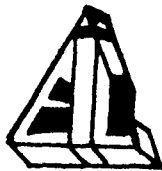


# **ANNUAL REPORT**

**2010 - 2011**



**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  
Mr. SHIBNATH MAZUMDAR

### **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 :**

"MALAYALAY"  
UNIT NO. 2A(S), 2ND FLOOR  
3, Woodburn Park, Kolkata - 700 020  
Ph. : 40447872 / 8394  
Fax : 40448615  
E-mail : [contact@eilgroup.com](mailto:contact@eilgroup.com)

### **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 22nd 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 **Wednesay, the 21st day of September, 2011** 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, 2011 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 Gopal Das Sarda who retires by rotation and being eligible offer himself for re-appointment.
- 3) To appoint Auditors and to fix their remuneration.

### **SPECIAL BUSINESS :**

#### **4) Issue of 1,40,000 Equity Shares To Promoters**

To consider and if thought fit to pass with or without modification(s), the following Resolution as an special Resolution ;

"RESOLVED THAT pursuant to that to the provisions of section 81(IA) and all other applicable provisions, if any, of the Companies Act, 1956 (including statutory modification(s), amendments or re-enactment thereof) and in accordance with the enabling provisions in the Memorandum and Articles of Association of the company and the Listing Agreement entered into between the Company with the stock Exchanges where the shares of the Company are listed, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, the subsisting guidelines, regulations and clarifications issued by the Government of India, Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI) or any other relevant authority and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to the Board of Directors of the Company, consent of the Company be and is hereby accorded to the Boards of Directors of the Company and/or a duly authorized Committee thereof for the time being exercising the powers conferred by the Board of Directors (hereinafter referred to as the Board") in its absolute discretion, to offer/issue and allot not more than 1,40,000 (one Lakh forty thousand) Equity Share of Rs.10/- each, at par to the Promoters of the Company as mentioned in the Explanatory Statement, on a preferential basis, as the Board may in its absolute discretion decide, on such terms and conditions, as the Board considers fit, subject to the following :

## ENTERPRISE INTERNATIONAL LIMITED

- i. The Equity Shares to be offered and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- ii. The Equity Shares to be allotted shall rank pari-pasu with the existing Equity Shares of the Company in all respect including rights to vote and dividend.
- iii. The allotment of Equity Shares to be allotted shall be subject to the lock-in-clause as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations 2009.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer/issue, allotment and utilization of the proceeds.

FURTHER RESOLVED THAT the Board is hereby authorized to accept such terms and conditions as the Government of India, SEBI, RBI, Financial Institutions and/or Stock Exchanges may stipulate in that behalf.

FURTHER RESOLVED THAT the Board is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any Director or Directors or any other officers(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution."

- 5) To consider and if thought fit to pass with or without modification, the following Resolution as an ordinary Resolution;

"RESOLVED THAT Sri Shibnath Mazumdar, who was appointed as an Additional Director of the Company be and is hereby appointed as a Director of the Company liable to retirement by rotation.:

Regd. Office :

"MALAYALAY"

UNIT NO. 2A(S), 2ND FLOOR

3, Woodburn Park, Kolkata - 700 020

By Order of the Board

For ENTERPRISE INTERNATIONAL LIMITED

Date : 27.05.2011

**GOPAL DAS SARDA**  
Chairman

## ENTERPRISE INTERNATIONAL LIMITED

### 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 Thursday, the 15th September, 2011 to Wednesday, the 21st September, 2011 (Both days inclusive) in connection with the **22nd 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.

### EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

#### 1. Resolution 4

#### **Issue of 1,40,000 Equity Shares to Promoters**

It is proposed to offer, issue and allot not more than 1,40,000 Equity Share of Rs.10/- each, at par on a preferential basis vide Resolution No. 4 of the Notice.

**The information as required in terms of Regulation 73 of the SEBI (issue of Capital & Disclosure Requirements) Regulations 2009 are given below :-**

#### **a) Objects of the issue :**

The object of the issue is to augment the working capital requirements of the Company and to enhance the business model of the Company.

#### **b) Intention of the Promoters to subscribe to the Equity Shares :**

The Promoters/Promoter Group/Proposed allottees as mentioned below had conveyed to the Company in writing of their respective intention to subscribe to the Equity Share on preferential basis.

# ENTERPRISE INTERNATIONAL LIMITED

Sl. No.	Name of the Proposed Allottee (s)	Maximum Number of Shares to be allotted
1.	Smt. Rishu Sarda	1,40,000
	Total	1,40,000

## c) Shareholding pattern before and after the Issue :

The information on shareholding pattern before and after the preferential issue is given hereunder.

CATEGORY	Pre-Issue		Issue	Post-Issue	
	No. of Shares	%	No. of Shares	No. of Shares	%
<b>A. Promoters Holding</b>					
<b>1. Indian Promoters</b>					
Individuals / Hindu Undivided Family	493424	16.4475	140000	633424	20.1727
Bodies Corporate					
<b>Sub Total - A</b>	<b>493424</b>	<b>16.4475</b>	<b>140000</b>	<b>633424</b>	<b>20.1727</b>
<b>B. Public Shareholding</b>					
<b>1. Institutions</b>					
(a) Mutual Funds / UTI	—	—	—	—	—
(b) Central Government / State Government (s)	—	—	—	—	—
<b>Sub Total - B.1</b>					
<b>B.2. Non - Institutions</b>					
(a) Bodies Corporate	1086179	36.206	—	1086179	34.5917
(b) Individuals - Resident	1420342	47.3447	—	1420342	45.2338
Any Other	55	.0018	—	55	.0017
<b>Sub Total - B.2</b>	<b>2506576</b>	<b>83.5525</b>	<b>—</b>	<b>2506576</b>	<b>79.8273</b>
<b>Total Public Shareholding</b>					
<b>Grand Total A+B</b>	<b>3000000</b>	<b>100</b>	<b>140000</b>	<b>3140000</b>	<b>100</b>

**Note :** The above post Issue Shareholding Pattern is based on the assumption of full subscription of the Equity Shares

## ENTERPRISE INTERNATIONAL LIMITED

**d) Proposed time within which the allotment shall be completed :**

The allotment shall be completed within 15 days from the date of passing of the resolution in the general meeting.

**e) Issue Price :**

The Issue price of the Equity Shares to be allotted has been determined as per Chapter VII of SEBI (Issue of capital and Disclosure Requirements) Regulations 2009.

**f) Identity of the proposed allottees and percentage of pre and post preferential Issue are as under :-**

Sl. No.	Name of the Proposed Allottee (s)	Pre-Issue		Further Allotment	Post-Issue	
		No. of Shares	%	No. of Shares	No. of Shares	%
A.	<b>Promoters</b>					
1	Smt. Rishu Sarda	NIL	—	<b>1,40,000</b>	1,40,000	4.4586
	<b>TOTAL</b>			<b>1,40,000</b>	1,40,000	4.4586

**Note :** The above post Issue Shareholding Pattern is based on the assumption of full subscription of the Equity Shares.

**g) Change in the control or composition of the Board**

There will be no change in the control or composition of the Board after the preferential allotment.

Consent of the members is being sought by a Special Resolution pursuant to the provisions of Section 81 (1A) and other applicable provisions of the Companies Act, 1956, for preferential allotment of Equity Shares. The Special Resolution of the Notice, if passed, will have the effect of allowing the Board to issue and allot Shares to the persons on the terms and conditions as necessary for implementing this Resolution.

**Auditors' Certificate**

It is proposed to obtain a certificate from M/s. K. M. Tapuria & Co., Chartered Accountants, Statutory Auditors of the Company, certifying that the price for issuing Equity Shares is calculated in accordance with requirements of SEBI Regulations. This certificate will be available for inspection on any working day between 11.00 a.m. to 4.00 p.m. up to the date of Annual General Meeting.

None of the Directors except Shri Gopal Sarda and Aditya Sarda, is interested or concerned in this preferential issue.

## **ENTERPRISE INTERNATIONAL LIMITED**

### **2. Resolution 5**

Mr. Shibnath Mazumdar was appointed by the Board of Directors as an Additional Director on 1st July, 2011. He holds office upto the date of this Annual General Meeting. As required by Section 257 of the Companies Act, 1956 the Company has received a Notice in writing alongwith deposit from a member signifying his intention to propose his as a candidate for the office of Director.

Mr. Shibnath Mazumdar born in 13th February 1953 is B. com. He has around 25 years experience in business. He does not hold any share in the company.

Mr. Shibnath Mazumdar is interested in the Resolution relating to his appointment. None of the other Directors of your Company is interested in the Resolution.

Regd. Office :

“MALAYALAY”

UNIT NO. 2A(S), 2ND FLOOR

3, Woodburn Park, Kolkata - 700 020

By Order of the Board

For ENTERPRISE INTERNATIONAL LIMITED

Date : 27.05.2011

**GOPAL DAS SARDA**

Chairman



## 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  
"Malayalay" Unit No. 2A (S)  
3, Woodburn Park, 2nd Floor  
Kolkata - 700020

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, 2011 (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 THIRTY TWO times respectively on 01.04.10, 09.04.10, 16.04.10, 30.04.10, 15.05.10, 31.05.10, 15.06.10, 30.06.10, 12.07.10, 15.07.10, 31.07.10, 16.08.10, 31.08.10, 02.09.10, 15.09.10, 20.09.10, 30.09.10, 08.10.10, 12.10.10, 18.10.10, 30.10.10, 30.11.10, 15.12.10, 31.12.10, 01.01.11, 12.01.11, 15.01.11, 31.01.11, 15.02.11, 28.02.11, 15.03.11, 31.03.11 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 17th. September, 2010 to 24th. September, 2010 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, 2009 was held on 24th. September, 2010, 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.

## ENTERPRISE INTERNATIONAL LIMITED

iv) That the annual accounts had been prepared on a going concern basis.

### 9. 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.

### 10. 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.

### 11. 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 : 27.05.2011

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 Calcutta Stock Exchange Association Ltd.

7, Lyons Range, Kolkata 700001

2. The Stock Exchange, Mumbai,

Phiroze Jeejeebhoy Towers,

Dalai Street, Mumbai - 400001

The listing fees for the year 2011-2012 has been paid in time to all the Stock Exchanges.

### Memorandum of Abstract under Section 302(2) of the Companies Act, 1956

Sri Gopal das Sarda, Chairman and Executive Director and Sri Aditya Sarda, Executive Director were appointed as such w.e.f. 1st April, 2008, for a period of 5 years on a monthly remuneration of Rs.18000 and Rs.15000 respectively.

Considering their contribution to the Company and time devoted by them to the affairs of the Company, the Board of Directors, in their meeting held on 22nd August, 2011 based on the recommendation of the Remuneration Committee has approved the following increased remuneration payable to them w.e.f. 1st August, 2011 for their remaining term of appointment.

Sri Gopal Das Sarda Rs. 50000 per month

Sri Aditya Sarda Rs. 45000 per month

Other terms and conditions of their appointment as remain same.

Except Sri Gopal Das Sarda and Sri Aditya Sarda who are related to each other, none of the Director is interested in the increased remuneration.

Regd. Office :

"MALAYALAY"

UNIT NO. 2A(S), 2ND FLOOR

3, Woodburn Park, Kolkata - 700 020

Date : 22.08.2011

By Order of the Board

For ENTERPRISE INTERNATIONAL LIMITED

**ANJAN KUMAR DUTTA**

DIRECTOR

### CORRIGANDUM:

IN PAGE NOS.3 AND PAGE NOS. 7 DATE WOULD BE READ AS 22.08.2011 INSTEAD OF 27.05.2011.