Interest	39,14,406	48,76,565
Total	2,67,45,733	2,55,69,519
24 DEPRECIATION AND AMORTIZATION EXPENSE		
Depreciation	86,21,387	91,50,283
IPO & Consulting Expenses	19,61,003	-
Total	1,05,82,390	91,50,283
25 OTHER EXPENSE		
(a) <u>Operating Expenses</u>		
Job Work Expenses	8,73,908	4,39,121
Factory Expense	9,44,440	9,82,774
Power & Fuel Expenses	33,83,278	21,47,394
Machinery Repairs & Millgin Expenses	8,23,650	10,12,094
Machinery Rent Expenses	4,32,000	8,00,000
	64,57,276	53,81,383
(b) <u>Administrative Expenses</u>		
Advertisement and Sales Promotion Expenses	1,37,660	1,06,895
Auditors' Remuneration	1,38,000	1,37,400
Brokerage & Commission Expenses	19,19,394	18,84,789
Clearing, Forwarding & Export Expenses	11,64,327	14,78,209
Communication Expenses	2,82,393	2,78,081
Donations Expenses	-	17,000
Insurance Expenses	3,62,187	3,99,307
Legal and Professional Fees	11,09,842	5,66,105
Office Expenses	5,58,873	5,17,017
Printing and Stationery Expenses	2,14,534	1,00,590
Packing Expenses	1,26,070	1,35,628
Rent, Rates and Taxes	60,795	47,467
Conveyance, Travelling & Transportation Expenses	23,81,895	24,41,402
VAT Expenses	77,33,373	60,38,300
Loss on Sale of Assets	90,284	42,261
	1,62,79,627	1,41,90,451
Total	2,27,36,903	1,95,71,834

26 Corporate Information

Titanium Ten Enterprise Limited (the company) is a public limited company, incorporated under the provisions of the Companies Act, 1956. As on 31st March, 2016 Titanium Ten Enterprise Limited was a Private Limited Company. The Company was converted into public limited on 02-06-2016 and also got listed on BSE SME on 14-07-2016. The company is engaged in the business of Trading and manufacturing of yarn, grey cloth, knitted fabrics, chemicals and acting as commission agent.

27 Significant Accounting Policies & Notes on Financial Statements

(a) Basis of Accounting

The Financial Statement of the company have been prepared in accordance with generally accepted accounting principles in India. The company has prepared these financial statement to comply in all material respects with the Accounting Standards notified under the Companies (Accounting Standard) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 2013. The financial statements have been prepared on accrual basis and under the historical cost convention method. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

(b) Use of Estimates

The preparation of the financial statement in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that effect the reported amounts of revenues, expenses, assets and liabilities at the end of the reporting year. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustments to the carrying amounts of assets or liabilities in future period.

(c) Prior period Items

Previous years adjustments are on account of payment of taxes, duties, interest etc., of earlier years due to short / excess provision thereof etc. and the provision for ascertained liability of gratuity of earlier years in the previous year; which has been shown under the head 'Exceptional Items.'

(d) Recognition of Income and Expenditure

All incomes and expenditures are accounted on accrual basis as per the guidelines as stated in AS-9 (Revenue Recognition) i.e. once it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

(e) Employee Benefits

Contribution to employee's benefit funds remitted to statutory authority is charged to revenue. Liability in respect of Gratuity of employees of the company is provided for as per actuarial valuation as at the current year ended. Actuarial gains and losses are recognised in full in the statement of profit and loss, in the year in which they occur.

(f) Borrowing Cost

The total borrowing cost on the acquisition of fixed assets if pertaining to the period up to the date on which the said fixed assets have been put-to-use, has been capitalized in the respective fixed assets and the cost for the period after the said fixed assets have been put-to-use has been debited to the Profit and Loss Account.

(g) Segment Reporting

The company has only one business segment and geographical segment. Therefore there is no separate reportable segment as per AS-17.

(h) Dues to small scale and ancillary undertakings

The company is not in a position to identify amount of balances due to Small Scale Industrial (SSI) undertakings in absence of sufficient information from suppliers, regarding their status as SSI undertakings.

(i) Related Party Disclosure

As per Accounting Standard 18, the disclosures of transactions with the related parties for the current period are given below.

(i) List of related parties and description of relationship

Sr. No.	Description of relationship	Names of related parties
1	Associate Concerns	(i) M/s. Tejus (ii) M/s. Titanuim Venture
2	Key Management Personnel	(i) Shri Rohitkumar H. Kapadia (ii) Smt. Ilaben R. Kapadia
3	Relative of Key Management Personnel	(i) Shri Tejus R. Kapadia (ii) Rohit Kapadiya HUF (iii) Shalu Kapadiya

Significant Accounting Policies & Notes on Financial Statements for the year ended 31st March, 2017

(ii) Transactions made during the year with the related parties.(a) Associate Concerns

During the year under consideration there was no transactions with the associate concern.

Sr. No.	Name of the associate concern	Nature of Transaction	Amount
1	M/s. Titanium Venture	Purchase Machinery Rent Expense Job Work expenses	7,81,82,877 4,32,000 5,51,412

(b) Key Management Personnel

Sr. No.	Name of the related party	Nature of Transaction	Amount
1	Shri Rohitkumar H. Kapadia	Directors' Remuneration Interest Unsecured Loan Received Unsecured Loan Repaid	6,00,000 1,09,308 83,05,000 1,24,80,000
2	Ilaben R. Kapadia	Interest Unsecured Loan Received Unsecured Loan Repaid	4,40,993 3,15,70,000 3,01,00,000

(c) Relative of Key Management Personnel

Sr. No.	Name of the related party	Nature of Transaction	Amount
1	Shri Tejus R. Kapadia	Salary	4,20,000
2	R H Kapadiya HUF	Interest	2,68,229
3	Shalu Kapadiya	Interest	15,906

(j) Calculation of Earning per Share

Particulars	Current Year	Previous Year
(i) Net Profit (Loss) after tax (₹)	42,22,079	20,15,169
(ii) No. of Shares (Face Value of ₹ 10/- per Share)	67,28,507	2,64,039
(iii) Basic EPS (₹)	0.63	7.63
(iii) Diluted EPS (₹)	0.73	7.63

(k) Taxation

Tax comprises of Current tax and Deferred tax. Current tax in the books is recognised as per the provisions of Income Tax Act, 1961. Deferred Tax Liability / Asset is recognised as per AS-22 (Accounting for Taxes on Income) arising out of temporary timing differences. As per AS-22 "Accounting for Taxes and Income" issued by ICAI, company has created the deferred tax liability of Rs. 3,59,431/- (Previous Year - recognised deferred tax asset of Rs. 12,300/-) on account of timing difference attributable to the claim of depreciation.

(l) Impairment of Assets

The carrying amounts of the company's assets are reviewed at each balance sheet date. If any indication of impairment exists, an impairment loss is recognized to the extent of the excess of the carrying amount over the estimated recoverable amount.

(m) Provisions, Contingent Liabilities and Contingent Assets

The Company claims to have no Contingent liability and hence, it is not provided for in the books of accounts. However, the company has issued counter guarantees to the bank against guarantees issued by the bank against Export Obligation aggregating to Rs. 7.61 lacs as at the year end. (Previous Year : Rs. 7.61 lacs).

Significant Accounting Policies & Notes on Financial Statements for the year ended 31st March, 2017

(n) Detail of Specified Bank Notes (SBN) held and transacted during the demonetization period

The detail of specified bank notes (SBN) held and transacted by the company during the period from 08-11-2016 to 30-12-2016 is given in the following table.

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 08-11-2016	53,24,000	1,138	53,25,138
Add : Permitted receipts	-	1,36,250	1,36,250
Less : Permitted payments	-	1,11,509	1,11,509
Amount deposited in banks	53,24,000	350	53,24,350
Closing cash in hand as on 30-12-2016	-	25,529	25,529

(o) Previous Year's Figures

Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

(p) Additional informations

	Current Year	Previous Year
(i) <u>Auditor's Remuneration :</u>		
- For Audit & Taxation Matters	1,38,000	1,37,400
- For Company Law Matters	-	-
- For Other Services	2,30,000	-
Total	3,68,000	1,37,400

	Current Year	Previous Year
	(` in Lacs)	(` in Lacs)
(ii) Value of Imports on C.I.F. basis	2742.55	2147.51
(iii) Expenditure in foreign currency during the Year	1.37	0.38
(iv) Earning in Foreign Currency during the Year	43.15	74.71
(v) <u>Imported and Indigenous Purchase of Materials</u>		

	Current Year		Previous Year	
	(` in Lacs)	(%)	(` in Lacs)	(%)
- Imported	2,742.55	24.75%	2,147.51	26.69%
- Indigenous	8,336.80	75.25%	5,897.75	73.31%
Total	11,079.36	100.00%	8,045.26	100.00%

For and on behalf of the Board
Titanium Ten Enterprise Limited

Director Director

Place : Surat
Date : 29-05-2017

As per our report of even date
For DSI & Co.
Chartered Accountants
ICAI FRN 127226W

Dharan Shah
Partner
Membership No. 140410

Place : Surat
Date : 29-05-2017

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.

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

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**