

tti

TTI ENTERPRISE LIMITED

CIN: L67120WB1981PLC033771

Regd. office: 1, R. N. Mukherjee Road, Martin Burn House, 4th Floor, Suite No.: 22, Kolkata-700001.
Tele-fax: 91 33 3022-9197; E-mail: tti1711@gmail.com; Website: www.ttienterprise.net

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Thirty-Fifth Annual General Meeting** (AGM) of the Members of **M/s. TTI Enterprise Limited** will be held at **10:00 a.m on Tuesday, the 27th day of September, 2016 at "Bhartiya Bhasha Parishad", 36A, Shakespeare Sarani, Kolkata-700017** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt-
 - The Standalone Financial Statement of the company for the year ended March 31, 2016, and the report of the Directors and Auditors thereon.
 - The Consolidated Financial Statement of the company for the year ended March 31, 2016, and the report of the Auditors thereon.
2. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Ms. Binjal Mehta (DIN: 00043830), the retiring Director, being eligible for re-appointment be and is hereby re-appointed as the Director of the Company, liable for retirement by rotation."

3. To ratify the appointment of Statutory Auditors of the Company, and to fix their remuneration and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139,141,142 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), recommendation of the Audit Committee and pursuant to the resolution passed by the members at the 34th AGM the appointment of **M/s. Jhavar Vithal And Co., Chartered Accountants**, (Firm Registration No. 327344E) as Statutory Auditors for 5(five) years till the conclusion of the 39th Annual General Meeting of the Company be and is hereby ratified and that the Board of Directors of the company are hereby authorized to fix the remuneration payable to them, based on the recommendation of the Audit Committee, in addition to reimbursement of all out - of - pocket expenses as may be incurred by them during the course of Audit."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to section 61(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and any other Statutory provisions and Regulation, if any, and in accordance with the provisions of the Articles of Association of the Company, and subject to such approvals, sanction, consent and permissions, as may be necessary from appropriate authorities or bodies, five Equity Share of the company of the face value of Rs 2/- (Rupees Two) each in the capital of the company fully paid-up, be consolidated into 1(one) equity shares of Rs. 10/- (Rupees Ten) each fully paid-up."

"RESOLVED FURTHER THAT pursuant to the consolidation of the Equity Shares of the Company, the 5(five) paid up Equity Shares of the Company of the face value of Rs. 2/- (Rupees Two) each, as existing on the Record Date shall stand consolidated into 1(one) Equity Shares of the face value of Rs. 10/- (Rupees Ten) each fully paid up, with effect from the Record Date to be fixed by the Board of Directors for this purpose."

FOR TTI ENTERPRISE LTD

Rachana Kumari

Company Secretary

“RESOLVED FURTHER THAT no letter for consolidation of shares shall be issued but the share certificates for the consolidated new equity shares of Rs. 10/-each to be delivered to the shareholders who hold the existing shares in physical form without calling for surrender of the share certificates held by them and the old share certificate of Rs. 2/- each stand cancelled from the date of issue of new share certificate of Rs. 10/- each. The respective beneficiary accounts be credited with the consolidated new equity shares of Rs. 10/-each for such shareholders who hold the existing shares in dematerialized form.”

“RESOLVED FURTHER THAT the existing clause V of the Memorandum of Association of the Company be and is hereby substituted by the following new Clause V:-

The Authorised Share Capital of the company is Rs.25,50,00,000/-(Rupees Twenty Five Crore Fifty Lakhs only) divided into 2,55,00,000(Two Crore Fifty Five Lakhs only) Equity Shares of Rs. 10/-(Rupees Ten) each with rights, conditions and privileges attaching thereto as are provided by the regulations of the Company for the time being, with the power to increase and reduce the capital of the company and to divide the shares in capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.”

**By order of the Board
For TTI Enterprise Limited**

Place: Kolkata
Dated: 01st August, 2016

**Binjal Mehta
Whole-time Director
Din: 00043830**

NOTES

- 1.** A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and proxy need not be a member of the Company. The instrument of proxy in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

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 member 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.

The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this notice under Note No. 16

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

- 2.** Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
- 3.** In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 4.** Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail the nomination facility by filling form SH-13. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.
- 5.** Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of Meeting.

6. The Register of Members of the Company and Transfer Books thereof will be closed from Wednesday, 21st September, 2016 to Tuesday, 27th September, 2016 (both days inclusive).
 7. Pursuant to provisions of the SEBI (LODR) Regulation, 2015, the Company is maintaining an E-mail ID, tti1711@gmail.com for quick redressal of member/investor grievances.
 8. In conformity with regulatory requirements, the Company will NOT be distributing any gift, gift coupons or cash in lieu of gifts at the AGM or in connection therewith.
 9. A Route Map showing direction to reach to the venue of the 35th AGM of the Company is given at the end of this Notice as Requirement of Secretarial Standard-2 on "General Meeting" issued by The Institute of Company Secretaries of India (ICSI).
 10. Details under Regulation 36(3) of SEBI (LODR) Regulation, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting forms integral part of notice. Requisite declarations have been received from the Director seeking his appointment/re-appointment.
 11. Members may note that the Notice of 35th Annual General Meeting and the Annual Report 2015-16 will also be available on the company's website www.ttienterprise.net for their download.
 12. Members holding shares in physical form are requested to notify any change in address to the Registrar & Share Transfer Agents of the Company. Members holding shares in electronic form are requested to intimate change in address and email addresses to their Depository Participants.
 13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form can submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its Registrar & Share Transfer Agent M/s. Niche Technologies Private Limited.
 14. Electronic copy of the Annual Report for the financial year ended March 31, 2016 is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode. Members are requested to register/ update their e-mail IDS with their respective Depository Participant(s)/ or with Company for shares in electronic form (Demat) or in physical form respectively.
 15. E-voting facility to all members has been provided through the e-voting platform of CDSL and the Company has appointed Mr. Ashish Bubna, Practicing Company Secretary, as Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, which shall countersign the same and declare the result of the voting forthwith.
- 16. VOTING THROUGH ELECTRONIC MEANS**
- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) 2015, (as amended from time to time) the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

III. The process and manner for remote e-voting are as under:

- (i) The remote e-voting period commences on **Saturday, 24th September, 2016 at 10:00 A.M. (IST) and ends on Monday, 26th September, 2016 at 5:00 P.M. (IST)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Members holding shares in physical or in demat form as on 20th September, 2016 shall only be eligible for e-voting.
- (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
- 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, excluding the special characters.
- (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 | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 RA00000001 in the PAN Field. |
| DOB | Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format |
| Bank Account Number (DBD) | Enter the Bank details as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none">Please Enter the DOB or Bank details in order to Login.If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank details field as mentioned in above instruction (iv). |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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.
- (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 Company Name i.e. **TTI Enterprise Limited** 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 & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the depository account(s) or folio numbers for 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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 or contact them at 1800 200 5533.

- 17.** Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at csashishbubna@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before September 26, 2016, upto 5 P.M. without which the vote shall not be treated as valid.
- 18.** The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 20, 2016. A person who is not a member as on cut off date should treat this notice for information purpose only.
- 19.** The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficial owner's position list provided by depositories as at closing hours of business on Friday, August 12, 2016.
- 20.** The shareholders shall have one vote per equity share held by them as on the cut-off date of September 20, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- 21.** Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date of September 20, 2016, are requested to send the written / email communication to the Company at csashishbubna@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
- 22.** The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ttienterprise.net and on the website of CDSL. The same will be communicated to BSE Limited and Calcutta Stock Exchange Limited, where the **company** shares are listed.

**By order of the Board
For TTI Enterprise Limited**

**Binjal Mehta
Whole-time Director
Din: 00043830**

Place: Kolkata
Dated: 01st August, 2016

Explanatory Statement
Under Section 102 of the Companies Act, 2013
[Forming Part of the Notice to the Members]

Item No.4: Consolidation of shares

The Authorized Share Capital of the Company as reflected in the Memorandum and Articles of Association as on date is Rs.25,50,00,000/-(Rupees Twenty Five Crore Fifty lakh only) divided into 12,75,00,000/-(Twelve Crores Seventy Five Lakh only) equity shares of Rs. 2/-(Rupees Two) each. Subject to the requisite approval and consent of the shareholders the Board of Director propose to consolidate 5(Five) Equity Shares of the Company of the face value of Rs. 2/-each fully paid up into 1(one) Equity Share of the face value of Rs. 10/-each fully paid up and consequently alter the Clause V of the Memorandum of Association.

The Board of Directors proposed to consolidate the shares as the market value of the existing shares of Rs 2/-each fully paid up has fallen a lot and members are facing difficulty in trading. In order to bring the market value of the paid up shares to a reasonable level the Board Proposes to consolidate the shares.

The approval of the members is sought by the Board of Directors of the Company to fix record date and issue fresh Equity share certificates of the denomination of Rs 10/-each fully paid up to the members in place of existing Equity Shares of Rs 2/-each fully paid up to those members holding shares in physical form. No action will be requested to be taken by the members holding shares in Demat form. All fractional entitlement will be consolidated and sold off in the market. The Sale proceeds of the same will be distributed to the members in the ratio of their fractional entitlements after deducting the expenses incurred in this regard, if any. The said resolution, if passed, will have the effect of allowing the Board to all such matters and deeds as are necessary to give effect to the resolution to consolidate the shares of the company.

Considering the above, The Board of directors of the Company recommends the Resolution for your approval. None of the Directors and Key Managerial Person and their relatives is considered to be concerned or interested in the aforesaid ordinary resolution.

ANNEXURE TO THE NOTICE
Profile of Director being reappointed:

Brief details of Ms. Binjal Mehta are given below:

| | |
|--|---|
| Age | 39 Years |
| Qualification | M.Com, ACS |
| Years of Experience in Specific functional area | She is a Member of the ICSI and also Masters in Commerce. She has an experience of over 17 years in corporate laws, Corporate Financial matters and other allied fields. |
| Date of Appointment | 14/08/2014 |
| Category | Executive, Whole-Time Director |
| Directorship held in other Companies | Udyati Traders Limited. Keshwi Traders Private Limited. Dhanashree Wealth Advisors Private Limited. Arishtanemi Enterprises Limited. Pratibhanu Mercantile Private Limited Sindhuchita Enterprises Private Limited |
| DIN | 00043830 |
| Membership in Committees in other Companies | None |
| No of Shares in the Company held as on 31.03.2016 | 4,61,950 |

| Sl No. | Resolutions | Resolution | |
|--------------------------|---|------------|---------|
| | | For | Against |
| ORDINARY BUSINESS | | | |
| 1. | Adoption of Financial Statements of the Company for the year ended 31st March, 2016, together with the Reports of the Board of Directors and Auditors' thereon. | | |
| 2. | Re-appointment of Ms. Binjal Mehta Director (holding DIN: 00043830), retiring by rotation. | | |
| 3. | Ratification of Auditors and fixing their remuneration. | | |
| SPECIAL BUSINESS | | | |
| 4. | Consolidation of shares. | | |

Signed this.....day of....2016

.....
Signature of the member

.....
Signature of the proxy holder(s)

| |
|---------------------------|
| Affix Revenue Stamp |
|---------------------------|

Notes:

1. This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the 'for, against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

For TTI ENTERPRISE LTD

Rachana Kumari
Company Secretary