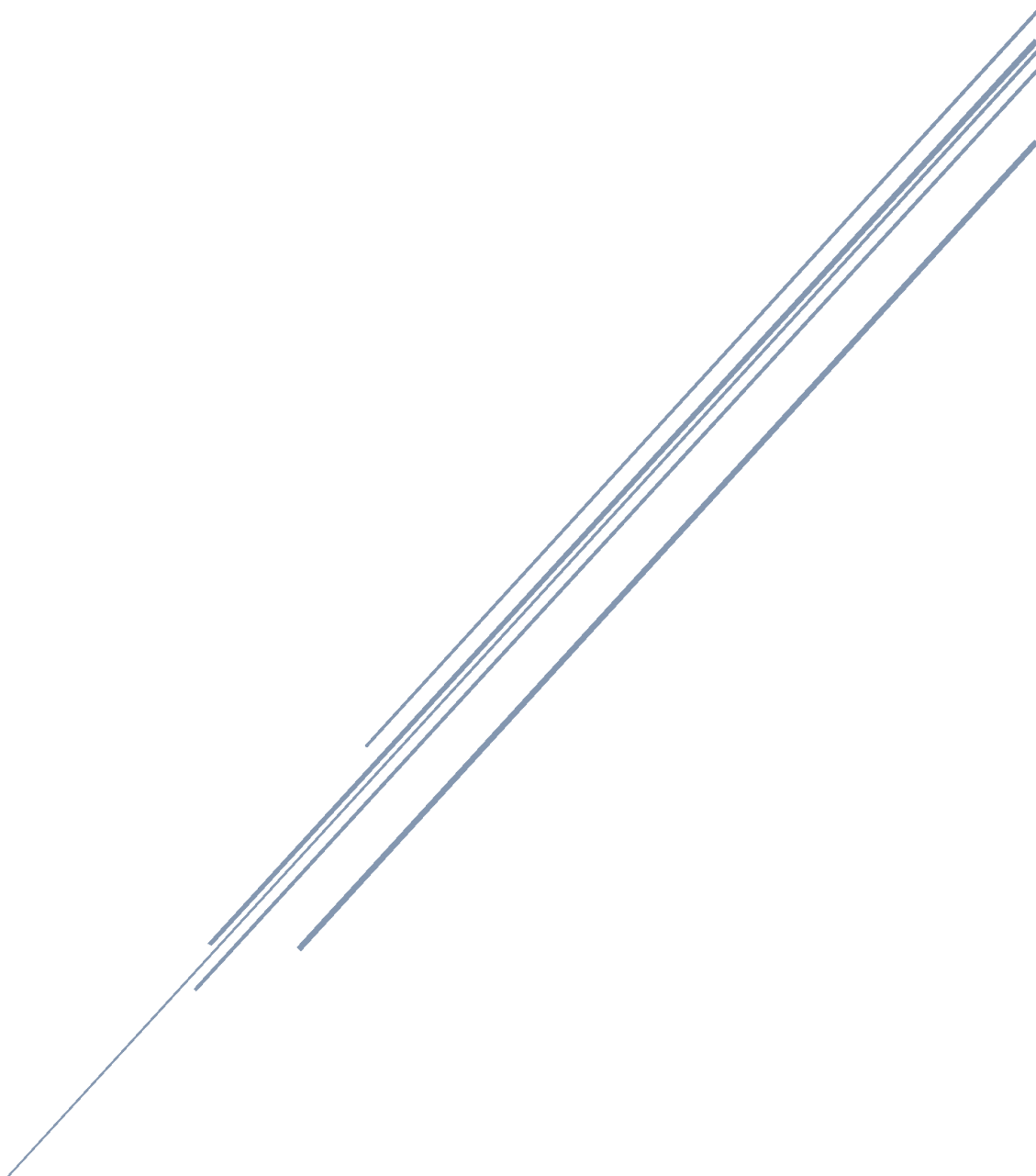


ANNUAL REPORT

2022 - 2023



TTI ENTERPRISES LIMITED

L67120WB1981PLC033771

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NOTE

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 statementsby 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, uncertaintiesand even inaccurate assumptions. Should know or unknown risks or uncertainties materialize 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

| BOARD OF DIRECTORS |
|---|
| Mr. Valath Sreenivasan Ranganathan , Executive Director (Appointed on 23/05/2022) |
| Mrs. Mridula Mukundan , Managing Director , (Appointed on /05/2022) (Resigned w.e.f. 14/08/2023) |
| Mrs. Payal Bafna Independent Woman Director, (Appointed on 23/05/2022) |
| Mrs. Sonal Atal , Independent Director (Appointed on 23/05/2022) |
| Mr. Anshuman Behra ,Chief Financial officer, (Appointed 23/05/2022) |
| Mrs. Jagrati Suhalka , Company Secretary and Compliance officer, (Appointed on 01/07/2022) |
| Mr. Asir Raja Selvan , Independent Director (Appointed on 11/08/2022) |

| REGISTERED OFFICE ADDRESS |
|---|
| Room No-822, 8th Floor, 4 Synagogue Street Kolkata - 700001 CIN: L67120WB1981PLC033771, Email: tti1711@gmail.com |

| STATUTORY AUDITORS | SECRETARIAL AUDITORS |
|--|---|
| M/s. MARK & Co, (Chartered Accountants) (Firm Registration No. 142902W) Membership No: 148787 E-503, Remi Bizcourt, Off Veera Desai Road, Andheri West, Mumbai - 400053 Email : mnj_ca@yahoo.co.in Partner: Rahul Lodha | Aparna Tripathi Practicing Company Secretary, (M.No 67594. COP 25278) A1, G4 Shubharambh Complex, Manpada, Thane – West, 400607 Email : csaparnatripathi@gmail.com |

REGISTRAR AND SHARE TRANSFER AGENT

NICHE TECHNOLOGIES PRIVATE LIMITED
SEBI Reg. No.: INR000003290
Add: 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata-700017
Tel No.: 033- 23016761 / 23012518
Email ID: nichetechpl@nichetechpl.com
Website: www.nichetechpl.com

PRINCIPAL BANKERS

Kotak Mahindra Bank
Dhanlaxmi Bank Ltd

LISTED ON

BSE Limited (Scrip code: 538597) ISIN: INE404F01031
The Calcutta Stock Exchange Limited

COMPOSITION OF COMMITTEES

1. AUDIT COMMITTEE

| DIN | NAME | DESIGNATION | POSITION IN COMMITTEE |
|------------|------------------|--------------------------------------|------------------------------|
| 09075302 | PAYAL BAFNA | Non-Executive - Independent Director | Chairperson |
| 09308801 | SONAL ATAL | Non-Executive - Independent Director | Member |
| 02786224 | RANGANATHAN V S | Executive Director | Member |
| 07586210 | ASIR RAJA SELVAN | Non-Executive - Independent Director | Member |

2. NOMINATION AND REMUNERATION COMMITTEE

| DIN | NAME | DESIGNATION | POSITION IN COMMITTEE |
|------------|------------------|--------------------------------------|------------------------------|
| 09308801 | SONAL ATAL | Non-Executive - Independent Director | Chairperson |
| 09075302 | PAYAL BAFNA | Non-Executive - Independent Director | Member |
| 07586210 | ASIR RAJA SELVAN | Non-Executive - Independent Director | Member |

3. STAKEHOLDERS RELATIONSHIP COMMITTEE

| DIN | NAME | DESIGNATION | POSITION IN COMMITTEE |
|------------|--|--------------------------------------|------------------------------|
| 07586210 | ASIR RAJA SELVAN | Non-Executive - Independent Director | Chairperson |
| 09075302 | PAYAL BAFNA | Non-Executive - Independent Director | Member |
| 09308801 | SONAL ATAL | Non-Executive - Independent Director | Member |
| 08242853 | MRIDULA MUKUNDAN (Resigned w.e.f. 14/08/2023) | Executive Non Independent Director | Member |



TTI ENTERPRISE LIMITED

Registered Office Add: Office No- 822, 8th Floor,
4 Synagogue Street, Kolkata - 700 001, Ph: +91 33 4061 9020

E-mail : tti1711@gmail.com

Web : www.ttienterprise.net

GST : 19AABCT2625C1ZO

CIN : L67120WB1981PLC033771

NOTICE

NOTICE IS HEREBY GIVEN THAT THE **42nd ANNUAL GENERAL MEETING OF TTI ENTERPRISE LIMITED** WILL BE HELD ON **FRIDAY, 29TH DAY OF SEPTEMBER, 2023 AT 11:00 A.M** THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO-VISUAL MEANS ('OAVM') FACILITY TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

ITEM NO. 1: ADOPTION OF THE AUDITED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023:

❖ **To receive, consider and adopt:**

The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023, together with reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

RESOLVED FURTHER THAT the any Director and the Company Secretary of the Company be and are hereby severely authorized by the Board on behalf of Company to do all such acts, deeds, resolutions and things and execute all such agreements, documents and instruments as may be required from time to time for giving effect to the above resolution and matters related thereto."

ITEM NO. 2: APPOINTMENT OF MR. VALATH SREENIVASAN RANGANATHAN (DIN 02786224) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION:

To appoint Mr. Valath Sreenivasan Ranganathan (DIN 02786224), who retires by rotation and, being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an

Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of The Companies Act, 2013; Mr. Valath Sreenivasan Ranganathan (DIN 02786224), who retires by rotation at this meeting, be and is hereby re-appointed as an Executive Non- Independent Director of the Company."

RESOLVED FURTHER THAT the any Director and the Company Secretary of the Company be and are hereby severely authorized by the Board on behalf of Company to do all such acts, deeds, resolutions and things and execute all such agreements, documents and instruments as may be required from time to time for giving effect to the above resolution and matters related thereto."

SPECIAL BUSINESS:

ITEM NO. 3: TO APPOINT MR. SABU THOMAS (DIN:08224794) AS MANAGING DIRECTOR AND CHAIRPERSON OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), and subject to such sanctions as may be necessary, the consent of the Company be and is hereby accorded to appoint **Mr. Sabu Thomas (DIN: 08224794)** as **Managing Director and chairperson**, of the Company who was appointed as an Additional Executive Director on **28.08.2023** for a period of five (5) years with effect from **28.08.2023 to 27.08.2028** on the terms and conditions including the remuneration as approved by the Nomination and Remuneration Committee of Rs. 1,00,000/- per month or Rs. 12,00,000/- per annum and minimum remuneration in the event of absence

or inadequacy of profits as set out in the Explanatory Statement relating to this resolution and in the Agreement entered between the Company and Mr. Sabu Thomas and such agreement is hereby approved, with liberty to the Board of Directors (which term shall be deemed to include any duly authorized committee thereof or the time being exercising the power conferred on the Board by this resolution), to alter and vary the terms and conditions and remuneration including minimum remuneration in such manner as it may deem fit and as may be agreed to between the Board of Directors and Mr. Sabu Thomas.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Mr. Sabu Thomas be suitably amended to give effect to such modifications, relaxation or variation without any further reference to the members of the Company in general meeting.

RESOLVED FURTHER THAT the any Director and the Company Secretary of the Company be and are hereby severely authorized by the Board on behalf of Company to do all such acts, deeds, resolutions and things and execute all such agreements, documents and instruments as may be required from time to time for giving effect to the above resolution and matters related thereto."

ITEM NO. 4: INCREASING BORROWING LIMITS OF THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180 OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of The Companies Act, 2013; including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, the consent of the shareholders of the Company be and is hereby accorded to borrow such monies from banks, financial institution(s), foreign lender, body corporate entity(ies), authority(ies) from time to time, with or without security, on such terms and conditions as it may consider fit notwithstanding that the amount to be borrowed together with amount already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of paid-up capital and free reserves and securities premium provided that the total amount that may be borrowed by the Board and

outstanding at any point of time shall not exceed ₹ 125,00,00,000/- (Rupees One Hundred and Twenty five Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the any Directors of the Company or Chief Financial Officer or Company Secretary be and are hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

ITEM NO. 5: AUTHORIZATION TO MAKE LOAN(S) AND GIVE GUARANTEE(S), PROVIDE SECURITY(IES) OR MAKE INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 186 read with The Companies (Meetings of Board and its Powers) Rules, 2014, Section 179 and other applicable provisions of The Companies Act, 2013; read with rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) and upon recommendation of the Board of Directors, the consent of shareholders of the Company be and is hereby accorded to authorize the Board of Directors for making Investments in other bodies corporate / giving or granting Loans to any other person (s) or body corporate (s)/ providing Guarantees / Securities on behalf of loan availed by any other person (s) or body corporate (s), from time to time, on such terms and conditions and with or without security as the Board of Directors may think fit which, together with the investments made / loans given or granted / guarantees / securities already made by the Company, which may exceed 60% of paid up capital and free reserves and securities premium OR 100% of free reserves and securities premium, that is to say, reserves not set apart for any specific purpose, whichever is more, provided that the total amount of investments made / loans given / guarantees / securities already made by the Company, shall not at any time exceed the limit of ₹ 4,00,00,000/- (Rupees Four Crores Only).

RESOLVED FURTHER THAT the any Directors of the Company, be and is hereby authorized to negotiate and settle terms and conditions of the investments / loans / guarantees / securities which may be made by the Company from time to time, by the Company, finalize the agreements/ contracts and documents in this regard and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT any Directors of the Company or Chief Financial Officer or Company Secretary be and are hereby severally authorized to sign such forms/returns and various documents as may be required to be submitted to the Registrar of Companies or such other authorities and to do all the acts, deeds and things which may be necessary to give effect to the above said resolution."

ITEM NO. 6: AUTHORIZATION TO ADVANCE ANY LOAN OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to Section 185 and all other applicable provisions of The Companies Act, 2013; read with The Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by Company or any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested up to an aggregate sum of ₹ 4,00,00,000/- (Rupees Four Crores Only), in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the any Directors of the Company be and are hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, Investment, Corporate Guarantee and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

For TTI Enterprises Limited

SD/-

Valath Sreenivasan Ranganathan
Executive Director
DIN: 02786224
Place: Kolkata
Date: 28.08.2023

Payal Bafna
Independent Director
Din : 9075302