



TTI ENTERPRISE LIMITED



ANNUAL REPORT 2019-20

CONTENTS

Corporate Information	1
Notice	2
Directors' Report including Annexure	13
Secretarial Audit Report	32
Management Discussion & Analysis Report	37
Corporate Governance Report	42
Independent Auditor's Report	63
Balance Sheet	71
Statement of Profit & Loss	72
Cash Flow Statement	73
Statement of Changes in Equity	74
Notes on Accounts	75

In this Annual Report, we have disclosed certain forward looking information to enable investors to comprehend our prospect and take informed investment decisions. This report and other statement - written and oral-that we periodically make, may contain forward - looking statements that set out anticipated results based on the Management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'intends', 'believes' and words of similar substance in connection with any discussion of future performance.

SAFE HARBOUR

"TTI Enterprise Limited" cannot guarantee that these forward looking statements will be realized, although we believe we have been prudent in our assumption. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or expected. We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future events or otherwise.

CORPORATE INFORMATION

CIN	L67120WB1981PLC033771
Directors	Mr. Alok Kumar Goenka, Independent Director Mr. Kamallesh Velji Thakkar, Independent Director Mrs. Binjal Mehta, Whole-time Director Mr. Paraj Mehta, Non-Executive Director
Chief Financial Officer	Ms. Deepika H Doshi
Company Secretary	Ms. Simran Jalan (w.e.f. 1 st July, 2020)
Bankers	Kotak Mahindra Bank
Auditors	M/s Jhavar Vithal And Co. Chartered Accountants, Kolkata
Secretarial Auditor	M/s A.M. Bubna & Associates, Practicing Company Secretaries, Kolkata
Registered office	1 R. N. Mukherjee Road, Martin Burn House, 4 th Floor, Suite No. 22, Kolkata - 700001 Tele fax - +9133 2210 9197 Email -tti1711@gmail.com
Registrar & Share Transfer Agent	Niche Technologies Pvt. Ltd. 3A, Auckland Place, 7 th floor Room No. 7A & 7B Kolkata -700017
Stock Exchange where Company's Shares are Listed	BSE Limited The Calcutta Stock Exchange Limited
Website	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; **Website:** www.ttienterprise.net**NOTICE OF THE ANNUAL GENERAL MEETING**

NOTICE is hereby given that the **39th Annual General Meeting (AGM)** of the Members of **TTI Enterprise Limited** ('the Company') will be held at 11:30 A.M on Tuesday, 29th September, 2020 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at 1, R. N. Mukherjee Road, Martin Burn House, 4th Floor, Suite No.: 22, Kolkata-700001 which shall be the deemed venue of the AGM.

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020, and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Binjal Mehta (DIN: 00043830), who retires by rotation at this meeting and being eligible, offers herself for re-appointment.
3. To consider the appointment of the 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, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and upon the recommendations of the Audit Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded to appoint M/s. S A V & Associates, Chartered Accountants, (Firm Registration No. 324473E) as the Statutory Auditor of the Company, for a term of 5 (five) consecutive years to hold office from conclusion of 39th Annual General Meeting until the conclusion of 44th Annual General Meeting on such remuneration and terms and conditions as set out in the Explanatory Statement annexed to this Notice.

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

Place: Kolkata

Dated: 24.08.2020

Simran Jalan
Company Secretary
Membership No. 61981

NOTES

1. In view of the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated 5th May, 2020 read together with General Circular Nos. 14/2020 & 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively, (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, permitted the holding of this AGM through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the MCA & SEBI Circulars, the AGM of the Company is being held through VC/OAVM, without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Central Depositories Services (India) Limited (‘CDSL’) shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/ OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 20 below.
3. The Explanatory Statement, pursuant to the provisions of Section 102 of the Companies Act, 2013 and Regulation 36 of Listing Regulations setting out material facts in respect of the business under Item No. 3 is annexed hereto and forms part of the Notice. Information on the Director proposed to be appointed/re-appointed at the Meeting as required under the Listing Regulations and Secretarial Standard on General Meetings (SS-2) is provided in the Annexure to this Notice. The Company has received declarations/consents for appointment/re-appointment from the Director as required under the Companies Act, 2013 and the rules made thereunder.
4. **Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held through VC / OAVM pursuant to the MCA circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the proxy form and attendance slip are not annexed hereto. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or Body Corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.**
5. 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 attend virtual AGM on its behalf and to vote through e-voting, on or before September 28, 2020 upto 5 P.M. without which the vote shall not be treated as valid. The said resolution/authorization shall be sent to the Scrutinizer by email through its registered email address at csashishbubna@gmail.com and to the Company at tt1711@gmail.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

6. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
7. Pursuant to the above mentioned MCA Circulars, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 8. DISPATCH OF NOTICE OF AGM AND ANNUAL REPORTS IN ELECTRONIC FORMAT**
- i. In line with the MCA General Circular dated 5th May, 2020 and SEBI Circular dated 12th May, 2020, the Notice of the AGM alongwith the Annual Report for the Financial Year 2019-2020 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Registrar & Share Transfer Agent (RTA)/Depositories. A copy of the Notice of this AGM alongwith the Annual Report is available on the website of the Company at ttienterprise.net and BSE at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com. For any communication, the Members may also send a request to the Company's email id: tti1711@gmail.com. The Company will not be dispatching physical copies of the Annual Report for the Financial Year 2019-2020 and the Notice of AGM to any Member.
 - ii. In compliance with the said Circulars, the Company has also published a public notice by way of an advertisement made dated 21st July, 2020, advising the members whose e-mail ids are not registered/updated with the Company, its RTA or Depository Participant(s) (DPs), as the case may be, to register/update their email ids with them. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
 - a. Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant.
 - b. Members holding shares in physical form may register their email address and mobile number with the Company/Company's Registrar and Transfer Agents, M/s. Niche Technologies Private Limited by sending an email request at the email ID tti1711@gmail.com or nichetechpl@nichetechpl.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate for registering their email address and receiving the AGM Notice and the e-voting instructions.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the virtual AGM.
10. 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.

11. 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 Wednesday, 23rd September, 2020 to Tuesday, 29th September, 2020 (both days inclusive).
12. 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.
13. Members holding shares in physical form are requested to notify any change in address to the Registrar and 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 1st 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 E-voting facility has been provided by the Company to Members to exercise their vote through remote e-voting through the platform of CDSL.
17. 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 will, after the conclusion of the e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through 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.
18. **VOTING THROUGH ELECTRONIC MEANS**
 - I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business

to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

- II. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- III. The process and manner for remote e-voting are as under:
 - i. The voting period begins on 26th September, 2020 at 9:00 A.M. and ends on 28th September, 2020 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - iii. The shareholders should log on to the e-voting website www.evotingindia.com.
 - iv. Click on "Shareholders" module.
 - v. Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

 - vi. Next enter the Image Verification as displayed and Click on Login.
 - vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - viii. If you are a first time user follow the steps given below:

	For Shareholders 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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

Birth (DOB)	<ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- ix. After entering these details appropriately, click on “SUBMIT” tab.
- x. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- xi. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant i.e., TTI Enterprise Limited on which you choose to vote.
- xiii. 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.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

19. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

- ii. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.
- iii. The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

20. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- ii. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- iii. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

21. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- iii. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.