

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 12th Annual General Meeting of the members of **Tarini Enterprises Limited** will be held on Tuesday, 18th September, 2018 at 10:30 A.M. at the registered office of the company at 3/14A 1st Floor Vijay Nagar, Double Storey, Delhi-110009 to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended March 31, 2018 together with Reports of the Board of Directors' and Auditors thereon.
2. To appoint a Director in place of Mr. Abhay Chand Bardia (DIN: 00009217), who retires by rotation, and being eligible, offers himself for re- appointment.

“RESOLVED THAT Mr. Abhay Chand Bardia (DIN: 00009217), director who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company.”

SPECIAL BUSINESS:

3. Re- appointment of Managing Director

To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Shri Abhay Chand Bardia (DIN: 00009217) as a Managing Director, designated as Executive Director of the Company, for a further period of 5 (five) years from the expiry of his present term of office, that is, with effect from September 30, 2018 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. Re-appointment of Mr. Girijesh Surana as an Independent Director of the Company

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Girijesh Surana (DIN 02535434), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024"

5. Re-appointment of Mr. Padam Duggar as an Independent Director of the Company

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Padam Duggar (DIN 02288102), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024"

NOTES:

- I. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), setting out material facts concerning the business under Item Nos. 2 to 5 set out above and details under Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 1.2.5 of the Secretarial Standard on General Meetings, in respect of the Director seeking re-appointment at the Annual General Meeting (AGM) are annexed hereto

- II. A MEMBER TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective, should be duly stamped, completed, signed and must be received at the registered office of the company, not later than 48 hours before the time fixed for commencement of the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable, issued on behalf of the nominating organization.

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

- III. The requirement to place the matter relating to appointment of auditors for ratification by members at every Annual General Meeting has been done away vide notification dated 7th May 2018, issued by Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting, held on September 30, 2017 till the conclusion of 16th Annual General Meeting to be held in 2022.
- IV. A route map giving directions to reach the venue of the 12th Annual General Meeting is given at the end of the Notice.
- V. Corporate Members intending to send their authorized representatives to attend and vote at the Meeting Pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- VI. Members/ Proxies should bring the enclosed Attendance Slip duly filled in, for attending the Annual General Meeting.
- VII. The Register of Members and Share Transfer Books will Remain closed from Thursday, the 13th day of September, 2018 to Tuesday, 18th September, 2018 (both days inclusive).
- VIII. Members are requested to:
- a) Intimate immediately any change in their address to the Company's Registrar and Share Transfer Agents i.e. Skyline Financial Services Pvt. Ltd. located at D-153/A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020.
 - b) Please quote folio number/Client ID, DP ID numbers in all correspondence.
 - c) Consolidate holdings into one folio in case of multiplicity of folios with names in identical orders
- IX. Members who hold shares in dematerialized form are requested to bring their client ID and DPID numbers for facilitating identification for attendance at the meeting.

- X. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company or RTA for assistance in this regard.
- XI. As per Circular No. MRD/DOP/CIR-05/2009 dated May 20, 2009 issued by Securities and Exchange Board of India(SEBI), it is mandatory to quote Permanent account number (PAN) for Participating in the securities market. Therefore, Members holding shares in dematerialized form are requested to submit the PAN Details to the Registrar and Share Transfer Agents of the company and those holding shares in physical form are requested to submit their PAN details to the company / RTA in order to comply with the SEBI guidelines.
- XII. Statutory Registers and documents referred to in the notice and Explanatory statement are open for inspection at the Registered office of the Company on all working days (Monday to Friday) between 11.00 A.M. To 1.00 P.M. up to the date of the Annual General Meeting and will also be available for inspection at the meeting.
- XIII. As per SEBI Directions, now the physical instrument should necessarily mention the bank account details of the investors. In view of this, members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or our Registrar cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
- XIV. Updation of Members' Details:
- The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Share Registrars and Transfer Agents to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.
- XV. In line with the measures of Green initiative taken by SEBI, Companies act 2013 also provides for sending notice of the meeting and other shareholder correspondence through electronic mode. Members holding shares in Physical Mode are requested to register their Email ID with the company or its RTA and Members holding shares in demat mode are requested to register their Email ID with their respective Depository Participants (DP).
- XVI. If there is any change in the Email ID already register with the company, Members are requested to immediately notify such change to the company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

- XVII. Electronic copy of the notice of the 12th 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 12th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- XVIII. Members may also note that the Notice of the 12th Annual General Meeting and the Annual Report 2018 will also be available on the Company's website www.tarinienterprises.in for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection at any time during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon marking a request for the same, by post free of cost.
- XIX. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with companies(Management and Administration) Rules,2014, the company is pleased to provide its members the facility to cast their vote by electronic means on resolution set forth in this notice. The instruction for E-voting is enclosed with this notice.
- XX. In terms of the notification issued by the Securities and Exchange Board of India, equity shares of the Company are under compulsory demat trading by all investors w.e.f. January 29, 2001. Shareholders are therefore advised to dematerialize their shareholding to avoid inconvenience in future.
- XXI. The members are requested to send the transfers, change of address, bank mandates and other related correspondence to the Registrars and Share Transfer Agents, M/s. Skyline Financial Services Pvt. Limited, D-153 A, Okhla Industrial Area, Phase-I, New Delhi-110020.
- XXII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 12th September, 2018.
- 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. 12th September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on.
- XXIV. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

- XXV. Ms. Loveleen Gupta, Company Secretary (Membership No. 5287), Proprietor of M/s. L. Gupta & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XXVI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XXVII. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XXVIII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company 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: 20.08.2018

By order of the Board of Directors

Abhay Chand Bardia
Managing Director
DIN 00009217
20-B, Old Gupta Colony,
Delhi-110009

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

The following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 5 in the accompanying Notice.

Item No. 3

Mr. Abhay Chand Bardia had been appointed as Managing Director of the Company on September 30, 2015 for a period of 3 years. The term of office of Mr. Abhay Chand Bardia as Managing Director of the Company is due to expire on September 30, 2018. The present proposal is to seek the Shareholders' approval for his re-appointment as the Managing Director in terms of the applicable provisions of the Companies Act, 2013. The Board of Directors of the Company (the 'Board'), at its meeting held on August 20, 2018 has, subject to the approval of the Shareholders, proposed the reappointment of Mr. Abhay Chand Bardia for a further period of 5 years from October 1, 2018. Therefore the Board proposes to seek approval of the Shareholders of the Company, approving the payment of remuneration for a maximum of Rs. 8,00,000 per annum. The Board recommends the Resolution as mentioned in the Notice for your approval. Except for Mr. Abhay Chand Bardia and Mr. Ravi Prakash Bardia (relative), none of the other Directors and Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 3.

Item No. 4

Mr. Girijesh Surana is an Independent Non-Executive Director of the Company. He joined the Board of Directors of the Company in May, 2012. Pursuant to the Act, Mr. Girijesh Surana, was appointed as an Independent Non-Executive Director to hold office for five consecutive years for a term upto 31st March, 2019, by the Members of the Company in the 8th AGM held on 30th September, 2014. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Girijesh Surana, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of five consecutive years from 1st April, 2019 upto 31st March, 2024.

Mr. Girijesh Surana does not hold by himself or for any other person on a beneficial basis, any shares in the Company. In the opinion of the Board, he fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management.

Copy of the draft letter for appointment of Mr. Girijesh Surana as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Girijesh Surana as an Independent Director. Accordingly, the Board

recommends Special Resolution in relation to eligibility and re-appointment of Mr. Girijesh Surana as an Independent Director for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024, for the approval by the shareholders of the Company.

Except Mr. Girijesh Surana, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice of the AGM. Mr. Girijesh Surana is not related to any Director of the Company. This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

Item No. 5

Mr. Padam Duggar is an Independent Non-Executive Director of the Company. He joined the Board of Directors of the Company in May, 2012. Pursuant to the Act, Mr. Padam Duggar, was appointed as an Independent Non-Executive Director to hold office for five consecutive years for a term upto 31st March, 2019, by the Members of the Company in the 8th AGM held on 30th September, 2014. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Padam Duggar, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of five consecutive years from 1st April, 2019 upto 31st March, 2024.

Mr. Padam Duggar does not hold by himself or for any other person on a beneficial basis, any shares in the Company. In the opinion of the Board, he fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management.

Copy of the draft letter for appointment of Mr. Padam Duggar as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Padam Duggar as an Independent Director. Accordingly, the Board recommends Special Resolution in relation to eligibility and re-appointment of Mr. Padam Duggar as an Independent Director for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024, for the approval by the shareholders of the Company.

Except Mr. Padam Duggar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM. Mr. Padam Duggar is not related to any Director of the Company. This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a

disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

Place: Delhi
Date: 20.08.2018

By order of the Board of Directors

Abhay Chand Bardia
Managing Director
DIN 00009217
20-B, Old Gupta Colony,
Delhi-110009

Instructions for evoting

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

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

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

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

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

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

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

4. Your User ID details are given below :

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

5. Your password details are given below:

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

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

- a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?” (If you are holding shares in physical mode)

option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

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

General Guidelines for shareholders

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

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

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

Information pursuant to Regulation 26(4) & 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with regard to the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (Refer Item No 2 to 5 of the Notice)

Particulars	Abhay Chand Bardia	Girijesh Surana	Padam Duggar
Date of Birth	09/03/1953	13/12/1987	28/11/1963
Date of Appointment	25/05/2006	21/05/2012	21/05/2012
Qualifications	Graduate	Graduate	Graduate
Expertise in specific functional areas	He has rich experience in Finance and Accounts	He has rich experience in Finance and Accounts	He has rich experience in Finance and Accounts
Directorship held in other public companies (excluding foreign companies and Section 8 companies)	2	0	2
Memberships/ Chairmanships of other committees of other public companies (include only Audit Committee and Stakeholders Relationship Committee)	0	0	2
Number of shares held in the Company	1,09,695	NIL	NIL
Relationship between directors/ Key Management Personnel and their relatives	Brother of Mr. Ravi Prakash Bardia, one of director of the Company	Not related to anyone	Not related to anyone

DIRECTOR'S REPORT:

Dear Shareholders,

On behalf of the Board of Directors, it is my pleasure to present the 12th Annual Report of Tarini Enterprises Limited ("the Company") together with the Audited Statement of Accounts for the year ended March 31, 2018.

FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY:

Summary of the Financial results for the period ended March 31, 2018 are given as under:

Particulars	Amount (Rs. in lacs)	
	FY 2017-18	FY 2016-17
Revenue from Operation	487.45	1644.40
Other Income	167.15	106.24
Total Revenue	654.60	1750.64
Total Expenditure	630.09	1741.51
Profit before tax	24.51	9.13
Current tax	6.71	2.82
Deferred Tax	0.00	0.00
Profit after tax	17.8	6.31
EPS (Rs.)	1.81	0.64
Paid-up Share Capital	377.29	377.29

DIVIDEND:

Yours Directors have considered it financially prudent in the long term interest of the Company to reinvest the profits to build a strong reserve base and grow the business of the Company. No dividend has, therefore, been recommended for the year ended 31st March, 2018.

CORPORATE GOVERNANCE:

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

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

The company has received total revenue of Rs. 6,54,60,314/- in the current year as compared to Rs. 17,50,64,313/- in the previous year. However, the company has gained the profit of Rs. 17,80,194/- in the current year as compared to profit of Rs. 6,31,137/- in the previous year. Your directors are trying their level best to increase the profitability in the company and are expected to make more profits in the near future.

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

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

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

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

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year of the company i.e. 31st March 2018 and the date of Director's report.

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

No such significant orders had been passed by any regulator, courts or tribunals during the financial year 2017-18.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:

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

SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2018 was Rs. 3.77 Crores. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

PUBLIC DEPOSITS:

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

STATUTORY AUDITORS:

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

AUDITORS' REPORT:

There were no qualification, reservation or adverse remark or disclaimer made by the auditor in his report for the financial year 2017-18.

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

EXTRACT OF THE ANNUAL RETURN:

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

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

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

(A) Conservation of energy:

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

(B) Technology absorption:

The Company has not imported any technology during the year 2017-18.

(C) Foreign exchange earnings and Outgo:

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

CORPORATE SOCIAL RESPONSIBILITY (CSR):

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

PARTICULARS OF EMPLOYEES:

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

DIRECTORS:

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

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

Mr. Abhay Chand Bardia is liable to retire by rotation and being eligible offer himself for re-appointment. Directors recommend his re-appointment.

COMMITTEES OF THE BOARD OF DIRECTORS:

Detailed in Corporate Governance report annexed to Directors' report.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

The Company has conducted Eight (8) Board Meetings in the financial year 2017-18 i.e. on 25th April 2017, 30th May 2017, 14th August, 2017, 2nd September, 2017, 14th November, 2017, 20th January, 2018, 14th February, 2018 and 31st March 2018

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

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

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

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. Therefore, the provisions of Section 188 (1) of the Companies Act, 2013 were not attracted.

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

Form AOC-2

Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts / arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
Sampat Bardia (Wife of Director)	Rent	Not Specified	Rs. 1,80,000/-	--	--

SECRETARIAL AUDIT REPORT:

As required by Section 204 of the Act, 2013, the Secretarial Audit Report for the year 2017-18, given by M/s L. Gupta & Associates, Company Secretaries, Delhi for auditing the secretarial and related records is attached to this report as Annexure I.

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

RISK MANAGEMENT POLICY:

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

INTERNAL CONTROL AND THEIR ADEQUACY:

The Company has a proper and adequate internal control system to ensure that all the assets of the Company are safeguarded and protected against any loss and that all the transactions are properly authorized and recorded. Information provided to management is reliable and timely and statutory obligations are adhered to.

INTERNAL FINANCIAL CONTROL:

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

DECLARATION BY AN INDEPENDENT DIRECTORS:

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

DIRECTORS' RESPONSIBILITY STATEMENT:

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

- i. in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed;
- ii. appropriate accounting policies have been selected and applied consistently and judgments and estimates which are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- iii. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the directors had prepared the annual accounts on a going concern basis; and
- v. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

VIGIL MECHANISM/WHISTLE BLOWER POLICY:

The Company has adopted a Whistle Blower Policy, to provide a formal vigil mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairperson of the Audit Committee.

It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

CODE OF CONDUCT

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

SAFE & CONDUCTIVE WORKPLACE

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

STOCK EXCHANGE LISTING

The shares of the Company are listed on the Metropolitan Stock Exchange of India Limited. The listing fee for the financial year 2018-19 has been paid to the exchange.

ACKNOWLEDGEMENTS:

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

For and on behalf of the Board of Directors

TARINI ENTERPRISES LIMITED

Abhay Chand Bardia
Director
DIN 00009217
20-B, Old Gupta Colony,
Delhi-110009

Ravi Prakash Bardia
Director
DIN 00009231
20-B, Old Gupta Colony,
Delhi-110009

Place: Delhi
Date: 30.05.2018

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Cautionary Statement:

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

Industry Overview

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

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

Our Industry Segment

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

Business

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

Opportunities & Threats and Risks & Concern

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

Outlook

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

Human resource / Industrial relations

The Company recognizes the importance and contribution of its human resources for its growth and development and is committed to the development of its people. The Company has cordial relations with employees and staff. There are no HR relations problems during the year and the Company does not anticipate any material problems on this count in the current year.

Internal Control Systems and Adequacy

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

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

DECLARATION

As required under Regulation 34(3) read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that all the Board members and senior executives of the Company have complied with Code of Ethics of the company for the year ended March 31, 2018.

Place: Delhi

By order of the Board of Directors

Date: 30.05.2018

Abhay Chand Bardia
Managing Director
DIN 00009217
20-B, Old Gupta,
Delhi-110009

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

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

To

The Board of Directors

TARINI ENTERPRISES LIMITED

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

Delhi-110009

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TARINI ENTERPRISES LIMITED** (hereinafter called 'the company'). Secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31 March 2018 ('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 2018 according to the provisions of:

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

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

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (not applicable to the company during the Audit Period);
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (not applicable to the company during the Audit Period);
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (not applicable to the company during the Audit Period);
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (not applicable to the company during the Audit Period); and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

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

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

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

I further report that the board of directors of the company is duly constituted with proper balance of executive directors and independent directors. The changes in the composition of the board of directors that took place during the period under review were carried out in compliance with the provisions of the Act. ***But the company has not yet appointed any Women Director in the company.***

Adequate notice is given to all directors to schedule the board meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions at board meetings

and committee meetings were carried out unanimously as recorded in the minutes of the meetings of the board of directors or committees of the board, as the case may be.

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

Place : Delhi

Date : 30.05.2018

For L. Gupta & Associates

Company Secretaries

Loveleen Gupta

Proprietor

CP 4531

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

To,
The Members,
TARINI ENTERPRISES LIMITED,
Delhi

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audits.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the fairness of the contents of the Secretarial records. The verification was done on test basis to ensure that facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis to the extent applicable to the Company.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place : Delhi
Date : 30.05.2018

For L. Gupta & Associates
Company Secretaries

Loveleen Gupta
Proprietor
CP 4531

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

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

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

2. BOARD OF DIRECTORS

The Company maintains an optimum combination of Executive, Non Executive and Independent Directors. The Board consists of total Four (4) directors on 31st March, 2018, out of which two (2) are independent. Mr. Abhay Chand Bardia is the Managing Director of the Company. The Constitution of the Board as on 31st March 2018 was as follows:

Name	Designation	Category	No. of positions held in other Public Companies		
			Boar d	Committee	
				Memb ership	Chair mansh ip
Mr. Abhay Chand Bardia	Managing Director	Promoter(Exec utive)	2	Nil	Nil
Mr. Ravi Prakash Bardia	Director	Promoter(Non- Executive)	Nil	Nil	Nil
Mr. Padam Duggar	Director	Independent (Non-	2	2	1

		Executive)			
Mr. Girijesh Surana	Director	Independent (Non Executive)	Nil	Nil	Nil

Directors' Attendance Record

The Company has conducted Eight (8) Board Meetings in the financial year 2017-18 i.e. on 25th April 2017, 30th May 2017, 14th August, 2017, 2nd September, 2017, 14th November, 2017, 20th January, 2018, 14th February, 2018 and 31st March 2018. 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 2017-18 are as under:

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

INDEPENDENT DIRECTORS' MEETING

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

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

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

POLICY FOR PROHIBITION OF INSIDER TRADING:

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

3. AUDIT COMMITTEE

(a) Terms of Reference

The terms of reference of the Audit Committee cover all the areas mentioned under SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 and Section 177 of the Companies Act, 2013. The Committee, wherever required also call for comments of the auditors about the internal control systems, the scope of audit, including the observations of the auditors and review of the financial statements before their submission to the Board and discuss any related issues with the Management, internal auditors and auditors of the Company. The role and power of the Audit Committee includes:

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

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

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

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

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

- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, right issue, preferential issue, etc), the statement of funds utilised for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or right issue and making appropriate recommendations to the Board, to take up steps in this matter.

- Reviewing with the management, performance of statutory and internal auditors, and adequacy of internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors any significant findings and follow up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- To review the functioning of the Whistle Blower Mechanism.
- Carry out any other functions as is mentioned in the terms of reference of the Audit Committee.
- Approval of appointment of CFO.
- The recommendation for terms of appointment of auditors of the Company.
- Review and monitor the auditors' independence and performance, and effectiveness of audit process.
- Examination of the financial statement and the auditors' report thereon.
- Evaluation of internal financial controls and risk management systems.

(b) Composition

The Audit Committee comprises of the following Directors:

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

(c) Attendance

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

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

The terms of reference of Nomination and Remuneration Committee are:

- Identifying persons who are qualified to become Directors / Independent Directors in accordance with the criteria laid down.
- Identifying and selecting potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions.
- Recommend to the Board appointment and removal of the aforementioned persons.

- Review and evaluate the performance of the Directors.
- Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to remuneration for the Directors, Key Managerial Personnel and other employees.

(b) Composition & Attendance

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

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

(c) Remuneration Policy of the Company

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

(d) Details of the Directors' Remuneration for the financial year ended 31st March, 2018

Name of Director	Designation	Sitting fees (In Rs.)	Salaries & Perquisites (In	Commission, Bonus Ex-gratia	Total Amount (In Rs.)	No. of Shares held & %

			Rs.)			
Mr. Abhay Chand Bardia	Managing Director	Nil	500000	Nil	500000	1,09,695 (3.25%)

5. STAKEHOLDER’S RELATIONSHIP COMMITTEE

(i) The ‘Shareholders’/Investors’ Grievance Committee’ has been renamed as the ‘Stakeholders’ Relationship Committee’.

(ii) **Composition:** The Stakeholder’s Relationship Committee comprises of the following Directors:

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

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

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

Mr. Abhay Chand Bardia	(Promoter & Executive)	Member	1	1
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(iv) There were no investor's complaints pending as on 31st March, 2018.

6. SHAREHOLDERS

(i) Website:

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

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

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

(ii) Means of communications

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

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

(iii) Registrar and Share Transfer Agent

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

(iv) Share Transfer System

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

(v) General Body Meetings

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

Year	Date	Venue	Time	No. of Special Resolution(s) passed
2017	30.09.2017	3/14A 1 st Floor Vijay Nagar, Double Storey, Delhi-110009	12.30 P.M	0
2016	30.09.2016	3/14A 1 st Floor Vijay Nagar, Double Storey, Delhi-110009	12.30 P.M	0
2015	30.09.2015	3/14A 1 st Floor Vijay Nagar, Double Storey, Delhi-110009	12.30 P.M	1

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

7. Additional Shareholders information**i. Annual General Meeting**

Day & Date	Time	Venue
Tuesday, September 18, 2018	10.30 A.M.	3/14A 1st Floor Vijay Nagar, Double Storey Delhi-110009

ii. Financial Calendar

Events	Tentative time frame
Financial Reporting for the first quarter ended 30 th June, 2018	14 th August, 2018 (Actual)
Financial Reporting for the second quarter ending 30 th September, 2018	By 14 th November 2018
Financial Reporting for the third quarter ending 31 st December, 2018	By 15 th February 2019
Financial Reporting for the fourth quarter ending 31 st March, 2019	By 30 th May 2019

- iii. Dates of Book Closure** 13th September, 2018 to 18th September, 2018
(Both days inclusive)
- iv. Dividend Payment Date** Not applicable
- v. Listing on Stock Exchanges:** The Shares of the Company is listed on Metropolitan Stock Exchange of India Limited
- vi. Market Price Data :** The Monthly high and low stock quotations of Equity Shares of the Company on MSEI during the financial year 2017-18 were as under: .

Month	High(Rs.)	Low(Rs.)
April, 2017	-	-
May, 2017	-	-
June 2017	-	-
July 2017	-	-
August 2017	-	-

September 2017	-	-
October 2017	-	-
November 2017	-	-
December 2017	-	-
January 2018	-	-
February 2018	-	-
March 2018	-	-

vii. Distribution of Shareholding as on 31st March 2018

Share holding of nominal value	Share-Holders		Share Amount		
	Rs.	Number	% to total	Rs.	% to total
	(1)	(2)	(3)	(4)	(5)
Up to 5000	420	76.23	66500	0.2	
5001-10000	4	0.73	27520	0.08	
10001-20000	9	1.63	113400	0.34	
20001-30000	9	1.63	245000	0.73	
30001-40000	1	0.18	37500	0.11	
40001-50000	6	1.09	292500	0.87	
50001-100000	23	4.17	1616400	4.79	

100001 and above	79	14.34	31330930	92.89
Total	551	100	33729750	100.00

viii. Reconciliation of Share Capital Audit

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

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

ix. Dematerialization of shares and liquidity:

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

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

xi) Factory Locations: N.A.

xii) Shares held in electronic form

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

xiii) Shares held in physical and dematerialized form:

As on March 31, 2018, 66.30% of shares were held in dematerialized form and the rest in physical form.

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

NIL.

xv) Corporate Identification Number (CIN): L51101DL2006PLC148967

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

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

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

xvii) Green Initiative in the Corporate Governance

As part of the green initiative process, the company has taken an initiative of sending documents like notice calling Annual General meeting, Corporate Governance Report, Directors Report, audited Financial Statements, Auditors Report, Dividend intimations etc., by email. Physical copies are sent only to those shareholders whose email addresses are not registered with the company and for the bounced-mail cases. Shareholders are requested to register their email id with Registrar and Share Transfer Agent / concerned depository to enable the company to send the documents in electronic form or inform the company in case they wish to receive the above documents in paper mode.

xviii) CEO/CFO Certification

The Company is fully cognizant of the need to maintain adequate internal control to protect its assets and interests and for integrity and fairness in financial reporting

and is committed to lay down and enforcing such controls of appropriate systems and procedures. Towards this, the MD and the CFO have certified to the Board by placing a certificate on the internal control related to the financial reporting process during the year ended March 31, 2018.

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

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

The Stock Symbol is TARINIENT

Demat ISIN Numbers in NSDL and CDSL INE999P01013

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

xx) Compliances by the Company

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

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

Date: 30.05.2018

Place: Delhi

Abhay Chand Bardia

Director

DIN: 00009217

Ravi Prakash Bardia

Director

DIN: 00009231

CEO/CFO Certification

We, Abhay Chand Bardia, Managing Director and Rajeev Yadav, Chief Financial Officer of Tarini Enterprises Limited, certify to the Board in terms of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that we have reviewed the Financial Statement and Cash Flow statement of the Company for the financial year ended 31st March, 2018.

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

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

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

Abhay Chand Bardia

Director

DIN: 00009217

Rajiv Yadav

CFO

PAN ACQPY2804C

Date: 30.05.2018

Place: Delhi

CORPORATE GOVERNANCE

To

The Members of
Tarini Enterprises Limited

We have examined the compliance of conditions of Corporate Governance by Tarini Enterprises Limited (hereinafter referred as "the Company") for the year ended March 31, 2018, as stipulated in chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

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

For V.P. Gupta & Co.

**Chartered Accountants
FRN 000699N**

Sd/-

V.P. Gupta

Partner

M. No. 080557

Date: 30.05.2018

Place: New Delhi

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

REGISTRATION & OTHER DETAILS:

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

I. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

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

II. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	NIL				

V. SHARE HOLDING PATTERN

Equity share capital breakup as percentage of total equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1) Indian									
a) Individual/ HUF	605,985	967,950	1,573,935	46.66%	850,885	625,300	1,476,185	43.77%	-2.89%
b) Central Govt				0.00%			-	0.00%	0.00%
c) State Govt(s)				0.00%			-	0.00%	0.00%
d) Bodies Corp.				0.00%			-	0.00%	0.00%
e) Banks / FI				0.00%			-	0.00%	0.00%
f) Any other				0.00%			-	0.00%	0.00%

TARINI ENTERPRISES LIMITED

ANNUAL REPORT 2017-2018

Sub Total (A) (1)	605,985	967,950	1,573,935	46.66%	850,885	625,300	1,476,185	43.77%	-2.89%
2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	605,985	967,950	1,573,935	46.66%	850,885	625,300	1,476,185	43.77%	-2.89%
3. Public Shareholding									
1. Institutions									
a) Mutual Funds				0.00%			-	0.00%	0.00%
b) Banks / FI				0.00%			-	0.00%	0.00%
c) Central Govt				0.00%			-	0.00%	0.00%
d) State Govt(s)				0.00%			-	0.00%	0.00%
e) Venture Capital Funds				0.00%			-	0.00%	0.00%
f) Insurance Companies				0.00%			-	0.00%	0.00%
g) FIs				0.00%			-	0.00%	0.00%
h) Foreign Venture Capital Funds				0.00%			-	0.00%	0.00%
i) Others (specify)				0.00%			-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%	-	-	-	0.00%	0.00%
2. Non-Institutions									
a) Bodies Corp.									
b) Indian	233671	-	233,671	6.93%	233,671	-	233,671	6.93%	0.00%
c) Overseas				0.00%			-	0.00%	0.00%
d) Individuals									
e) Individual shareholders holding nominal share capital upto Rs. 1 lakh	70955	111880	182,835	5.42%	53765	111870	165,635	4.91%	-0.51%
f) Individual shareholders holding nominal share capital	921269	399700	1,320,969	39.16%	1032459	399710	1,432,169	42.46%	3.30%

in excess of Rs 1 lakh									
(b) Others (HUF)	61,565	-	61,565	1.83%	65315	-	65,315	1.94%	0.11%
Non Resident Indians				0.00%			-	0.00%	0.00%
Overseas Corporate Bodies				0.00%			-	0.00%	0.00%
Foreign Nationals				0.00%			-	0.00%	0.00%
Clearing Members	-	-	-	0.00%	-	-	-	0.00%	0.00%
Trusts				0.00%			-	0.00%	0.00%
Foreign Bodies - D R				0.00%			-	0.00%	0.00%
Sub-total (B)(2):-	1,287,460	511,580	1,799,040	53.34%	1,385,210	511,580	1,896,790	56.24%	2.90%
Total Public (B)	1,287,460	511,580	1,799,040	53.34%	1,385,210	511,580	1,896,790	56.24%	2.90%
C. Shares held by Custodian for GDRs & ADRs				0.00%				0.00%	0.00%
Grand Total (A+B+C)	1,893,445	1,479,530	3,372,975	100.00%	2,236,095	1,136,880	3,372,975	100.00%	0.00%

ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year		% change in shareholding during the year
		No. of shares	% of total shares	No. of Shares	% of total Shares of the company	
1	TEJ KARAN BOTHRA	3000	0.09%	3000	0.09%	0.00%
2	PRAKASH JAIN HUF	3750	0.11%	0	0.00%	-0.11%
3	DEEPAK JAIN HUF	3750	0.11%	11250	0.33%	0.22%
4	CHAND MAL JAIN	11250	0.33%	11250	0.33%	0.00%
5	NIDHI JAIN	7500	0.22%	7500	0.22%	0.00%
6	HARI MOHAN SHARMA	7500	0.22%	7500	0.22%	0.00%
7	KANIKA SHARMA	7500	0.22%	7500	0.22%	0.00%
8	KUMUD SHARMA	7500	0.22%	7500	0.22%	0.00%
9	NORAT MAL BARMECHA	7500	0.22%	0	0.00%	-0.22%
10	BHAWARI DEVI BARMECHA	22500	0.67%	22500	0.67%	0.00%
11	BABITA JAIN	3750	0.11%	0	0.00%	-0.11%
12	ANJU JAIN	3750	0.11%	0	0.00%	-0.11%
13	DEEPAK JAIN	7500	0.22%	0	0.00%	-0.22%
14	CHAND MAL SURANA HUF	11250	0.33%	11250	0.33%	0.00%
15	PRADEEP KUMAR GUPTA HUF	7500	0.22%	7500	0.22%	0.00%
16	GUNJAN GUPTA	12000	0.36%	12000	0.36%	0.00%
17	JUGRAJ BOTHRA	22500	0.67%	22500	0.67%	0.00%
18	BALBUL BOTHRA	22500	0.67%	22500	0.67%	0.00%
19	SWATI BOTHRA	22500	0.67%	22500	0.67%	0.00%
20	CASSY PATAWARI	22500	0.67%	22500	0.67%	0.00%
21	AVANTIKA BARDIA	25875	0.77%	25875	0.77%	0.00%
22	PRAKASH CHAND PATAWARI	34500	1.02%	34500	1.02%	0.00%
23	INDU PATAWARI	34500	1.02%	34500	1.02%	0.00%

24	RITIKA BARDIA		39600	1.17%	39600	1.17%	0.00%
25	RITESH KUMAR PATAWARI		40275	1.19%	40275	1.19%	0.00%
26	SHANTI BOTHRA		45000	1.33%	45000	1.33%	0.00%
27	RAJIV BOTHRA		45000	1.33%	0	0.00%	-1.33%
28	RUPESH BOTHRA		45000	1.33%	45000	1.33%	0.00%
29	TARUN GOEL		45150	1.34%	45150	1.34%	0.00%
30	SHANTI DEVI VARDIA		51000	1.51%	17000	0.50%	-1.01%
31	SUKHLAL BARDIA		52200	1.55%	52200	1.55%	0.00%
32	ROHIT BARDIA		52500	1.56%	52500	1.56%	0.00%
33	NIRMALA DEVI BARDIA		56850	1.69%	56850	1.69%	0.00%
34	RAJ KUMAR BARDIA		60000	1.78%	172000	5.10%	3.32%
35	ASHISH NIGAM		63000	1.87%	21000	0.62%	-1.25%
36	SAMPAT BARDIA		69600	2.06%	69600	2.06%	0.00%
37	RAVI PRAKASH BARDIA		85680	2.54%	85680	2.54%	0.00%
38	ABHISHEK BARDIA		90000	2.67%	90000	2.67%	0.00%
39	SARLA BARDIA		101010	2.99%	101010	2.99%	0.00%
40	RANJIT NIGAM		105000	3.11%	105000	3.11%	0.00%
41	ALKA NIGAM		105000	3.11%	35000	1.04%	-2.08%
42	ABHAY CHAND BARDIA		109695	3.25%	109695	3.25%	0.00%

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

SN	Particulars	Date		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	ASHISH NIGAM						
	At the beginning of the year			63,000	1.87%		0.00%
	Changes during the year		Transfer	42,000	1.25%		0.00%
	At the end of the year			21,000	0.62%	21,000	0.62%
2	ALKA NIGAM						
	At the beginning of the year			105,000	3.11%		0.00%
	Changes during the year		Transfer	70,000	2.08%		0.00%
	At the end of the year			35,000	1.04%	35,000	1.04%

iv) Shareholding Pattern of top ten Shareholders

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

SN	For each of the Top 10 shareholders			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	Name	REASON					
1	PANCHSHEEL SECURITIES PRIVATE LIMITED			90,000	2.67%	90,000	2.67%
2	KHATUSHYAM SHARES & SECURITIES PRIVATE			-	0.00%	60,000	1.78%

	LIMITED						
3	ROHTASH KUMAR			90,000	2.67%	90,000	2.67%
4	MEGHNA HASIJA			90,000	2.67%	135,000	4.00%
5	RAJIV HASIJA			80,000	2.37%	120,000	3.56%
6	DAMAN ARORA			60,000	1.78%	60,000	1.78%
7	RAVINDER KUMAR TANWAR			60,000	1.78%	60,000	1.78%
8	USHA RANI ARORA			60,000	1.78%	60,000	1.78%
9	SANJEEV CHOPRA HUF			60,000	1.78%	60,000	1.78%
10	SAROJ CHOPRA			60,000	1.78%	60,000	1.78%
11	HARBIR KHATRI			60,000	1.78%	60,000	1.78%

v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares	No. of shares	% of total shares
1	ABHAY CHAND BARDIA EXECUTIVE DIRECTOR					
	At the beginning of the year		109,695	3.25%		0.00%
	At the end of the year		109,695	3.25%	109,695	3.25%
2	RAVI PRAKASH BARDIA NON EXECUTIVE DIRECTOR					
	At the beginning of the year		85,680	2.54%	-	0.00%
	At the end of the year		85,680	2.54%	85,680	2.54%
3	GIRIJESH SURANA INDEPENDENT DIRECTOR					
	At the beginning of the year		-	0.00%	-	0.00%
	At the end of the year		-	0.00%	-	0.00%
4	PADAM DUGGAR INDEPENDENT DIRECTOR					
	At the beginning of the year		-	0.00%	-	0.00%
	At the end of the year		-	0.00%	-	0.00%

			-		-
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V. INDEBTEDNESS

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

(Amt. Rs./Lacs)

Particulars	Secured Loans excluding deposits		Unsecured Loans	Deposits	Total Indebtedness
-------------	----------------------------------	--	-----------------	----------	--------------------

Indebtedness at the beginning of the financial year

Principal Amount	-		-		-
Interest due but not paid	-		-	-	-
Interest accrued but not due	-		-	-	-
Total (i+ii+iii)	-		NIL	-	-

Change in Indebtedness during the financial year

Addition	-		-	-	-
Reduction	-		-	-	-
Net Change	-		-	-	-

Indebtedness at the end of the financial year

Principal Amount	-		-	-	-
Interest due but not paid	-		-	-	-
Interest accrued but not due	-		-	-	-
Total (i+ii+iii)	-		-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

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

Ceiling as per the Act

B. Remuneration to other Directors

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

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

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rs/Lac)
		Name			
		Designation	CEO	Rajeev Yadav CFO	CS
1	Gross salary			504000	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				-
2	Stock Option				-
3	Sweat Equity				-
4	Commission				
	- as % of profit - others, specify				-
5	Others, please specify				-
	Total				-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Section of the	Brief Description	Details of Penalty / Punishment/	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
----------------	-------------------	----------------------------------	------------------------------	------------------------------------

Type	Companies Act		Compounding fees imposed		
A. COMPANY					
Penalty		-	-	-	
Punishment		-	-	-	
Compounding		-	-	-	
B. DIRECTORS					
Penalty		-	-	-	
Punishment		-	-	-	-
Compounding		-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty		-	-	-	-
Punishment		-	-	-	-
Compounding		-	-	-	-

TARINI ENTERPRISES LIMITED

(CIN:L51101DL2006PLC148967)

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

Phone No.: 011-32601237 Mobile: 9811024165

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

FORM NO. MGT-11

PROXY FORM

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

Name of the Member(s) : _____

Registered Address : _____

E-mail Id : _____

Folio No./Client Id* : _____

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

1. Name: _____ Address: _____

E-mail Id : _____ Signature : _____

as my/our proxy to attend and vote (on poll) for me and on my behalf at the 12th Annual General Meeting of the Company to be held on 18th September 2018 at 10:30 A.M. at Registered Office of the company at 3/14 A 1st Floor Vijay Nagar, Double Storey, Delhi-110009 and/or at any adjournment thereof in respect of such resolution as are indicated below :

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

Resolution No.	Description	For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2018		
2.	To re-appoint Mr. Abhay Chand Bardia, director of the Company who retires by rotation.		
3.	To re- appoint Mr. Abhay Chand Bardia, as Managing Director of the company		
4.	To reappoint Mr. Girijesh Surana as Independent Director of the company		
5.	To re appoint Mr. Padam Duggar as Independent Director of the company		

Signed this ___ day of ___, 2018

(Signature of the Shareholder)

(Signature of the Proxy holder (s))

Affix Re. 1/-
revenue stamp

Notes:

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

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

**Regd.Off: 3/14 A 1st Floor Vijay Nagar, Double Storey, Delhi-110009
Phone No.: 011-32601237 Mobile: 9811024165
E mail: info@tarinienterprises.in website: www.tarinienterprises.in**

ATTENDANCE SLIP

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

Full Name of the Member Attending _____

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

No. of shares held: _____

Name of Proxy _____

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

I hereby record my presence at the 12th Annual General Meeting of the Company, to be held on Tuesday, the 18th September, 2018 at 10:30 A.M. at its registered office, 3/14A 1st Floor Vijay Nagar, Double Storey, Delhi-110009

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

ROUTE MAP TO THE VENUE OF 12TH ANNUAL GENERAL MEETING



INDEPENDENT AUDITORS' REPORT

**TO THE MEMBERS OF
TARINI ENTERPRISES LIMITED
3/14A, VIJAY NAGAR, DELHI, DELHI-110009**

Report on the Financial Statements**Opinion**

We have audited the accompanying financial statements of TARINI ENTERPRISES LIMITED ("the company"), which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Basis of Opinion

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

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and

presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the **Annexure-A** a statement on the matters specified in the paragraph 3 and 4 of the order to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books (and proper returns adequate for the purposes of our audit have been received from the branches which is also audited by us.
 - c) the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of accounts and the returns received from the branches which are prepared by us
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31 March, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2018, 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; and
 - g) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

***For V.P.GUPTA AND CO.
Chartered Accountants
FRN:000699N***

**Place : NEW DELHI
Date : 30/05/2018**

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

ANNEXURE TO THE AUDITORS' REPORT

The Annexure referred to in our report to the members of TARINI ENTERPRISES LIMITED for the year ended 31st March, 2018.

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

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
(b) These fixed assets have been physically verified by the management at reasonable intervals there was no Material discrepancies were noticed on such verification.
(c) Total Assets of company includes Immovable property also and the title deeds of immovable properties are held in the name of the company.
2. Physical verification of inventory has been conducted at reasonable intervals by the management and there is no material discrepancies were noticed.
3. The company has not granted loans secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
4. In respect of loans, investments, guarantees, and security all mandatory provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
5. The company has not accepted any deposits.
6. Maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
7. (a) The company is regular in depositing undisputed statutory dues including provident fund, Employee's state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities
(b) Dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have been deposited on time there is no dispute is pending on the part of company.
8. The company hasn't made any default in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.
9. The company doesn't raise any money by way of initial public offer or further public offer (including debt instruments)

10. Neither company has done any fraud nor by its officers or employees so nothing to be disclosed separately.
11. Managerial remuneration has been paid or provided in accordance with the requisite approvals, mandated by the provisions of section 197 read with Schedule V to the Companies Act.
12. Company is not a Nidhi Company hence nothing to be disclosed for any provisions applicable on Nidhi Company.
13. All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards;
14. The company hasn't made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. The company hasn't entered into any non-cash transactions with directors or persons connected with him.
16. The company is registered under section 45-IA of the Reserve Bank of India Act, 1934.

***For V.P.GUPTA AND CO.
Chartered Accountants
FRN:000699N***

**Place : NEW DELHI
Date : 30/05/2018**

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

TARINI ENTERPRISES LIMITED
3/14A, VIJAY NAGAR, DOUBLE STOREY, DELHI-110009
BALANCE SHEET AS AT 31.03.2018
CIN: L51101DL2006PLC148967

Particulars			Note No.	Figures as at the end of 31.03.2018	Figures as at the end of 31.03.2017
I.	EQUITY AND LIABILITIES				
1	Shareholders' funds				
	(a)	Share capital	1	37,729,750.00	37,729,750.00
	(b)	Reserves and surplus	2	442,901,140.77	441,315,923.69
	(c)	Money received against share warrants		0.00	0.00
2	Non-current liabilities				
	(a)	Long-term borrowings		0.00	0.00
	(b)	Deferred tax liabilities (Net)			0.00
	(c)	Other Long term liabilities		0.00	0.00
	(d)	Long-term provisions		0.00	0.00
3	Current liabilities				
	(a)	Short-term borrowings		0.00	0.00
	(b)	Trade payables		0.00	0.00
	(c)	Other current liabilities	3	7,087,203.00	434,000.00
	(d)	Short-term provisions	4	3,287,559.00	2,745,305.28
	TOTAL			491,005,652.77	482,224,978.97
II.	ASSETS				
	Non-current assets				
1	(a)	Fixed assets			
	(i)	Tangible assets	5	7,297,700.00	6,926,000.00
	(ii)	Intangible assets		0.00	0.00

	(iii)	Capital work-in-progress		0.00	0.00
	(iv)	Intangible assets under development		0.00	0.00
(b)		Non-current investments	6	5,163,960.00	5,163,960.00
(c)		Deferred tax assets (net)		0.00	0.00
(d)		Long-term loans and advances		0.00	0.00
(e)		Other non-current assets		0.00	0.00
2 Current assets					
(a)		Current investments		0.00	0.00
(b)		Inventories	7	164,672,354.15	190,863,026.90
(c)		Trade receivables	8	182,817.00	182,817.00
(d)		Cash and cash equivalents	9	28,238,926.62	58,241,220.07
(e)		Short-term loans and advances	10	283,584,913.00	219,649,439.00
(f)		Other current assets	11	1,864,982.00	1,198,516.00
TOTAL				491,005,652.77	482,224,978.97
Other notes to accounts			16		

AUDITOR'S REPORT

AS PER REPORT OF EVEN DATE ANNEXED

FOR V.P. Gupta & Co.

**Chartered Accountants
FRN: 000699N**

**(V.P. Gupta)
Partner
M. No. 080557**

For Tarini Enterprises Limited

Director

**Abhay Chand Bardia
DIN: 00009217**

**Tapasya Jain
Company Secretary**

Director

**Ravi Prakash Bardia
DIN: 00009231**

**Rajiv Yadav
CFO**

PLACE: DELHI

DATED: 30.05.2018

TARINI ENTERPRISES LIMITED
3/14A, VIJAY NAGAR, DOUBLE STOREY, DELHI-110009
PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31.03.2018
CIN: L51101DL2006PLC148967

Particulars		Refer Note No.	Figures for the year ending 31.03.2018	Figures for the year ending 31.03.2017
I.	Revenue from operations	12	48,745,000.00	164,440,000.00
II.	Other income	13	16,715,314.00	10,624,313.00
III.	Total Revenue (I + II)		65,460,314.00	175,064,313.00
IV.	Expenses:			
	Purchase		27,700,000.00	193,271,500.00
	Change in Inventory		26,190,672.75	-23,071,197.75
	Employee benefits expense	14	2,395,500.00	1,937,500.00
	Finance costs	15	278,876.00	0.00
	Provision for Standard & Sub Standard Assets		153,778.72	759,405.90
	Depreciation and amortization expense		0.00	0.00
	Other expenses	16	6,290,587.45	1,253,737.93
	Total expenses		63,009,414.92	174,150,946.08
V.	Profit before exceptional and extraordinary items and tax (III-IV)		2,450,899.08	913,366.92
VI.	Exceptional items		0.00	0.00
VII.	Profit before extraordinary items and tax (V - VI)		2,450,899.08	913,366.92
VIII.	Extraordinary Items		0.00	0.00
IX.	Profit before tax (VII- VIII)		2,450,899.08	913,366.92
X	Tax expense:			
	(1) Current tax		670,705.00	282,230.00
	(2) Deferred tax			

	Profit (Loss) for the period from continuing operations (IX - X) after tax profit		1,780,194.08	631,136.92
XI				
	less: profit transferred to reserve fund u/s 45IC		356,038.82	126,227.38
XII	profit carried to balance sheet		1,424,155.26	504,909.54
XIII	Earnings per equity share:			
	(1) Basic		1.81	0.64
	(2) Diluted		1.81	0.64

AUDITOR'S REPORT**AS PER REPORT OF EVEN DATE ANNEXED****FOR V.P. Gupta & Co.****Chartered Accountants****FRN: 000699N****(V.P. Gupta)****Partner****M. No. 080557****For Tarini Enterprises Limited****Director****Abhay Chand Bardia****DIN: 00009217****Tapasya Jain****Company Secretary****Director****Ravi Prakash Bardia****DIN: 00009231****Rajiv Yadav****CFO****PLACE: DELHI****DATED: 30.05.2018**

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

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2018

	2018	2017
Cash flows from operating activities		
Profit before taxation	2,450,899.08	913,366.92
Adjustments for:		
add: Provisions for Standard & Sub Standard Assets	153,778.72	759,405.90
add: Preliminary Expenses W/off	-	
Profit / (Loss) before working capital changes:	2,604,677.80	1,672,772.82
Increase/Decrease in current Liabilities	6,653,203.00	(12,182,211.00)
Decrease in Non-Current Assets		
Increase/Decrease in investments	--	
Increase/Decrease in Current Assets Other than Cash & Bank	(38,411,267.25)	65,568,594.00
	(29,153,386.45)	55,059,155.82
Income taxes paid	(477,207.00)	(277,950.00)
Net cash from operating activities	(29,630,593.45)	54,781,205.82
Cash flows from investing activities		
Fixed Assets (increase)	(371,700.00)	
Net cash used in investing activities	(371,700.00)	-
Cash flows from financing activities		
Proceeds from issue of share capital	--	--
Payment of Share Application Money	--	--
Net cash used in financing activities	-	--
Net increase in cash and cash equivalents	(30,002,293.45)	54,781,205.82

Cash and cash equivalents at beginning of period	58,241,220.07	3,460,015.00
Cash and cash equivalents at end of period	28,238,926.62	58,241,220.82
	(30,002,293.45)	54,781,205.82

AUDITOR'S REPORT

AS PER REPORT OF EVEN DATE ANNEXED

FOR V.P. Gupta & Co.

Chartered Accountants

FRN: 000699N

(V.P. Gupta)

Partner

M. No. 080557

For Tarini Enterprises Limited

Director

Abhay Chand Bardia

DIN: 00009217

Tapasya Jain

Company Secretary

Director

Ravi Prakash Bardia

DIN: 00009231

Rajiv Yadav

CFO

PLACE: DELHI

DATED: 30.05.2018

TARINI ENTERPRISES LIMITED

NOTES TO ACCOUNTSSHARE CAPITAL

Note 1

<u>Share Capital</u>	As at 31 March 2018		As at 31 March 2017	
	Number		Number	
Authorised				
Equity Shares of Rs 10 each	5,100,000	51,000,000.00	5,100,000	51,000,000.00
Issued, Subscribed & Paid up				
Equity Shares of Rs 10 each fully paid	3,372,975	33,729,750.00	3,372,975	33,729,750.00
Preference Share Capital	400,000	4,000,000.00	400,000	4,000,000.00
Total	3,372,975	37,729,750.00	3,372,975	37,729,750.00

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

a.

	As at 31 March 2018		As at 31 March 2017	
	Number	Amount	Number	Amount
At the beginning of the Period	3,772,975	37,729,750.00	3,772,975	37,729,750.00
Issued during the period				
Bought Back During the Period				
Outstanding at the end of the period	3,772,975	37,729,750.00	3,772,975	37,729,750.00

b. Terms/ Rights Attached to Equity Shares

The Company has only one class of Equity shares having a par value of Rs. 10 Per Shares. Each holder of Equity shares is entitled to one Vote per share.

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

Note 2

RESERVES AND SURPLUS

<u>Reserves & Surplus</u>	As at 31 March 2018	As at 31 March 2017
a. Share Premium Account	422,760,250.00	422,760,250.00
b. Capital Reserve	17,220,000.00	17,220,000.00
c. Reserve U/s 45IC		
Last Year Balance	566,849.15	440,621.77
Profit transferred u/s 45IC	356,038.82	126,227.38
d. Surplus		
Opening balance	768,824.54	263,915.00
(+) Net Profit/(Net Loss) For the current year	1,424,155.26	504,909.54
(-) Previous years Tax paid	194,977.00	0.00
Closing Balance	1,998,002.80	768,824.54
Total	442,901,140.77	441,315,923.69

Note 3

OTHER CURRENT LIABILITIES

<u>Other Current Liabilities</u>	As at 31 March 2018	As at 31 March 2017
Other payables		
Auditor's Remuneration payable	73,500.00	44,000.00
Professional Fee Payable	180,000.00	180,000.00
TDS Payable	290,013.00	75,000.00
Salary payable account	810,000.00	135,000.00
Commission payable	3,482,700.00	0.00
International Commerce Ltd	2,250,990.00	0.00
	7,087,203.00	434,000.00

Note 4

Short Term Provisions

<u>Short Term Provisions</u>	As at 31 March 2018	As at 31 March 2017
Provision for Income Tax	670,705.00	282,230.00
Provision for Standard Assets and Sub Standard Assets	2,616,854.00	2,463,075.28
Total	3,287,559.00	2,745,305.28

NON-CURRENT INVESTMENTS

Note 6

NON-CURRENT INVESTMENTS	As at 31 March 2018		As at 31 March 2017	
	-	-	-	-
Investments		5,163,960.00		5,163,960.00
Total		5,163,960.00		5,163,960.00

INVENTORIES

Note 7

Inventories	As at 31 March 2018		As at 31 March 2017	
	-	-	-	-
Closing Stock		164,672,354.15		190,863,026.90
Total		164,672,354.15		190,863,026.90

Trade Receivables

Note 8

Trade Receivables	As at 31 March 2018		As at 31 March 2017	
	-	-	-	-
Other than related parties		182,817.00		182,817.00
Total		182,817.00		182,817.00

CASH AND CASH EQUIVALENTS

Note 9

Cash and cash equivalents	As at 31 March 2018	As at 31 March 2017
a. Balances with banks	28,184,577.99	58,142,174.44
c. Cash on hand	54,348.63	99,045.63
	28,238,926.62	58,241,220.07

SHORT TERM LOAN AND ADVANCES

Note10

Short Term Loans and advances	As at 31 March 2018	As at 31 March 2017
loans and Advances		
(as per list attached)	283,584,913.00	219,649,439.00
total	283,584,913.00	219,649,439.00

OTHER CURRENT ASSETS

Note11

Other current assets	As at 31 March 2018		As at 31 March 2017	
		Amount		Amount
TDS (2009-2010)	54,346.00	1,864,982.00	54,346.00	1,198,516.00
TDS (2010-2011)	113,135.00		113,135.00	
TDS (2011-2012)	318,069.00		318,069.00	
TDS (2016-2017)	148,019.00		712,966.00	
TDS (2017-2018)	1,231,413.00		0.00	
		1,864,982.00		1,198,516.00

REVENUE FROM OPERATIONS

Note12

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
		-
Sale	48,745,000.00	164,440,000.00
Total	48,745,000.00	164,440,000.00

OTHER INCOMES

Note 13

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
		-
Interest Income	16,715,314.00	10,624,313.00
Dividend Income	0.00	0.00
Total	16,715,314.00	10,624,313.00

EMPLOYEE BENEFITS EXPENSE

Note 14

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Salaries and incentives	1,795,500.00	1,187,500.00
Director's Remuneration	500,000.00	500,000.00
Reimburse to Director	100,000.00	250,000.00
Total	2,395,500.00	1,937,500.00

FINANCE CHARGES

Note 15

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Interest paid	278,876.00	0.00
Total	278,876.00	0.00

OTHER EXPENSES

Note 16

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Accounting Charges	180,000.00	180,000.00
Advertising Exp.	1,549,290.00	26,683.00
Auditor's Remuneration	29,500.00	22,000.00
Bank Charges	8,113.45	1,965.93
Balance W/off	0.00	5,694.00

Business Promotion	119,040.00	135,560.00
Commission Paid	3,666,000.00	0.00
Conveyance expenses	78,040.00	103,980.00
Fee & Subscription	80,060.00	86,669.00
Filling Fee	7,322.00	10,200.00
Listing Fee	40,250.00	0.00
Legal Expenses	0.00	60,000.00
Office expenses	78,904.00	81,260.00
Office Maintenance	60,000.00	60,000.00
Postal Expenses	24,492.00	26,631.00
Printing & stationery	22,039.00	35,013.00
Professional Fees	40,000.00	36,110.00
Refreshments Paid at Office	99,632.00	110,772.00
Rent	180,000.00	180,000.00
Software Renewal	2,655.00	63,000.00
Telephone Expenses	25,250.00	28,200.00
Total	6,290,587.45	1,253,737.93

NOTE NO. 5

Fixed Assets	Gross Carrying Amount					Accumulated Depreciation					Net Carrying	
	Balance as at 1 April 2017	Additions/ (Disposals)	Acquired through business combinations	Revaluations/ (Impairments)	Balance as at 31 March 2018	Balance as at 1 April 2017	Depreciation charged for the year	Adjustment due to revaluations	On disposals	Balance as at 31 March 2018	Balance as at 1 April 2018	Balance as at 31 March 2017
LAND	6926000	371700	0	0	7297700	0	0	0	0	0	7297700	6926000
	6926000	0	0	0	7297700	0	0	0	0	0	7297700	6926000

17. Contingent Liabilities (not provided for)

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

18. Capital and Other Commitments

There is no outstanding capital and other commitments.

19. Payment to Auditors

(Amount in Rs.)

Particulars	2017-18	2016-17
Statutory auditors Statutory audit fees	29,500	22,000
Total	29,500	22,000

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

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

22. Purchase & Sales:

(Amount in Rs.)

Particulars	2017-18	2016-17
Purchases	27,700,000.00	193,271,500.00
Sales	48,745,000.00	164,440,000.00

23. Related Party Disclosures

Related Party disclosures, as required by AS-18

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

I. List of key management personnel

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

-ABHAY CHAND BARDIA

-RAVI PRAKASH BARDIA

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

Nature of Transactions	(Amount in Rs.)	
	2017-18	2016-17
Key management personnel		
- ABHAY CHAND BARDIA		
Loan	-	-
Director Remuneration	5,00,000	5,00,000
- SAMPAT BARDIA		
Rent	1,80,000	1,80,000

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

25. Figures in brackets relates to previous year.

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

For V.P.GUPTA AND CO.

Chartered Accountants
FRN:000699N

Ved Prakash Gupta
M.No:080557

Date:30/05/2018
Place:NEW DELHI

ABHAY CHAND BARDIA
DIRECTOR
(DIN : 00009217)

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

TAPASYA JAIN
(COMPANY
SECRETARY)

RAJIV YADAV
(CFO)