



TTI ENTERPRISE LIMITED

36TH Annual Report
2016-17



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tti**TTI ENTERPRISE LIMITED****36TH****ANNUAL REPORT****2016-2017**

CORPORATE INFORMATION

CIN	: L67120WB1981PLC033771
Directors	: Mr. Alok Kumar Goenka, Independent Director Mrs. Binjal Mehta, Whole-time Director Mr. Paraj Mehta, Non Executive Director Mr. Subrata Saha, Independent Director
Chief Financial Office	: Mr. Sumant Kumar Singh
Company Secretary	: Mrs. Parul Harlalka
Bankers	: Kotak Mahindra Bank
Auditors	: M/s Jhawar Vithal And Co. Chartered Accountants, Kolkata.
Secretarial Auditor	: M/s A. M. Bubna & Associates, Company Secretary, Kolkata-700054.
Registered Office	: 1 R.N. Mukherjee Road, Martin Burn House, 4th Floor, Suite No. 22, Kolkata- 700 001 Telefax-+91 33 3022-9197 E-mail- tti1711@gmail.com
Registrar & Transfer Agent	: M/s Niche Technologies Pvt. Ltd. 71, B.R.B.B. Road, D-511 Bagree Market, 5th Floor Kolkata- 700 001. Telephone-033-22357271 Email-nichetech@nichetechpl.com
Stock Exchanges where Securities are listed	: The Calcutta Stock Exchange Limited BSE Limited
Website	: www.ttienterprise.net

**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 36th Annual General Meeting (AGM) of the Members of the Company will be held **at 10:00 A.M on Saturday, the 23rd day of September, 2017 at “Bharatiya Bhasha Parishad”, 36A, Shakespeare Sarani, Kolkata-700017** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt-
 - a) The Standalone Financial Statement of the company for the year ended March 31, 2017, and the report of the Directors and Auditors thereon.
 - b) The Consolidated Financial Statement of the company for the year ended March 31, 2017, 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 Mrs. 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 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. Jhawar 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**:

Appointment of Mr. Paraj Mehta as a Director of the Company:

“RESOLVED THAT Mr. Paraj Mehta (holding DIN-00049230) who was appointed as an Additional Director of the Company by the Board of Directors pursuant to section 161(1) of the Companies Act,

2013 ("the Act") and the Articles of Association of the Company in the category of Non-Executive Non-Independent Director with effect from 14th November, 2016 and who holds office only upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act along with the requisite deposit proposing the candidature of Mr. Paraj Mehta for the office of Director be and is hereby appointed as a Director of the Company liable to retire by rotation."

"RESOLVED FURTHER THAT all the Directors of the Board be and are hereby authorized severally to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable to give effect to the aforesaid resolution."

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

Revision in remuneration of Mrs. Binjal Mehta, Whole-time Director of the Company

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the revision in remuneration of Mrs. Binjal Mehta (DIN: 00043830) Whole time Director of the Company with effect from 1st April, 2017 from ₹30,000/- per month to ₹40,000/- per month for the F.Y 2017-18 ."

"RESOLVED FURTHER THAT the Nomination and Remuneration Committee and the Board of Directors of the Company be and are hereby authorized to increase the above remuneration in the subsequent year from ₹ 40,000/- per month to an amount that Nomination and Remuneration Committee and the Board of Directors of the Company may deem fit but subject to a limit of ₹ 50,000/- per month."

"RESOLVED FURTHER all the Directors of the Board be and are hereby severally authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

**Place: Kolkata
Dated: 01st August, 2017**

**Parul Harlalka
Company Secretary**

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 him / 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. Kindly read the instructions mentioned in the notice of the AGM before exercising your vote.

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, from 12 Noon to 3:00 P.M up to the date of Meeting.
6. Pursuant to the provisions of Section 91 of the Companies Act 2013, the Register of Members of the Company and Transfer Books thereof will be closed from Monday, 18th September, 2017 to Saturday, 23rd September, 2017 (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. The members are requested to bring their own copy of Annual Report, No Annual Report will be provided at the venue of the meeting.
9. A Route Map showing direction to reach to the venue of the 36th 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 36th Annual General Meeting and the Annual Report 2016-17 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, 2017 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 **Wednesday, 20th September, 2017 (09:00 A.M)** and ends on **Friday, 22nd September, 2017 (5:00 P.M)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 16th September, 2017**, 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 16th September, 2017 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	<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 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)	<p>Enter the Bank details as recorded in your demat account with the depository or in the company records for your folio.</p> <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) Member 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.
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 22nd, 2017, 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 16, 2017.
19. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, August 04, 2017.
20. The shareholders shall have one vote per equity share held by them as on the cut-off date of September 16, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

21. 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 the listed stock exchanges viz. BSE Ltd. and The Calcutta Stock Exchange Ltd.

By order of the Board
For TTI Enterprise Limited

Place: Kolkata

Dated: 01st August, 2017

Parul Harlalka
Company Secretary

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

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 sets out all the material facts relating to the business mentioned at item No 4 and 5.

Item No: 4

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Paraj Mehta was appointed as an Additional Director on the Board of the Company with effect from 14th November, 2016 to hold office upto the date of the Annual General Meeting and is eligible for re-appointment as Director. Mr. Paraj Mehta is a CA and CFA by qualification, with around 19 years of experience in Capital Market and in the fields of Financial Management, Risk Management and Investment Banking. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Mr. Paraj Mehta as a Director of the Company. Details of Mr. Paraj Mehta as required to be given pursuant to the Listing Regulations and Secretarial Standards are attached to the Notice.

The Board therefore recommends the resolution for your approval. Except Mr. Paraj Mehta (the appointee), Mrs. Binjal Mehta (being relative of the appointee) are concerned or interested, in this Resolution.

Item No 5:

Mrs. Binjal Mehta is the Whole time Director of the Company, having 18 years of experience in the field of Law and Compliance in Secretarial & Corporate matters. The board has proposed to increase the remuneration of Mrs. Binjal Mehta with effect from 1st April, 2017 from ₹ 30,000/- per month to ₹. 40,000/- Per month for the F.Y 2017-18 and in the subsequent year from ₹ 40,000/- per month to an amount that Nomination and Remuneration Committee and the Board of Directors of the Company may deem fit but subject to a limit of ₹ 50,000/- per month.

The Nomination and Remuneration Committee has approved the remuneration, the members are requested to grant their consent and pass the resolution as **special resolution**.

Mrs. Binjal Mehta being the Whole time Director of the Company and Mr. Paraj Mehta (being relative) are concerned or interested in the said resolution.

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment/re-appointment/ revision in remuneration in the forthcoming Annual General Meeting.

Name of Director	Binjal Mehta	Paraj Mehta
DIN	00043830	00049230