



TTI ENTERPRISE LIMITED

1, R. N. Mukherjee Road, Martin Burn House, 4th Floor
Suite No. 22, Kolkata - 700 001, Tele-fax : +91 33 2210-9197
E-mail : tti1711@gmail.com
Web : www.ttienterprise.net
CIN : L67120WB1981PLC033771

Date: October 1, 2018

To
The Manager,
Department of Corporate Office
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400001

Subject: Submission of Annual Report for the financial year 2017-18

Dear Sirs,

In compliance with Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing a copy of the Annual Report of TTI Enterprise Limited ('the Company') for the financial year 2017-18 which was duly approved and adopted at the 37th Annual General Meeting of the Members of the Company held on Tuesday, 18th September, 2018 at 10.00 A.M., at "Bharatiya Bhasha Parishad", 36A, Shakespeare Sarani, Kolkata-700017 as per provisions of the Companies Act, 2013 and Rules made thereunder.

We request you to take the same on your record and upload on the Stock Exchange Website.

Thanking You.

Yours truly,

For TTI Enterprise Limited

FOR TTI ENTERPRISE LTD

Minu Agarwal

Company Secretary

Minu Agarwal

Company Secretary

Copy to:

The Secretary

The Listing Department

The Calcutta Stock Exchange Limited

7, Lyons Range,

Kolkata- 700001

Encl: As above

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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

Your 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. Jhavar 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.

Your Board takes this opportunity to thank all its dealers, banks and other stakeholders as it considers them essential partners in progress.

For and on behalf of the Board of Directors
For TTI ENTERPRISE LIMITED

Binjal Mehta
Whole-time Director
DIN: 00043830

Paraj Mehta
Director
DIN: 00049230

Subrata Saha
Director
DIN: 00959921

Place: Kolkata
Date: August 6, 2018

ANNEXURE-I
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2018
Pursuant to Section 92 (3) of the Companies Act, 2013 and
Rule 12(1) of the Companies (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	L67120WB1981PLC033771
ii	Registration Date	6/12/1981
iii	Name of the Company	TTI ENTERPRISE LIMITED
iv	Category/Sub-category of the Company	NBFC
v	Address of the Registered office	1, R.N.MUKHERJEE ROAD, MARTIN BURN HOUSE, SUITE NO.22, 4TH FLOOR. KOLKATA-700001.
vi	Contact Details	(033) 22109197
vii	Email Address	tti1711@gmail.com
viii	Website	www.ttienterprise.net
ix	Whether listed company	Yes
x	Name , Address & contact details of the Registrar & Transfer Agent, if any.	NICHE TECHNOLOGIES PVT. LTD. D-511, BAGREE MARKET, 71, B.R.B BASU ROAD, KOLKATA-700001. TEL. (033) 2234-3576, 22357270/7271

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Loan & Advances	SECTION K - FINANCIAL AND INSURANCE ACTIVITIES, DIVISION 64 – FINANCIAL SERVICE ACTIVITIES, EXCEPT INSURANCE AND PENSION FUNDING	100.00%

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sl. No.	Name Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
	NIL				

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1) Indian									
a) Individual / HUF	3,55,175	0	3,55,175	1.398	355,175	0	355,175	1.398	0.000
b) Central Government									
c) State Government									
d) Bodies Corporate	4,350,000	0	4,350,000	17.123	5,615,000	0	5,615,000	22.102	4.979
e) Banks / Financial Institutions									
f) Any Other									
Sub-total (A)(1)	4,705,175	0	4,705,175	18.521	5,970,175	0	5,970,175	23.501	4.980
(2) Foreign									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corporate									
d) Banks / Financial Institutions									
e) Any Other									
Sub-total (A)(2)	0	0	0	0.000	0	0	0	0.000	0.000
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	4,705,175	0	4,705,175	18.521	5,970,175	0	5,970,175	23.501	4.980
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds									
b) Banks / Financial Institutions									
c) Central Governments									
d) State Governments									

ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in shareholding during the year
		No. of Shares	% of total shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledged/ encumbered to total shares	
1	BINJAL MEHTA	92,390	0.364	0.000	92,390	0.364	0.000	0.000
2	IRAWATI ENTERPRISES LLP	2,200,000	8.660	0.000	2,200,000	8.660	0.000	0.000
3	JITENDRA KUMAR MEHTA	52,000	0.205	0.000	52,000	0.205	0.000	0.000
4	MEGHNATH WEALTH CREATORS LLP	1,000,000	3.936	0.000	1,000,000	3.936	0.000	0.000
5	PARAJ MEHTA (HUF)	131,275	0.517	0.000	131,275	0.517	0.000	0.000
6	PARAJ MEHTA	79,510	0.313	0.000	79,510	0.313	0.000	0.000
7	VAIKUNDAM ADVISORS LLP	1,150,000	4.527	0.000	2,415,000	9.506	0.000	4.979
	T O T A L	4,705,175	18.521	0.000	5,970,175	23.501	0.000	4.980

iii) Change in Promoter's Shareholding

Sl No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	BINJAL MEHTA				
	a) At the Beginning of the Year	92,390	0.364		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			92,390	0.364
2	IRAWATI ENTERPRISES LLP				
	a) At the Beginning of the Year	2,200,000	8.660		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			2,200,000	8.660
3	JITENDRA KUMAR MEHTA				
	a) At the Beginning of the Year	52,000	0.205		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			52,000	0.205
4	MEGHNATH WEALTH CREATORS LLP				
	a) At the Beginning of the Year	1,000,000	3.936		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			1,000,000	3.936
5	PARAJ MEHTA (HUF)				
	a) At the Beginning of the Year	131,275	0.517		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			131,275	0.517
6	PARAJ MEHTA				
	a) At the Beginning of the Year	79,510	0.313		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			79,510	0.313
7	VAIKUNDAM ADVISORS LLP				
	a) At the Beginning of the Year	1,150,000	4.527		
	b) Changes during the year				
	Date Reason				
	25/08/2017 Transfer	1,265,000	4.979	2,415,000	9.506
c) At the End of the Year			2,415,000	9.506	
	T O T A L	4,705,175	18.521	5,970,175	23.501

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holder of GDRs and ADRs) :

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	B P ELECTRICALS PRIVATE LIMITED				
	a) At the Beginning of the Year	342,890	1.350		
	b) Changes during the year				
	Date Reason				
	11/08/2017 Transfer	-30,000	0.118	312,890	1.232
	25/08/2017 Transfer	-43,000	0.169	269,890	1.062
	08/09/2017 Transfer	-34,000	0.134	235,890	0.929
	30/09/2017 Transfer	-30,000	0.118	205,890	0.810
	13/10/2017 Transfer	-24,000	0.094	181,890	0.716
	03/11/2017 Transfer	-23,000	0.091	158,890	0.625
	24/11/2017 Transfer	-24,300	0.096	134,590	0.530
	22/12/2017 Transfer	-30,000	0.118	104,590	0.412
	16/02/2018 Transfer	-38,200	0.150	66,390	0.261
	09/03/2018 Transfer	-33,390	0.131	33,000	0.130
	16/03/2018 Transfer	-33,000	0.130	0	0.000
	c) At the End of the Year			0	0.000
2	CASINO DEALERS PRIVATE LIMITED				
	a) At the Beginning of the Year	1,212,500	4.773		
	b) Changes during the year				
	Date Reason				
	25/08/2017 Transfer	-1,212,500	4.773	0	0.000
	c) At the End of the Year			0	0.000
3	GAJMUUKTA MERCHANTS PVT.LTD.				
	a) At the Beginning of the Year	997,720	3.927		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			997,720	3.927
4	HARIKRISHNA KISHORE				
	a) At the Beginning of the Year	115,000	0.453		
	b) Changes during the year				
	Date Reason				
	21/04/2017 Transfer	7,400	0.029	122,400	0.482
	28/04/2017 Transfer	600	0.002	123,000	0.484
	30/06/2017 Transfer	3,000	0.012	126,000	0.496
	07/07/2017 Transfer	1,000	0.004	127,000	0.500
	21/07/2017 Transfer	3,000	0.012	130,000	0.512

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holder of GDRs and ADRs) :

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	25/08/2017 Transfer	10,000	0.039	140,000	0.551
	01/09/2017 Transfer	3,470	0.014	143,470	0.565
	08/09/2017 Transfer	530	0.002	144,000	0.567
	30/09/2017 Transfer	-468	0.002	143,532	0.565
	06/10/2017 Transfer	24,630	0.097	168,162	0.662
	13/10/2017 Transfer	21,838	0.086	190,000	0.748
	22/12/2017 Transfer	5,000	0.020	195,000	0.768
	05/01/2018 Transfer	995	0.004	195,995	0.772
	12/01/2018 Transfer	-9,795	0.039	186,200	0.733
	19/01/2018 Transfer	-2,181	0.009	184,019	0.724
	26/01/2018 Transfer	-7,019	0.028	177,000	0.697
	02/02/2018 Transfer	27,000	0.106	204,000	0.803
	09/02/2018 Transfer	-758	0.003	203,242	0.800
	16/03/2018 Transfer	-142	0.001	203,100	0.799
	c) At the End of the Year			203,100	0.799
5	HIGHGROWTH VINCOM PRIVATE LIMITED				
	a) At the Beginning of the Year	202,344	0.796		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			202,344	0.796
6	KAMLESH KUMAR MISHRA				
	a) At the Beginning of the Year	632,400	2.489		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			632,400	2.489
7	KASHYAPI ADVISORS LLP				
	a) At the Beginning of the Year	4,141,686	16.303		
	b) Changes during the year				
	Date Reason				
	14/04/2017 Transfer	319,370	1.257	4,461,056	17.560
	21/04/2017 Transfer	36,500	0.144	4,497,556	17.704
	12/05/2017 Transfer	3,400	0.013	4,500,956	17.717
	19/05/2017 Transfer	15,000	0.059	4,515,956	17.776
	26/05/2017 Transfer	244,000	0.960	4,759,956	18.737
	30/06/2017 Transfer	30,000	0.118	4,789,956	18.855
	21/07/2017 Transfer	30,000	0.118	4,819,956	18.973
	08/09/2017 Transfer	146,000	0.575	4,965,956	19.548
	15/09/2017 Transfer	68,000	0.268	5,033,956	19.815

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holder of GDRs and ADRs) :

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	24/11/2017 Transfer	70	0.000	5,034,026	19.816
	15/12/2017 Transfer	13,000	0.051	5,047,026	19.867
	c) At the End of the Year			5,047,026	19.867
8	MRIDUL EXPORTS PRIVATE LIMITED				
	a) At the Beginning of the Year	200,400	0.789		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			200,400	0.789
9	NIRAJ PATHAK				
	a) At the Beginning of the Year	573,770	2.259		
	b) Changes during the year				
	Date Reason				
	07/04/2017 Transfer	-40,000	0.157	533,770	2.101
	12/05/2017 Transfer	-200,000	0.787	333,770	1.314
	19/05/2017 Transfer	-333,770	1.314	0	0.000
	c) At the End of the Year			0	0.000
10	PADMALAKSHMI WEALTH CREATORS LLP				
	a) At the Beginning of the Year	563,266	2.217		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			563,266	2.217
11	PRAGNAY ADVISORS LLP				
	a) At the Beginning of the Year	5,254,354	20.683		
	b) Changes during the year				
	Date Reason				
	14/04/2017 Transfer	10,000	0.039	5,264,354	20.722
	28/04/2017 Transfer	40,000	0.157	5,304,354	20.880
	08/12/2017 Transfer	20,888	0.082	5,325,242	20.962
	c) At the End of the Year			5,325,242	20.962
12	RUJU TRADECOM PRIVATE LIMITED				
	a) At the Beginning of the Year	1,120,048	4.409		
	b) Changes during the year				
	Date Reason				
	25/08/2017 Transfer	-52,500	0.207	1,067,548	4.202
	c) At the End of the Year			1,067,548	4.202

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holder of GDRs and ADRs) :

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
13	VANSHI INFRA PROJECTS LLP				
	a) At the Beginning of the Year	1,857,432	7.311		
	b) Changes during the year				
	Date Reason				
	19/05/2017 Transfer	333,770	1.314	2,191,202	8.625
	02/02/2018 Transfer	10,325	0.041	2,201,527	8.666
	16/03/2018 Transfer	277,890	1.094	2,479,417	9.760
	23/03/2018 Transfer	33,000	0.130	2,512,417	9.890
	c) At the End of the Year			2,512,417	9.890
	T O T A L	17213810	67.759	16,751,463	65.939

v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	BINJAL MEHTA				
	a) At the Beginning of the Year	92,390	0.364		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			92,390	0.364
2	PARAJ MEHTA				
	a) At the Beginning of the Year	79,510	0.313		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			79,510	0.313

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment			
	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year			
i) Principal Amount	0	0	0
ii) Interest due but not paid	0	0	0
iii) Interest accrued but not due	0	0	0
Total (i+ii+iii)	0	0	0
Change in Indebtedness during the financial year			
Additions	0	0	0
Reduction	0	0	0
Net Change	0	0	0
Indebtedness at the end of the financial year			
i) Principal Amount	0	0	0
ii) Interest due but not paid	0	0	0
iii) Interest accrued but not due	0	0	0
Total (i+ii+iii)	NIL	NIL	NIL

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time Director and/or Manager:

Sl.No	Particulars of Remuneration	Name of the Whole-Time Director	Total Amount (₹)
		Mrs. Binjal Mehta	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	4,20,000	4,20,000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission as- % of profit others, specify	-	-
5	Others, please specify	-	-
	Total (A)	4,20,000	4,20,000

B. Remuneration to Other Directors:

Sl.No	Particulars of Remuneration	Name of the Directors			Total Amount (₹)
		Mr.Paraj Mehta	Mr. Alok Kumar Goenka	Mr. Subrata Saha	
1	Independent Directors				
	(a) Fee for attending board meetings	-	4,000	4,000	8,000
	(b) Commission	-	-	-	-
	(c) Others, please specify	-	-	-	-
	Total (1)	-	4,000	4,000	8,000
2	Other Non Executive Directors				
	(a) Fee for attending board meetings	4,000	-	-	4,000
	(b) Commission	-	-	-	-
	(c) Others, please specify.	-	-	-	-
	Total (2)	4,000	-	-	4,000
	Total (B)=(1+2)	4,000	4,000	4,000	12,000
	Total Managerial Remuneration	-	-	-	-
Overall Cieling as per the Act.	-	-	-	-	

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount (₹)
		Company Secretary		CFO	
		Ms. Parul Harlalka*	Ms. Minu Agarwal **	Mr. Sumanta Kumar Singh	
1	Gross Salary				
	(a) Salary as per provisions	117,635	78,190	180,000	375,825
	(b) Value of perquisites u/s	-	-	-	-
	(c) Profits in lieu of salary	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission as % of profit	-	-	-	-
5	Others, please specify	-	-	-	-
6	Total	117,635	78,190	180,000	375,825

* Resigned W.e.f. 10.10.2017 ; **Appointed w.e.f 22.01.2018

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board of Directors
TTI ENTERPRISE LIMITED

Binjal Mehta
Whole-time director
DIN: 00043830

ANNEXURE-II

Section 197(12) read with Rule, 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of the employees of the company is as follows:

I. Ratio of the remuneration of each director to the median employee's remuneration for the financial year as under:

Sl. No.	Name of Directors	Directors' Remuneration (in ₹.)	Percentage Increase in remuneration from previous years	Ratio of remuneration of each Director / KMP to the Median Remuneration of Employees
1.	Ms. Binjal Mehta (Whole Time Director) a)Remuneration b)Sitting Fees	4,20,000 N.A	16.67%	2.15 N.A
2.	Mr. Alok Kumar Goenka (Independent Director) a)Remuneration b)Sitting Fees	N.A 4,000	Nil	N.A 0.02
3.	Mr. Subrata Saha (Independent Director) a)Remuneration b)Sitting Fees	N.A 4,000	Nil	N.A 0.02
4.	Mr. Paraj Mehta (Non- Executive Director) a)Remuneration b)Sitting Fees	N.A 4,000	Nil	N.A 0.02

II. *The number of permanent employees on the roll of the Company as on 31.03.2018: The Company have three employees other than KMP.

III. Affirmation that the remuneration is as per the remuneration policy of the Company: Yes it is confirmed.

* There is no increase in the remuneration of employees in the financial year.

For and on behalf of the Board of Directors

TTI ENTERPRISE LIMITED

Binjal Mehta

Whole-time Director

DIN: 00043830

ANNEXURE-III
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2018

[PURSUANT TO SECTION 204(1) OF THE COMPANIES ACT, 2013 AND RULE 9 OF THE COMPANIES
(APPOINTMENT AND REMUNERATION MANAGERIAL PERSONNEL) RULES, 2014]

To,
THE MEMBERS,
TTI ENTERPRISE LIMITED.
1, R. N. Mukherjee Road,
Martin Burn House, 4th Floor,
Suite No. 22, Kolkata – 700001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TTI Enterprise Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board –processes and compliance – mechanism in place to the extent, in the manner and subject to the reporting made hereinafter: We have examined the books, papers, minute books, forms and returns filed and other records maintained by TTI Enterprise Limited for the financial year ended on 31st March, 2018 according to the provisions of:

- i. The Companies Act, 2013 and the rules made there under;
- ii. The Securities Contracts (Regulation) Act 1956 (SCRA) and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The Regulations and Guidelines prescribed under the Securities And Exchange Board of India Act, 1992 (SEBI Act) viz. ;
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations,1993 regarding the Companies Act and dealing with client;

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations,2009; and
- (h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations,1998;
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.
- (j) And other applicable laws like The Reserve Bank of India Act, 1934 as applicable to the Non Banking Finance Company.

I have also examined compliance with the applicable clauses of the following:

1. Secretarial Standards issued by the Institute of Company Secretaries of India.
2. The Listing Agreements entered into by the Company with the Calcutta Stock Exchange Ltd. and BSE Limited.

During the period under review the company has complied with the provision of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

1. Some of the E-Forms were filed belatedly under the Companies Act, 2013. However the necessary additional filing fees as per the Act and the Rules were paid and none of the Forms were filed beyond the period prescribed under section 403 of the Act.
2. During the period the Company's membership with the Calcutta Stock Exchange Association was under suspension. However, the Company has filed necessary replies to their queries along with the fees as has been advised by the Exchange. The concerned Stock Exchange is however yet to revoke the suspension.

We further report that:

The Board of Directors of the company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent directors. The changes in the composition of the board of directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that no specific event having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. has taken place during the year under review.

For A.M. BUBNA & ASSOCIATES
(Company Secretaries)

Place: Kolkata

Name of Company Secretary in practice: Ashish Bubna

Date: July 16, 2018

FCS NO. 5148 C P No.: 3569

This report to be read with our letters of even date which is annexed as Annexure A and forms an integral part of this report.

ANNEXURE A

To,
THE MEMBERS
TTI ENTERPRISE LIMITED
1, R. N. Mukherjee Road,
Martin Burn House, 4th Floor,
Suite No. 22, Kolkata – 700001

Our report of even date is to be read along with this letter,

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, and regulations, standard is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

For A.M. BUBNA & ASSOCIATES
(Company Secretaries)

Place: Kolkata
Date: July 16, 2018

Name of Company Secretary in practice: Ashish Bubna
FCS NO. 5148 C P No.: 3569

ANNEXURE-IV**FORM NO. AOC-2**

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8 (2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis:

SL. NO.	PARTICULARS	DETAILS
A.	Name(s) of the related party & nature of relationship	Nil
B.	Nature of contracts/arrangements/transaction	Nil
C.	Duration of the contracts/arrangements/ transaction	Nil
D.	Salient terms of the contracts or arrangement or transaction including the value, if any	Nil
E.	Justification for entering into such contracts or arrangement or transactions	Nil
F.	Date of approval by the board	Nil
G.	Amount paid as advance	Nil
H.	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	Nil

All transactions entered into by the Company during the year with related parties were on an arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis:

The transactions entered into by the Company during the year with related parties on an arm's length basis were not material in nature.

**Policy on Related Party Transactions
(As per Regulation 23(1) of LODR 2015)**

The Company shall enter into transactions with related parties only on arm's length basis, supported by agreement or formal letter. If the transaction is not on arm's length basis, then, necessary compliances under Companies Act, 2013 and / or Listing Regulations, 2015 will be adhered to.

For the purpose of the above Regulation, transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceed 10% of the annual consolidated turnover of the company as per the last audited financial statements of the company.

**For and on behalf of the Board of Directors
TTI ENTERPRISE LIMITED**

**Binjal Mehta
Whole-time Director
DIN: 00043830**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

OVERVIEW

The Company is registered with RBI as Non-Deposit taking Non-Banking Financial Company NBFC – ND and operates in a single segment as lending and investing in securities. The company is listed with Calcutta Stock Exchange Ltd and Bombay Stock Exchange. The Company is actively engaged in the fund-based activities, providing loans and advances, investment in shares & securities etc.

GLOBAL ECONOMY

Globally, economic recovery gained momentum, with the year 2017 characterizing a synchronized improvement across all regions. The global economic activity is gaining strength, with the expansion of global trade, triggered by gradual improvement in global demand.

The global economy has become so interconnected that important trends and events in one region can have substantial effects on the opposite side of the globe – for better or for worse. Conditions for investment have generally improved, amid low financial volatility, reduced banking sector fragilities, recovery in some commodity sectors and a more solid global macroeconomic outlook. However, the world economy continues to face a number of downside risks. They include financial growth by means of higher inflation pressures, a stronger U.S. dollar, and lower equity prices, political populism, global insecurity and the refugee crisis, rising protectionism and trade tensions between major economies, and from geo-political developments in North East Asia and the Middle East. The tightening of global financial conditions would have implications for global asset prices and capital flows, leaving economies with high gross debt refinancing need and unhedged dollar liabilities, particularly exposed to financial distress. Global economic activity is picking up with a long awaited cyclical recovery in investment, manufacturing, and trade.

INDIAN ECONOMY

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organization (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years. The Financial Year 2017-18 marked a significant economic measure by the Government: The Goods and Services Tax (GST) was implemented from July, 2017 as the nation moved to ‘one nation- one tax’. The reform measure has helped India move into the Top 100 Club in World Bank’s ‘Global Ease of Doing Business’ rankings.

The turn around in growth has been underpinned by a significant uptrend in private consumption, especially to improved rural demand on the back of a bumper harvest and the Government’s thrust on rural housing and infrastructure. With improving investments, there are signs that a recovery is underway. Industrial activity has rebounded with strong industrial production growth, led by a rise in consumption, manufacturing and electricity generation. GST data shows 50% rise in number of indirect taxpayers and demonetisation has encouraged financial savings. The improvement in India’s economic fundamentals can be credited to the policy initiative undertaken by the Government. India’s GDP is estimated to have increased 6.6 per cent in 2017-18 and is expected to grow 7.3 per cent in 2018-19.

INDUSTRY STRUCTURE (NBFC)

The Non-Banking Financial Companies (NBFCs) sector is integral to the Indian financial landscape. Some of the reasons for the success of the sector include cost efficiency, refined product lines and better customer services. Niche segmentation, simplified procedures and a focused credit approach are believed to be the key factors bolstering the profitability of NBFCs, making them one of the highest value creating business models within the Indian economy.

OUTLOOK

Non-Banking Finance Companies (NBFC's) have emerged as substantial contributors to the country's economic growth because they act as critical link in the overall financial system catering to a large market of niche customers. The outlook for the sector over the next year looks comparatively better on account of positive trend of growth in economy which will help our Company to continue to explore profitable business opportunities. The Company remains confident of the long term growth prospects & opportunities ahead of it in its business.

OPPORTUNITIES, THREATS & RISK

Over the years, NBFCs have played a significant role in providing small-ticket loans to retail customers in underserved regions, who do not have access to formal sources of finance. There is huge opportunity for credit intermediation and expansion in the country owing to improved economic activity and play an important role in nation building. They are emerging as an alternative to mainstream banking. NBFC's do play a critical role in participating in the development of an economy by development in sectors like transport, employment generation, wealth creation, bank credit in rural segments and to support financially weaker sections of the society. Unfavourable events in the Indian economy can affect consumer sentiment and in turn impact consumer decision to purchase financial products. Competition from a broad range of financial service providers, unstable political environment and changes in Government policies / regulatory framework could impact the Company's operations. To mitigate the risks affecting the growth and profitability, the company has directed its efforts for risk management by employing the people who are experts and trying to initiate new technology. The company is constantly engaged in innovating its methods and procedure of risk management.

SEGMENTS WISE OR PRODUCT WISE PERFORMANCE

The company has only one segment and entire revenue is generated from financial activities only. Accordingly, segment reporting as required under AS17 issued by the ICAI is not applicable.

HUMAN RESOURCE

Your Company recognizes people as its most valuable asset and it has built an open, transparent and meritocratic culture to nurture this asset. It accordingly invests in training and long-term development programs and a healthy working atmosphere that ensures equal opportunity for growth and challenge to all the employees. Your Company is professionally managed with senior management personnel having rich experience and long tenure with the Company. The Company would continue to expand the human resources which are fundamental to the financial business services and responsible for its progress and stability.

INTERNAL CONTROL

The Company has adequate systems of internal control to ensure that all assets are safeguarded and protected against loss from any unauthorized use or disposition and that the transactions are authorized, recorded and reported correctly. The Company carries out extensive and regular internal audit, reviews the policy, guidelines and procedures. The Internal Auditors monitor the efficiency

and efficacy of the internal control systems in the Company, compliance with operating systems/accounting procedures and policies of the Company.

FINANCIAL PERFORMANCE

The Net Profit (after tax) for the Financial Year ended 31st March, 2018 standing at books at ₹. 20.98 Lakhs as compared to the last year's profit of ₹. 7.23 Lakhs.

CAUTIONARY STATEMENT

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take investment decisions. Statements made in this report of Management Discussion and Analysis describing the Company's objectives, projections, targets, estimates, expectations may be "forward looking statements" within the meaning of applicable securities laws and regulations. There may be deviations between actual results and the forward looking statements contained in this document due to various risks and uncertainties and the dynamic business environment in which the Company is operating. Important developments that could affect the Company's operations include a downtrend in the financial services industry- global or domestic or both, significant changes in the political and economic environment in India or key markets abroad, tax laws, litigation, labour relations, exchange rate fluctuations, Government policies and other incidental factors, etc.

**For and behalf of the Board of Directors
For TTI ENTERPRISE LIMITED**

**Binjal Mehta
Whole Time Director
DIN: 00043830**

**Place: Kolkata
Date: August 6, 2018**

CORPORATE GOVERNANCE REPORT

A. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance encompasses a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions in the widest sense. The Company strongly believes that establishing good corporate governance practices is essential to achieve long-term corporate goals and enhance stakeholders' value. The Company considers it absolutely ethical to abide by the laws and regulations of the land in letter and spirit and is committed to the highest standards of corporate governance which is indispensable to resilient and vibrant capital markets and is, therefore, an important instrument of investor protection.

Your Company is in compliance with the requirements mandated by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'). A Report on compliance with the Corporate Governance requirements as set forth in the Listing Regulations is given below:

B. BOARD OF DIRECTORS

The Board currently consists of optimum number of Executive and Non- Executive Directors as required under Companies Act, 2013 and the Listing Regulations. The Board consists of one Whole-time Director, two Independent Directors and one Non-Executive Director.

The composition of the Board, category of Directors as well as their Directorship, Memberships in other Companies/Committees are given below:-

Name of the Director	Category	*No of Directorship (s) as on 31.03.2018	**No. of Membership(s)/ Chairmanship in other Companies as on 31.03.2018	***No. of Equity Shares and Convertible instruments held by Non-Executive Directors	Relationship with other Directors
Mr. Alok Kumar Goenka	Non-Executive Independent Director	1	Nil	-	-
Mrs. Binjal Mehta	Whole-Time Director	1	Nil	92,390	Wife of Mr. Paraj Mehta
Mr. Subrata Saha	Non-Executive Independent Director	1	Nil	-	-
Mr. Paraj Mehta	Promoter & Non-Executive Director	1	Nil	79,510	Husband of Mrs. Binjal Mehta.

**Excluding Directorships in private limited companies, foreign companies and companies registered under section 8 of the Companies Act, 2013, but including Directorship in TTI Enterprise Limited.*

*** Only two Committees viz., Audit Committee and the Stakeholders' Relationship Committee have been considered for this purpose in terms of Regulation 26(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

****The Company has not issued any convertible instruments.*

Familiarization program for Independent Directors

The Company has familiarized the Independent Directors with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model etc., through a familiarization program. Details of the familiarization program have been disclosed on the Company's website: www.ttienterprise.net.

Notes:

- The Directors and senior management of the Company have made disclosures to the Board confirming that there are no material financial and/or commercial transactions between them and the Company that could have potential conflict of interest with the Company at large.
- None of the Directors holds office in more than 20 companies and in more than 10 public companies. All Directors are also in compliance of the limit on Independent Directorships of listed companies as prescribed in Regulation 25(1) of the Listing Regulations.

I. Board Meetings

The Board of Directors meets at least once in every quarter and also as and when required. During the financial year ended March 31, 2018, five Board Meetings were held. The intervening gap between the two meetings was within the limits prescribed under the Companies Act, 2013.

The dates of the meetings held during the year ended 31st March, 2018 are:

18 th April, 2017	22 nd May, 2017	1 st August, 2017	1 st November, 2017	22 nd January, 2018
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II. Attendance of the Directors

The details of the attendance of the Directors at the Board Meetings during the year and at the last Annual General Meeting are as under:-

Directors	Attendance at the meetings during 2017-18	
	Board Meetings	Last AGM (Held on 23.09.2017)
Mr. Alok Kumar Goenka	5	Yes
Mrs. Binjal Mehta	5	Yes
Mr. Subrata Saha	5	No
Mr. Paraj Mehta	5	Yes

III. Separate Meeting of Independent Directors

In compliance with the requirements of Schedule IV to the Companies Act, 2013 read with Regulation 25 of the Listing Regulations, a separate meeting of the Independent Directors was held on 22nd January, 2018 where all the Independent Directors were present. At the meeting, the Independent Directors:

- Reviewed the performance of Non Independent Directors and the Board as a whole;
- Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

IV. Performance Evaluation of the Board, Its Committees and Independent Directors

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees.

The Performance Evaluation of the Independent Directors was done by the entire Board of Directors and the Director being evaluated had not participated in the evaluation.

C. BOARD COMMITTEES

Your Company has in place various Committees as a means of improving the Board effectiveness and efficiency in areas where more focused, specialized and technical discussions are required. These committees prepare the groundwork for decision making and report at the subsequent Board Meeting. These Committees monitor the activities falling within their term of reference.

D. AUDIT COMMITTEE

The Board of Directors of the Company has constituted an Audit Committee of the Board in terms of the requirements of Section 177 of the Companies Act, 2013 and Rules framed thereunder read with Regulation 18 of the Listing Regulations. The Audit Committee of the Company meets every quarter, *inter alia*, to review the financial results for the previous quarter before the same are approved at Board Meetings, pursuant to Regulation 33 of the Listing Regulations. All the members are financially literate, with Mr. Alok Kumar Goenka, Chairman of the Committee, having relevant accounting and financial management expertise.

Terms of Reference

The broad terms of reference of the Audit Committee are as follows:

- i. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ii. The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- iii. Review of financial statements and the auditor's report thereon;
- iv. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- v. Approval or any subsequent modification of transactions of the company with related parties;
- vi. Scrutiny of inter-corporate loans and investments;
- vii. Valuation of undertakings or assets of the company, wherever necessary;
- viii. Evaluation of internal financial controls and risk management systems;
- ix. Review, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- x. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xi. to review the functioning of the whistle blower mechanism;

In addition, the Audit Committee also mandatorily reviews the following:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management, if any;
- Management letters/letters of internal control weaknesses, if any, issued by the Statutory Auditors;
- The appointment, removal and terms of remuneration of the Internal Auditor shall be subject to review by the Audit Committee.

Composition of the Committee, Meetings and Attendance

The Audit Committee of the Company comprises of two Independent Directors and one Non-Executive Director. During the year, the Committee has met 4(four) times. The Company Secretary acts as the Secretary to the Committee.

The dates of the meetings for the year ended 31st March, 2018 are given below:-

22 nd May, 2017	1 st August, 2017	1 st November, 2017	22 nd January, 2018
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The particulars of the Meetings attended by the Members during the year are given below:-

Name of the Director	Status	Category	No. of meetings attended
Mr. Alok Kumar Goenka	Chairman	Independent, Non- Executive	4
Mr. Subrata Saha	Member	Independent, Non- Executive	4
Mr. Paraj Mehta	Member	Promoter, Non- Executive	4

E. NOMINATION & REMUNERATION COMMITTEE:

The Company has constituted the Nomination and Remuneration Committee with the scope as stipulated in Section 178 of the Companies Act, 2013 read with Regulation 19 of the Listing Regulation.

Terms of Reference

The terms of reference of the Committee include the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

Composition of the Committee, Meetings and Attendance

The present composition of the Committee consists of two Independent Directors and one Non-Executive Director.

During the year, the Committee met on 22nd May, 2017 and 22nd January, 2018. The meetings were attended by all the members of the Committee. The Chairman of the Nomination and Remuneration

Committee, Mr. Alok Kumar Goenka, was present at the Annual General Meeting of the company held on 23rd September, 2017.

The particulars of the Meetings attended by the Members during the year are given below:-

Name of the Director	Status	Category	No. of meetings attended
Mr. Alok Kumar Goenka	Chairman	Independent, Non- Executive	2
Mr. Subrata Saha	Member	Independent, Non- Executive	2
Mr. Paraj Mehta	Member	Promoter, Non- Executive	2

F. REMUNERATION TO DIRECTOR

a) There is no pecuniary relationship or transactions of the Non- Executive Directors vis-à-vis the Company which has the potential conflict with the interests of the Company at large.

b) The Company follows a policy on Appointment and Remuneration of Directors, Key Managerial Personnel and other employees, appointment including criteria for determining qualifications, positive attributes and independence of a director. The Nomination and Remuneration Committee has also determined the criteria for performance evaluation of Independent Directors, Board and Committees.

c) Apart from sitting fees the Independent Non- Executive Directors and other Non-Executive Directors are not entitled to any remuneration from the Company. The Company pays sitting fees of ₹1,000/- to every Director for each Board Meeting. The Remuneration structure comprises of salary, bonus and annual increment for the Whole-time Director.

d) The Company does not pay any performance linked incentive nor does it have any stock option scheme.

The details of sitting fees paid to the Directors for the financial year 2017-2018 is as under:

Name	Sitting fees Paid in Rs.
Mr. Alok Kumar Goenka, Non- Executive Independent Director	4,000
Mr. Subrata Saha, Non- Executive Independent Director	4,000
Mr. Paraj Mehta, Non- Executive Director	4,000

Details of Remuneration to the Whole Time Director

Name	Designation	Amount
Mrs. Binjal Mehta	Whole-Time Director	4,20,000

The payment of Remuneration to the Whole-time Director of the Company is governed by the Resolution recommended by the Board and approved by the shareholders of the Company in the AGM of the Company held on 23rd September, 2017.

G. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Company has a duly constituted Stakeholders' and Relationship Committee in compliance with Section 178 of the Companies Act, 2013 to redress Shareholders' grievances like transfer of shares, non-receipt of annual report, non-receipt of dividend, if declared etc.

The Stakeholders Relationship Committee consists of two Independent Directors and one Non-Executive Director.

During the year, the Committee met 4 times viz, on 22nd May, 2017, 1st August, 2017, 1st November, 2017 and 22nd January, 2018.

The particulars of the Meetings attended by the Members during the year are given below:-

Sl. No.	Name of the Director	Status	Category	No. of meeting(s) attended
1.	Mr. Alok Kumar Goenka	Chairman	Independent, Non-Executive	4
2.	Mr. Subrata Saha	Member	Independent, Non-Executive	4
3.	Mr. Paraj Mehta	Member	Promoter, Non-Executive	4

Compliance Officer: The Company Secretary of the Company is the Compliance Officer of the Company.

Details of Shareholders' Grievances:

Particulars	2017-2018
Number of complaints at the beginning of the year	Nil
Number of Shareholder's Complaints received during the year	Nil
Number of complaints not solved to the satisfaction of shareholders	Nil
Number of pending complaints at the end of the year	Nil

H. GENERAL BODY MEETING DETAILS:

a) The details of the last three Annual and / or Extraordinary General Meetings are as follows:

Year Ended	Date and Time	Venue	Special Resolution Passed	Type of Meeting
March 31, 2015	30 th September, 2015, Wednesday at 3:30 P.M.	MCC Chamber of Commerce & Industry at 15-B, Hemanta Basu Sarani, Kolkata- 700001.	1	AGM
March 31, 2016	27 th September, 2016, Tuesday at 10:00 A.M	Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, Kolkata- 700017	1	AGM
March 31, 2017	23 rd September, 2017, Saturday at 10:00 A.M	Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, Kolkata- 700017	1	AGM

No Resolution was passed during the financial year ended March 31, 2018 through Postal Ballot under Section 110 of the Companies Act, 2013 and Rules framed thereunder. Also, the Company does not propose to conduct any Special Resolution through Postal Ballot under Section 110 of the Companies Act, 2013 and Rules framed thereunder on or before the forthcoming Annual General Meeting. No Extraordinary General Meeting was held during the year.

I. MEANS OF COMMUNICATION

Timely disclosure of consistent, comparable, relevant and reliable information on corporate financial performance is at the core of good governance. Towards this end:

- a) **Quarterly Results:** The Unaudited/ Audited Financial Results of the Company are given to the Stock Exchanges after the same are approved at the Board Meeting and also disseminated on the website of the Company at www.ttienterprise.net. The Annual Audited Financial Statements are posted to every Member of the Company in the prescribed manner. In terms of Regulation 10 of the Listing Regulations, the Company complies with the online filing requirements on electronic platform of BSE Limited (BSE) viz. BSE Corporate Listing Centre. Also, the same are simultaneously intimated to The Calcutta Stock Exchange Limited (CSE).
- b) **Newspaper:** The quarterly/half yearly and annual results of the Company are published in national and local daily newspapers like Business Standard (English) and Sukhabar (Bengali) and is displayed on the website of the Company i.e. www.tti.enterprise.net.
- c) **Website:** The Company maintains a functional website www.tti.enterprise.net which contains a separate section on 'Investor Information/Relation' which enables them to access all information relating to the Company such as quarterly / half yearly / annual financial statements, shareholding patterns and releases, Company Policies, etc.
- d) **New Releases, Presentations, etc.:** Official announcements and other general information are displayed on the Company's website www.tti.enterprise.net. Also, official Media Releases are sent to the Stock Exchanges.
- e) **Annual Report:** The Annual Report containing the Audited Financial Statements, Director's Report, Auditor's Report and other important information is circulated to members and others who are entitled thereto. The Management Discussion Analysis Report forms part of the Annual Report.

There are no presentations made by the Company to any institutional investors or to any analyst during the year.

J. GENERAL SHAREHOLDER INFORMATION:

Annual General Meeting- date, time and venue.	Tuesday, 18 th September, 2018 at 10:00 A.M at Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, Kolkata- 700017
Date of Book Closure	Wednesday, 12 th September, 2018 to Tuesday, 18 th September, 2018
Financial Year	1 st April to 31 st March
Dividend payment date	The Board has not recommended any dividend during the year under review.
Listing on Stock Exchanges Stock Code at Stock Exchanges	The Calcutta Stock Exchange Ltd. Scrip Code-30137 & 10030137 7, Lyons Range, Kolkata-700001. BSE Limited Scrip Code-538597 P.J. Towers, Dalal Street,

	Mumbai-400001.
Listing Fees to Stock Exchanges	The Annual Listing Fees for the year 2017-18 and 2018-19 have been paid to all the Stock Exchange where securities of the Company are listed.
Annual Custody Fees to Depositories	The Company has paid Annual Custody fees for the year 2017-18 to both the depositories namely National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Corporate Identification Number	L67120WB1981PLC033771.
International Securities Identification Number (ISIN)	INE404F01031
Registered Office Address	1, R. N. Mukherjee Road, Martin Burn House, 4th Floor, Suite No. 22, Kolkata-700001. Phone: (033) 2210 9197; E-mail id: tti1711@gmail.com
Registrar and Share Transfer Agent	M/s Niche Technologies Pvt. Ltd. D-5 11, Bagree Market, 5th Floor, 71, B. R. B. Road, Kolkata-700001. Phone: (033) 2234-3576, (033) 2235-7270/7271 Email id: nichetechpl@nichetechpl.com
Share Transfer System	The Share transfers received in physical form are processed and the share certificates are usually returned within 30 days of lodgement, subject to the documents being valid and complete.
Dematerialization of shares	Dematerialization of shares is usually processed and confirmation given to respective depositories within 21 days of receipt of Dematerialization Request Form. As on 31 st March, 2018, 2,53,59,177 (99.82%) of equity shares are in electronic form, the transfer of which is done through depositories. The Company's shares are available for dematerialization on both the depositories viz. NSDL and CDSL. The number of shares dematerialized with NSDL as on 31.03.2018 were 2,42,45,604 (95.44%) shares and with CDSL were 11,13,573 (4.38%) shares.
Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity.	The Company has not issued GDR/ADR till date.
Commodity price risk or foreign exchange risk and hedging activities.	None.
Plant locations	None.
Address for correspondence	The Company Secretary TTI Enterprise Limited 1, R. N. Mukherjee Road, Martin Burn House, 4th Floor, Suite No.22, Kolkata-700001. Phone: (033) 2210 9197; E-mail id: tti1711@gmail.com

Stock Market Data**The Calcutta Stock Exchange Association Limited:**

2017-18	There has been no trading during the year under review.
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BSE Limited: Market price data and stock performance in the last financial year.

Month	High ₹.	Low ₹.
April 2017	2.96	2.21
May 2017	3.49	2.21
June 2017	2.27	1.38
July 2017	1.65	1.34
August 2017	1.48	1.05
September 2017	1.84	1.32
October 2017	2.22	1.75
November 2017	2.05	1.59
December 2017	1.74	1.47
January 2018	2.11	1.36
February 2018	1.36	1.14
March 2018	1.15	1.04

Performance of the stock in comparison to BSE Sensex and BSE Small Cap Index:

Details	April'2017	March'2018
BSE Sensex	29737.73	32968.68
BSE Small Cap	14466.98	16994.36
Company's Share	2.95	1.15

Shareholding pattern as on March 31, 2018:

Sl. No	Category	No. of Shares held	% of holding
1	Promoters (Individual & Body Corporate)	5970175	23.50
2	Private Corporate Bodies	16740736	65.90
3	Resident Individuals	2428247	9.56
4	Any Other	265264	1.04
	Total	25404422	100

Distribution of equity shares as on March 31, 2018:

Sl. No.	Range	No. of Holders	% to Total	No. of Shares	% to Total
1.	1 - 500	568	67.1395	54,364	0.2140
2	501- 1,000	69	8.1560	58,533	0.2304
3.	1,001- 5,000	96	11.3475	2,33,632	0.9197
4.	5,001- 10,000	31	3.6643	2,40,288	0.9459
5.	10,001- 50,000	58	6.8558	14,65,247	5.7677
6.	50,001-1,00,000	8	0.9456	5,46,753	2.1522
7.	1,00,001- And above	16	1.8913	2,28,05,605	89.7702
	Total	846	100.00	2,54,04,422	100.00

K. OTHER DISCLOSURES

- There are no materially significant related party transactions that may have potential conflict with the interest of the Company at large. The Board has approved a policy for material related party transactions which has been uploaded on the Company's website. The web link as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under: <http://www.ttienterprise.net/sites/default/files/half-yealy-compliance-certificate/Related%20Party%20Transaction.pdf>
- There has been no instance of non-compliances by the Company on any matter related to capital markets during the last three years. No penalty / stricture have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authorities on such matters.
- The Company has established vigil mechanism for directors, employees and other stakeholders to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethical policy. The Whistle Blower Policy is placed on the website of the Company. The details of such vigil mechanism have been provided in the "Boards' Report to the Members" section of this Annual Report.
- The Company has a policy for determining 'material' subsidiaries. The same has been placed on the website of the Company.

L. DETAILS OF COMPLIANCE**a) Mandatory Requirements**

The Company complies with all the mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to Corporate Governance. The Company has complied with the requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 shall be made in section on corporate governance of the annual report.

b) Non Mandatory Requirements

The Company has adopted various non mandatory requirements as disclosed below:

- The Company has moved towards a regime of financial statements with unmodified audit opinion.
- The Internal Auditor report directly to the Audit Committee.
- The Independent Directors are having requisite qualification and expertise to act as Director on the Board.

M. CODE OF CONDUCT

The Board has adopted the Code of Conduct for all Board Members and Senior Management Personnel of the Company and the said Code is posted on the website of the Company. All Board members and senior management personnel have confirmed compliance with the Code for the year 2017-18. A declaration to this effect signed by the Whole- Time Director of the Company is attached to this report. The Company has in place a prevention of Insider Trading Code based on SEBI (Prohibition of Insider Trading) Regulation, 2015. This code is applicable to all Directors and designated employees.

For TTI Enterprise Limited

Place: Kolkata
Date: August 6, 2018

Binjal Mehta
Whole-Time Director
DIN: 00043830

Declaration Affirming Compliance of Code of Conduct under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Members of TTI Enterprise Ltd

This is to declare that to the best of my knowledge and belief all the Members of the Board and Senior Management Personnel of the Company have affirmed their respective compliance with the Company's Code of Conduct for the year ended March 31, 2018.

For TTI Enterprise Limited

Binjal Mehta
Whole-Time Director
DIN: 00043830

Place: Kolkata
Date: August 6, 2018

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Board of Directors
TTI Enterprise Limited

This is to certify that:

A. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2018 and that to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable Laws and Regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year were fraudulent, illegal or violative of the Company's practices and Code of Conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's Internal Control Systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.

D. We have indicated wherever applicable to the Auditors and the Audit Committee:

- i. That there were no significant changes in the internal control over financial reporting during the year.
- ii. All significant changes in accounting policies during the year, if any, have been disclosed in the notes to financial statement.
- iii. There were no instances of significant fraud involving either the management or employees having a significant role in the Company's internal control system over financial reporting.

Binjal Mehta
Whole-Time Director
DIN: 00043830

S.K. Singh
Chief Financial Officer

Place: Kolkata
Date: July 29, 2018

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members
TTI Enterprise Limited

We have examined the compliance of conditions of Corporate Governance by TTI Enterprise Limited ("the Company), for the year ended 31st March, 2018 as per the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [(SEBI (LODR) Regulations"].

The Compliance of the conditions of Corporate Governance is the responsibility of the company's management. Our examination has been limited to a review of the procedure and implementations thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made, we certify that the Company has complied with the mandatory conditions of Corporate Governance as stipulated in the afore-mentioned SEBI (LODR) Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Jhawar Vithal And Co.
Chartered Accountants
Firm Reg No. 327344E**

**Vithal Jhawar
CP No: 300406**

**Place: Kolkata
Date: August 6, 2018**

INDEPENDENT AUDITOR'S REPORT

To the Members of TTI ENTERPRISE LIMITED

Report on the Financial Statements

We have audited the accompanying Financial Statements of **TTI Enterprise Limited** (“the Company”) which comprise the Balance Sheet as at **31st March 2018**, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the

accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31st, 2018, of its **Profit** and of the cash flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**", a statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement for the year ended dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statement comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on March 31st, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on March 31st, 2018, from being appointed as a director in terms of section 164(2) of Act.
 - f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - i) The Company does not have any pending litigations which would impact its financial position in its Financial Statements.

- ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii) There were no amounts which were required to be transferred by the Company to the Investor Education and Protection Fund.

For Jhawar Vithal & Co.
Chartered Accountants
FRN – 327344E

Vithal Jhawar
Proprietor
M. No.: 300406

Place: Kolkata

Date: 14.05.2018

“ANNEXURE-A” TO THE AUDITORS’ REPORT

The Annexure referred to in Our Report of even date to the members of M/S. TTI ENTERPRISE LTD. on the financial statements of the company for the year ended 31st March, 2018.

On the basis of such checks as we considered appropriate and according to the information and Explanations given to us during the course of our audit, we report that:

- i) The Company does not have any fixed assets. Consequently, para 3(i) of the Order are not applicable.
- ii) As per the information and explanation made available to us, the Company does not have physical inventory/ stock. The inventory of the Company comprises of shares only, consequently clause 3(ii)(a) and 3(ii)(b) of the order are not applicable to the Company.
- iii) As per the information and explanation given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013. Consequently clause 3(iii)(a), 3(iii)(b) of the order are not applicable to the company.
- iv) The provisions of Section 185 of the Act are not applicable to the Company. The Company has complied with the provisions of Section 186 of the Act to the extent applicable.
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public during the year. Therefore, the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder are not applicable to the company.

- vi) As informed to us, the Central Government has not prescribed maintenance of cost records under sub section (1) of Section 148 of the Act, in respect of the activities carried on by the Company. Thus, para 3(vi) of the Order is not applicable to the Company.
- vii) In respect of statutory dues, according to information and explanations given to us:
- (a) The Company has generally been regular in depositing undisputed statutory dues including income-tax, Tax deducted at sources, Professional Tax, Service Tax and other material statutory dues as applicable to it, with the appropriate authorities. Thus, there are no arrears of statutory dues which are outstanding as at 31st March, 2018 for a period of more than six months from the date they became payable.
- (b) There were no undisputed amounts payable in respect of Income Tax and other material statutory dues on net basis.
- viii) The Company has not defaulted in the repayment of dues to financial institution, banks, government or debenture holders as at Balance Sheet date.
- ix) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, para 3(ix) of the order is not applicable.
- x) To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud by the company and on the Company by its officers/ employees were noticed or reported during the year while conducting audit.
- xi) The Company has paid for managerial remuneration within the limits of Section 197 read with schedule V of the Act.
- xii) The Company is not a Nidhi Company. Therefore, clause xii of paragraph 3 of the Order is not applicable to the Company.
- xiii) According to information and explanation given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with Section 177 and 188 of the Act where applicable and details of such transaction have been disclosed in the financial statements as required by applicable accounting standard.
- xiv) Based on our examination of the records of the Company and according to the information and explanations given to us, the Company has not made any preferential allotment / private placement of shares or fully or partly convertible debentures during the year.
- xv) Based on our examination of the records of the Company and according to the information and explanations given to us, the Company has not entered into any non-cash transactions as referred to section 192 of the Companies Act, 2013 with Directors or persons connected with them. Accordingly, clause 3(xv) of the Order is not applicable.

xvi) According to the information and explanation given to us, the Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and holds a valid certificate of registration under the same.

For Jhawar Vithal & Co.
Chartered Accountants
FRN – 327344E

Vithal Jhawar
Proprietor
M. No.: 300406

Place: Kolkata
Date: 14.05.2018

TTI ENTERPRISE LIMITED

BALANCE SHEET AS AT 31ST MARCH 2018

<u>I. EQUITY & LIABILITIES</u>	<u>Note</u>	<u>31.03.2018</u>	<u>31.03.2017</u>
		Amount (`)	Amount (`)
(1) <u>Shareholder's Funds :</u>			
(a) Share Capital	3	25,40,44,220.00	25,40,44,220.00
(b) Reserves & Surplus	4	98,59,961.35	77,61,731.02
		<u>26,39,04,181.35</u>	<u>26,18,05,951.02</u>
(2) <u>Current Liabilities & Provisions</u>			
(a) Other current liabilities	5	15,045.00	16,210.00
(b) Short-term provisions	6	13,36,957.00	12,46,957.00
		<u>13,52,002.00</u>	<u>12,63,167.00</u>
TOTAL		<u>26,52,56,183.35</u>	<u>26,30,69,118.02</u>

II. ASSETS

(1) <u>Non-Current assets</u>			
Non-Current Investments	7	2,48,45,760.00	53,07,200.00
		<u>2,48,45,760.00</u>	<u>53,07,200.00</u>
(2) <u>Current Assets</u>			
(a) Current Investments	8	9,06,43,743.33	4,12,38,066.28
(b) Short term loans & advances	9	4,66,92,770.00	11,56,21,307.00
(c) Other Current Assets	10	8,87,013.00	12,84,239.00
(d) Inventories		9,22,97,660.37	9,93,92,995.15
(e) Cash & Cash Equivalents	11	98,89,236.65	2,25,310.59
		<u>24,04,10,423.35</u>	<u>25,77,61,918.02</u>
TOTAL		<u>26,52,56,183.35</u>	<u>26,30,69,118.02</u>

Corporate Information 1
Accounting Policies & Notes to Accounts 2

See accompanying notes forming part of Financial Statements

In terms of our report attached
For Jhavar Vithal & Co.
Chartered Accountants
Firm No. 327344E

For and on behalf of the Board of Directors

Binjal Mehta	Paraj Mehta	Subrata Saha
Whole Time Director	Director	Director
DIN:00043830	DIN:00049230	Din:00959921

(Vithal Jhavar)

Proprietor
CP No:300406
Place : Kolkata
Date : 14Th May, 2018

S K Singh
Chief Financial Officer

Minu Agarwal
Company Secretary

TTI ENTERPRISE LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2018

PARTICULARS	<u>Note</u>	<u>31.03.2018</u> Amount (`)	<u>31.03.2017</u> Amount (`)
Revenue			
Revenue from operations	12	2,91,20,569.86	5,00,03,818.15
1 Total Revenue		<u>2,91,20,569.86</u>	<u>5,00,03,818.15</u>
Expenses			
(a) Purchases		1,55,74,159.43	2,05,44,241.80
(b) Changes in Stock in Trade	13	70,95,334.78	2,45,05,652.95
(d) Employee Benefits Expense	14	15,75,825.00	11,73,325.00
(e) Administrative and Other expenses	15	19,72,669.32	15,70,915.36
(f) Provision for Doubtful Debts (I Tax)		90,000.00	60,000.00
(g) Provision against Std. Assets (RBI 0.35%)		-	17,893.00
2 Total Expenses		<u>2,63,07,988.53</u>	<u>4,78,72,028.11</u>
3 Profit /(Loss) before tax (1-2)		<u>28,12,581.33</u>	<u>21,31,790.04</u>
4 Tax Expense:			
(a) Current Tax Expense for current year		4,84,733.00	4,83,421.00
(b) Tax expense relating to prior years		2,29,618.00	9,24,520.00
Net tax expense		<u>7,14,351.00</u>	<u>14,07,941.00</u>
5 Profit /(Loss) For the year (3-4)		20,98,230.33	7,23,849.04
6 Earning Per Share (of ` 10/- each)			
Basic & Diluted	16	0.08	0.03

See accompanying notes forming part of Financial Statements

In terms of our report attached
For Jhavar Vithal & Co.
Chartered Accountants
Firm No. 327344E

For and on behalf of the Board of Directors

(Vithal Jhavar)
Proprietor
CP No:300406
Place : Kolkata
Date : 14Th May, 2018

Binjal Mehta	Paraj Mehta	Subrata Saha
Whole Time Director	Director	Director
DIN:00043830	DIN:00049230	Din:00959921

S K Singh
Chief Financial Officer

Minu Agarwal
Company Secretary

TTI ENTERPRISE LIMITED
Cash Flow Statement for the year ended 31 March, 2018

Particulars	For the year ended		For the year ended	
	31st March,2018		31st March,2017	
	Amount in `	Amount in `	Amount in `	Amount in `
Cash flow from operating activities				
Net Profit / (Loss) before taxation		28,12,581		21,31,790
<i>Add/(Less): Non Cash Expenses</i>				
Provision for Doubtful Debts (I Tax)	90,000		60,000	
Provision for Standard Assets (0.30% RBI)	-	90,000	17,893	77,893
<i>Add/(Less): Income Considered seperately</i>				
Net (profit) / loss on sale of investments	(20,44,237)	(20,44,237)	(19,31,760)	(19,31,760)
Operating profit / (loss) before working capital changes		8,58,344		2,77,923
<i>Adjustment for:</i>				
(Increase)/Decrease in Inventories	70,95,335		2,45,05,653	
(Increase)/Decrease in Short-term loans & Adv.	3,44,78,537		(51,83,677)	
(Increase)/Decrease in Advance to others	3,44,50,000		(1,45,88,400)	
Increase/(Decrease) in Other current liabilities	(1,165)	7,60,22,707	(5,320)	47,28,256
Cash generated from operations		7,68,81,051		50,06,179
Direct Taxes Refund (Paid) / Received (Net)		(3,17,125)		(7,99,152)
Net cash generated from/(used in) operating activities (a)		7,65,63,926		42,07,027
Cash flow from investing activities				
Sale of Investments in Subsidiary	5,00,000		1,02,99,880	
(Purchase) / Sale of other investments	(6,74,00,000)	(6,69,00,000)	(2,03,75,314)	(1,00,75,434)
Net cash generated from/(used in) investing activities (b)		(6,69,00,000)		(1,00,75,434)
Net increase / (decrease) in Cash and cash equivalents (a+b)		96,63,926		(58,68,407)
Cash and cash equivalents at the beginning of the year		2,25,311		60,93,718
Cash and cash equivalents at the end of the year		98,89,237		2,25,311
* Comprises:				
(a) Cash in hand	47,814		90,746	
(b) Balances with banks				
In current accounts	98,41,423	98,89,237	1,34,565	2,25,311

Notes:

(i) Cash and cash equivalents (for the purpose of Cash Flow Statement)

Cash comprises cash on hand and deposits with banks in current Accounts. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

(ii) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

In terms of our report attached

For Jhawar Vithal & Co.

Chartered Accountants

Firm No. 327344E

(Vithal Jhawar)

Proprietor

CP No:300406

Place : Kolkata

Date : 14Th May, 2018

For and on behalf of the Board of Directors

Binjal Mehta

Whole Time Director

DIN:00043830

Paraj Mehta

Director

DIN:00049230

Subrata Saha

Director

Din:00959921

S K Singh
Chief Financial Officer

Minu Agarwal
Company Secretary

TTI ENTERPRISE LIMITED

Financial Year 2017-18

Notes forming part of the financial statements :

1. Corporate Information

The Company is registered as Non Deposit Taking Non-Banking Finance Company with The Reserve Bank of India. The company is trading and Investing in Shares and investing in Mutual Funds and other similar products apart from providing Loans. The CIN of the Company is L67120WB1981PLC033771. The shares of the company are listed on the Calcutta Stock Exchange as well on the Bombay Stock Exchange.

2. Significant Accounting Policies

2.1. Basis of accounting and preparation of financial statements

These financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) and to comply with the Accounting Standards notified under the Section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting pronouncements of the Institute of Chartered Accountants of India. The Company follows the directives prescribed by the Reserve Bank of India ('RBI') for Non Banking Finance Companies.

The Financial Statements have been prepared under the historical cost convention on an accrual basis. However, income is not recognised and also provision is made in respect of non performing assets as per the guidelines for prudential norms prescribed by the RBI. Except otherwise mentioned, the accounting policies applied by the company are consistent with those used in earlier years.

2.2. Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management of the Company to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialised.

2.3. The Company has no other business apart from its core business of Investment and Finance. Thus segment wise information is not applicable.

2.4. Taxation

The Provision for Taxation is made at the average rate of Tax as applicable for the Income of the previous Year as defined under the Income Tax Act, 1961

Tax expense comprises both Current Tax and Deferred Tax at the applicable enacted or substantively enacted rates. Current Tax represents the amount of Income Tax payable/ recoverable in respect of taxable income/ loss for the reporting period.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability. Accordingly, MAT is recognised as an asset in the Balance Sheet.

2.5. Contingencies

No Contingent liability exists as on the date of the Balance Sheet.

2.6. Micro small and Medium Enterprises- The Company does not have and outstandings to any creditors as on the Balance Sheet date.

TTI ENTERPRISE LIMITED

Financial Year 2017-18

Notes to Financial Statements Continued.....

2.7. The Company has prepared these financial statements as per the format prescribed by schedule III to the Companies Act, 2013 ('the schedule') issued by Ministry of Corporate Affairs. Previous Year's Figures have been recast /restated to conform to the classification required by the Schedule.

2.8. NOTES ON NBFC

- I. The Company is registered as a Non Banking Finance Company as provided in Sec.45 IA of the Reserve Bank of India Act, and the registration number of the Company is B.05.02515 .
- II. The Board of Directors of Company have passed a resolution for non acceptance of any Public deposits and the company has not accepted any Public Deposots during the Financial year ended on 31.03.2018
- III. The Company has complied with prudential norms relaing to income recognition, Accounting Standards, Assets classification as applicable to it.
- IV. Disclosures under Para 13 of Non banking Financial Companies Prudential Norms (Reserve Bank) Directions 2007 is provided in Annexure- RBI.

TTI ENTERPRISE LIMITED

Financial year 2017-18

2.9. Related Party Disclosures

Related party disclosures, as stipulated by A S-18 "Related Party Disclosures", issued by ICAI, are given below:

a) List of Related Parties:

i) Key Management Personnel:

Binjal Mehta, Whole Time Director
 Alok Kumar Goenka, Independent Director
 Subrata Saha, Independent Director
 Paraj Mehta, Director
 Sumant Kumar Singh, CFO
 Parul Harlalka, Company Secretary (Resigned w.e.f. 10.10.2017)
 Minu Agarwal, Company Secretary (Appointment w.e.f 22.01.2018)

ii) Enterprises in which KMP and their relatives have Significant Influence

Ujjam Estates LLP

b) Transactions with Related Parties:

Particulars	Key Management Personnel		Enterprises in which KMP and their Relatives have Significant Influence	
	Transaction Value (₹)	Balance Outstanding as on 31.03.2018	Transaction Value (₹)	Balance Outstanding as on 31.03.2018
Directors Sitting Fees				
Alok Kumar Goenka	4,000	-	-	-
	(5,000)	-	-	-
Subrata Saha	4,000	-	-	-
	(5,000)	-	-	-
Paraj Mehta	4,000	-	-	-
	(1,000)	-	-	-
Directors Remuneration				
Binjal Mehta	420,000	-	-	-
	(360,000)	-	-	-
Company Secretary				
Parul Harlalka	117,635	-	-	-
(Resigned w.e.f 10.10.2017)	-	-	-	-
Minu Agarwal	78,190	-	-	-
(Appointment w.e.f 22.01.2018)	-	-	-	-
Chief Financial Officer				
S K Singh	180,000	-	-	-
	(156,000)	-	-	-
Rent Paid - Ujjam Estates LLP			180,000	-
			(120,000)	
Advances Given				
Parul Harlalka (Company Secretary)	10,000	-	-	-
	(Nil)	-	-	-
Minu Agarwal (Company Secretary)	10,000	-	-	-
	(Nil)	-	-	-

*Figures in bracket indicates amount for the previous financial year(F.Y. 2016-17)

TTI ENTERPRISE LIMITED

Financial Year 2017-18

<u>Notes to Financial Statements Continued.....</u>	<u>31.03.2018</u>		<u>31.03.2017</u>	
	<u>No. of Shares</u>	<u>Amount (`)</u>		<u>Amount (`)</u>
Note 3 : Share Capital				
<u>(a) Authorised Share Capital</u>	2,55,00,000 (of ` 10/- each)	25,50,00,000.00	2,55,00,000 (of ` 10/- each)	25,50,00,000.00
<u>(b) Issued Share Capital</u>	2,54,04,422 (of ` 10/- each)	25,40,44,220.00	2,54,04,422 (of ` 10/- each)	25,40,44,220.00
<u>(c) Subscribed & Fully Paid up</u>	2,54,04,422 (of ` 10/- each)	25,40,44,220.00	2,54,04,422 (of ` 10/- each)	25,40,44,220.00
		<u>25,40,44,220.00</u>		<u>25,40,44,220.00</u>

- a. The Company has just one class of Equity shares having par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per equity share.
- b. All shares issued carry equal rights with respect to payment of Dividend and repayment of capital. There are no restrictions attached to any of the shares

Note 3(a): Reconciliation of Equity Share Outstanding at the beginning and at the end of the year

Equity Shares	As on 31st March,2018		As on 31st March,2017	
	No. of Shares	Amount (`)	No. of shares	Amount (`)
<u>Issued Subscribed and Fully Paid up</u>				
At the beginning of the year	2,54,04,422	25,40,44,220	12,70,22,110	25,40,44,220
No. of Shares reduced due to consolidation	-	-	(10,16,17,688)	-
At the end of the year	2,54,04,422	25,40,44,220	2,54,04,422	25,40,44,220
Face Value of shares at the end of the year ` 10/-			` 10/-	

Note 3(b): Details of Shares held by each shareholder holding more than 5% shares.

<u>Class of Shares / Name of Shareholder</u>	As on 31st March,2018		As on 31st March,2017	
	<i>No. of Shares held</i>	<i>% holding in that class of share</i>	<i>No. of Shares held</i>	<i>% holding in that class of share</i>
<u>Equity Shares with Voting rights</u>				
Pragnay Advisors LLP	53,25,242	20.96	52,54,354	20.68
Kashyapi Advisors LLP	50,47,026	19.87	41,41,686	16.30
Irawati Enterprises LLP	22,00,000	8.66	22,00,000	8.66
Vaikundam Advisors LLP	24,15,000	9.51	-	-
Vanshi Infra Projects LLP	25,12,417	9.89	18,57,432	7.31

Note 4 : Reserves & Surplus

(a) Capital Reserve (out of Amalgamation)	7,24,980.00	7,24,980.00
(b) General Reserves	10,00,000.00	10,00,000.00
(c) Reserve Fund (Sec 45-IC of RBI Act)		
Opening balance	11,39,004.00	9,93,593.00
Add: Additions/transfers during the year	4,19,646.00	1,45,411.00
Closing balance	<u>15,58,650.00</u>	<u>11,39,004.00</u>

TTI ENTERPRISE LIMITED*Financial Year 2017-18*

<u>Notes to Financial Statements Continued.....</u>	<u>31.03.2018</u>	<u>31.03.2017</u>
	Amount (`)	Amount (`)
(d) Surplus in Statement of Profit and Loss		
Opening balance	48,97,747.02	43,19,308.98
Add: Profit / (Loss) for the year (after tax)	20,98,230.33	7,23,849.04
Less: Transferred To:		
Reserve U/s 45 IC of RBI Act	4,19,646.00	1,45,411.00
Closing balance	<u>65,76,331.35</u>	<u>48,97,747.02</u>
	<u>98,59,961.35</u>	<u>77,61,731.02</u>

Note 5 : Other Current Liabilities

(i) Other Payables	45.00	1,210.00
(ii) Audit Fees Payable	15,000.00	15,000.00
	<u>15,045.00</u>	<u>16,210.00</u>

Note 6 : Short Term Provisions

Contingent Provision for Std. Assets (0.25%)	2,86,957.00	2,86,957.00
Provision for Doubtful Debts (I Tax)	1,50,000.00	60,000.00
Provision for Non Performing Assets	9,00,000.00	9,00,000.00
	<u>13,36,957.00</u>	<u>12,46,957.00</u>

The Company makes provision against standards assets @ 0.25% as per RBI Prudential Norms. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. However, the provisions made against Standard Assets once created is not written back until and unless the management is of the view that the provisions made are far in excess of the requirements as per prudential norms. Provisions for Non Performing Assets is made as per Prudential Norms of RBI

Note 7 : Non Current Investments (At Cost)

Investment in Equity Shares (Unquoted)	2,10,00,000.00	5,00,000.00
Investment in Preference Shares	38,45,760.00	48,07,200.00
	<u>2,48,45,760.00</u>	<u>53,07,200.00</u>

Non Current Investments are valued at cost (on FIFO) after providing for obsolescence and other losses, where considered necessary Cost includes all charges, including all levies, charges and other expenses. Provision for Diminution in Value of Long Term Investments is made if such decline is other than temporary in the eyes of the Management.

Note 8 : Current Investments (At Cost)

Investments in Mutual Funds	9,06,43,743.33	4,12,38,066.28
	<u>9,06,43,743.33</u>	<u>4,12,38,066.28</u>

Current Investments are valued on FIFO Basis at Cost or Market Value whichever is Lower as on the Balance Sheet Date. Current Investments are valued as per provisions of Accounting Standard 13

TTI ENTERPRISE LIMITED
Financial Year 2017-18

<u>Notes to Financial Statements Continued.....</u>	<u>31.03.2018</u> Amount (`)	<u>31.03.2017</u> Amount (`)
Note 9 : Short Term Loans & Advances		
Unsecured Considered good - (Others)	4,61,92,770.00	8,02,71,307.00
Unsecured considered Doubtful -(Others)	5,00,000.00	9,00,000.00
Other Advances		
Related Parties	-	1,46,00,000.00
Others	-	1,98,50,000.00
	<u>4,66,92,770.00</u>	<u>11,56,21,307.00</u>

Short Term Loans and Advances are unsecured , considered good by the management except as otherwise disclosed and provided for.

Note 10 : Other Current Assets

(i) Income Tax Refundable (Net of Provision)	8,82,013.00	12,79,239.00
(ii) Security Deposits	5,000.00	5,000.00
	<u>8,87,013.00</u>	<u>12,84,239.00</u>

Note 11 : Cash & Cash Equivalents

(a) Cash in hand (As Certified by the Management)	47,813.96	90,745.96
(b) Balances with banks		
In current accounts		
Kotak Mahindra Bank	98,41,422.69	1,34,564.63
	<u>98,89,236.65</u>	<u>2,25,310.59</u>

Note 12 : Revenue from Operations

(a) Sales	1,98,82,459.61	4,07,64,677.76
(b) Other Operating Revenues		
Dividend	6,41,566.20	5,52,685.42
Interest Recd.	64,99,996.00	67,54,695.00
Interest on IT Refund	52,311.00	-
Capital Gains / Losses (Net)	20,44,237.05	19,31,759.97
	<u>2,91,20,569.86</u>	<u>5,00,03,818.15</u>

The company follows accrual basis of accounting. Revenues are recognized when there is certainty as to measurability or collectability. Dividend Income is recognized when the right to receive the dividend is unconditional at the Balance Sheet Date. Interest Income is recognized on the time proportion basis. Profit / Loss on sale of Investments is recognised at the time of actual sale/ redemption. The Revenue Recognition Policy of the Company is in conformity with the provisions of Accounting Standard -9

Note 13 : Changes In Stock In Trade

Inventories at the end of the year	9,22,97,660.37	9,93,92,995.15
Inventories at the beginning of the year	9,93,92,995.15	12,38,98,648.10
Net (increase)/ decrease	<u>70,95,334.78</u>	<u>2,45,05,652.95</u>

Inventories are valued on FIFO basis at cost or Market / Fair Value whichever is lower as per provisions of Accounting Standard - 13

TTI ENTERPRISE LIMITED*Financial Year 2017-18*

<u>Notes to Financial Statements Continued.....</u>	<u>31.03.2018</u>	<u>31.03.2017</u>
	Amount (`)	Amount (`)
<u>Note 14 : Employee Benefit Expense</u>		
(a) Salary & Wages	11,55,825.00	7,96,825.00
(b) Payment to Directors		
For Salary	4,20,000.00	3,60,000.00
(c) Bonus to staff	-	16,500.00
	<u>15,75,825.00</u>	<u>11,73,325.00</u>

Note 15 : Administrative & Other Expenses

Depository Charges	1,97,838.55		2,49,770.00
Listing Fees	3,47,875.00		2,74,850.00
Payment to Directors			
For Sitting Fees	12,000.00		12,000.00
Payment to Auditors			
For Statutory Audit	11,250.00	11,250.00	
For Internal Audit	6,000.00	6,000.00	
For Tax Audit	3,750.00	3,750.00	21,000.00
Professional Fees	2,97,590.00		
GST/Service Tax & Other Charges	9,410.09		4,747.85
GST (Reverse Charge)	10,260.00		1,800.00
STT	23,969.00		16,811.00
Travelling Expenses	2,73,230.00		2,84,311.00
Other Administrative Expenses	7,79,496.68		7,05,625.51
	<u>19,72,669.32</u>		<u>15,70,915.36</u>

Note 16: Earning Per Share (AS-20)

Net profit / (loss) for the year	20,98,230.33	7,23,849.04
Profit / (loss) attributable to equity shareholders	<u>20,98,230.33</u>	<u>7,23,849.04</u>
No. of shares for basic EPS	2,54,04,422	2,54,04,422
Par Value per Share	10.00	10.00
Basic & Diluted Earnings per share	0.08	0.03

Basic & Diluted earnings per share is computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year.

See accompanying notes forming part of Financial Statements

In terms of our report attached

For and on behalf of the Board of Directors**For Jhavar Vithal & Co.****Chartered Accountants****Firm No. 327344E**

Binjal Mehta	Paraj Mehta	Subrata Saha
Whole Time Director	Director	Director
DIN:00043830	DIN:00049230	Din:00959921

(Vithal Jhavar)

Proprietor

CP No:300406

Place : Kolkata

Date : 14Th May, 2018

S K Singh
Chief Financial Officer

Minu Agarwal
Company Secretary

TTI ENTERPRISE LIMITED*Financial year 2016-17***SCHEDULES FORMING PART OF THE ACCOUNTS**

<u>Details of Note 7: Non Current Investments</u>	<i>No. of</i>	<u>31.03.2018</u>	<i>No. of</i>	<u>31.03.2017</u>
<u>In Subsidiaries (at Cost)</u>	<u>Sh./ Units</u>	<u>Amount (`)</u>	<u>Sh./ Units</u>	<u>Amount (`)</u>
Udyati Traders Ltd. (FV Rs. 10/-)		-	50,000	5,00,000.00
		<u>-</u>		<u>5,00,000.00</u>
<u>Investment in Unquoted Shares</u>				
Waltz Tracom Pvt. Ltd. (FV Rs.10/-)	10,000	20,00,000.00	-	-
Zaver Tower Pvt. Ltd. (FV Rs.10/-)	95,000	1,90,00,000.00	-	-
		<u>2,10,00,000.00</u>		<u>-</u>
<u>Investment in Preference shares</u>				
Zee Entertainment Enterprise Ltd.(FV Re.8/-) (Previous Year Face Value Rs.10/- per share)	6,00,000	38,45,760.00	6,00,000	48,07,200.00
		<u>2,48,45,760.00</u>		<u>53,07,200.00</u>
<u>Total Non Current Investment</u>				
		<u>45,24,000.00</u>		<u>50,40,000.00</u>
<u>Details of Note 8: Current Investments</u>				
<u>Unquoted - At cost</u>				
<u>In Mutual Funds - Debt Fund</u>				
HDFC Cash Management Fund	7,14,961.81	2,54,04,544.87	-	-
IDFC MMF F Reg	8,66,196.24	2,30,00,000.00	5,350.01	72,81,450.00
IDFC Cash Fund	4,089.98	81,80,057.50	3,15,215.90	1,05,07,441.55
UTI-Treasury Advantage Fund	10,415.52	2,34,09,279.96	8,287.66	1,82,49,313.73
Sundaram Money Fund	3,08,407.75	1,06,49,861.00	1,54,047.07	51,99,861.00
		<u>9,06,43,743.33</u>		<u>4,12,38,066.28</u>
		<u>9,43,74,548.00</u>		<u>4,24,29,246.00</u>

TTI ENTERPRISE LIMITED

Financial Year 2017-18

SCHEDULE TO THE BALANCE SHEET OF A NON BANKING FINANCIAL COMPANY AS REQUIRED IN TERMS OF PARAGRAPH 13 OF A NON BANKING FINANCIAL (NON DEPOSIT ACCEPTING OR HOLDING) COMPANIES PRUDENTIAL NORMS (RESERVE BANK) DIRECTIONS, 2007

PARTICULARS

Liabilities Side :

Amount in `

SI.No		Amount out-standing	Amount overdue
1	Loans and advances availed by the NBFCs inclusive of Interest accrued thereon but not paid :		
	a) Debentures, secured	NIL	NIL
	Unsecured, (other than falling within the meaning of public deposits)		
	b) Deferred Credits	NIL	NIL
	c) Term Loans	NIL	NIL
	d) Inter - corporate loans and borrowing	NIL	NIL
	e) Commercial Paper	NIL	NIL
	f) Public Deposits	NIL	NIL
	g) Other Loans (specify nature)	NIL	NIL
2	Break - up of (1) (f) above (Outstanding public deposits incusive of interest accrued thereon but not paid) :		
	a) In the form of Unsecured debentures	NIL	NIL
	b) In the form of party secured debentures, I.e. debentures where there is a shortfall in the value of security	NIL	NIL
	c) Other public deposits	NIL	NIL
	Assets side :	Amount Outstanding	
3	Break - up of loans and advances including bills receivables [other than those included in (4) below]		
	a) Secured		NIL
	b) Unsecured		4,66,92,770
4	Break - up of leased Assets and stock on hire and Hypothecation loans counting towards EL/HP activities		
	I) Lease assets including lease rentals under sundry debtors :		
	a) Financial lease		NIL
	b) Operating lease		NIL
	II) Stock on hire including hire charges under sundry debtors :		
	a) Assets on hire		NIL
	b) Repossessed Assets		NIL
	III) Hypothecation loans counting towards EL/HP activities		
	a) Loans where assets have been repossessed		NIL
	b) Loans other than (a) above		NIL
5	Break - up of Investment :		
	Current Investments :		
	A) Quoted :		
	I) Shares :		
	a) Equity		NIL
	b) Preference		NIL
	II) Debentures and Bonds		NIL
	III) Unit of Mutual funds		NIL
	IV) Government Securities		NIL
	V) Others (please specify)		NIL

TTI ENTERPRISE LIMITED

Financial Year 2017-18

	B) Unquoted : I) Shares a) Equity b) Preference II) Debentures and Bonds III) Unit of Mutual funds IV) Government Securities	NIL NIL NIL 9,06,43,743 NIL	
	Long - Term investments : 1 Quoted : I) Shares : a) Equity b) Preference II) Debentures and Bonds III) Units of Mutual funds IV) Government Securities V) Others (please specify) 2 Unquoted : I) Shares : a) Equity b) Preference II) Debentures and Bonds III) Units of Mutual funds IV) Government Securities V) Others (please specify)	NIL 38,45,760 NIL NIL NIL NIL 2,10,00,000 NIL NIL NIL NIL NIL	

6 Borrower group wise classification of all leased assets, stock on hire and loans & advances :

Category	Amount net of provisions		
	Secured	Unsecured	Total
1 Related Parties			
a) Subsidiaries	NIL	NIL	NIL
b) Companies in the same Group	NIL	NIL	NIL
c) Other related parties	NIL	NIL	NIL
2 Other than related parties	NIL	4,57,92,770	4,57,92,770
Total	-	4,57,92,770	4,57,92,770

7 Investor group -wise classification of all investments (current and long - term) in shares and securities (both quoted and unquoted) :

Category	Market Value/ Break up or fair value or NAV	Book Value (Net of Provisions)
1 Related Parties		
a) Subsidiaries	NIL	NIL
b) Companies in the same group	NIL	NIL
c) Other than related parties	NIL	NIL
2 Other than related parties	11,92,20,308	11,54,89,503
Total	11,92,20,308	11,54,89,503

8 Other Information

Particulars	Amount
I) Gross Non - performing Assets	
a) Related parties	NIL
b) Other than related parties	9,00,000
II) Net Non - Performing Assets	
a) Related Parties	NIL
b) Other than related parties	9,00,000
III) Assets acquired in satisfaction of debt	NIL

BOOK POST

If undelivered, please return to:

TTI ENTERPRISE LIMITED

REGISTERED OFFICE:

1 R.N. MUKHERJEE ROAD,

MARTIN BURN HOUSE,

4TH FLOOR, SUITE NO. 22

KOLKATA-700001

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