



TTI ENTERPRISE LIMITED

37TH Annual Report
2017-18



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CORPORATE INFORMATION

CIN	: L67120WB1981PLC033771
Directors	: Mr. Alok Kumar Goenka, Independent Director Mr. Subrata Saha, Independent Director Mrs. Binjal Mehta, Whole-time Director Mr. Paraj Mehta, Non Executive Director
Chief Financial Office	: Mr. Sumant Kumar Singh
Company Secretary	: Ms. Minu Agarwal
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 22109197 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-+91 33 22357271 Email-nichetech@nichetechpl.com
Stock Exchanges where Securities are listed	: The Calcutta Stock Exchange Limited BSE Limited
Website	: www.ttienterprise.net

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 37th Annual Report of the Company together with the Audited Financial Statements for the financial year ended 31st March 2018.

1. FINANCIAL PERFORMANCE

Your Company's performance during the year as compared to the previous year is summarized below:

(₹ in Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
	AUDITED	AUDITED
Gross Income	291.20	500.03
Profit Before Int. and Depn.	28.12	21.31
Net Profit Before Tax	28.12	21.31
Provision for Tax	7.14	14.08
Net Profit After Tax	20.98	7.23
Balance of Profit brought forward	48.98	43.19
Balance available for appropriation	69.96	50.43
Transfer to Statutory Reserve	4.20	1.45
Surplus carried to Balance Sheet	65.76	48.98

2. REVIEW OF OPERATIONS

The Company earned a Net Revenue of ₹. 291.20 Lakhs as compared to ₹. 500.03 Lakhs during previous year. The Company earned a Net Profit of ₹. 20.98 Lakhs as compared to ₹. 7.23 Lakhs during previous year.

3. DIVIDEND

Yours Directors do not recommend any dividend on equity shares in order to conserve the resources of the company.

4. RESERVES

The total Reserves at the end of the year, that is, 31st March 2018 is ₹. 98.60 Lakhs as against the total Reserves of ₹. 77.61 Lakhs as on 31st March 2017.

The Board does not recommend any transfer to the General Reserves for the year under review.

5. SHARE CAPITAL

The Authorized Share Capital of the Company is ₹. 25,50,00,000/- divided in to 2,55,00,000 Equity Shares of face value of Rs.10/- each. There is no change in the Authorized Share Capital of

the Company during the year under review. The Paid-up Share Capital of the Company is ₹. 25,40,44,220/- divided in to 2,54,04,422 Equity Shares of face value of ₹. 10/- each. There is no change in the Paid-up Share Capital of the Company during the year. The equity shares of your Company are listed on Bombay Stock Exchange Ltd and the Calcutta Stock Exchange Limited.

6. DETAILS OF SUBSIDIARY/ JOINT VENTURE/ ASSOCIATE COMPANIES

M/s Udyati Traders Limited, the only Subsidiary Company of your Company, which existed at the beginning of the Financial Year 2017-18, has now ceased to remain subsidiary of your Company as it was divested during the year. Therefore, as on 31st March, 2018, your Company has neither a Subsidiary Company nor a Joint Venture Company nor an Associate Company during the year under review.

7. LISTING FEES

The Annual Listing Fee for the Financial Year 2017-18 had been paid to stock exchanges where the company's shares are listed.

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Directors

During the year under review, there has been no change in the Board of Directors of your Company. In accordance with the provisions of Section 152 of the Act read with Rules framed thereunder and the Articles of Association of the Company, Mr. Paraj Mehta (DIN: 00049230) retires by rotation at the ensuing AGM and being eligible, offers himself for reappointment. A brief profile along with necessary disclosures of Mr. Paraj Mehta has been annexed to the Notice convening the ensuing AGM and forms an integral part of this Annual Report.

Declaration by Independent Directors

The Company has received declarations from all the Independent Directors under section 149(7) of the Companies Act, 2013 that they meet the criteria of Independence laid down in section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulation, 2015. All requisite declarations were placed before the Board.

Key Managerial Personnel

The following executives of your company are whole-time Key Managerial Persons (KMPs) as on March 31, 2018 in accordance with the provisions of section 203 of the Companies Act, 2013-

NAME	DESIGNATION
Mr. Sumant Kumar Singh	Chief Executive officer
Mrs. Parul Harlalka	Company Secretary (Resigned w.e.f. 10.10.2017)
Ms. Minu Agarwal	Company Secretary (Appointed w.e.f. 22.01.2018)

During the year, Mrs. Parul Harlalka resigned from the post of Company Secretary with effect from 10th October, 2017 and Ms. Minu Agarwal has been appointed as Company Secretary of the Company with effect from 22nd January, 2018.

9. 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, an extract of annual return as on 31st March 2018 in Form. MGT 9 is annexed to this Board's Report and marked as **Annexure I**.

10. BOARD EVALUATION

The Board of Directors have carried out an annual evaluation of its own performance, its various committees and individual directors pursuant to the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations). The Board of Directors has expressed its satisfaction on functioning and performance of the Board and its various Committees and the performance of individual directors.

During the year under review, the Independent Directors of your company carried out the performance evaluation of Non-Independent Directors and the Board as a whole, at a separate meeting of the Independent Directors. Also, the Performance Evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

11. MEETINGS OF THE BOARD

During the year under review, a total of 5 (Five) Board Meetings were held i.e., on 18th April, 2017, 22nd May, 2017, 1st August, 2017, 01st November, 2017 and 22nd January, 2018. The Maximum time gap between any two consecutive meetings did not exceed 120 days.

12. NOMINATION & REMUNERATION POLICY

The Board has formulated Nomination & Remuneration Policy in accordance with the provisions of Section 178 of the companies Act, 2013 and the Listing Regulations. The policy provides for the directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters.

The said policy is available on the Company's website www.ttienterprise.net

13. MANAGERIAL REMUNERATION

Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to the section 197 (12) of the companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as **Annexure II** and forms part of the Board Report.

Particulars of Employees

None of the employees draws remuneration which is in excess of the limits as prescribed under the said rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, thus the statement pursuant to section 197(12) of the Companies Act 2013 read with rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not required to be annexed.

14. STATUTORY AUDITORS

In terms of the provisions of Section 139 of the Companies Act, 2013 read with provisions of the Companies (Audit and Auditors) Rules, 2014 as amended, M/s. Jhawar Vithal & Co., Chartered

Accountant were appointed as Statutory Auditors of the Company for a consecutive period of 5 years from the conclusion of the 34th AGM held in the year 2015 until conclusion of the 39th AGM of the Company to be held in the year 2020.

In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by the Ministry of Corporate Affairs (MCA), the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting. Accordingly, the Notice to the 37th AGM does not carry any resolution on ratification of appointment of Statutory Auditors. Also, they have confirmed that they are not disqualified from continuing as the Auditors of the Company.

15. AUDITORS' REPORT

There is no modification, qualification, reservation or adverse remarks or disclaimer made by M/s. Jhawar Vithal & Co., Statutory Auditors of the Company, in their report on your company's Financial Statements for the year ended on 31st March, 2018. Further, the Statutory Auditors have not reported any incident of fraud to the Audit Committee of your Company during the year under review.

16. SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT

M/s. A. M Bubna & Associates, Practicing Company Secretaries have been appointed as Secretarial Auditors of the Company for the financial year 2017-18 to conduct the Secretarial Audit in compliance with the provisions of Section 204 of the Companies Act 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Secretarial Audit Report confirms that your company has complied, inter alia, with all applicable provisions of the Companies Act, 2013, the Listing Agreements entered into by your company with BSE Limited and The Calcutta Stock Exchange Limited and the Listing Regulations, the Reserve Bank of India Directions, Guidelines and circulars applicable to NBFCs-Corporate Governance (Reserve Bank) Direction, 2015 issued by the Reserve Bank of India (RBI) and other applicable provision. The report of the Secretarial Auditors is enclosed as **Annexure III** to this report. The report is self-explanatory and does not call for any further comments.

17. INTERNAL AUDIT & FINANCIAL CONTROLS

The Company has adequate internal control system to safeguard its assets. All transactions are properly authorized, recorded and reported to the Management. Internal Audit is carried out in a programmed way and follow up action, if required, were promptly undertaken. The Company has also in place adequate financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

Further, the Audit Committee of your company evaluates and reviews the adequacy and effectiveness of the internal control systems and suggests improvements. The internal audit report are placed before the audit committee on quarterly basis and all findings and observation and comments, if any, of the Audit committee are placed before the board. There stood no adverse finding & reporting by the internal auditor in the internal audit report for the year ended 31st March 2018.

18. VIGIL MECHANISM

The Company has formulated a codified Whistle Blower Policy incorporating the provisions relating to Vigil Mechanism in terms of section 177 of the Companies Act, 2013 and Regulation

22 of the Listing Regulations in order to encourage the Directors and employees of your company to escalate to the level of audit committee any issue of genuine concern impacting and compromising with the interest of your company and its stakeholders in any way. The company is committed to adhere to highest possible standards of ethical, moral and legal business conduct, for whistle blowing in good faith. The said policy is available on your company website and a link to the said policy is <http://www.ttienterprise.net/sites/default/files/half-yealy-compliance-certificate/VIGIL%20MECHANISM%20AND%20WHISTLE-BLOWER%20POLICY.pdf>.

19. RISK MANAGEMENT POLICY

Your Company has adopted a Risk Management Policy in accordance with the provisions of the Companies Act, 2013 and the Listing Regulations with an objective to formalize the process of identification of potential risk and adopt appropriate risk mitigation measures through a risk management structure. The Risk Management Policy is a step taken by the Company towards strengthening the existing internal controls and updating the same as may be required from time to time. It establishes various level of accountability and overview within the Company, while vesting identified managers with responsibility for each significant risk.

20. RELATED PARTY TRANSACTION

All contracts/ arrangements/transactions with related parties entered by the company during the financial year 2017-18 were at arm's length basis and in the ordinary course of business and are in compliance with the applicable provision of the Companies Act 2013 and SEBI (LODR) Regulation 2015. There were no materially significant related party transactions made by the company with Promoters, Directors, KMPs or other designated person which may have a potential conflict with the interest of the company at large. Members may refer to the notes to the financial statements for details of related party transactions. Prior omnibus approval of the Audit Committee is obtained for the transactions which were foreseen and of repetitive nature. The details of the related party transactions undertaken during a particular quarter are placed at the meeting of the Audit Committee held in the succeeding quarter.

Details of such transactions are given in the accompanying financial statements. Disclosures of the Related Party Transactions in Form AOC-2 as required under Section 134(3) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules 2014 is attached as **Annexure IV** with the report as per the format prescribed (AOC-2).

21. MATERIAL CHANGES AND COMMITMENTS

There were also no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

22. SEXUAL AND WORKPLACE HARASSMENT

Your Company has put in place a policy of Prevention, Prohibition and Redressal of Sexual Harassment and Non discrimination at Workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. The policy is meant to sensitize the employees about their fundamental right to have safe and healthy environment at workplace.

All employees (permanent, temporary, contractual and trainees) are covered under this policy. During the year ended 31st March, 2018, your Company has received no complaints pertaining to Sexual Harassment/Discrimination at workplace.

23. CORPORATE GOVERNANCE REPORT AND CERTIFICATE

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the corporate governance requirements as set out by SEBI. As required under Regulation 34(3) read with Schedule V of SEBI Listing Regulation, 2015, the Corporate Governance Report of your Company for the financial year ended March 31, 2018 including the Compliance Certificate from the Whole-time Director & Chief Financial Officer of the Company and a Certificate from the Auditors of your company confirming compliance with the requirements of Corporate Governance, forms part of this Annual Report.

24. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis of the Company for the year under review as stipulated under Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 is given as a separate section forming part of the Annual Report.

25. MAINTENANCE OF COST RECORDS

The Maintenance of Cost Records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 is not required by the Company.

26. OTHERS DISCLOSURES/REPORT

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- a) Details relating to deposits as required under Chapter V of the Companies Act, 2013.
- b) Issue of Equity shares (Including Sweat Equity Shares) and ESOPs and shares with differential voting rights.
- c) Risk Management Committee is not applicable to the Company as it does not fall within the criteria.
- d) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operation in future.
- e) Your Company being a Non Banking Finance Company registered with RBI, having the principal business of providing loans is exempted from the provisions of Section 186 of the Companies Act 2013, to the extent of providing loans, giving guarantee and providing security in connection with the loan. Therefore, particulars of Loans, Guarantee or Investments under section 186 are not required to be disclosed by the Company.
- f) Conservation of energy, technology absorption and foreign exchange earnings and out go is Nil, as the company does not have any amount relating to conservation of energy or technology absorption.
- g) Corporate Social Responsibility Committee is not applicable to the Company as it does not fall within the criteria as provided under Section 135 of the Companies Act, 2013.

h) The Company has not declared any dividend till date so there is no fund lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

As per the provisions of Companies Act, 2013 read with Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual Report is being sent to all the members of the Company and others entitled thereto. Any member interested in obtaining such particulars may write to the Company at the registered office of the Company.

27. HUMAN RESOURCES

Your Company treats its “human resources” as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company’s thrust is on the promotion of talent internally through job rotation and job enlargement.

28. DIRECTORS’ RESPONSIBILITY STATEMENT

In terms of provisions of section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability confirm that:

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- (b) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 31st March, 2018 and of the profit of the Company for that period and cash flow statement of the Company for the year ended on that date;
- (c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors have prepared the annual accounts on a going concern basis;
- (e) The directors, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively;
- (f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

29. RBI GUIDELINES

The Company continues to comply with all the requirements prescribed by the Reserve Bank of India from time to time.

30. ACKNOWLEDGEMENT

Your Board wishes to place on record its deep appreciation of employees, customer, vendors, investors and academic institution for their continuous support.