



# **TTI ENTERPRISE LIMITED**

## ***ANNUAL REPORT***

***2018-19***

# CONTENTS

Corporate Information	1
Notice	2
Directors' Report including Annexure	16
Secretarial Audit Report	35
Management Discussion & Analysis Report	39
Corporate Governance Report	43
Independent Auditor's Report	60
Balance Sheet	68
Statement of Profit & Loss	69
Cash Flow Statement	70
Notes on Accounts	71

**CORPORATE INFORMATION**

<b>CIN</b>	L67120WB1981PLC033771
<b>Directors</b>	Mr. Alok Kumar Goenka, Independent Director Mr. Subrata Saha, Independent Director Mrs. Binjal Mehta, Whole-time Director Mr. Paraj Mehta, Non-Executive Director
<b>Chief Financial Officer</b>	Mr. Sumant Kumar Singh ( <i>resigned w.e.f. 31st July, 2018</i> ) Ms. Deepika H Doshi ( <i>w.e.f. 6th August, 2018</i> )
<b>Company Secretary</b>	Ms. Minu Agarwal
<b>Bankers</b>	Kotak Mahindra bank
<b>Auditors</b>	M/s Jhawar Vithal And Co. Chartered Accountants, Kolkata
<b>Secretarial Auditor</b>	M/s A.M. Bubna & Associates, Company Secretaries, Kolkata
<b>Registered office</b>	1 R. N. Mukherjee Road, Martin Burn House, 4 <sup>th</sup> Floor, Suite no. 22, Kolkata - 700001 Tele fax - +9133 2210 9197 Email –tti1711@gmail.com
<b>Registrar &amp; Share Transfer Agent</b>	Niche Technologies Pvt. Ltd. 3A, Auckland Place, 7 <sup>th</sup> floor Room No. 7A & 7B Kolkata -700017
<b>Stock Exchange where Company's Shares are Listed</b>	BSE Limited The Calcutta Stock Exchange Limited
<b>Website</b>	www.ttienterprise.net

**TTI ENTERPRISE LIMITED**

CIN: L67120WB1981PLC033771

**Registered Office:** 1, R. N. Mukherjee Road, Martin Burn House, 4th Floor, Suite No.: 22, Kolkata-700001**Tele-fax:** +9133 2210 9197; **E-mail:** [tti1711@gmail.com](mailto:tti1711@gmail.com); **Website:** [www.ttienterprise.net](http://www.ttienterprise.net)**NOTICE OF THE ANNUAL GENERAL MEETING**

NOTICE is hereby given that the **38<sup>th</sup> Annual General Meeting (AGM)** of the Members of **TTI Enterprise Limited** ('the Company') will be held at 10:00 A.M on Monday, 23<sup>rd</sup> September, 2019 at "Bharatiya Bhasha Parishad", 36A, Shakespeare Sarani, Kolkata-700017 to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Paraj Mehta (DIN: 00049230), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. To re-appoint Mr. Alok Kumar Goenka as an Independent Director and if, thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:-

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Alok Kumar Goenka (DIN: 00681040), Independent Non-Executive Director of the Company who holds office upto 30<sup>th</sup> September, 2019 and being eligible and in respect of whom the company has received a notice in writing under Section 160 of the Act, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a second term of five(5) consecutive years with effect from 1<sup>st</sup> October, 2019 up to 30<sup>th</sup> September, 2024."

4. To appoint Mr. Kamallesh Velji Thakkar as an Independent Director and if, thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Kamallesh Velji Thakkar (DIN: 00977332), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 23<sup>rd</sup> September, 2019 up to 22<sup>nd</sup> September, 2024.”

5. To re-appoint Mrs. Binjal Mehta as Whole Time Director of the Company and if, thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:-

“**RESOLVED THAT** pursuant to provisions of Section 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification or reenactment thereof) read with the Articles of Association of the Company, upon recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mrs. Binjal Mehta (DIN: 00043830), Whole Time Director of the Company whose period of office is liable to expire on 30<sup>th</sup> September, 2019 and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as Whole Time Director of the Company for a period of five years with effect from 1<sup>st</sup> October, 2019 to 30<sup>th</sup> September, 2024, on the terms and conditions including remuneration as set out in the statement annexed to the notice, with liberty to the Board of Directors, including the Nomination and Remuneration Committee, to alter and vary the terms and conditions of the remuneration as it may deem fit and as may be acceptable to Mrs. Binjal Mehta subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013.”

By order of the Board  
For TTI Enterprise Limited

Place: Kolkata  
Dated: August 9, 2019

Minu Agarwal  
Company Secretary  
Membership No. 51669

**NOTES**

1. The Explanatory Statement, pursuant to the provisions of Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the AGM is annexed to the Notice.
2. **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 / her 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.**

In terms of Section 105 of the Companies Act, 2013 and Rules framed thereunder, 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.

3. Members/proxies/ Authorised Representatives are requested to bring their attendance slip along with their copy of Annual Report to the Meeting. In case shares are held in the dematerialized mode, Members are requested to bring their Client ID and DP ID numbers for easy identification for attendance at the Meeting. Copies of Annual Report will not be provided at the AGM venue.
4. 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.
5. 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.
6. All relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days, except Saturdays, from 12 Noon to 2:00 P.M up to the date of the AGM.
7. Pursuant to the provisions of Section 91 of the Companies Act 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ('the

Listing Regulations'), the Register of Members of the Company and Transfer Books thereof will remain closed from Tuesday, 17<sup>th</sup> September, 2019 to Monday, 23<sup>rd</sup> September, 2019 (both days inclusive).

8. Pursuant to the provisions of the Listing Regulations, the Company is maintaining an E-mail ID, tti1711@gmail.com for quick redressal of member/investor grievances.
9. 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.
10. A Route Map showing direction to reach to the venue of the 38<sup>th</sup> AGM of the Company is annexed to the Notice as per the requirement under Secretarial Standard-2 on "General Meeting".
11. The details under Regulation 36(3) of the Listing Regulations in respect of the Directors seeking appointment/re-appointment at the 38<sup>th</sup> Annual General Meeting forms integral part of notice. The Company has received declarations/consents for appointment/re-appointment from the Directors as required under the Companies Act, 2013 and the rules made thereunder.
12. Members of the Company had approved the appointment of M/s. Jhavar Vithal & Co., Chartered Accountants, as the Statutory Auditors of the Company at the 34<sup>th</sup> AGM of the Company which is valid till 39<sup>th</sup> AGM of the Company to be held in the year 2020. In accordance with the amended provisions of Companies Act, 2013 enforced on 7<sup>th</sup> May, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.
13. 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 any change in address and email addresses to their Depository Participants.
14. The Securities and Exchange Board of India (SEBI) has mandated registration of Permanent Account Number (PAN) and Bank Account details for all shareholders. Therefore, Members holding shares in demat form can submit their PAN to their Depository Participants and Members holding shares in physical form can submit their PAN to the Company or its Registrar & Share Transfer Agent, M/s. Niche Technologies Private Limited.
15. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 effective from 1<sup>st</sup> April, 2019 the transfer of securities would be carried out in dematerialized form only. Accordingly, Members holding shares in physical form are therefore, advised to get the same dematerialized.
16. The notice of the 38<sup>th</sup> AGM and the Annual Report for the financial year ended March 31, 2019 is being sent by electronic mode 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. Members may note that the Notice of 38<sup>th</sup> Annual General Meeting and the Annual Report 2018-19 will also be available on the company's website *www.ttienterprise.net*.

17. The E-voting facility has been provided by the Company to Members to exercise their vote through remote e-voting through the platform of CDSL.
18. Mr. Ashish Bubna, Practicing Company Secretary has been appointed as Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer shall unblock the votes cast through electronic voting system provided at the AGM venue and remote e-voting in presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, within 48 hours of conclusion of the AGM, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.

## 19. 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 the Listing Regulations (as amended from time to time) the Company is pleased to provide its 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 **Friday 20<sup>th</sup> September, 2019 (09:00 A.M)** and ends on **Sunday, 22<sup>nd</sup> September, 2019 (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 16<sup>th</sup> September, 2019**, shall only be eligible for e-voting and can 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.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>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.</li> <li>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.</li> </ul>
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"> <li>Please Enter the DOB or Bank details in order to Login.</li> <li>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).</li> </ul>

- (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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**20.** 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.