

**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](mailto:tarinienterprisespvtltd@gmail.com)**

**18<sup>TH</sup> ANNUAL REPORT  
2023-2024**

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**Corporate Information**

<b>Board of Directors</b>	
Mr. Abhay Chand Bardia	Managing Director
Mr. Ravi Prakash Bardia	Non-Executive Director
Mr. Pranav Kumar Jha	Non-Executive Director
Mr. Pratiyush Pandey	Independent Director
Mr. Rajni Kant Srivastava	Independent Director
Ms. Pallavi Singh	Independent Director
<b>Chief Financial Officer</b> Mr. Arjun Sah	
<b>Company Secretary &amp; Compliance Officer</b> Ms. Priyanka Devi	

<b>Auditors</b>
<b>Rajput Jain &amp; Associates</b> Chartered Accountants P-6/90 (second floor), Connaught Circus, Connaught Place, New Delhi-110001 Ph. No.: 011-43520194; 9811322785; 9871857333 Email: info@carajput.com

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

**NOTICE OF 18<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 18<sup>th</sup> Annual General Meeting of the members of **Tarini Enterprises Limited** will be held on Wednesday, 25th September 2024 at 01.00 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. Consideration and Adoption of the Audited Financial Statements of the Company for the Financial Year ended 31st March 2024 and the Reports of the Board of Directors and Auditors thereon.**

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

**“RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2024 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted.”

- 2. To Re-Appoint M/s Rajput Jain & Associates, Chartered Accountants (FRN: 015341C) as statutory auditors of the company**

To consider and, if thought fit, to pass, with or without modification, 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 Rajput Jain & Associates, Chartered Accountants (FRN: 015341C) be and are hereby re-appointed for five years, as the Statutory Auditors of the Company, to hold office from the conclusion of this 18th Annual General Meeting to the conclusion of 24th Annual General Meeting of the company for the financial year ending on 31st March 2029 at such remuneration as shall be fixed by the Board of Directors of the company.”

- 3. Re-appointment of Mr. Ravi Prakash Bardia, as a director liable to retire by rotation:**

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

**“RESOLVED THAT** Mr. Ravi Prakash Bardia (DIN: 00009231), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director of the Company.”

**SPECIAL BUSINESS:**

- 4. To appoint Mr. Pranav Kumar Jha (DIN – 03123280) as Non – Executive Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), and pursuant to article of association of the company, and upon recommendation of Nomination and Remuneration Committee, consent of members of the company be and is hereby accorded for appointment of Mr. Pranav Kumar Jha (DIN: 03123280), as the Non Executive Director of the company, on the remuneration of Rs. 50000 per months, who shall be liable to retire by rotation.



**RESOLVED FURTHER THAT** the board of directors be and is hereby authorised to do all such acts, deed, things, and matters and take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

- 5. To appoint Ms. Pallavi Singh (DIN – 10614413) as Non – Executive & Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Rules framed thereunder, Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Ms. Pallavi Singh (DIN: 10614413), who was appointed as an Additional Director in the capacity of an Independent Director with effect from May 30, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years from May 30, 2024 till May 29, 2029, not liable to retire by rotation and shall be entitled to a sitting fee of Rs. 2500/- (Rupees two thousands five hundred Only) per meeting.

**RESOLVED FURTHER THAT** the board of directors be and is hereby authorised to do all such acts, deed, things, and matters and take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

- 6. To appoint Mr. Pratiyush Pandey (DIN – 08920403) as Non – Executive & Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Rules framed thereunder, Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”)[including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Pratiyush Pandey (DIN: 08920403), who was appointed as an Additional Director in the capacity of an Independent Director with effect from May 30, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years from May 30, 2024 till May 29, 2029, not liable to retire by rotation and shall be entitled to a sitting fee of Rs. 2500/- (Rupees two thousands five hundred Only) per meeting.

**RESOLVED FURTHER THAT** the board of directors be and is hereby authorised to do all such acts, deed, things, and matters and take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

- 7. To appoint Mr. Rajni Kant Srivastava (DIN – 00662235) as Non – Executive & Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Rules framed thereunder,

Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Rajni Kant Srivastava (DIN: 00662235), who was appointed as an Additional Director in the capacity of an Independent Director with effect from May 30, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years from May 30, 2024 till May 29, 2029, not liable to retire by rotation and shall be entitled to a sitting fee of Rs. 2500/- (Rupees two thousands five hundred Only) per meeting.

**RESOLVED FURTHER THAT** the board of directors be and is hereby authorised to do all such acts, deed, things, and matters and take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution."

Date:30.08.2024

Place:Delhi

For Tarini Enterprises Limited

**Abhay Chand Bardia**

Managing Director

DIN: 00009217

A-20 2nd Floor

CC Colony Rana Pratap Bagh,

Malka Ganj, Delhi - 110007

**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 No. 2 to 6 set out above and details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 1.1.5 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 18th 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 Thursday, the 19th day of September, 2024 to Wednesday, 25th September, 2024 (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 01.00 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 18th 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 18th 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 18th Annual General Meeting and the Annual Report for the year ending 31<sup>st</sup> March 2024 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 18<sup>th</sup> September, 2024.
- 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., 18<sup>th</sup> September 2024 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.tarinienterprises.in](http://www.tarinienterprises.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Metropolitan Stock Exchange of India Limited, Mumbai.
- XXIX. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

Place: Delhi  
Date: 30.08.2024

By order of the Board of Directors

**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 Sunday 22.09.2024 at 9.00 A.M and ends on Tuesday, 24.09.2024 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. 13.09.2024, 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 18.09.2024.

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 systemA) 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>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 "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" 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 "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>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' 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.</li> </ol>

	<p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. 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>2. 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>3. 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>4. 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>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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</p>

**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 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 :

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

1. 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'?

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'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

2. 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.

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

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

5. 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 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 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 shareholder 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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM

will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [tarinienterprisespvtltd@gmail.com](mailto:tarinienterprisespvtltd@gmail.com). The same will be replied by the company suitably.

**EXPLANATORY STATEMENT****(Pursuant to section 102 of the Companies Act, 2013)****EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS IN THE NOTICE:****Item No. 4**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Pranav Kumar Jha (DIN: 03123280) as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company w.e.f. 8th April 2024, who holds office only upto the date of the forthcoming AGM and is eligible for appointment as a Director.

Considering the knowledge and experience of Mr. Pranav Kumar Jha, the Board of Directors recommends the appointment of Mr. Pranav Kumar Jha as a Non-Executive Director of the Company and is now being placed before the Members at the General Meeting for their approval.

A brief profile of Mr. Pranav Kumar Jha and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this statement. Mr. Pranav Kumar Jha is interested in the Ordinary Resolution set out at Item No. 4 with respect to his appointment. The relative(s) of Mr. Pranav Kumar Jha may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company.

Except Mr. Pranav Kumar Jha, none other directors and Key Managerial Personnel and their relatives are interested in the resolution.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

**Item No. 5**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Ms. Pallavi Singh (DIN: 10614413) as an Additional Director to be designated as Independent Director of the Company, pursuant to the provisions of Section 149, 161(1) of the Act and the Articles of Association of the Company with effect from 30th May 2024. In accordance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of an independent Director requires approval of members, Ms. Pallavi Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has received a declaration from Ms. Pallavi Singh that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Ms. Pallavi Singh fulfills the conditions for her appointment as an Independent Director as specified in the Act. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Pallavi Singh for the office of Director of the Company.

A brief profile of Ms. Pallavi Singh and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this statement. Ms. Pallavi Singh is interested in the Ordinary Resolution set out at Item No. 5 with respect to her appointment. The relative(s) of Ms. Pallavi Singh may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

**Item No. 6**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Pratiyush Pandey (DIN: 08920403) as an Additional Director to be designated as Independent Director of the Company, pursuant to the provisions of Section 149, 161(1) of the Act and the Articles of Association of the Company with effect from 30th May 2024. In accordance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of an independent Director requires approval of members, Mr. Pratiyush Pandey is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Pratiyush Pandey that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Mr. Pratiyush Pandey fulfills the conditions for his appointment as an Independent Director as specified in the Act. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Pratiyush Pandey for the office of Director of the Company.

A brief profile of Mr. Pratiyush Pandey and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this statement. Mr. Pratiyush Pandey is interested in the Ordinary Resolution set out at Item No. 6 with respect to his appointment. The relative(s) of Mr. Pratiyush Pandey may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

#### **Item No. 7**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Rajni Kant Srivastava (DIN: 00662235) as an Additional Director to be designated as Independent Director of the Company, pursuant to the provisions of Section 149, 161(1) of the Act and the Articles of Association of the Company with effect from 30th May 2024. In accordance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of an independent Director requires approval of members, Mr. Rajni Kant Srivastava is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Rajni Kant Srivastava that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Mr. Rajni Kant Srivastava fulfills the conditions for his appointment as an Independent Director as specified in the Act. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Rajni Kant Srivastava for the office of Director of the Company.

A brief profile of Mr. Rajni Kant Srivastava and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this statement. Mr. Rajni Kant Srivastava is interested in the Ordinary Resolution set out at Item No. 7 with respect to his appointment. The relative(s) of Mr. Rajni Kant Srivastava may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice. The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

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

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

Information pursuant to Regulation 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)

**Table: 1**

Name	Mr. Ravi Prakash Bardia	Mr. Pranav Kumar Jha
Age	59	49
Qualifications	Graduate	Post Graduate
Experience	30 Years	20 years
Brief profile	<p>By virtue of his background and experience, Mr. Ravi Prakash Bardia has an extraordinarily broad and deep knowledge of the non-banking finance industry.</p> <p>He has valuable experience in managing the issue faced by large and complex corporations.</p> <p>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 the Board with valuable insights to the understanding of complex strategic, operations and financial matters of the industry as well as the Company.</p> <p>His re-appointment will strengthen the Board's knowledge, capability and experience.</p>	<p>A dynamic and solution driven professional having more than 20 years of experience in leadership, Team development, Operations and management, etc. He is a leader, proficient in formulating and executing strategies and has worked in senior positions across a range of industries involving some of the finest global brands. He has an expertise to train and develop a team as per the emerging needs of 21st century, which can drive and produce extra ordinary result in a highly competitive and diverse environment.</p>
Terms and conditions of re-appointment	N.A.	N.A.
Remuneration (including sitting fees, if any) last drawn (FY 2023-24)	N.A.	N.A.
Remuneration proposed to be paid	N.A.	As per existing approved terms of appointment
Date of first appointment on the Board	20.05.2006	30.05.2024
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2024	85,680 shares	N.A.
Relationship with other Directors / Key Managerial Personnel	Brother of Mr. Abhay Chand Bardia.	N.A.

Number of meetings of the Board attended during the financial year 2023-24	8	N.A.
Directorships of other Boards as on March 31, 2024	1. Prosoft Trading Private Limited 2. Micron Precision Engineering Private Limited 3. Sukh Shanti Minerals Private Limited 4. Dwinger Agents Pvt. Ltd. 5. Kuber Kitchen Private Limited	1. Innoaqua Technologies Private Limited 2. Neowave Education Private Limited 3. Humannet Consultancy Private Limited
Chairmanship of Committees of other Boards as on March 31, 2024	NIL	NIL
Listed entities from which the Director has resigned in the past three years	NIL	NIL

**Table 2:**

<b>Name</b>	<b>Ms. Pallavi Singh</b>	<b>Mr. Pratiyush Pandey</b>
Age	42 years	22 years
Qualifications	Doctorate	Pursuing Graduation
Experience	15 years	3 years
Brief profile	An Environmentalist & Consultant with PhD in Geography from V.B.S. Purvanchal University in 2008. Remote sensing, Digital Image Processing, Extraction of different features through Satellite data, etc. are core areas of expertise and having more than 15 years of vast experience in the said field. Also being a PhD holder, several papers & articles are published in Journals / Books.	Young and dynamic professional having vast domestic as well as international exposure of various filed including finance, manufacturing, processing, marketing, brand building etc. and the youngest entrepreneur who belief in the empowerment, development and upliftment of social and economic condition of rural population especially underprivileged girls and women of rural area. Started first venture under the name and style "Greenwear Fashion" and created an integrated garment manufacturing unit empowered with indigenous renewable energy resources.
Terms and conditions of re-appointment	N.A.	N.A.
Remuneration (including sitting	N.A.	N.A.

fees, if any) last drawn (FY 2023-24)		
Remuneration proposed to be paid	As per existing approved terms of appointment	As per existing approved terms of appointment
Date of first appointment on the Board	30.05.2024	30.05.2024
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2024	NIL	NIL
Relationship with other Directors / Key Managerial Personnel	No relationship amongst directors	No relationship amongst directors
Number of meetings of the Board attended during the financial year 2023-24	N.A.	N.A.
Directorships of other Boards as on March 31, 2024	NIL	GREEN WEAR FASHION PRIVATE LIMITED
Chairmanship of Committees of other Boards as on March 31, 2024	NIL	NIL
Listed entities from which the Director has resigned in the past three years	NIL	NIL

**Table 3:**

Name	Mr. Rajni Kant Srivastava
Age	59 years
Qualifications	Graduate
Experience	35 years
Brief profile	Worked with PRJ group and having vast experience of 35 years serving as Director /Proprietor in the Finance, Trading and logistics industry. Entrepreneurship qualities of running successful business, Business Planning and Strategic Planning are the core area of expertise.
Terms and conditions of re- appointment	N.A.
Remuneration (including sitting fees, if any) last	N.A.



drawn (FY 2023-24)	
Remuneration proposed to be paid	As per existing approved terms of appointment
Date of first appointment on the Board	30.05.2024
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2024	NIL
Relationship with other Directors / Key Managerial Personnel	No relationship amongst directors
Number of meetings of the Board attended during the financial year 2023-24	N.A.
Directorships of other Boards as on March 31, 2024	NIL
Chairmanship of Committees of other Boards as on March 31, 2024	NIL
Listed entities from which the Director has resigned in the past three years	NIL

**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 18<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, 25<sup>th</sup> September 2024 at 01:00 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 1st Floor Vijay Nagar, Double Storey, Delhi-110009

Phone No.: 011-32601237 Mobile: 9811024165

E Mail: tarinienterprisespvtltd@gmail.com

CIN: L51101DL2006PLC148967

Name of the company: TARINI ENTERPRISES LIMITED

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

Name of the Member(s):

Registered Address:

E-mail Id:

Folio No./Client Id:

DP ID:

I, being the member of \_\_\_\_\_ shares of the above-named Company, hereby appoint:

1. Name:  
Address:  
E-Mail Id:  
Signature: ....., or failing him

2. Name:  
Address:  
E-Mail Id:  
Signature: ....., or failing him

3. Name:  
Address:  
E-Mail Id:  
Signature: .....

as my/our proxy to attend and vote (on poll) for me and on my behalf at the Extra-Ordinary General Meeting of the Company to be held on Monday, 08<sup>th</sup> July, 2024 at 10.00 A.M. at Registered Office of the company at T-189, Gali No 4, Shivaji Colony Narela Delhi-110040, India 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 and Auditor's for the financial year 31st March, 2024		
2.	To Re-Appoint M/s Rajput Jain & Associates, Chartered Accountants (FRN: 015341C) as statutory auditors of the company		
3.	To re-appoint Mr. Ravi Prakash Bardia, director of the Company who		

	retires by rotation		
4.	To appoint Mr. Pranav Kumar Jha as Non-Executive Director		
5.	To appoint Mrs. Pallavi Singh as Independent & Non-Executive Director		
6.	To appoint Mr. Pratiyush Pandey as Independent & Non-Executive Director		
7.	To appoint Mr. Rajni Kant Srivastava as Independent & Non-Executive Director		

Signed this \_\_\_ day of \_\_\_, 2024

Affix Re. 1/- revenue stamp

\_\_\_\_\_  
(Signature of the Shareholder)

\_\_\_\_\_  
(Signature of the Proxy holder (s))

**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: tarinienterprisespvltld@gmail.com

**Route Map to the venue of 18<sup>th</sup> Annual General Meeting**



**DIRECTORS' REPORT**

**Dear Member(s),**

Your directors are pleased to present the 18<sup>th</sup> Annual Report of Tarini Enterprises Limited ('the Company') along with the Audited Financial Statements and the Auditor's Report there on for the Financial Year (FY) ended 31<sup>st</sup> March 2024 ('year under review').

**1. STATE OF COMPANY'S AFFAIRS AND FINANCIAL PERFORMANCE OF THE COMPANY.**

The financial highlights of your Company for the financial year ended 31<sup>st</sup> March 2024, and for the previous financial year ended 31<sup>st</sup> March 2023 on standalone basis, are as follows:

Particulars	Amt in lakhs	
	Year Ended 31.03.2024 (Rs.)	Year Ended 31.03.2023 (Rs.)
Net Sales / Income from operations	227.74	335.95
Other Income	-	-
Total Expenditure	174.16	279.43
Finance costs	0.32	0.38
Depreciation	1.56	1.25
Profit before taxation	53.58	56.52
Less: Tax Expenses	21.85	23.34
Net Profit/Loss	30.72	33.19

During the year under review, the total revenue of the Company for FY 2023-24 stood at Rs. 227.74 lakhs whereas in FY 2022-23, it stood at Rs. 335.95 lakhs.

The Net worth of your Company as on 31st March 2024 stood at Rs. 4,987.43 lakhs as against Rs. 4,949.07 Lakhs as on 31st March 2023.

**2. DIVIDEND**

The Board of Directors of your Company has deemed it prudent not to recommend any dividend for the Financial Year under report to retain the profits, to meet the requirements of future growth.

**3. TRANSFER TO RESERVES**

During the year under review the Company made a profit and accordingly during the year, your Company transferred an amount of Rs. 7.64 lakhs to Statutory Reserve as required under Section 45-IC of The RBI Act, 1934.

**4. CHANGE IN NATURE OF BUSINESS**

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

**5. MATERIAL CHANGES AND FINANCIAL COMMITMENTS**

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 2024 and the date of Director's report.

**6. SHARE CAPITAL**

There has been no change in the capital structure of the Company during the year 2023-24. The authorised capital of the company is Rs. 5,50,00,000/- (Rupees Five Crores Fifty Lakhs only) divided into 51,00,000 (Fifty-One Lakh) Equity shares of Rs. 10/- each & 4,00,000 (Four lakh) preference shares of Rs. 10/- each.

The paid-up capital of the company is Rs. 3,77,29,750/- (Three Crores Seventy-Seven Lakh Twenty-Nine Thousand Seven Hundred & Fifty only) divided into 33,72,975 (Thirty Three Lakh Seventy Two Thousand Nine Hundred & Seventy Five) equity shares of Rs. 10/- each & 4,00,000 (Four lakh) preference shares of Rs. 10/- each.

The Company has not issued any equity shares with differential voting rights or any sweat equity shares.

#### 7. PUBLIC DEPOSITS

During the year under review, your Company has not invited or accepted any public deposits within the meaning of Section 73 of the Companies Act, 2013 read with rules framed thereunder.

#### 8. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The composition of the Board and Key Managerial Personnel has changed as detailed below. Your Company's Board is duly constituted and is in compliance with the requirements of the Act, the Listing Regulations and provisions of the Articles of Association of the Company. Your Board has been constituted with requisite diversity, wisdom, expertise and experience commensurate to the scale of operations of your Company.

Name of Director	Designation	Date of Appointment	Date of Resignation
Mr. Padam Duggar	Independent Director	--	31.03.2024
Mr. Girijesh Surana	Independent Director	--	31.03.2024
Mrs. Bharti Jain	Independent Director	--	30.05.2024
Mr. Pranav Kumar Jha	Non-Executive Director	08.04.2024	--
Mr. Pratiyush Pandey	Independent Director	30.05.2024	--
Ms. Pallavi Singh	Independent Director	30.05.2024	--
Mr. Rajni Kant Srivastava	Independent Director	30.05.2024	--

Mr. Pranav Kumar Jha was appointed as an additional director (Non-Executive Director) on 8th April 2024; Mr. Padam Duggar and Mr. Girijesh Surana have retired w.e.f. 31.03.2024. Mr. Rajni Kant Srivastava and Mr. Pratiyush Pandey were appointed as additional Directors on 30th May 2024 in place of the retiring Directors. Ms. Pallavi Singh was also appointed on 30.05.2024 as additional director in the category of independent director. Their tenure of appointment is upto the forthcoming Annual General Meeting. They all have given their consent for regularisation of their appointments in the Annual General Meeting. Accordingly, the matter relating to their regularisation is placed for the approval of shareholders in the Annual General Meeting. A brief resume and other relevant details of the Directors proposed to be appointed / re-appointed are given in the Explanatory Statement to the Notice convening the AGM.

In accordance with the provision of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Ravi Prakash Bardia (DIN: 00009231) would be retiring as a director by rotation and being eligible for re-appointment, has offered himself for re-appointment. On the recommendation of the Nomination and Remuneration Committee the Board of Directors recommend his re- appointment for consideration by the shareholders of the Company at the ensuing AGM.

All the Independent Directors have given their declaration confirming that they meet the criteria of independence as prescribed Regulation 16(1)(b) and 25(8) of SEBI Listing Regulations and Section 149(6) of the Companies Act, 2013 read with Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014 and the same has been noted by the Board of Directors and in the opinion of the Board of the Company, all Independent Directors of the Company have integrity, expertise, experience and proficiency as prescribed under the Companies (Appointment and Disqualification of Directors) Rules, 2014 read with the Companies (Accounts) Rules, 2014 (including amendment thereof).

Further in compliance with the Circulars dated 20<sup>th</sup> June 2018 issued by NSE and BSE, the Company has also received a declaration from all the directors that they are not debarred from holding the office of Director by virtue of any SEBI order or by any other such statutory authority.

Further Mr. Rajiv Yadav has resigned from the position of CFO of the Company w.e.f 9<sup>th</sup>

October 2023 and Mr. Arjun Sah was appointed in his place.

Presently, in terms of the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company are Mr. Abhay Chand Bardia, Managing Director, Mr. Arjun Sah, Chief Financial Officer & Ms. Priyanka Devi, Company Secretary and Compliance Officer of the Company.

#### **9. COMPANY POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS**

Pursuant to the provisions of Section 178(1) of the Act and Regulation 19(4) read with Part D of Schedule II Listing Regulations, the Company has upon the recommendation of the Nomination & Remuneration Committee (NRC), has adopted the Nomination & Remuneration Policy for its Directors, Key Managerial Personnel ('KMPs') and Senior Management Personnel including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided u/s 178(3) of the Act. The Nomination & Remuneration Committee has also adopted the Charter which, inter-alia deals with the manner of selection of the Board of Directors, Senior Management Personnel and Key Managerial Personnel and their compensation.

The Company's policy is based on the fundamental principle of payment for performance, the Company strives to ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors and Key Managerial Personnel of the quality required to run the Company successfully and the relationship between remuneration and performance is clear and meets appropriate performance benchmarks.

Remuneration for directors including Independent Directors, KMPs and Senior Management Personnel, was drawn up in consonance with the tenets as laid down in the Nomination & Remuneration Policy, which seeks to ensure that it is commensurate with the nature and size of the business and operations of the Company. The concerned individuals are remunerated (including sittings fees) in a manner, depending upon the nature, quantum, importance and intricacies of the responsibilities and functions being discharged and also the standards prevailing in the industry and those chosen for such offices are people with the best of knowledge of talent and rich in experience.

The Nomination and Remuneration Committee recommends the remuneration payable to the Executive Directors and Key & Senior Managerial Personnel, for approval by the Board of Directors of the Company, subject to the approval of its shareholders, wherever necessary.

#### **10. MEETING OF THE BOARD OF DIRECTORS**

During the FY 2023-24, the Board of Directors met Eight (8) times and the details as to the dates of such meetings and the attendance of various directors of the Company thereat have been provided in the Corporate Governance Report forming part of this Annual Report. The intervening gap between two consecutive meetings was not more than one hundred and twenty (120) days as prescribed by the Companies Act, 2013 and the Listing Regulations.

Additionally, a meeting of the Independent Directors of the Company was held on 25th March 2024, with the participation of all Independent Directors of the Company at the meeting and without the attendance of non-independent directors. However, upon the invitation of the Independent Directors, the Company Secretary & Compliance Officer was present throughout the meeting as an Invitee.

#### **11. CORPORATE GOVERNANCE**

The company is committed towards robust corporate governance practices wherein compliance of various laws in letter as well as in spirit is the utmost priority of the Management. The management of your Company ensures and admits it as its inherent responsibility to disclose timely and accurate information such that the ethical values and the legacy of wisdom would prove to be a benchmark for the Good Corporate Governance at Integrated Industries Limited.

Pursuant to Regulation 34 of SEBI Listing Regulations read with Schedule V thereto, a detailed report on Corporate Governance is included in this Annual Report. A Certificate certifying the Company's compliance with the requirements of Regulations as set out in the SEBI Listing



Regulations, taken from M/s. L. Gupta & Associates, Company Secretaries, is attached to the report on Corporate Governance.

## **12. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT**

The Company shall not be mandatorily required to submit Business Responsibility Report for the year ended 31st March 2024 as stipulated under Regulation 34 of the SEBI Listing Regulations, provided that where the provision of the Act becomes applicable to the Company at a later date, the Company shall comply with the requirements within stipulated time from the date on which the provisions become applicable to the Company.

## **13. MANAGEMENT DISCUSSION & ANALYSIS REPORT**

In terms of the provisions of Regulation 34(2)(e) read with Schedule V of the SEBI Listing Regulations, a detailed Management Discussion and Analysis Report (MDAR) forms an integral part of this Annual Report.

## **14. DETAILS OF ESTABLISHMENT OF THE VIGIL MECHANISM/WHISTLE BLOWER POLICY**

In terms of the provisions of Section 177(9) & (10) of the Companies Act, 2013 and Regulation 22 of the SEBI Listing Regulations, the Company has also in place a Vigil (Whistle Blower) Mechanism and formulated a Policy with an objective to provide a formal channel to its Directors, employees and other stakeholders including customers to approach the Chairman of the Audit Committee and a path for making protected disclosures about the unethical and Improper practices, actual or suspected fraud or violation of the Company's Code of Conduct and to provide an adequate safeguard against victimization to whistle blowers. Your Company hereby affirms that no person is denied access to the Chairman of the Audit Committee. The Whistle Blower Policy aims to ensure that serious concerns are properly raised and addressed and are recognized as an enabling factor in administering good governance practices.

The Whistle-blower Policy and Company's Code of Conduct encourage to promptly report any actual or possible violation of any event that he or she becomes aware of, that could affect the business or reputation of the Company. This policy also includes reporting of incidents of leak or suspected leak of Unpublished Price Sensitive Information ('UPSI') as required in terms of the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.

The Company affirms that no complaint has been received through the said mechanism which pertains to the nature of complaints sought to be addressed through this platform.

The Whistle Blower Policy is available on the website of the Company [www.tarinenterprises.in](http://www.tarinenterprises.in).

## **15. INTERNAL CONTROLS SYSTEMS AND THEIR ADEQUACY**

As per Section 134(5)(e) of the Companies Act, 2013, the Board of Directors have an overall responsibility for ensuring that the Company has adequate internal financial controls operating effectively. The Board of Directors of your Company has laid down internal financial controls to be followed by the Company and such internal financial controls ensure that the financial reporting is reliable and ensure the completeness and accuracy of the accounting records. The Company's internal financial controls are commensurate with its size, scale, complexity of its operations and nature of its operations and such internal financial controls are adequate and are operating effectively.

The internal control framework has been designed to provide reasonable assurance with respect to-

- Recording and providing reliable financial and operational information;
- Complying with applicable laws;
- Safeguarding assets from unauthorized use;
- executing transactions with proper authorization and ensuring compliance with corporate policies and prevention and detection of frauds and errors;
- the accuracy and completeness of the accounting records;

- the timely preparation of reliable financial disclosures.

**16. 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.

**17. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS /COURTS/TRIBUNALS**

During the year under review, no significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in the future.

**18. CORPORATE SOCIAL RESPONSIBILITY**

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

**19. 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.

**20. ANNUAL RETURN**

In Compliance with the provision of Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, the draft Annual Return in Form MGT-7 for the FY 2023-24, is made available on the website of the Company at [www.tarinienterprises.in](http://www.tarinienterprises.in) under Investor Relations tab.

**21. DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received declarations in terms of Section 149(7) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations, from the Independent Directors to the effect that;

- they fulfill the criteria for independence as laid down under Section 149(6) of the Act and the rules framed there under, read with Regulation 16(1)(b) of the SEBI Listing Regulations, as amended up to date ("Listing Regulations");
- that they have got themselves registered in the data bank for Independent Directors being maintained by the Indian Institute of Corporate Affairs (IICA), of the Ministry of Corporate Affairs, Government of India and their names are included in the data bank maintained by IICA;
- they are not aware of any circumstance or situation, existing or anticipated, which may impact or impair their ability to discharge duties; and
- That they have complied with the Code for Independent Director prescribed in Schedule IV to the Act which forms a part of the Company's Code of Conduct for Directors and Senior Management Personnel, to which as well, they affirm their compliance.

During the year under review, Independent Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, reimbursements of expenses incurred by them for the purpose of attending meetings of the Board of Directors and Committee(s). The details of remuneration and/or other benefits of Independent Directors are mentioned in the Corporate Governance Report. Based on the declarations received from the Independent Directors, your Board of Directors confirm the independence, integrity, expertise and experience (including the proficiency) of the Independent Directors of the Company and there has been no change in the circumstances which may affect their status as Independent Directors of the Company.

**22. FAMILIARIZATION PROGRAM FOR THE INDEPENDENT DIRECTORS**

In compliance with the requirements of the SEBI Listing Regulations, the Company has put in place a familiarization program for the Independent Directors which is imparted at the time of

appointment of an Independent Director to familiarize them with their roles, rights and responsibility as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc. The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth, to acclimatize them with the processes, business and functionalities of the Company and to assist them in performing their role as Independent Directors of the Company. Apart from review of matters as required by the Charter, pursuant to Regulation 25(7) of SEBI Listing Regulation, the Board also discusses various business strategies periodically. Further, the Company also provides periodic insights and updates to the entire Board, including Independent Directors and other Non-Executive Directors, regarding business, innovation, ESG, human capital management, culture, technology, etc.

The Independent Directors are made aware with their duties, role and responsibilities at the time of their appointment/reappointment through a formal letter of appointment which stipulates various terms and conditions of their engagement apart from clarifying their roles and responsibilities & is also made available at [www.tarinienterprises.in](http://www.tarinienterprises.in)

### **23. PERFORMANCE EVALUATION OF THE BOARD OF DIRECTORS, ITS COMMITTEE AND INDIVIDUAL DIRECTORS.**

Pursuant to the Provisions of Section 134,178 and Schedule IV of Companies Act, 2013 read with applicable rules and Regulation 17 and 25 of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India and Guidance Note on Performance Evaluation by Institute of Company Secretaries of India, the Nomination and Remuneration Committee of the Company has devised a criteria for Performance Evaluation of the Board as a Whole, Individual Directors, Committees, Chairperson and Independent Directors. In compliance with the requirement of the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, as amended from time to time, the Board of Directors on annual basis evaluates the functioning of the Board as a whole, its Committees, Chairman, individual Directors and the Independent Directors.

#### **Criteria of Performance Evaluation**

The Individual Directors including the Chairman and Independent Directors are evaluated on the basis of their qualifications, experience, leadership, knowledge and their competency and while evaluating the performance of each and every Director individually, the Board also give utmost check to their ability to work as team, commitment towards the functions assigned, contribution and availability at Board Meeting and other business matters including Stakeholders interaction etc.

The Board as a whole and the committee thereof were being evaluated on various parameters including but not limited to their compositions, experience, qualifications, diversity, roles and responsibility of each and every director towards stakeholders, strategic participation, governance compliances, culture and dynamics and quality of relationship between Board Members and the Management.

#### **Conclusion of Performance Evaluation**

Bases on the criteria of Performance of Evaluation as devised by the Nomination and Remuneration Committee, the performance of the Board, its Committees, and individual directors were conducted at respective meetings in the manner described above and based on the evaluations it was found that the Board as a whole is functioning as a cohesive body and is well engaged with different perspectives. The Board Members from different backgrounds bring about different complementarities and deliberations in the Board and Committee Meetings. It was also noted that the Committees are functioning well, and important issues are brought up and discussed in the Committees as per its terms of reference as mandated by law.

### **24. 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.

## 25. AUDITORS AND THEIR REPORTS

### • STATUTORY AUDITORS'

The auditors, M/s Rajput Jain & Associates, Chartered Accountants were appointed as Statutory Auditors of the company in the extra ordinary general meeting held on 13th February 2024 to hold the office till the conclusion of the ensuing Annual General Meeting. Further they are eligible for re-appointment as the Statutory Auditors of the company for a term of five years. They have confirmed that they are not disqualified from continuing as Statutory Auditors of the company. The Board of Directors recommended their re-appointment in the ensuing Annual General meeting.

The report of the Statutory Auditors on Financial Statements for the FY 2023-24 forms part of this Annual Report which are self-explanatory and do not call for any further comment and the said report does not contain any qualification, reservation, disclaimer or adverse remark and they have not reported any incident of fraud pursuant to the provision of Section 143(12) of the Act, accordingly, no such details are required to be reported under Section 134(3)(ca) of the Act.

### • SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Act and rules made thereunder the Company had appointed M/s L. Gupta & Associates, Practicing Company Secretaries as the Secretarial Auditor of the Company to undertake its Secretarial Audit for the FY 2023-24. The Secretarial Audit Report for the FY ended 31st March 2024 is annexed to this Annual Report as Annexure-B which is self-explanatory and does not contain any qualification, reservation, disclaimer or adverse remark.

Also, pursuant to the provisions of Regulation 24A of the SEBI Listing Regulations read with SEBI Circulars issued in this regard, the Annual Secretarial Compliance Report duly issued by M/s L. Gupta & Associates, Company Secretaries, has also been submitted to the Stock Exchanges within 60 days from the end of the FY 2023-24.

### • INTERNAL AUDITORS'

In terms of Section 138 of the Companies Act, 2013 read with rules made thereunder, the Board of Directors of the Company, upon the recommendation of the Audit Committee, in their meeting held on 6th September 2022 had appointed M/s Vibhor Gupta & Associates, Chartered Accountants, as the Internal Auditors of the Company. The Internal Audit Report for FY 2023-24, does not contain any qualification, reservation, disclaimer or adverse remark and they have not reported any matter under Section 143(12) of the Act, therefore no detail is required to be disclosed under Section 134(3)(ca) of the Act.

### • COMMITTEES OF THE BOARD OF DIRECTORS

As on date of report, the Board of Directors has following committees, namely,

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee

Details of the composition of the Statutory Committees and the number of meetings held and attendance of various members at such meetings are provided in the Corporate Governance Report, which forms part of this Report.

## 26. LISTING WITH STOCK EXCHANGE

The shares of the Company are listed on the Metropolitan Stock Exchange of India Limited. The listing fee for the financial year 2023-24 has been paid to the exchange.

## 27. COMPLIANCE WITH THE SECRETARIAL STANDARDS

During the year under review, the Company has complied with all applicable Secretarial Standards on Meetings of the Board of Directors and on General Meetings as stipulated by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs (MCA).

## 28. INFORMATION REGARDING 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:

(i)	the steps taken or impact on conservation of energy	NIL
(ii)	the steps taken by the company for utilizing alternate sources of energy	NIL
(iii)	the capital investment on energy conservation	NIL

### (b) Technology absorption:

(i)	the efforts made towards technology absorption	NIL
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	NIL
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	NIL
	(a) the details of technology imported	NIL
	(b) the year of import	NIL
	(c) whether the technology been fully absorbed	NIL
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	NIL
(iv)	the expenditure incurred on Research and Development	NIL

### (b) Foreign Exchange earnings:

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

## 29. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURE

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company. – None of the employees are in receipt of remuneration in excess of prescribed limit

## 30. PARTICULARS OF CONTRACTS OR ARRANGEMENTSWITH RELATED PARTIES

In due compliance with the requirements of the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with Section 188 of the Companies Act, 2013 and the Rules 6A and Rule15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended up to date, the Company has in place a policy on the Related Party Transaction, which is followed in letter and spirit. The Audit Committee reviews this policy from time to time and also reviews and approves all related party transactions, to ensure that the same are in line with the provisions of applicable law and the Related Party Transactions Policy. The policy is available on the website of the Company at [www.tarinienterprises.in](http://www.tarinienterprises.in)

The Company has not entered into any material related party transaction and all transaction entered into by the Company with related party were at arm's length price in terms of the provision of Section 188 of the Companies Act, 2013 during the period under review. Accordingly, there were no transactions which were required to be reported in Form AOC-2 annexed as an Annexure as per the Section 134(3)(h) read with Section 188(2) of the Companies Act, 2013.

In due compliance with Regulation 23(9) of the SEBI Listing Regulations, your Company has reported the details Related Party Transactions with the Stock Exchanges, on half yearly basis.

### **31. SUBSIDIARY, JOINT VENTURES OR ASSOCIATE COMPANIES**

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

### **32. HUMAN RESOURCES**

The Company considers and appreciates the value of the human resource talent and strives towards talent acquisition, talent retention, performance management and learning and training initiatives to ensure that your Company consistently develops into a much inspiring, strong and employee orientated organization.

### **33. PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE**

The Company always, ensures gender equality and the right to work with dignity to all employees (permanent, contractual, temporary and trainees) of the Company and has been following a zero tolerance against sexual harassment of any person at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at work place in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under.

During the year, no complaints under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2015, were received during the year under review.

### **34. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT**

In compliance with Regulation 26(3) of SEBI Listing Regulations, the Company has formulated the Code of Conduct for the Board members and Senior Management Personnel of the Company so that the Company's business is conducted in an efficient and transparent manner without having any conflict of personal interests with the interests of the Company.

All the members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct for the Board members and Senior Management Personnel and the code of conduct is available at the website of Company [www.tarinienterprises.in](http://www.tarinienterprises.in).

### **35. DIRECTORS' RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and belief, confirms that:

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) They have prepared the annual accounts on a going concern basis;
- e) They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively.
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and their views from management and audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2023-24.

### **36. THE DETAILS OF DIFFERENCE BETWEEN THE AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME**

**SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF.**

There was no such information available for the financial year 2023-2024.

**37. ROCEEDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016**

During the year under review, the Company has neither made any application, nor any proceedings were pending under the Insolvency and Bankruptcy Code, 2016 ("IBC Code"). Further, at the end of the FY, Company does not have any proceedings related to IBC Code

**38. GREEN INITIATIVE**

The Company has implemented the "Green Initiative" to enable electronic delivery of notice/documents/ annual reports to shareholders. This year too, the Annual Report for FY 2023-24 and Notice of the 18<sup>th</sup> Annual General Meeting are being sent to all members electronically, whose e-mail addresses are registered with the Company/ Depository Participant(s).

Members may note that the Notice and Annual Report FY 2023-24 is also available on the Company's website [www.tarinienterprises.in](http://www.tarinienterprises.in) and website of the Stock Exchange i.e. Metropolitan Stock Exchange (MSE) at [www.msei.in/](http://www.msei.in/) The above are in compliance with relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, from time to time. The e-voting facility is being provided to the members to enable them to cast their votes electronically on all resolutions set forth in the notice, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. The instructions for e-voting are provided in the notice of this 18<sup>th</sup> AGM.

**39. ACKNOWLEDGEMENTS**

The Director places on record their gratitude to all stakeholders for their assistance, cooperation and encouragement. The Directors also wishes to place on record their sincere thanks to all investors, vendors, and employees for their outstanding performance.

**For Tarini Enterprises Limited**

**Date:**30.08.2024

**Place:**Delhi

Sd/-

**Abhay Chand Bardia**

Managing Director

DIN:00009217

A-20 2nd Floor

Cc Colony Rana Pratap Bagh

Malka Ganj, North Delhi 110007

Sd/-

**Ravi Prakash Bardia**

Director

DIN: 00009231

A-20,Second Floor, C

C Colony, Near Rana

Pratap Bagh Bus

Stand, Delhi

110007

## 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 2023-24 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24:

Name of Directors/ KMP	Remuneration for Financial Year (In Rs.)		% Increase in remuneration	Ratio of remuneration to median remuneration of all employees
	2023-24	2022-23		
Abhay Chand Bardia	500000	500000	-	-
Ravi Prakash Bardia	-	-	-	-
Padam Duggar	-	-	-	-
Girijesh Surana	-	-	-	-
Bharti Jain	-	-	-	-
Arjun Sah	-	-	-	-
Priyanka Devi	2,40,000	84000	-	-

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 2023-24

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



## FORM MR-3

## SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

[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 2024 ('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 2024 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.

The Company is a Non - Banking Financial Company (NBFC) categorized as Investment Company (IC) with the Reserve Bank of India (RBI) and the Company is engaged in the business of providing loan and investment. As confirmed and certified by the management, following laws are specifically applicable to the Company based on the Sector(s) / Business(es):

- Reserve Bank of India Act, 1934 and rules, regulations and directions issued by RBI, from time to time.

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

**I further report that:**

- (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 decisions at Board and/or Committee meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or respective Committee of the Board, as the case may be.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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: 30.08.2024

For L. Gupta & Associates  
Company Secretaries  
S/d  
Loveleen Gupta  
Proprietor  
CP 45311  
UDIN: F005287F001082253  
PR Cert No. 2493/2022

**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**

1. 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:30.08.2024

For L. Gupta & Associates  
Company Secretaries  
S/d  
Loveleen Gupta  
Proprietor  
CP 45311  
UDIN:F005287F001082253  
PR Cert No. 2493/2022

**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.tarinenterprises.in](http://www.tarinenterprises.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. During the Financial year 2023-24. However as on 31.03.2024 Two Independent director have retired with immediate effect which results in that Board consists of total Three (3) directors as on 31st March, 2024, out of which one (1) is independent and Mr. Abhay Chand Bardia is the Managing Director of the Company. The Constitution of the Board as on 31st March 2024 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	0	0	0	0
<b>Non-Executive Director, Non-Independent Director</b>				
Mr. Ravi Prakash Bardia DIN: 00009231	0	0	0	0
<b>Non-Executive Director, Independent Director</b>				
Ms. Bharti Jain DIN: 07196139	0	0	0	0

**Notes:**

1. Directorships in Indian Public Companies (listed and unlisted) excluding Tarini Enterprises Limited and Section 8 Companies.

1. 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 2023-24 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.
5. Mr. Pranav Kumar Jha was appointed as non-executive director as on 08.04.2024
6. Mr. Pratiyush Pandey, Ms. Pallavi Singh and Mr. Rajni Kant Srivastava were appointed as additional directors in the category of Independent Directors w.e.f 30.05.2024.

#### **DIRECTORS' ATTENDANCE RECORD**

The Company has conducted Eight (8) Board Meetings in the financial year 2023-24 i.e. on 30.05.2023, 28.06.2023, 14.08.2023, 06.09.2023, 13.10.2023, 10.11.2023, 19.01.2024, 14.01.2024. 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 2023-24 are as under:

<b>Name of Director</b>	<b>No. of Board Meeting</b>	<b>Attendance at the Board Meeting</b>	<b>Whether attended Last AGM</b>
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
Ms. Bharti Jain*	8	8	Yes

Note: \*Mr. Padam Duggar and Mr. Girijesh Surana have retired w.e.f 31.03.2024 and Mrs. Bharti Jain has resigned from 30.05.2024.

#### **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 25th March, 2024, 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.tarinenterprises.in](http://www.tarinenterprises.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.tarinenterprises.in](http://www.tarinenterprises.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.

In terms of requirements of the Listing Regulations, the Board has identified the following skills/expertise/competencies of the Directors as on March 31, 2024:

Skill, expertise and competencies	Mr. Abhay Bardia	Mr. Ravi Prakash Bardia	Mr. Girijesh Surana	Mrs. Bharti Jain	Mr. Padam Duggar
Corporate strategy & planning	✓	✓	✓	✓	✓
Entrepreneurship	✓	✓		✓	✓
Brand building	✓	✓	✓		
Financial & accounting	✓		✓	✓	✓
Corporate governance, Risk & Compliance	✓	✓	✓	✓	✓

**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 2023-24 Seven (7) Meetings were held on 30.05.2023, 14.08.2023, 06.09.2023, 13.10.2023, 10.11.2023, 19.01.2024 and 14.01.2024. Details of attendance of Audit Committee during the financial year 2023-24 are as under:

Name of Member	Category	Designation	No. of Meeting attendance
Mr. Girijesh Surana *	Non-Executive Independent Director	Chairman	7
Ms. Bharti Jain*	Non-Executive Independent Director	Member	7
Mr. Abhay Chand Bardia	Executive Director	Member	7

- Mr. Girijesh Surana has retired from the company w.e.f 31.03.2024 and in place of him Mr. Pratiyush Pandey was appointed as additional Director of the company w.e.f 30.05.2024.
- Mrs. Bharti Jain has resigned from the company w.e.f 30.05.2024 and Ms. Pallavi Singh who was appointed as additional Director in the category of Independent director of the Company w.e.f 30.05.2024, was also appointed as member in the Audit committee.

#### **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.tarinenterprises.in](http://www.tarinenterprises.in).

During Financial Year 2023-24 Four (4) Meetings were held on 30.05.2023, 06.09.2023, 13.10.2023, 25.03.2024.

Details of attendance of Nomination and Remuneration Committee during the financial year 2023-24 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

- Mr. Girijesh Surana has retired from the company w.e.f 31.03.2024 and in place of him Mr. Pratiyush Pandey was appointed as additional Director of the company w.e.f 30.05.2024.
- Mr. Padam Duggar has retired from the company w.e.f 31.03.2024 and in place of him Mr. Rajni Kant Srivastava was appointed as additional Director of the company w.e.f 30.05.2024.

#### 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 2023-24two (2) Meeting were held on 30.05.2023 and25.03.2024 .

Details of attendance of Stakeholders Relationship Committee during the financial year 2023-24 are as under:

Name of Member	Category	Designation	No. of Meeting attendance
Mr. Girijesh Surana *	Non-Executive Independent Director	Chairman	2
Ms. Bharti Jain*	Non-Executive Independent Director	Member	2
Mr. Abhay Chand Bardia	Executive Director	Member	2

- Mr. Girijesh Surana has retired from the company w.e.f 31.03.2024 and in place of him Mr. Pratiyush Pandey was appointed as additional Director of the company w.e.f 30.05.2024.
- Mrs. Bharti Jain has resigned from the company w.e.f 30.05.2024 and Ms. Pallavi Singh who was appointed as additional Director in the category of Independent director of the Company w.e.f 30.05.2024, was also appointed as member in the Stake holder committee.

#### 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.tarinienterprises.in](http://www.tarinienterprises.in)

Details of remuneration paid to Directors in Financial Year 2023-24 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		Nil	
Mrs. Bharti Jain	Independent Director			
Mr. Girijesh Surana	Independent Director			

**GENERAL BODY MEETING**

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

Particulars	FY 2022-23	FY 2021-22	FY 2020-21
Day	Saturday	Friday	Thursday
Date	30.09.2023	30.09.2022	30.09.2021
Time	03:00 PM	03:00 PM	04:00PM
Venue	3/14A, 1st Floor, Vijay Nagar, Double Storey, Delhi-110009	3/14A, 1st Floor, VijayNagar, Double Storey, Delhi-110009	3/14A, 1st Floor, VijayNagar,DoubleStorey,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 , however M/s Rajput Jain & Associates, Chartered Accountants, New Delhi was appointed as statutory auditors of the company in Extra General Meeting held on 13.01.2024 by passing resolution as an Ordinary Resolution.

**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.tarinienterprises.in](http://www.tarinienterprises.in) immediately after the Board Meetings.

#### ANNUAL REPORT

The Annual Report containing, interalia, 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.tarinienterprises.in](http://www.tarinienterprises.in)

#### GENERAL SHAREHOLDERS' INFORMATION

**Date of Annual General Meeting:** September 25, 2024

<b>Time</b>	1:00 PM
<b>Venue</b>	3/14A, 1st Floor, Vijay Nagar, Double Storey, Delhi - 110009
<b>Financial Year</b>	April 1, 2023 to March 31, 2024
<b>Date of Book Closure</b>	Thursday, the 19th day of September, 2024 to Wednesday, 25th September, 2024 (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 2023-24 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 MSE during each month from April 2023 to March 2024 are given below:

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

Date	Metropolitan Stock Exchange of India	
	High	Low
April, 2023	-	-
May, 2023	-	-
June, 2023	-	-
July, 2023	-	-
August, 2023	-	-
September, 2023	-	-
October, 2023	-	-
December, 2023	-	-
January, 2024	-	-
February, 2024	-	-
March, 2024	-	-

#### SHARE TRANSFER SYSTEM

Pursuant to SEBI Circular Nos. D&CC/FITTC/CIR-15/2002 dated 27.11.2002 and D&CC/FITTC/CIR-18/2003 dated 11.01.2003, 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 dematerialize 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 Skyline Financial Services Pvt. Limited, 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, 2024 (PAN Consolidation)

Shareholding of nominal Value	Shareholders		Share Amount	
	Number	% to Total	Rs.	% to Total
Up to 5000	402	76.14	66400	0.20
5001-10000	4	0.76	27520	0.08
10001-20000	9	1.70	113400	0.34
20001-30000	6	1.14	170000	0.50
30001-40000	1	0.19	37500	0.11
40001-50000	3	0.57	142500	0.42
50001-100000	26	4.92	1841400	5.46
100001 and Above	77	14.58	31331030	91.89
<b>Total</b>	<b>528</b>	<b>100</b>	<b>33729750</b>	<b>100</b>

#### DEMATERIALIZATION OF SHARES AND LIQUIDITY

2422000 equity shares of the Company's paid up equity share capital have been dematerialized up to March 31, 2024. 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, 2024, 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 dematerialized 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.

**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 2023-24, 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 2023-24, 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, Del 110009 Ph. +91 11 32601237 Email: info@tarinienterprises.in
Corporate Office	3/14A 1st Floor Vijay Nagar Double Storey, Del 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: viren@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 2023-24, 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. 2,95,000/- including the audit fees of 2023-24, 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

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  
 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: 30.08.2024

**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, 2024, 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, 2024.

**Date:30.08.2024**

**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 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, 2024 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	Date of cessation
1	00009217	Abhay Chand Bardia	30/09/2023	-
2	00009231	Ravi Prakash Bardia	20/05/2006	-
3	07196139	Bharti Jain	21/05/2012	30/05/2024
4	02288102	Padam Duggar	21/05/2012	31/03/2024
5	02535434	Girijesh Surana	01/11/2018	31/03/2024
6	03123280	Pranav Kumar Jha	08/04/2024	-
7	08920403	Pratiyush Pandey	30/05/2024	-
8	10614413	Pallavi Singh	30/05/2024	-
9	00662235	Rajni Kant Srivastava	30/05/2024	-

- Mr. Padam Duggar and Mr. Girijesh Surana have retired from the board of directors with effect from 31.03.2024 and Mrs. Bharti Jain has resigned w.e.f. 30.05.2024.

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: 30.08.2024

**For L. Gupta & Associates**  
**Company Secretaries**  
S/d  
**Loveleen Gupta**  
**Proprietor**  
**CP 45311**  
**UDIN: F005287F001082330**  
**PR Cert No. 2493/2022**



**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, 2024, 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, 2024 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: 30.08.2024

For L. Gupta & Associates  
Company Secretaries

s/d-  
Loveleen Gupta  
Proprietor  
CP 4531  
UDIN:F005287F001082374  
PR Cert No. 2493/2022

**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.
1. Mutual Benefit Financial (MBFC) i.e. Nidhi Company	Any Company which is notified 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 Lakhs	
Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Revenue from Operation	227.74	335.95
Profit before exceptional, extraordinary, and prior period items and tax	53.58	56.52
Profit for the year	30.72	33.19

#### Summarised Profit and Loss Account

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Revenue from Operation	227.74	335.95
Other operational income	0	0
<b>Total Revenue</b>	<b>227.74</b>	<b>335.95</b>
Operating Costs	171.6	277.18
<b>Profit Before Depreciation, Interest, Tax (PBDIT)</b>	<b>55.14</b>	<b>58.77</b>
Depreciation	1.56	1.25
<b>Profit Before Interest &amp; Tax (PBIT)</b>	<b>53.58</b>	<b>56.52</b>
Other Income (net)	0	0

<b>Profit before exceptional items</b>	53.58	56.52
Exceptional items	0	0
<b>Profit Before Tax (PBT)</b>	53.58	56.52
Current Tax	15.37	15.31
Deferred Tax	(0.16)	(0.27)
<b>Profit for the period from continuous operations</b>	38.37	41.42
<b>Stature Reserve u/s 45(IA)</b>	7.64	8.30
<b>Profit for the period</b>	30.72	33.19
<b>Basic EPS</b>	0.91	0.98

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

To  
The Board of Directors  
Tarini Enterprises Limited

We, the undersigned, 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, 2024 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: 30.08.2024**  
**Place: Delhi**

**sd/-**  
**Abhay Chand Bardia**  
**Managing Director**  
**DIN: 00009217**

**sd/-**  
**Arjun Sah**  
**Chief Financial Officer**



# Rajput Jain & Associates (Chartered Accountants)

P-6/90 (2nd Floor) Connaught Circus,  
Connaught Place, New Delhi-110001  
Phone No.: 011-43520194,  
Mob No.: 9811322785, 9871857333,  
E-Mail Id: info@carajput.com  
Website: www.carajput.com

## Independent Auditor's Report

To

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

### Report on the Audit of the Standalone Financial Statements

#### **Opinion**

We have audited the accompanying financial statements of **Tarini Enterprises Limited** ("the Company") which comprises the Balance Sheet as at March 31st, 2024, the Statement of Profit and Loss, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the 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;

- In case of Balance Sheet of the state of affairs of the Company as at March 2024;
- In case of the statement of profit and loss for the year ended on that date and
- In case of cash flows statements of cash flow for the year ended on that date.

#### **Basis of Opinion**

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

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

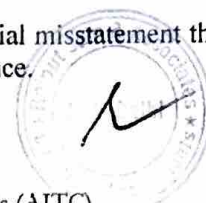
#### **Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report but does not include in the financial statements and auditor's report thereon. The Company's annual report is expected to be made available to us after the date of auditor's report.

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 accompanying financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.





### **Management's responsibilities for the Financial Statements**

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance and cash flow of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act.

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 the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

### **Auditor's Responsibility for the Audit of the Financial Statements**

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

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

- 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.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- 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



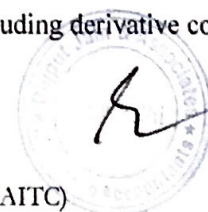
- related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures 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.
- 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 those charged with governance 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 those charged with governance 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.

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


1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraph 3 and 4 of the order, to the extent applicable.
2. As required by Non-Banking Financial Companies Auditors Report (Reserve Bank) Direction 2008, issued by Reserve Bank of India, in terms of Section 45-IA of the reserve bank of India Act 1934, we enclose in Annexure-B, the report in term of Paragraph 3 and 4 of said directions.
3. As required by section 143(3) of the Act, based on our audit 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, the Statement of Profit and Loss and cash flow statement dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of the written representations received from the directors as on March 31<sup>st</sup>, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31<sup>st</sup>, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure C"
  - 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 does not have any material pending litigation which would impact its financial position except a demand of income tax, against which appeal has been filed with the department.
    - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses





- (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For Rajput Jain & Associates**  
**Chartered Accountants**  
**Firm Reg. No.: 015341C**

  
**Sushil Kumar Singh**  
Partner  
(M.No..506369)  
Place: New Delhi  
Date: 30.05.2024  
UDIN: 24506369BKFIAU5478



## **ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

Report as required by the Companies (Auditors Report) order 2020 ("the Order"), issued by the central government of India in terms of sub section (11) of section 143 of the Companies Act 2013 (refer to in paragraph 1 under Report on Other Legal and Regulatory Requirements' section of our report of even date) with reference to the annexure A referred to in the independent Auditors' report to the members of the Company on the financial statements for the year ended March 2024, we report the following:

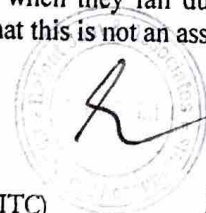
- (i)
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The Company has maintained proper records showing full particulars of intangible assets.
  - (c) Fixed assets has been physically verified by the management during the year and no material discrepancies were identified on such verification
  - (d) According to the information and explanations given to us and explanation given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant, and equipment (including right issue and intangible Assets).
  - (e) According to the information and explanations given to us and explanation given to us and on the basis of our examination of the records of the Company, there are no proceedings imitated or pending against the Company for holding ant benami Property Transaction Act 1988 and rules made thereunder.
- (ii)
  - (a) As explained to me, the inventories include the securities which physically verified during the year by the Management at reasonable intervals and no material discrepancies are noticed on such physical verification.
  - (b) According to information and explanation to us, and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of Rs.5 Crores, in aggregate, at any time during the year, from banks or financial institutions on the basis of security of the current assets of the Company. Accordingly, clause 3(ii)(b) of the order is not applicable to the Company.
- (iii)
  - (a) Since the Company is Non-Banking Financial Company and its principal business is to give loan, Accordingly, clause 3(iii)(a) of the order is not applicable to the Company.
  - (b) According to information and explanation to us, and on the basis of our examination of the records of the Company, the terms and conditions of grant of all loan and advances in the nature of loans and guarantees provided are not prejudicial to the Company's interest.
  - (c) According to information and explanation to us, the schedule of repayment of principal and payment of interest has been stipulated is regular except some cases, proper provision as per direction given by Reserve Bank of India against loans where receipts is not regular have been made in financial statements.
  - (d) According to information and explanation to us that total loan outstanding as at March 31, 2024, are satisfactory and the Company has already taken all the reasonable steps for recovery of the principle and interest, further where recovery is suspicious, proper provision regarding the same have also been made.
  - (e) Since the Company is Non-Banking Financial Company and its principal business is to give loans accordingly, clause 3(iii)(e) is not applicable.
  - (f) According to information and explanation to us, and on the basis of our examination of the records of the Company, the Company has not granted any loan or advances in the nature of loans either repayable on demand or without specifying ant terms or period of repayment
- (iv) In our opinion and according to the information and explanation given to us, there is no loans, investments, guarantees and securities given in respect of which provisions of the section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.
- (v) the Company has not accepted any deposit from the public therefore the question of complying with the provisions of sections 73 to 76 of the Act and rules framed there under does not arise.



- (vi) To the best of our knowledge and explanation given to us, the provision of maintenance of Cost records under sub section (1) of section 148 of the Company Act is not applicable to the Company. accordingly, clause (vi) is not applicable.
- (vii)
- (a) Undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-Tax, Goods and Services Tax and other material Statutory Dues, have generally been regular deposited with the appropriate authorities. According to the information and explanations given to us, no Undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-Tax, Goods and Services Tax and other material Statutory Dues were outstanding, at the year-end for a period of more than six months from the date they become payable except an appeal filed with the department of Income tax.
- (b) According to the information and explanations given to us, there are no dues of Income-Tax, Goods and Services and cess which have not been deposited on account of any dispute.
- (viii) According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has not surrendered or disclosed any transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessment under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix)
- (a) In our opinion and on the basis of information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank or government or dues to debenture holders.
- (b) According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has not been declared wilful defaulter by any bank or financial institution or any other lenders or government or government authorities;
- (c) According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company there is no term loan availed by the Company accordingly clause (ix)(c) is not applicable.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the standalone financial statements of the Company, we observed that no funds raised on short term basis have been used for long term purposes by the Company;
- (e) According to the information and explanations given to us, The Company has not taken any funds from any entity or person on account of or to meet obligation of its Associate. The Company does not have any subsidiaries or joint ventures; and
- (f) The Company has not raised loans during the year on the pledge of securities held in its Associate. The Company does not have any subsidiaries or joint ventures.
- (x)
- (a) In my opinion and according to information and explanation given by the management, the Company did not raise money by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under the clause 3(x)(a) of the Order is not applicable.
- (b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially, or optionally) during the year and accordingly, reporting under paragraph 3(x)(b) of the Order is not applicable.
- (xi)
- (a) According to the information and explanations given by the management, we report that no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period covered under audit.
- (b) According to the information and explanations given by the management, no report under sub-section (12) of section 143 of the Act, has been filed in Form ADT-4 as prescribed under Rule



- 13 of Companies (Audit and Auditors) Rules, 2014 (as amended from time to time) with the Central Government, during the year and up to the date of this report.
- (c) According to the information and explanation given to me and based on my examination of the books of account of the company, no whistle blower complaints have been received during the year by the company. Accordingly reporting under paragraph xi (c) of the order is not applicable.
- (xii) The Company is not a Nidhi Company. Accordingly, provision of clause 3(xii) (a, b & c) of the Order is not applicable.
- (xiii) In my opinion, all transactions with the related parties are in compliance with Section 188 of the Act, where applicable, and the requisite details have been disclosed in the financial statements, as required by the applicable accounting standards. Further, in my opinion, the company is not required to constitute audit committee under section 177 of the Act.
- (xiv) According to the information and explanation given to us, the Company is not required to have an internal audit system under Section 138 of the Act and consequently, does not have an internal audit system. Accordingly, reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- (xv) In my opinion and according to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence reporting under clause (xv) of Paragraph 3 of the Order is not applicable to the Company.
- (xvi) According to the information and explanation given to me and based on my examination of the books and records of the Company:
- (a) The Company has registered as required under Section 45-IA of the Reserve Bank of India Act, 1934;
- (b) The Company is a non-banking financial or housing finance company and actively involved in the business of NBFC with valid certificate obtained from Reserve Bank of India as per the Reserve Bank of India Act 1934
- (c) The Company is not a Core Investment Company (hereinafter referred to as "CIC") as defined in the Core Investment Companies (Directions), 2016, as amended from time to time, issued by the Reserve Bank of India and hence, reporting under paragraph 3(xvi)(c) of the Order is not applicable; and
- (d) In our opinion and based on the representation received from the management, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly, reporting under paragraph 3(xvi)(d) of the Order is not applicable.
- (xvii) Based on the examination of the books of accounts, the Company has not incurred cash losses in the current financial year covered by my audit or in the immediately preceding financial year.
- (xviii) Yes, previous statutory auditor has resigned after the end of previous financial year but before the of AGM, therefore, current auditor appointed due to casual vacancy till the conclusion of next annual general meeting of the members.
- (xix) According to the information and explanations given to us and based on the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying standalone financial statements, as per our knowledge of the Board of Directors and management plans and based on my examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as



to the future viability of the Company. We, further state that our reporting is based on the facts up to the date of the audit report and we neither given any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) According to the information and explanation provided to us, the Company does not fulfill the criteria as specified under Section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- (xxi) The reporting under clause 3 (xxi) of the Order is not applicable in respect of audit of Standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

**For Rajput Jain & Associates**  
**Chartered Accountants**  
**Firm Reg. No.: 015341C**

  
**Sushil Kumar Singh**  
Partner

(M.No..506369)

Place: New Delhi

Date: 30.05.2024

UDIN: 24506369BKFIAU5478





**ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT**

*(Referred to in paragraph 2 under "Report on Other Legal and Regulatory Requirement's section of our report to the Members of Tarini Enterprises Limited of even date)*

**(pursuant to Non-Banking Financial Companies Auditor's Report (Reserve Bank) Direction 2016)**

To

The Members of  
**Tarini Enterprises Limited**

**Ref: Auditor's Report under Non-Banking Financial Companies Auditor's Report (Reserve Bank) Direction 2016) on the accounts for the financial year ended 31<sup>st</sup> March 2024**

We have audited the accounts of Tarini Enterprises Limited as at 31st March 2024 and the profit and loss account for that date annexed thereto and report that;

Further for our report of even date issued under section 143 of the Company Act, 2013, as required by Master direction on Non-Banking Finance Companies Auditor's Report (Reserve Bank) Direction 2016 vide master Direction DNBS.PPD.03/66.15.001/2016-17 dated 29<sup>th</sup> September 2016 (the Direction) issued by The Reserve Bank of India in terms of Section 45-IA of Reserve Bank of India Act 1934 (2<sup>nd</sup> of 1934) and on the basis of such checks as we considered appropriate, we hereby state that.

1. The Company is engaged in the business of Non-Banking Financial Institution and has obtained a certificate of Registration No.N-14.03159 from the Reserve Bank of India as a Non-Banking Finance Company vide certificate issued under section 45-IA of RBI Act 1934.
2. The Company is entitled to continue and hold certificate of registration in terms of its assets/income pattern as on March 2024.
3. The Net Owned fund of the Company as on 31<sup>st</sup> March 2024 was **Rs.49.87 Cr**
4. The Board of Directors has passed a Resolution for non-acceptance of public deposit during the year.
5. The Company has not accepted any public deposit during the relevant period.
6. The Company has complied with prudential norms relating to income recognition, accounting standards, assets classification and provisioning for bad and doubtful debts as applicable to it in terms of Non-Banking Financial Deposit Accepting or Holding) Companies Prudent Norms (Reserve Bank) Direction 2016, during the financial year ended on March 31<sup>st</sup> 2024.
7. The Capital adequacy ratio is in compliance with minimum CRAR prescribed.

**For Rajput Jain & Associates**  
**Chartered Accountants**  
**Firm Reg. No.: 015341C**

**Sushil Kumar Singh**  
Partner

(M.No..506369)

Place: New Delhi

Date: 30.05.2024

UDIN: 24506369BKFIAU5478



## **ANNEXURE "C" TO THE INDEPENDENT AUDITOR'S REPORT**

*(Referred to in paragraph 3(f) under "Report on Other Legal and Regulatory Requirement's section of our report to the Members of Tarini Enterprises Limited)*

Report on the Internal Financial Controls over Financials Reporting 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 on March 2024 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 with reference to standalone financial statements 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 (the "ICAI"). These responsibilities include the design, implementation, and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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 Act.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements 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") issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. 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 with reference to standalone financial statements were 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 with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, 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 with reference to financial statements.

### **Meaning of Internal Financial Controls with reference to standalone financial statements**

A company's internal financial control with reference to standalone financial statements 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 with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflects 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 authorizations





of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 with Reference to Standalone Financial Statements**

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 with reference to standalone financial statements in future periods are subject to the risk that the internal financial control with reference to standalone financial statements 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2024, based on the criteria for internal financial control with reference to standalone financial statements 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 ICAI

**For Rajput Jain & Associates**  
**Chartered Accountants**  
**Firm Reg. No.: 015341C**

**Sushil Kumar Singh**  
Partner

(M.No.506369)

Place: New Delhi

Date: 30.05.2024

UDIN: 24506369BKFIAU5478





Tarini Enterprises Limited

CIN: L51101DL2006PLC148967

Financial Statements

As at 31st March, 2024

**Tarini Enterprises Limited**

CIN: L51101DL2006PLC148967

Reg. off: 3/14A, 1st Floor, Vijay Nagar, Double Story, Delhi-110009

**Balance Sheet as at 31st March, 2024**

Currency: ₹ in Lakhs

	Note No.	As on at March 31st	
		2024	2023
<b>A. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' Funds</b>			
(a) Share capital	3	377.30	377.30
(b) Reserves and surplus	4	4,610.13	4,571.77
		<b>4,987.43</b>	<b>4,949.07</b>
<b>2 Non-current liabilities</b>			
(a) Long-term borrowings	5	1.85	3.09
		<b>1.85</b>	<b>3.09</b>
<b>3 Current liabilities</b>			
(a) Short -Term borrowings	6	1.25	1.16
(b) Trade payables	7	0.03	0.09
(c) Other Current liabilities	8	42.18	0.80
(d) Provisions	9	54.27	48.42
		<b>97.74</b>	<b>50.47</b>
<b>TOTAL</b>		<b>5,087.02</b>	<b>5,002.63</b>
<b>B. ASSETS</b>			
<b>1 Non-current Assets</b>			
(a) Property, plant and equipment	10		
- Tangible assets		76.50	78.05
- Intangible assets		-	-
Other non-current assets		-	-
(b) Deffered Tax Assets	11	0.55	0.39
		<b>77.05</b>	<b>78.45</b>
<b>2 Current Assets</b>			
(a) Inventories	12	2,713.62	2,049.52
(b) Trade Receivables	13	1.83	2.27
(c) Cash & Cash Equivelant	14	51.91	26.87
(d) Short Term Loans and Advances	15	2,173.53	2,774.42
(e) Other Current Assets	16	69.09	71.09
		<b>5,009.97</b>	<b>4,924.18</b>
<b>TOTAL</b>		<b>5,087.02</b>	<b>5,002.63</b>

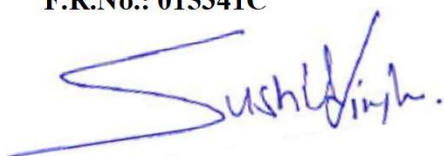
Significant Accounting Policies And Notes On Accounts 1 &amp; 2.

In terms of our report of even date

For Rajput Jain and Associates

Chartered Accountants

F.R.No.: 015341C



Sushil Kumar Singh

Partner

M.No. : 506369

Place : New Delhi

Date : 30.05.2024

UDIN : 24506369BKFIAU5478



For &amp; on behalf of Board of Directors of

Tarini Enterprises Limited

For Tarini Enterprises Limited For Tarini Enterprises Limited



Abhay Chand Bardia

Managing Director

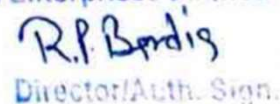
DIN: 00009217



Priyanka Devi

Company Secretary

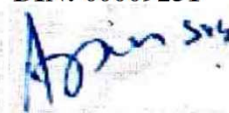
M.No.69752



Ravi Prakash Baradia

Director

DIN: 00009231



Arjun Sha

CFO

PAN:EORPS2200K

**Tarini Enterprises Limited**

CIN: L51101DL2006PLC148967

Reg. off: 3/14A, 1st Floor, Vijay Nagar, Double Story, Delhi-110009

**Statement of Profit and Loss for the year ended 31st March, 2024**

Currency: ₹ in Lakhs

Particulars	Note No.	As on at March 31st	
		2024	2023
<b>A REVENUE</b>			
Revenue from operations	17	227.74	335.95
Other Income	18	-	-
<b>Total Revenue</b>		<b>227.74</b>	<b>335.95</b>
<b>B EXPENSES</b>			
Cost of Purchase	19	750.10	362.30
Change of Inventory	20	(664.10)	(199.40)
Employee Benefit expenses	21	53.00	34.88
Finance Costs	22	0.32	0.38
Administrative Expenses	23	33.29	79.02
Depreciation and Amortization Expense	10	1.56	2.25
<b>Total Expenses</b>		<b>174.16</b>	<b>279.43</b>
<b>C Profit/(Loss) before exceptional, extraordinary items &amp; tax</b>		<b>53.58</b>	<b>56.52</b>
Exceptional & extraordinary items		-	-
<b>D Profit/(Loss) before tax</b>		<b>53.58</b>	<b>56.52</b>
<b>E Tax Expense</b>			
Current year tax		15.37	15.31
Provision U/s 45IC		7.64	8.30
Provision for Deferred tax (Assets)/Liability	22	(0.16)	(0.27)
<b>F Profit/(Loss) for the year after tax</b>		<b>30.72</b>	<b>33.19</b>
<b>Earnings/(Loss) per equity share</b>			
[nominal value of share Rs. 10/- (previous year Rs.10/-)]			
Basic		0.91	0.98
Diluted		0.91	0.98
<b>Number of equity shares used in computing earnings per share</b>			
Basic		33,72,975	33,72,975
Diluted		33,72,975	33,72,975

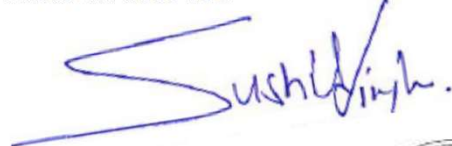
Significant Accounting Policies And Notes On Accounts 1 &amp; 2.

In terms of our report of even date

For Rajput Jain and Associates

Chartered Accountants

F.R.No.: 015341C



Sushil Kumar Singh

Partner

M.No. : 506369

Place : New Delhi

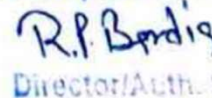
Date : 30.05.2024

UDIN : 24506369BKFIAU5478

For & on behalf of Board of Directors of  
Tarini Enterprises Limited

For Tarini Enterprises Limited For Tarini Enterprises Limited

  
Director/Auth. Sign.
Abhay Chand Bardia  
Managing Director  
DIN: 00009217

Priyanka Devi  
Company Secretary  
M.No.69752
  
Director/Auth. Sign.
Ravi Prakash Baradia  
Director  
DIN: 00009231

Arjun Sha  
CFO  
PAN:EORPS2200K

**Tarini Enterprises Limited**

CIN: L51101DL2006PLC148967

Reg. off: 3/14A, 1st Floor, Vijay Nagar, Double Story, Delhi-110009

**Statement of Cash Flow for the year ended 31 March, 2024***Currency: ₹ in Lakhs*

	As on at March 31st	
	2024	2023
<b>A. Cash flows from operating activities</b>		
Net Profit / (Loss) before extraordinary items and tax	53.58	56.52
<i>Adjustments for:</i>		
Depreciation	1.56	2.25
Interest expense	0.32	0.38
Profit on sales of fixed assets	-	-
<b>Operating profit / (loss) before working capital changes</b>	<b>55.45</b>	<b>59.16</b>
<b>Changes in working capital:</b>		
<b>Adjustments for (increase) / decrease in operating assets:</b>		
(Increase) / Decrease in trade and other receivables	0.44	6.58
(Increase) / Decrease in Short Term loan & advances	600.90	215.89
(Increase) / Decrease in Other Current Assets	2.00	(5.29)
(Increase) / Decrease in Stock	(664.10)	(199.40)
<b>Adjustments for (increase) / decrease in operating liabilities:</b>		
Increase / (Decrease) in Short term borrowing	0.10	0.09
Increase / (Decrease) in trade payables	(0.06)	(12.63)
Increase / (Decrease) in Other current liabilities	41.38	(5.80)
Increase / (Decrease) in Short term provision	5.85	10.77
<b>Operating profit / (loss) before extraordinary items</b>	<b>41.96</b>	<b>69.36</b>
Provision for income tax	15.37	15.31
<b>Net Cashflow from/(Used in) Operating Activities (A)</b>	<b>26.58</b>	<b>54.05</b>
<b>B. Cash Flow From Investing Activities</b>		
Purchase of fixed assets	-	-
Profit on sales of fixed assets	-	-
Proceeds from sale of fixed assets	-	-
<b>Net Cashflow from/(Used in) Investing Activities (B)</b>	<b>-</b>	<b>-</b>
<b>C. Cash Flow From Financing Activities</b>		
Interest paid	(0.32)	(0.38)
Share Capital Issued	-	-
Proceeds from borrowing	(1.23)	(1.16)
Long term loan and advances	-	-
<b>Net Cashflow from/(Used in) Financing Activities (C)</b>	<b>(1.55)</b>	<b>(1.55)</b>



For Tarini Enterprises Limited

  
Director/Auth. Sign.

For Tarini Enterprises Limited

  
Director/Auth. Sign.

<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>25.03</b>	<b>52.51</b>
Cash and cash equivalent at the beginning of the year	26.87	(25.63)
Cash and cash equivalent at the end of the year	51.91	26.87
<b>Net Increase/(Decrease) During the Year</b>	<b>25.03</b>	<b>52.51</b>

**Notes to statement of cash flows:**

1. Components of cash & cash equivalents:

Cash on hand	20.45	20.98
Balances with bank in current accounts	31.46	5.89
	<b>51.91</b>	<b>26.87</b>

2. Cash flows are reported using indirect method in accordance with Accounting Standard - 3 "Cash flow statement" prescribed by the Companies (Accounting Standards) Rules, 2006, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of the past or future cash receipts or payments. Cash flows from revenue generating, financing and investing activities of the company have been segregated and disclosed separately.

3. Cash flow statement reflects the combined cash flows pertaining to continuing and discontinuing operations.

*The accompanying notes are an integral part of the financial statements.*

*As per our report of even date*

**For Rajput Jain and Associates**  
Chartered Accountants  
F.R.No.: 015341C

**Sushil Kumar Singh**  
Partner  
M.No. : 506369



Place : New Delhi  
Date : 30.05.2024  
UDIN : 24506369BKFIAU5478

**For & on behalf of Board of Directors of**  
**Tarini Enterprises Limited**

**For Tarini Enterprises Limited** **For Tarini Enterprises Limited**  
   
Director/Auth. Sign. Director/Auth. Sign.

**Abhay Chand Bardia**  
Managing Director  
DIN: 00009217

**Ravi Prakash Baradia**  
Director  
DIN: 00009231

**Priyanka Devi**  
Company Secretary  
M.No.69752

**Arjun Sha**  
CFO  
PAN:EORPS2200K

**Note 1 : Corporate Information**

Tarini Enterprises Limited (CIN: L51101DL2006PLC148967) having its registered office at 3/14A, 1st Floor, Vijay Nagar, Double Story, Delhi-110009 is a Limited Company and Non-Banking Finance Company Registered under the section 45IA of the Reserve Bank of India Act, 1934, incorporated on 20<sup>th</sup> Day of May 2006 under the Companies Act, 1956 an non deposit taking company, engaged in the business of financial services and to do such other business activities which are incidental or necessary for the attainment of the main objects of the Company. The accompanying financial statements reflect the results of the activities undertaken by the Company during the period ending 31st March, 2024.

**Note 2 : Significant Accounting Policies**

**2.1. Basis of preparation**

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles ('GAAP') in India under the historical cost convention on the accrual basis of accounting. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 also read with the Companies (Accounting Standards) Amendment Rules, 2016 and the other relevant provisions of the Companies Act, 2013 (hereinafter together referred to as 'the Act') and the Schedule III of the Act.

The accounting policies adopted in the preparation of financial statements are consistent with those of the previous year.

The Financial Statements have been prepared on a historical cost basis, except for the following Assets and Liabilities which have been measured at fair value or revalued amount;

- Certain Financial Assets and Liabilities measured at fair value (refer accounting policy regarding financial instruments)

The Financial Statements are presented in INR and all values are rounded to the nearest Lacs (INR 00,000), except when otherwise indicated.

The Company has prepared the financial statement on the basis that it will continue to operate as a going concern.

**2.2. Use of estimates**

The preparation of financial statements in conformity with GAAP in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the results of operations during the reporting periods. The Company's most significant estimates relate to the determination of provision for bad and doubtful debts for trade receivables, inventory obsolescence, estimated useful life of assets, provision for current taxes, and warranty claims. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results could differ from these estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

**2.3. Current / Non-current classification of assets and liabilities**

All assets and liabilities are classified into current and non-current.

**Assets**

An asset is classified as current when it satisfies any of the following criteria:

- i. It is expected to be realised in, or is interested in sale or consumption in, Company's normal operating cycle;
- ii. It is held primarily for being traded;
- iii. It is expected to be realised within 12 months after the reporting date; or
- iv. It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.



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Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

### **Liabilities**

A liability is classified as current when it satisfies any of the following criteria:

- i. It is expected to be settled in the Company's normal operating cycle;
- ii. It is held primarily for being traded;
- iii. It is due to be settled within 12 months after the reporting date; or
- iv. the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Current liabilities include the current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

Deferred tax asset / liability is classified as non-current.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

### **2.4. Cash and bank balances**

Cash and Bank Balances comprise of cash and cash equivalents and other bank balances. Cash and Cash Equivalents comprise of cash at bank and in hand and deposits with bank with original maturities of three months or less. Other Bank Balances comprise of bank deposits with original maturity of more than three months but less than or equal to twelve months.

### **2.5. Revenue recognition**

The Company has recognized all incomes on accrual basis as per the requirements of Accounting Standard - 9 "Revenue Recognition", prescribed under the Companies (Accounting Standard) Rules, 2006. Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and revenue can be reliably measured. The following specific recognition criterion must also be met before revenue is recognized:

#### **Service income**

Revenue from service transaction is recognized as the service is performed, either by way of proportionate completion method or by the completed service cost method Unbilled revenue consists of that portion of services rendered as on balance sheet date, expenses of which has been incurred but not billed

#### **Interest Income**

For all debt instruments measured at amortized cost, interest is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instruments or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flow by considering all the contractual terms of the financial instruments (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in "other income" in the statement of profit and loss.

Interest income on fixed deposit is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "Income" in the statement of Profit and Loss.

#### **Contract Balance**

A contract asset is initially recognized for revenue earned from sale of the product because the receipt of consideration is conditional on successful transfer of the completion of performance obligation. Upon completion of performance obligation and acceptance by the customer, the amount recognized as contract assets is re classified to trade receivables.

Contract assets is subject to impairment assessment.



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**Trade Receivable**

A receivable is recognized if an amount of consideration that is unconditional (i.e. only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section(o) Financial Instruments–Initial recognition and subsequent measurement.

**Contract Liabilities**

A Contract Liabilities is recognized if a payment is received or a payment is due (whichever is earlier) from a customer before the company transfer the related goods or service. Contract liabilities are recognised as revenue when the Company performs under the Contract (i.,e. transfers Control of the related goods or services to the customer). Assets and Liabilities arising from rights of return.

**Right of return of Assets**

A right of return assets is recognised for the right to recover the goods expected to be returned by customers. The Assets is measured at the former carrying amount of the inventory, less any expected costs to recover the goods and any potential decreases in value. The Company updates the measurement of the asset recorded for any revision to its expected level of return, as well as any additional decrease in the value of the returned products

**Refund Liabilities**

A refund liability is recognised for the obligation to refund some or all of the consideration received (or receivable) from the customer. The Company’s refund liabilities arise from customer’s right of return and rebates. The Company updates its estimates of refund liabilities (and the corresponding change on the transaction price) at the end of each reporting period.

**2.6. Property, Plant & Equipment’s**

Property, plant and equipment are stated at cost less accumulated depreciation and impairment if any. The cost of an item of property, plant and equipment comprises of its purchase price, including import duties and non-refundable purchase taxes after deducting trade discounts and rebates and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management and the initial estimate of the cost of dismantling, removing the item and restoring the site on which it is located, referred to as ‘decommissioning, restoration and similar liabilities’, the obligation for which an enterprise incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during the period.

Borrowing costs relating to acquisition of an item of property, plant and equipment which takes substantial period to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be use.

Subsequent expenditures relating to property, plant and equipment are capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably.

Repairs & Maintenance costs are recognized in the net profit in the Statement of Profit & Loss when incurred.

Gains or losses arising from de-recognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Property, plant and equipment held for sale is valued at lower of their carrying amount and net realizable value. Any write-down is recognized in the statement of profit and loss.



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## 2.7. Intangible assets

Acquired computer software licenses are initially capitalised at cost, which includes the purchase price (net of any discounts & rebates), other directly attributable cost of preparing the asset for its intended use. Direct expenditure including employee costs, which enhances or extends performance of computer software beyond its specifications & which can be reliably measured, is added to the original cost of the software. Costs associated with maintaining the computer software are recognised as an expense when incurred.

Computer software licenses are subsequently carried at cost less accumulated amortisation and accumulated impairment losses. These costs are amortised to statement of income and expenditure using the straight-line method over their estimated useful lives of three to five years.

The amortisation period and amortisation method of intangible assets other than goodwill are reviewed at least at each balance sheet date. The effects of any revision are recognised in statement of income and expenditure when the changes arise.

## 2.8. Impairment of assets

Fixed assets are reviewed at each reporting date to determine if there is any indication of impairment. For assets in respect of which any such indication exists and for intangible assets mandatorily tested annually for impairment, the asset's recoverable amount is estimated. An impairment loss is recognized if the carrying amount of an asset exceeds its recoverable amount.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets (cash generating unit or CGU) that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. The recoverable amount of an asset or CGU is the greater of its value in use and its net selling price. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

Impairment losses are recognized in statement of profit or loss. However, an impairment loss on a revalued asset is recognized directly against any revaluation surplus to the extent that the impairment loss does not exceed the amount held in the revaluation surplus for that same asset.

## 2.9. Depreciation of property, plant & equipment

Depreciation on fixed assets is calculated on a written down value (WDV) method. The rates of depreciation used are those which have been calculated as per the method specified in Schedule II of the Companies Act, 2013. The Companies Act, 2013 prescribes that the asset should be written off over its useful life as estimated by the management and provides the indicative useful lives for the different class of assets. In case the useful life of the asset has expired but the asset is still in use it is carried at a nominal value of 5% of the original cost in the books.

The useful life as estimated by the management and corresponding depreciation rates for the different category of assets recognised in the books are as under:

Assets	Useful life in years
Plant and machinery	8
Computers	3
Furniture and fittings	10
Building	30
office equipment	5
Vehicles	8
Intangible Assets	5

Depreciation on addition to fixed assets is provided on pro-rata basis from the date the asset is ready for use. Depreciation on sale/ deduction from fixed assets is provided for up to the date of sale, deduction and discarding as the case may be. Assets up to Rs.5,000/- are fully depreciated in the year of acquisition.



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### **Intangible assets**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Internally generated intangible, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in profit and loss in the period in which the expenditure is incurred.

Useful lives of the intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful lives are reviewed at least at the end of each reporting period. Change in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate and are treated as change in accounting estimates. The amortization expenses on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash generating unit level. The assessment of indefinite life is reviewed annually to determine whenever the indefinite life continues to be supportable, if not the change in useful life from indefinite to finite is made on a prospective basis.

An intangible asset is derecognized upon disposal (i.e. at the date recipient obtains controls) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the assets (calculated as the difference between the net disposal proceeds and the carrying amount of the assets) is included in the statement of profit and loss. When the asset is derecognized.

Gain or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the assets and are recognized in the statement of profit and loss when the asset is derecognized

### **2.10. Borrowing costs**

Borrowing costs include interest, other costs incurred in connection with borrowing and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to the interest cost. General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those asset, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognized in Statement of profit and loss in the period in which they are incurred.

### **2.11. Leases**

Lease arrangements where the risk and rewards incidental to ownership of an asset substantially vest with the lessor are recognized as operating leases. The total lease rentals (including scheduled rental increases) in respect of an asset taken on operating lease are charged to the statement of profit and loss on a straight-line basis over the lease term.

#### ***Company as a lessee***

The Company applies a single recognition and measurement approach for all leases, except for shorter term leases and leases of low-value assets. The company recognized leases liabilities to make lease payments and right of use assets representing the right to use the underlying assets.

The Company applies the shorter term lease recognition exemption to its short term leases of machinery and equipment (i.e. those lease that have term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low value assets recognition exemption to lease of office equipment that are considered to be low value. Lease payments on shorter term lease and leases of low value assets are recognized as expenses on a straight line basis over the lease term.



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### **Company as a lessor**

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset is classified as operating leases. Rental income arising is accounted for on a straight line basis over the lease term. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the periods in which they are earned.

Leases are classified as finance leases when substantially all the risk and rewards of ownership transfer from the company to the lessee. Amount due from lessee under finance lease are recorded as receivables at the Company's net investment in the leases. finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Lease arrangements where the risk and rewards incidental to ownership of an asset substantially vest with the lessor are recognized as operating leases. The total lease rentals (including scheduled rental increases) in respect of an asset taken on operating lease are charged to the statement of profit and loss on a straight-line basis over the lease term.

## **2.12. Foreign currency transactions**

### **Foreign currency transactions and balances**

#### **Initial recognition**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

#### **Conversion**

Foreign currency monetary items are retranslated using the exchange rate of RBI prevailing at the reporting date. Non-monetary items, which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

#### **Exchange differences**

Exchange differences arising on the settlement of monetary items or on reporting such monetary items of Company at rates different from those at which they were initially recorded during the year or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

## **2.13. Earnings per share**

The Company reports basic and diluted earnings per equity share in accordance with Accounting Standard - 20, "Earnings per Share" of Companies (Accounting Standards) Rules, 2014.



Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to the equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

## **2.14. Taxation**

Tax expense comprises current & deferred tax. Current income-tax is measured at amount expected to be paid to tax authorities in accordance with the Income-tax Act, 1961 enacted in India, tax laws prevailing in respective tax jurisdictions where company operates. The tax rates & tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit & loss.



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Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

## 2.15. Provisions

A provision is recognized if, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognized at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. The provisions are measured on an undiscounted basis.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possibility of an obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

### Prior Period Items

Income and expenditure relating to prior period are credited /debited to profit and loss account in head of account.

## 2.16. Provision for Contingent liabilities



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### General

Provision are recognised when the Company has a present bligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made on the amount of the obligation. When the Company expects some or all of a provision to be reimbursed for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The Expenses relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provision are discounted using a current pre-tax rates that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as finance cost.

### Contingent Liabilities

A contingent liability is s possible obligation that arise from past event whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resource will be required to settle the obligation. A contingent liability also arises in extremely rare cases, where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but disclose its existence in the financial statement unless the probability of outflow of resources is remote.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

### Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

The Company operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Reimbursement, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amount included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCT in the period in which they occur. Reimbursement are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of

- The date of the plan amendment or curtailment, and
- The date that the Company recognizes related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and



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- Net interest expense of income

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Company recognizes expected cost of short-term employee benefit as an expenses, when an employee renders the related service.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the reporting date Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer the settlement for at last twelve months after the reporting date.

## 2.17. Cash Flow Statement

Cash flows are reported using the indirect method as prescribed under Accounting Standard – 3 “Cash Flow Statements”, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

## 2.18 Inventories

Stock in trade, Securities stores and spares are valued at the lower of the Cost or net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and estimated costs necessary to make the sale. Cost of Stock in trade procured for specific projects is assigned by specific identification of individuals costs of each items, costs of stock in trade that are interchangeable and not specific to any project is determined using the weighted average cost formula. Costs of stores and spares parts is determined using weighted average cost.

## 2.19. Retirement and other employee benefits

### Short Term Employee Benefits

All employee benefits payable/available within twelve months of rendering of service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc. are recognized in the statement of profit and loss in the period in which the employee renders the related service.

### Defined Contributions Plan

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The company makes specified monthly contributions towards employee provident fund to Government administered provident fund scheme which is a defined contribution plan. The company’s contribution is recognized as an expense in the statement of profit and loss during the period in which the employee renders the related service.


## 2.20 Dues to Micro and Small Enterprises-

The company has not outstanding dues to suppliers registered under the Micro, Small and Medium Enterprises Development Act, 2006 (“MSMED Act”). The disclosures pursuant to the said MSMED Act are as follows:

Particular	(Amount in Rs.)	
Interest due remaining unpaid to any supplier at the end of the year	Nil	Nil
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	Nil	Nil



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The amount of interest due & payable for period of delay in making payment (which have been paid but beyond appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	Nil	Nil

### 2.21 Separate Reportable Segments

There is no material separate reportable segment as per the Accounting Standard-17 as the entire operation of the Company relate to one segment

### 2.22 There is no material litigation pending against the company.

The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements.

### 2.23 Corporate Social Responsibility Statement

In accordance with section 135 of the Company act 2013, read with Companies (Corporate Social Responsibility Policy) rules 2014, as amended from time to time, every company having net worth of Rs.500 Cr. Or more or turnover of Rs.1000.00 Cr or more, or net profit of Rs.5.00 Cr or more during the immediately preceding financial year shall constitute a corporate Social Responsibility Committee of the board consisting of three or more directors, out of which at least one director shall be an Independent Director. The Board of every company referred to in sub section (1) of Section 135 of the Companies Act 2013, shall ensure that the company spends, in every financial year, at least two percent of the average net profit of the Company made during the three immediately preceding financial year. The reporting financial year is the first year for spending CSR expenses and company incurred CSR expenses on its own.

### 2.24 Specific Notes;

- Balances of Trade Payables, Borrowed funds, Loans & Advances, Sundry Debtors and other assets and liabilities are subject to management and third party confirmation.
- TDS receivable for the FY 2009-10 and onwards are outstanding in the books of accounts, however, the same is adjusted by the Income Tax Department for the Demand due against the Assessment order of previous years. Accordingly, the management to consider the demand raised and setting off TDS refund to settlement of such demand, in the books of account. (matter is under subjudice with CIT Appel, Delhi).
- Provisions in respect of Standard Assets are not maintained as per the RBI guidelines.
- Interest income with respect to some loan disbursed not yet accrued in the financial statement.
- There is no processing fee charges against the Loans disbursed during the year
- Company didn't apply for GST Registration during the reporting period.
- Valuation of the closing stock of securities is subject to the management confirmation

2.25 Provision of Contingent Liabilities with respect to income tax demand against which appealed has already been filed with the Commissioner of Income Tax, New Delhi is not made during the reporting period as well as previous year

2.26 In the opinion of the Management, the realizable value of the current assets, securities and other current liabilities in the ordinary course of business will not be less than the value at which they are stated in the Balance Sheet.



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**2.27** Provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

**2.28 Related Parties disclosure under AS 18 issued by Institute of Chartered Accountants of India:-**

<b>Detail of related parties</b>		
<b>Name of person</b>	<b>Relationship Key Management Person</b>	
Abhay Chand Bardia	Managing Director	
Ravi Prakash Baradia	Director	
<b>Loan &amp; Advance payable to Key Management Person</b>		
<b>Transactions</b>	<b>FY 2023-24</b>	<b>FY 2022-23</b>
Nil		-
<b>Remuneration Paid or payable Key Management Person</b>		
Directors Remuneration	5.00	5.00

**2.29 Additional Regulatory Requirements**

- the Company does not hold any immovable property wherein the title deed is not in the name of the Company
- The Company has not revalued its property, Plant & equipment during the year under consideration (2023-24)
- The Company does not have any capital WIP during the reporting period thus disclosure under this clause is not applicable.
- The Company has not been declared as willful defaulter by any bank/ financial institution or other lender
- The Company has not transferred with companies struck off under section 248 of the Companies Act 2013, or section 560 of companies Act 1956
- The Company has not contravened the provision of sub-clause (87) of section 2 of the Act read with Companies (Restriction on number of layers) Rules, 2017
- Disclosure with respect to Significant Ratios is annexed hereunder as “Annexure A”.
- Provisions with respect to compromise, arrangement, amalgamation under section 230 to 237 of Companies Act 2013 are not applicable to the Company.
- No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- The Company has neither surrendered nor disclosed any amount as income during the year in the tax assessments under the Income Tax Act 1961 (43 of 1961).
- In the opinion of the Management, realizable value of current assets, other current liabilities in ordinary course of business will not be less than value at which they are stated in Balance Sheet.
- Old & long unclaimed outstanding balance of creditors, debtors and other parties, if any has been written off and recognized as other income or expenses during the current financial year.
- In the Opinion of the Board and to the best of their knowledge, all the current assets have value on realization in ordinary course of business at least equal to the amount at which these are stated except which are expressly stated otherwise and that all liabilities have been provided for.
- The Company is not covered under section 135 of the Company act and disclosures with regards to Corporate Social Responsibility (CSR) activities therefore not applicable;
- The Company has never traded or invested in Crypto Currency or Virtual Currency.



For Tarini Enterprises Limited For Tarini Enterprises Limited  
 Director/Auth. Sign.  Director/Auth. Sign.



(p) The sundry creditors, Sundry Debtors and loans and advances are subject to confirmation.

(q) Amount has been rounded off to the nearest rupees in Lacs.

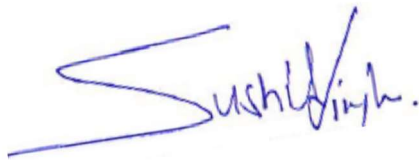
(r) Provision for all known liabilities has been made in the accounts

Figures of previous year have been regrouped and rearranged wherever necessary to classify with the figure of current year.

## Significant Accounting Policies and Notes On Accounts 1 & 2.

### In terms of our report of even date

For Rajput Jain and Associates  
Chartered Accountants  
F.R.No.: 015341C



Sushil Kumar Singh  
Partner  
M.No. : 506369



Place: New Delhi  
Date : 30.05.2024  
UDIN: 24506369BKFIAU5478

For & on behalf of Board of Directors of  
Tarini Enterprises Limited

For Tarini Enterprises Limited For Tarini Enterprises Limited

  
Director/Auth. Sign.  
Director/Auth. Sign.

Abhay Chand Bardia  
Managing Director  
DIN: 00009217



Priyanka Devi  
Company Secretary  
M.No.69752

Ravi Prakash Baradia  
Director  
DIN: 00009231



Arjun Sha  
CFO  
PAN:EORPS2200K

**Tarini Enterprises Limited**

CIN: L51101DL2006PLC148967

Reg. off: 3/14A, 1st Floor, Vijay Nagar, Double Story, Delhi-110009

**Notes to the Financial Statements for the year ended 31st March, 2024***Currency: ₹ in Lakhs***Note 3 : Share capital**

Particulars	As on at March 31st			
	2024		2023	
	Number	Amount	Number	Amount
<b>Authorized capital</b>				
<b>Equity Share</b>				
51,00,000 Equity shares of Rs.10/- each	51,00,000	510.00	51,00,000	510.00
<b>Preference Share</b>				
4,00,000 Preference shares of Rs.10/- each	4,00,000	40.00	4,00,000	40.00
<b>Total</b>	<b>55,00,000</b>	<b>550.00</b>	<b>55,00,000</b>	<b>550.00</b>
<b>Issued Capital</b>				
<b>Equity Share</b>				
33,72,975 Equity shares of Rs.10/- each	33,72,975	337.30	33,72,975	337.30
<b>Preference Share</b>				
4,00,000 Preference shares of Rs.10/- each	4,00,000	40.00	4,00,000	40.00
<b>Total</b>	<b>37,72,975</b>	<b>377.30</b>	<b>37,72,975</b>	<b>377.30</b>
<b>Subscribed Capital</b>				
<b>Equity Share</b>				
33,72,975 Equity shares of Rs.10/- each	33,72,975	337.30	33,72,975	337.30
<b>Preference Share</b>				
4,00,000 Preference shares of Rs.10/- each	4,00,000	40.00	4,00,000	40.00
<b>Total</b>	<b>37,72,975</b>	<b>377.30</b>	<b>37,72,975</b>	<b>377.30</b>
<b>Paid up Capital</b>				
<b>Equity Share</b>				
33,72,975 Equity shares of Rs.10/- each	33,72,975	337.30	33,72,975	337.30
<b>Preference Share</b>				
4,00,000 Preference shares of Rs.10/- each	4,00,000	40.00	4,00,000	40.00
Equity shares of Rs.10/- each	<b>37,72,975</b>	<b>377.30</b>	<b>37,72,975</b>	<b>377.30</b>
<b>Total issued, subscribed and paid up capital</b>	<b>37,72,975</b>	<b>377.30</b>	<b>37,72,975</b>	<b>377.30</b>

**The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital;**

The Company has two class of shares i.e. Equity Share and Preference Share having a par value of Rs 10 per share. Each Equity Shareholder is entitled to one vote per share. The company declares and pays dividend in Indian Rupee. Any dividend proposed by the Board of the Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. During the year ended March 31, 2024 the amount per share recognised as distribution to equity holders was Rs. Nil (March 31, 2023 Rs Nil). The total dividend appropriation for the year ended March 31, 2024 amounts to Rs. Nil (March 31, 2023 Rs Nil) including Corporate Dividend Tax of Rs. Nil (March 31, 2023 Rs Nil). In the event of the liquidation of the company, the holder of the equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion of the number of the equity shares held by the equity share holders.



For Tarini Enterprises Limited

  
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**a. Statement of Changes in Equity- Reconciliation of equity shares outstanding at the beginning and at the end of the reporting period**

Particulars	As on at March 31st			
	2024		2023	
	Number	Amount	Number	Amount
<b>Equity Share</b>				
At the beginning of the year	33,72,975	337.30	33,72,975	337.30
Shares issued during the year	-	-	-	-
Bought back during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>33,72,975</b>	<b>337.30</b>	<b>33,72,975</b>	<b>337.30</b>
<b>Preference Share</b>				
At the beginning of the year	4,00,000	40.00	4,00,000	40.00
Shares issued during the year	-	-	-	-
Bought back during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>4,00,000</b>	<b>40.00</b>	<b>4,00,000</b>	<b>40.00</b>

**b. Terms/ rights attached to equity shares**

The Company has two class of shares i.e. Equity Shares and Preference Share having par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend if and when proposed by the Board of Directors will be subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**c. Details of shareholder(s) holding more than 5% of equity shares in the company**

Name of shareholder	As on at March 31st			
	2024		2023	
	No. of shares held	% Holding	No. of shares held	% Holding
<b>Equity Shares</b>				
Raj Kumar Bardia	2,77,000	8.21%	2,77,000	8.21%
Others	30,95,975	91.79%	30,95,975	91.79%
<b>Total Equity Shares</b>	<b>33,72,975</b>	<b>100.00%</b>	<b>33,72,975</b>	<b>100.00%</b>

**Preference Shares**

Name of shareholder	As on at March 31st			
	2024		2023	
	No. of shares held	% Holding	No. of shares held	% Holding
<b>Preference Shares</b>				
Others	4,00,000	100.00%	4,00,000	100.00%
<b>Total</b>	<b>4,00,000</b>	<b>100.00%</b>	<b>4,00,000</b>	<b>100.00%</b>



For Tarini Enterprises Limited

*[Signature]*  
Director/Auth. Sign.

For Tarini Enterprises Limited

*[Signature]*  
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**Tarini Enterprises Limited**

CIN: L51101DL2006PLC148967

Reg. off: 3/14A, 1st Floor, Vijay Nagar, Double Story, Delhi-110009

Notes to the Financial Statements for the year ended 31st March, 2024

Currency: ₹ in Lakhs

**d. Details of shareholder(s) held by Promoters of the company**

Name of shareholder	As on at March 31st			
	2024		2023	
	No. of shares held	% Holding	No. of shares held	% Holding
Raj Kumar Bardia	277000	8.21%	277000	8.21%
Abhay Chand Bardia	109695	3.25%	109695	3.25%
Sarla Bardia	101010	2.99%	101010	2.99%
Abhishek Bardia	90000	2.67%	90000	2.67%
Ravi Prakash Bardia	85680	2.54%	85680	2.54%
Sampat Bardia	69600	2.06%	69600	2.06%
Nirmala Devi Bardia	56850	1.69%	56850	1.69%
Rohit Bardia	52500	1.56%	52500	1.56%
Sukhlal Bardia	52200	1.55%	52200	1.55%
Tarun Goel	45150	1.34%	45150	1.34%
Rupesh Bothra	45000	1.33%	45000	1.33%
Shanti Bothra	45000	1.33%	45000	1.33%
Ritika Bardia	39600	1.17%	39600	1.17%
Alka Nigam	35000	1.04%	35000	1.04%
Indu Patawari	34500	1.02%	34500	1.02%
Prakash Chand Patawari	34500	1.02%	34500	1.02%
Avantika Bardia	25875	0.77%	25875	0.77%
Swati Bothra	22500	0.67%	22500	0.67%
Bulbul Bothra	22500	0.67%	22500	0.67%
Jugraj Bothra	22500	0.67%	22500	0.67%
Bhanwari Devi Barmecha	22500	0.67%	22500	0.67%
Cassy Patawari	22500	0.67%	22500	0.67%
Ashish Nigam	21000	0.62%	21000	0.62%
Shanti Devi Bardia	17000	0.50%	17000	0.50%
Gunjan Gupta	12000	0.36%	12000	0.36%
Chandmal Surana Jain	11250	0.33%	11250	0.33%
Deepak Jain	11250	0.33%	11250	0.33%
Surana Chand Mal Huf	11250	0.33%	11250	0.33%
Kanika Sharma	7500	0.22%	7500	0.22%
Kumud Sharma	7500	0.22%	7500	0.22%
Hari Mohan Sharma	7500	0.22%	7500	0.22%
Nidhi Jain	7500	0.22%	7500	0.22%
Pradeep Kumar Gupta Karta Of	7500	0.22%	7500	0.22%
Tej Karan Bothra	3000	0.09%	3000	0.09%
Ritesh Kumar Patwari	0	0.00%	40275	1.19%
<b>Total</b>	<b>1435910</b>	<b>42.6%</b>	<b>1476185</b>	<b>43.77%</b>



For Tarini Enterprises Limited For Tarini Enterprises Limited

  
Director/Auth. Sign.


  
R.P. Bordia
  
Director/Auth. Sign.

**Tarini Enterprises Limited**

CIN: L51101DL2006PLC148967

Reg. off: 3/14A, 1st Floor, Vijay Nagar, Double Story, Delhi-110009

Notes to the Financial Statements for the year ended 31st March, 2024

Currency: ₹ in Lakhs

**Note 4 : Reserves and surplus**

Particulars	As on at March 31st	
	2024	2023
<b>Capital Reserve -Opening</b>	172.20	172.20
Addition /(Deletion)	-	-
	<b>172.20</b>	<b>172.20</b>
<b>Special Reserve-Opening</b>	37.78	29.48
Addition /(Deletion)	7.64	8.30
	<b>45.42</b>	<b>37.78</b>
<b>Security Premium Opening</b>	4,227.60	4,227.60
Addition /(Deletion)	-	-
	<b>4,227.60</b>	<b>4,227.60</b>
<b>Surplus/ (deficit) in the statement of profit and loss</b>		
Balance as per the last financial statements	134.19	101.00
Add/(Less) : Profit/(Loss) for the year	30.72	33.19
Net surplus in the statement of profit and loss	<b>164.91</b>	<b>134.19</b>
<b>Total</b>	<b>4,610.13</b>	<b>4,571.77</b>

**Note 5 : Long-Term borrowings**

Particulars	As on at March 31st	
	2024	2023
<b>Secured Loan</b>		
From Bank- Yes Bank (Car Loan)	1.85	3.09
<b>Total</b>	<b>1.85</b>	<b>3.09</b>

**Note 6 : Short-Term borrowings**

Particulars	As on at March 31st	
	2024	2023
<b>Current Material of Long Term Borrowings</b>		
From Bank- Yes Bank (Car Loan)	1.25	1.16
<b>Total</b>	<b>1.25</b>	<b>1.16</b>

**Note 7 : Trade Payable**

As at 31/03/2024

S. No.	Particulars	Outstanding for following periods from due date of Payment					2024
		0 <1	1 <2	2 <3	3 <	No Due	
(i)	MSME	0.03					<b>0.03</b>
(ii)	Others						-
(iii)	Disputed Dues- MSME						
(iv)	Disputed Dues- Others						
	<b>Total</b>	<b>0.03</b>	-	-	-	-	<b>0.03</b>



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**Tarini Enterprises Limited**

CIN: L51101DL2006PLC148967

Reg. off: 3/14A, 1st Floor, Vijay Nagar, Double Story, Delhi-110009

Notes to the Financial Statements for the year ended 31st March, 2024

Currency: ₹ in Lakhs

As at 31/03/2023

S. No.	Particulars	Outstanding for following periods from due date of Payment					2023
		0 < 1	1 < 2	2 < 3	3 <	No Due	
(i)	MSME	0.09					0.09
(ii)	Others						
(iii)	Disputed Dues- MSME						
(iv)	Disputed Dues- Others						
	<b>Total</b>	<b>0.09</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.09</b>

**Note 8 : Other Current Liabilities**

Particulars	As on at March 31st	
	2024	2023
TDS Payable	0.30	0.44
Expenses Payable	38.87	
Audit Fees payable	3.01	0.35
<b>Total</b>	<b>42.18</b>	<b>0.80</b>

**Note 9 : Provisions**

Particulars	As on at March 31st	
	2024	2023
Provision for Standard Assets	38.90	33.11
Provision for Income Tax	15.37	15.31
<b>Total</b>	<b>54.27</b>	<b>48.42</b>

**Note 11 : Other Non Current Assets**

Particulars	As on at March 31st	
	2024	2023
Deferred Tax Assets	0.55	0.39
<b>Total</b>	<b>0.55</b>	<b>0.39</b>

**Note 12 : Inventories**

Particulars	As on at March 31st	
	2024	2023
Stock in Hand	2,713.62	2,049.52
<b>Total</b>	<b>2,713.62</b>	<b>2,049.52</b>

**Note 13 : Trade receivables**

Particulars	As on at March 31st	
	2024	2023
Sundry Debtors	1.83	2.27
<b>Total</b>	<b>1.83</b>	<b>2.27</b>



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**Tarini Enterprises Limited**

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Notes to the Financial Statements for the year ended 31st March, 2024

Currency: ₹ in Lakhs

**Note 14 : Cash & Cash Equivelant**

Particulars	As on at March 31st	
	2024	2023
Balances with banks		
- On current accounts	31.46	5.89
Cash in hand	20.45	20.98
<b>Total</b>	<b>51.91</b>	<b>26.87</b>

**Note 15 : Short Term Loans and Advances**

Particulars	As on at March 31st	
	2024	2023
<b>Loans and Advances to Others</b>		
Unsecured, Considered Good	1,939.72	2,682.28
Unsecured, Considered Doubtful	233.80	92.15
<b>Total</b>	<b>2,173.53</b>	<b>2,774.42</b>

**Note 16 : Other Current Assets**

Particulars	As on at March 31st	
	2024	2023
Security Deposit		0.50
Income Tax demand	11.79	11.79
TDS/TCS Receivables	57.30	58.80
<b>Total</b>	<b>69.09</b>	<b>71.09</b>

**Note 17 : Revenue from operations**

Particulars	As on at March 31st	
	2024	2023
Sale of Securities	94.40	179.50
Revenue from Interest & Other Services	133.34	156.45
<b>Total</b>	<b>227.74</b>	<b>335.95</b>

**Note 18 : Other income**

Particulars	As on at March 31st	
	2024	2023
<b>Total</b>	<b>-</b>	<b>-</b>

**Note 19 : Cost of Purchase**

Particulars	As on at March 31st	
	2024	2023
Purchase of Securities	750.10	362.30
<b>Total</b>	<b>750.10</b>	<b>362.30</b>



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**Tarini Enterprises Limited**

CIN: L51101DL2006PLC148967

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**Notes to the Financial Statements for the year ended 31st March, 2024***Currency: ₹ in Lakhs***Note 20 : Change of Inventory**

Particulars	As on at March 31st	
	2024	2023
Opening Inventory	2,049.52	1,850.12
Closing Inventory	(2,713.62)	(2,049.52)
<b>Total</b>	<b>(664.10)</b>	<b>(199.40)</b>

**Note 21 : Employee Benefit Expenses**

Particulars	As on at March 31st	
	2024	2023
Salary and Wages	51.37	29.15
Other Employee Related Expenses	1.63	5.73
<b>Total</b>	<b>53.00</b>	<b>34.88</b>

**Note 22 : Finance Costs**

Particulars	As on at March 31st	
	2024	2023
Bank Charges	0.00	-
Interest on Loan	0.32	0.38
<b>Total</b>	<b>0.32</b>	<b>0.38</b>

**Note 23 : Administrative Expenses**

Particulars	As on at March 31st	
	2024	2023
Advertisement	0.34	37.92
Audit Fee	2.95	0.35
Insurance	0.14	0.13
Donation	5.25	0.25
Fee and Subscriptions	1.65	0.52
Filling Fee	0.05	0.13
Interest on Tax, Fine and Penalty	0.47	1.09
Listing Fee'	0.69	0.71
Legal & Professional Charges	3.67	2.42
Office Expenses	3.92	0.42
Printing and Stationery	0.23	0.11
Provision for Standand Assets & Sub Standard Assets	5.78	1.89
Accounting Charges	1.80	1.35
Rent Expenses	1.80	1.80
Office Repair and Maintenance	0.60	0.78
Communication Expenses	0.63	0.12
Conveyances Expenses	3.26	0.17
Computer Repair & Maintenance	0.06	
Balance W/off		0.02



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**Tarini Enterprises Limited**

CIN: L51101DL2006PLC148967

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**Notes to the Financial Statements for the year ended 31st March, 2024***Currency: ₹ in Lakhs*

Business Promotion		25.98
Demat Account Charges		0.01
F&O		2.25
STT		0.61
<b>Total</b>	<b>33.29</b>	<b>79.02</b>

**Note 24 : Provision for Deferred Tax (Assets)/ Liability**

Particulars	As on at March 31st	
	2024	2023
<b>Opening Balance (Assets)/ Liability</b>		
<b>Addition</b>		
Depreciation as per Income Tax Act	5.64	6.64
Depreciation as per Company Act	3.52	5.08
Net Timing Difference	(2.12)	(1.56)
<b>Deletions</b>		
Reversal of timing difference	-	-
Closing Timing difference	(2.12)	(1.56)
Tax Rate	26.00%	26.00%
Deffered Tax (Assets)/Liability	(0.55)	(0.41)
Opening Balance of DTL/(A)	(0.39)	(0.13)
<b>To be transferred to Profit &amp; Loss A/c (Assets)/Liability</b>	<b>(0.16)</b>	<b>(0.27)</b>



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**Tarini Enterprises Limited**

CIN: L51101DL2006PLC148967

Reg. off: 3/14A, 1st Floor, Vijay Nagar, Double Story, Delhi-110009

**As per Companies Act**

Notes to the Financial Statements for the year ended 31st March, 2024

*Currency: ₹ in Lakhs***Note 9 : Property, plant and equipment**

Particulars	Rate of Dep. (WDV)	Gross block				Accumulated depreciation				Net block	
		As at 1st April, 2023	Additions during the year	Deletions during the year	As at 31st March, 2024	As at 1st April, 2023	Additions during the year	Deletions during the year	As at 31st March, 2024	WDV as on 31st March, 2024	WDV as on 31st March, 2023
<b>Non Depreciable Assets</b>											
Land		72.98			72.98				-	72.98	72.98
		<b>72.98</b>	-	-	<b>72.98</b>	-	-	-	-	<b>72.98</b>	<b>72.98</b>
<b>Tangible Assets</b>											
Plant and Machinery											
Motor Vehicles	31.23%	8.85		-	8.85	4.00	1.52		5.52	3.34	4.85
Air Conditioner	18.10%	0.33			0.33	0.11	0.04		0.15	0.18	0.22
		<b>9.18</b>	-	-	<b>9.18</b>	<b>4.11</b>	<b>1.56</b>	-	<b>5.66</b>	<b>3.52</b>	<b>5.08</b>
					-	-	-		-	-	-
<b>Total</b>		<b>82.16</b>	-	-	<b>82.16</b>	<b>4.11</b>	<b>1.56</b>	-	<b>5.66</b>	<b>76.50</b>	<b>78.05</b>



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## Annexure "A"

S. No.	Ratio	Numerator	Denominator	Current Period	Previous Period	Ideal Ratio	% Variance	Reason for Variance
(i)	Current Ratio	Current Assets	Current Liability	51.26	97.56	2:1	-46.30	Current Liability increase by 194% as compared to previous year resulting, negative variance.
(ii)	Debt-Equity Ratio	Total Debt	Shareholders equity	0.00	0.00	2:1	0.00	Car Loan reduced by 40% as compared to previous year, resulting slight improvement in variance
(iii)	Debt Service Coverage Ratio	Earnings available for debt service	Interest + Installments	NA	NA	2:0 or Greater	NA	There is No Debit/Interest bearing in the Company, therefore, this ratio is not applicable
(iv)	Return on Equity Ratio	Net profit after taxes- preference dividend	Net worth / equity shareholders fund	0.62%	0.67%	15% to 20%	0.00	There is slight reduction in the the profit after tax as compared to Previous year, therefore the present ratio is with the in reasonable range
(v)	Inventory Turnover Ratio	COGS/Sales	Average Inventory	0.04	0.08	between 5 and 10	-0.05	There is slight increase in inventory as compared to Previous year, therefore the present ratio is with the in reasonable range
(vi)	Trade Receivable Turnover Ratio	Annual Turnover	Average Trade Receivable	27.76	15.10		12.67	Presently company is engaged in the business of Finance and Investment in equity and as per industry practice debtors are relatively low, therefore the present ratio is with the in reasonable range
(vii)	Trade Payables Turnover Ratio	Total Cost of Goods Sold	Average Trade Payable	1388.44	25.42		1363.02	Presently company is engaged in business of Finance & Investment in equity and as per industry practice creditors are relatively low, therefore the present ratio is with the in reasonable range
(viii)	Net capital	COGS/Sales	Net assets	0.02	0.03	between	-0.02	The Ratio is the suggested ideal limit
(ix)	Net profit ratio	Net profit	Sales	23.53%	16.82%		0.07	As per industry Practise, Company is having good ratio.
(x)	Return on capital employed	EBIT	Capital employed	1.08%	1.15%		0.00	Presently company is engaged in the business of Finance and Investment in equity, whereas currently maximum portfolio is on investment in unquoted equity share, therefore, as per industry practice present ratio is at lower side
(xi)	Return on investment	Return/Profit/ Earnings	Total Assets	0.60%	0.66%		0.00	Presently company is engaged in the business of Finance and Investment in equity, whereas currently maximum portfolio is on investment in unquoted equity share, therefore, as per industry practice present ratio is at lower side



For Tarini Enterprises Limited For Tarini Enterprises Limited

  
Director/Auth. Sign.


  
R.P. Bordis
  
Director/Auth. Sign.

S. No.	Numerator	Composition	Amount (₹) in current year	Amount (₹) in previous year
1	Current Assets	(a) Current investments	5,009.97	4,924.18
		(b) Inventories		
		(c) Trade receivables		
		(d) Cash and cash equivalents		
		(e) Short term loans and advances		
		(F) Other current assets		
2	Current Liabilities	(a) Short-term borrowings	97.74	50.47
		(b) Trade payables		
		(1) Total outstanding dues of micro and small enterprises and		
		(ii) Total outstanding dues of creditors other than MSME		
		(c) Other current liabilities		
3	Total Debt	(a) Unsecured loans From directors/relatives of directors and	1.85	3.09
		(b) Bank overdraft:		
4	Shareholders Funds	Shareholders funds	4,987.43	4,949.07
		(a) Share capital		
		(b) Reserves and surplus		
5	Earnings available for debt services	Earning before interest and tax + Finance cost of debt funds	53.90	56.90
6	Interest + Installments	It include the amount of interest on loan and and payment of installments of any of loan if loan is payable in installment	1.45	1.45
7	Net profit after taxes-preference dividend (if any)	Net earnings available to equity shareholders	30.72	33.19
8	Sales	Revenue from operations	227.74	335.95
9	Average Inventory	(Opening stock + Closing Stock)/2 (There is no inventory in the company, so this can not be determined)	2,381.57	1,949.82
10	Average accounts receivables	(Opening account receivable + Closing account receivable)/2	2.05	5.56
11	Average daily credit sales	Total credit sales /365	3.29	6.04
12	Annual net credit purchase	Total credit purchase/ 365	-	-
13	Average accounts payable	(Opening account payable + Closing account payable),/2	0.06	6.41
14	Net Assets	Total assets - current liabilities	5,086.47	5,002.24
15	EBIT	Earning before interest and tax	53.90	56.90



**For Tarini Enterprises Limited For Tarini Enterprises Limited**

*[Signature]*  
**Director/Auth. Sign.**

*[Signature]*  
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