

| Description | AGM |
|---|---|
| Date of AGM | 23-09-2019 |
| Book Closure Date | 17-09-2019 to 23-09-2019 (Both Days Inclusive) |
| Total Number of Shareholders on Record Date | 875 |
| No. of Shareholders Present in the Meeting either in Person or through Proxy: | 37 (Thirty Seven) |
| <ul style="list-style-type: none"> Promoter and Promoter Group Public | 4(Four) 33(Thirty Three) |
| No. of Shareholders Present in the Meeting through Video Conferencing: | No Video Conferencing facility provided. |
| <ul style="list-style-type: none"> Promoter and Promoter Group Public | NA NA |

The mode of voting for all resolutions was by way of E-Voting and Ballot Paper. The agenda wise details are provided below :

Item No. 1- Ordinary Resolution

Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2019, including the Audited Balance Sheet as on 31st March 2019, the Statement of Profit & Loss Account for the year ended on that date, the Cash Flow Statement and the reports of Board of Directors and Auditors thereon.

| Resolution required: (Ordinary/ Special): | | | | | | | | Ordinary |
|--|-------------------------------|------------------------|-------------------------|---|------------------------------|-------------------------------|---|---|
| Whether Promoter/ Promoter group are interested in the agenda/ resolution? | | | | | | | | No |
| Category | Mode of voting | No. of shares held (1) | No. of votes polled (2) | % of Votes polled on outstan-ding shares (3)=[(2)/(1)] *100 | No. of Votes - in favour (4) | No. of Votes - in against (5) | % of Votes in favour of votes polled (6)=[(4)/(2)] *100 | % of Votes against on votes polled (7)=[(5)/(2)] *100 |
| Promoter and Promoter Group | E- Voting | 59,70,175 | 57,46,275 | 96.25% | 57,46,275 | NIL | 100% | NIL |
| | Poll | | 2,23,900 | 3.75% | 2,23,900 | NIL | 100% | NIL |
| | Postal Ballot(if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | | 59,70,175 | 59,70,175 | 100% | 59,70,175 | NIL | 100% |
| Public Institution | E- Voting | NIL | N.A | | | | | |
| | Poll | | N.A | | | | | |
| | Postal Ballot(if applicable) | | N.A | | | | | |
| | Total | | NIL | NIL | | | | |
| Public Non-Institution | E-Voting | 1,94,34,247 | 1,48,16,530 | 76.24% | 1,48,16,530 | NIL | 100% | NIL |
| | Poll | | 620 | 0.00% | 609 | 11 | 98.23% | 1.77% |
| | Postal Ballot(if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | | 1,94,34,247 | 1,48,17,150 | 76.24% | 1,48,17,139 | 11 | 99.99% |
| TOTAL | | 2,54,04,422 | 2,07,87,325 | 81.83% | 2,07,87,314 | 11 | 99.99% | 0.01% |

The above resolution was passed with requisite majority.

For TTI ENTERPRISE LTD.

Bhela
Whole-time Director

Item No. 2- Ordinary Resolution

Appointment of a Director in place of Mr. Paraj Mehta (DIN: 00049230), who retires by rotation and being eligible, offers himself for re-appointment.

| Resolution required: (Ordinary/ Special): | | | | | | | | Ordinary |
|--|-------------------------------|------------------------|-------------------------|--|------------------------------|-------------------------------|---|---|
| Whether Promoter/ Promoter group are interested in the agenda/ resolution? | | | | | | | | Yes |
| Category | Mode of voting | No. of shares held (1) | No. of votes polled (2) | % of Votes polled on outstanding shares (3)=[(2)/(1)] *100 | No. of Votes - in favour (4) | No. of Votes - in against (5) | % of Votes in favour of votes polled (6)=[(4)/(2)] *100 | % of Votes against on votes polled (7)=[(5)/(2)] *100 |
| Promoter and Promoter Group | E- Voting | 59,70,175 | 0 | 0% | 0% | NIL | 0% | NIL |
| | Poll | | 0 | 0% | 0% | NIL | 0% | NIL |
| | Postal Ballot(if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | 59,70,175 | 0 | 0% | 0% | NIL | 0% | NIL |
| Public Institution | E- Voting | NIL | N.A | | | | | |
| | Poll | | N.A | | | | | |
| | Postal Ballot(if applicable) | | N.A | | | | | |
| | Total | NIL | NIL | | | | | |
| Public Non-Institution | E-Voting | 1,94,34,247 | 1,48,16,530 | 76.24% | 1,45,24,800 | 291,730 | 98.03% | 1.97% |
| | Poll | | 620 | 0.00% | 609 | 11 | 98.23% | 1.77% |
| | Postal Ballot(if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | 1,94,34,247 | 1,48,17,150 | 76.24% | 1,45,25,409 | 291,741 | 98.03% | 1.97% |
| TOTAL | | 2,54,04,422 | 1,48,17,150 | 58.33% | 1,45,25,409 | 291,741 | 98.03% | 1.97% |

The above resolution was passed with requisite majority.

Item No. 3- Special Resolution

Re-appointment of Mr. Alok Kumar Goenka, Independent Director (DIN: 00681040) for the second term of 5(five) consecutive years.

| Resolution required: (Ordinary/ Special): | | | | | | | | Special |
|--|-------------------------------|------------------------|-------------------------|--|------------------------------|-------------------------------|---|---|
| Whether Promoter/ Promoter group are interested in the agenda/ resolution? | | | | | | | | No |
| Category | Mode of voting | No. of shares held (1) | No. of votes polled (2) | % of Votes polled on outstanding shares (3)=[(2)/(1)] *100 | No. of Votes - in favour (4) | No. of Votes - in against (5) | % of Votes in favour of votes polled (6)=[(4)/(2)] *100 | % of Votes against on votes polled (7)=[(5)/(2)] *100 |
| Promoter, and Promoter Group | E- Voting | 59,70,175 | 57,46,275 | 96.25% | 57,46,275 | NIL | 100% | NIL |
| | Poll | | 2,23,900 | 3.75% | 2,23,900 | NIL | 100% | NIL |
| | Postal Ballot(if applicable) | | NA | NA | NA | NA | NA | NA |

For TTI ENTERPRISE LTD.

P. Mehta

Whole-time Director

| | | | | | | | | |
|-------------------------------|--------------------------------------|--------------------|--------------------|---------------|--------------------|---------------|---------------|--------------|
| | Total | 59,70,175 | 59,70,175 | 100% | 59,70,175 | NIL | 100% | NIL |
| Public Institution | E- Voting | NIL | N.A | | | | | |
| | Poll | | | | | | | |
| | Postal Ballot(if applicable) | | | | | | | |
| | Total | | | | | | | |
| Public Non-Institution | E-Voting | 1,94,34,247 | 1,48,16,530 | 76.24% | 1,45,24,800 | 291,730 | 98.03% | 1.97% |
| | Poll | | 620 | 0.00% | 609 | 11 | 98.23% | 1.77% |
| | Postal Ballot(if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | | 1,94,34,247 | 1,48,17,150 | 76.24% | 1,45,25,409 | 291,741 | 98.03% |
| TOTAL | | 2,54,04,422 | 2,07,87,325 | 81.83% | 2,04,95,584 | 291741 | 98.60% | 1.40% |

The above resolution was passed with requisite majority.

Item No. 4- Ordinary Resolution

Appointment of Mr. Kamallesh Velji Thakkar (DIN: 00977332) as an Independent Director for a term of 5(five) consecutive years.

| Resolution required: (Ordinary/ Special): | | | | | | | | Ordinary |
|---|--------------------------------------|-------------------------------|--------------------------------|---|-------------------------------------|--------------------------------------|--|--|
| Whether Promoter/ Promoter group are interested in the agenda/ resolution? | | | | | | | | No |
| Category | Mode of voting | No. of shares held (1) | No. of votes polled (2) | % of Votes polled on outstanding shares (3)=[(2)/(1)] *100 | No. of Votes - in favour (4) | No. of Votes - in against (5) | % of Votes in favour of votes polled (6)=[(4)/(2)] *100 | % of Votes against on votes polled (7)=[(5)/(2)] *100 |
| Promoter and Promoter Group | E- Voting | 59,70,175 | 57,46,275 | 96.25% | 57,46,275 | NIL | 100% | NIL |
| | Poll | | 2,23,900 | 3.75% | 2,23,900 | NIL | 100% | NIL |
| | Postal Ballot(if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | | 59,70,175 | 59,70,175 | 100% | 59,70,175 | NIL | 100% |
| Public Institution | E- Voting | NIL | N.A | | | | | |
| | Poll | | | | | | | |
| | Postal Ballot(if applicable) | | | | | | | |
| | Total | | | | | | | |
| Public Non-Institution | E-Voting | 1,94,34,247 | 1,48,16,530 | 76.24% | 1,45,24,800 | 291,730 | 98.03% | 1.97% |
| | Poll | | 620 | 0.00% | 609 | 11 | 98.23% | 1.77% |
| | Postal Ballot(if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | | 1,94,34,247 | 1,48,17,150 | 76.24% | 1,45,25,409 | 291,741 | 98.03% |
| TOTAL | | 2,54,04,422 | 2,07,87,325 | 81.83% | 2,04,95,584 | 291741 | 98.60% | 1.40 % |

The above resolution was passed with requisite majority for **TTI ENTERPRISE LTD.**

B. V. Velji
Whole-time Director

Item No. 5- Ordinary Resolution

Re-appointment of Mrs. Binjal Mehta, Whole Time Director (DIN: 00043830) for a period of 5 (five) consecutive years.

| Resolution required: (Ordinary/ Special): | | | | | | | | Ordinary |
|--|-------------------------------|------------------------|-------------------------|--|------------------------------|-------------------------------|---|---|
| Whether Promoter/ Promoter group are interested in the agenda/ resolution? | | | | | | | | Yes |
| Category | Mode of voting | No. of shares held (1) | No. of votes polled (2) | % of Votes polled on outstanding shares (3)=[(2)/(1)] *100 | No. of Votes - in favour (4) | No. of Votes - in against (5) | % of Votes in favour of votes polled (6)=[(4)/(2)] *100 | % of Votes against on votes polled (7)=[(5)/(2)] *100 |
| Promoter and Promoter Group | E- Voting | 59,70,175 | 0 | 0% | 0 | NIL | 0% | NIL |
| | Poll | | 0 | 0% | 0 | NIL | 0% | NIL |
| | Postal Ballot(if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | 59,70,175 | 0 | 0% | 0 | NIL | 0% | NIL |
| Public Institution | E- Voting | NIL | N.A | | | | | |
| | Poll | | N.A | | | | | |
| | Postal Ballot(if applicable) | | N.A | | | | | |
| | Total | NIL | NIL | | | | | |
| Public Non-Institution | E-Voting | 1,94,34,247 | 1,48,16,530 | 76.24% | 1,45,24,800 | 291,730 | 98.03% | 1.97% |
| | Poll | | 620 | 0.00% | 609 | 11 | 98.23% | 1.77% |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | 1,94,34,247 | 1,48,17,150 | 76.24% | 1,45,25,409 | 291,741 | 98.03% | 1.97% |
| TOTAL | | 2,54,04,422 | 1,48,17,150 | 58.33% | 1,45,25,409 | 291741 | 98.03% | 1.97% |

The above resolution was passed with requisite majority.

For TTI ENTERPRISE LTD.


 Whole-time Director

FORM NO. MGT-13
SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015]

Date: September 24, 2019

To,
The Chairman of the 38th Annual General Meeting (AGM) of members of **TTI Enterprise Limited** (CIN: L67120WB1981PLC033771) held on Monday, 23rd September, 2019 at "Bharatiya Bhasha Parishad", 36A, Shakespeare Sarani, Kolkata-700017 at 10.00 A.M.

Dear Sir,

I Ashish Bubna, Practicing Company Secretaries, appointed by the Board of Directors of **TTI Enterprise Limited (the Company)** for the purpose of scrutinizing the process of voting through Remote e-voting, and voting by use of ballot at the 38th Annual General Meeting pursuant to provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management & Administration) Amendment Rules, 2015, Regulation 44 of SEBI (LODR) Regulation, 2015 and Secretarial Standards on General Meetings in respect of the below mentioned Resolutions proposed at the 38th Annual General Meeting of the Company held on Monday, 23rd September, 2019 at "Bharatiya Bhasha Parishad", 36A, Shakespeare Sarani, Kolkata-700017 at 10.00 A.M. do hereby submit my report as under:

1. The Notice dated 9th August, 2019 convening the 38th AGM of the Company under Section 102 of the Act setting out all material facts in respect of Resolutions mentioned therein was sent by 28th August, 2019 to the members of the Company.
2. The Company provided remote e-voting facility offered by CDSL to its shareholders at the Annual General Meeting; the Company provided voting facility by way of poll to the shareholders who did not cast their vote through remote e-voting.
3. In terms of the aforesaid Notice and as per provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, the voting period for remote e-voting commenced on Friday 20th September, 2019 from 09.00 A.M.(IST) and ended on Sunday, 22nd September, 2019 at 5.00 P.M.(IST)
4. The members holding shares as on the "Cut-off Date i.e., 16th day of September, 2019, were entitled to vote on the proposed 5 (five) resolutions as mentioned in the notice of the 38th Annual General Meeting of "TTI Enterprise Limited".
5. The members at the meeting exercised their voting rights through ballot papers at the poll conducted at AGM as stated above.
6. After conclusion of voting at the AGM, the vote cast at the meeting were counted first, and thereafter, the votes cast through remote e-voting were unblocked in the presence of witnesses namely Mr. Debasis Pyne and Mr. M Pandey, who acted as witness in accordance with Rule 20 of Companies (Management & Administration) Rules, 2014.



A. M. BUBNA & ASSOCIATES
188/1F, Maniktalla Main Road Kolkata – 700054.
 Phone No.: 033-4006 8044, Email:csashishbubna@gmail.com

7. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted “For” or “Against”, on each resolution that were put to vote, were derived from the ballot forms received at the poll conducted at the meeting as well as the report generated from E-Voting Website of the Central Depository Services (India) Limited (<https://www.evotingindia.com>) in respect of remote e-voting.
8. 14 members have cast their votes through remote e-voting and all such votes are valid. 17 members have cast their votes through poll at the AGM Venue.

I now submit my consolidated report as under on the results of the remote e-voting and poll conducted at the meeting.

Item No. 1- Ordinary Resolution

Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2019, including the Audited Balance Sheet as on 31st March 2019, the Statement of Profit & Loss Account for the year ended on that date, the Cash Flow Statement and the reports of Board of Directors and Auditors thereon.

| Particulars | Remote E-voting | | Voting Through Ballot paper | | Consolidated Voting Results | | |
|-----------------------------------|--------------------------|-------------------|-----------------------------|-------------------|-----------------------------|-------------------|---------------------------------------|
| | No. Of Members who voted | No. Of votes cast | No. Of Members who voted | No. Of votes cast | No. Of Members who voted | No. of votes cast | % of total number of valid votes cast |
| Voted in favour of the resolution | 14 | 2,05,62,805 | 15 | 2,24,509 | 29 | 2,07,87,314 | 99.99% |
| Voted against the resolution | 0 | - | 2 | 11 | 2 | 11 | 0.01% |
| Invalid votes | - | - | - | - | - | - | - |

The above resolution was passed with requisite majority.

Item No. 2- Ordinary Resolution

Appointment of a Director in place of Mr. Paraj Mehta (DIN: 00049230), who retires by rotation and being eligible, offers himself for re-appointment.

| Particulars | Remote E-voting | | Voting Through Ballot paper | | Consolidated Voting Results | | |
|--------------------|--------------------------|-------------------|-----------------------------|-------------------|-----------------------------|-------------------|---------------------------------------|
| | No. Of Members who voted | No. Of votes cast | No. Of Members who voted | No. Of votes cast | No. Of Members who voted | No. of votes cast | % of total number of valid votes cast |
| Voted in favour of | 6 | 1,45,24,800 | 12 | 609 | 18 | 1,45,25,409 | 98.08% |



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| | | | | | | | |
|------------------------------|---|----------|---|----|---|----------|-------|
| the resolution | | | | | | | |
| Voted against the resolution | 4 | 2,91,730 | 2 | 11 | 6 | 2,91,741 | 1.97% |
| Invalid votes | - | - | | - | | - | - |

The above resolution was passed with requisite majority.

Item No. 3- Special Resolution

Re-appointment of Mr. Alok Kumar Goenka, Independent Director (DIN: 00681040) for the second term of 5(five) consecutive years.

| Particulars | Remote E-voting | | Voting Through Ballot paper | | Consolidated Voting Results | | |
|-----------------------------------|--------------------------|-------------------|-----------------------------|-------------------|-----------------------------|-------------------|---------------------------------------|
| | No. Of Members who voted | No. Of votes cast | No. Of Members who voted | No. Of votes cast | No. Of Members who voted | No. of votes cast | % of total number of valid votes cast |
| Voted in favour of the resolution | 10 | 2,02,71,075 | 15 | 2,24,509 | 25 | 2,04,95,584 | 98.60% |
| Voted against the resolution | 4 | 2,91,730 | 2 | 11 | 6 | 2,91,741 | 1.40% |
| Invalid votes | - | - | | - | | - | - |

The above resolution was passed with requisite majority.

Item No. 4- Ordinary Resolution

Appointment of Mr. Kamallesh Velji Thakkar (DIN: 00977332) as an Independent Director for a term of 5(five) consecutive years.

| Particulars | Remote E-voting | | Voting Through Ballot paper | | Consolidated Voting Results | | |
|-----------------------------------|--------------------------|-------------------|-----------------------------|-------------------|-----------------------------|-------------------|---------------------------------------|
| | No. Of Members who voted | No. Of votes cast | No. Of Members who voted | No. Of votes cast | No. Of Members who voted | No. of votes cast | % of total number of valid votes cast |
| Voted in favour of the resolution | 10 | 2,02,71,075 | 15 | 2,24,509 | 25 | 2,04,95,584 | 98.60% |
| Voted against the resolution | 4 | 2,91,730 | 2 | 11 | 6 | 2,91,741 | 1.40% |
| Invalid | - | - | | - | | - | - |



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| | | | | | | | |
|-------|--|--|--|--|--|--|--|
| votes | | | | | | | |
|-------|--|--|--|--|--|--|--|

The above resolution was passed with requisite majority.

Item No. 5- Ordinary Resolution

Re-appointment of Mrs. Binjal Mehta, Whole Time Director (DIN: 00043830) for a period of 5 (five) consecutive years.

| Particulars | Remote E-voting | | Voting Through Ballot paper | | Consolidated Voting Results | | |
|-----------------------------------|--------------------------|-------------------|-----------------------------|-------------------|-----------------------------|-------------------|---------------------------------------|
| | No. Of Members who voted | No. Of votes cast | No. Of Members who voted | No. Of votes cast | No. Of Members who voted | No. of votes cast | % of total number of valid votes cast |
| Voted in favour of the resolution | 6 | 1,45,24,800 | 12 | 609 | 18 | 1,45,25,409 | 98.03% |
| Voted against the resolution | 4 | 2,91,730 | 2 | 11 | 6 | 2,91,741 | 1.97% |
| Invalid votes | - | - | - | - | - | - | - |

The above resolution was passed with requisite majority.

9. The Register, all other papers and relevant record relating to electronic voting shall remain in our safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the company.

Thanking You,

Yours faithfully,

For M/S. A.M. BUBNA & ASSOCIATES

Countersigned by:-

Ashish Bubna
 Ashish Bubna
 (Partner)
 C.P. No. 3569
 FCS No. 5148

Ushu W. Ghosh
 Chairman
 TTI Enterprise Limited



Witness 1: Debasis Pyne
 DEBASIS PYNE
 ADD: Chak Bankipuri, Singur
 Hooghly: 712 409

Witness 2: M. Pandey
 Manager Pandey
 25 N.S. Rd KOL-700001