



ENTERPRISE INTERNATIONAL LTD.

REGD. OFFICE : "MALAYALAY", UNIT No.2A (S)
2ND FLOOR, 3, WOODBURN PARK, KOLKATA - 700020
CIN No. : L27104WB1989PLC047832

Ph. No. : 033 40447872
: 033 40448394
Fax : 033 40448615
e-mail : contact@eilgroup.com
Website : eilgroup.co.in

Ref. :

Date :

03.09.2021

The Secretary
Bombay Stock Exchange Limited,
Phiroze jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Dear Sir,

Sub : Annual Report for the financial year 2020 - 2021

**Ref : Regulation 34 of SEBI (Listing Obligation and Disclosure Requirement)
Regulation, 2015**

Scrip Code No. 526574

With reference to the above, please find enclosed herewith Annual Report of the Company for the Financial Year 2020 – 2021.

This is for your information and record please.

Thanking you,

Yours faithfully,

For Enterprise International Ltd

Compliance Officer

Encl : As above

ANNUAL REPORT

2020 - 2021



ENTERPRISE INTERNATIONAL LTD.

Board of Directors

Shri GOPAL DAS SARDA	- Chairman
Shri ADITYA SARDA	- Director
Smt. BRIJLATA SARDA	- Director
Shri SHIBNATH MAZUMDAR	- Independent Director
Shri DEBASHISH DUTTA	- Independent Director
Shri SUDIP KUNDU	- Independent Director

Chief Financial Officer :

Shri Anup Kumar Saha

Company Secretary :

Ms. Neetu Khandelwal

Statutory Auditors :

M/S. NRV & ASSOCIATES
Chartered Accountants

Secretarial Auditor :

Ms. Dipika Jain

Bankers :

ICICI BANK LTD.
IDBI BANK LTD.
KOTAK MAHINDRA BANK

Registered Office :

"MALAYALAY"
UNIT NO. 2A(S), 2ND FLOOR
3, Woodburn Park, Kolkata - 700 020
Ph. : 033 4044 7872 / 8394
Fax : 033 4044 8615
E-mail : contact@eilgroup.com
E-mail : investorgrievances@eilgroup.com
Website : www.eilgroup.co.in
CIN : L27104WB1989PLC047832

Registers & Transfer Agents :

Maheshwari Datamatics Pvt. Ltd.
23, R. N. Mukherjee Road, 5th Floor,
Kolkata - 700 001
Ph. : 033 2248 2248
E-mail : mdpldc@yahoo.com



NOTICE TO THE MEMBERS

NOTICE is hereby given that the **32nd Annual General Meeting** of the Company will be held at "SARDASADAN" 382/1B, HEMANTAMUKHOPADHYAY SARANI (KEYATALALANE) KOLKATA- 700 029 on Thursday, the 30th day of September, 2021 at 10:00 a.m. to transact the following business:

ORDINARY BUSINESS:

Item No. 1- Adoption of Financial Statements

To receive, consider, approve and adopt the Audited Balance Sheet as on 31st March 2021, and the Statement of Profit & Loss for year ended on that date and together with the Directors and Auditors Report thereon.

Item No. 2- Appointment of Director liable to retire by rotation

To appoint a Director in place of Sri Gopal Das Sarma (Din: 00565666) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS :

Item No. 3

To consider and if though fit, to pass the following resolution as an Ordinary Resolution

Appointment of Sri Sudip Kundu (DIN: 08830385) as Independent Director:

"RESOLVED THAT pursuant to the provisions of section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re- enactment thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015. Sri Sudip Kundu (DIN: 08830385) who was appointed as an Additional Director of the Company to hold office as an Independent Director in the Board meeting held on and in respect of whom the company has received a notice in writing under section 160 of the companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the company to hold office for 5 (five) consecutive years from 16.07.2021 to 15.07.2026".

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Item No 4

To consider and if though fit, to pass the following resolution as an Ordinary Resolution

Transaction with related parties:

“RESOLVED THAT pursuant to the provisions of section 188 and all other applicable provisions of the companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 the consent of the Company be and is hereby accorded to the Board of Directors to enter into transactions of purchases and sales of goods with Aahana Commerce Private Limited in regular course of business at an arm length basis provided, however, that the aggregate value of all transactions taken together excluding tax, shall not exceed Rs. 10 Crore (Rupees Ten Crore Only) in any Financial year.

Item No 5.

To consider and if though fit, to pass the following resolution as an Special Resolution

“RESOLVED THAT pursuant to section 185 and all other applicable provisions of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 the consent of the company be and is hereby accorded to the Board of Directors to give loan to or give guarantee or to provide security in connection with any loan taken by any person or entity in whom any of the Director of the Company is interested provided that total amount of such loan or guarantee or security taken together shall not exceed Rs. 10 Crore (Rupees Ten Crore only) at any given point of time.

Item No 6.

Power to make loans, investments etc.

To consider and if though fit, to pass the following resolution as an Special Resolution

'RESOLVED THAT pursuant to section 186 and all other applicable provisions of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 the consent of the company be and is hereby accorded to the Board of Directors to give loan or make investments or give guarantee or to provide security in excess of the limits provided in section 186 of the Companies Act, 2013 provided however, that any point of time aggregate amount of such loans, investments guarantees and securities shall not exceed Rs. 10 crore (Rupees Ten crore only) over and above the limits prescribed in section 186 of the Companies Act, 2013”.

Registered Office
"MALAYALAY"
UNIT NO. 2A(S), 2ND FLOOR
3, WOODBURN PARK
KOLKATA - 700 020.

Dated : 10th August, 2021

By Order of the Board
For ENTERPRISE INTERNATIONAL LTD.

GOPAL DAS SARDA
Chairman
(Din No. 00565666)

ENTERPRISE INTERNATIONAL LIMITED

NOTES :

- 1) Explanatory Statement are required under section 102 of the Companies act 2013 is annexed hereto.
- 2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- 3) **A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBERS HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A PROXY FORM IN FORM MGT-11 FOR THE AGM IS ENCLOSED HEREWITH.**
- 4) The Register of Members and Share Transfer Books shall remain closed from **Friday, the 24th September, 2021 to Thursday, the 30th September, 2021** (Both days inclusive) in connection with the **32nd Annual General Meeting**.
- 5) The relevant details, Pursuant to Regulations 26(4) and 36(3) of the SEBI listing Regulations and Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed in **Annexure 1**.
- 6) Electronic copy of the Annual Report for 2020-21 is being sent to all the members whose email IDs are registered with the Company/Depository Participants for communication purpose unless any members has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2020-21 is being sent in the permitted mode.
- 7) The copies of the Annual Report will also be made available on Company's website at : www.eilgroup.co.in and at the registered office of the company for inspection during normal business hours on working days and also on the website of the stock Exchange where the shares of the company have been listed viz, BSE Limited www.bseindia.com.
- 8) To Support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the company's Registrar and Share Transfer Agent/their Depository Participants, in respect of Share held in physical/electronic mode, respectively.
- 9) Members desirous of obtaining any information concerning the Accounts and operations of the Company are requested to send their queries to the Company at least seven days prior to the meeting so that the required information can be made available at the Meeting.
- 10) Members attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filed in and signed and handover the same at the entrance of the hall.
- 11) Members are requested to send all communications relating to shares to the Company's Share Transfer Agent (Physical & Electronic) to **M/S Maheshwari Datamatics Pvt. Ltd, 23, R.N. Mukherjee Road, 5th Floor, Kolkata 700 001.**
- 12) Voting Through electronic means :

In compliance with provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is please to provide members facility to exercise their right to vote at the 32nd Annual General meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited.

The instructions for members for voting electronically are as under :-

- (i) The voting period begins on 27/09/2021 (10:00 A.M.) and ends on 29/09/2021 (5:00 P.M.).

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During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of 23/09/2021**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at

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Type of shareholders	Login Method
	<p>https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period..

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID

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- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **ENTERPRISE INTERNATIONAL LTD** on which you choose to vote.

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- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; elevoting2014@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

- (xvii) Mr. Babu Lal Patni, Practicing Company Secretary (Membership No.FCS 2304), has been appointed as the Scrutinizer to Scrutinize the remote e-voting process in a fair and transparent manner.
- (xviii) At the Annual General Meeting, at the end of the discussion of the resolutions on which voting

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is to be held, the chairman shall with the assistance of the Scrutinizer order voting for all those members who are present but have not cast their vote electronically using the remote e-voting facility or Ballot Form.

- (xix) The Scrutinizer shall immediately after the conclusion of Voting at the Annual General Meeting, first count the votes at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- (xx) The Chairman or a person authorized by him in writing shall declare the result of voting forthwith.
- (xxi) The results declared along with Scrutinizer's Report shall be communicated to BSE Ltd, Where the shares of the company are listed.
- (xxii) Please Contact Company's registrar Maheshwari Datamatics Pvt. Ltd. Telephone No. 033-22482248, Email Id : mdpldc@yahoo.com for any further clarifications.
- (xxiii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

13. Information required to be furnished under the listing Agreement. The Names and Address of the Stock Exchanges where Company's share are listed.

- 1. Bombay Stock Exchange Ltd. (Stock code : 526574)
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

The Listing Fees for the year 2021-2022 has been paid in time to BSE Ltd.

Registered Office :

"MALAYALAY"
UNIT NO. 2A(S), 2nd Floor,
3, Woodburn Park,

Kolkata - 700 020

Dated : 10th August, 2021

By Order of the Board
For ENTERPRISE INTERNATIONAL LTD.

GOPAL DAS SARDA
Chairman
(Din No. : 00565666)

ENTERPRISE INTERNATIONAL LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

To fill up casual vacancy caused by death of Sri. Anjan Kumar Dutta, Independent Director at the meeting held on 16.07.2021, the Board of Directors has appointed Sri Sudip Kundu (DIN: 08830385) as Additional Director to hold office as an Independent Director. His term as such expires at the ensuing Annual General Meeting.

A Notice in writing under section 160 of the Companies Act, 2013 has been received from a member proposing his candidature for the office as director.

Necessary declaration under section 149 that he qualifies for independent director has been obtained from him. Sri Sudip Kundu (DIN: 08830385) has expertise in sales & marketing. In the opinion of the Board of Directors, it will be in the interest of the company to avail his services as Independent Director of the Company. The Board recommended his appointment.

Except Sri Sudip Kundu (DIN: 08830385) none of the Director or KMP or their relatives, in any way, are interested in the resolution.

Item No. 4

During the normal course of business, the Company may enter into transactions for purchase and sales of goods with Aahana Commerce Private Limited, a private company in which Directors of the Company are Directors or members or their relatives are members.

The value of such transactions may exceed the amount prescribed under section 188 of the Companies Act, 2013 and the Companies (Meeting of the Board and its Powers) Rule, 2014.

A Company can enter into transaction with related parties in excess of the limits, provided in the Act and Rules as aforesaid only with the approval of the shareholders. Therefore, is the resolution.

Sri Gopal Das Sarda, Sri Aditya Sarda and Smt. Brijlata Sarda and their relatives may be deemed to be interested in the Resolution. Except them none of Directors, KMP or their relatives are interested in the Resolution.

The Board Recommend the Resolution in the interest of the Company.

Item No. 5

The surplus fund not immediately required for the business purpose is deployed by way of loan by the company. In the view of the uncertain market conditions and consequential risks, it is considered desirable that loan be given to the companies in which directors are interested so as to safeguard the interest of the company.

These Loans will be given at a rate higher than the prevailing bank rate and will be used for the business purpose by the recipient.

A Company can give loan to person or entities in which directors are interested only if it is approved by the shareholders by passing Special Resolution. Hence the resolution.

The Directors recommend the resolution in the interest of the company.

Sri Gopal Das Sarda, Sri Aditya Sarda and Smt. Brijlata Sarda Directors may be deemed to be interested in

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the resolution. Except them none of the directors or KMP and their relatives are interested in the resolution.

Item No. 6

The Board of Directors can give loans, make investments, give guarantee and provide securities upto a limit of 60 percent and paid up share capital and free reserves and securities premium or 100% of free reserves and securities premium whichever is higher. The Directors may invest the surplus funds which may exceed the limits prescribed under section 186 of the Companies Act, 2013. The Board may give loans, make investments give guarantee and provide securities in excess of the limits if authorised by the shareholders by way of a special resolution.

Therefore, is the resolution. The directors recommend the resolution in the interest of the company.

The Directors may be deemed to be interested in the Resolution to the extent loans are given to or investments is made in the companies in which directors are interested. Except this none of the Directors, KMP and their relatives are interested in the resolution.

ANNEXURE -1

Disclosure relating to Directors pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards - 2 on General Meetings are :

Name of the Director	Sri Gopal Das Sarda	Sri Sudip Kundu
DIN	00565666	08830385
Date of Birth	10-11-1956	11-01-1968
Date of first appointment on the Board	10-11-1989	16-07-2021
Expertise in specific functional areas	Expertise in Business Development	Expertise in Sales & Marketing
Qualification	Commerce Graduate	H.S.
Directorship held in other public companies (excluding Foreign companies and Section 8 companies).	Nil	Nil
Memberships / Chairmanships of other public companies (includes only Audit Committee and Stakeholder's Relationship Committee)	Nil	Nil
No. of shares held in the company	179512	Nil
Relationship between Directors inter-se	Related to Sri Aditya Sarda & Smt. Brijlata Sarda	Not related with any Director of the Company.

Registered Office :

"MALAYALAY"

UNIT NO. 2A(S), 2nd Floor,
3, Woodburn Park,

Kolkata - 700 020

Dated : 10th August, 2021

By Order of the Board
For ENTERPRISE INTERNATIONAL LTD.

GOPAL DAS SARDA

Chairman

(Din No. : 00565666)

ENTERPRISE INTERNATIONAL LIMITED

DIRECTORS REPORT TO THE MEMBERS

Your Directors are pleased to present the 32nd Annual Report along with the Audited Financial Statement of the Company for the financial year ended on March 31, 2021.

1. FINANCIAL RESULTS

The summarized Financial results are as under:

	(Rupees in Lacs)	
	Year ended 31.03.2021	Year ended 31.03.2020
Total Income	798.78	2312.24
Profit before Interest depreciation & Tax	102.11	106.20
Less : Interest	4.54	12.44
Profit before Depreciation & Tax	97.57	93.76
Less : Depreciation	8.52	10.52
Profit/ (Loss) before Tax	89.05	83.24
Less : Provision for Tax	19.93	17.24
Profit/ (Loss) after Tax	69.12	66.00
Add : Surplus brought forward	422.89	356.89
Surplus carried to Balance Sheet	492.01	422.89

2. OPERATIONS :

The business of the company was severally impacted due to the worldwide pandemic COVID 19 and the consequential lockdowns and/or restricted activities. Your company aimed at maximization of profit by concentrating on better margin products and judicious deployment of the surplus fund.

3. DIVIDEND :

To conserve the resources for Working Capital requirements the board does not recommend any dividend.

4. CONSERVATION OF ENERGY, TECHNOLOGICAL ABSORPTION, FOREIGN EXCHANGE EARNING & OUTGO:

The Company has no activities requiring disclosures relating to conservation of Energy etc. The Technology is indigenous based on hand process. During the year under review the earnings in Foreign Currency was Rupees NIL and the Expenditure in Foreign Currency was Rs. 535.89 Lacs as Under :

(I) CIF Value of imports : Rs. 535.89 Lacs

(II) Travelling Expenses : Rs. NIL

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5. **EXTRACT OF ANNUAL RETURN:**

The extract of the annual return as provided under sub-section (3) of Section 92 of the Companies Act, 2013 has been given as per Form MGT-9 in the Annexure 'A' forming part of this report and the same is placed in the website of the company www.eilgroup.co.in

6. **DIRECTOR AND KEY MANAGERIAL PERSONNEL:**

With Sorrow we inform you, sad demise of Sri Anjan Kumar Dutta, Independent Director of the company on 22nd April, 2021.

At the meeting of the Board of Directors held on 16th July 2021, Sri Sudip Kundu (Din 08830385) was appointed as Additional Director hold office as Independent Director. He hold his office upto the date of the forthcoming Annual General Meeting.

Sri Aditya Sarda (Din 00565702) has resigned as whole-time director of the company w.e.f 13.08.2020. He continue as Ordinary Director.

Sri. Gopal Das Sarda (Din: 00565666) Director of the Company liable to retire by rotation and being eligible has offered himself for re-appointment.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015.

7. **BOARD EVALUATION:**

Pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit Committee and Nomination and Remuneration Committee. During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, attendance of the meetings, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

8. **REMUNERATION POLICY:**

The terms of reference / role of the Nomination and Remuneration Committee is to determine the Company's policy on the remuneration package of its Executive Directors and to determine and approve the terms &

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conditions and remuneration package of its Executive Directors, including revision thereof from time to time, and to deliberate on and decide matters incidental thereto or consequential thereof.

9. **MEETINGS:**

The details of the Board Meetings and General Meetings are given in Annexure 'B'.

10. **DIRECTORS RESPONSIBILITY STATEMENT:**

In terms of Section 134 (5) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (a) That in the preparation of Annual Accounts, the applicable Accounting Standard has been followed.
- (b) That 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 as on 31st March 2021 and the Profit and Loss for that period.
- (c) That the Directors have taken proper and sufficient care for maintenance of adequate accounting Records in accordance with the provisions of the Companies Act, 2013 for safeguarding assets of the Company and for preventing and detecting frauds and other irregularities.
- (d) That the Directors have prepared the Annual Accounts on 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 were operating effectively.
- (f) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

11. **AUDIT COMMITTEE:**

The composition of the Audit Committee is as under :-

Name of the Committee Members	Nature of Directorship	Membership
Sri Anjan Kumar Dutta	Non-Exec-Independent	Chairman
Sri Gopal Das Sarda	Executive Director	Member
Sri Shibnath Mazumdar	Non-Exec-Independent	Member

During the year 4 meetings of the Audit Committee was held on 26.06.2020, 13.08.2020, 10.11.2020 & 01.02.2021.

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12. NOMINATION AND REMUNERATION POLICY:

The composition of the Nomination and Remuneration Committee is as under :-

Name of the Committee Members	Nature of Directorship	Membership
Sri Anjan Kumar Dutta	Non-Exec-Independent	Chairman
Sri Shibnath Mazumdar	Non-Exec-Independent	Member
Sri Debashish Dutta	Non-Exec-Independent	Member

During the year 2 meeting of the Nomination and Remuneration Committee was held on 19.06.2020 & 09.03.2021.

13. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Mr. Anjan Kumar Dutta Independent non-executive director is the Chairman of the Committee. Mr. Gopal Das Sarma is the member of the Committee. Terms of Reference of the Stakeholders Relationship Committee has been revised as per the guidelines set out in the listing agreement with the BSE Limited and the Companies Act, 2013 which inter alia include looking into the security holders grievance, issue of duplicate shares, exchange of new share certificates, recording dematerialization of shares and related matters.

During the year 1 meetings of the Stakeholders Relationship Committee was held on 02.03.2021.

14. RELATED PARTY TRANSACTION:

All Related Party Transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large. Your Directors draw attention of the members to Notes to the financial statement which sets out related party disclosures.

15. CODE OF CONDUCT:

The Company has a Code of Conduct which is applicable to directors and management personnel of the Company. The Company believes in conducting business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations.

The Code lays down the standard procedure of business conduct which is expected to be followed by the directors and management personnel in their business dealings and in particular on matters relating integrity in the work place, in business practices and complying with applicable laws etc.

All the directors and management personnel have submitted declaration confirming compliance with the code.

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16. ISSUE OF SHARES:

During the Financial year ended 31 st March, 2021:

- i) The Company has not granted any Employees Stock Option.
- ii) The Company has not issued any Sweat Equity Shares.
- iii) The Company has not issued any equity shares with differential rights.
- iv) The Company has not allotted any bonus issue during the year.

17. PUBLIC ISSUE:

During the year under review your Company has not issued any securities to the public.

18. PUBLIC DEPOSIT:

During the Year the Company has not accepted any Deposit from the Public, within the meaning of section 73 of the Companies Act, 2013.

19. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED:

Particulars of Loans given, Investments made, Guarantees given and Securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the financial statement.

20. DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

The required details are provided in Annexure 'C' annexed to this Report.

21. INFORMATION AS PER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) & 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31st MARCH, 2021

The required details are provided in Annexure 'D' annexed to this Report.

22. RISK MANAGEMENT POLICY:

Pursuant to section 134(3) (n) of the Companies Act, 2013, the Board of directors of the Company has adopted a Risk management Policy of the Company. The Company manages, monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives.

The Company has introduced several improvements to Integrated Enterprise Risk Management, Internal Controls Management and Assurance Frameworks and processes to drive a common integrated view of risks, optimal risk mitigation responses and efficient management of internal control and assurance activities. This integration is enabled by all three being fully aligned across Group wide Risk Management, Internal Control and Internal Audit methodologies and processes.

23. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be disclosed to the Ethics and Compliance Task Force which operates under the supervision of the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

24. CORPORATE GOVERNANCE :

The Paid up equity share capital of the company is not exceeding rupees ten crores and net worth is not exceeding rupees twenty five crores, as on the last day of the previous financial year, the corporate governance provisions of SEBI (LODR) Regulation, 2015, are not applicable to the company.

25. PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires preclearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. All the Board of Directors and designated employees have confirmed compliance with the Code.

26. INTERNAL FINANCIAL CONTROLS:

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation were observed. During the year the company appointed M/s K M Tapuria & Co. Chartered Accountants. (Firm Registration No. 314043E) as an internal auditor. The firm is authorized to by the Audit Committee to access the adequacy and compliance of internal control process, statutory requirements etc. The Audit Committee met regularly to review reports submitted by the Internal Auditor. The Audit Committee upon discussion with internal auditor set up applicable control measures for the Company.

27. STATUTORY AUDITORS:

At the 28th Annual General Meeting of the Company held on 14th September, 2017, M/S. NRV & Associates, Chartered Accountants (Firm registration Number 325333E) were appointed as Statutory Auditor of the Company to hold office from the conclusion of 28th Annual General Meeting till the conclusion of 33rd Annual General Meeting. They have confirmed that they are eligible to continue as Auditors of the Company.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.