

ANNUAL REPORT

2014 - 2015



ENTERPRISE INTERNATIONAL LTD.

Board of Directors

Mr. GOPAL DAS SARDA (Chairman)
Mr. ADITYA SARDA (Executive Director)
Smt. BRIJLATA SARDA (Executive Director)
Mr. ANJAN KUMAR DUTTA
Mr. SHIBNATH MAZUMDAR
Mr. DEBASHISH DUTTA

Auditors :

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

Bankers :

STATE BANK OF INDIA
ICICI BANK LTD.
ING VYSYA BANK LTD.
ALLAHABAD BANK

Registered Office :

"MALAYALAY"
UNIT NO. 2A(S), 2ND FLOOR
3, Woodburn Park, Kolkata - 700 020
Ph. : 4044 7872 / 8394
Fax : 4044 8615
E-mail : contact@eilgroup.com

Registers & Transfer Agents :

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



NOTICE TO THE MEMBERS

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the Company will be held at "SARDA SADAN" 382/1B, HEMANTA MUKHOPADHYAY SARANI (KEYATALA LANE) KOLKATA - 700 029 on Thursday, the 24th day of September, 2015 at 10:00 a.m. to transact the following business :

ORDINARY BUSINESS:

- 1) To receive, consider, approve and adopt the Audited Balance Sheet as on 31 st March 2015, and the Statement of Profit & Loss for year ended on that date and together with the Director's Report and Auditor's Report thereon.
- 2) To appoint a Director in place of Shri Gopal Das Sarda (DIN : 00565666) who retires by rotation and being eligible offers himself for re-appointment.
- 3) To appoint Auditor and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s K.M.Tapuriah & Co., Chartered Accountants (Firm Registration No.314043E) be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the company."

SPECIAL BUSINESS:

- 4) To appoint Sri Debashish Dutta (DIN : 07210267) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and clause 49 of the Listing Agreement, Shri Debashish Dutta (DIN: 07210267) who was appointed as an Additional Director pursuant of the provisions of section 161(1 1) of the Act and the Articles of Association of the company and in respect of whom the company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation, to hold office for 5 (five) consecutive years for a term up to June 22, 2020.

Registered Office

"MALAYALAY"
UNIT NO. 2A(S), 2ND FLOOR
3, WOODBURN PARK
KOLKATA - 700 020.

Dated : 30th July, 2015

By Order of the Board
For ENTERPRISE INTERNATIONAL LTD.

GOPAL DAS SARDA
Chairman

NOTES :

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") 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. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- 2) **A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBERS HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A PROXY FORM IN FORM MGT-11 FOR THE AGM IS ENCLOSED HERewith.**
- 3) The Register Of Members And Share Transfer Books Shall Remain Closed From Monday, the 21st September, 2015 To Thursday, The 24th September, 2015 (both Days Inclusive) In connection with the 26th 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.
- 6) Members are requested to send all communications relating to shares to the company's share transfer agent (Physical & Electronic) To M/s Maheshwari Datamatics Pvt. Ltd, 6, Mango Lane, 2nd Floor, Kolkata - 700 001.
- 7) **Voting through electronic means :**

In compliance with provision of section 108 of the Companies Act, 2013 and rule 20 of the companies (Management and Administration) rules, 2014, the company is please to provide members facility to exercise their right to vote at the 26th Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by central depository services (India) limited.

The instructions for members for voting electronically are as under :

- (i) The voting period begins on 21/09/2015 (10:00 A.M.) and ends on 23/09/2015 (5:00 P.M.). During this period shareholders' of the Company, holding shares either in Physical form or in dematerialized form, **as on the cut-off date (record date) of 18/09/2015**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through ballot paper / polling paper shall be made available at the AGM and the members as on the "cut-off date" i.e. record date, attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper / polling paper.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.

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- (iv) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (v) Now Enter your User ID
- For CDSL : 16 digits beneficiary ID,
 - For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If you name is Ramesh Kumar with sequence number 1 then enter RA 00000001 in the PAN field. - Sequence number is communicated in the Attendance Slip / Covering Letter.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **ENTERPRISE INTERNATIONAL LTD.** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A Confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders.

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.

They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

After receiving the login details they have to create a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the Scrutinizer to verify the same.

- (xx) Mr. Babu Lal Patni, Practicing Company Secretary (Membership No.FCS 2304), has been appointed as the Scrutinizer to Scrutinize the remote e-voting process in a fair and transparent manner.
- (xxi) At the Annual General Meeting, at the end of the discussion of the resolutions on

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which voting is to be held, the chairman shall with the assistance of the Scrutinizer order voting for all those members who are present but have not cast their vote electronically using the remote e-voting facility or Ballot Form.

- (xxii) The Scrutinizer shall immediately after the conclusion of Voting at the Annual General Meeting, first count the votes at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
 - (xxiii) The Chairman or a person authorized by him in writing shall declare the result of voting forthwith.
 - (xxiv) The results declared along with Scrutinizer's Report shall be communicated to the Calcutta Stock Exchange and Stock Exchange Mumbai, Where the shares of the company are listed.
 - (xxv) Please Contact Company's registrar Maheshwari Datamatics Pvt. Ltd. telephone No 033-22482248, 2243-5809, Email Id : mdpldc@yahoo.com for any further clarifications.
 - (xxvi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
8. 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 - 700 001.
 - 2. The Stock Exchange, Mumbai,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

The Listing Fees for the year 2015-2016 has been paid in time to the Stock Exchanges Mumbai.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act").
Item Nos. 4

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Director requires approval of Shareholders. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the company appointed, pursuant to the provisions of section 161(1) of the Act and the Article of Association of the company, Shri Debashish Dutta as an additional Director to hold office as an Independent Director of the company with effect from June 22, 2015.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Debashish Dutta for the office of Director of the Company. Shri Debashish Dutta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Shri Debashish Dutta that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Shri Debashish Dutta fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Shri Debashish Dutta is independent of the management.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri Debashish Dutta is appointed as an Independent Director of the Company.

Copy of the draft letter for appointment of Shri Debashish Dutta as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Shri Debashish Dutta and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Shareholders.

Registered Office :
"MALAYALAY"
UNIT NO. 2A(S), 2nd Floor,
3, Woodburn Park,
Kolkata - 700 020

By Order of the Board
For ENTERPRISE INTERNATIONAL LTD.

GOPAL DAS SARDA
Chairman

Dated : 30th July, 2015

DIRECTOR'S REPORT TO THE MEMBERS

Your Directors are pleased to present the Twenty Sixth Annual Report along with the Audited Financial Statement of the Company for the financial year ended on March 31, 2015.

1. FINANCIAL RESULTS

The summarized Financial results are as under:

	Year ended 31.03.2015	(Rupees in Lacs) Year ended 31.03.2014
Total Income	7557.46	7067.00
Profit before Interest depreciation & Tax	41.97	58.84
Less: Interest	9.28	20.46
Profit before Depreciation & Tax	32.69	38.38
Less: Depreciation	7.86	14.05
Profit / (Loss) before Tax	24.83	24.33
Less: Provision for Tax	8.03	6.76
Profit / (Loss) after Tax	16.80	17.57
Add: Surplus brought forward	201.04	183.47
Surplus carried to Balance Sheet	217.88	201.04

2. OPERATIONS :

There has been marginal increase in the profit during the year. Due to adverse market situation your company expects challenging time during the year.

3. DIVIDEND

In view of Marginal Profit the Board does not recommend any dividend.

4. CONSERVATION OF ENERGY, TECHNOLOGICAL ABSORPTION, FOREIGN EXCHANGE EARNING & OUTGO:

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 Foreign Currency was Rupees NIL and the Expenditure in Foreign Currency was Rs.3087.65 Lacs.

5. EXTRACT OF ANNUAL RETURN:

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, the details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith marked as Annexure "A"

6. DIRECTOR AND KEY MANAGERIAL PERSONNEL:

Mr. Gopal Das Sarda Director of the Company liable to retire by rotation and being eligible has offered himself for re-appointment.

Mr. Joydev Roymazumder has resigned from the post of director with effect from 23.02.2015. The Board places on record its appreciation for the valuable contribution made by him during their tenure as Director of the Company.

The Board has approved the appointment of Mr. Anup Kumar Saha as CFO and Mr. Debashish Dutta as Independent Director of the company with effect from 02 March 2015 and 22nd June, 2015 respectively.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under section 149(6) of the Act and Clause 49 of the Listing Agreement with the Stock Exchanges.

7. Board Evaluation:

Pursuant to the provisions of Companies Act, 2013 and Listing Agreements, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit Committee and Nomination and Remuneration Committee. During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, attendance of the meetings, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

8. Remuneration Policy:

The terms of reference / role of the Nomination and Remuneration Committee is to determine the Company's policy on the remuneration package of its Executive Directors and to determine and approve the terms & conditions and remuneration package of its Executive Directors, including revision thereof from time to time, and to deliberate on and decide matters incidental thereto or consequential thereof.

9. Meetings:

The details of the Board Meeting and General Meeting are given in Annexure 'B'.