



TTI ENTERPRISE LIMITED

CIN: L67120WB1981PLC033771

Regd. office: 1, R. N. Mukherjee Road, Martin Burn House, 4th Floor, Suite No.: 22, Kolkata-700001.

Tele-fax: 91 33 3022-9197; E-mail: tti1711@gmail.com; Website: www.ttienterprise.net

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Thirty-Fifth Annual General Meeting** (AGM) of the Members of **M/s. TTI Enterprise Limited** will be held at **10:00 a.m on Tuesday, the 27th day of September, 2016 at "Bhartiya Bhasha Parishad", 36A, Shakespeare Sarani, Kolkata-700017** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt-
 - The Standalone Financial Statement of the company for the year ended March 31, 2016, and the report of the Directors and Auditors thereon.
 - The Consolidated Financial Statement of the company for the year ended March 31, 2016, and the report of the Auditors thereon.

2. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Ms. Binjal Mehta (DIN: 00043830), the retiring Director, being eligible for re-appointment be and is hereby re-appointed as the Director of the Company, liable for retirement by rotation."

3. To ratify the appointment of Statutory Auditors of the Company, and to fix their remuneration and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139,141,142 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), recommendation of the Audit Committee and pursuant to the resolution passed by the members at the 34th AGM the appointment of **M/s. Jhavar Vithal And Co., Chartered Accountants**, (Firm Registration No. 327344E) as Statutory Auditors for 5(five) years till the conclusion of the 39th Annual General Meeting of the Company be and is hereby ratified and that the Board of Directors of the company are hereby authorized to fix the remuneration payable to them, based on the recommendation of the Audit Committee, in addition to reimbursement of all out - of - pocket expenses as may be incurred by them during the course of Audit."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to section 61(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and any other Statutory provisions and Regulation, if any, and in accordance with the provisions of the Articles of Association of the Company, and subject to such approvals, sanction, consent and permissions, as may be necessary from appropriate authorities or bodies, five Equity Share of the company of the face value of Rs 2/- (Rupees Two) each in the capital of the company fully paid-up, be consolidated into 1(one) equity shares of Rs. 10/- (Rupees Ten) each fully paid-up."

"RESOLVED FURTHER THAT pursuant to the consolidation of the Equity Shares of the Company, the 5(five) paid up Equity Shares of the Company of the face value of Rs. 2/- (Rupees Two) each, as existing on the Record Date shall stand consolidated into 1(one) Equity Shares of the face value of Rs. 10/- (Rupees Ten) each fully paid up, with effect from the Record Date to be fixed by the Board of Directors for this purpose."

“RESOLVED FURTHER THAT no letter for consolidation of shares shall be issued but the share certificates for the consolidated new equity shares of Rs. 10/-each to be delivered to the shareholders who hold the existing shares in physical form without calling for surrender of the share certificates held by them and the old share certificate of Rs. 2/- each stand cancelled from the date of issue of new share certificate of Rs. 10/- each. The respective beneficiary accounts be credited with the consolidated new equity shares of Rs. 10/-each for such shareholders who hold the existing shares in dematerialized form.”

“RESOLVED FURTHER THAT the existing clause V of the Memorandum of Association of the Company be and is hereby substituted by the following new Clause V:-

The Authorised Share Capital of the company is Rs.25,50,00,000/-(Rupees Twenty Five Crore Fifty Lakhs only) divided into 2,55,00,000(Two Crore Fifty Five Lakhs only) Equity Shares of Rs. 10/-(Rupees Ten) each with rights, conditions and privileges attaching thereto as are provided by the regulations of the Company for the time being, with the power to increase and reduce the capital of the company and to divide the shares in capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.”

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

Place: Kolkata
Dated: 01st August, 2016

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

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and proxy need not be a member of the Company. The instrument of proxy in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this notice under Note No. 16

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

2. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail the nomination facility by filling form SH-13. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.
5. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of Meeting.

6. The Register of Members of the Company and Transfer Books thereof will be closed from Wednesday, 21st September, 2016 to Tuesday, 27th September, 2016 (both days inclusive).
7. Pursuant to provisions of the SEBI (LODR) Regulation, 2015, the Company is maintaining an E-mail ID, tti1711@gmail.com for quick redressal of member/investor grievances.
8. In conformity with regulatory requirements, the Company will NOT be distributing any gift, gift coupons or cash in lieu of gifts at the AGM or in connection therewith.
9. A Route Map showing direction to reach to the venue of the 35th AGM of the Company is given at the end of this Notice as Requirement of Secretarial Standard-2 on "General Meeting" issued by The Institute of Company Secretaries of India (ICSI).
10. Details under Regulation 36(3) of SEBI (LODR) Regulation, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting forms integral part of notice. Requisite declarations have been received from the Director seeking his appointment/re-appointment.
11. Members may note that the Notice of 35th Annual General Meeting and the Annual Report 2015-16 will also be available on the company's website www.ttienterprise.net for their download.
12. Members holding shares in physical form are requested to notify any change in address to the Registrar & Share Transfer Agents of the Company. Members holding shares in electronic form are requested to intimate change in address and email addresses to their Depository Participants.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form can submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its Registrar & Share Transfer Agent M/s. Niche Technologies Private Limited.
14. Electronic copy of the Annual Report for the financial year ended March 31, 2016 is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode. Members are requested to register/ update their e-mail IDS with their respective Depository Participant(s)/ or with Company for shares in electronic form (Demat) or in physical form respectively.
15. E-voting facility to all members has been provided through the e-voting platform of CDSL and the Company has appointed Mr. Ashish Bubna, Practicing Company Secretary, as Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, which shall countersign the same and declare the result of the voting forthwith.

16. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) 2015, (as amended from time to time) the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

III. The process and manner for remote e-voting are as under:

- (i) The remote e-voting period commences on **Saturday, 24th September, 2016 at 10:00 A.M. (IST) and ends on Monday, 26th September, 2016 at 5:00 P.M. (IST)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Members holding shares in physical or in demat form as on 20th September, 2016 shall only be eligible for e-voting.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form 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">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank details as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none">Please Enter the DOB or Bank details in order to Login.If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank details field as mentioned in above instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. **TTI Enterprise Limited** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the depository account(s) or folio numbers for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.

17. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at csashishbubna@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before September 26, 2016, upto 5 P.M. without which the vote shall not be treated as valid.
18. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 20, 2016. A person who is not a member as on cut off date should treat this notice for information purpose only.
19. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficial owner's position list provided by depositories as at closing hours of business on Friday, August 12, 2016.
20. The shareholders shall have one vote per equity share held by them as on the cut-off date of September 20, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
21. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date of September 20, 2016, are requested to send the written / email communication to the Company at csashishbubna@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
22. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ttienterprise.net and on the website of CDSL. The same will be communicated to BSE Limited and Calcutta Stock Exchange Limited, where the **company** shares are listed.

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

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

Place: Kolkata
Dated: 01st August, 2016

Explanatory Statement
Under Section 102 of the Companies Act, 2013
[Forming Part of the Notice to the Members]

Item No.4: Consolidation of shares

The Authorized Share Capital of the Company as reflected in the Memorandum and Articles of Association as on date is Rs.25,50,00,000/-(Rupees Twenty Five Crore Fifty lakh only) divided into 12,75,00,000/-(Twelve Crores Seventy Five Lakh only) equity shares of Rs. 2/-(Rupees Two) each. Subject to the requisite approval and consent of the shareholders the Board of Director propose to consolidate 5(Five) Equity Shares of the Company of the face value of Rs. 2/-each fully paid up into 1(one) Equity Share of the face value of Rs. 10/- each fully paid up and consequently alter the Clause V of the Memorandum of Association.

The Board of Directors proposed to consolidate the shares as the market value of the existing shares of Rs 2/- each fully paid up has fallen a lot and members are facing difficulty in trading. In order to bring the market value of the paid up shares to a reasonable level the Board Proposes to consolidate the shares.

The approval of the members is sought by the Board of Directors of the Company to fix record date and issue fresh Equity share certificates of the denomination of Rs 10/-each fully paid up to the members in place of existing Equity Shares of Rs 2/-each fully paid up to those members holding shares in physical form. No action will be requested to be taken by the members holding shares in Demat form. All fractional entitlement will be consolidated and sold off in the market. The Sale proceeds of the same will be distributed to the members in the ratio of their fractional entitlements after deducting the expenses incurred in this regard, if any. The said resolution, if passed, will have the effect of allowing the Board to all such matters and deeds as are necessary to give effect to the resolution to consolidate the shares of the company.

Considering the above, The Board of directors of the Company recommends the Resolution for your approval. None of the Directors and Key Managerial Person and their relatives is considered to be concerned or interested in the aforesaid ordinary resolution.

ANNEXURE TO THE NOTICE
Profile of Director being reappointed:

Brief details of Ms. Binjal Mehta are given below:

Age	39 Years
Qualification	M.Com, ACS
Years of Experience in Specific functional area	She is a Member of the ICSI and also Masters in Commerce. She has an experience of over 17 years in corporate laws, Corporate Financial matters and other allied fields.
Date of Appointment	14/08/2014
Category	Executive, Whole-Time Director
Directorship held in other Companies	Udyati Traders Limited. Keshwi Traders Private Limited. Dhanashree Wealth Advisors Private Limited. Arishtanemi Enterprises Limited. Pratibhanu Mercantile Private Limited Sindhuchita Enterprises Private Limited
DIN	00043830
Membership in Committees in other Companies	None
No of Shares in the Company held as on 31.03.2016	4,61,950

Attendance Slip

t ti

TTI Enterprise Limited

CIN: L67120WB1981PLC033771

Regd office: 1, R. N. Mukherjee Road, Martin Burn House, 4th Floor, Suite No: 22, Kolkata-700001

Tele-fax: 91 33 3022-9197; E-mail: tti1711@gmail.com; Website: www.ttenterprise.net

35th Annual General Meeting – 27th September 2016

Registered Folio no./ DP ID no./ Client ID no.

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Number of shares held

--	--	--	--	--	--	--	--	--	--

I certify that I am a member / proxy for the Member of the Company.

I hereby record my presence at the 35th Annual General Meeting of the Company to be held on Tuesday, 27 September 2016 at 10 A.M. at the Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata - 700017.

.....
Name of the member
(in BLOCK letters)

.....
Signature of the member

.....
Name of the proxy
(in BLOCK letters)

.....
Signature of the proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Notice to the AGM.

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TTI Enterprise Limited

CIN: L67120WB1981PLC033771

Regd office: 1, R. N. Mukherjee Road, Martin Burn House, 4th Floor, Suite No: 22, Kolkata-700001

Tele-fax: 91 33 3022-9197; E-mail: tti1711@gmail.com; Website: www.ttienterprise.net

35th Annual General Meeting – 27th September 2016

Name of the member(s)
Registered Address

Email

Folio no. / Client ID

DP ID

I / We, being the member(s) of.....shares of the above named company, hereby appoint

Name:.....Email:.....

Address:.....

..... Signature: _____

or failing him / her

Name:.....Email:

Address:.....

..... Signature: _____

or failing him / her

Name:.....Email:

Address:.....

..... Signature: _____

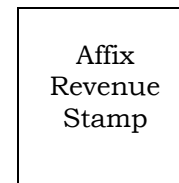
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **35th ANNUAL GENERAL MEETING** of the Company to be held on Tuesday, 27 September 2016 at 10 A.M. at the Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata - 700017.

Sl No.	Resolutions	Resolution	
		For	Against
ORDINARY BUSINESS			
1.	Adoption of Financial Statements of the Company for the year ended 31st March, 2016, together with the Reports of the Board of Directors and Auditors' thereon.		
2.	Re-appointment of Ms. Binjal Mehta Director (holding DIN: 00043830), retiring by rotation.		
3.	Ratification of Auditors and fixing their remuneration.		
SPECIAL BUSINESS			
4.	Consolidation of shares.		

Signed this.....day of....2016

.....
Signature of the member

.....
Signature of the proxy holder(s)



Notes:

1. This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the 'for, against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

(ANNEXURE TO THE NOTICE FOR THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 27-09-2016)

Name & Registered Address
of Sole/First named Member:

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID:

No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the **Annual General Meeting (AGM)** to be held on **Tuesday 27th September 2016** at **10.00 A.M.** at **“Bhartiya Bhasha Parishad” 36A, Shakespeare Sarani, Kolkata-700017** and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.
160812044		

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
24 th September, 2016 at 10.00 A.M.(IST)	26 th September, 2016 at 5.00 P.M.(IST)

Please read the instructions mentioned in Point No.16 of the Notice before exercising your vote.

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

Place: Kolkata
Dated: 01st August, 2016

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



TTI ENTERPRISE LIMITED



35th **ANNUAL REPORT** **2015-2016**

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TTI ENTERPRISE LIMITED

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TTI ENTERPRISE LIMITED
35th
ANNUAL REPORT
2015-2016

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CORPORATE INFORMATION

CIN	: L67120WB1981PLC033771
Directors	: Mr. Alok Kumar Goenka, Independent Director Mr. Subrata Saha, Independent Director Mr. Jitendra Kumar Mehta, Non Executive Director Ms. Binjal Mehta, Wholetime Director
Bankers	: Kotak Mahindra Bank
Auditors	: M/s Jhavar Vithal And Co. Chartered Accountants, Kolkata.
Registered Office	: 1 R.N. Mukherjee Road, Martin Burn House, 4th Floor, Suite No.22, Kolkata- 700 001.
Registrar & Transfer Agent	: Niche Technologies Pvt. Ltd. 71, B.R.B.B. Road, D-511 Bagree Market, 5th Floor Kolkata- 700 001.
Stock Exchanges where Securities are listed	: The Calcutta Stock Exchange Limited BSE Ltd.
Website	: www.ttienterprise.net

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 35th Annual Report together with the Standalone and Consolidated Audited Financial Statements for the year ended 31st March 2016.

1. FINANCIAL PERFORMANCE

Your Company's performance during the year as compared with the previous year is summarized below :

(Rs. Lakh)

Particulars	For the year ended 31 st March 2016		For the year ended 31 st March 2015	
	STANDALONE	CONSOLIDATED	STANDALONE	CONSOLIDATED
Gross Income	276.12	292.36	180.31	182.57
Profit Before Int. and Depn.	13.99	15.09	10.29	9.07
Gross Profit	13.99	15.09	10.29	9.07
Net Profit Before Tax	13.99	15.09	1.33	0.10
Provision for Tax	2.82	3.20	2.76	2.77
Net Profit After Tax	11.16	11.88	(1.43)	(2.67)
Balance of Profit brought forward	34.25	31.45	35.69	32.54
Balance available for appropriation	45.42	43.34	34.26	29.87
Transfer to Statutory Reserve/ Adjustments	2.23	1.59	-	(1.58)
Surplus carried to Balance Sheet	43.19	41.75	34.26	31.45

2. OPERATIONS REVIEW**i. Standalone Results**

The Company earned a Net Revenue of Rs.276.12 Lakhs as compared to Rs. 180.31 Lakhs during previous year. The Company earned a Net Profit of Rs. 11.16 Lakhs as compared to Loss of Rs. 1.43 Lakhs during previous year.

ii. Consolidated Results

The Group earned a Net Revenue of Rs. 292.36 Lakhs as compared to Rs. 182.57 Lakhs during the previous year. The Group earned a Net Profit of Rs. 11.88 Lakhs as compared to a loss of Rs. 2.67 Lakhs during the previous year.

The Company is a Non Banking Financial Company (Non Deposit Taking) engaged in the business of providing loans, making investments in shares, mutual funds and other financial products. During the year the company made efforts to consolidate the business operations, strengthen the organization for the continued development of the business and develop a business strategy to enable sustainable growth in the future.

3. DIVIDEND

Your Directors regret for not recommending dividend on equity shares in order to conserve the resources of the company.

4. RESERVES

The Total Standalone Reserves at the end of the year, that is, 31st March 2016 is at Rs. 70.37 Lakhs as against the Total Reserves of Rs. 59.21 Lakhs as on 31st March 2015.

5. SHARE CAPITAL

During the year there was no change in the issued, subscribed and paid-up capital of Your Company. The equity shares of your Company are listed on the following Stock Exchanges in India.viz BSE Ltd and The Calcutta Stock Exchange Limited.

6. DETAILS OF SUBSIDIARY COMPANIES

The following Companies were the subsidiaries of your Company as on 31st March 2016;

- a) Pratibhanu Mercantile Limited
- b) Udyati Traders Limited

The following Companies ceased to remain subsidiaries of your Company as they were divested during the Year :

- a) Locavi Enterprises Limited
- b) Simmander Merchants Limited

The Consolidated Financial Statements presented by the company in this Annual Report include the financial information of its subsidiaries. Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 a statement containing salient features of the subsidiaries in the Form AOC-I is given in **Annexure I** to this report.

Further, the Annual Accounts and related documents of the subsidiary companies shall be kept open for inspection at the Registered Office of the Company. The Company will also make available copies thereof upon specific request by any Member of the Company interested in obtaining the same.

7. LISTING FEES

The Annual Listing Fee for the year 15-16 had been paid to stock exchanges where the company's shares are listed.

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL**Directors**

In accordance with the provisions of section 152 of the act and the aforesaid Rules and your Company's Articles of Association, Ms. Binjal Mehta (Din: 00043830) retires by rotation at the ensuing AGM and being eligible, offers herself for reappointment.

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, 2016 in accordance with the provisions of section 203 of the Companies Act, 2013-

NAME	DESIGNATION
Mr. Sumant Kumar Singh	Chief Executive officer
Ms. Chandni Jain	Company Secretary (Resignation w.e.f 20.05.2016)

During the year, Ms. Sradha Gupta resigned as Company Secretary with effect from 13th July, 2015 and Ms. Chandni Jain has been appointed as Company Secretary with effect from 14th August, 2015.

9. BOARD EVALUATION

During the year, the board has carried out an annual performance evaluation of its own performance, the individual directors as well as the working of the Committees of the Board. The performance evaluation of Independent Directors was carried out by the entire Board.

During the year under review, the independent directors of your company carried out the performance evaluation of Non-Independent Directors at a separate meeting of the Independent Directors. Details of the same are given in the Report on Corporate Governance annexed to this Report.

10. MEETINGS OF THE BOARD

Board meets at regular intervals to discuss and decide on policy and strategy apart from other Board business. However, in case of a special and urgent business need, the board's approval is taken by passing resolutions through circulation, as permitted by law, which are confirmed in the subsequent board meeting.

5 (five) Board Meetings were held during the year 2015-16 on 20th May, 2015, 03rd August, 2015, 14th August, 2015, 13th November, 2015 and 08th February, 2016. The Maximum time gap between any two consecutive meetings did not exceed 120 days.

11. NOMINATION & REMUNERATION COMMITTEE

The Board has, constituted a Nomination & Remuneration Committee in accordance with the provision of section 178 of the companies Act, 2013 read with Regulation 19 SEBI (LODR), 2015. The Committee comprises of Mr. Alok Kumar Goenka and Mr. Subrata Saha, Independent Non executive Director. Mr. Alok Kumar Goenka acts as the chairman of Nomination and Remuneration Committee. The terms of reference of the Committee has been provided in the corporate governance section forming part of this report.

2 (two) meetings of the Nomination and Remuneration Committee of your company held during the year 2015-16 on 14th August, 2015 and 08th February, 2016.

The committee has formulated the Nomination and Remuneration committee for selection and appointment of Directors, Senior Management and their remuneration. The said policy is available on your website www.ttienterprise.net and a link to the said policy has been provided elsewhere in this Annual Report.

12. 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.

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 included.

13. STATUTORY AUDITOR

At the 34th Annual General Meeting of your company held on 30th September, 2015, M/s. Jhavar Vithal & Co., Chartered Accountant were appointed as statutory auditors of your company to hold office for a term of five years from the conclusion of 34th AGM (Subject to ratification of such appointment by the members at every AGM of your Company). Accordingly, the appointment of M/s. Jhavar Vithal & Co. is placed for ratification by the Members. Your company has received a confirmation from the auditors to this effect that the appointment, if ratified, would be within the limits prescribed under section 139 of the Companies Act, 2013 and rules framed thereunder and in accordance with Section 141 of the Companies Act, 2013. The Audit committee and Board of Directors of your Company recommend ratification of their appointment from the conclusion of this AGM upto the conclusion of the Next AGM of your company.

14. AUDITORS' REPORT

There is no modification, qualification, reservations or adverse remarks or disclaimers made by M/s. Jhavar Vithal & Co., Statutory Auditors, in their report on your company's financial statements for the year ended on 31st March, 2016. Further, the Statutory Auditors have not reported any incident of fraud to the Audit Committee of your Company during the year under review.

15. SECRETARIAL AUDIT REPORT

M/s. A. M Bubna & Associates, Practicing Company Secretary has been appointed Secretarial Auditors of the Company for the financial year 15-16 to conduct the Secretarial Audit Pursuant to the provisions of Section 204 of the Companies Act 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 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 SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, 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.

16. 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 2016.

17. 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 SEBI Listing Regulation, 2015, in order to encourage 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 www.ttienterprise.net and a link to the said policy has been elsewhere in this annual report.

18. RISK MANAGEMENT POLICY

Your Company has adopted a Risk Management Policy in accordance with the provisions of the Companies Act, 2013 and respective Regulation of the LODR 2015. It establishes various level of accountability and overview within the Company, while vesting identified managers with responsibility for each significant risk.

19. RELATED PARTY TRANSACTION

All related party transactions that were entered into during the financial year with Related Parties were on arms length basis and were in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act 2013 and SEBI (LODR) Regulations 2015. The Company presents a statement of all related party transactions before the Audit Committee. Prior omnibus approval of the Audit Committee is obtained for the transactions which were foreseen and of repetitive nature. The transactions entered into pursuant to the omnibus so granted along with the statement giving details of all related party transactions is placed before the Audit Committee. During the year, the company has not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the company on materiality of related party transactions as approved by the Board of Directors of the Company.

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).

20. POLICY AGAINST 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, 2016 Your Company has received no complaints pertaining to Sexual Harassment/Discrimination at workplace.

21. 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 the 31st March 2016 in form no. MGT 9 as a part of this Annual Report is attached as **Annexure V**.

22. CORPORATE GOVERNANCE 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, a Separate section on corporate governance and a certificate from the auditors of your company confirming compliance with the requirements of corporate governance, forms part of the Annual Report.

23. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis of the Company for the year under review as stipulated under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 with the Stock Exchange is given as a separate section forming part of the Annual Report.

24. OTHERS DISCLOSURES/REPORT

Your Directors state that no disclosure or reporting is required in report 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) The Whole Time Director of the Company does not receive any remuneration or commission from any of its subsidiaries.
- d) Risk Management Committee is not applicable to the Company as it does not fall within the criteria.
- e) 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.
- f) Your Company being a Non Banking Finance Company 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. Particulars of Loans, Guarantee or Investments under section 186 are not required as the Company is exempted from the same as per section 186(11), as our Company is registered with RBI as NBFC.
- g) 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.
- h) Corporate Social Responsibility Committee is not applicable to the Company as it does not fall within the criteria.

- i) There is no material changes or commitments affecting the financial position of the company to which the financial statement relate and the date of the report.
- j) The Company has not declared dividends 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 Listing Obligation and disclosure Requirements 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.

25. 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.

26. DIRECTORS’ RESPONSIBILITY STATEMENT

In terms of provisions of section 134(5) of the Companies Act, 2013(Act), 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 as at 31st March, 2016, profit and loss and cash flow statement of the company for 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.

27. ACKNOWLEDGEMENT

The Director thanks the company’s employees, customer, vendors, investors and academic institution for their continuous support.

Your Directors also thanks to all with whose help, cooperation and hard work the Company is able to achieve the results.

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

Jitendra Kumar Mehta
Director
Din : 00049249
Address : 43, Sarat Bose Road,
503 Padmaneer
Kolkata - 700020

Binjal Mehta
Whole Time Director
Din : 00043830
Address : 43, Sarat Bose Road
503 Padmaneer
Kolkata - 700020

Subrata Saha
Director
Din : 00959921
Address : P-47/1 C.I.T.
VII-MS, (Block-1),
Kankurgachi,
Kolkata -700054

ANNEXURE I**FORM AOC- 1****[PURSUANT TO FIRST PROVISIO TO SUB-SECTION (3) OF SECTION 129 READ WITH RULE 5 OF THE COMPANIES (ACCOUNTS) RULES, 2014]**

Statement containing salient features of the financial statements of the subsidiaries/joint ventures/ associate companies.

Sl. No.	Particulars	1.	2.
1.	Name of the Subsidiary	Pratibhanu Mercantile Ltd.	Udyati Traders Ltd.
2.	Reporting Period of the Subsidiary	01.04.2015 to 31.03.2016	01.04.2015 to 31.03.2016
3.	The date since when subsidiary was acquired	12.04.2012	20.05.2013
4.	Reporting Currency	Amount in Rs.	Amount in Rs.
5.	Share Capital	10,300,000	500,000
6.	Reserves & Surplus	(82,141.48)	(61,903)
7.	Total Assets	30,109,989.52	440,097
8.	Total Liabilities	30,109,989.52	440,097
9.	Turnover	1,623,538.58	-
10.	Investment	-	400,000
11.	Profit Before Tax	121,782.58	(12,373)
12.	Provision for Taxation	37,301	-
13.	Profit After Tax	84,481.58	(12,373)
14.	Proposed Dividend	-	-
15.	% of Shareholding	99.99%	99.99%

Notes : Your Company has no joint ventures or associate companies

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:

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 Rs.)	Increase in remuneration from previous years	Ratio/ Percentage as per Median employee remuneration
1.	Ms. Binjal Mehta (Whole Time Director)			
	a) Remuneration	30,000/- (per month)	Nil	171.43%
	b) Sitting Fees	N.A		N.A
2.	Mr. Alok Kumar Goenka (Independent Director)			
	a) Remuneration	N.A	Nil	N.A
	b) Sitting Fees	1,000 (per meeting)		5.71%
3.	Mr. Subrata Saha (Independent Director)			
	a) Remuneration	N.A	Nil	N.A
	b) Sitting Fees	1,000 (per meeting)		5.71%
4.	Mr. Jitendra Kumar Mehta (Non Executive Director)			
	a) Remuneration	N.A	Nil	N.A
	b) Sitting Fees	1,000 (per meeting)		5.71%

ANNEXURE III**SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2016**

[PURSUANT TO SECTION 204(1) OF THE COMPANIES ACT, 2013 AND RULE NO.9 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF 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, 2016 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, 2016 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) 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) 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 Calcutta Stock Exchange Ltd. and BSE Limited and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (from 1st December,2015 to 31st March, 2016).

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 a show cause notice was received by the Company from the Registrar of Companies, West Bengal regarding certain investor grievances. However necessary replies to the same were submitted by the Company. It has been informed to us by the management that the issue has been resolved with no further action from the concerned department.

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 during the Audit Period the company has received a notice from BSE Ltd. imposing a penalty for non compliance of certain clauses of the Listing Agreement. The Company has given its representations to the concerned Stock Exchange and we were informed by the Management that no further action has been undertaken by the Stock Exchange.

Place : Kolkata

Date: 01st August, 2016

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

Name of Company Secretary in practice: Ashish Bubna
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.

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TTI ENTERPRISE LIMITED

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.

Place : Kolkata
Date : 01st August, 2016

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

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 LODR, 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.

ANNEXURE-V

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS :

i	CIN	L67120WB1981PLC033771
ii	Registration Date	12/6/1981
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. 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	APPLI-CABLE SECT-ION
1	UDYATI TRADERS LIMITED ADDRESS : G-59, NANDRAM MARKET, P-4 NEW HOWRAH BRIDGE APP. ROAD. KOLKATA: 700001	U51909WB2013PLC193544	SUBSIDIARY	99.99%	2 (87)
2	PRATIBHANU MERCANTILE LIMITED ADDRESS: G-59, NANDRAM MARKET, P-4 NEW HOWRAH BRIDGE APP. ROAD. KOLKATA: 700001	U74999WB2012PLC180235	SUBSIDIARY	99.99%	2 (87)

VI. 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 Year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS										
(1)	Indian									
	a) Individual / HUF	4,061,275	0	4,061,275	3.197	3,003,275	0	3,003,275	2.364	- 0.833
	b) Centran Government									
	c) State Government									
	d) Bodies Corporate	16,750,000	0	16,750,000	13.187	16,750,000	0	16,750,000	13.187	0.000
	e) Banks / Financial Institutions									
	f) Any Other									
	Sub-total (A) (1)	20,811,275	0	20,811,275	16.384	19,753,275	0	19,753,275	15.551	- 0.833
(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)	20,811,275	0	20,811,275	16.384	19,753,275	0	19,753,275	15.551	-0.833
B. PUBLIC SHAREHOLDING										
(1)	Institutions									
	a) Mutual Funds									
	b) Banks / Financial Institutions									
	c) Central Governments									
	d) State Governments									
	e) Venture Capital Funds									
	f) Insurance Companies									
	g) Foreign Institutional Investors (FII)									
	h) Foreign Venture Capital Funds									
	i) Others (Specify)									
	Sub-total (B)(1)	0	0	0	0.000	0	0	0	0.000	0.000
(2)	Non-Institutions									
	a) Bodies Corporate									
	i) Indian	77,260,677	0	77,260,677	60.825	82,332,505	0	82,332,505	64.817	3.992
	ii) Overseas									
	b) Individuals									
	i) Individual shareholders holding nominal share capital upto Rs 1 lakh	481,829	184,225	666,054	0.524	530,951	184,225	715,176	0.563	0.039
	ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	27,642,575	125,000	27,767,575	21.860	24,087,583	125,000	24,212,583	19.062	-2.798
	c) Others Specify									
	1. NRI					6,270	0	6,270	0.005	-0.005
	2. Overseas Corporate Bodies									
	3. Foreign Nationals									
	4. Clearing Members	516,529	0	516,529	0.407	2,301	0	2,301	0.002	-0.405
	5. Trusts									
	6. Foreign Bodies - D.R.									
	Sub-total (B)(2)	105,901,610	309,225	106,210,835	83.616	106,959,610	309,225	107,268,835	84.449	0.833
	Total Public Shareholding (B) = (B)(1)+(B)(2)	105,901,610	309,225	106,210,835	83.616	106,959,610	309,225	107,268,835	84.449	0.833
C. Shares held by Custodian for GDRs & ADRs										
	GRAND TOTAL (A+B+C)	126,712,885	309,225	127,022,110	100.000	126,712,885	309,225	127,022,110	100.000	0.000

B. 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 share holding during the year
		No. of Shares	% of total shares of the company	% of Shares Pledged/encumbered to shares	No. of Shares	% of total shares of the company	% of Shares Pledged/encumbered to shares	
1	BINJAL MEHTA	461950	0.364	0.000	461950	0.364	0.000	0.000
2	HASTIN MEHTA	208800	0.164	0.000	208800	0.164	0.000	0.000
3	INDUMATI MEHTA	323725	0.255	0.000	323725	0.255	0.000	0.000
4	INDUMATI MEHTA	1465000	1.153	0.000	617000	0.486	0.000	-0.667
5	IRAWATI ENTERPRISES LLP	6000000	4.724	0.000	6000000	4.724	0.000	0.000
6	JAGRUTI MEHTA	3875	0.003	0.000	3875	0.003	0.000	0.000
7	JITENDRA KUMAR MEHTA	260000	0.205	0.000	260000	0.205	0.000	0.000
8	JITENDRA MEHTA	74000	0.058	0.000	74000	0.058	0.000	0.000
9	MEGHNATH WEALTH CREATORS LLP	5000000	3.936	0.000	5000000	3.936	0.000	0.000
10	PARAJ MEHTA	656375	0.517	0.000	656375	0.517	0.000	0.000
11	PARAJ MEHTA	607550	0.478	0.000	397550	0.313	0.000	-0.165
12	VAIKUNDAM ADVISORS LLP	5750000	4.527	0.000	5750000	4.527	0.000	0.000
	T O T A L	20811275	16.384	0.000	19753275	15.551	0.000	-0.833

C. Change in Promoter's Shareholding

Sl. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding at the 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 b) Changes during the year c) At the End of the Year	461950 [NO CHANGES]	0.364 DURING	THE 461950	YEAR] 0.364
2	HASTIN MEHTA a) At the Beginning of the Year b) Changes during the year c) At the End of the Year	208800 [NO CHANGES]	0.164 DURING	THE 208800	YEAR] 0.164
3	INDUMATI MEHTA a) At the Beginning of the Year b) Changes during the year c) At the End of the Year	323725 [NO CHANGES]	0.255 DURING	THE 323725	YEAR] 0.255

4	INDUMATI MEHTA a) At the Beginning of the Year b) Changes during the year Date Reason 14/08/2015 Transfer 21/08/2015 Transfer 04/09/2015 Transfer c) At the End of the Year	1465000 -500000 -115000 -233000	1.153 0.394 0.091 0.183	 965000 850000 617000 617000	 0.760 0.669 0.486 0.486
5	IRAWATI ENTERPRISES LLP a) At the Beginning of the Year b) Changes during the year c) At the End of the Year	6000000 [NO CHANGES]	4.724 DURING	THE 6000000	YEAR] 4.724
6	JAGRUTI MEHTA a) At the Beginning of the Year b) Changes during the year c) At the End of the Year	3875 [NO CHANGES]	0.003 DURING	THE 3875	YEAR] 0.003
7	JITENDRA KUMAR MEHTA a) At the Beginning of the Year b) Changes during the year c) At the End of the Year	260000 [NO CHANGES]	0.205 DURING	THE 260000	YEAR] 0.205
8	JITENDRA MEHTA a) At the Beginning of the Year b) Changes during the year c) At the End of the Year	74000 [NO CHANGES]	0.058 DURING	THE 74000	YEAR] 0.058
9	MEGHNATH WEALTH CREATORS LLP a) At the Beginning of the Year b) Changes during the year c) At the End of the Year	5000000 [NO CHANGES]	3.936 DURING	THE 5000000	YEAR] 3.936
10	PARAJ MEHTA a) At the Beginning of the Year b) Changes during the year c) At the End of the Year	656375 [NO CHANGES]	0.517 DURING	THE 656375	YEAR] 0.517
11	PARAJ MEHTA a) At the Beginning of the Year b) Changes during the year Date Reason 26/06/2015 Transfer 10/07/2015 Transfer c) At the End of the Year	607550 -100000 -110000	0.478 0.079 0.087	 507550 397550 397550	 0.400 0.313 0.313
12	VAIKUNDAM ADVISORS LLP a) At the Beginning of the Year b) Changes during the year c) At the End of the Year	5750000 [NO CHANGES]	4.527 DURING	THE 5750000	YEAR] 4.527
	TOTAL	20811275	16.384	19753275	15.551

D. 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 at the during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	AJOY KUMAR AGARWAL a) At the Begining of the Year b) Changes during the year c) At the End of the Year	4,075,000 [NO CHANGES]	3.208 DURING	THE 4,075,000	YEAR] 3.208
2	CASINO DEALERS PRIVATE LIMITED a) At the Begining of the Year b) Changes during the year Date Reason 22/05/2015 Transfer 13/11/2015 Transfer 20/11/2015 Transfer 11/12/2015 Transfer c) At the End of the Year	848,500 (20,000) (828,500) 5,150,000 912,500	0.668 0.016 0.652 4.054 0.718	 828,500 - 5,150,000 6,062,500 6,062,500	 0.652 0.000 4.054 4.773 4.773
3	CHAITALI TRADELINK PRIVATE LIMITED a) At the Begining of the Year b) Changes during the year Date Reason 10/04/2015 Transfer 17/04/2015 Transfer 24/04/2015 Transfer 01/05/2015 Transfer 08/05/2015 Transfer 15/05/2015 Transfer 22/05/2015 Transfer 29/05/2015 Transfer 05/06/2015 Transfer 12/06/2015 Transfer 19/06/2015 Transfer 26/06/2015 Transfer 03/07/2015 Transfer 10/07/2015 Transfer 24/07/2015 Transfer 31/07/2015 Transfer 14/08/2015 Transfer 21/08/2015 Transfer 28/08/2015 Transfer 04/09/2015 Transfer	8,445,694 33,625 48,010 80,275 52,795 (775) 45,315 (19,867) 44,000 12,500 7,250 34,170 72,849 47,985 59,108 6,525 2,000 42,049 15,076 (245,000) 2,951	6.649 0.026 0.038 0.063 0.042 0.001 0.036 0.016 0.035 0.010 0.006 0.027 0.057 0.038 0.047 0.005 0.002 0.033 0.012 0.193 0.002	 8,479,319 8,527,329 8,607,604 8,660,399 8,659,624 8,704,939 8,685,072 8,729,072 8,741,572 8,748,822 8,782,992 8,855,841 8,903,826 8,962,934 8,969,459 8,971,459 9,013,508 9,028,584 8,783,584 8,786,535	 6.675 6.713 6.776 6.818 6.817 6.853 6.837 6.872 6.882 6.888 6.915 6.972 7.010 7.056 7.061 7.063 7.096 7.108 6.915 6.917

	30/10/2015	Transfer	6,234	0.005	8,792,769	6.922
	06/11/2015	Transfer	(1,547,362)	1.218	7,245,407	5.704
	20/11/2015	Transfer	(2,100,000)	1.653	5,145,407	4.051
	04/12/2015	Transfer	(115,500)	0.091	5,029,907	3.960
	11/12/2015	Transfer	(2,262,500)	1.781	2,767,407	2.179
	18/12/2015	Transfer	(449,000)	0.353	2,318,407	1.825
	19/02/2016	Transfer	(1,687,500)	1.329	630,907	0.497
	31/03/2016	Transfer	(400,000)	0.315	230,907	0.182
	c) At the End of the Year				230,907	0.182
4	ESHA VANIJYA PRIVATE LIMITED					
	a) At the Beginning of the Year		-	0.000		
	b) Changes during the year					
	Date	Reason				
	06/11/2015	Transfer	1,070,000	0.842	1,070,000	0.842
	04/12/2015	Transfer	58,000	0.046	1,128,000	0.888
	11/12/2015	Transfer	1,053,750	0.830	2,181,750	1.718
	18/12/2015	Transfer	1,038,000	0.817	3,219,750	2.535
	c) At the End of the Year				3,219,750	2.535
5	GAJMUKTA MERCHANTS PVT.LTD.					
	a) At the Beginning of the Year		4,988,600	3.927		
	b) Changes during the year		[NO CHANGES	DURING	THE	YEAR]
	c) At the End of the Year				4,988,600	3.927
6	HARIMALA INFRAPROJECTS PRIVATE LIMITED					
	a) At the Beginning of the Year		-	0.000		
	b) Changes during the year					
	Date	Reason				
	30/06/2015	Transfer	35,180	0.028	35,180	0.028
	03/07/2015	Transfer	12,560	0.010	47,740	0.038
	10/07/2015	Transfer	27,559	0.022	75,299	0.059
	24/07/2015	Transfer	54,160	0.043	129,459	0.102
	31/07/2015	Transfer	57,468	0.045	186,927	0.147
	07/08/2015	Transfer	21,561	0.017	208,488	0.164
	14/08/2015	Transfer	38,032	0.030	246,520	0.194
	21/08/2015	Transfer	19,044	0.015	265,564	0.209
	28/08/2015	Transfer	73,326	0.058	338,890	0.267
	04/09/2015	Transfer	41,270	0.032	380,160	0.299
	11/09/2015	Transfer	15,035	0.012	395,195	0.311
	18/09/2015	Transfer	25,020	0.020	420,215	0.331
	25/09/2015	Transfer	26,154	0.021	446,369	0.351
	30/09/2015	Transfer	12,520	0.010	458,889	0.361
	02/10/2015	Transfer	30,086	0.024	488,975	0.385
	09/10/2015	Transfer	41,504	0.033	530,479	0.418
	16/10/2015	Transfer	22,589	0.018	553,068	0.435
	23/10/2015	Transfer	12,059	0.009	565,127	0.445

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	30/10/2015	Transfer	919	0.001	566,046	0.446
	11/12/2015	Transfer	2,700,000	2.126	3,266,046	2.571
	18/12/2015	Transfer	18,000	0.014	3,284,046	2.585
	15/01/2016	Transfer	291	0.000	3,284,337	2.586
	19/02/2016	Transfer	37	0.000	3,284,374	2.586
	c) At the End of the Year				3,284,374	2.586
7	NIRAJ PATHAK					
	a) At the Beginning of the Year		3,568,850	2.810		
	b) Changes during the year					
	Date	Reason				
	31/12/2015	Transfer	(200,000)	0.157		
	c) At the End of the Year				3,368,850	2.652
					3,368,850	2.652
8	PARAMJAYA INFRAPROJECTS LLP					
	a) At the Beginning of the Year		4,450,000	3.503		
	b) Changes during the year		[NO CHANGES	DURING	THE	YEAR]
	c) At the End of the Year				4,450,000	3.503
9	PRAJAKTA ENTERTAINMENT PRIVATE LIMITED					
	a) At the Beginning of the Year		-	0.000		
	b) Changes during the year					
	Date	Reason				
	24/04/2015	Transfer	15,000	0.012	15,000	0.012
	01/05/2015	Transfer	42,600	0.034	57,600	0.045
	08/05/2015	Transfer	37,935	0.030	95,535	0.075
	10/07/2015	Transfer	23,060	0.018	118,595	0.093
	17/07/2015	Transfer	15,440	0.012	134,035	0.106
	24/07/2015	Transfer	32,390	0.025	166,425	0.131
	31/07/2015	Transfer	15,180	0.012	181,605	0.143
	28/08/2015	Transfer	10,050	0.008	191,655	0.151
	11/09/2015	Transfer	15,140	0.012	206,795	0.163
	18/09/2015	Transfer	41,735	0.033	248,530	0.196
	06/11/2015	Transfer	575,000	0.453	823,530	0.648
	20/11/2015	Transfer	2,000,000	1.575	2,823,530	2.223
	04/12/2015	Transfer	112,000	0.088	2,935,530	2.311
	11/12/2015	Transfer	312,500	0.246	3,248,030	2.557
	18/12/2015	Transfer	81,250	0.064	3,329,280	2.621
	c) At the End of the Year				3,329,280	2.621
10	RAJGIRI OVERSEAS PRIVATE LIMITED.					
	a) At the Beginning of the Year		4,595,000	3.617		
	b) Changes during the year		[NO CHANGES	DURING	THE	YEAR]
	c) At the End of the Year				4,595,000	3.617

11	RUJU TRADECOM PRIVATE LIMITED.				
	a) At the Beginning of the Year	5,449,655	4.290		
	b) Changes during the year				
	Date Reason				
	10/04/2015 Transfer	32,407	0.026	5,482,062	4.316
	17/04/2015 Transfer	10,011	0.008	5,492,073	4.324
	24/04/2015 Transfer	63,860	0.050	5,555,933	4.376
	01/05/2015 Transfer	57,315	0.045	5,613,248	4.419
	08/05/2015 Transfer	30,390	0.024	5,643,638	4.443
	15/05/2015 Transfer	73,250	0.058	5,716,888	4.501
	22/05/2015 Transfer	(13,631)	0.011	5,703,257	4.490
	29/05/2015 Transfer	13,566	0.011	5,716,823	4.501
	05/06/2015 Transfer	13,348	0.011	5,730,171	4.511
	12/06/2015 Transfer	12,385	0.010	5,742,556	4.521
	19/06/2015 Transfer	18,060	0.014	5,760,616	4.535
	26/06/2015 Transfer	52,537	0.041	5,813,153	4.576
	30/06/2015 Transfer	7,025	0.006	5,820,178	4.582
	03/07/2015 Transfer	7,360	0.006	5,827,538	4.588
	10/07/2015 Transfer	14,779	0.012	5,842,317	4.599
	17/07/2015 Transfer	5,750	0.005	5,848,067	4.604
	24/07/2015 Transfer	34,070	0.027	5,882,137	4.631
	31/07/2015 Transfer	42,109	0.033	5,924,246	4.664
	07/08/2015 Transfer	46,074	0.036	5,970,320	4.700
	14/08/2015 Transfer	40,091	0.032	6,010,411	4.732
	21/08/2015 Transfer	16,045	0.013	6,026,456	4.744
	28/08/2015 Transfer	(223,272)	0.176	5,803,184	4.569
	06/11/2015 Transfer	(38,200)	0.030	5,764,984	4.539
	20/11/2015 Transfer	(4,000,000)	3.149	1,764,984	1.390
	18/12/2015 Transfer	(1,600,000)	1.260	164,984	0.130
	31/03/2016 Transfer	(164,984)	0.130	-	0.000
	c) At the End of the Year			-	0.000
12	RUPASHI IMPEX PVT. LTD.				
	a) At the Beginning of the Year	4,500,179	3.543		
	b) Changes during the year				
	Date Reason				
	10/04/2015 Transfer	14,352	0.011	4,514,531	3.554
	17/04/2015 Transfer	9,700	0.008	4,524,231	3.562
	24/04/2015 Transfer	28,550	0.022	4,552,781	3.584
	01/05/2015 Transfer	5,500	0.004	4,558,281	3.589
	08/05/2015 Transfer	36,950	0.029	4,595,231	3.618
	15/05/2015 Transfer	53,540	0.042	4,648,771	3.660
	22/05/2015 Transfer	50,670	0.040	4,699,441	3.700
	29/05/2015 Transfer	39,890	0.031	4,739,331	3.731
	05/06/2015 Transfer	18,200	0.014	4,757,531	3.745
	12/06/2015 Transfer	18,425	0.015	4,775,956	3.760

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	19/06/2015	Transfer	26,040	0.021	4,801,996	3.780
	26/06/2015	Transfer	50,045	0.039	4,852,041	3.820
	30/06/2015	Transfer	18,590	0.015	4,870,631	3.834
	03/07/2015	Transfer	12,070	0.010	4,882,701	3.844
	10/07/2015	Transfer	8,290	0.007	4,890,991	3.851
	18/09/2015	Transfer	32,440	0.026	4,923,431	3.876
	25/09/2015	Transfer	30,420	0.024	4,953,851	3.900
	30/09/2015	Transfer	42,720	0.034	4,996,571	3.934
	02/10/2015	Transfer	10,040	0.008	5,006,611	3.942
	09/10/2015	Transfer	26,125	0.021	5,032,736	3.962
	23/10/2015	Transfer	12,975	0.010	5,045,711	3.972
	30/10/2015	Transfer	6,335	0.005	5,052,046	3.977
	06/11/2015	Transfer	(574,260)	0.452	4,477,786	3.525
	20/11/2015	Transfer	(500,000)	0.394	3,977,786	3.132
	11/12/2015	Transfer	(3,181,250)	2.504	796,536	0.627
	18/12/2015	Transfer	(337,250)	0.266	459,286	0.362
	c) At the End of the Year				459,286	0.362
13	SADAJYOTI TRADELINK PRIVATE LIMITED					
	a) At the Beginning of the Year		-	0.000		
	b) Changes during the year					
	Date	Reason				
	11/09/2015	Transfer	57,337	0.045	57,337	0.045
	18/09/2015	Transfer	18,066	0.014	75,403	0.059
	25/09/2015	Transfer	28,545	0.022	103,948	0.082
	30/09/2015	Transfer	13,512	0.011	117,460	0.092
	09/10/2015	Transfer	15,514	0.012	132,974	0.105
	16/10/2015	Transfer	25,542	0.020	158,516	0.125
	23/10/2015	Transfer	3,338	0.003	161,854	0.127
	11/12/2015	Transfer	2,420,000	1.905	2,581,854	2.033
	18/12/2015	Transfer	1,031,000	0.812	3,612,854	2.844
	c) At the End of the Year				3,612,854	2.844
14	URJANI ADVISORS LLP					
	a) At the Beginning of the Year		4,827,500	3.801		
	b) Changes during the year					
	Date	Reason				
	10/04/2015	Transfer	(69,500)	0.055	4,758,000	3.746
	17/04/2015	Transfer	(126,855)	0.100	4,631,145	3.646
	24/04/2015	Transfer	(127,842)	0.101	4,503,303	3.545
	01/05/2015	Transfer	(120,927)	0.095	4,382,376	3.450
	08/05/2015	Transfer	(175,238)	0.138	4,207,138	3.312
	15/05/2015	Transfer	(104,897)	0.083	4,102,241	3.230
	22/05/2015	Transfer	(51,500)	0.041	4,050,741	3.189
	29/05/2015	Transfer	(40,000)	0.031	4,010,741	3.158
	05/06/2015	Transfer	(73,891)	0.058	3,936,850	3.099
	12/06/2015	Transfer	(106,000)	0.083	3,830,850	3.016

	19/06/2015	Transfer	(149,219)	0.117	3,681,631	2.898
	26/06/2015	Transfer	(118,500)	0.093	3,563,131	2.805
	30/06/2015	Transfer	(65,200)	0.051	3,497,931	2.754
	03/07/2015	Transfer	(79,261)	0.062	3,418,670	2.691
	10/07/2015	Transfer	(120,816)	0.095	3,297,854	2.596
	17/07/2015	Transfer	(241,700)	0.190	3,056,154	2.406
	24/07/2015	Transfer	(175,250)	0.138	2,880,904	2.268
	31/07/2015	Transfer	(263,250)	0.207	2,617,654	2.061
	07/08/2015	Transfer	(381,258)	0.300	2,236,396	1.761
	14/08/2015	Transfer	(358,646)	0.282	1,877,750	1.478
	21/08/2015	Transfer	(215,435)	0.170	1,662,315	1.309
	28/08/2015	Transfer	(346,903)	0.273	1,315,412	1.036
	04/09/2015	Transfer	(55,630)	0.044	1,259,782	0.992
	11/09/2015	Transfer	(291,817)	0.230	967,965	0.762
	18/09/2015	Transfer	(218,910)	0.172	749,055	0.590
	25/09/2015	Transfer	(291,456)	0.229	457,599	0.360
	30/09/2015	Transfer	(112,256)	0.088	345,343	0.272
	02/10/2015	Transfer	(65,255)	0.051	280,088	0.221
	09/10/2015	Transfer	(91,090)	0.072	188,998	0.149
	16/10/2015	Transfer	(173,798)	0.137	15,200	0.012
	23/10/2015	Transfer	(15,200)	0.012	-	0.000
	11/12/2015	Transfer	1,000,000	0.787	1,000,000	0.787
	31/03/2016	Transfer	(800,000)	0.630	200,000	0.157
	c) At the End of the Year				200,000	0.157
15	VANDITA COMMERCIAL PRIVATE LIMITED					
	a) At the Begining of the Year		7,277,314	5.729		
	b) Changes during the year					
	Date	Reason				
	10/04/2015	Transfer	40,142	0.032	7,317,456	5.761
	17/04/2015	Transfer	37,724	0.030	7,355,180	5.790
	24/04/2015	Transfer	63,851	0.050	7,419,031	5.841
	01/05/2015	Transfer	42,089	0.033	7,461,120	5.874
	08/05/2015	Transfer	83,319	0.066	7,544,439	5.939
	15/05/2015	Transfer	47,996	0.038	7,592,435	5.977
	22/05/2015	Transfer	62,376	0.049	7,654,811	6.026
	29/05/2015	Transfer	36,862	0.029	7,691,673	6.055
	05/06/2015	Transfer	22,406	0.018	7,714,079	6.073
	12/06/2015	Transfer	24,403	0.019	7,738,482	6.092
	19/06/2015	Transfer	51,687	0.041	7,790,169	6.133
	26/06/2015	Transfer	50,162	0.039	7,840,331	6.172
	30/06/2015	Transfer	30,064	0.024	7,870,395	6.196
	03/07/2015	Transfer	32,891	0.026	7,903,286	6.222
	10/07/2015	Transfer	12,061	0.009	7,915,347	6.231
	17/07/2015	Transfer	14,895	0.012	7,930,242	6.243
	24/07/2015	Transfer	13,036	0.010	7,943,278	6.253

TTI ENTERPRISE LIMITED

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	31/07/2015	Transfer	51,594	0.041	7,994,872	6.294
	07/08/2015	Transfer	50,568	0.040	8,045,440	6.334
	14/08/2015	Transfer	73,845	0.058	8,119,285	6.392
	21/08/2015	Transfer	19,535	0.015	8,138,820	6.407
	28/08/2015	Transfer	(89,678)	0.071	8,049,142	6.337
	04/09/2015	Transfer	32,560	0.026	8,081,702	6.362
	11/09/2015	Transfer	49,078	0.039	8,130,780	6.401
	18/09/2015	Transfer	17,523	0.014	8,148,303	6.415
	25/09/2015	Transfer	17,524	0.014	8,165,827	6.429
	30/09/2015	Transfer	(51,977)	0.041	8,113,850	6.388
	02/10/2015	Transfer	15,021	0.012	8,128,871	6.400
	09/10/2015	Transfer	(12,982)	0.010	8,115,889	6.389
	16/10/2015	Transfer	41,535	0.033	8,157,424	6.422
	23/10/2015	Transfer	6,424	0.005	8,163,848	6.427
	30/10/2015	Transfer	2,260	0.002	8,166,108	6.429
	06/11/2015	Transfer	(138,540)	0.109	8,027,568	6.320
	20/11/2015	Transfer	(2,550,000)	2.008	5,477,568	4.312
	11/12/2015	Transfer	(1,378,125)	1.085	4,099,443	3.227
	18/12/2015	Transfer	(200,000)	0.157	3,899,443	3.070
	19/02/2016	Transfer	(3,210,000)	2.527	689,443	0.543
	31/03/2016	Transfer	(400,000)	0.315	289,443	0.228
	c) At the End of the Year				289,443	0.228
16	VANSHI INFRA PROJECTS PVT. LTD.					
	a) At the Beginning of the Year		6,673,817	5.254		
	b) Changes during the year					
	Date	Reason				
	10/04/2015	Transfer	74,880	0.059	6,748,697	5.313
	17/04/2015	Transfer	80,970	0.064	6,829,667	5.377
	24/04/2015	Transfer	101,645	0.080	6,931,312	5.457
	01/05/2015	Transfer	658,752	0.519	7,590,064	5.975
	08/05/2015	Transfer	69,740	0.055	7,659,804	6.030
	15/05/2015	Transfer	58,620	0.046	7,718,424	6.076
	22/05/2015	Transfer	58,880	0.046	7,777,304	6.123
	29/05/2015	Transfer	45,800	0.036	7,823,104	6.159
	05/06/2015	Transfer	20,950	0.016	7,844,054	6.175
	12/06/2015	Transfer	24,450	0.019	7,868,504	6.195
	19/06/2015	Transfer	59,465	0.047	7,927,969	6.241
	26/06/2015	Transfer	75,310	0.059	8,003,279	6.301
	30/06/2015	Transfer	33,570	0.026	8,036,849	6.327
	03/07/2015	Transfer	20,260	0.016	8,057,109	6.343
	10/07/2015	Transfer	56,420	0.044	8,113,529	6.387
	17/07/2015	Transfer	55,200	0.043	8,168,729	6.431
	24/07/2015	Transfer	36,310	0.029	8,205,039	6.460
	31/07/2015	Transfer	67,060	0.053	8,272,099	6.512
	07/08/2015	Transfer	98,290	0.077	8,370,389	6.590
	14/08/2015	Transfer	69,580	0.055	8,439,969	6.644
	21/08/2015	Transfer	554,725	0.437	8,994,694	7.081

	28/08/2015	Transfer	116,200	0.091	9,110,894	7.173
	04/09/2015	Transfer	23,140	0.018	9,134,034	7.191
	11/09/2015	Transfer	48,134	0.038	9,182,168	7.229
	18/09/2015	Transfer	11,110	0.009	9,193,278	7.238
	25/09/2015	Transfer	10,160	0.008	9,203,438	7.246
	30/09/2015	Transfer	25,220	0.020	9,228,658	7.265
	09/10/2015	Transfer	12,510	0.010	9,241,168	7.275
	23/10/2015	Transfer	6,060	0.005	9,247,228	7.280
	30/10/2015	Transfer	2,521	0.002	9,249,749	7.282
	06/11/2015	Transfer	720	0.001	9,250,469	7.283
	11/12/2015	Transfer	(6,120,000)	4.818	3,130,469	2.465
	18/12/2015	Transfer	(2,000,000)	1.575	1,130,469	0.890
	c) At the End of the Year				1,130,469	0.890
17	VISVAVASU INFRATECH LLP					
	a) At the Beginning of the Year		4,265,000	3.358		
	b) Changes during the year					
	Date	Reason				
	03/04/2015	Transfer	(30,000)	0.024	4,235,000	3.334
	10/04/2015	Transfer	(187,613)	0.148	4,047,387	3.186
	17/04/2015	Transfer	(61,010)	0.048	3,986,377	3.138
	24/04/2015	Transfer	(235,943)	0.186	3,750,434	2.953
	01/05/2015	Transfer	(183,500)	0.144	3,566,934	2.808
	08/05/2015	Transfer	(121,074)	0.095	3,445,860	2.713
	15/05/2015	Transfer	(195,250)	0.154	3,250,610	2.559
	22/05/2015	Transfer	(187,012)	0.147	3,063,598	2.412
	29/05/2015	Transfer	(8,500)	0.007	3,055,098	2.405
	12/06/2015	Transfer	(161,340)	0.127	2,893,758	2.278
	19/06/2015	Transfer	(274,290)	0.216	2,619,468	2.062
	26/06/2015	Transfer	(264,629)	0.208	2,354,839	1.854
	30/06/2015	Transfer	(74,239)	0.058	2,280,600	1.795
	03/07/2015	Transfer	(55,150)	0.043	2,225,450	1.752
	10/07/2015	Transfer	(20,000)	0.016	2,205,450	1.736
	17/07/2015	Transfer	(47,912)	0.038	2,157,538	1.699
	24/07/2015	Transfer	(174,650)	0.137	1,982,888	1.561
	31/07/2015	Transfer	(327,288)	0.258	1,655,600	1.303
	07/08/2015	Transfer	(378,335)	0.298	1,277,265	1.006
	14/08/2015	Transfer	(44,771)	0.035	1,232,494	0.970
	21/08/2015	Transfer	(159,859)	0.126	1,072,635	0.844
	28/08/2015	Transfer	(301,522)	0.237	771,113	0.607
	04/09/2015	Transfer	(115,756)	0.091	655,357	0.516
	11/09/2015	Transfer	(235,560)	0.185	419,797	0.330
	18/09/2015	Transfer	(97,002)	0.076	322,795	0.254
	25/09/2015	Transfer	(84,537)	0.067	238,258	0.188
	30/09/2015	Transfer	(50,315)	0.040	187,943	0.148
	09/10/2015	Transfer	(187,943)	0.148	-	0.000
	c) At the End of the Year				-	0.000
	TOTAL		63,965,109	50.357	43,296,313	34.086

Shareholding of Directors and Key Managerial Personnel

Sl. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding at the during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	JITENDRA KUMAR MEHTA a) At the Begining of the Year b) Changes during the year c) At the End of the Year	260000 [NO CHANGES]	0.205 DURING	THE 260000	YEAR] 0.205
2	BINJAL MEHTA a) At the Begining of the Year b) Changes during the year c) At the End of the Year	461950 [NO CHANGES]	0.364 DURING	THE 461950	YEAR] 0.364
	TOTAL	721950	0.569	721950	0.569

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year			
i) Principal Amount	-	-	-
ii) Interest due but not paid	-	-	-
iii) Interest accrued but not due	-	-	-
Total (i + ii + iii)	-	-	-
Change in Indebtedness during the financial year			
Additions	-	-	-
Reduction	-	-	-
Net Change	-	-	-
Indebtedness at the end of the financial year			
i) Principal Amount	-	-	-
ii) Interest due but not paid	-	-	-
iii) Interest accrued but not due	-	-	-
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
1	Gross Salary	MS. BINJAL MEHTA	3,60,000/-
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961		3,60,000/-
	(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	-	-
5	Others, please specify	-	-
	Total (A)	-	3,60,000/-

B. Remuneration to other directors :

Sl. No	Particulars of Remuneration	Name of the Directors			Total Amount
		Mr. Jitendra Kumar Mehta	Mr. Subrata Saha	Mr. Alok Kumar Goenka	
1	Independent Directors				
	(a) Fee for attending board meetings	-	5,000/-	5,000/-	10,000/-
	(b) Commission	-	-	-	-
	(c) Others, please specify	-	-	-	-
	Total (1)	-	5,000/-	5,000/-	10,000/-
2	Other Non Executive Directors				
	(a) Fee for attending board meetings	5,000/-	-	-	5,000/-
	(b) Commission	-	-	-	-
	(c) Others, please specify	-	-	-	-
	Total (2)	5,000/-	-	-	5,000/-
	Total (B) = (1+2)	5,000/-	5,000/-	5,000/-	15,000/-
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act.				

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/
MANAGER/WTD :**

Sl. No	Particulars of Remuneration	Company Secretary		CFO	Total Amount
		Ms. Sradha Gupta	Ms. Chandni Jain	Mr. Sumanta Kumar Singh	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	66,730/-	1,52,160	1,56,000/-	3,74,890/-
	(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	-	-	-	3,74,890/-

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	-	-	-	-	-

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**GLOBAL ECONOMY**

During 2015-16, global economic growth continued at a slow pace leaving the world economy more exposed to risks. Global Economy was muted with diminished growth in emerging markets for a fifth straight year even as an uncertain recovery continued in developed countries. However, there is potentially one bright spot in the global economy, the US, which registered a 2.5% growth in 2015. Global oil prices are expected to stay in the band of USD 40-50 per barrel in the foreseeable future but they are unlikely to fall further. This means that on a year-on-year calculation, inflation numbers across the globe could well begin to edge up by the middle of 2016, including India.

INDIAN ECONOMY

Indian Economy is seen as one of the fastest growing economy amongst the world's major economies, with GDP growth estimated at 7.6% in 2015-16 as compared to 7.2% in 2014-15. The factors contributing to the growth of economy were controlled inflation, rise in domestic demand, increase in investments, decline in oil prices and the boost to reforms, among others.

OUTLOOK

With headline inflation likely to remain low, it is widely expected that the RBI will sustain its current accommodative stance. 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.

OPPORTUNITIES, THREATS & RISK

NBFCs are emerging as an alternative to mainstream banking. They are also emerging as an integral part of Indian Financial System and are contributing commendably towards Government's agenda of financial inclusion. The success of NBFCs has been driven by factors like their ability to control risks, to adapt to changes and create demand in markets that are likely to remain unexplored by bigger players. Thus, the need for uniform practices and level playing field for NBFCs in India is crucial. NBFCs in India, are today operating in a very dynamic scenario especially after the revised regulatory framework by the RBI launched with the objective of harmonizing working of NBFCs with banks and financial institutions and address regulatory gaps and arbitrage.

HUMAN RESOURCE

Your Company believes that its greatest assets are its people and Training is an investment in long term people development, for organizational excellence. Your Company has several processes in place to ensure the continual training and growth of its employees over the years, which will ensure that their career aspirations are met through professional growth, personal development and fair economic rewards.

INTERNAL CONTROL

The Company's internal control policies are in line with its size and nature of operations. Adequate internal control measures are also in the form of various policies and procedures issued by the Management, covering all critical and important activities. These have been established at the entity and process levels and designed to ensure compliance to internal controls, regulatory compliance and appropriate recording of operational and financial information.

FINANCIAL PERFORMANCE

The Net Profit (After Tax) for the Financial Year ended 31st March, 2016 standing at books at Rs. 11.17 Lakhs as compare to the last year's loss of Rs. (1.43) Lakhs.

CAUTIONARY STATEMENT

Statements made in this report of Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results may vary significantly from the forward looking statements contained in this document due to various risks and uncertainties. These risks and uncertainties include the effect of economic and political conditions in India, volatility in interest rates, new regulations and Government policies that may impact the Company's business as well as its ability to implement the strategy.

REPORT ON CORPORATE GOVERNANCE**A. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Corporate Governance is essentially a system by which long-term sustainable value for the stakeholders is ensured by laying down a strong corporate culture of conscience, integrity, transparency, accountability and responsibility for the ethical conduct of the business. Your Company recognizes that strong Corporate Governance 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 Regulation') and the erstwhile Clause 49 of the Listing Agreement. A Report on compliance with the Code of Corporate Governance as set forth in the Listing Regulations is given below:

B. BOARD OF DIRECTORS

The Board currently consists of four Directors with optimum number of Executive and Non-Executive Directors as required under Companies Act, 2013 and Listing Regulations.

The details of composition of 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 31.03.2016	**No. of Membership(s)/ Chairmanship in other Companies as on 31.03.2016	***No. of Equity Shares and Convertible instruments held by Non-Executive Directors	Relationship with other Directors
Mr. Jitendra Kumar Mehta	Promoter & Non-Executive Director	3	Nil	2,60,000	Father-in-law of Ms. Binjal Mehta.
Mr. Alok Kumar Goenka	Non-Executive Independent Director	1	Nil	-	-
Ms. Binjal Mehta	Whole-Time Director	3	Nil	4,61,950	Daughter-in-law of Mr. Jitendra Kumar Mehta.
Mr. Subrata Saha	Non-Executive Independent Director	1	Nil	-	-

* Excluding Directorships in private limited companies, foreign companies and companies registered under section 8 of the Companies Act, 2013, but include 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 Clause 49(II)(D) of the Listing Agreement & Regulation 26(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Familiarization Programme for 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 familiarisation programme. Details of the familiarization programme 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.

Profile of Director being reappointed :**Brief details of Mrs. Binjal Mehta, Whole-Time Director**

Age	39 Years
Qualification	M. Com., ACS
Years of Experience Specific functional area	17 years of experience in the field of Law and Compliance in Secretarial & Corporate matters.
Date of Appointment	14.08.2014
Category	Executive, Whole-Time Director
Directorship held in other Companies	Udyati Traders Ltd. Keshwi Traders Pvt. Ltd. Sindhuchita Enterprises Pvt. Ltd. Arishtanemi Enterprises Ltd. Pratibhanu Mercantile Pvt. Ltd. Dhanashree Wealth Advisors Pvt. Ltd.
DIN	00043830
Membership in Committees in other Companies	None
No. of shares in the Company held as on 31.03.2016	4,61,950

I. Board Meetings

During the year 5 (five) Board Meetings were convened and held. The intervening gap between the two meetings was within the limits prescribed under the Companies Act, 2013.

The date of the meetings for the year ended 31 March, 2016.

20.05.2015	03.08.2015	14.08.2015	13.11.2015	08.02.2016
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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 2015-16	
	Board Meetings	Last AGM
Mr. Jitendra Kumar Mehta	5	Yes
Mr. Alok Kumar Goenka	5	Yes
Ms. Binjal Mehta	5	Yes
Mr. Subrata Saha	5	No

III. Separate Meeting of Independent Directors

As required under Schedule IV to the Companies Act, 2013 and Regulation 25(3) of the Listing Regulations, a separate meeting of Independent Directors was duly held on 8th February, 2016, without the Non-Independent Directors being 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 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.

C. BOARD COMMITTEES

Your Company has in place various Committees as a means of improving 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 Company has a well defined Audit Committee constituted in accordance with the provisions of Section 177 of Companies Act, 2013 and Regulation 18 of the Listing Regulation. All the members are financially literate, with Mr. Alok Kumar Goenka, Chairman of the Committee, having relevant accounting and financial management expertise. The Company Secretary acts as the Secretary to the Committee.

The broad terms of reference of the Audit Committee were :

- i. Overview 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 and monitor the auditor's independence and performance, and effectiveness of audit process;
- iv. Examination of financial statement and the auditor's report thereon;
- 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. Monitoring the end use of funds raised through public offers and related matters.

During the year the Committee has met 4 times, on 20th May, 2015, 3rd August, 2015, 13th November, 2015 and 8th February, 2016. The composition of Audit Committee and the particulars of the Meetings attended by the Directors 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. Jitendra Kumar Mehta	Member	Promoter, Non- Executive	4
Mr. Subrata Saha	Member	Independent, 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.

The terms of reference of the Committee are inter-alia to periodically review the size and composition of the Board, formulating the criteria determining qualifications, positive attributes and independence of a Director and recommending candidates to the Board, establishing and reviewing Board and senior executives succession plans, evaluation of Board Performance, reviewing and making recommendations to the Board on the remuneration of Executive and Non- Executive Directors and KMPs.

During the year the Committee met on 14th August, 2015 and 8th February 2016. The meeting was 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 September 30, 2015. The composition of the Nomination and Remuneration Committee are given below :

Names of the Director	Status	Category	No. of meeting(s) attended
Mr. Alok Kumar Goenka	Chairman	Independent, Non- Executive	2
Mr. Jitendra Kumar Mehta	Member	Promoter, Non- Executive	2
Mr. Subrata Saha	Member	Independent, Non- Executive	2

F. Remuneration Policy

- 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.
- 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.
- Apart from sitting fees the Independent Non- Executive Directors are not entitled to any remuneration from the Company. The Company pays sitting fees of Rs. 1,000/- to every Director for each Board Meeting. The Remuneration structure comprises of salary, bonus and annual increment.
- 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 2015-2016 is as under :

Name	Sitting fees Paid in Rs.
Mr. Jitendra Kumar Mehta, Promoter, Non- Executive Director	5,000/-
Mr. Alok Kumar Goenka, Non- Executive Independent Director	5,000/-
Mr. Subrata Saha, Non- Executive Independent Director	5,000/-

Details of Remuneration to the Key Managerial Personnel

Name	Designation	Amount
Ms. Binjal Mehta	Whole-Time Director	Rs. 3,60,000/-

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 declared dividend etc.

During the year the Committee met 4 times viz., 20th May 2015, 3rd August 2015, 13th November 2015, and 8th February 2016. The composition of the Stakeholders' Relationship Committee and the details of meetings attended by the Directors during year are given below :

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

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

Grievances Details :

Particulars	2015-2016
Number of complaint at the beginning of the year	Nil
Number of Shareholder's Complaints received during the year	Nil
Number of complaint not solved to the satisfaction of shareholders	Nil
Number of pending complaints at the end of the year	Nil

H. 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 :

- Quarterly Results:** The Company in compliance with the requirements of Regulation 47 of the Listing Regulations, the quarterly/half yearly and annual results of the Company is widely circulated in national and local dailies like Business Standard and Sukhabar and is displayed on the website of the Company i.e. www.ttienterprise.net.
- New Releases, Presentations, etc.:** Official announcements and other general information are displayed on the Company's website www.ttienterprise.net. Official Media Releases are sent to the Stock Exchange.
- Website:** The Company's website www.ttienterprise.net contains an exclusive section on 'Investor Information/Relation' which enables them to access information such as quarterly / half yearly / annual financial statements, shareholding patterns and releases, etc.
- Annual Report:** Annual Report containing, Audited Annual Accounts, Consolidated Financial Statements, Director's Report, Business Responsibility/Sustainability Report, Auditor's Report and other important information is circulated to members and others 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.

I. General Shareholder Information :

Annual General Meeting - date, time and venue.	27 th September, 2016, Tuesday at 10:00 A.M at Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, Kolkata - 700017
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Date of Book Closure	21 st September, 2016 to 27 th September, 2016
Financial Year	April to March
Dividend payment date	The Board has not recommended any dividend for the year under review.
Listing on Stock Exchanges Stock Code at Stock Exchanges	The Calcutta Stock Exchange Ltd. Scrip Code-30137 & 100301377, 7, Lyons Range, Kolkata-700001. The Bombay Stock Exchange. Scrip Code-538597 P. J. Towers, Dalal Street, Mumbai - 400001.
Listing Fees to Stock Exchanges	The Annual Listing Fees for the year 2015-16 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 2015-16 to both the depositories namely National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Corporate Identification Number	L67120WB1981PLC033771.
Registered Office Address	1, R. N. Mukherjee Road, Martin Burn House, 4th Floor, Suite No. 22, Kolkata - 700001.
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.
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 is usually processed and confirmation given to respective depositories within 21 days of receipt of Dematerialisation Request Form. As on 31 st March, 2016 99.76% of equity shares are in electronic form, the transfer of which is done through depositories.
Dematerialization of shares	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 31.03.2016 were 11, 19, 89,886 shares and with CDSL were 1, 47, 22,999 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 Ltd. 1, R. N. Mukherjee Road, Martin Burn House, 4th Floor, Suite No.22, Kolkata - 700001.

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

2015-2016	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(Rs.)	Low(Rs.)
April' 15	31.00	22.30
May' 15	26.50	23.80
June' 15	26.65	21.65
July' 15	26.80	23.05
August' 15	29.50	20.90
September' 15	26.35	25.95
October' 15	26.50	21.15
November' 15	31.00	13.40
December' 15	12.73	8.39
January' 16	08.03	05.92
February' 16	05.63	03.59
March' 16	03.42	03.38

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

Details	April'2015	March'2016
BSE Sensex	28260/14	253/41/86
BSE Small Cap	11146/72	110541/68
Company's Share Price	26/05	3/38

Shareholding pattern as on March 31, 2016 :

Sl. No.	Category	No. of Shares held	% of holding
1	Promoters (Individual & Body Corporate)	19753275	15.55
2	Private Corporate Bodies	82332505	64.82
3	Resident Individuals	24927759	19.62
4	Any Other	8571	0.01
	Total	127022110	100

Distribution of equity shares as on March 31, 2016 :

Sr. No.	Range	No. of Holders	% to Total	Total Shares	% to Total
1.	1 - 500	370	60.9555	21,073	0.02
2.	501- 1,000	39	6.4250	29,884	0.02
3.	1,001- 5,000	20	3.2949	51,146	0.04
4.	5,001- 10,000	4	0.6590	31,600	0.02
5.	10,001- 50,000	29	4.7776	8,77,595	0.69
6.	50,001-1,00,000	19	3.1301	13,52,844	1.07
7.	1,00,001- And above	126	20.7578	12,46,57,968	98.14
	Total	607	100.00	12,70,22,110	100.00

J. GENERAL BODY MEETING DETAILS :

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

Year Ended	Date and Time	Venue	Special Resolution on Passed	Type of Meeting
March 31, 2013	<i>September 16, 2013 at 4:00 p.m.</i>	G-59 Nandram Market P-4 New Howrah Bridge Approach Road, Kolkata - 700001	Nil	AGM
March 31, 2014	<i>September 30, 2014 at 11:00 a.m.</i>	G-59 Nandram Market P-4 New Howrah Bridge Approach Road, Kolkata - 700001	2	AGM
March 31, 2015	<i>September 30, 2015 at 3:30 p.m.</i>	MCC Chamber of Commerce & Industry at 15-B, Hemanta Basu Sarani, Kolkata - 700001	1	AGM

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 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>
- There was no non-compliance by the Company; penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years.
- 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 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.

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 2015-16. 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 employee.

**Declaration Affirming Compliance of Code of Conduct under SEBI
(Listing Obligations and Disclosure Requirements)**

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, 2016.

For TTI Enterprise Limited

**Binjal Mehta
Whole-Time Director**

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 and that to the best of our knowledge and belief :
1. These statements do not contain any materially untrue statement or omit to state any material fact or contain statements that might be misleading.
 2. These financial 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 that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- 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, and that the same 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 with respect to financial reporting.

**Binjal Mehta
Whole-Time Director****S.K. Singh
Chief Financial Officer****Place: Kolkata****Date: 1st August, 2016**

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, 2016 as stipulated in Clause 49 of the Listing Agreement of the Company with Stock Exchanges and as per the relevant provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the period December 1, 2015 to March 31, 2016.

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 express 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 by the Directors and the management, we certify that the Company has complied with the mandatory conditions of Corporate Governance as stipulated in the aforementioned Listing Agreement/Listing Regulations, as applicable.

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

**Vithal Jhavar
CP No: 300406**

**Place: Kolkata
Date: 1st August, 2016**

INDEPENDENT AUDITOR'S REPORT

**To the Members of
M/S. TTI ENTERPRISE LIMITED**

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **M/S. TTI ENTERPRISE LTD.** ("the Company") which comprise the Balance Sheet as at 31 March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year 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 and presentation 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 have 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 auditor's 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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 :

- (i) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- (ii) In the case of the Statement of Profit and Loss, of the **Profit** for the year ended on that date; and
- (iii) In the case of Cash Flow Statement, 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, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone financial statements 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 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **Annexure B**.
 - g. 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.
 - 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 required to be transferred by the Company to the Investor Education and Protection Fund.

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

Vithal Jhavar
Proprietor
M. No. : 300406

Place : Kolkata
Date : 20.05.2016

“ANNEXURE A” TO THE AUDITORS’ REPORT

The Annexure referred to in Our Report of even date to the members of **M/S. TTI Enterprise Limited** on the financial statements of the company for the year ended 31st March, 2016.

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 any physical inventory/stock. The inventory of the Company comprises of shares only, consequently clause 3(ii)(a) & 3(ii)(b) of the order are not applicable to the Company.
- iii) 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) 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 deposits from the public and therefore, the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 of the Companies Act, 2013 or any relevant provisions and Rules framed there under are not applicable to the Company.
- vi) The provisions relating to maintenance of cost records as referred to in of Section 148(1) of the Act are not applicable to the Company.
- vii) a. In our opinion and according to information and explanations given to us, 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. According to information and explanations given to us, there are no arrears of statutory dues which are outstanding as at 31st March 2016 for a period of more than six months from the date they became payable.
b. According to the information and explanations given to us, there were no undisputed amounts payable in respect of Income-tax and other material statutory dues.
- viii) The Company has not defaulted in the repayment of dues to financial institution, banks, government or debenture holders as at the 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 explanation given to us, during the year, no material fraud by the Company and no fraud on the Company by its officers or employees were noticed or reported during the course of our 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, para 3(xii) 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 Section 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) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv) According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him.
- 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 Jhavar Vithal & Co.
Chartered Accountants
FRN – 327344E

Vithal Jhavar
Proprietor
M. No. : 300406

Place : Kolkata
Date : 20.05.2016

“Annexure B” to the Auditors’ Report

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date)

Report on the Internal Financial Controls under Paragraph (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

Report on Internal Financial Control

We have audited the internal financial controls over financial reporting of **M/S. TTI ENTERPRISE LIMITED** (“the Company”) as of 31st March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal

financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Vithal Jhavar
Proprietor
M. No. : 300406

Place : Kolkata
Date : 20.05.2016

Balance Sheet as at 31st March, 2016

I. EQUITY & LIABILITIES	Note	31.03.2016	31.03.2015
		Amount (Rs.)	Amount (Rs)
(1) Shareholder's Funds :			
(a) Share Capital	3	254,044,220.00	254,044,220.00
(b) Reserves & Surplus	4	7,037,881.98	5,921,061.20
		<u>261,082,101.98</u>	<u>259,965,281.20</u>
(2) Current Liabilities & Provisions			
(b) Other current liabilities	5	21,529.51	22,905.000
(c) Short-term provisions	6	1,169,064.00	1,169,064.000
		<u>1,190,593.51</u>	<u>1,191,969.00</u>
	TOTAL	<u>262,272,695.49</u>	<u>261,157,250.20</u>
II. ASSETS			
(1) Non-Current assets			
(a) Non-Current Investments	7	15,607,080.00	16,606,960.00
(b) Other Non-Current Assets	8	-	20,634.00
		<u>15,607,080.00</u>	<u>16,627,594.00</u>
(2) Current Assets			
(a) Current Investments	9	18,930,992.00	116,278,916.99
(b) Short term loans & advances	10	95,849,230.00	110,628,265.00
(c) Other Current Assets	11	1,893,028.00	2,535,969.00
(d) Inventories		123,898,648.10	9,740,864.75
(f) Cash & Cash Equivalents	12	6,093,717.39	5,345,640.46
		<u>246,665,615.49</u>	<u>244,529,656.20</u>
	TOTAL	<u>262,272,695.49</u>	<u>261,157,250.20</u>
Corporate Information	1		
Accounting Policies & Notes to Accounts	2		

See accompanying notes forming part of the 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 : 20th May, 2016

Jitendra Kumar Mehta

Director

Din : 00049249

Subrata Saha

Director

Din : 00959921

Binjal Mehta

Whole Time Director

Din : 00043830

S K Singh

Chief Financial Officer

Chandni Jain

Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2016

PARTICULARS	Note	31.03.2016	31.03.2015
		Amount (Rs.)	Amount (Rs.)
Revenue from operations	13	27,612,923.66	18,031,485.65
1 Total Revenue		27,612,923.66	18,031,485.65
Expenses			
(a) Purchases		29,457,783.35	13,679,045.20
(b) Changes in Stock in Trade	14	(114,157,783.35)	141,608.72
(c) Conversion of Investment into Stock in Trade		108,200,000.00	-
(d) Amortisation Expense		-	117,256.00
(e) Employee benefits expense	15	1,370,890.00	1,214,920.00
(f) Administrative & Other expenses	16	1,342,321.88	940,906.63
(g) Provision for Non performing Assets		-	900,000.00
(h) Provision against Std. Assets (RBI 0.25%)		-	7,926.00
2 Total Expenses		26,213,211.88	17,001,662.55
3 Profit/(Loss) before tax (2-3)		1,399,711.78	1,029,823.10
4 Exceptional Items of Expenses		-	896,632.00
5 Profit/(Loss) before tax after Exceptional Items (3-4)		1,399,711.78	133,191.10
6 Tax Expense :			
(a) Current Tax Expense for current year		212,930.00	175,075.00
(b) Tax expense relating to prior years		49,327.00	13,990.00
(c) MAT Credit Receivable		20,634.00	87,711.00
Net tax expense		282,891.00	276,776.00
7 Profit/(Loss) For the year after Exceptional Items (5-6)		1,116,820.78	(143,584.90)
8 Earning Per Share (of Rs. 2/- each)			
Basic & Diluted	17	0.01	(0.00)

See accompanying notes forming part of the 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 : 20th May, 2016

Jitendra Kumar Mehta
Director

Din : 00049249

Subrata Saha
Director

Din : 00959921

Binjal Mehta
Whole Time Director

Din : 00043830

S K Singh
Chief Financial Officer

Chandni Jain
Company Secretary

Financial Year 2015-2016**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**

The 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 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 / materialise.

2.3. Non Current Investments, Current Investments & Inventories

Non Current Investments, are valued at cost (on FIFO) after providing for obsolescence and other losses, where considered necessary Cost includes all charges in bringing the goods to the point of sale, 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.

Current Investments and Inventories of Shares are valued at cost or fair Value whichever is lower as per provisions of AS13.

2.4. Short term loans & Advances

These are unsecured , considered good by the management except as otherwise disclosed and provided for.

2.5. Revenue Recognition

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 are in conformity with the provisions of AS 9

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

2.7. 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.

2.8. Related Party Disclosures

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

a) List of Related Parties :**i) Key Management Personnel :**

Jitendra Kumar Mehta, Director

Binjal Mehta, Whole Time Director

Alok Kumar Goenka, Independent Director

Subrata Saha, Independent Director

Sradha Gupta, Company Secretary (resigned w.e.f. 03.08.2015)

Chandni Jain, Company Secretary (appointed w.e.f. 14.08.2015)

S K Singh, CFO

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

Ujjam Estates LLP

Dhanashree Wealth Advisors Private Limited

iii) Subsidiaries

Pratibhanu Mercantile Limited

Sindhuchita Enterprises Limited (for FY 2014-15; Since Divested)

Pushpadant Enterprises Limited (For FY 2014-15; Since Divested)

b) Transactions with Related Parties :

Particulars	Key Management Personnel		Enterprises in which KMP & their Relatives have Significant Influence		Subsidiaries
	Transaction Value	Balance Outstanding as on 31.03.2016	Transaction Value	Balance Outstanding as on 31.03.2016	
Directors Sitting Fees					
Jitendra Kumar Mehta	5000 (12,000)	-	-	-	-
Alok Kumar Goenka	5000 (12,000)	-	-	-	-
Ajay Agarwal (resigned w.e.f. 20.08.2014)	- (4,000)	-	-	-	-
Subrata Saha (appointed w.e.f. 14.08.2014)	5000 (8,000)	-	-	-	-
Directors Remuneration					
Binjal Mehta (appointed w.e.f. 14.08.2014)	360,000 (188,000)	-	-	-	-
Company Secretary					
Sradha Gupta (resigned w.e.f. 03.08.2015)	66,730 (5,850)	-	-	-	-
Chandni Jain (appointed w.e.f. 14.08.2015)	152,160 (Nil)	-	-	-	-
Sunita Singh(Nil) (between 14.04.14 to 28.12.14)	- (104,800)	-	-	-	-
Binjal Mehta (resigned w.e.f. 31.07.2014)	(Nil) (100,000)	-	-	-	-
Chief Financial Officer					
S K Singh (appointed w.e.f. 10.12.2014)	156,000 (50,750)	-	-	-	-
Rent Paid					
Ujjam Estates LLP	-	-	120,000 (Nil)	-	-
DWAPL	-	-	(Nil) (20,000)	-	-
Advances Given					
Pratibhanu Mercantile Limited (Subsidiary)	-	-	-	-	19,850,000
Chandni Jain(Company Secretary)	16000	6000	-	-	-
Investment in Equity Shares Subsidiaries					
Sindhuchita Enterprises Ltd.					- (2,100,000)
Pratibhanu Mercantile Ltd.					- (3,800,000)
Pushpadant Enterprises Limited					- (4,000,000)

*Figures in bracket indicates amount for the previous financial year(F.Y. 2014-15)

2.9. Provisions & Contingencies

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

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

2.11. Earning Per Share

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.

2.12. 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.

2.13. 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.

2.14. Amalgamation Expenses are being written off over a period of 5 years.

2.15. Foreign Currency Transactions - NIL

2.16. 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.

2.17. 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 has passed a resolution in the Board Meeting for non acceptance of any Public deposits.
- III. The Company has not accepted any Public Deposits during the financial year ended on 31st
- IV. The Company has complied with prudential norms relating to income recognition, Accounting Standards, Assets classification as applicable to it.
- V. Disclosures under Para 13 of Non banking Financial Companies Prudential Norms (Reserve Bank) Directions 2007 is provided in Annexure- RBI.

Financial Year 2015-2016**Notes to Financial Statements Continued.....**

	31.03.2016		31.03.2015	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
Note 3 : Share Capital				
(a) <u>Authorised Share Capital</u>	127,500,000 (of Rs. 2/- each)	255,000,000.00	127,500,000 (of Rs. 2/- each)	255,000,000.00
(b) <u>Issued Share Capital</u>	127,022,110 (of Rs. 2/- each)	254,044,220.00	127,022,110 (of Rs. 2/- each)	254,044,220.00
(c) <u>Subscribed & Fully Paid up</u>	127,022,110 (of Rs. 2/- each)	254,044,220.00	127,022,110 (of Rs. 2/- each)	254,044,220.00
		254,044,220.00		254,044,220.00

The Company has just one class of Equity shares having par value of Rs. 2/- per share. All these shares have the same rights with respect to payment of dividend, repayment of capital and voting.

In the event of Liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts.

Note 3(a): Reconciliation of Equity Share Outstanding

Equity Shares	As on 31st March, 2016		As on 31st March, 2015	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
<u>Issued Subscribed and Fully Paid up</u>				
At the beginning and end of the year	127,022,110	254,044,220	127,022,110	254,044,220

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

Class of Shares / Name of Shareholder	As on 31st March, 2016		As on 31st March, 2015	
	No. of Shares held	% holding in that class of share	No. of Shares held	% holding in that class of share
<u>Equity Shares with Voting rights</u>				
Chaitali Tradelink Pvt. Ltd.	-	-	8,445,694	6.65
Vandita Commercial Pvt. Ltd.	-	-	7,277,314	5.73
Vanshi Infraprojects Pvt. Ltd.	-	-	6,673,817	5.25

Note 4 : Reserves & Surplus

(a) Capital Reserve (out of Amalgamation)	724,980.00	724,980.00
(b) General Reserves	1,000,000.00	1,000,000.00
(c) Reserve Fund (Sec 45-IC of RBI Act)		
Opening balance	770,228.85	770,228.85
Add : Additions/transfers during the year	223,364.15	-
Closing balance	993,593.00	770,228.85
(d) Surplus in Statement of Profit and Loss		
Opening balance	3,425,852.35	3,569,437.25
Add : Profit / (Loss) for the year (after tax)	1,116,820.78	(143,584.90)
Less : Transferred To :		
Reserve U/s 45 IC of RBI Act	223,364.15	-
Closing balance	4,319,308.98	3,425,852.35
	7,037,881.98	5,921,061.20

Financial Year 2015-2016**Notes to Financial Statements Continued.....**

	31.03.2016	31.03.2015
	Amount (Rs.)	Amount (Rs.)
Note 5 : Other Current Liabilities		
Trade Payables	123.51	-
Other Payables		
(i) Statutory Remittances (P. Tax, TDS & Service Tax)	10,156.00	11,669.00
(ii) Audit Fees Payable	11,250.00	11,236.00
	21,529.51	22,905.00
Note 6 : Short Term Provisions		
Contingent Provision for Std. Assets (0.25%)	269,064.00	269,064.00
Provision for Non Performing Assets	900,000.00	900,000.00
	1,169,064.00	1,169,064.00
Note 7 : Non Current Investments (At Cost)		
Investment in equity instruments	10,799,880.00	11,799,760.00
Investment in Preference Shares	4,807,200.00	4,807,200.00
	15,607,080.00	16,606,960.00
Note 8 : Other Non Current Asset		
MAT Credit Receivable	-	20,634.00
	-	20,634.00
Note 9 : Current Investments (At Cost)		
Investments in		
(i) Mutual Funds	18,930,992.00	8,078,916.99
(ii) Unquoted Shares	-	108,200,000.00
	18,930,992.00	116,278,916.99
Note 10 : Short Term Loans & Advances		
Unsecured Considered good - (Others)	75,087,630.00	107,622,665.00
Unsecured considered Doubtful -(Others)	900,000.00	900,000.00
Other Advances		
Related Parties	19,856,000.00	2,100,000.00
Others	5,600.00	5,600.00
	95,849,230.00	110,628,265.00
Note 11 : Other Current Assets		
(i) Income Tax Refundable (Net of Provision)	1,888,028.00	1,689,949.00
(ii) Security Deposits	5,000.00	5,000.00
(iii) Other Receivables	-	841,020.00
	1,893,028.00	2,535,969.00
Note 12 : Cash & Cash Equivalents		
(a) Cash in hand (As Certified by the Management)	65,115.96	252,855.96
(b) Balances with banks		
In current accounts		
Kotak Mahindra Bank	6,028,601.43	5,092,784.50
	6,093,717.39	5,345,640.46
Note 13 : Revenue from Operations		
(a) Sales (Gross & Net)	21,750,000.00	8,159,319.39
(b) Other Operating Revenues		
Dividend	643,846.00	122,326.50
Interest Recd. (TDS ₹ 6,37,209 /- P.Y ₹ 8,01,275/-)	7,432,734.00	9,169,937.00
Trading Loss - STT Paid	(3,639,246.90)	-
Capital Gains / Losses (Net)	1,425,590.56	579,902.76
	27,612,923.66	18,031,485.65

Financial Year 2015-2016*Notes to Financial Statements Continued.....*

	31.03.2016	31.03.2015
	Amount (Rs.)	Amount (Rs.)
Note 14 : Changes In Stock In Trade		
Inventories at the end of the year	123,898,648.10	9,740,864.75
Inventories at the beginning of the year	9,740,864.75	9,882,473.47
Net (increase)/ decrease	(114,157,783.35)	141,608.72
Note 15 : Employee Benefit Expense		
(a) Salary & Wages	1,010,890.00	1,178,920.00
(b) Payment to Directors		
For Salary	360,000.00	180,000.00
(c) Bonus to staff	-	36,000.00
	1,370,890.00	1,394,920.00
Note 16 : Administrative & Other Expenses		
Bank Charges	-	449.72
Communication Expenses	-	7,866.00
Depository Charges	171,750.00	112,360.00
Listing Fees	343,821.50	-
Payment to Directors		
For Sitting Fees	15,000.00	44,000.00
Payment to Auditors		
For Statutory Audit	8,450.00	8,427.00
For Internal Audit	6,000.00	6,000.00
For Tax Audit	<u>2,800.00</u>	<u>2,809.00</u>
Service Tax & Other Charges	6,920.35	8,931.67
Service Tax (Reverse Charge)	2,160.00	5,439.00
STT	1,139.00	21,809.37
Travelling Expenses	19,836.00	-
Other Administrative Expenses	764,445.03	542,814.87
	1,342,321.88	760,906.63
Note 17: Earning Per Share (AS-20)		
Basic & Diluted		
Net profit / (loss) for the year	1,116,820.78	(143,584.90)
Profit / (loss) attributable to equity shareholders	1,116,820.78	(143,584.90)
No. of shares for basic EPS	127,022,110	127,022,110
Par Value per Share	2.00	2.00
Earnings per share, from continuing & total operations	0.01	(0.00)

See accompanying notes forming part of the financial Statements

In terms of our report attached

For Jhawal Vithal & Co.*Chartered Accountants**Firm No. 327344E***For and on behalf of the Board of Directors****(Vithal Jhawal)**Proprietor
CP No:300406

Place : Kolkata

Date : 20th May, 2016

Jitendra Kumar Mehta
Director
Din : 00049249**Subrata Saha**
Director
Din : 00959921**Binjal Mehta**
Whole Time Director
Din : 00043830**S K Singh**
Chief Financial Officer**Chandni Jain**
Company Secretary

Financial Year 2015-2016**SCHEDULES FORMING PART OF THE ACCOUNTS**

	31.03.2016		31.03.2015	
	No. of Sh./ Units	Amount (Rs.)	No. of Sh./ Units	Amount (Rs.)
Details of Note 7: Non Current Investments				
In Subsidiaries (at Cost)				
Pratibhanu Mercantile Ltd. (FV Rs.10/-)	1,029,994	10,299,940.00	1,029,994	10,299,940.00
Udyati Traders Ltd. (FV Rs. 10/-)	49,994	499,940.00	49,994	499,940.00
Locavi Enterprise Ltd. (FV Rs.10/-)			49,994	499,940.00
Simmander Merchants Ltd. (FV Rs.10/-)			49,994	499,940.00
		10,799,880.00		11,799,760.00
Investment in Preference shares				
Zee Entertainment Enterprise Ltd.(FV Re.1/-)	6,000,000	4,807,200.00	6,000,000	4,807,200.00
Total Non Current Investment		15,607,080.00		16,606,960.00
Market Value of Quoted Preference Shares		5,040,000.00		4,920,000.00
Details of Note 9: Current Investments				
Unquoted - At cost				
In Mutual Funds - Debt Fund				
IDFC MMF F Reg	717,569.43	16,300,000.00	-	-
UTI Floating Rate Fund STP	1,098.24	2,630,992.00	-	-
UTI-Treasury Advantage Fund	-	-	4,228.207	8,000,000.00
Reliance Liquid Fund (Treasury Plan)	-	-	24.536	78,916.99
		18,930,992.00		8,078,916.99
Repurchase price of Mutual Funds - Debt		21,082,216.00		8,246,249.67

Cash Flow Statement for the year ended 31 March, 2016

Particulars	For the year ended 31st March,2016		For the year ended 31st March,2015	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Cash flow from operating activities				
Net Profit / (Loss) before taxation		1,399,711		133,191
<i>Add/(Less): Non Cash Expenses</i>				
Amalgamation Expenses written off	-		117,256	
Conversion of Investment into Stock	-			
Provision for Doubtful Debts	-		900,000	
Provision for Standard Assets (0.25% RBI)	-		7,926	1,025,182
<i>Add/(Less): Income Considered seperately</i>				
Net (profit) / loss on sale of investments	(1,425,591)	(1,425,591)	(579,903)	(579,903)
Operating profit / (loss) before working capital changes		(25,879)		578,470
<i>Adjustment for :</i>				
(Increase)/Decrease in Inventories	(114,157,783)		141,609	
(Increase)/Decrease in Short-term loans and advances	32,535,035		(17,505,986)	
(Increase)/Decrease in Other current assets	841,020		(284,220)	
(Increase)/Decrease in Advance to Subsidiaries & Others	(17,756,000)		9,894,400	
Increase/(Decrease) in Other current liabilities	(1,375)	(98,539,104)	(60,928)	(7,815,125)
Cash generated from operations		(98,564,983)		(7,236,655)
Direct Taxes Refund (Paid) / Received (Net)		(460,336)		187,324
Net cash generated from/(used in) operating activities (a)		(99,025,319)		(7,049,331)
Cash flow from investing activities				
Investment in Subsidiary Company	-		(9,900,000)	
Investment in Preference shares	-		(4,807,200)	
Sale of Investments in Subsidiary	999,880		16,099,760	
Sale of other investments	98,773,516	99,773,396	7,190,986	8,583,546
Net cash generated from/(used in) investing activities (b)		99,773,396		8,583,546
Net cash from financing activities (c)		-		-
Net increase / (decrease) in Cash and cash equivalents (a+b+c)		748,076		1,534,215
Cash and cash equivalents at the beginning of the year		5,345,641		3,811,426
Cash and cash equivalents at the end of the year		6,093,717		5,345,641
* Comprises :				
(a) Cash in hand	65,116		252,856	
(b) Balances with banks In current accounts	6,028,601	6,093,717	5,092,785	5,345,641

See accompanying notes forming part of the financial Statements

In terms of our report attached

For and on behalf of the Board of Directors

For Jhawal Vithal & Co.**Chartered Accountants**

Firm No. 327344E

Jitendra Kumar Mehta
Director
Din : 00049249

Subrata Saha
Director
Din : 00959921

Binjal Mehta
Whole Time Director
Din : 00043830

(**Vithal Jhawal**)
Proprietor
CP No:300406
Place : Kolkata
Date : 20th May, 2016

S K Singh
Chief Financial Officer

Chandni Jain
Company Secretary

Financial Year 2015-2016

NOTES ON ACCOUNTS

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 :

Sl. No.		Amount outstanding	Amount overdue
1	Loans and advances availed by the NBFCs inclusive of Interest accrued thereon but not paid :		
	a) Debentures, secured Unsecured, (other than falling within the meaning of public deposits)	NIL	NIL
	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 inclusive 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 :		
3	Break - up of loans and advances including bills receivables [other than those included in (4) below]		
	a) Secured	NIL	NIL
	b) Unsecured	95,849,230	900,000
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	NIL
	b) Operating lease	NIL	NIL
	II) Stock on hire including hire charges under sundry debtors :		
	a) Assets on hire	NIL	NIL
	b) Repossessed Assets	NIL	NIL
	III) Hypothecation loans counting towards EL/HP activities		
	a) Loans where assets have been repossessed	NIL	NIL
	b) Loans other than (a) above	NIL	NIL

Financial Year 2015-2016

5	Break - up of Investment :	Market value/ Break-up or value or NAV	Book value (Net of Provisions)
	Current Investments :		
	A) Quoted :		
	I) Shares :		
	a) Equity	-	-
	b) Preference	NIL	NIL
	II) Debentures and Bonds	NIL	NIL
	III) Unit of Mutual funds	NIL	NIL
	IV) Government Securities	NIL	NIL
	V) Others (please specify)	NIL	NIL
	B) Unquoted :		
	I) Shares		
	a) Equity	NIL	NIL
	b) Preference	NIL	NIL
	II) Debentures and Bonds	NIL	NIL
	III) Unit of Mutual funds	21,082,216	18,930,992
	IV) Government Securities	NIL	NIL
	V) Others (Subsidiaries)	NIL	NIL
	Long - Term investments :		
	1 Quoted :		
	I) Shares :		
	a) Equity	NIL	NIL
	b) Preference	5,040,000	4,807,200
	II) Debentures and Bonds	NIL	NIL
	III) Units of Mutual funds	NIL	NIL
	IV) Government Securities	NIL	NIL
	V) Others (please specify)	NIL	NIL
	2 Unquoted :		
	I) Shares :		
	a) Equity	NIL	NIL
	b) Preference	NIL	NIL
	II) Debentures and Bonds	NIL	NIL
	III) Units of Mutual funds	NIL	NIL
	IV) Government Securities	NIL	NIL
	V) Others (Subsidiaries)	10,799,880	10,799,880

Financial Year 2015-2016

6	Borrower group - wise classification of all leased assets, stock -on -hire and loans and advances :			
	Category	Amount 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	900,000	900,000
	Total	NIL	900,000	900,000
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 Rs.	Book Value Net of (Provisions) Rs.	
1	Related Parties			
	a) Subsidiaries	10,799,880	10,799,880	
	b) Companies in the same group	NIL	NIL	
2	Other than related parties	26,122,216	23,738,192	
	Total	36,922,096	34,538,072	
8	Other Information			
	Particulars	Amount Rs.	Amount Rs.	
I)	Gross Non - performing Assets			
	a) Related parties	NIL	NIL	
	b) Other than related parties	900,000	NIL	
II)	Net Non - Performing Assets			
	a) Related Parties	NIL	NIL	
	b) Other than related parties	900,000	NIL	
III)	Assets acquired in satisfaction of debt	NIL	NIL	

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF TTI ENTERPRISE LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated Financial Statements of **M/S. TTI ENTERPRISE LIMITED** (“the Holding Company”) and its subsidiaries (together referred to as “the Group”), comprising of the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (“the consolidated financial statements”).

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as “the Act”) that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group 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. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

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

While conducting the 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 have 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness

of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion

Our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other Auditors on the Financial Statements of the subsidiaries, the aforesaid consolidated 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 consolidated state of affairs of the Group, as at March 31, 2016, and its consolidated Profit and its consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements of 2 (Two) subsidiaries, whose financial statements reflect total assets of Rs.3,05,50,086/52 as at 31st March, 2016, total revenues of Rs.16,23,538/58 and net cash outflows amounting to Rs.145790/- for the year ended on that date, as considered in the consolidated financial statements.

These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Our Report is not qualified in respect of other matter.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, 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 purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements 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 the written representations received from the directors of the Holding Company as on March 31, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group's companies are disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **Annexure A**.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
- i. There were no pending litigations which would impact the consolidated financial position of the Group.
 - ii. The Group did not have any foreseeable losses on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies.

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

Vithal Jhavar
Proprietor
M. No. : 300406

Place : Kolkata
Date : 20.05.2016

“Annexure A” to the Auditors’ Report**Report on the Internal Financial Controls under Paragraph (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2016, we have audited the internal financial controls over financial reporting of **M/S. TTI Enterprise Limited** (hereinafter referred to as “the Holding Company”) and its subsidiary companies, which are companies incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on internal financial controls over financial reporting based on our audit for the Group Companies in India. We have conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by the Institute of Chartered Accountants of India (“ICAI”) and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Group Companies in India.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Vithal Jhavar
Proprietor
M. No. : 300406

Place : Kolkata
Date : 20.05.2016

TTI ENTERPRISE LIMITED
tti
CONSOLIDATED BALANCE SHEET AS ON 31ST MARCH, 2016

I. EQUITY & LIABILITIES	Note	31.03.2016	31.03.2015
		Amount (Rs.)	Amount (Rs)
(1) Shareholder's Funds :			
(a) Share Capital	3	254,044,220.00	254,044,220.00
(b) Reserves & Surplus	4	6,893,845.41	5,641,076.05
		<u>260,938,065.41</u>	<u>259,685,296.05</u>
(2) Minority Interest		112.09	232.09
(3) Current Liabilities & Provisions			
(a) Other current liabilities	5	28,029.51	38,605.00
(b) Short-term provisions	6	1,169,064.00	1,169,064.00
		<u>1,197,093.51</u>	<u>1,207,669.00</u>
TOTAL		<u>262,135,271.01</u>	<u>260,893,197.14</u>
II. ASSETS			
(1) Non-Current assets			
(a) Other Non-Current Investments	7	4,807,200.00	4,807,200.00
(b) Other Non-Current Assets	8	-	20,634.00
		<u>4,807,200.00</u>	<u>4,827,834.00</u>
(2) Current Assets			
(a) Current Investments	9	19,330,992.00	127,468,916.99
(b) Short term loans & advances	10	75,999,230.00	110,628,265.00
(c) Other Current Assets	11	1,855,397.00	2,535,639.00
(d) Inventories		153,998,648.10	9,740,864.75
(e) Cash & Cash Equivalents	12	6,143,803.91	5,691,677.40
		<u>257,328,071.01</u>	<u>256,065,363.14</u>
TOTAL		<u>262,135,271.01</u>	<u>260,893,197.14</u>

See accompanying notes forming part of the Financial Statements

In terms of our report attached

For and on behalf of the Board of Directors

For Jhawar Vithal & Co.

Chartered Accountants

Firm No. 327344E

(Vithal Jhawar)

Proprietor

CP No:300406

Place : Kolkata

Date : 20th May, 2016

Jitendra Kumar Mehta
Director
Din : 00049249

Subrata Saha
Director
Din : 00959921

Binjal Mehta
Whole Time Director
Din : 00043830

S K Singh
Chief Financial Officer

Chandni Jain
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR
THE YEAR ENDED 31ST MARCH 2016

PARTICULARS	Note	<u>31.03.2016</u>	<u>31.03.2015</u>
		Amount (Rs.)	Amount (Rs)
1 Revenue from operations (Gross & Net)	13	29,236,462.24	18,256,849.59
Total Revenue		<u>29,236,462.24</u>	<u>18,256,849.59</u>
2 Expenses			
(a) Purchases		59,557,783.35	13,679,045.20
(b) Changes in Stock in Trade	14	(144,257,783.35)	141,608.72
(c) Conversion of Investment into Stock		108,200,000.00	-
(d) Amortisation Expense		-	214,136.00
(e) Employee benefits expense	15	2,510,890.00	1,334,920.00
(f) Administrative & Other expenses	16	1,716,450.88	1,072,093.63
(g) Provision for Non performing Assets		-	900,000.00
(h) Provision against Std. Assets (RBI 0.25%)		-	7,926.00
Total Expenses		<u>27,727,340.88</u>	<u>17,349,729.55</u>
3 Profit /(Loss) before tax (2-3)		<u>1,509,121.36</u>	<u>907,120.04</u>
4 Exceptional Items of Expenses		-	896,632.00
5 Profit /(Loss) before tax after Exceptional Items (3-4)		1,509,121.36	10,488.04
6 Tax Expense :			
(a) Current Tax Expense for current year		250,231.00	175,405.00
(b) Current tax expense relating to prior years		49,327.00	13,990.00
(c) MAT Credit Receivable		20,634.00	87,711.00
Net tax expense		<u>320,192.00</u>	<u>277,106.00</u>
7 Profit /(Loss) after Tax (5-6)		1,188,929.36	(266,617.96)
8 Minority Interest		(1.00)	(7.91)
9 Profit /(Loss) For the year		1,188,930.36	(266,610.05)
10 Earning Per Share (of Rs. 2/- each)			
Basic & Diluted	17	0.01	(0.00)

See accompanying notes forming part of the Financial Statements

In terms of our report attached

For and on behalf of the Board of Directors

For Jhawar Vithal & Co.

Chartered Accountants

Firm No. 327344E

Jitendra Kumar Mehta
Director

Subrata Saha
Director

Binjal Mehta
Whole Time Director

(Vithal Jhawar)

Din : 00049249

Din : 00959921

Din : 00043830

Proprietor

CP No:300406

Place : Kolkata

Date : 20th May, 2016

S K Singh
Chief Financial Officer

Chandni Jain
Company Secretary

Financial Year 2015-2016**Explanatory Notes forming part of the Consolidated Financial Statements :****1. Principles of Consolidation**

The Consolidated Financial Statements relate to TTI Enterprise Ltd. (TTIEL, the Company) and its following subsidiaries.

Name of the Subsidiary Company	Proportion of Ownership Interest
i. Pratibhanu Mercantile Limited	99.99
ii. Udyati Traders Limited	99.99

The Consolidated Financial Statements have been prepared in accordance with Accounting Standard 21 (AS 21)

“ Consolidated Financial Statements”. The Consolidated Financial Statements have been prepared on the following basis

- a. The financial Statements of the Company, its subsidiary Companies have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating inter group balances, inter group transactions and unrealised profits or losses.
- b. The financial Statements of the subsidiary companies are drawn for the same period as the company.
- c. Minority Interest in the net Assets of the Consolidated Accounts consists of :
 - i) the amount of equity attributable to minorities at the date on which investments in a subsidiary is made.
 - ii) the minorities’ share of movement in equity since the date on which investments in a subsidiary relationship comes into existence.

2. Significant Accounting Policies

The Financial Statements have been prepared to comply in all material respects with the notified Accounting Standards and the relevant and applicable provisions of Companies Act, 2013. The financial statements have been prepared under the historical cost convention, on an accrual basis of accounting. The Accounting policies adopted in the preparation of the Consolidated financial statements are consistent with those used in the previous year.

2.1. Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management 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 / materialise.

2.2. Valuation of Investments

Non Current Investments are stated at Cost. Provision for diminution in value of investments, if any, is made if in the opinion of management, such diminution is other than temporary. Current Investments are valued at lower of cost or fair value.

2.3 Inventories

Quoted shares held as Inventories are valued at lower of cost or Market value.

2.4. Short term loans & Advances

These are unsecured , considered good by the management.

2.5. Revenue Recognition

Interest Income is recognized on time proportion basis by applying the requisite interest rates. Dividend Income is recognized when the right to receive the dividend is established. Profit or loss on sale of Investments is recognized at the time of actual sale/ redemption.

2.6. Provisions & Contingencies

Provisions are recognised when the company has present obligations as a result of past event for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for an amount of the obligation. No Contingent liability exists as on the date of the Balance Sheet.

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

2.8. Related Party Disclosures

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

a) List of Related Parties :

i) Key Management Personnel :

Jitendra Kumar Mehta, Director

Binjal Mehta, Whole Time Director

Alok Kumar Goenka, Independent Director

Subrata Saha, Independent Director

Sradha Gupta, Company Secretary (resigned w.e.f. 03.08.2015)

Chandni Jain, Company Secretary (appointed w.e.f. 14.08.2015)

S K Singh, CFO

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

Ujjam Estates LLP

Dhanashree Wealth Advisors Private Limited

b) Transactions with Related Parties :

Particulars	Key Management Personnel		Enterprises in which KMP & their Relatives have Significant Influence		
	Transaction Value	Balance Outstanding as on 31.03.2016	Transaction Value	Balance Outstanding as on 31.03.2016	
Directors Sitting Fees					
Jitendra Kumar Mehta	5000 (12,000)	-	-	-	-
Alok Kumar Goenka	5000 (12,000)	-	-	-	-
Ajay Agarwal (resigned w.e.f. 20.08.2014)	- (4,000)	-	-	-	-
Subrata Saha (appointed w.e.f. 14.08.2014)	5000 (8,000)	-	-	-	-
Directors Remuneration					
Binjal Mehta (appointed w.e.f. 14.08.2014)	360,000 (188,000)	-	-	-	-
Company Secretary					
Sradha Gupta (resigned w.e.f. 03.08.2015)	66,730 (5,850)	-	-	-	-
Chandni Jain (appointed w.e.f. 14.08.2015)	152,160 (Nil)	-	-	-	-
Sunita Singh (between 14.04.14 to 28.12.14)	(Nil) (104,800)	-	-	-	-
Binjal Mehta (resigned w.e.f. 31.07.2014)	(Nil) (100,000)	-	-	-	-
Chief Financial Officer					
S K Singh (appointed w.e.f. 10.12.2014)	156,000 (50,750)	-	-	-	-
Rent Paid					
Ujjam Estates LLP	-	-	120,000 (Nil)	-	-
DWAPL	-	-	(Nil) (20,000)	-	-
Advances Given					
Chandni Jain(Company Secretary)	16000	6000	-	-	-
	-	-	-	-	-

*Figures in bracket indicates amount for the previous financial year(F.Y. 2014-15)

2.9. 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.

2.10. **Earning Per Share**

Basic Earnings per share is calculated by dividing the net profit or Loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

2.11. **Amalgamation Expenses** are being written off over a period of 5 years. Preliminary Expenses incurred by the Subsidiary Companies have been written off during the year as per the provisions of the Companies Act 2013

2.12. 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT

Additional information, as required under Schedule III of the companies Act, 2013, of the enterprises consolidated as Subsidiary

Name of the Entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount Amount
TTI ENTERPRISE LIMITED	96.08	26,10,82,102	93.93	11,16,821
Subsidiaries :				
Udytai Traders Ltd.	0.16	4,38,097	(1.04)	(12,373)
Pratibhanu Mercantile Ltd.	3.76	1,02,17,859	7.11	84,482
Minority Interest in subsidiaries	0	112	0	1
	100	27,17,38,170	100	11,88,929
Adjustment arising out of consolidation		(107,99,992)		1
Total		26,09,38,178		11,88,930

Financial Year 2015-2016**Notes to Financial Consolidated Statements Continued.....**

	31.03.2016		31.03.2015	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
Note 3 : Share Capital				
(a) <u>Authorised Share Capital</u>	127,500,000 (of Rs. 2/- each)	255,000,000.00	127,500,000 (of Rs. 2/- each)	255,000,000.00
(b) <u>Issued Share Capital</u>	127,022,110 (of Rs. 2/- each)	254,044,220.00	127,022,110 (of Rs. 2/- each)	254,044,220.00
(c) <u>Subscribed & Fully Paid up</u>	127,022,110 (of Rs. 2/- each)	254,044,220.00	127,022,110 (of Rs. 2/- each)	254,044,220.00
		254,044,220.00		254,044,220.00

The Company has just one class of Equity shares having par value of Rs. 2/- per share. All these shares have the same rights with respect to payment of dividend, repayment of capital and voting.

In the event of Liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts.

Note 3(a) : Reconciliation of Equity Share Outstanding

Equity Shares	As on 31st March, 2016		As on 31st March, 2015	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
<u>Issued Subscribed and Fully Paid up</u>				
At the beginning and end of the year	127,022,110	254,044,220	127,022,110	254,044,220

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

Class of Shares / Name of Shareholder	As on 31st March, 2016		As on 31st March, 2015	
	No. of Shares held	% holding in that class of share	No. of Shares held	% holding in that class of share
<u>Equity Shares with Voting rights</u>				
Chaitali Tradelink Pvt. Ltd.	-	-	8,445,694	6.65
Vandita Commercial Pvt. Ltd.	-	-	7,277,314	5.73
Vanshi Infraprojects Pvt. Ltd.	-	-	6,673,817	5.25

Note 4 : Reserves & Surplus

(a) Capital Reserve (out of Amalgamation)	724,980.00	724,980.00
(b) General Reserves	1,000,000.00	1,000,000.00
(c) Reserve Fund (Sec 45-IC of RBI Act)		
Opening balance	770,228.85	691,462.08
Add : Additions	223,364.15	78,766.77
Closing balance	<u>993,593.00</u>	<u>770,228.85</u>
(d) Surplus in Statement of Profit and Loss		
Opening balance	3,145,867.20	3,254,370.18
Add : Profit / (Loss) for the year (after tax)	1,188,930.36	(266,610.05)
Add : Loss / (Profit) of Disinvested Subsidiary	63,839.00	236,873.84
Less : Transferred To :		
Reserve U/s 45 IC of RBI Act	<u>223,364.15</u>	<u>78,766.77</u>
Closing balance	<u>4,175,272.41</u>	<u>3,145,867.20</u>
	6,893,845.41	5,641,076.05

Financial Year 2015-2016*Notes to Financial Consolidated Statements Continued.....*

	31.03.2016	31.03.2015
	Amount (Rs.)	Amount (Rs.)
Note 5 : Current Liabilities		
Other Payables		
(i) Statutory Remittances (P. Tax, TDS)	12,656.00	19,369.00
(ii) Audit Fees Payable	15,250.00	19,236.00
(iii) Other Liabilities	123.51	-
	28,029.51	38,605.00
Note 6 : Short Term Provisions		
Provision for Std. Assets (0.25%)	269,064.00	269,064.00
Provision for Non Performing Assets	900,000.00	900,000.00
	1,169,064.00	1,169,064.00
Note 7 : Other Non Current Investments		
Investment in Preference Shares	4,807,200.00	4,807,200.00
	4,807,200.00	4,807,200.00
Note 8 : Other Non Current Asset		
MAT Credit Receivable	-	20,634.00
	-	20,634.00
Note 9 : Current Investments		
Current Investments in (at Cost)		
(i) Mutual Funds	19,330,992.00	19,268,916.99
(ii) Unquoted Shares	-	108,200,000.00
	19,330,992.00	127,468,916.99
Note 10 : Short Term Loans & Advances		
Unsecured Considered good - (Others)	75,087,630.00	107,622,665.00
Unsecured considered Doubtful - (Others)	900,000.00	900,000.00
Advances		
Related Parties	6,000.00	-
Other than Related Parties	5,600.00	2,105,600.00
	75,999,230.00	110,628,265.00
Note 11 : Other Current Assets		
(i) Income Tax Refundable (Net of Provision)	1,850,397.00	1,689,619.00
(ii) Security Deposits	5,000.00	5,000.00
(iii) Other Receivables	-	841,020.00
	1,855,397.00	2,535,639.00
Note 12 : Cash & Cash Equivalents		
(a) Cash in hand (As Certified by the Management)	93,331.96	544,468.96
(b) Balances with banks		
In current accounts	6,050,471.95	5,147,208.44
	6,143,803.91	5,691,677.40
Note 13 : Revenue from Operations		
(a) Sales (Gross & Net)	21,750,000.00	8,159,319.39
(b) Other Operating Revenues		
Dividend	643,846.00	122,326.50
Interest Recd. (TDS Rs. 1/- P.Y Rs. 10,72,550/-)	7,432,734.00	9,169,937.00
Trading Loss	(3,639,246.90)	-
Capital Gains / Losses (Net)	3,049,129.14	579,902.76
	29,236,462.24	18,256,849.59

Financial Year 2015-2016*Notes to Financial Consolidated Statements Continued.....*

	31.03.2016	31.03.2015
	Amount (Rs.)	Amount (Rs.)
Note 14 : Changes In Stock In Trade		
Inventories at the end of the year	153,998,648.10	9,740,864.75
Inventories at the beginning of the year	9,740,864.75	9,882,473.47
Net (increase)/ decrease	(144,257,783.35)	141,608.72
Note 15 : Employee Benefit Expense		
(a) Salary & Wages	2,150,890.00	1,298,920.00
(b) Payment to Directors		
For Salary	360,000.00	180,000.00
(c) Bonus to staff	-	36,000.00
	2,510,890.00	1,514,920.00
Note 16 : Administrative & Other Expenses		
Depository Charges	171,750.00	112,360.00
Listing Fees	343,821.50	-
Payment to Directors		
For Sitting Fees	15,000.00	44,000.00
Payment to Auditors		
For Statutory Audit	12,450.00	16,427.00
For Internal Audit	6,000.00	6,000.00
For Tax Audit	2,800.00	2,809.00
Service Tax & Other Charges	6,920.35	8,931.67
Service Tax (Reverse Charge)	2,160.00	5,439.00
STT	1,139.00	21,809.37
Travelling Expenses	19,836.00	-
Other Administrative Expenses	1,134,574.03	674,317.59
	1,716,450.88	892,093.63
Note 17: Earning Per Share (AS-20)		
Basic & Diluted		
Net profit / (loss) for the year	1,188,930.36	(266,610.05)
Profit / (loss) attributable to equity shareholders	1,188,930.36	(266,610.05)
No. of shares for basic EPS	127,022,110	127,022,110
Par Value per Share	2.00	2.00
Earnings per share, from continuing & total operations	0.01	(0.00)

In terms of our report attached

For Jhwar Vithal & Co.**Chartered Accountants**

Firm No. 327344E

(Vithal Jhwar)

Proprietor

CP No:300406

Place : Kolkata

Date : 20th May, 2016

Jitendra Kumar Mehta
Director

Din : 00049249

S K Singh
Chief Financial Officer**For and on behalf of the Board of Directors****Subrata Saha**
Director

Din : 00959921

Binjal Mehta
Whole Time Director

Din : 00043830

Chandni Jain
Company Secretary

Financial Year 2015-2016**SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

	31.03.2016		31.03.2015	
	<i>No. of Sh./ Units</i>	<i>Amount (Rs.)</i>	<i>No. of Sh./ Units</i>	<i>Amount (Rs.)</i>
<u>Details of Note 7 : Non Current Investments</u>				
<u>Non Current Investment</u>				
<u>Investment in Preference shares</u>				
Zee Entertainment Enterprise Ltd.(FV Re.1/-)	6,000,000	4,807,200.00	6,000,000	4,807,200.00
<u>Total Non Current Investment</u>		<u>4,807,200.00</u>		<u>4,807,200.00</u>
Market Value of Quoted Preference Shares		<u>5,040,000.00</u>		<u>4,920,000.00</u>
<u>Details of Note 9 : Current Investments</u>				
<u>Unquoted - At cost</u>				
<u>In Mutual Funds - Debt Fund</u>				
IDFC MMF F Reg	717,569.43	16,300,000.00	-	-
UTI Floating Rate Fund STP	1,098.24	2,630,992.00	-	-
UTI Money Market Fund IP Growth	-	-	4,783.204	10,000,000.00
UTI Treasury Advantage Fund IP G	-	-	209.027	390,000.00
HDFC Cash Management Fund TAP G	14,663.939	400,000.00	14,663.939	400,000.00
UTI Treasury Advantage Fund IP G	-	-	214.094	400,000.00
UTI Treasury Advantage Fund IP G	-	-	4,228.207	8,000,000.00
Reliance Liquid Fund (Treasury Plan)	-	-	24.536	78,916.99
		<u>19,330,992.00</u>		<u>19,268,916.99</u>
Repurchase price of Mutual Funds - Debt		<u>21,517,826.00</u>		<u>20,264,539.39</u>

Consolidated Cash Flow Statement for the year ended 31 March, 2016

Particulars	For the year ended 31st March, 2016		For the year ended 31st March, 2015	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
Cash flow from operating activities				
Net Profit / (Loss) before tax		1,509,121		10,488
<i>Adjustments for :</i>				
Amortisation Expenses		-	214,136	
Prepaid Expenses of Divested subsidiaries		-	80,080	
Provision for Doubtful Debts		-	900,000	
Provision against Std.Assets (RBI)		-	7,926	
Net (gain) / loss on sale of investments	(3,049,129)	(3,049,129)	(805,267)	396,875
Operating profit / (loss) before working capital changes		(1,540,008)		407,363
<i>Changes in working capital :</i>				
<i>Adjustments for (increase) / decrease in operating assets :</i>				
Inventories	(144,257,783)		141,609	
Short-term loans and advances	34,629,035		(19,611,586)	
Other current assets	841,020		(284,220)	
Other current liabilities	(10,575)	(108,798,304)	(57,728)	(19,811,925)
		(110,338,312)		(19,404,562)
Cash Flow from Extra ordinary Items				
Preliminary Expenses	-	-	(44,000)	(44,000)
Cash generated from operations		(110,338,312)		(19,448,562)
Direct Taxes (Paid) / Refund Received (Net)		(460,336)		185,408
Net cash used in operating activities (a)		(110,798,648)		(19,263,154)
Cash Flow from investing activities				
Purchase of Non Current Investments	-		13,339,620	
Purchase of other investments	111,250,894	111,250,894	7,313,224	20,652,844
Net cash used in investing activities (b)		111,250,894		20,652,844
Cash flow from financing activities				
Minority Interest	(120)		(53)	
	-	(120)	-	(53)
Net cash from financing activities (c)		(120)		(53)
Net increase / (decrease) in Cash and cash equivalents (a+b+c)		452,127		1,389,636
Cash and cash equivalents at the beginning of the year		5,691,677		4,302,041
Cash and cash equivalents at the end of the year		6,143,804		5,691,677
* Comprises :				
(a) Cash on hand	93,332		544,469	
(b) Balances with banks				
(i) In current accounts	6,050,472	6,143,804	5,147,208	5,691,677

See accompanying notes forming part of the 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

Jitendra Kumar Mehta
Director
Din : 00049249

Subrata Saha
Director
Din : 00959921

Binjal Mehta
Whole Time Director
Din : 00043830

(Vithal Jhavar)
Proprietor
CP No:300406
Place : Kolkata
Date : 20th May, 2016

S K Singh
Chief Financial Officer

Chandni Jain
Company Secretary