



TITAANIUM TEN ENTERPRISE LIMITED

CIN : L52100GJ2008PLC055075

Regd. Office: Shop No. 901/914, 9th Floor, Rajhans Complex, Ring Road, Surat - 395002, GJ
Phone: 0261-2320240, email: compliance01titaanium@gmail.com, website: www.titaaniumten.co.in

06/09/2023

To,
BSE Limited,
PhirozeJeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400001
Script Code: 539985
ISIN :INE120V01014

Dear Sir/Madam,

Subject: Notice of 15th Annual General Meeting ("AGM") of Titaanium Ten Enterprise Limited ("the Company") for the Financial Year 2022-2023

As required under Regulation 30 and Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we herewith submit the Notice convening the 15th Annual General Meeting ("AGM") of Titaanium Ten Enterprise Limited scheduled to be held on Saturday, September 30, 2023 at 11.00 A.M. (IST) at Registered Office of the Company situated at Shop No. 901/914, Rajhans Complex, 9th Floor, Ring Road, Surat – 395002, Gujarat, India.

Notice of the 15th Annual General Meeting along with Annual Report for Financial Year 2022-23 is being sent only by electronic mode to those shareholders whose e-mail address is registered with the Company/ Registrar and Transfer Agent of the Company /Depository Participants. The Notice of Annual General Meeting and Annual Report for the Financial Year 2022-23 is also available on the website of the Company at www.titaaniumten.co.in.

You are requested to take the above information on record.

Thanking You

Yours Faithfully,

For TITAANIUM TEN ENTERPRISE LIMITED

Asha Sharma

Company Secretary and Compliance Officer

ICSI Membership No.: A71977

Encl.: Notice of 15th Annual General Meeting



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NOTICE OF 15th ANNUAL GENERAL MEETING

NOTICE is hereby given that **15th Annual General Meeting** of the members of **TITAANIUM TEN ENTERPRISE LIMITED** will be held at Registered Office of the Company situated at Shop No. 901/914, Rajhans Complex, 9th Floor, Ring Road, Surat – 395002, Gujarat, India on **Saturday, the 30th Day of September, 2023 at 11:00 a.m.** to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements and Report of Board of Directors:

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023 together with the Reports of the Board of Directors and the Auditors thereon and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023 together with the Reports of the Board of Directors and the Auditors thereon be and are hereby adopted”.

2. Appointment of Mrs. Ilaben Rohitkumar Kapadia as a Director liable to retire by rotation:

To appoint a Director in place of Mrs. Ilaben Rohitkumar Kapadia, Director (DIN: 03507916), who retires by rotation pursuant to the Section 152(6) of Companies Act, 2013 and being eligible, offers herself for re-appointment and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 152(6) and all other applicable provisions, if any, of the Companies Act, 2013, Mrs. Ilaben Rohitkumar Kapadia, Director (DIN: 03507916), who retires by rotation at this Annual General Meeting, be and is hereby re-appointed as Director of the Company.”

SPECIAL BUSINESS

3. Reappointment of Mr. Kantilal Balubhai Patel (DIN : 7946752) as an Independent Director of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies



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(Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, **Mr. Kantilal Balubhai Patel (DIN: 7946752)**, who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from October 4, 2017 upto March 31, 2022 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed there under and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from April 1, 2022 upto March 31, 2027 (both days inclusive).
"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

4. Reappointment of Mrs. Nidhi Jigar Joshi (DIN: 07500523) as an Independent Director of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, **Mrs. Nidhi Jigar Joshi (DIN: 07500523)**, who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from May 5, 2016 upto March 31, 2021 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed there under and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from April 1, 2021 upto March 31, 2026 (both days inclusive).



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“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

By Order of the Board of Directors
TITAANIUM TEN ENTERPRISE LIMITED

Place: Surat
Date: 05/09/2023

SHHALU TEJAAS KAPADIA
(DIRECTOR)
(DIN: 02298855)

NOTES:

1. The Company is listed with BSE on SME platform.
2. The relevant details as required under Regulation 36(3) and 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment / re-appointment as Director as mentioned under Item No. 2 of the Notice is annexed thereto.
3. A Member entitled to attend and vote at an Annual General Meeting (AGM) is entitled to appoint proxy/proxies to attend and vote instead of himself/herself. Such proxy/proxies need not be a Member of the Company.

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



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of the Companies, Societies etc. must be supported by an appropriate resolution/authority letter as applicable, on behalf of the nominating organization.

The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed not less than 48 hours before the commencement of the Meeting. A proxy form is annexed herewith.

4. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.
5. Only Bonafide Members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slip duly filled and signed will be permitted to attend the Meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 23rd September, 2023 to Saturday, 30th September, 2023 (both days inclusive) for AGM.
8. Members may please note that no gifts, gift coupons, or cash in lieu of gifts will be distributed at meeting, in compliance with Section 118(10) of the Companies Act, 2013 and the Secretarial Standards issued by Institute of Company Secretaries of India.
9. The Members, holding shares in dematerialized form may intimate any change in their addresses or bank details/mandates to their Depository Participants (DP) immediately.
10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
11. Non-resident Indian Shareholders are requested to inform to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately about the following:
 - a. The change in the residential status on return to India for permanent settlement.



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- b. The particulars of the NRE account with a Bank in India, with complete name of the Bank, branch address, account type and account number with MICR code, if not furnished earlier.
12. A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her queries to the Company on registered email id.: kapadiatraders@hotmail.com/ compliance01titaanium@gmail.com at least seven days prior to the meeting so that the required information can be made available at the Meeting.
13. Electronic copy of the Annual Report 2022-23 is being sent to those Members whose email address is registered with the Company / Depositories for communication purpose, unless any Member has requested for a physical copy of the same. Members may note that this Notice of AGM and Annual Report is being made available on the Company's website www.titaaniumten.co.in.
14. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide the members, a facility to exercise their right to vote on resolutions proposed to be considered at the 15th Annual General Meeting (AGM) by electronic means and the business may be transacted through E-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote E-voting") will be provided by National Securities Depository Services Limited (NSDL).
15. The facility for voting through ballot paper shall be made available at an AGM and the members attending the meeting who have not cast their vote by remote E-voting will be able to exercise their right at the meeting through ballot paper.
16. The members who have cast their vote by remote E-voting prior to an AGM may also attend the AGM but will not be entitled to cast their vote again.
17. The remote e-voting period begins on Wednesday, 27th September, 2023 at 9:00 a.m. and ends on Friday, 29th September, 2023 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 22nd September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd September, 2023.
18. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Wednesday, 27th September, 2023 at 09:00 A.M. and ends on Friday, 29th September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Friday, 22nd September, 2023**, may cast their vote



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electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, 22nd September, 2023**

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select “ Register Online for IDeAS Portal ” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp



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2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on NSDL



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	<p>to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user



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	ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



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6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



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General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to contact@drdcs.net with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Nipul Shah - NSDL Official) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to kapadiatraders@hotmail.com/compliance01titaanium@gmail.com
 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to kapadiatraders@hotmail.com / compliance01titaanium@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
 3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number.
19. The Chairman shall, at the meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Polling Paper for all those



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Phone: 0261-2320240, email: compliance01titaanium@gmail.com, website: www.titaaniumten.co.in

members who are present at the meeting but have not cast their votes by availing the remote e-voting facility.

20. The Board of Directors of the Company has appointed Mr. Dhiren R. Dave, Company Secretary in Practice as the Scrutinizer to conduct and provide voting and poll facility to the members at an Annual General Meeting.
21. The Scrutinizer, after scrutinizing the votes cast at the meeting (through Poll), will, not later than forty-eight (48) hours of conclusion of the Meeting, make a Consolidated Scrutinizer's Report and submit the same to the Chairman or any other person authorized by him in writing who shall declare the result of the voting forthwith. The Results declared alongwith the Consolidated Scrutinizer's Report shall be placed on the website of the Company www.titaaniumten.co.in. The results shall also be immediately forwarded to the Stock Exchange where the shares of the Company are listed.
22. Queries proposed to be raised at the AGM may be sent to the Company at its registered office at least seven days prior to the date of AGM to enable the management to compile the relevant information for replying in the meeting.
23. All documents referred to in the accompanying notice shall be open for inspection at the Registered Office of the Company situated at Shop No. 901/914, Rajhans Complex, 9th Floor, Ring Road, Surat – 395002, Gujarat between 10:00 a.m. to 5:00 p.m. on all working days, except on holidays, up to and including the date of the Annual General Meeting of the Company.
24. The route map showing directions to reach the venue of the meeting is annexed.

ANNEXURE TO NOTICE

Details of Directors seeking Appointment / Re-Appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on “General Meeting”:

Item No. 2:

To appoint a Director in place of **Mrs. Ilaben Rohitkumar Kapadia, Director (DIN: 03507916)**, who retires by rotation pursuant to the Section 152(6) of Companies Act, 2013 and being eligible, offers herself for re-appointment.

Name of the Director	Mrs. Ilaben Rohitkumar Kapadia
Director Identification Number (DIN)	03507916
Designation/Category	Chairperson and Director (Executive)



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Age	80
Date of Appointment on the Board	01-04-2011
Nationality	Indian
No. of Board Meetings attended during the year 2022-23	Four (4)
Qualifications	M.Sc.
Terms and conditions of appointment or re-appointment	1. She is the Executive Director of the Company. 2. She will be liable to retire by rotation. 3. Other terms and conditions will be applicable under mention the Appointment Letter between the Company and her
Remuneration	NIL
Shareholding in the Company	36,52,767 Equity Shares
Directorship in the other Entities	Kapadia Health Club Pvt. Ltd.
Membership/Chairmanship in Committees(Other than Titaanium Ten Enterprise Limited)	Nil
Relationship with other Director(s), Manager and KMP	Mrs. Ilaben Kapadia is the <ul style="list-style-type: none">• Mother of Mr. Tejuskumar Kapadia, CEO;and• Mother-in-law of Mrs. Shhalu Kapadia, Non-Executive Director of the Company.

The Board of Directors recommends the proposed resolutions for acceptance by members.

**By Order of the Board of Directors,
TITAANIUM TEN ENTERPRISE LIMITED**

**Place: Surat
Date: 05/09/2023**

**SHHALU TEJAAS KAPADIA
(DIRECTOR)
(DIN : 02298855)**



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ANNEXURE TO THE NOTICE

EXPLANTORY STATEMENT PURSUANT TO SECTION 149, 150 AND OTHER APPLICABLE PROVISIONS, IF ANY, READ ALONG WITH SCHEDULE IV TO THE COMPANIES ACT, 2013 (THE ACT) [INCLUDING ANY STATUTORY MODIFICATION(S) OR RE- ENACTMENT(S) THEREOF FOR THE TIME BEING IN FORCE], THE COMPANIES (APPOINTMENT AND QUALIFICATION OF DIRECTORS) RULES, 2014 AND REGULATION 17 AND ANY OTHER APPLICABLE PROVISION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 ('SEBI LISTING REGULATIONS') ON "GENERAL MEETING":

Item No. 3:

Reappointment of Mr. Kantilal Balubhai Patel (DIN : 7946752) as an Independent Director of the Company:

MR. Kantilal Balubhai Patel, Independent Director (DIN: 07946752), is currently an Independent Director of the Company, Member of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Independent Directors Committee. Mr. Kantilal was appointed as an Independent Director of the Company by the Members for a term of 5 (five) consecutive years commencing from October 4, 2017 upto March 31, 2022 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company. Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on September 2, 2023, proposed the re-appointment of Mr. Kantilal as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from April 1, 2022 upto March 31, 2027 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution. Mr. Kantilal has holds old SSC degree. The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Kantilals rich experience over the years meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Kantilal continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company. The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr.. Kantilal confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed there under and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr.. Kantilal has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his



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duties. Mr.. Kantilal has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Further, Mr. Kantilal has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mr. Kantilal has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Mr.. Kantilal is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA. In the opinion of the Board, Mr. Kantilal fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is

independent of the Management. The re-appointment of Mr. Kantilal as an Independent Director is now placed for the approval of the Members by a Special Resolution.

Item No. 4:

Reappointment of Mrs. Nidhi Jigar Joshi (DIN: 07500523) as an Independent Director of the Company:

Mrs. Nidhi Jigar Joshi, Independent Director (DIN: 07500523), is currently an Independent Director of the Company, Chairperson of the Audit Committee, Stakeholders Relationship Committee and Independent Directors Committee and Member of the Nomination and Remuneration Committee. Mrs. Nidhi was appointed as an Independent Director of the Company by the Members for a term of 5 (five) consecutive years commencing from May 5, 2016 upto March 31, 2021 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company. Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on September 2, 2023, proposed the re-appointment of Mrs. Nidhi as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from April 1, 2021 upto March 31, 2026 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution. The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mrs. Nidhis rich experience over the years meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mrs. Nidhi continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and her continued association would be of immense benefit to the Company. The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mrs. Nidhi confirming that she continues to meet the criteria of independence as



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prescribed under Section 149(6) of the Act, read with the rules framed there under and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mrs. Nidhi has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mrs. Nidhi has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Further, Mrs. Nidhi has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mrs. Nidhi has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Mrs. Nidhi is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA. In the opinion of the Board, Mrs. Nidhi fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that she is independent of the Management. The re-appointment of Mrs. Nidhi as an Independent Director is now placed for the approval of the Members by a Special Resolution.

**By Order of the Board of Directors,
TITAANIUM TEN ENTERPRISE LIMITED**

Place: Surat
Date: 05/09/2023

SHHALU TEJAAS KAPADIA
(DIRECTOR)
(DIN : 02298855)



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ATTENDANCE SLIP

[Duly filled Attendance Slip to be submitted at the Entrance of the Meeting Hall]

Name of the Registered Shareholder	
DP. Id. / Client Id. / Folio No.	
Name of Proxy [To be filled in if the Proxy attends the AGM instead of Shareholder]	
No. of Shares held	

I certify that I am a Registered Shareholder/ Proxy for the Registered Shareholder of the Company.

I hereby record my presence at the 15th Annual General Meeting of the Company being held at the Registered Office of the Company on Saturday, the 30th September, 2023 at 11:00 a.m.

Name of Shareholder/Proxy: _____

Signature of Shareholder/ Proxy: _____



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FORM NO. MGT- 11

PROXY FORM

Name of Member(s)	:	
Registered Address	:	
E-Mail ID	:	
DP. Id. / Client Id. / Folio No.	:	

I/We, being the Member of _____ Shares of the above named Company, hereby appoint.

1.	Name	
	Address	
	E-mail Id	
	Signature	or failing him / her

2.	Name	
	Address	
	E-mail Id	
	Signature	or failing him / her

3.	Name	
	Address	
	E-mail Id	
	Signature	or failing him / her

as my/our Proxy to attend and vote for me/us and on my/our behalf at the 15th AGM of the Company to be held on Saturday, the 30th September, 2023 at 11:00 a.m. at the Registered Office of the Company situated at Shop No. 901/914, Rajhans Complex, 9th Floor, Ring Road, Surat – 395002, Gujarat, and at any adjournment thereof in respect of Resolutions indicated below:

Resolution No.	Resolutions
Ordinary Business	
1	Adoption of Financial Statements and Report of Board of Directors.
2	Appointment of Mrs. Ilaben Rohitkumar Kapadia as a Director liable to retire by rotation
3	Reappointment of Mr. Kantilal Balubhai Patel (DIN : 7946752) as an Independent Director of the Company
4	Reappointment of Mrs. Nidhi Jigar Joshi (DIN: 07500523) as an Independent Director of the Company



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Affix a
Rs. 1/-
Revenue
Stamp

Signed this _____ day of _____ 2023.

Signature of Shareholder: _____ Signature of Proxy: _____

NOTE:

The proxy form duly stamped, completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding of the aforesaid meeting. The Proxy need not be a member of the Company.



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DATE OF AGM : 30-09-2023

ROUTE MAP TO THE VENUE OF THE 15TH ANNUAL GENERAL MEETING:

