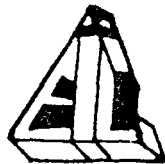


ANNUAL REPORT

2008 - 2009

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ENTERPRISE INTERNATIONAL LTD.

ENTERPRISE INTERNATIONAL LIMITED

Board of Directors

Mr. GOPAL DAS SARDA (Chairman)
Mr. ADITYA SARDA (Executive Director)
Mr. JAI NARAYAN NATHANY
Mr. ANJAN KUMAR DUTTA

Auditors :

M/S. K. M. TAPURIAH & CO.
Chartered Accountants

Bankers :

BANK OF INDIA
STATE BANK OF INDIA
CITI BANK NA
ING VYSYA BANK LTD.
ALLAHABAD BANK

Registered Office :

"Amar Sudha Building"
3rd Floor,
5A/1A, Lord Sinha Road,
Kolkata - 700 071
Ph. : 2282-5988/0870/9233

Registers & Transfer Agents :

Maheshwari Datamatics Pvt. Ltd.
6, Mangoe Lane, 2nd Floor,
Kolkata - 700 001
Ph. : 2243-5029 / 5809

ENTERPRISE INTERNATIONAL LIMITED

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 20th Annual General Meeting of the Company will be held at **BIRLA PLANETARIUM HALL, M. P. BIRLA PLANETARIUM, 96, JAWAHARLAL NEHRU ROAD, KOLKATA - 700 071** on **Friday, the 28th day of August, 2009** at 10.00 A.M. to transact the following business :

ORDINARY BUSINESS :

- 1) To receive, consider and adopt the Profit & Loss Account for the Financial Year ended 31st March, 2009 and the Balance Sheet as on that date togetherwith the Director's Report and Auditor's Report thereon.
- 2) To appoint a Director in place of Sri Aditya Sarda who retires by rotation and being eligible offers himself for re-appointment.
- 3) To appoint Auditors and to fix their remuneration.

Regd. Office :
Amarshdha Building, 3rd Floor,
5A/1A, Lord Sinha Road,
Kolkata - 700 071

By Order of the Board
For **ENTERPRISE INTERNATIONAL LIMITED**

GOPAL DAS SARDA
Chairman

Date : 27.06.2009

NOTES :

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 2) Proxies, in order to be effective should be completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 3) The Register of Members and Share Transfer Books shall remain closed from Monday, the 24th August, 2009 to Friday, the 28th August, 2009 (Both days inclusive) in connection with the **20th Annual General Meeting**.
- 4) Members desirous of obtaining any information concerning the Accounts and operations of the Company are requested to send their queries to the Company at least seven days prior to the meeting so that the required information can be made available at the Meeting.
- 5) Members attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filed in and signed and handover the same at the entrance of the hall.

ENTERPRISE INTERNATIONAL LIMITED**DIRECTORS' REPORT TO THE MEMBERS :-**

Your Directors have pleasure in presenting their Twentyth Annual Report together with Audited Accounts of the Company for the Financial year ended on 31st March, 2009.

1. FINANCIAL RESULTS

The summerised Financial results are as under :

	Year ended 31.03.2009	(Rupees in Lacs) Year ended 31.03.2008
Total Income	1731.29	1985.60
Profit before Interest		
Depreciation & Tax	3.42	7.79
Less : Interest	0.50	0.21
Profit before Depreciation & Tax	2.92	7.58
Less : Depreciation	5.23	5.12
Profit /(Loss) before Tax	(1.86)	2.46
Less : Provision for Tax	0.57	1.34
Profit /(Loss) after Tax	(2.43)	1.12
Add : Adjustment relating to earlier year taxation	0.57	0.29
Add : Surplus brought forward	133.52	132.11
Surplus carried to Balance Sheet	130.52	133.52

2. OPERATIONS :

Due to recession and wild fluctuation in exchange rates, the demand and prices of Silk Fabrics as well as Silk Yarn were very erratic. Your Company has posted a net Loss of Rs. 2.31 Lacs for the year. Efforts are being made to improve the profitability.

3. DIVIDEND :

In view of loss the Board does not recommend any dividend.

4. DIRECTORS :

Sri Aditya Sarda retires at the ensuing Annual General Meeting in accordance with the provisions of Articles of Association of the Company and being eligible offers himself for re-appointment.

5. AUDITORS :

M/s K M Tapuriah & Co., Chartered Accountant, Kolkata, the Auditors of the Company hold office until the conclusion of the forthcoming Annual General Meeting and being eligible offers themselves for re-appointment. The Company has received a letter from them to the effect that their re-appointment, if made, shall be within the limits prescribed U/s 224 (1B) of the Companies Act, 1956.

6. PERSONNEL :

Your Directors are place on record their appreciation for the dedication and contribution made by employees.

Particulars of Employees as per Section 217(2A) of the Companies Act, 1956 read with the companies (Particulars of Employees) Rules, 1975 is not furnished as there was no Employees in receipt of remuneration exceeding the limits fixed under the said provision of the Act.

7. AUDITORS REPORT :

The notes to the Accounts referred to in the Auditor's Report are self explanatory and, therefore, do not call for any further comment under Section 217(3) of the Companies Act, 1956.

ENTERPRISE INTERNATIONAL LIMITED**8. STATUTORY INFORMATION :**

The Company has no activities requiring disclosures relating to conservation of Energy etc. The Technology is indigenous based on hand process. During the year under review the earnings in Foreign Currency was Rupees NIL and the Expenditure in Foreign Currency was Rs. 1300.53 Lacs.

9. DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to the Provisions of Sub-Section (2-A) of Section 217 of the Companies Act, 1956, your Directors confirm :

- i) That in the preparation of the Annual Accounts, the applicable Accounting standards had been followed alongwith proper explanation relating to material departures;
- ii) That the accounting Policies selected had been applied consistently and judgements and estimates made 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 on 31st March, 2009 and of the Loss of the Company for that year;
- iii) That proper and sufficient care had been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- iv) That the annual accounts had been prepared on a going concern basis.

10. SECRETARIAL COMPANY CERTIFICATE :

Pursuant to provision of Section 383 A (1) of the Companies Act, 1956, the Company has obtained Secretarial Compliance Certificate from a Company Secretary in whole time practice. A copy of the Compliance Certificate is annexed herewith with the Directors Report.

11. DEMATERIALIZATION OF SHARES :

The Company has tied up with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialization of shares. The ISIN No. allotted to the Company is INE439G01019. Investor can exercise dematerialization of shares through a recognised Depository Participant (DP) who is connected to NSDL or CDSL.

12. ACKNOWLEDGEMENT :

Your Directors would like to place on record their sincere appreciation for the support and continued co-operation extended by Government Authorities, the Shareholders, Banks, Customers.

For and on behalf of the Board

Place : Kolkata

GOPAL DAS SARDA

Date : 27.06.2009

Chairman

Information required to be furnished under the listing Agreement.

The names and Address of the Stock Exchanges where Company's share are listed.

1. The Kolkata Stock Exchange Association Ltd.
7, Lyons Range, Kolkata 700001
2. The Stock Exchange, Mumbai,
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001

The listing fees for the year 2008-2009 has ben paid in time to all the Stock Exchanges.

ENTERPRISE INTERNATIONAL LIMITED

BABU LAL PATNI
COMPANY SECRETARY

51, NALINI SETT ROAD
5th FLOOR, ROOM NO. 19
KOLKATA 700007
TEL. NO :2259-7715/6

COMPLIANCE CERTIFICATE

Registration No. of the Company : 21-47832
Nominal Capital : Rs.35000000/-

To
The Members,
Enterprise International Limited
"Amarsudha Building"
3rd Floor
5A/1A, Lord Sinha Road
Kolkata - 700071

I have examined the registers, records, books and papers of ENTERPRISE INTERNATIONAL LIMITED (the Company) as required to be maintained under the Companies Act, 1956 (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2009 (financial year). In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year.

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made thereunder and all the entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder except as otherwise stated.
3. The Company being a public limited company, comments are not required.
4. The Board of Directors duly met FIFTY ONE times respectively on 01.04.08, 10.04.08, 11.04.08, 23.04.08, 28.04.08, 30.04.08, 07.05.08, 09.05.08, 15.05.08, 16.05.08, 20.05.08, 21.05.08, 23.05.08, 31.05.08, 03.06.08, 13.06.08, 16.06.08, 25.06.08, 30.06.08, 01.07.08, 15.07.08, 31.07.08, 01.08.08, 16.08.08, 18.08.08, 26.08.08, 30.08.08, 05.09.08, 15.09.08, 23.09.08, 30.09.08, 13.10.08, 15.10.08, 16.10.08, 29.10.08, 31.10.08, 03.11.08, 11.11.08, 14.11.08, 15.11.08, 21.11.08, 29.11.08, 01.12.08, 15.12.08, 05.01.09, 09.01.09, 15.01.09, 21.01.09, 30.01.09, 30.03.09 and 31.03.09 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members from 12th September, 2008 to 17th September, 2008 and necessary Compliance of section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on 31st March, 2008 was held on 17th September, 2008, after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra-Ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loans to its directors or persons or firms or Companies referred to under Section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of section 297 of the Act.
10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the Company has not obtained any approvals from the Board of Directors Members or Central Government.

ENTERPRISE INTERNATIONAL LIMITED

12. The Company has not issued any duplicate share Certificate during the financial year.
13. i. The Company has delivered all the certificates on lodgement thereof for transfer / transmission or any other purpose in accordance with the provisions of the Act. There was no allotment of securities during the financial year.
- ii. The Company has not deposited any amount in separate bank account as no dividend was declared during the financial year.
- iii. The Company was not required to post warrants to any member of the Companies as no dividend was declared during the financial year.
- iv. The Company has not transferred a sum of Rs. 70570, lying in application money due for refund which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.
- v. The Company has duly complied with the requirements of section 217 of the Act.
14. The Board of Directors is duly constituted and the appointment of directors, additional directors, alternate directors and directors to fill casual vacancy have been duly made.
15. The appointment of Whole-time Directors has been made in Compliance with the provisions of section 269 read with Schedule XIII of the Act.
16. The Company has not appointed any sole selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of companies and/ or such authorities prescribed under the various provisions of the Act.
18. The Directors have disclosed their interest in the other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any shares, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. The Company has not issued any Preference Shares or Debentures.
22. There were no transactions necessitating the Company to keep in abeyance any rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of section 58A during the financial year.
24. The Company has not made any borrowings during the financial year ended 31st March, 2009.
25. The Company has made loans and investments in compliance with the provisions of the Act and has made necessary entries in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum with respect of situation of the Company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the financial year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to share capital during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year.
31. There was no prosecution initiated against or show cause notices received by the Company, during the financial year for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The Company has not deducted any Contribution towards Provident Fund during the financial year.

PLACE: KOLKATA
DATED : 27.06.2009

Signature:
Name of the :BABU LAL PATNI
Company Secretary
C.P.No : 1321

ENTERPRISE INTERNATIONAL LIMITED

ENTERPRISE INTERNATIONAL LIMITED
ANNEXURE 'A'
LIST OF REGISTERS MAINTAINED BY THE COMPANY

<u>S.N</u>	<u>PARTICULARS</u>	<u>UNDER SECTION</u>
01.	Register of Charges	143
02.	Register of Members	150
03.	Index of Members	151
04.	Directors' Minute Book	193
05.	Shareholders' Minute Book	193
06.	Register of Contracts (Part I)	301
07.	Register of Contracts (Part II)	301
08.	Register of Directors	303
09.	Register of Directors Shareholdings	307
10.	Register of Investments	372A
11.	Register of Transfer.	

ANNEXURE 'B'

Forms and Returns as filed by the Company with Registrar of Companies Regional Director, Central Government or other authorities during the financial year ended 31st March, 2009.

S.N.	Form No./Return	Filed Under Section	For	Date of filing	Whether filed within prescribed Time YES/NO	If delay in filing whether requisite additional fee paid YES/NO
01.	Form No 23AC	220	Balance Sheet as at 31.03.2008	16.10.08	YES	N.A.
02.	Form No 20B	159	Annual Return made upto 17.09.2008	16.12.08	NO	YES
03.	FormNo25C	269 & Schedule XIII	Appointment Whole-time Director	26.06.08	YES	N.A.
04.	FormNo25C	269 & Schedule XIII	Appointment Whole-time Director	26.06.08	YES	N.A.
05.	Form No 32 dt. 15.03.08	303	Appointment of Director	05.04.08	YES	N.A
06.	Form No 32 dt. 04.12.08	303	Resignation of Director	27.12.08	YES	N.A