

TARINI ENTERPRISES LIMITED

CIN:L51101DL2006PLC148967

Regd.Off: 3/14 A 1st Floor Vijay Nagar, Double Storey, Delhi-110009

Phone No.: 011-32601237 Mobile: 9811024165

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Website: www.tarinenterprises.in

ANNUAL REPORT

2016-2017

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ANNUAL GENERAL MEETING : Saturday, 30th September, 2017

Time: 12.30 P.M

Venue: 3/14 A 1st Floor Vijay Nagar, Double Storey, Delhi-110009

BOOK CLOSURE DATES

Monday, the 25th day of September, 2017 to Saturday, the 30th day of September, 2017
(both days inclusive)

BOARD OF DIRECTORS

Mr. Abhay Chand Bardia

Managing Director

Mr. Ravi Prakash Bardia

Director

Mr. Padam Duggar

Director

Mr. Girijesh Surana

Director

CHIEF FINANCIAL OFFICER

Mr. Rajeev Yadav

AUDITORS

Andros & Co.

Chartered Accountants

304, Mohan Tower, 1- Community Centre

Wazirpur Industrial Area

Delhi-110052

Ph. No.: 011-27377451; 011-42473811

Email: brijbushan_ca@yahoo.co.in

SHARE TRANSFER AGENT

Skyline Financial Services Pvt. Limited

D-153 A, Okhla Industrial Area, Phase-I,

New Delhi – 110020

Ph. No.: 011-26812682,83

Email: viren@skylinerta.com

REGISTERED OFFICE

3/14A 1st Floor Vijay Nagar Double Storey,

Delhi-110009

Ph. +91 11 32601237 Email: info@tarinenterprises.in

CIN: L51101DL2006PLC148967

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eleventh Annual General Meeting of the members of **Tarini Enterprises Limited** will be held on Saturday, the 30th day of September, 2017 at 12:30 P.M. at the registered office of the company at 3/14A 1st Floor Vijay Nagar, Double Storey, Delhi-110009 to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended March 31, 2017 together with Reports of the Board of Directors' and Auditors thereon.
2. To appoint a Director in place of Mr. Ravi Prakash Bardia (DIN: 00009231), who retires by rotation, and being eligible, offers himself for re- appointment.
3. To appoint Statutory Auditors of the Company and fix their remuneration.

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time, V.P. Gupta & Co., Chartered Accountants (Firm Registration No. 000699N), be and is hereby appointed as Auditors of the Company in place of the retiring auditors M/s Andros & Co., Chartered Accountants (Firm Registration No.008976N), to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the Sixteenth (16th) AGM to be held in 2022 (subject to ratification of their appointment at every AGM, if so required under the Act), at such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

Place: Delhi
Date: 02.09.2017

By order of the Board
For Tarini Enterprises Limited

Abhay Chand Bardia
Managing Director
DIN 00009217

NOTES:

- I. The relevant details of the Directors seeking re-appointment under Item No. 2 , pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed.
- II. A MEMBER TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective, should be duly stamped, completed, signed and must be received at the registered office of the company, not later than 48 hours before the time fixed for commencement of the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable, issued on behalf of the nominating organization.

A person can act, as a proxy on behalf of the 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.
- III. A route map giving directions to reach the venue of the 11th Annual General Meeting is given at the end of the Notice.
- IV. Corporate Members intending to send their authorized representatives to attend and vote at the Meeting Pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- V. Members/ Proxies should bring the enclosed Attendance Slip duly filled in, for attending the Annual General Meeting.
- VI. The Register of Members and Share Transfer Books will Remain closed from Monday, the 25th day of September, 2017 to Saturday, the 30th day of September, 2017 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
- VII. Members are requested to:

- a) Intimate immediately any change in their address to the Company's Registrar and Share Transfer Agents i.e Skyline Financial Services Pvt. Ltd. located at D-153/A, First Floor, Okhla Industrial Area, Phase – I, New Delhi – 110020.
 - b) Please quote folio number/Client ID, DP ID numbers in all correspondence.
 - c) Consolidate holdings into one folio in case of multiplicity of folios with names in identical orders
- VIII. Members who hold shares in dematerialized form are requested to bring their client ID and DPID numbers for facilitating identification for attendance at the meeting.
- IX. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company or RTA for assistance in this regard.
- X. As per Circular No. MRD/DOP/CIR-05/2009 dated May 20, 2009 issued by Securities and Exchange Board of India(SEBI), it is mandatory to quote Permanent account number (PAN) for Participating in the securities market. Therefore, Members holding shares in dematerialized form are requested to submit the PAN Details to the Registrar and Share Transfer Agents of the company and those holding shares in physical form are requested to submit their PAN details to the company / RTA in order to comply with the SEBI guidelines.
- XI. Statutory Registers and documents referred to in the notice and Explanatory statement are open for inspection at the Registered office of the Company on all working days (Monday to Friday) between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting and will also be available for inspection at the meeting.
- XII. As per SEBI Directions, now the physical instrument should necessarily mention the bank account details of the investors. In view of this, members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or our Registrar cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.

XIII. Updation of Members' Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Share Registrars and Transfer Agents to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

XIV. In line with the measures of Green initiative taken by SEBI, Companies act 2013 also provides for sending notice of the meeting and other shareholder correspondence through electronic mode. Members holding shares in Physical Mode are requested to register their Email ID with the company or its RTA and Members holding shares in demat mode are requested to register their Email ID with their respective Depository Participants (DP).

XV. If there is any change in the Email ID already register with the company, Members are requested to immediately notify such change to the company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

XVI. Electronic copy of the notice of the 11th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a physical copy of the same. For members who have not registered their email IDs, physical copies of the Notice of the 11th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

XVII. Members may also note that the Notice of the 11th Annual General Meeting and the Annual Report 2017 will also be available on the Company's website www.tarinenterprises.in for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection at any time during normal business hours on working days. Even after registering for e-

communication, members are entitled to receive such communication in physical form, upon marking a request for the same, by post free of cost.

- XVIII. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with companies(Management and Administration) Rules,2014, the company is pleased to provide its members the facility to cast their vote by electronic means on resolution set forth in this notice. The instruction for E-voting is enclosed with this notice.
- XIX. In terms of the notification issued by the Securities and Exchange Board of India, equity shares of the Company are under compulsory demat trading by all investors w.e.f. January 29, 2001. Shareholders are therefore advised to dematerialize their shareholding to avoid inconvenience in future.
- XX. The members are requested to send the transfers, change of address, bank mandates and other related correspondence to the Registrars and Share Transfer Agents, M/s. Skyline Financial Services Pvt. Limited, D-153 A, Okhla Industrial Area, Phase-I, New Delhi – 110 020.
- XXI. Voting Through Electronic Means
1. In compliances with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 (1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the 11th 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 will be provided by National Depository Service Limited (NSDL).
 2. The facility of voting through poll 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.
 3. 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.
 4. The remote e-voting period commences Wednesday, September 27, 2017 (9:00 am) and ends on Friday, September 29, 2017 (5:00 pm). During this period

members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, September 23, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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

A. In case of Members receiving an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:

(i) Open email and open PDF file viz; "Tarini enterprises e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: <https://evoting.nsdl.com/>

(iii) Click on shareholder- Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above and click Login.

(v) Password change menu appears. Change the Password /PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.

(vii) Select "EVEN" of Tarini Enterprises Limited.

(viii) Now you are ready for e-Voting as cast page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (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, to the Scrutinizer through e-mail to loveleen@lgaindia.com with a copy marked to evoting@nsdl.co.in. The scanned image of the above mentioned documents should be in the naming format: Corporate Name_EVEN NO.

B. In case of Member whose email addresses are not registered with the Company/ Depository Participants, their User ID and initial password/ PIN is provided on the Attendance Slip sent with the AGM Notice.

Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

6. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
7. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
8. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2017.
9. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 23rd September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on.
10. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be

entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

11. Ms. Loveleen Gupta, Company Secretary (Membership No. 5287), Proprietor of M/s. L. Gupta & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
12. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
13. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
14. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.tarinenterprises.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Metropolitan Stock Exchange of India Limited, Mumbai
15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

Place: Delhi
Date: 02.09.2017

By order of the Board
For Tarini Enterprises Limited

Abhay Chand Bardia
Managing Director
DIN 00009217

Details of Directors seeking appointment/ re-appointment at the AGM

[Pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standards - 2 on General Meetings]

Information pursuant to Regulation 26(4) & 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with regard to the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (Refer Item No 2 of the Notice)

Name of the Director	Date of Birth	Brief resume and nature of expertise in specific functional area	No. of equity shares held in the Company	Other Directorships in listed entities / Other Committee memberships* held
Ravi Prakash Bardia	11/09/1965	He has rich experience in Finance and Accounts	85680	-

DIRECTOR'S REPORT:

To
The Members,

The 11th Annual Report of the Company for the financial year ended 31st March, 2017.

FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY:

Summary of the Financial results for the period ended March 31, 2017 are given as under:

Particulars	Amount (Rs. in lacs)	
	FY 2016-17	FY 2015-16
Revenue from Operation	1644.40	457.38
Other Income	106.24	Nil
Total Revenue	1750.64	457.38
Total Expenditure	1741.51	448.54
Profit before tax	9.13	8.83
Current tax	2.82	2.78
Deferred Tax	0.00	0.00
Profit after tax	6.31	6.05
EPS (Rs.)	0.64	0.13
Paid-up Share Capital	377.29	377.29

DIVIDEND:

Yours Directors have considered it financially prudent in the long term interest of the Company to reinvest the profits to build a strong reserve base and grow the business of the Company. No dividend has, therefore, been recommended for the year ended 31st March, 2017.

APPROPRIATIONS AND TRANSFER TO RESERVE:

The board of Directors proposes to transfer amounts as mentioned in the above table stating financial results to different reserve in compliance with the requirements of Reserve Bank of India ("RBI") regulations and the Companies Act, 2013.

CORPORATE GOVERNANCE:

A separate section titled "Report on Corporate Governance" along with the Auditors' Certificate on Corporate Governance as stipulated under schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed herewith and forms a part of this Report. Further as required under Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, a certificate from the Managing Director & CFO is being annexed with this Report.

BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR:

The company has received total revenue of Rs. 17,50,64,313/- in the current year as compared to Rs. 4,57,38,039/- in the previous year. However, the company has gained the profit of Rs. 6,31,137/- in the current year as compared to profit of Rs. 6,05,488/- in the previous year. Your directors are trying their level best to increase the profitability in the company and are expected to make more profits in the near future.

The detailed Management Discussion & Analysis Report is attached hereto with the Director's Report and should be read as part of this Directors Report.

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

The Company is Non Banking Financial Company and there is no change in the nature of business.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year of the company i.e. 31st March 2017 and the date of Director's report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

No such significant orders had been passed by any regulator, courts or tribunals during the financial year 2016-17.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:

The Company has no Subsidiary, Joint Venture or associate Company.

SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2017 was Rs. 3.77 Crores. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

PUBLIC DEPOSITS:

The Company has not accepted any public deposits during the year.

STATUTORY AUDITORS:

M/s Andros & Co., Chartered Accountants, have been the Auditors of the Company since FY 2012-13 and have completed a term of five years. Their term as auditors is up to the conclusion of the forthcoming AGM. In accordance with the provisions of Section 139 of the Act, V.P. Gupta & Co., Chartered Accountants (Firm Registration No. 000699N) are proposed to be appointed as auditors for a period of 5 years commencing from the conclusion of this AGM till the conclusion of the 16th AGM of the Company to be held in 2022, subject to ratification of their appointment at every AGM, as required under the Act. V.P. Gupta & Co., have consented to their appointment as Statutory Auditors and have confirmed that their appointment, if made, will be in accordance with Section 139 read with Section 141 of the Act. Members are requested to approve the appointment of V.P. Gupta & Co., and authorize the Board of Directors to fix their remuneration.

The notes on Accounts referred to in the Auditors Report are self explanatory and therefore do not call for any further comments.

AUDITORS' REPORT:

There were no qualification, reservation or adverse remark or disclaimer made by the auditor in his report for the financial year 2016-17.

The notes on Accounts referred to in the Auditors Report are self explanatory and therefore do not call for any further comments.

EXTRACT OF THE ANNUAL RETURN:

The extract of the annual return in Form No. MGT – 9 is annexed with the report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

(A) Conservation of energy:

The Company's operations are not power extensive. The Company is taking every step to conserve and minimize the use of energy wherever possible such as using energy efficient computer terminals, purchasing energy efficient equipments etc.

(B) Technology absorption:

The Company has not imported any technology during the year 2016-17.

(C) Foreign exchange earnings and Outgo:

There was no inflows and outflows of the foreign exchange during the year.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

As the provisions of Section 135 of the Companies Act, 2013 and the rules thereunder, do not applicable on the Company. Therefore, the Company is not required to comply with the section.

PARTICULARS OF EMPLOYEES:

The Company has not employed any individual whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013, read with the Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DIRECTORS:

There was no change in the composition of the Board of Directors of the Company subsequent to the last Directors' Report.

In accordance with the provisions of section 149 of the Companies Act, 2013 all the independent directors will be non rotational. Accordingly, the proposal for the same is placed in the ensuing annual general meeting of the Company.

Mr. Ravi Prakash Bardia is liable to retire by rotation and being eligible offer himself for re-appointment. Directors recommend their re-appointment.

COMMITTEES OF THE BOARD OF DIRECTORS:

Detailed in Corporate Governance report annexed to Directors report

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

The Company has conducted Eight (8) Board Meetings in the financial year 2016-17 i.e. on 30th April, 2016, 30th May 2016, 12th August, 2016, 2nd September, 2016, 14th November, 2016, 16th December, 2016, 11th February, 2017 and 31st March, 2017

Name of Director	Meetings attended
Abhay Chand Bardia	8
Ravi Prakash Bardia	8
Padam Duggar	8
Girijesh Surana	8

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The provisions of Section 186 of the Act pertaining to granting of loans to any persons or bodies corporate and giving of guarantees or providing security in connection with loans to any other bodies corporate or persons and investment in securities of other body corporates are not applicable to the Company since the Company is an NBFC.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large. Details of the transactions with Related Parties are provided in the accompanying financial statements. There were no transactions during the year which would require to be reported in Form AOC.2

SECRETARIAL AUDIT REPORT:

As required by Section 204 of the Act, 2013, the Secretarial Audit Report for the year 2016-17, given by M/s L. Gupta & Associates, Company Secretaries, Delhi for auditing the secretarial and related records is attached to this report as Annexure I.

With respect to the qualifications raised by the Secretarial Auditor, it is to be informed that the company is searching for appropriate candidates who can be appointed as Company Secretary.

The Board of Directors have also tried to find some women candidate who can be appointed as independent Director of the company, so that the composition of the Board is as per listing agreement, but not yet found any suitable candidate

RISK MANAGEMENT POLICY:

The Company has an integrated Risk Management Policy identifying the possible risks & mitigants factors thereto.

INTERNAL CONTROL AND THEIR ADEQUACY:

The Company has a proper and adequate internal control system to ensure that all the assets of the Company are safeguarded and protected against any loss and that all the

transactions are properly authorized and recorded. Information provided to management is reliable and timely and statutory obligations are adhered to.

INTERNAL FINANCIAL CONTROL:

The Company has an established internal financial control framework including internal controls over financial reporting, operating controls and anti-fraud framework. The framework is reviewed regularly by the management and tested by internal audit team and presented to the audit committee. Based on the periodical testing, the framework is strengthened, from time to time, to ensure adequacy and effectiveness of Internal Financial Controls.

DECLARATION BY AN INDEPENDENT DIRECTORS:

The Independent Directors have given declaration stating that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a) in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed;
- b) appropriate accounting policies have been selected and applied consistently and judgments and estimates which are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- c) proper and sufficient care has been taken 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 had prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

VIGIL MECHANISM/WHISTLE BLOWER POLICY:

In accordance with the provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, every listed Company is required to have a Vigil Mechanism for the Directors and employees to report their genuine concerns and grievances. Your Company has a Whistle Blower Policy in place.

The Audit Committee of Directors is entrusted with the responsibility to oversee the Vigil mechanism.

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviours of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as "Code Of Business Conduct" which forms an Appendix to the Code. The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behaviour from an employee in a given situation and the reporting structure. All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made thereunder, your Company has constituted Internal Complaints Committees (ICC). During the year, no complaints with allegations of sexual harassment were filed with the Company.

STOCK EXCHANGE LISTING

The shares of the Company are listed on the Metropolitan Stock Exchange of India Limited. The listing fee for the financial year 2017-18 has been paid to the exchange.

ACKNOWLEDGEMENTS:

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

For and on behalf of the Board of Directors

TARINI ENTERPRISES LIMITED

Abhay Chand Bardia
Director
(DIN 00009217)

Ravi Prakash Bardia
Director
(DIN 00009231)

Place: Delhi

Date: 30.05.2017

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Cautionary Statement:

The management Discussion and Analysis Report may contain certain statements that might be considered forward looking. These statements are subject to certain risks and uncertainties. Actual results may differ materially from those expressed in the statement as important factors could influence Company’s operations such as Government policies, economic development, political factors and such other factors beyond the control of the Company.

Industry Overview

As per the various regulations of the RBI and other competent authorities governing NBFC activities in India; the NBFC companies can be broadly categorized in the following:

Non-Banking Financial Entity	Principal Business
1. Non-Banking Financial Company	In terms of the Section 45-l(f) read with Section 45-i(c) of the RBI Act, 1934, as amended in 1997, their principal business is that of receiving deposits or that of a financial institution, such as lending, investment in securities, hire purchase finance or equipment leasing.
(a) Equipment leasing company (EL)	Equipment leasing or financing of such activity.
(b) Hire purchase finance company (HP)	Hire purchase transactions or financing of such transactions.
(c) Investment company (IC)	Acquisition of securities. These include Primary Dealers (PDs) who deal in underwriting and market making for government securities.
(d) Loan company (LC)	Providing finance by making loans or advances, or otherwise for any activity other than its own; excludes EL/HP/Housing Finance Companies (HFCs).
(e) Residuary non-banking company (RNBC)	Company which receives deposits under any scheme or arrangement by whatever name called, in one lump-sum or in instalments by way of contributions or subscriptions or by sale of units or certificates or other instruments, or in any manner. These companies do not belong to any of the categories as stated above.
II. Mutual Benefit Financial (MBFC) i.e., Nidhi Company	Company Any company which is notified by the Central Government as a Nidhi Company under section 620A of the Companies Act, 1956 (1 of 1956)
IV. Miscellaneous non-banking company (MNBC), Managing, Conducting or supervising as a promoter, foreman or i.e., Chit Fund Company	Managing, conducting or supervising as a promoter, foreman or agent of any transaction or arrangement by which the company enters into an agreement with a specified number of subscribers that every one of them shall subscribe a certain sum in instalments over a definite period and that every one of such subscribers shall in turn, as determined by tender or in such manner as may be provided for in the arrangement, be entitled to the prize amount.

Our Industry Segment

The primary business of our company is making investment in securities and providing loans and advances. The company is registered as a Non-deposit taking Non-Banking Finance Company with RBI. Since the asset size of the company is not more than Rs. 100 crores it is presently Non Systemically Important Non Deposit taking NBFC.

Business

The Company is engaged in the business of investment in securities and providing loans and advances. The Company is registered with the Reserve Bank of India as an NBFC.

Opportunities & Threats and Risks & Concern

Over the years, your Company has achieved an appropriate balance between risk and returns by setting up an efficient risk mitigation system to meet various forms of financial and other risks. The primary risks that the company is exposed to credit risk, market risk and operational risk. Deriving from the long years of experience in NBFC sector your company's credit policy framework is designed to provide the right balance between business growth and portfolio quality.

Outlook

From the reports available in public domain, it is believed that the global economic recovery is in its way. It is only hoped that the growth momentum gathers, steam soon and fast.

Human resource / Industrial relations

The Company recognizes the importance and contribution of its human resources for its growth and development and is committed to the development of its people. The Company has cordial relations with employees and staff. There are no HR relations problems during

the year and the Company does not anticipate any material problems on this count in the current year

Internal Control Systems and Adequacy

The Company has disciplined approach to cost and follows prudential norms in every sphere of its activities. The Profit making is put at the center of decision making. The cost are budgeted, reviewed and monitored. The Company has established internal control systems for ensuring optimum use of resources and safeguarding the assets. The Internal Control Systems and procedure are adequate and commensurate with the size of the Company. These business control procedures ensure efficient use and protection of the resources and compliance with the policies, procedures and status.

* * *

**Annual Declaration under Regulation 34(3) read with Part D of Schedule II of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

DECLARATION

As required under Regulation 34(3) read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that all the Board members and senior executives of the Company have complied with Code of Ethics of the company for the year ended March 31, 2017.

Place: Delhi

By order of the Board

Date: 30.05.2017

For Tarini Enterprises Limited

Abhay Chand Bardia
Managing Director
DIN 00009217

ANNEXURE-1 TO DIRECTORS REPORT**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31 MARCH 2017**

[Pursuant to section 204(1) of the Companies Act,2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Board of Directors

TARINI ENTERPRISES LIMITED

3/14 A 1st Floor Vijay Nagar, Double Storey,

Delhi-110009

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TARINI ENTERPRISES LIMITED** (hereinafter called 'the company'). Secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on my 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 and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31 March 2017 ('Audit Period') 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.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on 31 March 2017 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of foreign direct investment, overseas direct investment and external commercial borrowings;

(v) The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (not applicable to the company during the Audit Period);
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (not applicable to the company during the Audit Period);
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (not applicable to the company during the Audit Period);
- (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 (not applicable to the company during the Audit Period); and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India; and
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that the board of directors of the company is duly constituted with proper balance of 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. ***But the company has not yet appointed any Women Director in the company. Also there is no Company Secretary in Whole Time employment of the company.***

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 clarifications on the agenda items before the

meeting and for meaningful participation at the meeting. All decisions at board meetings and committee meetings were carried out unanimously as recorded in the minutes of the meetings of the board of directors or committees of the board, as the case may be.

I 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.

Place : Delhi
Date : 30.05.2017

For L. Gupta & Associates
Company Secretaries

Loveleen Gupta
Proprietor
CP 4531

This Report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report

To,
The Members,
TARINI ENTERPRISES LIMITED,
Delhi

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 audits.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the fairness of the contents of the Secretarial records. The verification was done on test basis to ensure that facts are reflected in 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, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis to the extent applicable to the Company.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place : Delhi

Date : 30.05.2017

For L. Gupta & Associates
Company Secretaries

Loveleen Gupta
Proprietor
CP 4531

REPORT ON CORPORATE GOVERNANCE**1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Our Company's philosophy on Corporate Governance envisages attainment of highest levels of accountability, transparency, responsibility and fairness in all aspects of its operations. Our business culture and practices are founded upon a common set of values that govern our relationships with customers, employees, shareholders, suppliers and the communities in which we operate. The Company believes that all its actions must serve the underlying goal of enhancing overall shareholder value on a sustained basis.

The Company is conscious of its responsibility as a good corporate citizen. The Company values transparency, professionalism and accountability.

2. BOARD OF DIRECTORS

The Company maintains an optimum combination of Executive, Non Executive and Independent Directors. The Board consists of total Four (4) directors on 31st March, 2017, out of which two (2) are independent. Mr. Abhay Chand Bardia is the Managing Director of the Company. The Constitution of the Board as on 31st March 2017 was as follows:

Name	Designation	Category	No. of positions held in other Public Companies		
			Boar d	Committee	
				Memb ership	Chair mansh ip
Mr. Abhay Chand Bardia	Managing Director	Promoter(Exec utive)	Nil	Nil	Nil

Mr. Ravi Prakash Bardia	Director	Promoter(Non-Executive)	Nil	Nil	Nil
Mr. Padam Duggar	Director	Independent (Non-Executive)	1	3	1
Mr. Girijesh Surana	Director	Independent (Non-Executive)	Nil	Nil	Nil

Directors' Attendance Record

The Company has conducted Eight (8) Board Meetings in the financial year 2016-17 i.e. on 30th April, 2016, 30th May 2016, 12th August, 2016, 2nd September, 2016, 14th November, 2016, 16th December, 2016, 11th February, 2017 and 31st March, 2017. The Board was duly supplied with the agenda of the meetings incorporating all material information for facilitating meaningful and focused discussions at the meeting. The intervening period between the Board Meetings was well within the maximum time gap of 120 days. Details of attendance of Directors in the Board meeting during the financial year 2016-17 are as under:

Name of the Director	No. of Board Meeting	Attendance at the Board Meeting	Whether attended Last AGM
Mr. Abhay Chand Bardia	8	8	Yes
Mr. Ravi Prakash Bardia	8	8	Yes
Mr. Padam Duggar	8	8	Yes
Mr. Girijesh Surana	8	8	Yes

INDEPENDENT DIRECTORS' MEETING

As per clause 7 of the schedule IV of the Companies Act (Code for Independent Directors), a separate meeting of the Independent Directors of the Company (without the attendance of Non-independent directors) was held on 16th December 2016, to discuss:

1. Evaluation of the performance of Non Independent Directors and the Board of Directors as a whole;
2. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
3. Evaluation of the quality, content and timelines of flow of information between the management and the Board, that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors of the Company were present at the meeting. As required under Regulation 25(7) of Listing Regulations, the Company regularly familiarises Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc.

POLICY FOR PROHIBITION OF INSIDER TRADING:

In compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, (as amended from time to time) and to preserve the confidentiality and prevent misuse of Unpublished price sensitive information, the Company has adopted a Code for Prohibition of Insider Trading for Directors/Officers and Designated employees of the Company, relating to dealings by them in the securities of the Company.

3. AUDIT COMMITTEE**(a) Terms of Reference**

The terms of reference of the Audit Committee cover all the areas mentioned under SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 and Section 177 of the Companies Act, 2013. The Committee, wherever required also call for comments of the

auditors about the internal control systems, the scope of audit, including the observations of the auditors and review of the financial statements before their submission to the Board and discuss any related issues with the Management, internal auditors and auditors of the Company. The role and power of the Audit Committee includes:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditors and the fixation of audit fees.

- Approval of payment to statutory auditor for any other services rendered by statutory auditors.

- Reviewing with management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - a. Matters to be included in the Directors Responsibility Statement to be included in the Boards' Report in terms of section 134(5) of Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions
 - g. Qualification in the draft audit report.

- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.

- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, right issue, preferential issue, etc), the statement of funds utilised for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or right issue and making appropriate recommendations to the Board, to take up steps in this matter.
- Reviewing with the management, performance of statutory and internal auditors, and adequacy of internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors any significant findings and follow up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as postaudit discussion to ascertain any area of concern.
- To review the functioning of the Whistle Blower Mechanism.
- Carry out any other functions as is mentioned in the terms of reference of the Audit Committee.
- Approval of appointment of CFO.
- The recommendation for terms of appointment of auditors of the Company.

- Review and monitor the auditors' independence and performance, and effectiveness of audit process.
- Examination of the financial statement and the auditors' report thereon.
- Evaluation of internal financial controls and risk management systems.

(b) Composition

The Audit Committee comprises of the following Directors:

Name of the Director	Category
Mr. Girijesh Surana	Chairman (Non Executive Independent)
Mr. Padam Duggar	Member (Non Executive Independent)
Mr. Abhay Chand Bardia	Member (Promoter & Executive)

(c) Attendance

Name of Members	Category	Status	No. of Meetings	
			Held	Attended
Mr. Girijesh Surana	Chairman	(Non Executive Independent)	4	4
Mr. Padam Duggar	Member	(Non Executive Independent)	4	4
Mr. Abhay Chand Bardia	Member	(Promoter & Executive)	4	4

4. NOMINATION & REMUNERATION COMMITTEE**(a) Terms of Reference**

The terms of reference of Nomination and Remuneration Committee are:

- Identifying persons who are qualified to become Directors / Independent Directors in accordance with the criteria laid down.
- Identifying and selecting potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions.
- Recommend to the Board appointment and removal of the aforementioned persons.
- Review and evaluate the performance of the Directors.
- Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to remuneration for the Directors, Key Managerial Personnel and other employees.

(b) Composition & Attendance

The Nomination & Remuneration Committee met four times during the year on the same dates as Board meetings. The composition of Stakeholders' Relationship Committee and details of meetings attended by the Directors are given below

Name of Members	Category	Status	No. of Meetings	
			Held	Attended
Mr. Girijesh Surana	Chairman	(Non Executive Independent)	1	1
Mr. Padam Duggar	Member	(Non Executive Independent)	1	1
Mr. Ravi Prakash Bardia	Member	(Promoter & Non Executive)	1	1

(c) Remuneration Policy of the Company

The remuneration policy of the Company is directed towards rewarding performance. Mr. Abhay Chand Bardia is entitled for payment of Remuneration as decided by the Board. However, no sitting fee is paid for attending any Board/Committee meeting.

(d) Details of the Directors' Remuneration for the financial year ended 31st March, 2017

Name of Director	Designation	Sitting fees (In Rs.)	Salaries & Perquisites (In Rs.)	Commission, Bonus Ex-gratia	Total Amount (In Rs.)	No. of Shares held & %
Mr. Abhay Chand Bardia	Managing Director	Nil	500000	Nil	500000	1,09,695 (3.25%)

5. STAKEHOLDER'S RELATIONSHIP COMMITTEE

- (i) The 'Shareholders'/Investors' Grievance Committee' has been renamed as the 'Stakeholders' Relationship Committee'.
- (ii) **Composition:** The Stakeholder's Relationship Committee comprises of the following Directors:

Name of the Director	Category
Mr. Girijesh Surana	Chairman (Non Executive Independent)
Mr. Padam Duggar	Member (Non Executive Independent)
Mr. Abhay Chand Bardia	Member (Promoter & Executive)

- (iii) The Stakeholders' Relationship Committee met two times during the year. The composition of Stakeholders' Relationship Committee and details of meetings attended by the Directors are given below: -

Name of Members	Category	Status	No. of Meetings	
			Held	Attended
Mr. Girijesh Surana	(Non Executive Independent)	Chairman	2	2
Mr. Padam Duggar	(Non Executive Independent)	Member	2	2
Mr. Abhay Chand Bardia	(Promoter & Executive)	Member	2	2

- (iv) There was no investor's complaints pending as on 31st March, 2017.

6. SHAREHOLDERS

(i) Website:

The Company has in place a website addressed as www.tarinenterprises.in. This website contains the basic information about the company, e.g. details of its business, financial information, shareholding pattern, contact information of the designated officials of the Company, who are responsible for assisting and handling investor grievances, such other details as may be required under Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company ensures that the contents of this website are periodically updated.

The Company has designated the following e-mail id namely investorgrievance@tarinenterprises.in for the purpose of registering complaints, if any, by the investors and expeditious redressal of their grievances.

(ii) Means of communications

The Quarterly Un-Audited (Provisional) Results and the Annual Audited Financial results of the company are sent to the stock exchanges immediately after they are approved by the Board and are also published in one vernacular news paper and one English news paper

The results are published in accordance with the guidelines of the Stock Exchanges.

(iii) Registrar and Share Transfer Agent

The Company has appointed **Skyline Financial Services Pvt Ltd** as the Registrar & Share Transfer Agent.

(iv) Share Transfer System

All physical share transfers are effected within 15 days of lodgment, subject to the documents being in order. All the physical as well as the demat Share registry works are handled by the Registrar of Share Transfer Agent.

(v) General Body Meetings

a). Annual General Meetings: Particulars of past three Annual General Meetings of the Company:

Year	Date	Venue	Time	No. of Special Resolution(s) passed
2016	30.09.2016	3/14A 1 st Floor Vijay Nagar, Double Storey, Delhi-110009	12.30 P.M	0
2015	30.09.2015	3/14A 1 st Floor Vijay Nagar, Double Storey, Delhi-110009	12.30 P.M	1
2014	30.09.2014	20B, Old Gupta Colony, Delhi- 110009	12.30 P.M.	3

b). Postal Ballot: No resolution has been passed through postal ballot process during the last three years. Further, there is no resolution proposed in the proposed AGM to be passed through postal ballot process.

7. Additional Shareholders information

i. Annual General Meeting

Day & Date	Time	Venue
Saturday, September 30, 2017	12.30 P.M.	3/14A 1st Floor Vijay Nagar, Double Storey Delhi-110009

ii. Financial Calendar

Events	Tentative time frame
Financial Reporting for the first quarter ended 30 th June, 2017	14 th August, 2017 (Actual)
Financial Reporting for the second quarter ending 30 th September, 2017	By 14 th November 2017
Financial Reporting for the third quarter ending 31 st December, 2017	By 15 th February 2018
Financial Reporting for the fourth quarter ending 31 st March, 2018	By 30 th May 2018

- iii. Dates of Book Closure** 25th September, 2017 to
30th September, 2017
(Both days inclusive)
- iv. Dividend Payment Date** Not applicable
- v. Listing on Stock Exchanges:** The Shares of the Company is listed on Metropolitan Stock Exchange of India Limited

- vi. **Market Price Data** : The Monthly high and low stock quotations of Equity Shares of the Company on MSEI during the financial year 2016-17 were as under:.

Month	High(Rs.)	Low(Rs.)
April, 2016	199.00	195.50
May, 2016	199.00	197.95
June 2016	198.60	198.35
July 2016	-	-
August 2016	-	-
September 2016	-	-
October 2016	-	-
November 2016	-	-
December 2016	-	-
January 2017	-	-
February 2017	-	-
March 2017	-	-

- vii. **Distribution of Shareholding as on 31st March 2017**

Share holding of nominal value	Share-Holders		Share Amount	
Rs.	Number	% to total	Rs.	% to total
(1)	(2)	(3)	(4)	(5)

Up to 5000	422	76.59	66500	0.2
5001-10000	4	0.73	27520	0.08
10001-20000	9	1.63	113400	0.34
20001-30000	9	1.63	245000	0.73
30001-40000	1	0.18	37500	0.11
40001-50000	6	1.09	292500	0.87
50001-100000	23	4.17	1616400	4.79
100001 and above	77	13.97	31330930	92.89
Total	551	100	33729750	100.00

viii. Reconciliation of Share Capital Audit

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and paid-up capital. This audit is carried out every quarter and the report thereon is submitted to the stock exchanges and is placed before the board of directors of the Company.

The audit, inter alia, confirms that the listed and paid up capital of the company is in agreement with the aggregate of the total number of shares in dematerialized form held with NSDL and CDSL and the total number of shares in physical form.

ix. Dematerialization of shares and liquidity:

The Company has admitted with both the Depositories namely National Security Depositories Ltd. (NSDL) or Central Depository Services Ltd. (CDSL). Any shareholder wishes to get their shares dematerialized, can get their shares demated.

- x)** There are no outstanding GDRs/ ADRs/ Warrants or any Convertible other Instruments as on the date.

xi) Factory Locations: N.A.

xii) Shares held in electronic form

Shareholders holding shares in the electronic form may give instruction regarding bank details, which they wish to incorporate on their dividend warrants to their depository participants. As per the regulations of NSDL and CDSL the company is required to print the bank details on the dividend warrants, as furnished by these depositories to the Company.

xiii) Shares held in physical and dematerialized form:

As on March 31, 2017, 56.14% of shares were held in dematerialized form and the rest in physical form.

xiv) Outstanding GDR's/ADR's/Warrant's/Convertible instruments and their impact on equity.

NIL.

xv) Corporate Identification Number (CIN): L51101DL2006PLC148967

xvi) Address for Correspondence: The shareholders may send their communication grievances/ queries to the Registrar and Share Transfer Agents or to the Company at:

Investor Relation Centre
Tarini Enterprises Ltd.
3/14A 1st Floor Vijay Nagar,
Double Storey, Delhi-110009
Phone: 011-32601237;
Fax: 011-43711286
Id:investorgrievance@tarinienterprises.in

Skyline Financial Services Pvt
Ltd
D- 153A, Okhla Industrial Area,
Phase - I, New Delhi - 110020
Ph:- 26812682,83;
Fax:- 011-30857562
email: - viren@skylinerta.com

xvii) Green Initiative in the Corporate Governance

As part of the green initiative process, the company has taken an initiative of sending documents like notice calling Annual General meeting, Corporate

Governance Report, Directors Report, audited Financial Statements, Auditors Report, Dividend intimations etc., by email. Physical copies are sent only to those shareholders whose email addresses are not registered with the company and for the bounced-mail cases. Shareholders are requested to register their email id with Registrar and Share Transfer Agent / concerned depository to enable the company to send the documents in electronic form or inform the company in case they wish to receive the above documents in paper mode.

xviii) CEO/CFO Certification

The Company is fully cognizant of the need to maintain adequate internal control to protect its assets and interests and for integrity and fairness in financial reporting and is committed to lay down and enforcing such controls of appropriate systems and procedures. Towards this, the MD and the CFO have certified to the Board by placing a certificate on the internal control related to the financial reporting process during the year ended March 31, 2017.

xix) Listing on Stock Exchanges and the Stock Code allotted:

The Equity Shares of the Company are listed on the Metropolitan Stock Exchange of India Ltd

The Stock Symbol is TARINIENT

Demat ISIN Numbers in NSDL and CDSL INE999P01013

The listing fee for the financial year 2017-18 has been paid to MSEI. The Company has also paid annual custodian fee for the year 2016-17 to NSDL & CDSL..

xx) Compliances by the Company

The Company is in compliance with the various requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to the capital market.

For and on Behalf of the Board
For **Tarini Enterprises Limited**

Date: 30.05.2017

Place: Delhi

Abhay Chand Bardia

Director

DIN: 00009217

Ravi Prakash Bardia

Director

DIN: 00009231

CEO/CFO Certification

We, Abhay Chand Bardia, Managing Director and Rajeev Yadav, Chief Financial Officer of Tarini Enterprises Limited, certify to the Board in terms of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that we have reviewed the financial statement and cash flow statement of the Company for the financial year ended 31st March, 2017.

- (a) To the best of our knowledge and belief, we certify that:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) To the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they 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 to the auditors and the Audit committee
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For and on Behalf of the Board
For **Tarini Enterprises Limited**

Abhay Chand Bardia

Director

DIN: 00009217

Rajeev Yadav

CFO

PAN ACQPY2804C

Date: 30.05.2017

Place: Delhi

CORPORATE GOVERNANCE

To

The Members of
Tarini Enterprises Limited

We have examined the compliance of conditions of Corporate Governance by Tarini Enterprises Limited (hereinafter referred as "the Company") for the year ended March 31, 2017, as stipulated in chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of 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, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

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 Andros & Co.

**Chartered Accountants
FRN 008976N**

Sd/-

CA Brij Bhushan Garg

Partner

M. No. 084865

Date: 30.05.2017

Place: New Delhi

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017

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:			
1	CIN		L51101DL2006PLC148967
2	Registration Date		20/05/2006
3	Name of the Company		TARINI ENTERPRISES LIMITED
4	Category/Sub-category of the Company		COMPANY LIMITED BY SHARES
			INDIAN-NON GOVERNMENT COMPANY
5	Address of the Registered office & contact details		3/14 A 1ST FLOOR VIJAY NAGAR, DOUBLE STOREY, DELHI-110009 EMAIL ID: info@tarinienterprises.in PH.NO. +91 11 32601237
6	Whether listed company		YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.		SKYLINE FINANCIAL SERVICES PVT LTD ADDRESS: D- 153A, Okhla Industrial Area,Phase - I, New Delhi - 110 020 Ph:- 26812682,83; Fax:- 011-30857562

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)			
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	SALE OF SECURITIES	64990	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1		NIL			

IV. SHARE HOLDING PATTERN	
(Equity share capital breakup as percentage of total equity)	
(i) Category-wise Share Holding	

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	5,64,735	10,09,200	15,73,935	46.66%	6,05,985	9,67,950	15,73,935	46.66%	0.00%
b) Central Govt				0.00%			-	0.00%	0.00%
c) State Govt(s)				0.00%			-	0.00%	0.00%
d) Bodies Corp.				0.00%			-	0.00%	0.00%
e) Banks / FI				0.00%			-	0.00%	0.00%
f) Any other				0.00%			-	0.00%	0.00%
Sub Total (A) (1)	5,64,735	10,09,200	15,73,935	46.66%	6,05,985	9,67,950	15,73,935	46.66%	0.00%
(2) Foreign									
a) NRI Individuals	-			0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-		0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-		0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-		0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-		0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	5,64,735	10,09,200	15,73,935	46.66%	6,05,985	9,67,950	15,73,935	46.66%	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds				0.00%			-	0.00%	0.00%
b) Banks / FI				0.00%			-	0.00%	0.00%
c) Central Govt				0.00%			-	0.00%	0.00%
d) State Govt(s)				0.00%			-	0.00%	0.00%
e) Venture Capital Funds				0.00%			-	0.00%	0.00%
f) Insurance Companies				0.00%			-	0.00%	0.00%

g) Flls				0.00%			-	0.00%	0.00%
h) Foreign Venture Capital Funds				0.00%			-	0.00%	0.00%
i) Others (specify)				0.00%			-	0.00%	0.00%
Sub-total (B)(1):-	-	-		0.00%		-	-	0.00%	0.00%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	61574	-	61,574	1.83%	2,33,671	0	2,33,671	6.93%	5.10%
ii) Overseas				0.00%			-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	84407	111880	1,96,287	5.82%	70955	111880	1,82,835	5.42%	-0.40%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1011269	399700	14,10,969	41.83%	921269	399700	13,20,969	39.16%	-2.67%
c) Others (HUF)	1,28,210	-	1,28,210	3.80%	61565	-	61,565	1.83%	-1.97%
Non Resident Indians				0.00%			-	0.00%	0.00%
Overseas Corporate Bodies				0.00%			-	0.00%	0.00%
Foreign Nationals				0.00%			-	0.00%	0.00%
Clearing Members	2,000	-	2,000	0.07%	-	-	-	0.00%	-0.07%
Trusts				0.00%			-	0.00%	0.00%
Foreign Bodies - D R				0.00%			-	0.00%	0.00%
Sub-total (B)(2):-	12,87,460	5,11,580	17,99,040	53.34%	12,87,460	5,11,580	17,99,040	53.34%	0.00%
Total Public (B)	12,87,460	5,11,580	17,99,040	53.34%	12,87,460	5,11,580	17,99,040	53.34%	0.00%
C. Shares held by Custodian for GDRs & ADRs				0.00%				0.00%	0.00%
Grand Total (A+B+C)	18,52,195	15,20,780		100.00%				100.00%	0.00%

33,72,975 18,93,445 14,79,530 33,72,975

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year		% change in shareholding during the year
		No. of shares	% of total shares	No. of Shares	% of total Shares of the company	
1	TEJ KARAN BOTHRA	3000	0.09%	3000	0.09%	0.00%
2	PRAKASH JAIN HUF	3750	0.11%	3750	0.11%	0.00%
3	DEEPAK JAIN HUF	3750	0.11%	3750	0.11%	0.00%
4	CHAND MAL JAIN	11250	0.33%	11250	0.33%	0.00%
5	NIDHI JAIN	7500	0.22%	7500	0.22%	0.00%
6	HARI MOHAN SHARMA	7500	0.22%	7500	0.22%	0.00%
7	KANIKA SHARMA	7500	0.22%	7500	0.22%	0.00%
8	KUMUD SHARMA	7500	0.22%	7500	0.22%	0.00%
9	NORAT MAL BARMecha	7500	0.22%	7500	0.22%	0.00%
10	BHAWARI DEVI BARMecha	22500	0.67%	22500	0.67%	0.00%
11	BABITA JAIN	3750	0.11%	3750	0.11%	0.00%
12	ANJU JAIN	3750	0.11%	3750	0.11%	0.00%
13	DEEPAK JAIN	7500	0.22%	7500	0.22%	0.00%
14	CHAND MAL SURANA HUF	11250	0.33%	11250	0.33%	0.00%
15	PRADEEP KUMAR GUPTA HUF	7500	0.22%	7500	0.22%	0.00%
16	GUNJAN GUPTA	12000	0.36%	12000	0.36%	0.00%
17	JUGRAJ BOTHRA	22500	0.67%	22500	0.67%	0.00%
18	BALBUL BOTHRA	22500	0.67%	22500	0.67%	0.00%
19	SWATI BOTHRA	22500	0.67%	22500	0.67%	0.00%
20	CASSY PATAWARI	22500	0.67%	22500	0.67%	0.00%
21	AVANTIKA BARDIA	25875	0.77%	25875	0.77%	0.00%
22	PRAKASH CHAND PATAWARI	34500	1.02%	34500	1.02%	0.00%
23	INDU PATAWARI	34500	1.02%	34500	1.02%	0.00%
24	RITIKA BARDIA	39600	1.17%	39600	1.17%	0.00%
25	RITESH KUMAR PATAWARI	40275	1.19%	40275	1.19%	0.00%
26	SHANTI BOTHRA	45000	1.33%	45000	1.33%	0.00%
27	RAJIV BOTHRA	45000	1.33%	45000	1.33%	0.00%
28	RUPESH BOTHRA	45000	1.33%	45000	1.33%	0.00%
29	TARUN GOEL	45150	1.34%	45150	1.34%	0.00%
30	SHANTI DEVI VARDIA	51000	1.51%	51000	1.51%	0.00%

31	SUKHLAL BARDIA		52200	1.55%	52200	1.55%	0.00%
32	ROHIT BARDIA		52500	1.56%	52500	1.56%	0.00%
33	NIRMALA DEVI BARDIA		56850	1.69%	56850	1.69%	0.00%
34	RAJ KUMAR BARDIA		60000	1.78%	60000	1.78%	0.00%
35	ASHISH NIGAM		63000	1.87%	63000	1.87%	0.00%
36	SAMPAT BARDIA		69600	2.06%	69600	2.06%	0.00%
37	RAVI PRAKASH BARDIA		85680	2.54%	85680	2.54%	0.00%
38	ABHISHEK BARDIA		90000	2.67%	90000	2.67%	0.00%
39	SARLA BARDIA		101010	2.99%	101010	2.99%	0.00%
40	RANJIT NIGAM		105000	3.11%	105000	3.11%	0.00%
41	ALKA NIGAM		105000	3.11%	105000	3.11%	0.00%
42	ABHAY CHAND BARDIA		109695	3.25%	109695	3.25%	0.00%

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year		NIL			0.00%
	Changes during the year			0.00%		0.00%
				0.00%		0.00%
				0.00%		0.00%
	At the end of the year			0.00%		0.00%

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	REASON	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares	No. of shares	% of total shares
	Name					
1	PANCHSHEEL SECURITIES PRIVATE LIMITED		-	0.00%	90,000	2.67%
2	ROHTASH KUMAR		90,000	2.67%	90,000	2.67%
3	MEGHNA HASIJA		90,000	2.67%	90,000	2.67%
4	PERMINDER KUMAR		90,000	2.67%	-	-2.67%

5	RAJIV HASIJA			80,000	2.37%	80,000	2.37%
6	DAMAN ARORA			60,000	1.78%	60,000	1.78%
7	RAVINDER KUMAR TANWAR			60,000	1.78%	60,000	1.78%
8	USHA RANI ARORA			60,000	1.78%	60,000	1.78%
9	SANJEEV CHOPRA HUF			60,000	1.78%	60,000	1.78%
10	SAROJ CHOPRA			60,000	1.78%	60,000	1.78%
11	HARBIR KHATRI			60,000	1.78%	60,000	1.78%

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares	No. of shares	% of total shares
1	ABHAY CHAND BARDIA					
	EXECUTIVE DIRECTOR					
	At the beginning of the year		1,09,695	3.25%		0.00%
	At the end of the year		1,09,695	3.25%	1,09,695	3.25%
2	RAVI PRAKASH BARDIA					
	NON EXECUTIVE DIRECTOR					
	At the beginning of the year		85,680	2.54%	-	0.00%
	At the end of the year		85,680	2.54%	85,680	2.54%
3	GIRJESH SURANA					
	INDEPENDENT DIRECTOR					
	At the beginning of the year		3,000	0.09%	-	0.00%
	At the end of the year		3,000	0.09%	3,000	0.09%
4	PADAM DUGGAR					
	INDEPENDENT DIRECTOR					
	At the beginning of the year		-	0.00%	-	0.00%
	At the end of the year		-	0.00%	-	0.00%

V. INDEBTEDNESS

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

(Amt. Rs./Lacs)

Particulars	Secured Loans excluding deposits		Unsecured Loans	Deposits	Total Indebtedness
Indebtedness 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					
* Addition			-	-	-
* 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)	-		-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (Rs/Lac)
		Name	Designation	
		Abhay Chand Bardia		
		Managing Director		
1	Gross salary	5,00,000.00		5.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			-
2	Stock Option			-
3	Sweat Equity			-
4	Commission			-
	- as % of profit			-

	- others, specify			-
5	Others, please specify			-
		Total (A)	5,00,000.00	-
				5.00
		Ceiling as per the Act		

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount
					(Rs/Lac)
1	Independent Directors				
	Fee for attending board committee meetings				-
	Commission				-
	Others, please specify				-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors				-
	Fee for attending board committee meetings				-
	Commission				-
	Others, please specify				-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration				
	Overall Ceiling as per the Act				

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
		Name	Designation		(Rs/Lac)
		Rajeev Yadav	CEO	CFO	
				CS	
1	Gross salary			Rs. 240000/- p.a.	2.4
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				-
2	Stock				-

	Option				
3	Sweat Equity				-
4	Commission				
	- as % of profit				-
	- others, specify				-
5	Others, please specify				-
	Total	-	Rs. 240000/-	-	2.40

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		NIL	-	-	
Compounding			-	-	
B. DIRECTORS					
Penalty		-	-	-	
Punishment		-	-	-	-
Compounding		-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty		-	-	-	-
Punishment		-	-	-	-
Compounding		-	-	-	-

Independent Auditor's Report**To the Members of****TARINI ENTERPRISES LIMITED**3/14A, 1st Floor, Vijay Nagar Double Storey,
New Delhi - 110009**Report on the Financial Statements**

We have audited the accompanying financial statements of Tarini Enterprises Limited ("the Company") which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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 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.

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 thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the 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 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 Company has in place an adequate internal financial controls system over financial reporting 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 Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its Profit and its 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"), as amended, 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.
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 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, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position except as disclosed under clause 18.10 (Significant accounting policies and Notes to Accounts: Contingent Liabilities).
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For and on behalf of

ANDROS & Co

Chartered Accountants

FRN : 008976N

BRIJ BHUSHAN GARG

Partner

Mem. NO. : 084865

Place: Delhi

Date: 30.05.2017

"Annexure A" to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2017:

- 1) (a) The fixed assets Consist of land and building at A-093 at Jaypee Greens Sports City, Gautam Budh Nagar.
(b) The Above Land has been allotted by the builder, Jayprakash Associates Limited which is not registered in the name of the company till the date of Balance Sheet.
- 2) (a) The Company has Inventory in hand during the year concerned of Rs. 190863026.90 properly maintained in books of accounts and reported.
- 3) The Company has not granted loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.

- a) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the Company has not taken any loan from the banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration of Rs. 750000/- has been paid.
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

- 16) The company has been registered under section 45 IA of the Reserve Bank of India Act, 1934 as NBFC.

For and on behalf of
ANDROS & Co
Chartered Accountants
FRN : 008976N

BRIJ BHUSHAN GARG
Partner
Mem. NO. : 084865
Place: Delhi
Date: 30.05.2017

TARINI ENTERPRISES LIMITED
3/14A, VIJAY NAGAR, DOUBLE STOREY, DELHI -110009
BALANCE SHEET AS AT 31.03.2017
CIN: L51101DL2006PLC148967

Particulars		Note No.	Figures as at the end of 31.03.2017	Figures as at the end of 31.03.2016
I.	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	1	37,729,750.00	37,729,750.00
	(b) Reserves and surplus	2	441,315,923.69	440,684,786.77
	(c) Money received against share warrants		0.00	0.00
2	Non-current liabilities			
	(a) Long-term borrowings		0.00	0.00
	(b) Deferred tax liabilities (Net)			0.00
	(c) Other Long term liabilities		0.00	0.00
	(d) Long-term provisions		0.00	0.00
3	Current liabilities			
	(a) Short-term borrowings		0.00	0.00
	(b) Trade payables		0.00	0.00
	(c) Other current liabilities	3	434,000.00	12,616,211.00
	(d) Short-term provisions	4	2,745,305.28	1,981,619.38
	TOTAL		482,224,978.97	493,012,367.15
II.	ASSETS			
	Non-current assets			
1	(a) Fixed assets			
	(i) Tangible assets	5	6,926,000.00	6,926,000.00
	(ii) Intangible assets		0.00	0.00
	(iii) Capital work-in-progress		0.00	0.00
	(iv) Intangible assets under development		0.00	0.00
	(b) Non-current investments	6	5,163,960.00	5,163,960.00

M/S TARINI ENTERPRISES LIMITED
3/14A, VIJAY NAGAR, DOUBLE STOREY, DELHI-110009
PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31.03.2017

Particulars		Refer Note No.	Figures for the year ending 31.03.2017	Figures for the year ending 31.03.2016
I.	Revenue from operations	11	164,440,000.00	34,255,000.00
II.	Other income	12	10,624,313.00	11,483,039.00
III.	Total Revenue (I + II)		175,064,313.00	45,738,039.00
IV.	Expenses:			
	Purchase		193,271,500.00	26,270,803.00
	Change in Inventory		-23,071,197.75	14,475,355.00
	Employee benefits expense	13	1,937,500.00	1,876,000.00
	Finance costs		0.00	0.00
	Provision for Standard & Sub Standard Assets		759,405.90	16,605.00
	Depreciation and amortization expense		0.00	0.00
	Other expenses	14	1,253,737.93	2,215,837.00
	Total expenses		174,150,946.08	44,854,600.00
V.	Profit before exceptional and extraordinary items and tax (III-IV)		913,366.92	883,439.00
VI.	Exceptional items		0.00	0.00
VII.	Profit before extraordinary items and tax (V - VI)		913,366.92	883,439.00
VIII.	Extraordinary Items		0.00	0.00
IX.	Profit before tax (VII - VIII)		913,366.92	883,439.00

X	Tax expense:			
	(1) Current tax		282,230.00	277,950.00
	(2) Deferred tax			
XI	Profit (Loss) for the period from continuing operations (IX - X) after tax profit		631,136.92	605,489.00
less:	profit transferred to reserve fund u/s 45IC		126,227.38	121,098.00
XII	profit carried to balance sheet		504,909.54	484,391.00
XIII	Earnings per equity share:			
	(1) Basic		0.64	0.62
	(2) Diluted		0.64	0.00

As per separate report of even date annexed

For and on behalf of the Board of directors of
Tarini Enterprises Limited

For Andros & Co.
Chartered Accountants
Firm Reg. No. 008976N

Abhay Chand Bardia Ravi Prakash Bardia
Director
DIN: 00009217 DIN: 00009231

CA Brij Bhushan Garg
(Partner)
Memb. No. 084865

New Delhi, the 30th day of May 2017

TARINI ENTERPRISES LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2017

	2017	2016
Cash flows from operating activities		
Profit before taxation	9,13,366.92	8,83,439.00
Adjustments for:		
add: Provisions for Standard & Sub Standard Assets	7,59,405.90	16,605.00
add: Preliminary Expenses W/off	-	61,250.00
Profit / (Loss) before working capital changes:	16,72,772.82	9,61,294.00
Increase/Decrease in current Liabilities	(1,21,77,931.00)	1,22,24,913.00
Decrease in Non-Current Assets		
Increase/Decrease in investments	--	--
Increase/Decrease in Current Assets Other than Cash & Bank	6,55,68,593.25	(1,24,11,465.00)
	5,50,63,435.07	7,74,742.00
Income taxes paid	2,82,230.00	2,77,950.00
Net cash from operating activities	5,47,81,205.07	4,96,792.00
Cash flows from investing activities		
Fixed Assets (increase)		
Net cash used in investing activities	-	-
Cash flows from financing activities		
Proceeds from issue of share capital	--	--
Payment of Share Application Money	--	--
Net cash used in financing activities	-	--
Net increase in cash and cash equivalents	5,47,81,205.07	4,96,792.00
Cash and cash equivalents at beginning of period	34,60,015.00	29,63,223.00
Cash and cash equivalents at end of period	5,82,41,220.07	34,60,015.00

As per separate report of even date annexed

**For and on behalf of the Board of directors of
Tarini Enterprises Limitec**

For Andros & Co.

Chartered Accountants

Firm Reg. No. 0008976N

Abhay Chand Bardia

Director

DIN: 00009217

Ravi Prakash Bardia

Director

DIN: 00009231

CA Brij Bhushan Garg

(Partner)

Memb. No. 084865

New Delhi, the 30th day of May 2017

NOTES TO ACCOUNTS**SHARE CAPITAL****Note 1**

<u>Share Capital</u>	As at 31 March 2017		As at 31 March 2016	
	Number	Amount	Number	Amount
<u>Authorised</u>				
Equity Shares of Rs 10 each	5,100,000.00	51,000,000.00	5,100,000.00	51,000,000.00
<u>Issued, Subscribed & Paid up</u>				
Equity Shares of Rs 10 each fully paid	3,372,975.00	33,729,750.00	3,372,975.00	33,729,750.00
Preference Share Capital	400,000.00	4,000,000.00	400,000.00	4,000,000.00
Total	3,372,975.00	37,729,750.00	3,372,975.00	37,729,750.00

Reconciliation of the Shares Outstanding at the beginning and at the end of the reporting period
Equity Shares.

	As at 31 March 2017		As at 31 March 2016	
	Number	Amount	Number	Amount
At the beginning of the Period	3,772,975.00	37,729,750.00	3,772,975.00	37,729,750.00
Issued during the period		0.00		0.00
Bought Back During the Period				
		37,729,750.00		37,729,750.00

Terms/ Rights Attached to Equity Shares

The Company has only one class of Equity shares having a par value of Rs. 10 Per Shares.

Each holder of Equity shares is entitled to one Vote per share

In the event of Liquidation of Company, the holder of Equity Shares will be Entitled to Receive remaining assets of the company, after Distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the Shareholders.

RESERVES AND SURPLUS

Note 2

<u>Reserves & Surplus</u>	As at 31 March 2017	As at 31 March 2016
	-	-
a. Share Premium Account	422,760,250.00	422,760,250.00
b. Capital Reserve	17,220,000.00	17,220,000.00
c. Reserve U/s 451C		
Last Year Balance	440,621.77	
Profit transferred u/s 451C	126,227.38	566,849.15
		440,621.77
d. Surplus		
Opening balance	263,915.00	-220,475.00
(+) Net Profit/(Net Loss) For the current year	504,909.54	484,390.00
(-) Fixed Assets W/o	0.00	0.00
Closing Balance	768,824.54	263,915.00
Total	441,315,923.69	440,684,786.77

Note3

<u>Other Current Liabilities</u>	As at 31 March 2017	As at 31 March 2016
Other payables		
Auditor's Remuneration payable	44,000.00	22,000.00
Professional Fee Payable	180,000.00	0.00
TDS Payable	75,000.00	0.00
Salary payable account	135,000.00	90,000.00
Best Bill Stock Trading	0.00	4,211.00
Madonis Vyapar Pvt. Ltd.	0.00	2,500,000.00
Mehak Enterprises Pvt. Ltd.	0.00	10,000,000.00

Total	434,000.00	12,616,211.00
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Note 4

Short Term Provisions		
Provision for Income Tax	282,230.00	277,950.00
Provision for Standard Assets and Sub Standard Assets	2,463,075.28	1,703,669.38
Total	2,745,305.28	1,981,619.38

OTHER NON-CURRENT INVESTMENTS

Note 5

OTHER NON-CURRENT ASSETS	As at 31 March 2017		As at 31 March 2016	
	-	-	-	-
Investments		5,163,960.00		5,163,960.00
Total		5,163,960.00		5,163,960.00

INVENTORIES

Note 6

Inventories	As at 31 March 2017		As at 31 March 2016	
	-	-	-	-
Closing Stock		190,863,026.90		167,791,829.15
Total		190,863,026.90		167,791,829.15

Trade Receivables

Note 7

Trade Receivables	As at 31 March 2017		As at 31 March 2016	
	-	-	-	-
Sundry Debtors		-		-
other than related parties		182,817.00		9,356,817.00
total		182,817.00		9,356,817.00

CASH AND CASH EQUIVALENTS

Note 8

Cash and cash equivalents	As at 31 March 2017	As at 31 March 2016
a. Balances with banks	58,142,174.44	2,997,112.00
c. Cash on hand	99,045.63	462,903.00
	58,241,220.07	3,460,015.00

LOAN AND ADVANCES

Note 9

Loans and advances	As at 31 March 2017		As at 31 March 2016	
	-	-	-	-
loans				
(as per list attached)		219,649,439.00		298,928,612.00
total		219,649,439.00		298,928,612.00

OTHER CURRENT ASSETS

Note 10

Other current assets	As at 31 March 2017		As at 31 March 2016	
		Amount		Amount
TDS (2009-2010)		54,346.00		54,346.00

TDS (2010-2011)		113,135.00		113,135.00	
TDS (2011-2012)		318,069.00		318,069.00	
TDS (2015-2016)		0.00		899,584.00	
TDS (2016-2017)		712,966.00	1,198,516.00	0.00	1,385,134.00
			1,198,516.00		1,385,134.00

REVENUE FROM OPERATIONS

Note 11

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
		-
Sale	164,440,000.00	34,255,000.00
Total	164,440,000.00	34,255,000.00

OTHER INCOMES

Note 12

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
		-
Interest Income	10,624,313.00	11,482,509.00
Dividend Income	0.00	530.00
Total	10,624,313.00	11,483,039.00

Employee Benefits Expense

Note 13

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
		-

Salaries and incentives	1,187,500.00	1,126,000.00
Director's Remuneration	500,000.00	750,000.00
Total	1,687,500.00	1,876,000.00

OTHER EXPENSES

Note 14

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
	-	-
Accounting Charges	180,000.00	180,000.00
Advertising Exp.	26,683.00	44,754.00
Auditor's Remuneration	22,000.00	22,000.00
Bank Charges	1,965.93	4,738.00
Balance W/off	5,694.00	413,325.00
Business Promotion	135,560.00	124,500.00
Commission Paid	0.00	555,555.00
Conveyance expenses	104,510.00	51,163.00
Deffered Revenue Expenditure	0.00	61,250.00
Fee & Subscription	86,669.00	0.00
Filling Fee	10,200.00	45,964.00
Listing Fee	0.00	65,445.00
Legal Expenses	60,000.00	0.00
Office expeses	81,260.00	94,150.00
Office Maintenance	60,000.00	0.00
Postal Expenses	26,631.00	19,960.00
Printing & stationery	35,013.00	62,990.00
Professional Fees	36,110.00	121,000.00
Refreshments Paid at Office	110,772.00	78,220.00
Rent	180,000.00	240,000.00
Software Renewal	63,000.00	0.00
Transaction Charges	0.00	823.00
Telephone Expenses	27,670.00	30,000.00
Total	1,253,737.93	2,215,837.00

NOTE NO. 5

Fixed Assets	Gross Carrying Amount					Accumulated Depreciation					Net Carrying Amount	
	Balance as at 1 April 2016	Additions/ (Disposals)	Acquired through business combinations	Revaluations/ (Impairments)	Balance as at 31 March 2017	Balance as at 1 April 2016	Depreciation charged for the year	Adjustment due to revaluations	On disposals	Balance as at 31 March 2017	Balance as at 1 April 2016	Balance as at 31 March 2017
LAND	6926000	0	0	0	6926000	0	0	0	0	0	6926000	6926000
	6926000	0	0	0	6926000	0	0	0	0	0	6926000	6926000

TARINI ENTERPRISES LIMITED

Particulars	For the year Ended 31.03.2017	For the year Ended 31.03.2016
<u>Trade Receivables</u>		
<u>Other than Related Party</u>		
Panific Industries Ltd.	-	91,74,000.00
Religare Securities Ltd.	1,82,817.00	1,82,817.00
Total	1,82,817.00	93,56,817.00
<u>LOAN & ADVANCES</u>		
<u>Other Than Related Party</u>		
<u>Loan</u>		
Anil Singal	-	20,50,054.00
Anil Kumar Gupta	-	15,00,000.00
Arun Kumar	47,00,000.00	47,50,054.00
Arun Kumar Arora	5,82,460.00	10,74,960.00
Aurum International	-	27,83,561.00
Ashok Raj Nath	30,00,000.00	-
Azure Swtichgear Pvt. Ltd.	64,80,000.00	60,00,000.00
Chitrajan Baid	58,21,250.00	53,71,250.00
Creative Impex	-	15,95,500.00
DBM Marketing (India) P Ltd.	21,38,474.00	-
DPR Moulds & Machineries Pvt. Ltd.	50,00,000.00	50,00,000.00
Durofio Tianyan Polymers Pvt. Ltd.	21,72,555.00	20,09,764.00
Entity Trade Links Pvt. Ltd.	-	17,82,150.00
Geetanjali Ghosh	25,00,000.00	25,29,590.00
Jagriti Plastics Ltd.	2,16,20,000.00	2,08,40,983.00
Jai Shree Stationers P. Ltd.	59,00,104.00	-
Jewel International Pvt. Ltd.	-	9,44,453.00
Kamdhenu Laminators Pvt. Ltd.	1,30,13,192.00	-
Kanta Devi	44,05,000.00	45,96,165.00
Kushal Pipes	-	11,04,898.00
Mahalakshmi Thread Industries	7,75,600.00	7,75,600.00
Manohar Filaments Pvt. Ltd.	78,05,410.00	80,40,368.00
Nortan Kandoi	35,97,000.00	35,97,000.00
Oswal Tower LLP	-	30,47,047.00
Premasukh Das Shashi Kant	65,377.00	65,377.00

Purple Wave Infocom Pvt. Ltd.	12,22,750.00	11,41,750.00
Rajiv Hasiya	1,21,04,900.00	1,99,24,424.00
Rajya Rekha Trade Pvt. Ltd.	29,774.00	4,86,110.00
Ramprastha infracon Pvt. Ltd.	54,05,000.00	50,00,000.00
Rampur Plastic	6,00,000.00	6,64,800.00
Ritesh Dhawan	-	6,13,333.00
Sahil Aggarwal	1,02,69,725.00	1,02,69,725.00
Sai International	1,09,26,246.00	1,00,23,671.00
Sanjay Kumar Surekha	2,93,986.00	7,19,986.00
Santosh Chawla	16,27,257.00	-
Satvick Moulds and Engg. Pvt. Ltd.	5,81,000.00	5,40,500.00
Saurabh Goel	21,09,973.00	-
Shree Om Sai Packing	10,01,480.00	10,01,480.00
Somnath Aggarwal	9,80,993.00	79,19,993.00
Sudha Sharma	26,68,904.00	-
Spack Coaters Limited	-	67,500.00
Today's Dairy India P. Ltd.	1,82,73,504.00	1,68,91,566.00
Zeal Buildwell Pvt. Limited	70,89,192.00	-
Total - A	16,47,61,106.00	15,47,23,612.00

Advances

AM Multipackaging P. Ltd.	10,00,000.00	-
Anil Kumar Gupta	15,00,000.00	-
Ananya Garg	-	8,00,000.00
Ankur Relan	10,00,000.00	10,00,000.00
Appu Ghar Shares and Securities Pvt Ltd	10,00,000.00	10,00,000.00
Ashish Kumar Nigaria	25,00,000.00	-
Dipankur Khurana	-	12,00,000.00
Efficient industrial finance limited	-	1,50,00,000.00
Greenline Builders Ltd	1,50,00,000.00	1,50,00,000.00
Hemant Surana	5,00,000.00	-
Hindon Merchantile Ltd	-	25,00,000.00
Honey Portfolio Pvt Limited	35,00,000.00	35,00,000.00
Janta Paper Products	-	25,00,000.00
Jasnath Infrastructure Pvt Ltd	-	1,60,50,000.00
Karpo Real Estate Pvt Ltd	-	1,39,55,000.00
Madhulika Surana	-	10,00,000.00
Manisha Garg	18,00,000.00	18,00,000.00
Manish Kumar Nigaria	15,00,000.00	-

Manya Garg	7,00,000.00	7,00,000.00
Nitti Khurana	-	35,00,000.00
Pankaj Lakhani	11,00,000.00	11,00,000.00
Prosoft Trading Pvt. Ltd.	25,00,000.00	-
Ram Kanwar	35,00,000.00	35,00,000.00
Sahil Ahuja	14,00,000.00	25,00,000.00
Saimaa Consultants P. Ltd.	34,75,000.00	65,00,000.00
SMC Coir Pvt Ltd	6,00,000.00	6,00,000.00
Uparjan Trading Pvt Ltd	20,00,000.00	20,00,000.00
Total - B	4,45,75,000.00	9,57,05,000.00
<u>Advance Against Property</u>		
Indu Mittal	50,00,000.00	50,00,000.00
One Point Reality Pvt Ltd	-	65,00,000.00
Planet Infra Promoters Pvt Ltd	-	70,00,000.00
Zainab Investments Pvt Ltd	-	3,00,00,000.00
Total - C	50,00,000.00	4,85,00,000.00
<u>Sub Standard Assets</u>		
Dipankur Khurana	12,00,000.00	-
Nitti Khurana	35,00,000.00	-
Ritesh Dhawan	6,13,333.00	-
Total - D	53,13,333.00	-
Total Loan & Advances (A+B+C+D)	21,96,49,439.00	29,89,28,612.00

NOTES ON ACCOUNTS -- NOTE NO 16 :

1. (i) Basis of Accounting : The accounts of the company are prepared under the historical cost convention and in accordance with the mercantile system of accounting and materially comply with the mandatory accounting standards issued by the Institute of Chartered Accountants of India.

(ii) All revenue items have been accounted for an accrual basis.

(iii) No depreciation has been charged on Fixed assets as it consists of land and building .

2. The current assets, loans & advances are stated at the value, which in the opinion of Management is not less than the amount of realization of such assets, loans and advances in the ordinary course of the business. Provision for all known liabilities have been made.

3. No provision for gratuity has been made as there is no eligible for the same under the payment of Gratuity Act, 1972.

4. <u>Payments to Auditors</u> As Auditor	<u>31.03.2017</u> 22000.00	<u>31.03.2016</u> 22000.00
	-----	-----
	22000.00	22000.00
	=====	=====

5. The Stock of Shares held, as investments have been valued at cost or FMV whichever is lower. No Provisions has been made for diminution in the value of investment of unquoted shares.

6. **RELATED PARTY TRANSACTIONS**

The Management has identified the following Companies and individuals as related parties of the Company for the year ended 31st March, 2017 as required by AS 18 – “Related Party Disclosure” issued by the Institute of Chartered Accountants of India:

List of related parties (As certified by the management)

Relationships:

- a) Key Management Personnel of the Company

<u>Name</u>	<u>Designation</u>
ABHAY CHAND BARDIA	Director
RAVI PRAKASH BARDIA	Director

- b) Relatives of Key Management Personnel

<u>Name</u>	<u>Designation</u>
SAMPAT BARDIA	Director Relative
SARLA BARDIA	Director Relative

- c) Enterprises owned or significantly influenced by key management personnel or their relatives- NIL

A. Details of transactions in the ordinary course of Business:

(Rs.in Lacs)

Transactions	Key Management Personnel	Relatives of Key Management Personnel	Enterprises owned or significantly influenced by key management personnel or their relatives	Total
i) Income				
Contract Revenue	---	---	---	---
Hire Charges	---	---	---	---
Dividend	---	---	---	---
Interest Income	---	---	---	---
ii) Expenses				
Interest paid	---	---	---	---
Reimbursement of Expenses	---	---	---	---
Salary Paid	5.00	---	---	5.00
Rent paid	---	1.80	---	1.80
iii) Loan taken during the year				
Loan taken	---	---	---	---
iv) Loan repaid during the year				
Loan repaid	---	---	---	---
v) Shares Application Money given	---	---	---	---

vi) Outstanding at the year end				
Unsecured Loan Payable	---	---	---	---
Sundry Debtors	---	---	---	---
Advances taken	---	---	---	---
Loans & Advances	---	---	---	---
Share Application Money Given	---	---	---	---

7. Disclosure on Specified Bank Notes (SBNs)

The details of Specified Bank Notes or other denomination notes as defined in the MCA notification G.S.R. 308

(E) dated March 30, 2017, held by the Company and transacted during the period from 8 November 2016 to 30 December 2016 is given below:

(in INR Rs)

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as at November 8, 2016	900000	693609	1593609
Add: Permitted receipts	0	0	0
Add: Withdrawals	0	80000	80000
Less: Permitted payments	0	248526	248526
Less: Amount deposited in banks	900000	0	900000
Closing cash in hand as at December 30, 2016	0	525083	525083

As per separate report of even date annexed

**For and on behalf of the Board of directors of
Tarini Enterprises Limited**

For Andros & Co.
Chartered Accountants
Firm Reg. No. 008976N

Abhay Chand Bardia
Director
DIN: 00009217

Ravi Prakash Bardia
Director
DIN: 00009231

CA Brij Bhushan Garg
(Partner)
Memb. No. 084865

New Delhi, the 30th day of May 2017

**TARINI ENTERPRISES LIMITED
(CIN:L51101DL2006PLC148967)**

Regd.Off: 3/14 A 1st Floor Vijay Nagar, Double Storey, Delhi-110009

Phone No.: 011-32601237 Mobile: 9811024165

E mail: info@tarinenterprises.in website: www.tarinenterprises.in

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(69) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : _____

Registered Address : _____

E-mail Id : _____

Folio No./Client Id* : _____

I, being the member of _____ shares of the above named Company, hereby appoint :

1. Name: _____ Address: _____

E-mail Id : _____ Signature : _____

as my/our proxy to attend and vote (on poll) for me and on my behalf at the 11th Annual General Meeting of the Company to be held on 30th September 2017 at 12:30 P.M. at Registered Office of the company at 3/14 A 1st Floor Vijay Nagar, Double Storey, Delhi-110009 and/or at any adjournment thereof in respect of such resolution as are indicated below :

I wish my above proxy to vote in the manner as indicated in the box below:

Resolution No.	Description	For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2017		
2.	To re-appoint Mr. Ravi Prakash Bardia, director of the Company who retires by rotation.		
3.	Appointment of M/s. V.P. Gupta & Co., Chartered Accountants as Statutory Auditors & fixing their remuneration		

Signed this ____ day of ____, 2017

(Signature of the Shareholder)

(Signature of the Proxy holder (s))

Affix Re. 1/-
revenue stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a Member of the Company.
3. In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorized by it and an authenticated copy of such authorisation should be attached to the proxy form.
4. A person can act as proxy on behalf of such number 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. Further, 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 proxy for any other person or Member.
5. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

TARINI ENTERPRISES LIMITED

(CIN:L51101DL2006PLC148967)

Regd.Off: 3/14 A 1st Floor Vijay Nagar, Double Storey, Delhi-110009

Phone No.: 011-32601237 Mobile: 9811024165

E mail: info@tarinenterprises.in website: www.tarinenterprises.in

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Full Name Of The Member Attending_____

Member's Folio No/ Client ID: _____ and DP ID:

No. of shares held: _____

Name of Proxy _____

(To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the 11th Annual General Meeting of the Company, to be held on Saturday, the 30th September, 2017 at 12:30 P.M. at its registered office, 3/14A 1st Floor Vijay Nagar, Double Storey, Delhi-110009

.....

Member's / Proxy's Signature

