

# **TARINI ENTERPRISES LIMITED**

**CIN: L51101DL2006PLC148967**

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

**Phone No.: 011-32601237 Mobile: 9811024165**

**Email: tarinienterprisespvtltd@gmail.com**

## **16<sup>TH</sup> ANNUAL REPORT**

**2021-2022**

**Index**

<b>Serial No.</b>	<b>Particulars</b>	<b>Page No.</b>
1.	Notice of Annual General Meeting	4-20
2.	Director's Report	21-30
3.	Report on Corporate Governance	31-42
4.	Declaration Regarding Compliance by Board Members and Senior Management Personnel with the Code of Conduct	43
5.	Certificate of Non-Disqualification of Directors	44
6.	Certificate on Corporate Governance	45
7.	Management Discussion and Analysis Report	46-48
8.	Chief Executive Officer (CEO) & Chief Financial Officer (CFO) Certification	49
9.	Independent Auditor's Report	50-59
10.	Financial Statements year ending March 31, 2022	60-78

### Corporate Information

<b>Board of Directors</b>	
Mr. Abhay Chand Bardia	Managing Director
Mr. Ravi Prakash Bardia	Non-Executive Director
Mr. Padam Duggar	Independent Director
Mr. Girijesh Surana	Independent Director
Mrs. Bharti Jain	Independent Director
<b>Chief Financial Officer</b> Mr. Rajiv Yadav	
<b>Company Secretary &amp; Compliance Officer</b> Ms. Tapasya Jain till 17 <sup>th</sup> March 2022	

<b><u>Auditors</u></b> <b>V.P. Gupta &amp; Co.</b> Chartered Accountants 288, Ghalib Appartments, Parwana Road, Pitampura, Delhi-110034 Ph. No.: 011-27020321; 011-45521318; 9313675632 Email: info@vpguptaandco.com
---

<b><u>Share Transfer Agent</u></b> <b>Skyline Financial Services Pvt. Limited</b> D-153 A, Okhla Industrial Area, Phase-I, New Delhi-110020 Ph. No.: 011-26812682,83 Email: viren@skylinerta.com
---

<b><u>Registered Office and Corporate Office</u></b> 3/14A 1st Floor Vijay Nagar Double Storey, Delhi-110009 Ph. +91 11 32601237 Email: info@tarinienterprises.in CIN: L51101DL2006PLC148967
---

**NOTICE OF 16<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 16<sup>th</sup> Annual General Meeting of the members of **Tarini Enterprises Limited** will be held on Friday, 30<sup>th</sup> September, 2022 at 3.00 P.M. at the registered office of the company at 3/14A, 1<sup>st</sup> 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, 2022 together with Reports of the Board of Directors' and Auditors thereon.
2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and of the Companies (Audit and Auditors) Rules, 2014, **M/s V.P. Gupta & Co.**, Chartered Accountants (Firm Registration No. 000699N) be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting, for five years until the conclusion of 21<sup>st</sup> Annual General Meeting of the company at such remuneration as shall be fixed by the Board of Directors of the company.”

3. 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.”

**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
- II. A MEMBER TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective, should be duly stamped, completed, signed and must be received at the registered office of the company, not later than 48 hours before the time

fixed for commencement of the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable, issued on behalf of the nominating organization.

**A person can act, as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.**

- III. A route map giving directions to reach the venue of the 16th Annual General Meeting is given at the end of the Notice.
- IV. Corporate Members intending to send their authorized representatives to attend and vote at the Meeting Pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- V. Members/ Proxies should bring the enclosed Attendance Slip duly filled in, for attending the Annual General Meeting.
- VI. The Register of Members and Share Transfer Books will Remain closed from Saturday, the 24<sup>th</sup> day of September, 2022 to Friday, 30<sup>th</sup> September, 2022 (both days inclusive).
- VII. Members are requested to:
  - a) Intimate immediately any change in their address to the Company's Registrar and Share Transfer Agents i.e. Skyline Financial Services Pvt. Ltd. located at D-153/A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020.
  - b) Please quote folio number/Client ID, DP ID numbers in all correspondence.
  - c) Consolidate holdings into one folio in case of multiplicity of folios with names in identical orders
- VIII. Members who hold shares in dematerialized form are requested to bring their client ID and DPID numbers for facilitating identification for attendance at the meeting.
- IX. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company or RTA for assistance in this regard.
- X. As per Circular No. MRD/DOP/CIR-05/2009 dated May 20, 2009 issued by Securities and Exchange Board of India (SEBI), it is mandatory to quote Permanent account number (PAN) for Participating in the securities market. Therefore, Members holding shares in dematerialized form are requested to submit the PAN Details to the Registrar and Share Transfer Agents of the company and those holding shares in physical form are requested to submit their PAN details to the company / RTA in order to comply with the SEBI guidelines.
- XI. Statutory Registers and documents referred to in the notice and Explanatory statement are open for inspection at the Registered office of the Company on all working days (Monday to Friday) between 11.00 A.M. To 1.00 P.M. up to the date of the Annual General Meeting and will also be available for inspection at the meeting.

- XII. As per SEBI Directions, now the physical instrument should necessarily mention the bank account details of the investors. In view of this, members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or our Registrar cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
- XIII. Updation of Members' Details:
- The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Share Registrars and Transfer Agents to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.
- XIV. In line with the measures of Green initiative taken by SEBI, Companies act 2013 also provides for sending notice of the meeting and other shareholder correspondence through electronic mode. Members holding shares in Physical Mode are requested to register their Email ID with the company or its RTA and Members holding shares in demat mode are requested to register their Email ID with their respective Depository Participants (DP).
- XV. If there is any change in the Email ID already register with the company, Members are requested to immediately notify such change to the company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
- XVI. Electronic copy of the notice of the 16th 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 16th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- XVII. Members may also note that the Notice of the 16th Annual General Meeting and the Annual Report for the year ending 31<sup>st</sup> March 2022 will also be available on the Company's website [www.tarinenterprises.in](http://www.tarinenterprises.in) for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection at any time during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon marking a request for the same, by post free of cost.
- XVIII. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the

Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

- XIX. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.tarinenterprises.in](http://www.tarinenterprises.in). The Notice can also be accessed on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 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 23<sup>rd</sup> September, 2022.
- 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., 23<sup>rd</sup> September, 2022 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](http://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

By order of the Board of

Directors

Date: 06.09.2022

sd/-

Abhay Chand Bardia  
Managing Director  
DIN 00009217  
A-20 2<sup>nd</sup> Floor, C C Colony  
Rana Pratap Bagh, Malka Ganj, Delhi 110007



### Instructions for e-voting

The remote e-voting period begins on Tuesday 27.09.2022 at 9.00 A.M and ends on Thursday , 29.09.2022 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23.09.2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23.09.2022.

#### 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: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDEAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member'</li> </ol>

	<p>section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store     Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>

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

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

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

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

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to 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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
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](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  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.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 [loveleen.cs@gmail.com](mailto:loveleen.cs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to **(Name of NSDL Official)** at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [tarinienterprisespvtltd@gmail.com](mailto:tarinienterprisespvtltd@gmail.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [tarinienterprisespvtltd@gmail.com](mailto:tarinienterprisespvtltd@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

<b>Particulars</b>	Ravi Prakash Bardia
<b>Date of Birth</b>	11.09.1965
<b>Date of Appointment</b>	20.05.2006
<b>Qualifications</b>	Graduate
<b>Expertise in specific functional areas</b>	By virtue of his background and experience Mr. Ravi Prakash Bardia has an extraordinarily broad and deep knowledge of the non-banking finance industry. He has valuable experience in managing the issue faced by large and complex corporations. His ability to manage different stakeholders, build consensus around divergent issues and lead his team effectively is invaluable to the Company. His rich experience will enable him to provide to the Board with valuable insights to the understanding of complex strategic, operations and financial matters of the industry as well as the Company. His re-appointment will strengthen the Board's knowledge, capability and experience.
<b>Directorship held in other public companies (excluding foreign companies and Section 8 companies)</b>	NIL
<b>Memberships/ Chairmanships of other committees of other public companies (include only Audit Committee and Stakeholders Relationship Committee)</b>	NIL
<b>Number of shares held in the Company</b>	85,680 shares
<b>Relationship between directors/ Key Management Personnel and their relatives</b>	Brother of Director, Mr. Abhay Chand Bardia

# TARINI ENTERPRISES LIMITED

(CIN: L51101DL2006PLC148967)

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

Phone No.: 011-32601237 Mobile: 9811024165

E Mail: tarinienterprisespvtltd@gmail.com

---

## 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 16<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, the September 30, 2022 at 3:00 P.M. at its registered office, 3/14A 1<sup>st</sup> Floor Vijay Nagar, Double Storey, Delhi-110009

.....  
Member's / Proxy's Signature



**TARINI ENTERPRISES LIMITED**

(CIN: L51101DL2006PLC148967)

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

Phone No.: 011-32601237 Mobile: 9811024165

E Mail: tarinienterprisespvtltd@gmail.com

**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:

Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature : \_\_\_\_\_

as my/our proxy to attend and vote (on poll) for me and on my behalf at the 16<sup>th</sup> Annual General Meeting of the Company to be held on Friday, September 30, 2022 at 3.00 P.M. at Registered Office of the company at 3/14 A 1<sup>st</sup> 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, 2022		
2.	To re-appoint Mr. Ravi Prakash Bardia, director of the Company who retires by rotation.		
3.	To re appoint Statutory Auditor		

Signed this \_\_\_ day of \_\_\_, 2022

\_\_\_\_\_  
(Signature of the Shareholder)Affix Re. 1/-  
revenue stamp

---

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

Phone No.: 011-32601237 Mobile: 9811024165

E Mail: tarinienterprisesvtltd@gmail.com

## Route Map to the venue of 16<sup>th</sup> Annual General Meeting



**Director's Report:**

Dear Shareholders,

On behalf of the Board of Directors, it is my pleasure to present the 16<sup>th</sup> Annual Report of Tarini Enterprises Limited ("the Company") together with the Audited Statement of Accounts for the year ended March 31, 2022.

**1. Financial Summary or Highlights/Performance of the Company**

Summary of the Financial results for the period ended March 31, 2022 are given as under:

Particulars	Amount (Rs. in lacs)	
	FY 2021-22	FY 2020-21
Revenue from Operation	322.33	315.76
Other Income	0	0.32
<b>Total Revenue</b>	<b>322.33</b>	<b>316.09</b>
Total Expense	302.51	290.09
<b>Profit before exceptional items and tax</b>	<b>19.82</b>	<b>25.99</b>
Exceptional items	0	0
<b>Profit before tax</b>	<b>19.82</b>	<b>25.99</b>
Current tax	6.42	6.46
Deferred tax	0.12	-
<b>Profit (Loss) for the period from continuing operations</b>	<b>13.52</b>	<b>19.54</b>
<b>Profit (Loss) for the period</b>	<b>13.52</b>	<b>19.54</b>
<b>Earning Per Equity Share:</b>		
<b>(a) Basic</b>	<b>0.32</b>	<b>0.46</b>
<b>(b) Diluted</b>	<b>0.32</b>	<b>0.46</b>

**2. 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, 2022.

**3. Transfer to Reserves**

The Board has decided to retain the entire amount of profit for the financial year 2021-22.

**4. Corporate Governance**

A separate section titled "Report on Corporate Governance" along with the 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.

**5. Brief Description of the Company's Working During the Year/State of Company's Affair:**

The company has received total revenue of Rs. 322.33 lacs in the current year as compared to Rs. 315.76 lacs /- in the previous year. However, the company has earned the profit of Rs. 10.81 Lacs in the current year as compared to profit of Rs. 15.63 Lacs /- 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.

#### **6. 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.

#### **7. 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. 31<sup>st</sup> March 2022 and the date of Director's report.

#### **8. 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 2021-22.

#### **9. Details of Subsidiary/Joint Ventures/Associate Companies:**

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

#### **10. Share Capital**

The paid up Equity Share Capital as on 31st March, 2022 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.

#### **11. Public Deposits**

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

#### **12. Statutory Auditors**

The tenure of Statutory Auditor is upto the date of ensuing Annual General Meeting. The Board proposes to re-appoint M/s **V.P. Gupta & Co.**, Chartered Accountants (Firm Registration No. 000699N) as Statutory Auditors for a further period of five years commencing from the ensuing AGM till the conclusion of the AGM to be held in 2027. They have confirmed that they are not disqualified and are willing to continue as Statutory auditor of the company.

#### **13. Auditors' Report**

There were no qualification, reservation or adverse remark or disclaimer made by the auditor in his report for the financial year 2021-22.

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

#### **14. 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 equipment's etc.

**(B) Technology absorption:**

The Company has not imported any technology during the year 2021-22.

**(C) Foreign exchange earnings and Outgo:**

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

**15. 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.

**16. 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. Disclosures pertaining to remuneration and other details as required are annexed to this report as **Annexure-1**.

**17. Directors & Key Managerial Personnel**

No change in the composition of the Board of Directors of the Company. Ms. Tapasya Jain, Company Secretary of the company has expired on 17.03.2022. The Board of Directors of the Company expressed their deep condolences at the untimely and sad demise of Ms. Tapasya Jain.

**18. Committees of the Board of Directors**

Detailed in Corporate Governance report annexed to Directors' report.

**19. Number of Meetings of the Board of Directors**

The Company has conducted Eight (8) Board Meetings in the financial year 2020-21 i.e. on 15.04.2021, 30.06.2021, 14.08.2021, 03.09.2021, 13.11.2021, 15.12.2021, 14.02.2022, 25.03.2022.

Name of Directors	Attendance
Mr. Abhay Chand Bardia	8
Mr. Ravi Prakash Bardia	8
Mr. Padam Duggar	8
Mr. Girijesh Surana	8
Mrs. Bharti Jain	8

**20. 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.

**21. 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.

## **22. Secretarial Audit Report:**

As required by Section 204 of the Act, 2013, the Secretarial Audit Report for the year 2021-22, given by M/s L. Gupta & Associates, Company Secretaries, Delhi for auditing the secretarial and related records is attached to this report as **Annexure-2**.

## **23. 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.

## **24. 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.

## **25. 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.

## **26. 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.

## **27. 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—

1. in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed;
2. 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;
3. 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;
4. the directors had prepared the annual accounts on a going concern basis; and
5. 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.

## **28. 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.

### **29. 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 workplace, 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.

### **30. Safe & Conducive 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.

### **31. Compliance with Secretarial Standards**

The Company has complied with all applicable secretarial standards.

### **32. Disclosure regarding maintenance of cost records**

The company is not required to maintain cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

### **33. Other Matters As Per Rule 8(5) Of Companies (Accounts) Rules, 2014**

During the Financial year no application has been made and no proceeding is pending under the Insolvency and Bankruptcy Code, 2016.

During the year under review, there was no one time settlement of loan taken from Banks or Financial Institutions and hence the details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan form the Banks or Financial Institutions along with the reasons thereof is not applicable.

### **34. Following matters were not applicable to the company for the financial year ended March 31, 2022 and thus no comments are required by the board of directors on the same**

- i. Disclosure about issue of equity shares with Differential Rights as per Rule 4(4) of Companies (Share Capital and Debentures), Rules, 2014.
- ii. Evaluation of performance of board, committees and individual directors.
- iii. Details of Voting Rights exercised by the employees under Section 67(3)(c) of Companies Act, 2013 read with Rule 16(4) of Companies (Share Capital and Debentures), Rules, 2014.

### **35. 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 2021-22 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**

sd/-

**Abhay Chand Bardia**

**Director**

**DIN 00009217**

**A-20 2nd Floor, C C Colony**

**Rana Pratap Bagh, Malka Ganj**

**Delhi 110007**

sd/-

**Ravi Prakash Bardia**

**Director**

**DIN 00009231**

**A-20 2nd Floor, C C Colony**

**Rana Pratap Bagh, Malka Ganj**

**Delhi-110007**

**Place: Delhi**

**Date: 06.09.2022**

## Annexure-1

**PARTICULARS OF REMUNERATION****PART A: DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016**

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2021-22 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2021-22:

Name of Directors/ KMP	Remuneration for Financial Year (In Rs.)		% Increase in remuneration	Ratio of remuneration to median remuneration of all employees
	2021-22	2020-21		
Abhay Chand Bardia	500000	500000	-	-
Ravi Prakash Bardia	-	-	-	-
Padam Duggar	-	-	-	-
Girijesh Surana	-	-	-	-
Bharti Jain	-	-	-	-
Rajiv Yadav	630000	370000	-	-
Tapasya Jain	198000	210000	-	-

Remuneration is as per the remuneration policy of the Company.

**PART B: DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 [READ WITH RULE 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016]**

Top Ten Employees of the Company in terms of remuneration drawn during the Financial Year 2020-21

Name	Designation	Remuneration (in lakhs)	Qualificati on	Experience (In years)	Age	Date commencement of employment	Last employment

## Annexure-2

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31 MARCH  
2022**

[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 2022 ('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 2022 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(not applicable to the company during the Audit Period).

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 except Uploading of various documents or information of the company on the website, under Reg. 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**I further report that:**

- (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors including a Woman Independent Director. Changes in the composition of Board of Directors that took place during the year under review, were carried out in compliance with the provisions of the Act;
- (ii) Adequate notice is given to all Directors to schedule 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 agenda items before the meeting and for meaningful participation at the meeting;
- (iii) All the decisions of the Board and Committees thereof were carried through with requisite majority. We further report that based on review of compliance.

**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.

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.

**Place: Delhi**  
**Date: 25.07.2022**

**For L. Gupta & Associates**  
**Company Secretaries**  
s/d-  
**Loveleen Gupta**  
**Proprietor**  
**CP 4531**  
**UDIN: F005287D000677376**  
**PR Cert No. S2002DE050800**

**ANNEXURE A TO SECRETARIAL AUDITORS' REPORT**

To,  
The Members,  
Tarini Enterprises Limited  
CIN: L51101DL2006PLC148967  
3/14A 1st Floor, Vijay Nagar Double Storey,  
Delhi 110009

**MANAGEMENT'S RESPONSIBILITY**

1. It is the responsibility of management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**AUDITOR'S RESPONSIBILITY**

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

**DISCLAIMER**

5. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted affairs of the Company.
6. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

**Place: Delhi**  
**Date: 25.07.2022**

**For L. Gupta & Associates**  
**Company Secretaries**  
**sd/-**  
**Loveleen Gupta**  
**Proprietor**  
**CP 4531**  
**UDIN: F005287D000677376**  
**PR Cert No. S2002DE050800**

## REPORT ON CORPORATE GOVERNANCE

### 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.

### CODE OF CONDUCT

The Company has adopted the Code of Conduct which is available on its website [www.tarinienterprises.in](http://www.tarinienterprises.in)

The Code of Conduct articulates the Tarini Enterprises Limited's values, ethics and business principles.

### 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.

### BOARD OF DIRECTORS

The Board is at the core of our corporate governance practices and oversees and ensures that the Management serves and protects the long-term interest of all our stakeholders. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of corporate governance.

### SIZE AND COMPOSITION OF THE BOARD

The Company maintains an optimum combination of Executive, Non Executive and Independent Directors. The Board consists of total Five (5) directors on 31st March, 2022, out of which three (3) are independent. Mr. Abhay Chand Bardia is the Managing Director of the Company. The Constitution of the Board as on 31st March 2022 was as follows:

Name of Directors	Indian Public Company	Board Committee		Directorship in other listed entity (Category of Directorship)
		Chairman	Member	
<b>Executive Director</b>				
Mr. Abhay Chand Bardia Managing Director DIN: 00009217	-	-	-	-
<b>Non-Executive Director, Non-Independent Director</b>				
Mr. Ravi Prakash Bardia DIN: 00009231	-	-	-	-
<b>Non-Executive Director, Independent Director</b>				

Mr. Padam Duggar DIN: 02288102	2	-	-	-
Mr. Girijesh Surana DIN: 02535434	-	-	-	-
Ms. Bharti Jain DIN: 07196139	1	-	1	Efficient Industrial Finance Ltd

**Notes:**

1. Directorships in Indian Public Companies (listed and unlisted) excluding Tarini Enterprises Limited and Section 8 Companies.
2. As required under Regulation 26(1)(b) of the Listing Regulations, the disclosure includes chairmanship/membership of the Audit Committee and Stakeholders' Relationship Committee in Indian Public companies (listed and unlisted) excluding Tarini Enterprises Limited.
3. During financial year 2021-22 none of our Directors acted as Member in more than 10 Committees or as Chairperson in more than 5 Committees across all Indian Public Companies (listed and unlisted), where he/she is a Director. For this purpose, Committee will include only Audit Committee and Stakeholders' Relationship Committee.
4. Mr. Ravi Prakash Bardia, Non-Executive Director, Non-Independent Director is the brother of Mr. Abhay Chand Bardia, Executive Director.

**DIRECTORS' ATTENDANCE RECORD**

The Company has conducted Eight (8) Board Meetings in the financial year 2021-22 i.e. on 15.04.2021, 30.06.2021, 14.08.2021, 03.09.2021, 13.11.2021, 15.12.2021, 14.02.2022, 25.03.2022. 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 2021-22 are as under:

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

**INDEPENDENT DIRECTORS' MEETING**

As per clause 7 of the schedule IV of the Companies Act (Code for Independent Directors), a separate meeting of the Independent Directors of the Company (without the attendance of Non-independent directors) was held on 15<sup>th</sup> February, 2022, to discuss:

1. To review the performance of board as a whole
2. To review the performance of board committees
3. To review the performance of chairman
4. To review the performance of independent directors
5. To review the performance of executive directors
6. To assess the quality, quantity and timeliness of flow of information between the company management and the board

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. which is available on its website [www.tarinienterprises.in](http://www.tarinienterprises.in)

### **SELECTION OF NEW DIRECTORS AND BOARD MEMBERSHIP CRITERIA**

The Nomination and Remuneration Committee ('NRC') works with the Board to determine the appropriate qualifications, positive attributes, characteristics, skills and experience required for the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience in business, government, education and public service. The updated Policy for Appointment and Removal of Directors and determining Directors' Independence is available on our website at [www.tarinienterprises.in](http://www.tarinienterprises.in)

### **DIRECTORS QUALIFICATIONS, SKILLS, EXPERTISE, COMPETENCIES AND ATTRIBUTES**

The Board Diversity Policy of the Company requires the Board to have a balance of skills, industry experience, expertise and diversity of perspectives appropriate to the Company which would strengthen the corporate governance structure in the Company.

The Company currently has a right mix of Directors on the Board who possess the requisite qualifications, experience and expertise across multiple domains which facilitates quality decision making and enables them to contribute effectively to the Company in their capacity as Directors of the Company, more specifically in the areas of:

1. Industry Knowledge and experience – knowledge of industry, sector and changes in industry specific policy
2. Knowledge of Company - understand the Company's business, policies, and culture (including its mission, vision, values, goals, current strategic plan, governance structure, major risks and threats and potential opportunities)
3. Technical/Professional Skills and experience in the areas of Finance, Banking, Safety & Corporate Social Responsibility and allied fields, projects, accounting, law, general corporate management and strategy development and implementation to assist the ongoing aspects of the business
4. Behavioral Competencies - attributes and skills to use their knowledge and experience to function well as team members and to interact with key stakeholders.

### **BOARD EVALUATION**

During the year under review, the Board carried out an evaluation of its performance, of its Committees and of individual Directors. During the process, the Board sought feedback from Directors on various aspects of governance and performance. The Board also considered the feedback of the NRC and of the Independent Directors. The NRC and Independent Directors also carried out the review of the Board, the Chairman, Executive Director(s) and the Non-Executive Directors.

### **BOARD COMMITTEE**

#### **AUDIT COMMITTEE**

The Audit Committee comprises Mr. Girijesh Surana as the Chairman, Ms. Bharti Jain and Mr. Abhay Chand Bardia. All the members of the Committee have relevant experience in financial matters.

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and, inter-alia, performs the following functions:

1. overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;
2. reviewing and examining with management the quarterly and annual financial results and the auditors' report thereon before submission to the Board for approval;

3. reviewing management discussion and analysis of financial condition and results of operations;
4. reviewing, approving or subsequently modifying any Related Party Transactions in accordance with the Related Party Transaction Policy of the Company;
5. recommending the appointment, remuneration and terms of appointment of Statutory Auditors of the Company and approval for payment of any other services;
6. reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
7. reviewing management letters / letters of internal control weaknesses issued by the Statutory Auditors;
8. reviewing with management, Statutory Auditors and Internal Auditor, the adequacy of internal control systems;
9. reviewing the adequacy of internal audit function and discussing with Internal Auditor any significant finding and reviewing the progress of corrective actions on such issues;
10. evaluating internal financial controls and risk management systems;
11. reviewing the functioning of the Code of the Company and Whistle Blowing Mechanism;

During Financial Year 2021-22 Five (5) Meetings were held on 15.04.2021, 30.06.2021, 14.08.2021, 13.11.2021 and 14.02.2022. Details of attendance of Audit Committee during the financial year 2021-22 are as under:

Name of Member	Category	Designation	No. of Meeting attendance
Mr. Girijesh Surana	Non-Executive Independent Director	Chairman	5
Ms. Bharti Jain	Non-Executive Independent Director	Member	5
Mr. Abhay Chand Bardia	Executive Director	Member	5

#### **NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee comprises Mr. Girijesh Surana as the Chairman and Mr. Padam Duggar and Mr. Ravi Prakash Bardia as members of the Committee.

The Nomination and Remuneration Committee is responsible for evaluating the balance of skills, experience, independence, diversity and knowledge on the Board and for drawing up selection criteria, ongoing succession planning and appointment procedures for both internal and external appointments.

The role of Nomination and Remuneration Committee, inter-alia, includes:

1. Determine / recommend the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
2. Determine / recommend the criteria for qualifications, positive attributes and independence of Director;
3. Review and determine all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonuses, stock options, pension etc.;
4. Formulate criteria and carry out evaluation of each Director's performance and performance of the Board as a whole.
5. Recommend to the Board, all remunerations, in whatever form, payable to Senior Management.

The detailed terms of reference of the Nomination and Remuneration Committee is contained in the 'Corporate Governance Code' which is available on the website of the Company at [www.tarinienterprises.in](http://www.tarinienterprises.in).

During Financial Year 2021-22 Four (4) Meetings were held on 15.04.2021, 20.08.2021, 15.12.2021 and 31.03.2022 .

Details of attendance of Audit Committee during the financial year 2021-22 are as under:

Name of Member	Category	Designation	No. of Meeting attendance
Mr. Girijesh Surana	Non-Executive Independent Director	Chairman	4
Mr. Padam Duggar	Non-Executive Independent Director	Member	4
Mr. Ravi Prakash Bardia	Non-Executive Non-Independent Director	Member	4

#### STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee comprises Mr. Girijesh Surana as the Chairman and Ms. Bharti Jain and Mr. Abhay Chand Bardia as members of the Committee.

The role of Stakeholders Relationship Committee, inter-alia, includes:

1. Reviews the resolution of the grievances of shareholders, debenture holders and other security holders.
2. Oversees and reviews all matters related to the transfer of securities of the Company and with respect to dividend payments and transfer of unclaimed amounts to the Investor Education and Protection Fund.
3. Recommends measures for overall improvement of the quality of investor services.
4. Suggests and drives implementation of various stakeholder-friendly initiatives.

During Financial Year 2021-22 Four (4) Meetings were held on 15.04.2021, 02.08.2021, 15.12.2021 and 31.03.2022 .

Details of attendance of Stakeholders Relationship Committee during the financial year 2021-22 are as under:

Name of Member	Category	Designation	No. of Meeting attendance
Mr. Girijesh Surana	Non-Executive Independent Director	Chairman	4
Ms. Bharti Jain	Non-Executive Independent Director	Member	4
Mr. Abhay Chand Bardia	Executive Director	Member	4

#### DETAILS OF REMUNERATION PAID TO DIRECTORS

The Remuneration Policy for Directors, Key Managerial Personnel and all other employees of the Company ('Remuneration Policy') was approved with respect to remuneration payable to the Managing Director/ Executive Director and remuneration payable to Senior Management and Key Managerial Personnel. The Remuneration Policy is available on our website [www.tarinenterprises.in](http://www.tarinenterprises.in)

Details of remuneration paid to Directors in Financial Year 2021-22 are provided below:

**Remuneration paid to Executive Directors:**

(in lakhs)

Name	Designation	Salary	Other Perquisites	Total
Mr. Abhay Chand Bardia	Managing Director	5	-	5

**Sitting fees paid to Non – Executive Directors and Independent Directors:**

(in lakhs)

Name	Designation	Salary	Other Perquisites	Total
Mr. Ravi Prakash Bardia	Non – Executive Director			
Mr. Padam Duggar	Independent Director		Nil	
Mr. Girijesh Surana	Independent Director			
Mrs. Bharti Jain	Independent Director			

**GENERAL BODY MEETING**

**Location and time for the last three Annual General Meetings (AGMs)**

Particulars	FY 2020-21	FY 2019-20	FY 2018-19
Day	Thursday	Monday	Monday
Date	30.09.2021	30.09.2020	30.09.2019
Time	04:00 PM	04:00 PM	04:00 PM
Venue	3/14A, 1st Floor, Vijay Nagar, Double Storey, Delhi - 110009	3/14A, 1st Floor, Vijay Nagar, Double Storey, Delhi - 110009	3/14A, 1st Floor, Vijay Nagar, Double Storey, Delhi - 110009
Special Resolution through postal ballot	Nil	Nil	Nil

**Special Resolutions passed through Postal Ballot:** No resolution passed through Postal Ballot

**Special Resolutions passed in Extraordinary General Meeting:** No resolution passed in Extraordinary General Meeting

**MATERIAL SUBSIDIARY COMPANIES**

Company has no Material Subsidiary Company.

**MEANS OF COMMUNICATION**

Timely sharing and disclosure of consistent, comparable, relevant and reliable information on the Company's performance is at the core of its Corporate Governance Policy. Steps taken by the Company in this regard are given below:

**FINANCIAL RESULTS**

The Company publishes financial results in Financial Express and Jansatta Newspapers. The results are promptly furnished to the Stock Exchanges for display on their respective websites. The results are also

uploaded on the website of the Company at [www.tarinenterprises.in](http://www.tarinenterprises.in) immediately after the Board Meetings.

## ANNUAL REPORT

The Annual Report containing, inter alia, Audited Annual Accounts, Board's Report, Management Discussion and Analysis and other regulatory reports is circulated to the Members and others entitled thereto. The Annual Reports for previous years are also available on the website of the Company at [www.tarinenterprises.in](http://www.tarinenterprises.in)

## GENERAL SHAREHOLDERS' INFORMATION

**Date of Annual General Meeting:** September 30, 2022

<b>Time</b>	3:30 PM
<b>Venue</b>	3/14A, 1st Floor, Vijay Nagar, Double Storey, Delhi - 110009
<b>Financial Year</b>	April 1, 2021 to March 31, 2022
<b>Date of Book Closure</b>	Saturday, the 24 <sup>th</sup> day of September, 2022 to Friday, 30 <sup>th</sup> September, 2022 (both days inclusive)
<b>Dividend Payment Date</b>	Nil
<b>Listing of Shares &amp; Stock Code</b>	The Equity Shares of the Company are listed on Metropolitan Stock Exchange of India Stock Symbol TARINIENT Demat ISIN Numbers in NSDL and CDSL INE999P01013

## ANNUAL LISTING FEES

The Annual Listing Fees for the financial year 2021-22 have been paid on due dates to Metropolitan Stock Exchange of India.

## MARKET PRICE DATA

The High and Low of the share price of the Company at NSE and BSE during each month from April 2021 to March 2022 are given below:

**(Face Value of each Equity Share: 10/-)**

Date	Metropolitan Stock Exchange of India	
	High	Low
April, 2021	-	-
May, 2021	-	-
June, 2021	-	-
July, 2021	-	-
August, 2021	-	-
September, 2021	-	-
October, 2021	-	-
December, 2021	-	-
January, 2022	-	-
February, 2022	-	-
March, 2022	-	-

## SHARE TRANSFER SYSTEM

Pursuant to SEBI Circular Nos. D&CC/FITTC/CIR-15/2002 dated 27.12.2002 and D&CC/FITTC/CIR-18/2003 dated 12.02.2003, M/s. RCMC Share Registry Pvt. Ltd., which is already the Depository Interface of the Company for both National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'), has been appointed as Registrar and Transfer Agents ('RTA') w.e.f. 31.03.2003 for all the

work related to share registry in terms of both physical and electronic holdings. During the financial year 2018-19, the Securities and Exchange Board of India ('SEBI') and Ministry of Corporate Affairs ('MCA') has mandated that existing members of the Company who hold securities in physical form and intend to transfer their securities after April 1, 2019, can do so only in dematerialised form. Therefore, to enable us to serve our Members better, we request our Members whose shares are in physical mode to dematerialise such shares and to update their bank accounts and email ids with their respective Depository Participant ('DP').

Share transactions in electronic form can be effected in a simpler and faster manner. After a confirmation of a sale/purchase transaction from the broker, shareholders should approach the DP with a request to debit or credit the account for the transaction. The DP will immediately arrange to complete the transaction by updating the account. There is no need for a separate communication to the Company to register these share transfers.

Shareholders should communicate with RCMC Share Registry Pvt. Ltd., the Company's RTA quoting their Folio Number or Depository Participant ID ('DP ID') and Client ID number for any queries to their securities.

#### Distribution of Shareholding as on March 31, 2022 (PAN Consolidation)

Shareholding of nominal Value	Shareholders		Share Amount	
	Number	% to Total	Rs.	% to Total
Up to 5000	404	76.23	66400	0.20
5001-10000	4	0.75	275200	0.08
10001-20000	9	1.70	113400	0.34
20001-30000	6	1.13	170000	0.50
30001-40000	1	0.19	37500	0.11
40001-50000	3	0.57	142500	0.42
50001-100000	26	4.91	1841400	5.46
100001 and Above	77	14.53	31331030	92.89
<b>Total</b>	<b>530</b>	<b>100</b>	<b>33729750</b>	<b>100</b>

#### DEMATERIALISATION OF SHARES AND LIQUIDITY

2381725 equity shares of the Company's paid up equity share capital have been dematerialized up to March 31, 2022. Trading in equity shares of the Company is permitted only in dematerialized form as per notification issued by SEBI. To enable us to serve our shareholders better, we have requested Members whose shares are in physical mode to dematerialize such shares and to update their bank accounts and e-mail ids with their respective DPs.

#### OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY

As on March 31, 2022, the Company does not have any outstanding GDRs/ ADRs/ Warrants or any convertible instruments.

#### TRANSFER OF UNCLAIMED AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of the Act, read with Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, the shares pertaining to which dividend remains unclaimed/unpaid for a period of seven years from the date of transfer to the Unpaid Dividend Account is mandatorily required to be transferred to the Investor Education and Protection Fund ('IEPF') established by the Central Government.

Any person whose unclaimed dividend and shares pertaining thereto has been transferred to the IEPF can claim their due amount from the IEPF Authority by making an electronic application in e-Form IEPF-5. Upon submitting a duly completed form, shareholders are required to take a print of the same and send physical copy duly signed along with requisite documents as specified in the form to the Nodal Officer, at the Registered Office of the Company. The form can be downloaded from the website of the Ministry of Corporate Affairs at [www.iepf.gov.in](http://www.iepf.gov.in)

#### **DESIGNATED E-MAIL ID FOR INVESTOR SERVICES**

To serve the investors better and as required under Regulation 46(2)(j) of the Listing Regulations, the Company has a dedicated e-mail address for investor complaints: [info@tarinienterprises.in](mailto:info@tarinienterprises.in) / [tarinienterprisespvtltd@gmail.com](mailto:tarinienterprisespvtltd@gmail.com) which is continuously monitored by the Company's Compliance Officer.

#### **NOMINATION FACILITY**

As per the provisions of the Act, facility for making nomination is available to the Members in respect of shares held by them. Nomination forms can be obtained from the Company's RTA by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective DPs. Members holding shares in single name are especially advised to make nomination in respect of their shareholding in the Company and for cancellation and variation of nomination, if they are desirous of doing so.

#### **CHANGE IN PARTICULARS**

Members are advised to ensure that details with regard to their address, bank details, email ids, nomination and power of attorney are updated regularly with the RTA/DP.

#### **RECONCILIATION OF SHARE CAPITAL AUDIT REPORT**

As stipulated by SEBI, a qualified Practicing Company Secretary carries out a Secretarial Audit to reconcile the total admitted capital with NSDL and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the Company's shares are listed. The audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialised form (held with NSDL) and total number of shares in physical form.

#### **DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT**

1. Aggregate Number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year – Nil.
2. Number of shareholders who approached listed entity for transfer of shares from suspense account during the year – Nil.
3. Number of shareholders to whom shares were transferred from suspense account during the year – Nil.
4. Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year – Nil.

The voting right on these shares shall remain frozen till the rightful owner(s) of such shares claim(s) the shares.

**DISCLOSURES**

1. The Company has not entered into any materially significant related party transaction that may have potential conflict with the interests of the Company at large.
2. During the year, there were no other instances of non-compliance by the Company nor have any penalties or strictures been imposed on the Company by the Stock Exchange(s) or SEBI or any Statutory Authority, on any matter related to capital markets.
3. The Company does not have any material subsidiary as defined under the Listing Regulations.
4. The Company has complied with the requirements of Schedule V of the Listing Regulations.
5. The Company is in compliance with the corporate governance requirements specified in Regulations 17 to 27 and 46(2)(i)(b) of the Listing Regulations as applicable with regard to corporate governance.
6. Management Discussion and Analysis is annexed to the Board's Report to the Members and forms part of the Annual Report.
7. Management Discussion and Analysis is annexed to the Board's Report to the Members and forms part of the Annual Report.

**OTHER PRACTICES**

In addition to the mandatory requirements, the Company has also adopted the following non-mandatory requirements in terms of the Listing Regulations.

- (i) The Internal Auditor reports to the Audit Committee.

**VIGIL MECHANISM**

For FY 2021-22, the Company had in place, a Whistle Blower Policy ("Policy") establishing a vigil mechanism, which provides a formal mechanism to the Directors and employees to report to the management, concerns about unethical behaviour, actual or suspected fraud or violation of the codes of conduct or policy of the Company.

The mechanism provided for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provided direct access to the Chairman of the Audit Committee in exceptional cases.

During FY 2021-22, the Company received no whistle blower complaint. No person was denied access to the Chairman of the Audit Committee

**MD AND CFO CERTIFICATION**

As required by Regulation 17(8) read with Schedule II Part B of the Listing Regulations, the MD and CFO have given appropriate certifications to the Board of Directors.

**ADDRESS FOR CORRESPONDENCE:**

Registered Office	3/14A 1st Floor Vijay Nagar Double Storey, Delhi-110009 Ph. +91 11 32601237 Email: info@tarinienterprises.in
Corporate Office	3/14A 1st Floor Vijay Nagar Double Storey, Delhi-110009 Ph. +91 11 32601237 Email: info@tarinienterprises.in
Registrar and Transfer Agent	Skyline Financial Services Pvt. Limited D-153 A, Okhla Industrial Area, Phase-I, New Delhi-110020 Ph. No.: 011-26812682,83



Email: virenr@skylinerta.com
------------------------------

**DISCLOSURES IN RELATION TO SEXUAL HARASSMENT AT WORKPLACE**

The disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are given as under:

1. number of complaints filed during the financial year – Nil;
2. number of complaints disposed of during the financial year – Nil;
3. number of complaints pending as on end of the financial year- Nil.

**TOTAL FEES PAID TO STATUTORY AUDITORS**

Total fees for all services paid or payable by the Company and its subsidiaries during the financial year 2021-22, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part was Rs. 29500/- including the audit fees of 2021-22, paid during current financial year.

**GREEN INITIATIVE**

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the Annual Report, amongst others, to shareholders at their e-mail address previously registered with the DPs and RTAs.

Shareholders who have not registered their e-mail addresses so far, are requested to do the same. Those holding shares in demat form can register their e-mail address with their concerned DPs.

Shareholders who hold shares in physical form are requested to register their e-mail addresses with the RTA, by sending a letter, duly signed by the first/sole holder quoting details of their Folio No.

**DETAILS OF CORPORATE POLICIES/ CODES**

Corporate Social Responsibility and Sustainability Policy	<a href="http://www.tarinenterprises.in">www.tarinenterprises.in</a>
Policy on determination of Material Subsidiaries	<a href="http://www.tarinenterprises.in">www.tarinenterprises.in</a>
Policy on Appointment and Removal of Directors	<a href="http://www.tarinenterprises.in">www.tarinenterprises.in</a>
Policy on Remuneration of Directors, KMPs and other employees	<a href="http://www.tarinenterprises.in">www.tarinenterprises.in</a>
Vigil Mechanism Policy	<a href="http://www.tarinenterprises.in">www.tarinenterprises.in</a>
Code of Conduct	<a href="http://www.tarinenterprises.in">www.tarinenterprises.in</a>
Related Party Transaction Policy	<a href="http://www.tarinenterprises.in">www.tarinenterprises.in</a>
Familiarization programme of Independent Directors	<a href="http://www.tarinenterprises.in">www.tarinenterprises.in</a>

**CONFIRMATION OF THE BOARD FOR INDEPENDENT DIRECTORS**

Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management.

For and on behalf of the Board of Directors

**TARINI ENTERPRISES LIMITED**

sd/-

**Abhay Chand Bardia**  
Director

sd/-

**Ravi Prakash Bardia**  
Director

**DIN 00009217**  
**A-20 2nd Floor, C C Colony**  
**Rana Pratap Bagh, Malka Ganj**  
**Delhi 110007**

**DIN 00009231**  
**A-20 2nd Floor, C C Colony,**  
**Rana Pratap Bagh, Malka Ganj**  
**Delhi-110007**

**Place: Delhi**  
**Date: 06.09.2022**

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR  
MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT**

This is to confirm that the Company has adopted the Code of Conduct for its employees including the Managing Director and the Whole-time Directors. The Code is available on the Company's website at [www.tarinenterprises.in](http://www.tarinenterprises.in) I confirm that the Company has in respect of the financial year ended March 31, 2022, received from the Senior Management Team of the Company and the Members of the Board, a declaration of compliance with the Code of Conduct as applicable to them. For the purpose of this declaration, Senior Management Team means the Members of the Management one level below the Managing Director as on March 31, 2022.

**Date: 06.09.2022**

**Place: Delhi**

**sd/-**

**Abhay Chand Bardia  
Managing Director**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Members of  
Tarini Enterprises Limited  
3/14A 1st Floor, Vijay Nagar Double Storey  
Delhi 110009

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Tarini Enterprises Limited** having CIN: L51101DL2006PLC148967 and having registered office at 3/14A 1st Floor, Vijay Nagar Double Storey, Delhi 110009 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with the Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and the respective Directors, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on March 31, 2021 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Serial No.	DIN	Name of Directors	Date of appointment in Company
1	00009217	Abhay Chand Bardia	20/05/2006
2	00009231	Ravi Prakash Bardia	20/05/2006
3	02288102	Padam Duggar	21/05/2012
4	02535434	Girijesh Surana	21/05/2012
5	07196139	Bharti Jain	01/11/2018

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Delhi  
Date : 06.09.2022

For L. Gupta & Associates  
Company Secretaries  
sd/-  
Loveleen Gupta  
Proprietor  
CP 4531  
UDIN: F005287D000929771

**CERTIFICATE ON CORPORATE GOVERNANCE**

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Members of  
Tarini Enterprises Limited  
3/14A 1st Floor, Vijay Nagar Double Storey  
Delhi 110009

1. We have examined the compliance of the conditions of Corporate Governance by **Tarini Enterprises Limited** ("Company"), for the year ended on March 31, 2022, as stipulated under Regulations 17 to 27 and clauses (b) to (i) of sub-regulation 2 of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations").

2. The compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance stipulated in SEBI Listing Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.

3. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us, and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2022 except Uploading of various documents of the company on the website, under Reg. 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: Delhi  
Date: 06.09.2022

**For L. Gupta & Associates**  
**Company Secretaries**  
sd/-  
**Loveleen Gupta**  
**Proprietor**  
**CP 4531**  
**UDIN: F005287D000929793**

## 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:

1. Non- banking Financial Company	In terms of the Section 45-I(f) read with Section 45-I(c) of the RBI Act, 1934, as amend in 1997, their principle business is that of receiving deposits or that of as financial institution, such as lending, investment in securities, hire purchase finance or equipment leasing.
Equipment Leasing Company	Equipment leasing of financing of such activity.
a. Hire Purchase Finance Company	Hire Purchase Transaction or financing of such activity.
b. Investment Company	Acquisition of Securities. These include Primary Dealers (DPs) who deal in underwriting and market making for government securities.
c. Loan Company	Providing finance by making loans or advances, or otherwise for any activity other than its own: excludes EI/HP/Housing Finance Companies (HFCs)
d. Residuary Non-Banking Company	Company which receives deposits under any scheme or arrangement by whatever name called, in one lump sump or in installments 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.
2. Mutual Benefit Financial (MBFC) i.e. Nidhi Company	Any Company which is notifies by the Central Government as a Nidhi Company under Section 620A of the Companies Act, 1956.
3. 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 transact 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 installments 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.

## DISCUSSION ON FINANCIAL REVIEW

### Results

in Thousands

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Revenue form Operation	32233.15	31576.36
Profit before exceptional, extraordinary, and prior period items and tax	1981.91	2599.82
Profit for the year	1981.91	2599.82

### Summarised Profit and Loss Account

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Revenue form Operation	32233.15	31576.36
Other operational income	0	32.33

<b>Total Revenue</b>	32233.15	31608.69
Operating Costs	30251.24	29008.87
<b>Profit Before Depreciation, Interest, Tax (PBDIT)</b>	1981.91	2599.82
Depreciation	0	0
<b>Profit Before Interest &amp; Tax (PBIT)</b>	1981.91	2599.82
Other Income (net)	0	0
<b>Profit before exceptional items</b>	1981.91	2599.82
Exceptional items	0	0
<b>Profit Before Tax (PBT)</b>	1981.91	2599.82
Taxation	629.93	646.19
<b>Profit for the period from continuous operations</b>	1351.98	1953.63
<b>Stature Reserve u/s 45(IA)</b>	270.40	390.73
<b>Profit for the period</b>	1081.59	1562.91
<b>Basic EPS</b>	0.32	0.46



**CHIEF EXECUTIVE OFFICER (CEO) & CHIEF FINANCIAL OFFICER (CFO)**  
**CERTIFICATION**

To  
The Board of Directors  
Tarini Enterprises Limited

We, the undersigned, in our respective capacities as Chief Executive Officer and Chief Financial Officer of Tarini Enterprises Limited (“the Company”), to the best of our knowledge and belief certify that:

(a) We have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2022 and to the best of our knowledge and belief, we state that:

(i) these statements do not contain any materially untrue statement or omit any material fact or contain any 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 the existing accounting standards, applicable laws and regulations.

(b) We further state that to the best of our knowledge and belief, there are 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 hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.

(d) We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(e) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:

(i) significant changes, if any, in the internal control over financial reporting during the year;

(ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and

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

**Date: 06.09.2022**

**Place: Delhi**

**sd/-**

**Abhay Chand Bardia**

**Managing Director**

**Officer**

**DIN: 00009217**

**sd/-**

**Rajiv Yadav**

**Chief Financial**

**INDEPENDENT AUDITOR'S REPORT****To****The Members of TARINI ENTERPRISES LIMITED****Report on the Audit of the Financial Statements****Opinion**

We have audited the accompanying financial statements **TARINI ENTERPRISES LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2022 and the statement of profit and loss for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as financial statements).

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March 2022 and loss for the year ended on that date.

**Basis for 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 (ICAI) 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 there under, 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.

**Other Information**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### **Responsibility of Management for Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance 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 relevant rules issued there under. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities 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.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- a. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal financial control.
- c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- d. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- e. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the management regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the management with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

1. This Report does not include a statement on the matters specified in paragraphs 3 and 4 of 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, since in our opinion and according to the information and explanations given to us, the said Order is not applicable to the Company.
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 it appears from our examination of those books.
  - (c) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31st March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2022 from being appointed as a director in terms of Section 164 (2) of the Act.

- (f) In our opinion and according to information and explanations given to us, there is no managerial remuneration paid during the year ended March 31, 2022 by the Company to its directors. So there is no requirement of reporting of compliance of Section 197 read with Schedule V to the Act; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company didn't have any pending litigations which would impact its financial position;
  - (ii) The Company didn't have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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

**CA Ved Prakash Gupta**  
**PARTNER**  
**M. No.080557**

**Place : NEW DELHI**  
**Date : 30.05.2022**  
**UDIN: CSR00001796.**

**ANNEXURE TO THE AUDITORS' REPORT**

**The Annexure referred to in our report to the members of TARINI ENTERPRISES LIMITED for the year ended 31<sup>st</sup> March, 2022.**

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 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.  
  
(a) All terms and conditions are as per the benefits of company and are not prejudicial to the company's Interest.  
  
(b) Schedule of repayment of principal and interest has been stipulated and receipts are regular.  
  
(c) There is no such amount which is overdue more than 90 Days of above mentioned loan.
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.

**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 2022 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 2022, 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**  
**FRN:0000699N**

**Place : NEW DELHI**  
**Date : 30/05/2022**

**CA Ved Prakash Gupta**  
**PARTNER**  
**M. No.080557**

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

**Place : NEW DELHI**  
**Date : 30/05/2022**

**CA Ved Prakash Gupta**  
**PARTNER**  
**M. No.080557**

**TARINI ENTERPRISES LIMITED**  
**3/14A 1ST FLOOR, VIJAY NAGAR DOUBLE STOREY, DELHI, DELHI-110009**  
**CIN : L51101DL2006PLC148967**  
**BALANCE SHEET AS AT 31/03/2022**

In ` Thousands

Particulars	Note	31/03/2022	31/03/2021
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	1	37729.75	37729.75
Reserves and surplus	2	453028.76	451676.78
Money received against share warrants		-	-
		490758.51	489406.53
Share application money pending allotment		-	-
<b>Non-current liabilities</b>			
Long-term borrowings	3	424.33	-
Deferred tax liabilities (Net)		-	-
Other Long term liabilities		-	-
Long-term provisions		-	-
		424.33	0.00
<b>Current liabilities</b>			
Short-term borrowings	4	106.96	-
Trade payables	5	-	-
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		1272.43	1546.72
Other current liabilities	6	660.36	199.67
Short-term provisions	7	3764.53	3296.03
		5804.27	5042.41
<b>TOTAL</b>		<b>496987.11</b>	<b>494448.94</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, Plant and Equipment and Intangible Assets			
Property, Plant and Equipment	8	8030.79	7297.70
Intangible assets		-	-
Capital work-in-progress		-	-
Intangible assets under development		-	-
		8030.79	7297.70
Non-current investments		-	-
Deferred tax assets (net)	9	11.88	-
Long-term loans and advances		-	-
Other non-current assets		-	-
		8042.67	7297.70
<b>Current assets</b>			
Current investments		-	-
Inventories	10	185011.95	130568.77
Trade receivables	11	885.33	193.01
Cash and cash equivalents	12	(2563.48)	2914.19
Short-term loans and advances	13	299030.53	348045.05

Other current assets	14	6580.10	5430.23
		488944.44	487151.24
<b>TOTAL</b>		<b>496987.11</b>	<b>494448.94</b>

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)

**Place** : New Delhi  
**Date** : 30.05.2022

**TARINI ENTERPRISES LIMITED**  
**3/14A 1ST FLOOR, VIJAY NAGAR DOUBLE STOREY, DELHI, DELHI-110009**  
**CIN : L51101DL2006PLC148967**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31/03/2022**

In ` Thousands

	pte	31/03/2022	31/03/2021
Revenue from operations	15	32233.15	31576.36
Other income	16	-	32.33
<b>Total Revenue</b>		<b>32233.15</b>	<b>31608.69</b>
<b>Expenses</b>			
Cost of materials consumed		-	-
Purchases of Stock-in-Trade	17	72894.54	8281.36
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	18	(54443.19)	8361.81
Employee benefits expense	19	4613.50	3210.73
Finance costs	20	28.16	-
Depreciation and amortization expense	21	185.28	-
Other expenses	22	6972.95	9154.97
<b>Total expenses</b>		<b>30251.24</b>	<b>29008.87</b>
Profit before exceptional, extraordinary and prior period items and tax		1981.91	2599.82
Exceptional items		-	-
Profit before extraordinary and prior period items and tax		1981.91	2599.82
Extraordinary Items	23	-	-
Profit before prior period items and tax		1981.91	2599.82
Prior Period Items		-	-
Profit before tax		1981.91	2599.82
Tax expense:	24		
Current tax		641.81	646.19
Deferred tax		(11.88)	-
Profit/(loss) for the period from continuing operations		1351.98	1953.63
Profit/(loss) from discontinuing operations		-	-
Transfer to Reserve U/s 45IC		270.40	390.73
Profit/(loss) from Discontinuing operations (after tax)		-	-
Profit/(loss) for the period		1081.59	1562.91
Earnings per equity share:	26		
Basic		0.59	0.46
Diluted		0.59	0.46

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)

Place : New Delhi

Date : 30.05.2022

**TARINI ENTERPRISES LIMITED**  
**3/14A 1ST FLOOR, VIJAY NAGAR DOUBLE STOREY, DELHI, DELHI-110009**  
**CIN : L51101DL2006PLC148967**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31/03/2022**

In ` Thousands

Particular	31/03/2022	31/03/2021
<b>Cash Flows from Operating Activates</b>		
Net Profit Before Tax and Extra Ordinary Items	1981.91	2599.82
<b>Adjustment For</b>		
Depreciation	185.28	0.00
Foreign Exchange		
Finance Cost	28.16	0.00
Dividend Income		
Other adjustment of non cash Item	472.87	-32.33
Other adjustment to reconcile Profit		
<b>Total Adjustment to Profit/Loss (A)</b>	<b>686.31</b>	<b>-32.33</b>
<b>Adjustment For working Capital Change</b>		
Adjustment for Increase/Decrease in Inventories	-54443.19	8361.81
Adjustment for Increase/Decrease in Trade Receivables	-692.32	49.96
Adjustment for Increase/Decrease in Other Current	47864.65	-14247.41
Assets		
Adjustment for Increase/Decrease in Trade Payable	-274.29	-5194.78
Adjustment for Increase/Decrease in other current	567.65	-107.22
Liabilities		
Adjustment for Provisions	0.00	0.00
<b>Total Adjustment For Working Capital (B)</b>	<b>-6977.50</b>	<b>-11137.64</b>
<b>Total Adjustment to reconcile profit (A+B)</b>	<b>-6291.19</b>	<b>-11169.96</b>
<b>Net Cash flow from (Used in ) operation</b>	<b>-4309.28</b>	<b>-8570.14</b>
Dividend Received		
Interest received		
Interest Paid	28.16	0.00
Income Tax Paid/ Refund	-646.19	-993.27
<b>Net Cash flow from (Used in ) operation before Extra</b>	<b>-4983.62</b>	<b>-9563.41</b>
<b>Ordinary Items</b>		
Proceeds from Extra Ordinary Items		
Payment for Extra Ordinary Item		
<b>Net Cash flow From operating Activities</b>	<b>-4983.62</b>	<b>-9563.41</b>
<b>Cash Flows from Investing Activities</b>		
Proceeds From fixed Assets		
Proceeds from Investment or Equity Instruments	0.00	5163.96
Purchase of Fixed Assets	918.37	0.00
Purchase Of Investments or Equity Instruments		
Proceeds from Govt. Grant		
Other Inflow/Outflow Of Cash		
<b>Net Cash flow from (Used in ) in Investing Activities before</b>	<b>-918.37</b>	<b>5163.96</b>
<b>Extra Ordinary Items</b>		

Proceeds from Extra Ordinary Items		
Payment for Extra Ordinary Item		
<b>Net Cash flow from (Used in ) in Investing Activities</b>	<b>-918.37</b>	<b>5163.96</b>
<b>Cash Flows from Financial Activities</b>		
Redemption of Preference Share	0.00	0.00
Proceeds From Borrowing	424.33	0.00
Repayment Of Borrowing		
Income Tax Paid/Refund		
<b>Net Cash flow from (Used in ) in Financial Activities before Extra Ordinary Items</b>	<b>424.33</b>	<b>0.00</b>
<b>Net Cash flow from (Used in ) in Financial Activities</b>	<b>424.33</b>	<b>0.00</b>
<b>Net increase (decrease) in cash and cash equivalents before effect of exchange rate changes</b>	<b>-5477.66</b>	<b>-4399.45</b>
Effect of exchange rate change on cash and cash equivalents		
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>-5477.66</b>	<b>-4399.45</b>
Cash and cash equivalents at beginning of period	2914.19	7313.64
<b>Cash and cash equivalents at end of period</b>	<b>-2563.48</b>	<b>2914.19</b>

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)

**Place** : New Delhi

**Date** : 30.05.2022



**NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2022****1 Share Capital**

In ` Thousands

Particulars	31/03/2022	31/03/2021
<b>Authorised</b>		
5100000 (5100000) Equity Shares Equity of ` 10/- Par Value	51000.00	51000.00
400000 (400000) Preference Shares Preference Of ` 10/- Par Value	4000.00	4000.00
	<b>55000.00</b>	<b>55000.00</b>
<b>Issued</b>		
3372975 (3372975) Equity Shares Equity of ` 10/- Par Value	33729.75	33729.75
400000 (400000) Preference Shares Preference Of ` 10/- Par Value	4000.00	4000.00
	<b>37729.75</b>	<b>37729.75</b>
<b>Subscribed</b>		
3372975 (3372975) Equity Shares Equity of ` 10/- Par Value	33729.75	33729.75
400000 (400000) Preference Shares Preference Of ` 10/- Par Value	4000.00	4000.00
	<b>37729.75</b>	<b>37729.75</b>
<b>Paidup</b>		
3372975 (3372975) Equity Shares Equity of ` 10/- Par Value Fully Paidup	33729.75	33729.75
400000 (400000) Preference Shares Preference Of ` 10/- Par Value Fully Paidup	4000.00	4000.00
	<b>37729.75</b>	<b>37729.75</b>

**Reconciliation**

Particulars	31/03/2022		31/03/2021	
	Number of Share	Amount	Number of Share	Amount
Number of shares at the beginning	3372975	33729750.00	3372975	33729750.00
Add : Issue	0	0.00	0	0.00
Less : Bought Back	0	0.00	0	0.00
Others	0	0.00	0	0.00
Number of shares at the end	3372975	33729750.00	3372975	33729750.00

**2 Reserve and Surplus**

In ` Thousands

Particulars	31/03/2022	31/03/2021
Capital Reserve - Opening	17220.00	17220.00
Addition	0.00	0.00
Deduction	0.00	0.00
	<b>17220.00</b>	<b>17220.00</b>
Special Reserve - Opening	2678.02	2287.29
Addition	270.40	390.73
Deduction	0.00	0.00
	<b>2948.41</b>	<b>2678.02</b>
Securities Premium Opening	422760.25	422760.25
	<b>422760.25</b>	<b>422760.25</b>

Profit and Loss Opening	9018.51	7455.61
Amount Transferred From Statement of P&L	1081.59	1562.91
	<b>10100.10</b>	<b>9018.51</b>
	<b>453028.76</b>	<b>451676.78</b>

**3 Long Term Borrowings**

In ` Thousands

Particulars	31/03/2022	31/03/2021
<b>Term Loan</b>		
<b>Banks</b>		
<b>Secured</b>		
Yes bank Car Loan	424.33	0.00
	<b>424.33</b>	<b>0.00</b>

**4 Short Term Borrowings**

In ` Thousands

Particulars	31/03/2022	31/03/2021
Current maturities of long term borrowings	106.96	0.00
	<b>106.96</b>	<b>0.00</b>

**5 Trade Payables**

as at 31/03/2022

In ` Thousands

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	0.00	0.00	0.00	0.00	0.00
(ii) Others	1272.43	0.00	0.00	0.00	1272.43
(iii) Disputed dues - MSME	0.00	0.00	0.00	0.00	0.00
(iv) Disputed dues - Others	0.00	0.00	0.00	0.00	0.00

as at 31/03/2021

In ` Thousands

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	0.00	0.00	0.00	0.00	0.00
(ii) Others	1546.72	0.00	0.00	0.00	1546.72
(iii) Disputed dues - MSME	0.00	0.00	0.00	0.00	0.00
(iv) Disputed dues - Others	0.00	0.00	0.00	0.00	0.00

**6 Other Current Liabilities**

In ` Thousands

Particulars	31/03/2022	31/03/2021
Other payables		

Other Current Liabilities		
TDS Payable	130.86	170.17
Audit Fees Payable	29.50	29.50
Director Remuneration Payable	500.00	0.00
	<b>660.36</b>	<b>199.67</b>

**7 Short Term Provisions**

In ` Thousands

Particulars	31/03/2022	31/03/2021
<b>Others</b>		
Provision for Income Tax	641.81	646.19
Provision for Standard Assets and Sub Standard Assets	3122.71	2649.84
	<b>3764.53</b>	<b>3296.03</b>

**9 Deferred Taxes**

In ` Thousands

Particulars	31/03/2022	31/03/2021
<b>Deferred Tax Assets</b>		
Other	11.88	0.00
	<b>11.88</b>	<b>0.00</b>

**10 Inventories**

In ` Thousands

Particulars	31/03/2022	31/03/2021
<b>Others</b>		
Other	185011.95	130568.77
	<b>185011.95</b>	<b>130568.77</b>

**11 Trade receivables**

In ` Thousands

Particulars	31/03/2022	31/03/2021
<b>Trade Receivable</b>		
Unsecured considered good	885.33	193.01
	<b>885.33</b>	<b>193.01</b>

**Ageing Schedule**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	692320.75	0.00	0.00	0.00	193005.37	<b>885326.12</b>
(ii) Undisputed Trade Receivables - considered doubtful	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>

(iii) Disputed Trade Receivables considered good	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
(iv) Disputed Trade Receivables considered doubtful	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>

**12 Cash and cash equivalents**

In ` Thousands

Particulars	31/03/2022	31/03/2021
Cash in Hand	858.32	550.77
<b>Balances With Banks</b>		
<b>Balance With Scheduled Banks</b>		
Current Account	(3421.80)	2363.41
	<b>(2563.48)</b>	<b>2914.19</b>

**13 Short-term loans and advances**

In ` Thousands

Particulars	31/03/2022	31/03/2021
Loans and advances to others		
Unsecured, considered good	299030.53	348045.05
	<b>299030.53</b>	<b>348045.05</b>

**14 Other current assets**

In ` Thousands

Particulars	31/03/2022	31/03/2021
TDS & Income Tax Deposited	6390.10	5430.23
Security Deposit	190.00	0.00
	<b>6580.10</b>	<b>5430.23</b>

**Contingent Liabilities and Commitments**

In ` Thousands

**Contingent Liabilities**

Particulars	31/03/2022	31/03/2021
	0.00	0.00

**Commitments**

Particulars	31/03/2022	31/03/2021
	0.00	0.00

**Relationship with Struck off Companies**

SN	Name of struck off Company	Nature of transactions with struck-off Company	Balance outstanding	Relationship with the Struck off company, if any, to be disclosed
1	NA	NA	0.00	NA

## FIXED ASSETS

Block of Assets / Asset Group	Rate	Gross Block				Depreciation					Net Block	
		01/04/2021	Additions	Sale/Adj.	31/03/2022	01/04/2021	For the Year	Sale/Adj.	Residual Value Adjustment	31/03/2022	31/03/2022	31/03/2021
		Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees
<b>NON-DEPRECIABLE ASSETS</b>												
LAND	-	72,97,700.00	0.00	0.00	72,97,700.00	0.00	0.00	0.00	0.00	0.00	72,97,700.00	72,97,700.00
<b>TANGIBLE ASSETS</b>												
<b>MOTOR VEHICLES</b>												
CAR	31.23%	0.00	8,85,371.00	0.00	8,85,371.00	0.00	1,79,537.00	0.00	0.00	1,79,537.00	7,05,834.00	0.00
<b>PLANT AND MACHINERY</b>												
AIR CONDITIONER	18.10%	0.00	33,000.00	0.00	33,000.00	0.00	5,744.00	0.00	0.00	5,744.00	27,256.00	0.00
<b>Total (Tangible Assets)</b>		<b>0.00</b>	<b>9,18,371.00</b>	<b>0.00</b>	<b>9,18,371.00</b>	<b>0.00</b>	<b>1,85,281.00</b>	<b>0.00</b>	<b>0.00</b>	<b>1,85,281.00</b>	<b>7,33,090.00</b>	<b>0.00</b>
<b>Grand Total</b>		<b>72,97,700.00</b>	<b>9,18,371.00</b>	<b>0.00</b>	<b>82,16,071.00</b>	<b>0.00</b>	<b>1,85,281.00</b>	<b>0.00</b>	<b>0.00</b>	<b>1,85,281.00</b>	<b>80,30,790.00</b>	<b>72,97,700.00</b>

## 15 Revenue from operations

In ` Thousands

Particulars	31/03/2022	31/03/2021
Sale of Products	15045.00	10063.02
Sale of Services	17188.15	21513.34
	<b>32233.15</b>	<b>31576.36</b>

## 16 Other income

In ` Thousands

Particulars	31/03/2022	31/03/2021
Miscellaneous	0.00	32.33
	<b>0.00</b>	<b>32.33</b>

## 17 Purchases of Stock-in-Trade

In ` Thousands

Particulars	31/03/2022	31/03/2021
Finished Goods	72894.54	8281.36
	<b>72894.54</b>	<b>8281.36</b>

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

In ` Thousands

Particulars	31/03/2022	31/03/2021
<b>Opening</b>		
Other	130568.77	138930.58
	<b>130568.77</b>	<b>138930.58</b>
<b>Closing</b>		
Other	185011.95	130568.77
	<b>185011.95</b>	<b>130568.77</b>
<b>Increase/Decrease</b>		
Other	(54443.19)	8361.81
	<b>(54443.19)</b>	<b>8361.81</b>

## Details of Changes in Inventory

Particulars	31/03/2022	31/03/2021
<b>Other</b>		
Change	(54443.19)	8361.81
	<b>(54443.19)</b>	<b>8361.81</b>

## 19 Employee benefits expense

In ` Thousands

Particulars	31/03/2022	31/03/2021
Salary, Wages & Bonus	4113.50	2710.73
Director Remuneration	500.00	500.00
	<b>4613.50</b>	<b>3210.73</b>

## 20 Finance costs

In ` Thousands

Particulars	31/03/2022	31/03/2021
<b>Interest Expenses</b>		
Interest Expenses		
Interest on Car Loan	28.16	0.00
	<b>28.16</b>	<b>0.00</b>

## 21 Depreciation and amortisation expense

In ` Thousands

Particulars	31/03/2022	31/03/2021
Depreciation	185.28	0.00

## 22 Other expenses

In ` Thousands

Particulars	31/03/2022	31/03/2021
<b>Other Expenses</b>		
Accounting Charges	135.00	135.00
Advertising Exp.	3704.21	3146.55
Audit fees	29.50	29.50
Balance W/Off	1.24	0.00
Business Promotion	19.95	48.70
Car Petrol Expenses	78.51	0.00
CDSL	0.00	11.31
Commission Paid	850.00	2713.75
Computer Charges	0.00	45.60
Consultancy & AccounFees	500.00	0.00
Demat Charges	0.00	0.46
Donation	36.00	0.00
F & O	267.40	1646.88
Fee & Subscription	51.32	75.70
Filling Fee	3.65	3.04
Fine & Penalty	11.80	0.00
Listing Fee	83.35	63.66
Office expeses	60.90	113.40
Office Maintenance	45.00	60.00
Postal Expenses	25.25	30.58
Printing & stationery	46.64	72.77
Professional Fees	256.41	636.00
Provision for standard & Sub Standard Asset	472.87	0.00
Refreshments Paid at Office	86.03	119.58
Rent	175.00	180.00
STT	32.92	22.50
	<b>6972.95</b>	<b>9154.97</b>

**23 Extraordinary Items**

In ` Thousands

Particulars	31/03/2022	31/03/2021
	0.00	0.00

**24 Tax expense**

In ` Thousands

Particulars	31/03/2022	31/03/2021
Current tax	641.81	646.19
Deferred tax	(11.88)	0.00
	<b>629.93</b>	<b>646.19</b>

**26 Earnings per equity share**

In ` Thousands

Particulars	31/03/2022	31/03/2021
<b>Earnings Per Equity Share</b>		
<b>Basic</b>	0.59	0.46
<b>Diluted</b>	0.59	0.46
<b>Number of Shares used in computing EPS</b>		
Basic	3373	3373
Diluted	3373	3373
<b>Calculations</b>		
Net profit for dilutive earnings per share	1981.91	1562.91

**Corporate Social Responsibility (CSR)**

SN	Amount required to be spent by the company during the year	Amount of expenditure incurred	Shortfall at the end of the year	Total of previous years shortfall	Reason for shortfall	Nature of CSR activities	Details of related party transactions
1	0.00	0.00	0.00	0.00	0	0	0

**Details of Crypto Currency or Virtual Currency**

SN	profit or loss on transactions involving Crypto currency or Virtual Currency	amount of currency held as at the reporting date	deposits or advances from any person for the purpose of trading or investing in Crypto Currency/ virtual currency.
1	0.00	0.00	0.00

**27. 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.

**28. Capital and Other Commitments**

There is no outstanding capital and other commitments.

**29. Payment to Auditors**

(Amount in Rs.)

Particulars	2021-22	2020-21
Statutory auditors		
Statutory audit fees	29500	29500
Total	29500	29500

30. 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.

31. 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.



**32. Purchase & Sales:**

(in ,000 )

Particulars	2021-22	2020-21
Purchases	72894.53	8281.35
Sales	15045.00	10063.01

**33. 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**

Relative of key Managerial Person (KMP)

**SAMPAT DEVI 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	2021-22	2020-21
<b>Key Management Personnel</b>		
- <b>ABHAY CHAND BARDIA</b>		
Loan Taken	-	-
Loan Repaid	-	-
Director Remuneration	<b>500000</b>	<b>500000</b>
- <b>SAMPAT DEVI BARDIA</b>		
Loan Taken	-	-
Loan Repaid	-	-
Rent	<b>240000</b>	<b>240000</b>

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

35. Title deeds of Immovable Property not held in name of the Company - NA

<b>Title deeds of Immovable Property not held in name of the Company</b>	5	<b>Disclose</b>	No
--	---	-----------------	----

Relevant line item in the Balance Sheet	Description of item of Property	Gross Carrying Value Current Year	Gross Carrying Value Previous Year	Title deeds held in the name of	Title Holder	Property held since which date	Reason for not held in the name of the Company
N.A							

## 36. Capital Work-in-Progress Aging Schedule

Capital Work-in-Progress Aging Schedule					N.A
CWIP	CWIP Amount in CWIP for a period of				Total
	Less than 1 year	1 -2 Years	2-3 Years		
Projects in progress	0	0	0		0
Projects temporarily suspended					-
Projects in progress	0	0	0		0
Projects temporarily suspended					-

Disclosure for Project Overdue or exceeded its budgeted cost		5		NA
CWIP	Project Status	To be Completed		
		Less than 1 year	1 -2 Years	More than 3 Years

## 37. Intangible assets under development aging Schedule

Intangible assets under development aging Schedule					NA
Intangible assets under development	CWIP Amount in CWIP for a period of				Total
	Less than 1 year	1 -2 Years	2-3 Years		
Projects in progress					-
Projects temporarily suspended					-
Projects in progress					-
Projects temporarily suspended					-

Disclosure for Project Overdue or exceeded its budgeted cost				NA
Intangible assets under development	Project Status	To be Completed		
		Less than 1 year	1 -2 Years	More than 3 Years

**38. Loans and Advances given to Related Parties**

Loans and Advances given to Related Parties			Disclose		NA
Type of Borrower	Current Period		Previous Period		
	Amount outstanding	% of Total	Amount outstanding	% of Total	
Promoters					
Directors					
KMPs					
Related Parties					
Others 1					
Others 2					
<b>Total</b>	-	0.00%	-	0.00%	

**39. Security of Current Assets Against Borrowings**

Security of Current Assets Against Borrowings
N.A

Tables	3
--------	---

NA
----

**Reconciliation between Current Assets as per Quarterly statement filed with Bank and Current Asset as per Books of Account**

Particulars	June, 2021	September, 2021	March, 2022
Current Assets as per Quarterly Return filed with Bank			0
<b>Add:</b>			
Valuation Difference			
Difference due to Physical verification			
Purchase Bill accounted later			
others 1			
others 2			
<b>Less:</b>			
Valuation Difference			
Difference due to Physical verification			0
Sale Bill accounted later			
others 1			
others 2			
<b>Current Assets as per Books of Account</b>	0	0	0

**40. Details of Benami Property held**

<b>Details of Benami Property held</b>	Tables			NA
<b>Particulars</b>		<b>Details</b>		
Particulars of Property				
Year of Acquisition				
Amount				
Detail of Beneficiary 1				
Detail of Beneficiary 2				
Detail of Beneficiary 3				
Property is in the Books, if yes then relevant line item of Balance Sheet				
Property is in the Books, if No then reason for the same				
Proceedings against company				
Nature of Proceedings				
Status of Proceedings				
Company's View on Proceedings				

**41. Wilful Defaulter**

<b>Wilful Defaulter</b>			
Date of declaration as wilful defaulter		<b>Disclose</b>	<b>NA</b>

**42. Relationship with Struck off Companies**

<b>Relationship with Struck off Companies</b>	5		NA
<b>Name of struck off Company</b>	<b>Nature of transactions</b>	<b>Balance outstanding Current Year</b>	<b>Relationship with the Struck off company, if any</b>

**43. Registration of Charge**

<b>Registration of Charge</b>	NA

**44. Compliance with number of layers of companies**

<b>Compliance with number of layers of companies</b>	NA		
	3		
<b>Name of Company</b>	<b>CIN</b>	<b>Relationship</b>	<b>% of Holding</b>

--	--	--	--

--

**45. Disclosure where company has given loan or invested to other person or entity to lend or invest in another person or entity**

Name of Intermediatory	Address	Government ID	Relationship	Nature of Transaction	Amount
NA					

**Disclosure where company has received fund from other person or entity to lend or invest in other person or entity**

Disclosure where company has received fund from other person or entity to lend or invest in other person or entity					
			5		No
Name of Funding Party	Address	Government ID	Relationship	Nature of Transaction	Amount
NA					

**46. Undisclosed Income**

Undisclosed Income	NA

**47. CSR Expenditure**

CSR Expenditure	NA
Particulars	Previous Year
Amount required to be spent by the company during the year	
Amount of expenditure incurred	
Shortfall at the end of the year	
Total of previous years shortfall	

Movement in the provision	
---------------------------	--

Reason for shortfall

Nature of CSR activities

Details of related party transactions

**48. Statement of Significant ratios for the year are attached.**

**49. Details of Crypto Currency or Virtual Currency**

Details of Crypto Currency	NA
Particulars	Previous Year
Profit or loss from Crypto Currency transaction	
Amount of Crypto Currency held as at Balance Sheet date	
Deposits or Advances received for trading or investing in Crypto Currency	
Others 1	
Others 2	

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

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

CA Ved Prakash Gupta  
PARTNER  
M. No.080557

ABHAY CHAND BARDIA  
DIRECTOR  
(DIN : 00009217)

RAVI PRAKASH BARDIA  
DIRECTOR  
(DIN : 00009231)

Place : NEW DELHI  
Date : 30/05/2022