

ANNUAL REPORT

2017 - 2018



ENTERPRISE INTERNATIONAL LTD.

Board of Directors

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

Chief Financial Officer :

Shri Anup Kumar Saha

Statutory Auditors :

M/S. NRV & ASSOCIATES
Chartered Accountants

Secretarial Auditor :

MS. DIPIKA JAIN

Company Secretary :

Ms. Nidhi Khandelwal

Bankers :

STATE BANK OF INDIA
ICICI BANK LTD.
KOTAK MAHINDRA BANK
ALLAHABAD BANK

Registered Office :

"MALAYALAY"

UNIT NO. 2A(S), 2ND FLOOR
3, Woodburn Park, Kolkata - 700 020

Ph. : 033 4044 7872 / 8394

Fax : 033 4044 8615

E-mail : contact@eilgroup.com

Website : www.eilgroup.co.in

CIN : L27104WB1989PLC047832

Registers & Transfer Agents :

Maheshwari Datamatics Pvt. Ltd.
23, R. N. Mukherjee Road, 5th Floor,
Kolkata - 700 001

Ph. : 033 2248 2248

E-mail : mdpldc@yahoo.com

**NOTICE TO THE MEMBERS**

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of the Company will be held at "SARDA SADAN" 382/1B, HEMANTA MUKHOPADHYAY SARANI (KEYATALA LANE) KOLKATA - 700 029 on Wednesday, the 26th day of September, 2018 at 10:00 a.m. to transact the following business :

ORDINARY BUSINESS:**Item No. 1 -Adoption of Financial Statements**

To receive, consider, approve and adopt the Audited Balance Sheet as on 31 st March 2018, and the Statement of Profit & Loss for year ended on that date and together with the Directors and Auditors Report thereon.

Item No. 2 -Appointment of Director liable to retire by rotation

To appoint a Director in place of Sri Gopal Das Sarda (DIN : 00565666) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS :**Item No. 3 -Re-Appointment of Sri Gopal Das Sarda as Whole-Time Director**

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

“RESOLVED THAT pursuant to Section 196, 197 and 198 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013, based on the recommendations of Nomination and Remuneration Committee, consent of the members of the Company be and is hereby accorded to re-appoint Sri Gopal Das Sarda (DIN : 00565666) as Whole-Time Director of the Company for a further period of 5 (five) years with effect from 1st April, 2018 on the following terms & conditions :

1. Period : Mr. Gopal Das Sarda present appointment shall be for a period of five years from 01.04.2018.
2. Designation : Whole Time Director
3. Duties : The Whole Time Director is subject to the control, direction and Superintendence of the Board of Directors of the Company.
4. Remuneration : Rupees 80000 (Eighty Thousand) per month with a power to the Board of Directors to increase the remuneration from time to time, during tenure of his appointment at its discretion, within the limits prescribed under Schedule V or any re-enactment thereof.
5. Minimum Remuneration : In the event of absence or inadequacy of profits of the Company in any year the remuneration as mentioned above shall be the minimum remuneration.
6. Other Conditions : Mr. Gopal Das Sarda shall not, during the tenure of his office as Whole Time Director become interested or concerned directly or indirectly, without prior approval. He shall not be entitled to any sitting fee for attending the meetings of the Board of Directors or Committee thereof.

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Other terms & Conditions are of usual nature.

Termination : The terms of the Office may be terminated by either side by giving Three months notice. During the term of his appointment as Whole Time Director, Mr. Gopal Das Sarda shall not divulge any information that he may acquire or carry out any business of similar nature, which will be of competitive nature.

Item No. 4 - Re-Appointment of Sri Aditya Sarda as Whole-Time Director

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

“RESOLVED THAT pursuant to Section 196, 197 and 198 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013, and based on the recommendations of Nomination and Remuneration Committee, consent of the members of the Company be and is hereby accorded to re-appoint Sri Aditya Sarda (DIN : 00565702) as Whole-Time Director of the Company for a further period of 5 (five) years with effect from 1st April, 2018 on the following terms & conditions :

1. Period : Mr. Aditya Sarda present appointment shall be for a period of five years from 01.04.2018.
2. Designation : Whole Time Director
3. Duties : The Whole Time Director is subject to the control, direction and Superintendence of the Board of Directors of the Company.
4. Remuneration : Rupees 75000 (Seventy Five Thousand) per month with a power to the Board of Directors to increase the remuneration from time to time, during tenure of his appointment at its discretion, within the limits prescribed under Schedule V or any re-enactment thereof.
5. Minimum Remuneration : In the event of absence or inadequacy of profits of the Company in any year the remuneration as mentioned above shall be the minimum remuneration.
6. Other Conditions : Mr. Aditya Sarda shall not, during the tenure of his office as Whole Time Director become interested or concerned directly or indirectly, without prior approval. He shall not be entitled to any sitting fee for attending the meetings of the Board of Directors or Committee thereof.

Other terms & Conditions are of usual nature.

Termination : The terms of the Office may be terminated by either side by giving Three months notice. During the term of his appointment as Whole Time Director, Mr. Aditya Sarda shall not divulge any information that he may acquire or carry out any business of similar nature, which will be of competitive nature.

Registered Office

"MALAYALAY"

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

Dated : 31st July, 2018

By Order of the Board
For ENTERPRISE INTERNATIONAL LTD.

GOPAL DAS SARDA
Chairman
(Din No. 00565666)

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NOTES :

- 1) Explanatory Statement are required under section 102 of the Companies act 2013 is annexed hereto.
- 2) **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.**
- 3) **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.**
- 4) The Register of Members and Share Transfer Books shall remain closed from **Thursday, the 20th September, 2018 to Wednesday, the 26th September, 2018** (Both days inclusive) in connection with the **29th Annual General Meeting**.
- 5) 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.
- 6) 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.
- 7) 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, 23 R.N. Mukherjee Road, 5th Floor, Kolkata 700 001.**
- 8) 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 29th 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 23/09/2018 (10:00 A.M.) and ends on 25/09/2018 (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 19/09/2018**, 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.

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- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. 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 your 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

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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.

- (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.

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- 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 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 Bombay Stock Exchange Ltd., Where the shares of the company are listed.
- (xxv) Please Contact Company's registrar Maheshwari Datamatics Pvt. Ltd. telephone No 033-22482248, 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

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www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

9. Information required to be furnished under the listing Agreement. The Names and Address of the Stock Exchanges where Company's share are listed.

1. Bombay Stock Exchange Ltd. (Stock Code : 526574)
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

The Listing Fees for the year 2018-2019 has been paid in time to Bombay Stock Exchange Ltd..

Registered Office :

"MALAYALAY"

UNIT NO. 2A(S), 2nd Floor,

3, Woodburn Park,

Kolkata - 700 020

Dated : 31st July, 2018

By Order of the Board
For ENTERPRISE INTERNATIONAL LTD.

GOPAL DAS SARDA

Chairman

(Din No. : 00565666)

EXPLANATORY STATEMENT

Item No. 3

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 31st March, 2018 has reappointed Sri Gopal Das Sarda as Whole Time Director of the Company for the further period of 5 (Five) years w.e.f. 1st April, 2018 on the terms and conditions and remuneration stated in the Resolution.

Sri Gopal Das Sarda, 62 years is having a vast experience of 29 years. He is a Commerce Graduate. Considering the time devoted and services rendered by him, the Board of Directors is of the opinion that his continuance as Whole time Director will be in the interest of the Company.

The Board recommends the Resolution for approval of the shareholders.

Except Sri Gopal Das Sarda, Aditya Sarda and Ms. Brijlata Sarda none of the Directors and his relatives is interested in the Resolution.

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 31st March, 2018 has reappointed Sri Aditya Sarda as Whole Time Director of the Company for the further period of 5 (Five) years w.e.f. 1st April, 2018 on the terms and conditions and remuneration stated in the Resolution.

Sri Aditya Sarda, 34 years is having a vast experience of 13 years. He is a Commerce Graduate. Considering the time devoted and services rendered by him, the Board of Directors is of the opinion that his continuance as Whole time Director will be in the interest of the Company.

The Board recommends the Resolution for approval of the shareholders.

Except Sri Aditya Sarda, Sri Gopal Das Sarda and Ms. Brijlata Sarda none of the Directors and his relatives is interested in the Resolution.