

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/ tarinenterprisespvtltd@gmail.com

Website: www.tarinenterprises.in

ANNUAL REPORT

2018-2019

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ANNUAL GENERAL MEETING: Monday, 30th September, 2019

Time: 4.00 P.M.

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

BOOK CLOSURE DATES

Tuesday, the 24th day of September, 2019 to Monday, 30th September, 2019 (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

Mrs. Bharti Jain

Director

CHIEF FINANCIAL OFFICER

Mr. Rajiv Yadav

AUDITORS

V.P. Gupta & Co.

Chartered Accountants

288, Ghalib Appartments, Parwana Road, Pitampura, Delhi-110034

Ph. No.: 011-27020321; 011-45521318; 9313675632

Email: info@vpguptaandco.com

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@tarinienterprises.in

CIN: L51101DL2006PLC148967

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 13th Annual General Meeting of the members of **Tarini Enterprises Limited** will be held on Monday, 30th September, 2019 at 4.00 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, 2019 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.

“RESOLVED THAT Mr. Ravi Prakash Bardia (DIN: [00009231](#)), director who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company.”

SPECIAL BUSINESS:

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

“RESOLVED THAT Mrs. Bharti Jain (DIN: 07196139), who was appointed as additional director on 01.11.2018 and who according to provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013, holds office upto the date of Annual General Meeting be and is hereby appointed as Director of the Company.

NOTES:

- I. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), setting out material facts concerning the business under Item Nos. 2 & 3 set out above and details under Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 1.2.5 of the Secretarial Standard on General Meetings, in respect of the Director seeking re-appointment at the Annual General Meeting (AGM) are annexed hereto
- I. 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.

- I I. The requirement to place the matter relating to appointment of auditors for ratification by members at every Annual General Meeting has been done away vide notification dated 7th May 2018, issued by Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting, held on September 30, 2017 till the conclusion of 16th Annual General Meeting to be held in 2022.
- IV. A route map giving directions to reach the venue of the 13th Annual General Meeting is given at the end of the Notice.
- V. 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.
- VI. Members/ Proxies should bring the enclosed Attendance Slip duly filled in, for attending the Annual General Meeting.
- VII. The Register of Members and Share Transfer Books will Remain closed from Tuesday, the 24th day of September, 2019 to Monday, 30th September, 2019 (both days inclusive).
- VIII. 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
- IX. 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.
- X. 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.
- XI. 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.
- XII. 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.
- XIII. 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.
- XIV. 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.

XV. 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).

XVI. 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.

XVII. Electronic copy of the notice of the 13th 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 13th 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.

XVIII. Members may also note that the Notice of the 13th Annual General Meeting and the Annual Report 2019 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.

XIX. 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.

XX. 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.

XXI. 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-110020.

XXII. 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, 2019.

XXIII. 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, 2019 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.

- XXIV. 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.
- XXV. 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.
- XXVI. 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.
- XXVII. 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.
- XXVIII. The Results declared along with 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.
- XXIX. 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: 03.09.2019

By order of the Board of Directors

Abhay Chand Bardia

Managing Director

DIN 00009217

A-20 2nd Floor, C C Colony

Rana Pratap Bagh, Malka Ganj

Delhi 110007

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT")

The following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 3 in the accompanying Notice.

Item No. 3

Mrs. Bharti Jain (DIN: 07196139) who was appointed as Additional Director of the Company on 01.11.2018 pursuant to the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, holds office upto the date of this Annual General Meeting of the company and is eligible for appointment as Director.

Mrs. Bharti Jain (DIN: 07196139) is not disqualified for being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given her consent to act as Director.

Hence the passing of the resolution at Item No. 3 is recommended by the Board as an Ordinary Resolution.

Place: Delhi

By order of the Board of Directors

Date: 03.09.2019

Abhay Chand Bardia

Managing Director

DIN 00009217

A-20 2nd Floor, C C Colony

Rana Pratap Bagh, Malka Ganj

Delhi 110007

Instructions for evoting

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to _____ <Please mention the e-mail ID of Scrutinizer> with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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 3 of the Notice)

Particulars	Bharti Jain	Ravi Prakash Bardia
Date of Birth	17.11.1985	11.09.1965
Date of Appointment	01.11.20118	20.05.2006
Qualifications	10th	Graduate
Expertise in specific functional areas	She has experience in Accounts	He has rich experience in Finance and Accounts
Directorship held in other public companies (excluding foreign companies and Section 8 companies)	1	0
Memberships/ Chairmanships of other committees of other public companies (include only Audit Committee and Stakeholders Relationship Committee)	0	0
Number of shares held in the Company	NIL	85680 shares
Relationship between directors/ Key Management Personnel and their relatives	NA	Brother of Director, Mr. Abhay Chand Bardia

ROUTE MAP TO THE VENUE OF 13TH ANNUAL GENERAL MEETING



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@tarinienterprises.in website: www.tarinienterprises.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 13th Annual General Meeting of the Company to be held on 30th September 2019 at 4.00 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, 2019		

2.	To re-appoint Mr. Ravi Prakash Bardia, director of the Company who retires by rotation.		
3.	To Regularise Mrs. Bharti Jain as Director of the company		

Signed this ____ day of ____, 2019

Affix Re. 1/-
revenue stamp

(Signature of the Shareholder)

(Signature of the Proxy holder (s))

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@tarinienterprises.in website: www.tarinienterprises.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 13th Annual General Meeting of the Company, to be held on Monday, the 30th September, 2019 at 4:00 P.M. at its registered office, 3/14A 1st Floor Vijay Nagar, Double Storey, Delhi-110009

.....

Member's / Proxy's Signature

DIRECTOR'S REPORT:

Dear Shareholders,

On behalf of the Board of Directors, it is my pleasure to present the 13th Annual Report of Tarini Enterprises Limited ("the Company") together with the Audited Statement of Accounts for the year ended March 31, 2019.

FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY:

Summary of the Financial results for the period ended March 31, 2019 are given as under:

Particulars	Amount (Rs. in lacs)	
	FY 2018-19	FY 2017-18
Revenue from Operation	409.57	487.45
Other Income	264.64	167.15
Total Revenue	674.21	654.60
Total Expenditure	618.40	630.09
Profit before tax	55.81	24.51
Current tax	14.70	6.71
Deferred Tax	0.00	0.00
Profit after tax	41.10	17.8

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, 2019.

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. 6,74,21,594 /- in the current year as compared to Rs. 6,54,60,314/- in the previous year. However, the company has gained the profit of Rs. 41,10,935.40/- in the current year as compared to profit of Rs. 17,80,194.08/- 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 2019 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 2018-19.

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, 2019 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:

At the AGM held on September 30, 2017 the Members approved the appointment of M/s V.P. Gupta & Co., Chartered Accountants (Firm Registration No. 000699N) as Statutory Auditors for a period of five years commencing from the AGM held on 30.09.2017 till the conclusion of the AGM to be held in 2022 subject to the ratification by the Members every year. They have confirmed that they are not disqualified from continuing as Auditors of the company.

AUDITORS' REPORT:

There were no qualification, reservation or adverse remark or disclaimer made by the auditor in his report for the financial year 2018-19.

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 2018-19.

(C) Foreign exchange earnings and Outgo:

There were 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 has been following change in the composition of the Board of Directors of the Company subsequent to the last Directors' Report:

- Mrs. Bharti Jain Appointed as Additional Director (Independent Director) as on 01.11.2018

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 his re-appointment. And Your director recommend regularization of Mrs. Bharti Jain as Director of the Company in the ensuing Annual General Meeting

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 (11) Board Meetings in the financial year 2018-19 i.e. on 10th April 2018, 30th May 2018, 15th July 2018, 14th August 2018, 20th August 2018, 25th September 2018, 08th October 2018, 01st November 2018, 25th December, 2018, 14th February, 2019 and 31st March 2019

Name of Director	Meetings attended
Abhay Chand Bardia	11
Ravi Prakash Bardia	11
Padam Duggar	11
Girijesh Surana	11
Bharti Jain	4

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 an arm's length basis and were in the ordinary course of business. Therefore, the provisions of Section 188 (1) of the Companies Act, 2013 were not attracted.

However, disclosure in Form AOC-2 is attached with the report.

Form AOC-2

Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts / arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
Abhay Chand Bardia (Director)	Director's Remuneration	Not Specified	Rs. 5,00,000/-	--	--

SECRETARIAL AUDIT REPORT:

As required by Section 204 of the Act, 2013, the Secretarial Audit Report for the year 2018-19, 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.

RISK MANAGEMENT POLICY:

The Company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time. Risk mitigation process and measures have been also formulated and clearly spelled out in the said policy.

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 in place adequate internal financial controls, with reference to financial statements. It has established the management system and policy and integrated framework for managing risk and internal controls. The internal financial controls have been documented and embedded in the business processes. Such controls have been assessed during the year under view and were operating effectively.

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:

Pursuant to Section 134(3)(c) of the Companies Act, 2013 with respect to Directors Responsibility Statement, it is hereby confirmed that—

- i. in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed;
- ii. 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;

- iii. 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;
- iv. the directors had prepared the annual accounts on a going concern basis; and
- v. 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:

The Company has adopted a Whistle Blower Policy, to provide a formal vigil mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairperson of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

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.

SAFE & CONDUCTIVE WORKPLACE

The Company is committed to provide a safe and conducive work environment to its employees. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

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 2018-19 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

A-20 2nd Floor, C C Colony

Rana Pratap Bagh, Malka Ganj

Delhi 110007

Ravi Prakash Bardia

Director

DIN 00009231

20-B, Old Gupta Colony,

Near Kalyan Vihar, Bus Stand

Delhi-110009

Place: Delhi

Date: 03.09.2019

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, 2019.

Place: Delhi

By order of the Board of Directors

Date: 03.09.2019

Abhay Chand Bardia

Managing Director

DIN 00009217

A-20 2nd Floor, C C Colony
Rana Pratap Bagh, Malka Ganj

Delhi 110007

23.

ANNEXURE-1 TO DIRECTORS REPORT

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31 MARCH 2019

[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 2019 ('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 2019 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.

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 : 03.09.2018

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 : 03.09.2019

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 Five (5) directors on 31st March, 2019, out of which two (3) are independent. Mr. Abhay Chand Bardia is the Managing Director of the Company. The Constitution of the Board as on 31st March 2019 was as follows:

Name	Designation	Category	No. of positions held in other Public Companies		
			Board	Committee	
				Membership	Chairmanship
Mr. Abhay Chand Bardia	Managing Director	Promoter (Executive)	3	Nil	Nil
Mr. Ravi Prakash Bardia	Director	Promoter (Non-Executive)	Nil	Nil	Nil
Mr. Padam Duggar	Director	Independent (Non-Executive)	2	2	1
Mr. Girijesh Surana	Director	Independent (Non-Executive)	Nil	Nil	Nil
Mrs. Bharti Jain	Additional Director	Independent (Non-Executive)	1	Nil	Nil

Directors' Attendance Record

The Company has conducted Eleven (11) Board Meetings in the financial year 2018-19 i.e. on 10th April 2018, 30th May 2018, 15th July 2018, 14th August, 2018, 20th August 2018, 25th September 2018, 08th October 2018, 01st November 2018, 25th December 2018, 14th February, 2019 and 31st March 2019. 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 2018-19 are as under:

Name of the Director	No. of Board Meeting	Attendance at the Board Meeting	Whether attended Last AGM
Mr. Abhay Chand Bardia	11	11	Yes
Mr. Ravi Prakash Bardia	11	11	Yes
Mr. Padam Duggar	11	11	Yes
Mr. Girijesh Surana	11	11	Yes
Mrs. Bharti Jain	4	4	No

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 30th January 2019, 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 post audit 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 two times during the year on the same dates as Board meetings. The composition of Nomination & Remuneration 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)	2	2
Mr. Padam Duggar	Member	(Non Executive Independent)	2	2
Mr. Ravi Prakash Bardia	Member	(Promoter & Non Executive)	2	2

(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, 2019

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 one time 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	1	1
Mr. Padam Duggar	(Non Executive Independent)	Member	1	1
Mr. Abhay Chand Bardia	(Promoter & Executive)	Member	1	1

(iv) There were no investor's complaints pending as on 31st March, 2019.

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
2018	18.09.2018	3/14A 1 st Floor Vijay Nagar, Double Storey, Delhi-110009	10.30 A.M.	3
2017	30.09.2017	3/14A 1 st Floor Vijay Nagar, Double Storey, Delhi-110009	12.30 P.M	0
2016	30.09.2016	3/14A 1 st Floor Vijay Nagar, Double Storey, Delhi-110009	12.30 P.M	1

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
Monday, September 30, 2019	4.00 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, 2019	14 th August, 2019 (Actual)
Financial Reporting for the second quarter ending 30 th September, 2019	By 14 th November 2019
Financial Reporting for the third quarter ending 31 st December, 2019	By 15 th February 2020
Financial Reporting for the fourth quarter ending 31 st March, 2020	By 30 th May 2020

iii. Dates of Book Closure 24th September, 2019 to
30th September, 2019
(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 2018-19 were as under: .

Month	High(Rs.)	Low(Rs.)
April, 2018	-	-
May, 2018	-	-
June 2018	-	-
July 2018	-	-
August 2018	-	-
September 2018	-	-
October 2018	-	-
November 2018	-	-

December 2018	-	-
January 2019	-	-
February 2019	-	-
March 2019	-	-

vii. **Distribution of Shareholding as on 31st March 2019**

Share holding of nominal value	Share-Holders		Share Amount		
	Rs.	Number	% to total	Rs.	% to total
(1)	(2)	(3)	(4)	(5)	
Up to 5000	405	75.56	66500	0.2	
5001-10000	4	0.75	27520	0.08	
10001-20000	9	1.68	113400	0.34	
20001-30000	9	1.68	245000	0.73	
30001-40000	1	0.19	37500	0.11	
40001-50000	6	1.12	292500	0.87	
50001-100000	23	4.29	1616400	4.79	
100001 and above	79	14.74	31330930	92.89	
Total	536	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, 2019, 69.63% 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:

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, 2019.

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 2018-19 has been paid to MSEI. The Company has also paid annual custodian fee for the year 2018-19 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:03.09.2019

Place: Delhi

Abhay Chand Bardia

Director

DIN: 00009217

Ravi Prakash Bardia

Director

DIN: 00009231

CEO/CFO Certification

We, Abhay Chand Bardia, Managing Director and Rajiv 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, 2019.

- (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.

Date: 03.09.2019

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, 2019, 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 V.P. Gupta & Co.

**Chartered Accountants
FRN 000699N**

Sd/-

V.P. Gupta

Partner

M. No. 080557

Date: 03.09.2019

Place: New Delhi

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2019

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		5/20/2006
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			
(A) 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-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters										
(1) Indian										
a) Individual/ HUF	850,885	625,300	1,476,185	43.77%	963385	512800	1476185	43.77%	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)	850,885	625,300	1,476,185	43.77%	963385	512800	1476185	43.77%	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)	850,885	625,300	1,476,185	43.77%	963385	512800	1476185	43.77%	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) FIs			-	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	233,671	-	233,671	6.93%	301691	-	301691	8.94%	2.01 %
ii) Overseas			-	0.00%			-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	53765	111870	165,635	4.91%	53805	111840	165,645	4.91%	0.01%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1032459	399710	1,432,169	42.46%	905469	399700	1305169	38.69%	-3.77%
c) Others (HUF)	65315	-	65,315	1.94%	124285	-	124285	3.68%	1.74%
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	-	-	-	0.00%	-	-	-	0.00%	0.00%
Trusts			-	0.00%			-	0.00%	0.00%
Foreign Bodies - D R			-	0.00%			-	0.00%	0.00%
Sub-total (B)(2):-	1,385,210	511,580	1,896,790	56.23%	1385240	511550	1896790	56.23%	0.00%

Total Public (B)	1,385,210	511,580	1,896,790	56.23%	1385240	511550	1896790	56.23%	0.00%
C. Shares held by Custodian for GDRs & ADRs				0.00%				0.00%	0.00%
Grand Total (A+B+C)	2,236,095	1,136,880	3,372,975	100.00%	1385240	511550	1896790	100%	0.00%

(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%
3	DEEPAK JAIN HUF	3750	0.11%	11250	0.33%	0.22%
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%
10	BHAWARI DEVI BARMECHA	22500	0.67%	22500	0.67%	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%
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		172000	5.10%	277000	8.21%	3.32%
35	ASHISH NIGAM		21000	0.62%	21000	0.62%	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%	0	0.00%	-3.11%
41	ALKA NIGAM		35000	1.04%	35000	1.04%	0.00%
42	ABHAY CHAND BARDIA		109695	3.25%	109695	3.25%	0.00%

(ii) 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
1	RANJIT NIGAM						
	At the beginning of the year			105000	3.11%		0.00%
	Changes during the year		Transfer	105000	3.11%		0.00%
	At the end of the year			0	0	0	0
2	RAJ KUMAR BARDIA						
	At the beginning of the year			172000	1.78%		0.00%
	Changes during the year		Transfer	105000	3.11%		0.00%
	At the end of the year			277000	4.89%	277000	4.89%

(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			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		REASON					
1	PANCHSHEEL SECURITIES PRIVATE LIMITED			90,000	2.67%	90,000	2.67%
2	KHATUSHYAM SHARES & SECURITIES PRIVATE LIMITED			60,000	1.78%	60,000	1.78%

3	MINIMUM SHARE & SECURITIES PRIVATE LIMITED			-	0	68,000	2.02%
4	ROHTASH KUMAR			90,000	2.67%	90,000	2.67%
5	MEGHNA HASIJA			90,000	2.67%	135,000	4.00%
6	RAJIV HASIJA			80,000	2.37%	120,000	3.56%
7	DAMAN ARORA			60,000	1.78%	60,000	1.78%
8	RAVINDER KUMAR TANWAR			60,000	1.78%	60,000	1.78%
9	USHA RANI ARORA			60,000	1.78%	60,000	1.78%
10	SANJEEV CHOPRA HUF			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		109,695	3.25%		0.00%
	At the end of the year		109,695	3.25%	109,695	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	GIRIJESH SURANA INDEPENDENT DIRECTOR					
	At the beginning of the year		-	0.00%	-	0.00%
	At the end of the year		-	0.00%	-	0.00%
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
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)	-		-	-	-

VII 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
	(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
		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 (Rs/Lac)	
		Name	CEO	CFO		CS
		Designation				
1	Gross salary					
	(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				-	

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

NIL

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF TARINI ENTERPRISES LIMITED. Report on the Financial Statements

Opinion

We have audited the accompanying financial statements of TARINI ENTERPRISES LIMITED ("the company"), which comprise the Balance Sheet as at 31 March 2019, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information. 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;

In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2019;

In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and

In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the

aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the **Annexure-A** a statement on the matters specified in the paragraph 3 and 4 of the order to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books (and proper returns adequate for the purposes of our audit have been received from the branches which is also audited by us)
 - c) the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.[and the returns received from the branches which are prepared by us]
 - 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 31 March, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2019, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**"; and
 - g) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations,if any, on its financial position in its financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - iii There has been no delay in transferring amounts,if required to be transferred, to the Investor Education and Protection Fund by the Company.

For V.P.GUPTA AND CO.
Chartered Accountants
FRN:0000699N

Place : NEW DELHI
Date : 30/05/2019

CA Ved Prakash Gupta
PARTNER
M. No.080557

ANNEXURE TO THE AUDITORS' REPORT

The Annexure referred to in our report to the members of TARINI ENTERPRISES LIMITED for the year ended 31st March, 2019.

On the basis of the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
(b) These fixed assets have been physically verified by the management at reasonable intervals there was no Material discrepancies were noticed on such verification.
(c) Total Assets of company includes Immovable property also and the title deeds of immovable properties are held in the name of the company.
2. Physical verification of inventory has been conducted at reasonable intervals by the management and there is no material discrepancies were noticed
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 Companies Act, 2013.
4. In respect of loans, investments, guarantees, and security all mandatory provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
5. The company has not accepted any deposits.
6. Maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
7. (a) The company is regular in depositing undisputed statutory dues including provident fund, Employee's state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.
(b) Dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have been deposited on time there is no dispute is pending on the part of company.
8. The company hasn't made any default in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.
9. The company doesn't raise any money by way of initial public offer or further public offer (including debt instruments)
10. Neither company has done any fraud nor by its officers or employees so nothing to be disclosed separately.
11. Managerial remuneration has been paid or provided in accordance with the requisite approvals, mandated by the provisions of section 197 read with Schedule V to the

Companies Act.

12. Company is not a Nidhi Company hence nothing to be disclosed for any provisions applicable on Nidhi Company.
13. All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards;
14. The company hasn't made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. The company hasn't entered into any non-cash transactions with directors or persons connected with him.
16. The company is registered under section 45-IA of the Reserve Bank of India Act, 1934 and applicable provisions are complied therewith.

For V.P.GUPTA AND CO.
Chartered Accountants
FRN:0000699N

Place : NEW DELHI
Date : 30/05/2019

CA Ved Prakash Gupta
PARTNER
M.NO.080557

ANNEXURE - B TO THE AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of **TARINI ENTERPRISES LIMITED**. ("The Company") as of 31 March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

*For V.P.GUPTA AND CO.
Chartered Accountants*

*Place : NEW DELHI
Date : 30/05/2019*

*Ved Prakash Gupta
PARTNER
M.No.080557*

TARINI ENTERPRISES LIMITED
3/14A, VIJAY NAGAR, DELHI, DELHI-110009
CIN : L51101DL2006PLC148967
BALANCE SHEET AS AT 31/03/2019

In ` Rs

Particulars	Note	31/03/2019	31/03/2018
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	1	3,77,29,750.00	3,77,29,750.00
Reserves and surplus	2	44,70,12,076.17	44,29,01,140.77
Money received against share warrants		-	-
		48,47,41,826.17	48,06,30,890.77
Share application money pending allotment		-	-
Non-current liabilities			
Long-term borrowings		-	-
Deferred tax liabilities (Net)		-	-
Other Long term liabilities		-	-
Long-term provisions		-	-
		0.00	0.00
Current liabilities			
Short-term borrowings		-	-
Trade payables		-	-
Other current liabilities	3	32,71,124.00	70,87,203.00
Short-term provisions	4	41,39,527.00	32,87,559.00
		74,10,651.00	1,03,74,762.00
TOTAL		49,21,52,477.17	49,10,05,652.77
ASSETS			
Non-current assets			
Property, Plant and Equipment			
Tangible assets	5	72,97,700.00	72,97,700.00
Intangible assets		-	-
Capital work-in-progress		-	-
Intangible assets under development		-	-
		72,97,700.00	72,97,700.00
Non-current investments	6	51,63,960.00	51,63,960.00
Deferred tax assets (net)		-	-
Long-term loans and advances		-	-
Other non-current assets		-	-
		1,24,61,660.00	1,24,61,660.00
Current assets			
Current investments		-	-
Inventories	7	13,19,02,767.65	16,46,72,354.15
Trade receivables	8	1,82,817.00	1,82,817.00
Cash and cash equivalents	9	1,35,46,280.52	2,82,38,926.62
Short-term loans and advances	10	32,97,09,779.00	28,35,84,913.00
Other current assets	11	43,49,173.00	18,64,982.00
		47,96,90,817.17	47,85,43,992.77
TOTAL		49,21,52,477.17	49,10,05,652.77

In terms of our attached report of even date
For V.P.GUPTA AND CO.
CHARTERED ACCOUNTANTS
FRN : 0000699N

For TARINI ENTERPRISES LIMITED

Ved Prakash Gupta
(PARTNER)
M. NO. : 080557

ABHAY CHAND BARDIA
(DIRECTOR)
(DIN : 00009217)

RAVI PRAKASH BARDIA
(DIRECTOR)
(DIN : 00009231)

TAPASYA JAIN
(COMPANY SECRETARY)
(FCS 6565)

Place : New Delhi
Date : 30.05.2019

TARINI ENTERPRISES LIMITED
3/14A, VIJAY NAGAR, DELHI, DELHI-110009
CIN : L51101DL2006PLC148967
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31/03/2019

In ` Rs

Particulars	Note	31/03/2019	31/03/2018
Revenue from operations	12	4,09,57,401.00	4,87,45,000.00
Other income	13	2,64,64,193.00	1,67,15,314.00
Total Revenue		6,74,21,594.00	6,54,60,314.00
Expenses			
Cost of materials consumed		-	-
Purchases of Stock-in-Trade	14	1,90,92,500.00	2,77,00,000.00
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	15	3,27,69,586.50	2,61,90,672.75
Employee benefits expense	16	23,47,500.00	23,95,500.00
Finance costs	17	1,80,000.00	2,78,876.00
Depreciation and amortization expense	18	52,475.00	1,53,778.72
Other expenses	19	73,98,399.10	62,90,587.45
Total expenses		6,18,40,460.60	6,30,09,414.92
Profit before exceptional, extraordinary and prior period items and tax		55,81,133.40	24,50,899.08
Exceptional items		-	-
Profit before extraordinary and prior period items and tax		55,81,133.40	24,50,899.08
Extraordinary Items		-	-
Profit before prior period items and tax		55,81,133.40	24,50,899.08
Prior Period Items		-	-
Profit before tax		55,81,133.40	24,50,899.08
Tax expense:	20		
Current tax		14,70,198.00	6,70,705.00
Deferred tax		-	-
Profit/(loss) for the period from continuing operations		41,10,935.40	17,80,194.08
Statutory Reserve u/s 45(IA)		8,22,187.00	3,56,038.82
Profit/(loss) for the period		32,88,748.40	14,24,155.26
Earnings per equity share:			
Basic		0.98	0.42
Diluted		0.98	0.42

In terms of our attached report of even date
For V.P.GUPTA AND CO.
CHARTERED ACCOUNTANTS
FRN : 0000699N

For TARINI ENTERPRISES LIMITED

Ved Prakash Gupta
(PARTNER)
M. NO. : 080557

ABHAY CHAND BARDIA RAVI PRAKASH BARDIA
(DIRECTOR) (DIRECTOR)

(DIN : 00009217) (DIN : 00009231)

TAPASYA JAIN
(COMPANY SECRETARY)
(FCS 6565)

Place : New Delhi

Date : 30.05.2019

TARINI ENTERPRISES LIMITED
3/14A, VIJAY NAGAR, DOUBLE STOREY, DELHI-110009
CIN: L51101DL2006PLC148967

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2019

	2019	2018
Cash flows from operating activities		
Profit before taxation	5,581,133.40	2,450,899.08
Adjustments for:		
add: Provisions for Standard & Sub Standard Assets	52,475.00	153,778.72
add: Preliminary Expenses W/off	-	
Profit / (Loss) before working capital changes:	5,633,608.40	2,604,677.80
Increase/Decrease in current Liabilities	(3,816,079.00)	6,653,203.00
Decrease in Non-Current Assets	32,769,586.50	
Increase/Decrease in Short Term Advances	(46,124,866.00)	--
Increase/Decrease in Current Assets Other than Cash & Bank	(2,484,191.00)	(38,411,267.25)
	(14,021,941.10)	(29,153,386.45)
Income taxes paid	(670,705.00)	(477,207.00)
Net cash from operating activities	(14,692,646.10)	(29,630,593.45)
Cash flows from investing activities		
Fixed Assets (increase)	-	(371,700.00)
Net cash used in investing activities		(371,700.00)
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	(14,692,646.10)	(30,002,293.45)

NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2019**1 Share Capital**

In ` Rs

Particulars	31/03/2019	31/03/2018
Authorised		
510000 (510000) Equity Shares Equity of ` 10/- Par Value	5,10,00,000.00	5,10,00,000.00
400000 (400000) Preference Shares Of ` 10/- Par Value	40,00,000.00	40,00,000.00
	5,50,00,000.00	5,50,00,000.00
Issued		
3372975 (3372975) Equity Shares Equity of ` 10/- Par Value	3,37,29,750.00	3,37,29,750.00
400000 (400000) Preference Shares Of ` 10/- Par Value	40,00,000.00	40,00,000.00
	3,77,29,750.00	3,77,29,750.00
Subscribed		
3372975 (3372975) Equity Shares Equity of ` 10/- Par Value	3,37,29,750.00	3,37,29,750.00
400000 (400000) Preference Shares Of ` 10/- Par Value	40,00,000.00	40,00,000.00
	3,77,29,750.00	3,77,29,750.00
Paidup		
3372975 (3372975) Equity Shares Equity of ` 10/- Par Value Fully Paidup	3,37,29,750.00	3,37,29,750.00
400000 (400000) Preference Shares Of ` 10/- Par Value Fully Paidup	40,00,000.00	40,00,000.00
	3,77,29,750.00	3,77,29,750.00

2 Reserve and Surplus

In ` Rs

Particulars	31/03/2019	31/03/2018
Capital Reserve - Opening	1,72,20,000.00	1,72,20,000.00
Addition	0.00	0.00
Deduction	0.00	0.00
	1,72,20,000.00	1,72,20,000.00
Special Reserve - Opening	9,22,887.97	5,66,849.15
Addition	8,22,187.00	3,56,038.82
Deduction	0.00	0.00
	17,45,074.97	9,22,887.97
Securities Premium Opening	42,27,60,250.00	42,27,60,250.00
	42,27,60,250.00	42,27,60,250.00
Profit and Loss Opening	19,98,002.80	7,68,824.54
Amount Transferred From Statement of P&L	32,88,748.40	14,24,155.26
Appropriation and Allocation		
Others	0.00	1,94,977.00
	(0.00)	(1,94,977.00)
	52,86,751.20	19,98,002.80
	44,70,12,076.17	44,29,01,140.77

3 Other Current Liabilities

In ` Rs

Particulars	31/03/2019	31/03/2018
Other payables		
Other Current Liabilities		
Tds Payable	1,96,274.00	2,90,013.00
Salary Payable Account	3,55,000.00	8,10,000.00
Audit Fees Payable	73,500.00	73,500.00
Db's Publicity Private Limited	5,360.00	0.00
International Commerce Ltd	24,12,990.00	22,50,990.00
Commission Payable	2,28,000.00	34,82,700.00
Professional Fee Payable	0.00	1,80,000.00
	32,71,124.00	70,87,203.00

4 Short Term Provisions

In ` Rs

Particulars	31/03/2019	31/03/2018
Provision for Income Tax	14,70,198.00	6,70,705.00
Provision for Standard Assets and Sub Standard Assets	26,69,329.00	26,16,854.00
	41,39,527.00	32,87,559.00

5 InTangible assets

In ` Rs

Particulars	Gross				Depreciation					Impairment				Net	
	Opening	Addition	Deduction	Closing	Opening	During Period	Deducti on	Other Adj.	Closing	Opening	During Period	Reversal	Closing	Closing	Opening
Land	7,297,700.00			7,297,700.00										7,297,700.00	7,297,700.00
Grand Total	7,297,700.00	0.00	0.00	7,297,700.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	7,297,700.00	7,297,700.00
Previous	7,297,700.00	0.00	0.00	7,297,700.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	7,297,700.00	7,297,700.00

6 Non-current investments

In ` Rs

Particulars	31/03/2019	31/03/2018
Other non-current investments	51,63,960.00	51,63,960.00
	51,63,960.00	51,63,960.00

7 Inventories

In ` Rs

Particulars	31/03/2019	31/03/2018
Others		
Other	13,19,02,767.65	16,46,72,354.15
	13,19,02,767.65	16,46,72,354.15

8 Trade receivables

In ` Rs

Particulars	31/03/2019	31/03/2018
Trade Receivable		
Unsecured considered good	1,82,817.00	1,82,817.00
	1,82,817.00	1,82,817.00

9 Cash and cash equivalents

In ` Rs

Particulars	31/03/2019	31/03/2018
Cash in Hand	27,457.63	54,348.63
Balances With Banks	13518822.89	28184577.99
	1,35,46,280.52	2,82,38,926.62

10 Short-term loans and advances

In ` Rs

Particulars	31/03/2019	31/03/2018
Unsecured, considered good		
other	32,97,09,779.00	28,35,84,913.00
	32,97,09,779.00	28,35,84,913.00

11 Other current assets

In ` Rs

Particulars	31/03/2019	31/03/2018
TDS (2009-2010)	54,346.00	54,346.00
TDS (2010-2011)	1,13,135.00	1,13,135.00
TDS (2011-2012)	3,18,069.00	3,18,069.00
TDS (2016-2017)	1,48,019.00	1,48,019.00
TDS (2017-2018)	5,60,708.00	12,31,413.00
TDS (2018-2019)	20,14,076.00	0.00
Income Tax Demand	11,40,820.00	0.00
	43,49,173.00	18,64,982.00

12 Revenue from operations

In ` Rs

Particulars	31/03/2019	31/03/2018
Sale of Products	4,09,57,401.00	4,87,45,000.00
	4,09,57,401.00	4,87,45,000.00

13 Other income

In ` Rs

Particulars	31/03/2019	31/03/2018
Interest	2,49,64,193.00	1,67,15,314.00
Miscellaneous	15,00,000.00	0.00
	2,64,64,193.00	1,67,15,314.00

14 Purchases of Stock-in-Trade

In ` Rs

Particulars	31/03/2019	31/03/2018
Finished Goods	1,90,92,500.00	2,77,00,000.00
	1,90,92,500.00	2,77,00,000.00

15 Changes in inventories of finished goods, work-in-progress and Stock-in-Trade

In ` Rs

Particulars	31/03/2019	31/03/2018
Opening		
Finished Goods	16,46,72,354.15	19,08,63,026.90
	16,46,72,354.15	19,08,63,026.90
Closing		
Finished Goods	13,19,02,767.65	16,46,72,354.15
	13,19,02,767.65	16,46,72,354.15
Increase/Decrease		
Finished Goods	3,27,69,586.50	2,61,90,672.75
	3,27,69,586.50	2,61,90,672.75

Details of Changes in Inventory

Particulars	31/03/2019	31/03/2018
Other		
Finished Goods	3,27,69,586.50	2,61,90,672.75
	3,27,69,586.50	2,61,90,672.75

16 Employee benefits expense

In ` Rs

Particulars	31/03/2019	31/03/2018
Salary, Wages & Bonus	18,47,500.00	12,95,500.00
Director Remuneration	5,00,000.00	11,00,000.00
	23,47,500.00	23,95,500.00

TARINI ENTERPRISES LIMITED**ANNUAL REPORT 2018-2019****17 Finance costs**

In ` Rs

Particulars	31/03/2019	31/03/2018
Finance Charges		
Other Finance Charges	1,80,000.00	2,78,876.00
	1,80,000.00	2,78,876.00

18 Depreciation and amortisation expense

In ` Rs

Particulars	31/03/2019	31/03/2018
Impairment & Write down of assets		
Other Write down Assets	52,475.00	1,53,778.72
	52,475.00	1,53,778.72

19 Other expenses

In ` Rs

Particulars	31/03/2019	31/03/2018
Other Expenses		
Accounting Charges	1,80,000.00	1,80,000.00
Advertising Exp.	27,08,972.00	15,49,290.00
Bank Charges	2,006.00	8,113.45
Business Promotion	72,690.00	1,19,040.00
Commission Paid	15,93,000.00	36,66,000.00
Fee & Subscription	40,784.00	80,060.00
Filling Fee	8,350.70	7,322.00
Listing Fee	64,900.00	40,250.00
Office expenses	2,00,651.00	78,904.00
Office Maintenance	60,000.00	60,000.00
Postal Expenses	10,120.00	24,492.00
Printing & stationery	10,860.00	22,039.00
Professional Fees	1,18,000.00	40,000.00
Refreshments Paid at Office	1,28,250.00	99,632.00
Rent	1,80,000.00	1,80,000.00
Software Renewal	18,600.00	2,655.00
Future & Option Loss	17,22,176.70	0.00
Audit fees	29,500.00	29,500.00
Consultancy & Accounting	2,25,000.00	0.00
Demat Charges	3,495.70	0.00
Donation	21,000.00	0.00
STT	43.00	0.00
Conveyance expenses	0.00	78,040.00
Telephone Expenses	0.00	25,250.00
	73,98,399.10	62,90,587.45

20 Tax expense

In ` Rs

Particulars	31/03/2019	31/03/2018
Current tax	14,70,198.00	6,70,705.00
	14,70,198.00	6,70,705.00

21 Earnings per equity share

In ` Rs

Particulars	31/03/2019	31/03/2018
Earnings Per Equity Share		
Basic	0.98	0.42
Diluted	0.98	0.42
Calculations		
Net profit for dilutive earnings per share	3288748.40	1424155.26
Weighted Average Number of shares		
Number of Shares for basic EPS calculation	3372975	3372975

In terms of our attached report of even date
For V.P.GUPTA AND CO.
CHARTERED ACCOUNTANTS
FRN : 0000699N

For TARINI ENTERPRISES LIMITED

Ved Prakash Gupta
(PARTNER)
M. NO. : 080557

ABHAY CHAND BARDIA
(DIRECTOR)

RAVI PRAKASH BARDIA
(DIRECTOR)

(DIN : 00009217)

(DIN : 00009231)

TAPASYA JAIN
(COMPANY SECRETARY)
(FCS 6565)

Place : New Delhi

Date : 30.05.2019

TARINI ENTERPRISES LIMITED**ANNUAL REPORT 2018-2019**

Cash and cash equivalents at beginning of period	28,238,926.62	58,241,220.07
Cash and cash equivalents at end of period	13,546,280.52	28,238,926.62
	(14,692,646.10)	(30,002,293.45)

AUDITOR'S REPORT

AS PER REPORT OF EVEN DATE ANNEXED

FOR V.P. Gupta & Co.

Chartered Accountants

FRN: 000699N

(V.P. Gupta)

Partner

M. No. 080557

For Tarini Enterprises Limited

Director

Abhay Chand Bardia

DIN: 00009217

Rajiv Yadav

CFO

Director

Ravi Prakash Bardia

DIN: 00009231

PLACE: DELHI

DATED: 03.09.2019

17. Contingent Liabilities (not provided for)

There is no claim against the Company, which is to be acknowledged as a debt and there is no other contingent liabilities.

18. Capital and Other Commitments

There is no outstanding capital and other commitments.

19. Payment to Auditors

(Amount in Rs.)

Particulars	2018-19	2017-18
Statutory auditors Statutory audit fees	29,500	29,500
Total	29,500	29,500

20. In the opinion of the Board and to the best of their knowledge and belief, the value on realisation of current assets in the ordinary course of business will not be less than the amount at which they are stated in Balance Sheet.

21. The Company had not received intimation from suppliers regarding the status under Micro, Small and Medium Enterprises Development Act 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with the interest paid/payable have not been given.

22. Purchase & Sales:

(Amount in Rs.)

Particulars	2018-19	2017-18
Purchases	1,90,92,500.00	27,700,000.00
Sales	6,74,21,594.00	65,460,314.00

23. Related Party Disclosures

Related Party disclosures, as required by AS-18

List of related party followed by nature and volume of transactions is given below:

I. List of key management personnel

Whole Time (W.T) Directors of the Company:

-ABHAY CHAND BARDIA

-RAVI PRAKASH BARDIA

II. During the current year, the following transactions were carried out with the related parties in the ordinary course of business:

Nature of Transactions	(Amount in Rs.)	
	2018-19	2017-18
Key management personnel		
- ABHAY CHAND BARDIA		
Loan	-	-
Director Remuneration	5,00,000	5,00,000

24. There is no earning or expenditure in foreign exchange during the year (Previous Year Nil).

25. Figures in brackets relates to previous year.

The accompanying notes form an integral part of these financial statements.

For V.P.GUPTA AND CO.

**Chartered Accountants
FRN:000699N**

**ABHAY CHAND BARDIA
DIRECTOR
(DIN : 00009217)**

**RAVI PRAKASH
BARDIA
DIRECTOR
(DIN : 00009231)**

**Ved Prakash Gupta
M.No:080557**

**Date: 30.05.2019
Place: NEW DELHI**

**TAPASYA JAIN
(COMPANY
SECRETARY)
(F6565)**