

**NOTICE OF ANNUAL GENERAL MEETING**

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

**ORDINARY BUSINESS:**

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

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

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

Place: Delhi  
Date: 02.09.2017

By order of the Board  
For Tarini Enterprises Limited

Abhay Chand Bardia  
Managing Director  
DIN 00009217

## NOTES:

- I. The relevant details of the Directors seeking re-appointment under Item No. 2 , pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed.
- II. A MEMBER TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective, should be duly stamped, completed, signed and must be received at the registered office of the company, not later than 48 hours before the time fixed for commencement of the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable, issued on behalf of the nominating organization.  
  
**A person can act, as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.**
- III. A route map giving directions to reach the venue of the 11th Annual General Meeting is given at the end of the Notice.
- IV. Corporate Members intending to send their authorized representatives to attend and vote at the Meeting Pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- V. Members/ Proxies should bring the enclosed Attendance Slip duly filled in, for attending the Annual General Meeting.
- VI. The Register of Members and Share Transfer Books will Remain closed from Monday, the 25<sup>th</sup> day of September, 2017 to Saturday, the 30<sup>th</sup> day of September, 2017 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
- VII. Members are requested to:

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

**XIII. Updation of Members' Details:**

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

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

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

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

XVII. Members may also note that the Notice of the 11th Annual General Meeting and the Annual Report 2017 will also be available on the Company's website [www.tarinenterprises.in](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. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with companies(Management and Administration) Rules,2014, the company is pleased to provide its members the facility to cast their vote by electronic means on resolution set forth in this notice. The instruction for E-voting is enclosed with this notice.
- XIX. In terms of the notification issued by the Securities and Exchange Board of India, equity shares of the Company are under compulsory demat trading by all investors w.e.f. January 29, 2001. Shareholders are therefore advised to dematerialize their shareholding to avoid inconvenience in future.
- XX. The members are requested to send the transfers, change of address, bank mandates and other related correspondence to the Registrars and Share Transfer Agents, M/s. Skyline Financial Services Pvt. Limited, D-153 A, Okhla Industrial Area, Phase-I, New Delhi – 110 020.
- XXI. Voting Through Electronic Means
1. In compliances with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 (1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the 11th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM will be provided by National Depository Service Limited (NSDL).
  2. The facility of voting through poll paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  4. The remote e-voting period commences Wednesday, September 27, 2017 (9:00 am) and ends on Friday, September 29, 2017 (5:00 pm). During this period

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

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

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

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

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

(iii) Click on shareholder- Login

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

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

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

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

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

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

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

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

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to loveleen@lgaindia.com with a copy marked to evoting@nsdl.co.in. The scanned image of the above mentioned documents should be in the naming format: Corporate Name\_EVEN NO.

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

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

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

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

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

Place: Delhi  
Date: 02.09.2017

By order of the Board  
For Tarini Enterprises Limited

Abhay Chand Bardia  
Managing Director  
DIN 00009217



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

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

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

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

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

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

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

**E mail: [info@tarinenterprises.in](mailto:info@tarinenterprises.in) website: [www.tarinenterprises.in](http://www.tarinenterprises.in)**

**FORM NO. MGT-11**

**PROXY FORM**

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

Name of the Member(s) : \_\_\_\_\_

Registered Address : \_\_\_\_\_

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

Folio No./Client Id\* : \_\_\_\_\_

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

1. Name: \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_

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

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

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

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

Signed this \_\_\_\_ day of \_\_\_\_, 2017

\_\_\_\_\_

(Signature of the Shareholder)

\_\_\_\_\_

(Signature of the Proxy holder (s))

Affix Re. 1/-  
revenue stamp

## Notes:

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

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

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

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

**E mail: [info@tarinienterprises.in](mailto:info@tarinienterprises.in) website: [www.tarinienterprises.in](http://www.tarinienterprises.in)**

**ATTENDANCE SLIP**

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

Full Name Of The Member Attending\_\_\_\_\_

Member's Folio No/ Client ID: \_\_\_\_\_ and DP ID:

\_\_\_\_\_

No. of shares held: \_\_\_\_\_

Name of Proxy \_\_\_\_\_

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

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

.....

Member's / Proxy's Signature

