

ANNUAL REPORT

2019 - 2020



ENTERPRISE INTERNATIONAL LTD.

Board of Directors

Shri GOPAL DAS SARDA	- Chairman
Shri ADITYA SARDA	- 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. Neetu Khandelwal

Bankers :

ICICI BANK LTD.
STATE BANK OF INDIA
IDBI BANK LTD.
KOTAK MAHINDRA 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 **31st Annual General Meeting** of the Company will be held at "SARDA SADAN" 382/1B, HEMANTA MUKHOPADHYAY SARANI (KEYATALA LANE) KOLKATA - 700 029 on Monday, the 28th day of September, 2020 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 31st March 2020, 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 Aditya Sarda (Din: 00565702) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS :

Item No. 3 Re-Appointment of Sri Debashish Dutta as Independent Director

To consider and if deemed fit to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the rules made there under, as amended, (the "Companies Act") and pursuant to the provisions of the Articles of Association of the Company, and the SEBI (LODR) Regulations, 2015 and based on the recommendations of Nomination and Remuneration Committee, consent of the member of the company be and is hereby accorded to re-appoint Sri Debashish Dutta, (DIN : 07210267) as Independent Director of the Company for a further period of 5(five) years with effect from 22nd June, 2020 to 21st June 2025.

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

Dated : 13th August, 2020

By Order of the Board
For ENTERPRISE INTERNATIONAL LTD.

GOPAL DAS SARDA
Chairman
(Din No. 00565666)

ENTERPRISE INTERNATIONAL LIMITED

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 **Tuesday, the 22nd September, 2020 to Monday, the 28th September, 2020** (Both days inclusive) in connection with the **31st Annual General Meeting**.
- 5) The relevant details, Pursuant to Regulations 26(4) and 36(3) of the SEBI listing Regulations and Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed in **Annexure 1**.
- 6) Electronic copy of the Annual Report for 2019-20 is being sent to all the members whose email IDs are registered with the Company/Depository Participants for communication purpose unless any members has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2019-20 is being sent in the permitted mode.
- 7) The copies of the Annual Report will also be made available on Company's website at : www.eilgroup.co.in and at the registered office of the company for inspection during normal business hours on working days and also on the website of the stock Exchange where the shares of the company have been listed viz, BSE Limited www.bseindia.com.
- 8) To Support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the company's Registrar and Share Transfer Agent/their Depository Participants, in respect of Share held in physical/electronic mode, respectively.
- 9) 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.
- 10) Members attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of the hall.
- 11) 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.**
- 12) 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 31st 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 25/09/2020 (10:00 A.M.) and ends on 27/09/2020 (5:00 P.M.).

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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 21/09/2020**, 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.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) 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

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person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **ENTERPRISE INTERNATIONAL LTD.** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) 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.
- (xix) 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.

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- (xx) 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.
 - (xxi) 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.
 - (xxii) The Chairman or a person authorized by him in writing shall declare the result of voting forthwith.
 - (xxiii) The results declared along with Scrutinizer's Report shall be communicated to the BSE Ltd., Where the shares of the company are listed.
 - (xxiv) Please Contact Company's registrar Maheshwari Datamatics Pvt. Ltd. telephone No 033-22482248, Email Id : mdpldc@yahoo.com for any further clarifications.
 - (xxv) 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.
10. 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 2020-2021 has been paid in time to BSE Ltd.

Registered Office :

"MALAYALAY"

UNIT NO. 2A(S), 2nd Floor,
3, Woodburn Park,

Kolkata - 700 020

Dated : 13th August, 2020

By Order of the Board
For ENTERPRISE INTERNATIONAL LTD.

GOPAL DAS SARDA
Chairman
(Din No. : 00565666)

ENTERPRISE INTERNATIONAL LIMITED

EXPLANATORY STATEMENT

Item No. 3

The present term of Sri Debashish Dutta (DIN : 07210267) as a Independent Director Expired on 21st June, 2020. At the board meeting held on date 19th June, 2020 based on the recommendations of Nomination and Remuneration Committee the board of director has appointed him as Additional Director to hold office as Independent Director for the period of 5 year w.e.f 22nd June, 2020.

Sri Debashish Dutta, 64 years is having a vast experience of 35 years. He is a Science Graduate. Considering the time devoted and services rendered by him , the Board of Directors is of the opinion that his continuance as Independent Director will be in the interest of the Company.

An Independent Director can be appointed for a second consecutive period of 5 year on passing of Special resolution by the company. Therefore is the resolution. The Board recommended the resolution in the interest of the company.

Except Sri Debashish Dutta, non of the other directors is interested in the resolution.

ANNEXURE -1

Disclosure relating to Directors pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 on General Meetings are :

Name of the Director	Sri Aditya Sarda	Sri Debashish Dutta
DIN	00565702	07210267
Date of Birth	03.08.1982	08.01.1957
Date of first appointment on the Board	04.01.2007	22.06.2015
Expertise in specific functional areas	Expertise in Marketing & Management	Expertise in Business Development
Qualification	Commerce Graduate	Science Graduate
Directorship held in other public companies (excluding Foreign companies and Section 8 companies.	Nil	Nil
Memberships / Chairmanships of other public companies (includes only Audit Committee and Stakeholder's Relationship Committee)	Nil	Nil
No. of shares held in the company	30512	Nil
Relationship between Directors inter-se	Related to Sri Gopal Das Sarda & Smt. Brijlata Sarda	Not related with any Director of the Company.

Registered Office :

"MALAYALAY"

UNIT NO. 2A(S), 2nd Floor,
3, Woodburn Park,

Kolkata - 700 020

Dated : 13th August, 2020

By Order of the Board
For ENTERPRISE INTERNATIONAL LTD.

GOPAL DAS SARDA
Chairman
(Din No. : 00565666)

ENTERPRISE INTERNATIONAL LIMITED

DIRECTORS REPORT TO THE MEMBERS

Your Directors are pleased to present the 31st Annual Report along with the Audited Financial Statement of the Company for the financial year ended on March 31, 2020.

1. FINANCIAL RESULTS

The summarized Financial results are as under:

	(Rupees in Lacs)	
	Year ended 31.03.2020	Year ended 31.03.2019
Total Income	2312.24	5376.73
Profit before Interest depreciation & Tax	106.20	83.45
Less : Interest	12.44	8.52
Profit before Depreciation & Tax	93.76	74.93
Less : Depreciation	10.52	11.40
Profit / (Loss) before Tax	83.24	63.53
Less : Provision for Tax	17.24	11.34
Profit / (Loss) after Tax	66.00	52.19
Add : Surplus brought forward	356.89	304.70
Surplus carried to Balance Sheet	422.89	356.89

2. OPERATIONS :

Your company has focused on better profitability in Textile Goods and achieved higher profit despite lower turnover. However due to the worldwide pandemic COVID-19 and the consequential disruption in the economy, the working of both the Textile Goods and Automobile Parts segment are severely impacted.

3. DIVIDEND :

To conserve the resources for Working Capital requirements 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 in Foreign Currency was Rupees NIL and the Expenditure in Foreign Currency was Rs. 1858.85 Lacs as Under :

(I) CIF Value of imports : Rs. 1856.19 Lacs

(II) Travelling Expenses : Rs. 2.66 Lacs

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5. **EXTRACT OF ANNUAL RETURN:**

The extract of the annual return as provided under sub-section (3) of Section 92 of the Companies Act, 2013 has been given as per Form MGT-9 in the Annexure 'A' forming part of this report and the same is placed in the website of the company www.eilgroup.co.in

6. **DIRECTOR AND KEY MANAGERIAL PERSONNEL:**

Sri Aditya Sarda (Din: 00565702) Director of the Company liable to retire by rotation and being eligible has offered himself for re-appointment.

Based on the recommendation of Nomination and Remuneration Committee the Board of Directors has reappointed Sri Debashish Dutta (DIN : 07210267) as Additional Directors to hold office as Independent Directors for further period of 5 (Five) years w.e.f 22nd June, 2020

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 Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015.

7. **BOARD EVALUATION:**

Pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, 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.