

TRIVENI ENTERPRISES LIMITED



30th ANNUAL REPORT
FOR THE YEAR ENDED
31ST MARCH, 2015


TRIVENI
ENTERPRISES

INDIA'S FIRST & ONLY IN-VEHICLE RETAILING, SERVICING & PROMOTION COMPANY

TRIVENI ENTERPRISES LIMITED

DIRECTORS:

MS.PINTU

BHAVIN HEMENDRA NAGDA

RAMCHANDRA RAMHIT VARMA

INDRAJEET KUMAR KUWAR

SURESHCHANDRA RAMESHWARLAL MODI

BANKERS:

IndusInd Bank Limited

AUDITORS:

Chaudhry Vigg James & Co.

Chartered Accountants

REGISTERED OFFICE:

J-2/80A,GROUND FLOOR,DDA FLATS,KALKAJI,
OPP,ALAKNAND SHOPPING COMPLEX,NEW DELHI-110019.

REGISTRAR AND SHARE TRANSFER AGENT

UNIVERSAL CAPITAL SECURITIES PVT LTD ,
21, SHAKIL NIWAS, OPP. SATYASAI BABA TEMPLE,
MAHAKALI CAVES ROAD, ANDHERI (EAST),
MUMBAI,MAHARASHTRA,400093

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the shareholders of the Company will be held on 30th September, 2015 at 11.00 AM at J-2/80A, Ground floor, DDA Flats, Kalkaji, Opp-Alaknand Shopping Complex, New Delhi-110019, to transact the following business:

ORDINARY BUSINESS:

- 1 To receive, consider and adopt the Audited Balance Sheet as at and the Audited Profit and Loss Account of the Company for the period ended 31st March, 2015 together with Directors' Report and Auditors' Report thereon.
- 2 To consider and if thought fit, to pass with or without modifications, the following, resolution as an Ordinary Resolution:

“**RESOLVED THAT** Mr. RamchandraRamhit Varma(DIN: 06729665), a Director liable to retire by rotation pursuant to section 152(6) of the Companies Act 2013, who seek re-election, be re-appointed as the director of the Company.”

- 3 To ratify the appointment of M/s ChaudhryVigg James & Co, Chartered Accountants, as Statutory Auditors of the Company by passing following resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139(1) of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, the consent of the members of the Company be and is, hereby, accorded to ratify the appointment of M/s ChaudhryVigg James & Co, Chartered Accountants, as the Statutory Auditor of the Company for the financial year ending 31st March, 2019, as made in the 29th Annual General Meeting of the Company held on 22ndSeptember, 2014.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass following resolution, with or without modification, as

ORDINARY RESOLUTION:

RESOLVED THAT pursuant to the provisions of Sections149 of the Companies Act, 2013

Read with Schedule IV to the Companies Act, 2013 and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Pintu (DIN: 07189665), who was appointed as an Additional Director of the Company by the Board of Directors in the meeting, be and is, hereby, appointed as Independent Director of the Company for the period of 5 years.

RESOLVED FURTHER THAT pursuant to Sections 149, 152, 164, 165, 179 (3) & 184 of the Companies Act, 2013 read with Rules 8 & 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the consent for appointment as Director of the Company given in form DIR-2, along with declaration that she is not disqualified from being appointed as Director in DIR-8, meets the criteria for independence as prescribed in the Act, will abide by the code of conduct prescribed in Schedule IV to the act and that, post – appointment, her number of directorships shall be within the limits prescribed under the Act and disclosure of interest, as laid before the meeting and duly initialed by the Chairman for the purpose of identification, be and is, hereby, taken note of.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is, hereby, authorized to do or delegate the authority to do, all such acts, deeds, things and sign all such documents, drafts, e-forms, as may be deemed necessary to give effect to this resolution.

Registered Office:

J-2/80A Ground Floor, DDA Flats,
Kalkaji, Opp. Alaknand Shopping Complex
New Delhi – 110019
Date:-2nd September 2015.

By Order of the Board of Directors

For Triveni Enterprises Limited

Sd/-

Bhavin Nagda

(Director)

(Din No.06727240)

NOTES:

1. A member entitled to attend and vote on a poll is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. a person can act as proxy on behalf of members upto and not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company. further, a member holding more than ten percent (10%) 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. The instrument appointing proxy must be deposited at the registered office of the company not less than 48 hours before the time of holding the meeting. Proxies in order to be effective must be received by the company not less than 48 hours before the meeting.
2. Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and share transfer books of the company will remain closed from 24th September 2015 to 30th September 2015 both days inclusive.
3. Members are requested to address all communication regarding transfer of shares, change of address etc. directly to the Share Transfer Agent of the Company, Universal Capital Securities Private Limited, 21, ShakilNiwas, Opp- SatyaSaibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai-400093, and in case their shares are held in the dematerialized form, this information should be passed on to their respective Depository Participants without any delay.
4. Members desirous of availing nomination facility may send their nomination in the prescribed form. Nomination forms can be obtained from the Registrars/ Company.
5. Members desirous of obtaining any information concerning the account and operations of the Company are requested to address their queries to the Chairman, so as to reach the Registered Office of the Company at least seven days before the date of the Meeting, to enable the Company to make available the required information at the Meeting, to the extent possible.
6. On dematerialisation of shares, the nomination registered by the Company automatically stands cancelled. In the case of shares held in electronic (dematerialised) form, the Members are given an option of nomination at the time of opening a demat account. If no nomination is made at the time of opening the demat account, they should approach their respective Depository Participant.

We, therefore, appeal to the members to register their name in getting the documents in electronic mode by sending an e mail giving their Registered Folio No. and/or DP Id/Client Id to the dedicated e mail address at trivenienterprisesltd@gmail.com

7. Members/Proxies are requested to bring the Attendance Slip sent with this Notice duly filled-in for attending the meeting.
8. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 forms part of this Notice hereto.
9. Members are requested to bring their copy of Annual report to the meeting.

10. In terms of circular no.MRD/DoP/Cir-05/2010 dated 20th May, 2009 issued by Securities and Exchange Board of India (SEBI) it is now mandatory for the transferee of the physical shares to furnish copy of PAN card to the Company or its RTA for registration of transfer of shares. Shareholder is requested to furnish copy of PAN card at the time of transferring their physical shares.
11. As required by Clause 49 of the Listing Agreement, the particulars of Directors who are proposed to be appointed are given below:

Name	Indrajeet Kumar Kuwar	Sureshchandra Rameshwarlal Modi	Ramchandra Ramhit Varma	BhavinHemendra Nagda	Ms. Pintu
Age	32 years	48 years	44 years	34 years	36 years
Qualification	B.Com	M.Com	HSC	PGDBA, B.Com	B.Com
Nature of Expertise	Business Administration	Marketing Polices Makes	Co-Assistances in Administrative & Marketing	Account & Finance	HR Department
No of years of Experience in the industry	4 years	30 years	17 years	11 years	10 years
Name of the Companies in which also holds Directorship	Nil	Nil	Deepta Trading Private Limited	Deepta Trading Private Limited	Nil
Name of the Companies in committees of which also holds Membership/ Chairmanship	Nil	Nil	Nil	Nil	Nil
Shareholding in the Company	Nil	Nil	Nil	Nil	Nil

E voting:

1. According to section 108 of Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 e-voting is mandatory for all listed Companies or Companies having Shareholders not less than one thousand.
2. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (I) Limited (CDSL):
3. A member may exercise his vote at any general meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.
4. During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on a fixed date, may cast their vote electronically.
5. The E-voting shall remain open from 27th September 2015, 09A.M till 29th September 2015, 05.P.M.
6. *E-Voting shall be completed three days prior to the date of Annual General Meeting which is scheduled to be held on 30th September, 2015.
7. The Board of Directors at their meeting have appointed Mr. Harsh Vijay Gor, Proprietor of H V Gor & Co, Practicing Company Secretaries as the scrutinizer for e-Voting to unblock the votes in favor or against, if any, and to report forthwith to the Chairman. The scrutinizer will be responsible to conduct e-Voting in a fair and transparent manner.
8. Vote once casted by the member cannot be changed/ altered.

Process of E voting:

1. The voting period begins on 27th September 2015, 9.A.M and ends on 29th September 2015., 5 P.M During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The shareholders should log on to the e-voting website www.evotingindia.com
4. Click on "Shareholders" tab.
5. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
6. Next enter the Image Verification as displayed and Click on Login.
7. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

8. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

9. After entering these details appropriately, click on "SUBMIT" tab.

10. Members holding shares in physical form will then directly reach the Company selection screen.

However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential

11. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

12. Click on the EVSN for the relevant Triveni Enterprises Limited on which you choose to vote.

13. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

14. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

15. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

16. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

17. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

18. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

19. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
20. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Explanatory Statement

[Pursuant to Section 102 of the Companies Act, 2013]

Item No. 4

Ms. Pintu (DIN: 07189665) was appointed as Independent Director in the meeting of Board of Directors on 31st March, 2015 for a period of five years, subject to approval of shareholders. The Nomination and Remuneration Committee has identified Ms. Pintu (DIN: 07189665) as the qualified candidate for the post of Director and Independent Director and has recommended her appointment to the Board of Directors. The Board of Directors recommends to appoint Ms. Pintu (DIN: 07189665) as the Director vide Item No. 4. Further, the Independent Director shall not be liable to retire by rotation.

The Board recommends the proposed resolution for your approval as an Ordinary resolution. Except Ms. Pintu, no other director is interested in the resolution.

Registered Office:

J-2/80A Ground Floor, DDA Flats,
Kalkaji, Opp- Alaknand Shopping Complex
New Delhi – 110019
Date:-02nd September 2015.

By Order of the Board of Directors For Triveni Enterprises Limited

Sd/-
BhavinNagda
(Director)
(DIN No.06727240)

DIRECTORS' REPORT

Your Directors are elated in presenting the 30th Annual Report of the Company along with the Audited Statement of Accounts for the year ended as on 31st March, 2015.

1. INTRODUCTION

The Annual report presented to you pertains to financial year before April 2015 so the contents within are governed by the relevant provisions/schedules/rules of the Companies Act, 2013, in compliance with General Circular No. 08/2014 dated 4 April 2014 issued by the Ministry of Corporate Affairs.

2. FINANCIAL RESULTS

(Amount in Rs)

Particulars	Current Financial Year (2014-2015)	Previous Financial Year (2013-2014)
Net Profit/(Loss) Before Depreciation and Tax	25,09,385	8,00,435
Depreciation	Nil	68,659
Profit / (Loss) before Tax	25,09,385	7,31,776
Provision for Tax	7,75,927	3,18,375
Profit/ (loss) after Tax	17,33,458	4,13,401
Balance Carried to Balance Sheet	10,44,049	7,14,707

3. BUSINESS OVERVIEW

The Net profit of the Company has increased from Rs. 8,00,435/- to Rs. 25,09,385/-. The Company's policy of management has provided cushion effect to the adversities of the market on the performance of Company. The Board of Directors looks towards the future performance with a positive approach.

4. DIVIDEND

Your Directors feel that it is prudent to plough back the profits for future growth of the Company and with a view to conserve the resources, they do not recommend any dividend for the year ended 31st March, 2015.

5. CORPORATE SOCIAL RESPONSIBILITY

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the provisions of Section 135 of the Companies Act, 2013 are not applicable.

6. STATUTORY AUDITORS

M/s Chaudhry Vigg James & Co, Chartered Accountants, (Firm Registration Number: 000949N) were appointed as the Statutory Auditors of the company last year in AGM held on 22nd September 2014, for five consecutive years, subject to ratification at every Annual General Meeting. Accordingly, their appointment is proposed to be ratified in the ensuing AGM. They have given their eligibility & consent for the proposed ratification.

7. SECRETARIAL AUDITORS

M/s. H V Gor & Co, Practicing Company Secretaries have been appointed in the Board Meeting held on 31st March, 2015 as the Secretarial Auditor of the Company u/s 204 of the Companies Act, 2013 to conduct Secretarial Audit of the matters of the Company and report thereof. The Secretarial Auditor's Report has been annexed to the Board Report under Annexure IV.

8. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

There was no qualification, reservation or adverse remark made by the Auditors in their report.

The explanations made by the Board relating to the qualifications, reservations, adverse remarks made by the Practicing Company Secretary in his Secretarial Audit Report are furnished as under:

1. The Company has been inviting the applications for the post of Company Secretary in whole time employment of the Company by issuing classifieds in the newspapers. However, the Company has failed to receive application from a suitable candidate for the aforementioned responsibilities.
2. The failure on the part of the Company to file form MGT-15 with the Registrar of Companies was due to genuine oversight on the part of the Company and the Company and its Board of Directors assure that there was no mala fide intention to deceit the interest of the stakeholders of the Company.

9. DIRECTORS

Ms. Pintu was appointed as Additional Director on 31st March, 2015 and holds the office till the ensuing Annual General Meeting. A notice has been received from a member proposing his candidature for his appointment as Director of the Company. Her appointment is recommended.

Apart from that, there have been no changes in the Board of Directors since the last Annual General Meeting.

The Board of Directors as on the date of this report stands as follows:

Name	Designation	Date of Appointment	DIN
Indrajeet Kumar Kuwar	Independent Director	21 st May, 2014	06877684
Sureshchandra Rameshwarlal Modi	Independent Director	21 st May, 2014	06877694
Ramchandra Ramhit Varma	Whole Time Director	16 th August, 2011	06729665
Bhavin Hemendra Nagda	Whole Time Director	16 th August, 2011	06727240
Ms. Pintu	Independent Director	31 st March, 2015	07189665

10. DECLARATION BY THE INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

11 BOARD MEETINGS

During the financial year under review, the Board of Directors met Six times.

12 COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

13 INFORMATION PURSUANT TO RULE 5 (2) OF COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The Company has not appointed any employee(s) in receipt of remuneration exceeding the limits specified under Rule 5 (2) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

14 DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has duly set up an Internal Complaints Committee (ICC) in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013, to redress complaints received regarding sexual harassment.

The following is a summary of sexual harassment complaints received and disposed off during the year 2014-15.

No of complaints received:	Nil
No of complaints disposed off:	Nil

15 DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134 (3) (c) read with Section 134 (5) of the Companies Act, 2013, your Directors state that:

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed with proper explanation relating to material departures, if any;
- b. They have, in the selection of the accounting policies, consulted the Statutory Auditors and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2015 and of its Profit for the year ended on that date;
- c. They have taken proper and sufficient care to the best of their knowledge and ability 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; and

- d. They have prepared the annual accounts for the year ended 31st March, 2015 on a 'going concern' basis; and
- e. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

16 PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There was no loan given or guarantee given or investment made or security provided pursuant to Section 186 of the Companies Act, 2013 during the year under review and hence the said provisions are not applicable.

17 DISCLOSURES OF AMOUNTS, IF ANY, TRANSFER TO ANY RESERVES.

It is not proposed to carry any amount to any reserves from the profits of the Company. Hence, disclosure under Section 134 (3) (j) of the companies act, 2013 is not required.

18 MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which this financial statement relate on the date of this report.

19 ENERGY CONSERVATION AND TECHNOLOGY ABSORPTION:

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 in respect of conservation of energy and technology absorption are not required to be furnished considering the nature of activities undertaken by the Company during the year under review. Further during the year under review, the Company has neither earned nor used any foreign exchange.

20 STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT

The Company has developed & implemented Risk Management Policy. However, Company has not come across any element of risk which may threaten the existence of the Company.

21 DETAILS OF SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNAL IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE

There are no significant material orders passed by the Regulators / Courts / Tribunal which would impact the going concern status of the Company and its future operations. Hence, disclosure pursuant to Rule 8 (5) (vii) of Companies (Accounts) Rules, 2014 is not required.

22 DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS PURSUANT TO RULE 8 (5) (viii) OF COMPANIES (ACCOUNTS) RULES, 2014:

The Company has an adequate internal financial control system, commensurate with the size of its business operations.

23 PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES MADE PURSUANT TO SECTION 188 OF THE COMPANIES ACT, 2013

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.

24 EXTRACT OF ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in “Annexure MGT-9”.

25 DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The Audit Committee consists of the following members;

- a. Mr. Indrajeet Kumar Kuwar
- b. Mr. SureshchandraRameshwarlalModi
- c. Mr. BhavinHemendraNagda

The above composition of the Audit Committee consists of Directors viz.,

Mr. Indrajeet Kumar Kuwar and Mr. BhavinHemendraNagdawho form the majority.

The Company has established a vigil mechanism and oversees through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company.

26 CORPORATE GOVERNANCE:

Your Company is committed to adopting the best Corporate Governance practices. It believes that proper corporate governance is not just a regulatory compliance but also a facilitator for enhancement of stakeholder's value. Reports on Corporate Governance and Management Discussions & Analysis are annexed and form part of this report.

27 APPRECIATION AND ACKNOWLEDGEMENT

The Board of Directors wish to place on record their appreciation for the co-operation and support of the Company's Bankers, its valued customers, employees and all other intermediaries concerned with the Company's business.

Your directors are grateful towards all members for supporting and sustaining us during the intricate days. We look forward to your continued support and reiterate that we are determined to ensure that the plans are successfully implemented.

Registered Office:

J-2/80A Ground Floor, DDA Flats,
Kalkaji, Opp- Alaknand Shopping Complex
New Delhi – 110019
Date:-02nd September 2015.

**By Order of the Board of Directors
For Triveni Enterprises Limited**

Sd/-
BhavinNagda
(Director)
(DIN No.06727240)

Form MGT-9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31st March 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	:	L52110DL1984PLC019649
Registration Date	:	21/12/1984
Name of the Company	:	TRIVENI ENTERPRISES LIMITED
Category of the Company	:	Company having Share capital
Address of the Registered office and contact details	:	J-2/80A,GroundFloor,DDA flats,kalkaji,opp.Alaknand Shopping complex,New Delhi-110019
Whether listed company	:	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any:	:	Universal Capital Securities Private Limited Shop No. 21/25, ShakilNiwas, Opposite SatyaSai Baba Mandir, Mahakali Caves Road Andheri East, Mumbai, - 400093 Tel:+91 (22) 2820 7203-05 / 2825 7641 Fax: +91 22 2820 / 7207 Email:info@unisec.in Website : www.unisec.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Wholesale of textile,fabrics,yarn, household linen,articles of clothing	46411	100%

PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN / GLN	Holding / subsidiary / associate	% of shares held	Applicable section
1	N.A	N.A	N.A	N.A	N.A
2	N.A	N.A	N.A	N.A	N.A

I 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				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian	N.A	37300	37300	0.65	N.A	373000	373000	0.65	N.A
a) Individual/HUF	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
b) Central Govt	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
c) State Govt(s)	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
d) Bodies Corp.	200000	N.A	200000	3.49	2000000	N.A	2000000	3.49	N.A
e) Banks / FI	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
f) Any other	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Sub-total(A)(1):	200000	37300	237300	4.15	2000000	373000	2373000	4.15	N.A
(2) Foreign									
a) NRIs - Individuals	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
b) Other – Individuals	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
c) Bodies Corp.	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
d) Banks / FI	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
e) Any other	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Sub-total (A)(2):									
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	200000	37300	237300	4.15	2000000	373000	2373000	4.15	N.A
B. Public Shareholding	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
(1) Institutions	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
a) Mutual Funds	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
b) Banks / FI	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A

c) Central Govt	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
d) State Govt(s)	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
e) Venture Capital Funds	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
f) Insurance Companies	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
g) FIIs	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
h) Foreign Venture Capital Funds	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
i) Others (specify)	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Sub-total (B)(1):	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
(2) Non-Institutions	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
a) Bodies Corp.	0	50	50	0.00	0	500	500	0.00	N.A
i) Indian	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
ii) Overseas	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
b) Individuals	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	86000	193450	279450	4.88	2256000	420500	2676500	4.68	N.A
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	5195000	12200	5207200	90.97	52190000	N.A	52190000	91.18	N.A
c) Others (specify)	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Sub-total(B)(2):									N.A
Total Public Shareholding (B)=(B)(1)+(B)(2)	5281000	205700	5486700	95.85	54446000	421000	54867000	100	N.A
C. Shares held by Custodian for GDRs & ADRs	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Grand Total (A+B+C)	5481000	243000	5724000	100	54446000	421000	54867000	100	N.A

ii. SHAREHOLDING OF PROMOTERS:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	DEEPTA TRADING PVT LTD	200000	3.49	N.A	2000000	3.49	N.A	N.A
2	MAYANK JAIN	15000	0.26	N.A	150000	0.26	N.A	N.A
3	MEGHA JAIN	15000	0.26	N.A	150000	0.26	N.A	N.A
4	VINOD KUMAR JAIN	73000	0.13	N.A	73000	0.13	N.A	N.A
	Total	237300	4.15	N.A	2373000	4.15	N.A	N.A

iii. CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE):

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Particular				
	At the beginning of the year	N.A	N.A	N.A	N.A
2	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc)	N.A	N.A	N.A	N.A
	At the End of the year	N.A	N.A	N.A	N.A

iv. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

Sl. No.	Particular	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	For each of the Top 10 Shareholders				
	At the beginning of the year	N.A	N.A	N.A	N.A

2	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	N.A	N.A	N.A	N.A
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v. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sl. No.	Particular	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	For each of the Directors and KMP				
	At the beginning of the year	N.A	N.A	N.A	N.A
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	N.A	N.A	N.A	N.A
	At the End of the year	N.A	N.A	N.A	N.A

II INDEBTEDNESS:

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

Particular	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	N.A	N.A	N.A	N.A
i) Principal Amount	N.A	N.A	N.A	N.A
ii) Interest due but not paid	N.A	N.A	N.A	N.A
iii) Interest accrued but not due	N.A	N.A	N.A	N.A
Total (i+ii+iii)	N.A	N.A	N.A	N.A
Change in Indebtedness during the financial year	N.A	N.A	N.A	N.A
Addition	N.A	N.A	N.A	N.A
Reduction	N.A	N.A	N.A	N.A
Indebtedness at the end of the financial year	N.A	N.A	N.A	N.A
Principal Amount	N.A	N.A	N.A	N.A
ii) Interest due but not paid	N.A	N.A	N.A	N.A
iii) Interest accrued but not due	N.A	N.A	N.A	N.A
Total (i+ii+iii)	N.A	N.A	N.A	N.A

III REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager				Total Amount
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961	N.A	N.A	N.A	N.A	N.A
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A	N.A	N.A	N.A	N.A
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A	N.A	N.A	N.A	N.A
2	Stock Option	N.A	N.A	N.A	N.A	N.A
3	Sweat Equity	N.A	N.A	N.A	N.A	N.A
4	Commission	N.A	N.A	N.A	N.A	N.A
	- as % of profit	N.A	N.A	N.A	N.A	N.A
	- others, specify	N.A	N.A	N.A	N.A	N.A
5	Others, please specify	N.A	N.A	N.A	N.A	N.A
	Total (A)	N.A	N.A	N.A	N.A	N.A
	Ceiling as per the Act	N.A	N.A	N.A	N.A	N.A

B. REMUNERATION TO OTHER DIRECTORS:

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
	1. Independent Directors	N.A	N.A	N.A	N.A	N.A
	Fee for attending board / committee meetings	N.A	N.A	N.A	N.A	N.A
	Commission	N.A	N.A	N.A	N.A	N.A
	Others, please specify	N.A	N.A	N.A	N.A	N.A
	Total (1)	N.A	N.A	N.A	N.A	N.A
	2. Other Non-Executive Directors	N.A	N.A	N.A	N.A	N.A
	Fee for attending board / committee meetings	N.A	N.A	N.A	N.A	N.A
	Commission	N.A	N.A	N.A	N.A	N.A
	Others, please specify	N.A	N.A	N.A	N.A	N.A
	Total (2)	N.A	N.A	N.A	N.A	N.A
	Total (B)=(1+2)	N.A	N.A	N.A	N.A	N.A

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary	N.A	N.A	N.A	N.A
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A	N.A	N.A	N.A
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A	N.A	N.A	N.A
	N.A	N.A	N.A	N.A	N.A

IV PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

REPORT ON CORPORATE GOVERNANCE

A. MANDATORY REQUIREMENTS:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Triveni Enterprises believes that good Corporate Governance is essential to achieve long term corporate goals and enhance stakeholder's value. Thus Triveni Enterprises philosophy on corporate governance is aimed at the attainment of highest level of transparency, accountability and compliance of laws in all facets of operations, leading to best standards of Corporate Governance.

It is Triveni Enterprises belief that good ethics make good business sense and our business practices are in keeping with this spirit of maintaining the highest level of ethical standards.

BOARD OF DIRECTORS

▪ **Composition:**

The composition of the Board of your Company is in conformity with Clause 49 of the Listing Agreement, as amended from time to time. The Board of the Company presently consists of five directors. The Board comprises of two Executive Director and three Non-Executive Directors. The board also comprises of Independent Directors which brings in independent judgment in the Board's deliberations and decisions. The Composition of Board of Directors is as under:

Sr	Name	Designation	KMP Position
1	Indrajeet Kumar Kuwar	Independent Director	-
2	SureshchandraRameshwarlalModi	Independent Director	-
3	RamchandraRamhitVarma	Whole Time Director	Chief Executive Officer
4	BhavinHemendraNagda	Whole Time Director and Chairman	Chief Financial Officer
5	Ms. Pintu	Independent Director	-

▪ **Attendance of each Director at the Board Meeting and the last AGM**

Details of Attendance, Number of other Companies or Committees the Director

(Being a Director as on the date of the Directors' Report) is a Director/Chairman. :

Name of Director	Category of Directorship	No. of Board Meetings Attended	No. of other Companies in which Director	No. of Committees (other than the Company)	Attendance at the last AGM
Indrajeet Kumar Kuwar	Independent Director	3	00	00	No
SureshchandraRameshwarlalModi	Independent Director	2	00	00	No
Ramchandra RamhitVarma	Whole Time Director & Chief Executive Officer	4	01	00	Yes
BhavinHemendra Nagda	Whole Time Director and Chairman & Chief Financial Officer	5	01	00	Yes
Ms. Pintu	Independent Director	1	00	00	No

• **Board meetings of the Company**

The Board has duly complied with the Secretarial Standard 1 and Clause 49 of the Listing agreement for holding the Board meetings of the Company. The meetings were held within a gap of three months and all the procedures were duly accorded and maintained while the meeting was held.

Six Board Meetings were held in the Financial Year 2014-2015. The dates on which the said meetings were held are as follows:

Board Meetings	
21 st May, 2014	08 th August, 2014
12 th November, 2014	14 th February, 2015
23 rd March, 2015	31 st March, 2015

Directors Remuneration/ Compensation:

Sr No.	Name of the Director	Designation	Sitting Fees Rs.	Salaries, Commission Etc.	Total
1	Indrajeet Kumar Kuwar	Independent Director	N.A	N.A	N.A
2	Sureshchandra Rameshwarlal Modi	Independent Director	N.A	N.A	N.A
3	RamchandraRamhit Varma	Whole Time Director & Chief Executive Officer	N.A	N.A	N.A
4	BhavinHemendra Nagda	Whole Time Director and Chairman & Chief Financial Officer	N.A	N.A	N.A
5	Ms. Pintu	Independent Director	N.A	N.A	N.A

2. COMMITTEES OF THE BOARD

The Board has total three Committees namely,

- A. Audit Committee**
- B. Nomination and Remuneration Committee**
- C. Stakeholders Relationship Committee**

A) AUDIT COMMITTEE:

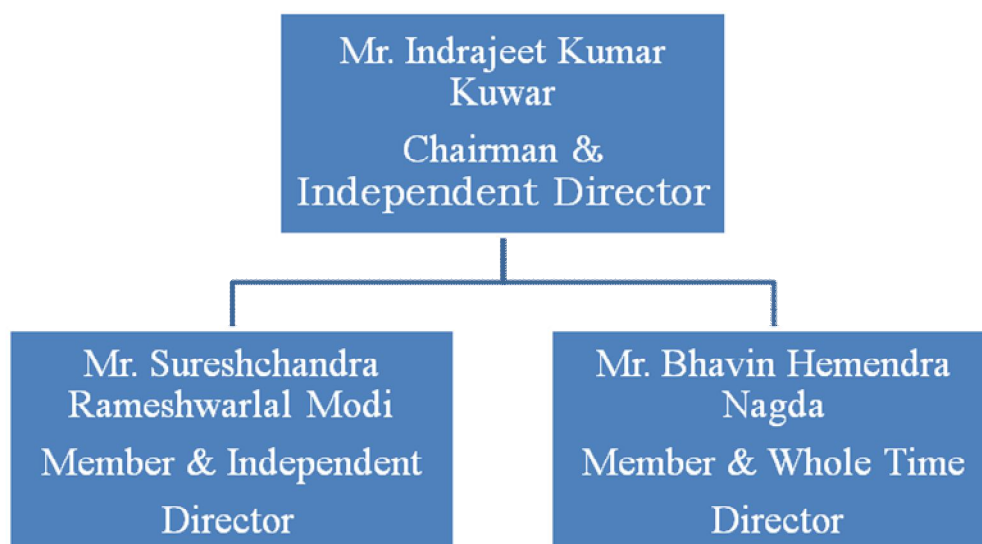
The Audit Committee comes into force. to comply with the provisions of the Corporate Governance of Listing Agreement which will bring more and more transparency and efficiency in the Board Procedures and in the operations of the Company

The audit committee is expected to review the company's financial reporting process and its financial statement, review the accounting and financial policies and practices, review the efficiency of the internal control mechanism and monitor the management of risk, review policies adopted by the company and ensure compliance with the regulating guidelines, review reports furnished by the statutory auditors and ensure that suitable follow ups are taken.

The terms of reference of the audit committee includes the powers as laid out in clause 49 II (C) of the listing agreement and role as stipulated in clause 49 II (D) of the listing agreement.

The Audit Committee was constituted with Mr. Indrajeet Kumar Kuwar, as the Chairman and Mr. Sureshchandra Rameshwarlal Modi and Mr. Bhavin Hemendra Nagda as the Members of the Committee. The Committee underwent restructuring in previous year, after the restructuring of the entire Board of Directors of the Company and present members of the Committee are as follows:

Sr. No.	Name of the Director	Category	Designation
1.	Mr. Indrajeet Kumar Kuwar	Independent Director	Chairman
2.	Mr. Sureshchandra Rameshwarlal Modi	Independent Director	Member
3.	Mr. Bhavin Hemendra Nagda	Executive Director	Member



i. Powers of the audit committee includes:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers Necessary.
5. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders shareholders (in case of nonpayment of declared dividends) and creditors.

ii. The scope of committee includes:

1. Review of Company's financial reporting process and the financial statement.
2. Review internal control systems and functioning of internal audit process.
3. 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 system of a material nature and reporting the matter to the board.
4. Post audit review with statutory auditors.
5. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.

iii. Number of Audit Committee Meetings held and the dates :

The Audit Committee meetings were held on the following dates:

DATES	MATTERS TAKEN UP IN THE MEETING
21 st May, 2014	Approval of drafted audited financial results for quarter ended March 31 st 2014 Review and approval of Annual Accounts. Approval Of The Auditors Report On The Annual Accounts For The Year Ended 31st March 2014
8 th August, 2014	Consideration of the Draft Un-Audited Financial Results for the Quarter ended June 30th , 2014 Limited review report
12 th November 2014	Consideration of the Draft Un-Audited Financial Results for the Quarter ended September 30th , 2014 Limited review report Review of internal control system
14 th February 2015	Consideration of the Draft Un-Audited Financial Results for the Quarter ended December 31 st , 2014. Limited review report

iv. Efficiency and effectiveness of operations :

1. Safeguarding of assets and adequacy of provisions for all liabilities.
2. Reliability of financial and other management information and adequacy of disclosures
3. Compliance with all relevant statutes.

B) NOMINATION & REMUNERATION COMMITTEE:

The Remuneration Committee renamed as Remuneration & Nomination Committee as on 13th August 2014 to comply with new Companies Act 2013 and the provisions of the listing agreement of the Corporate Governance. The following action has brought in more transparency, precision and efficiency within the Board and its process and in the operations of the Company.

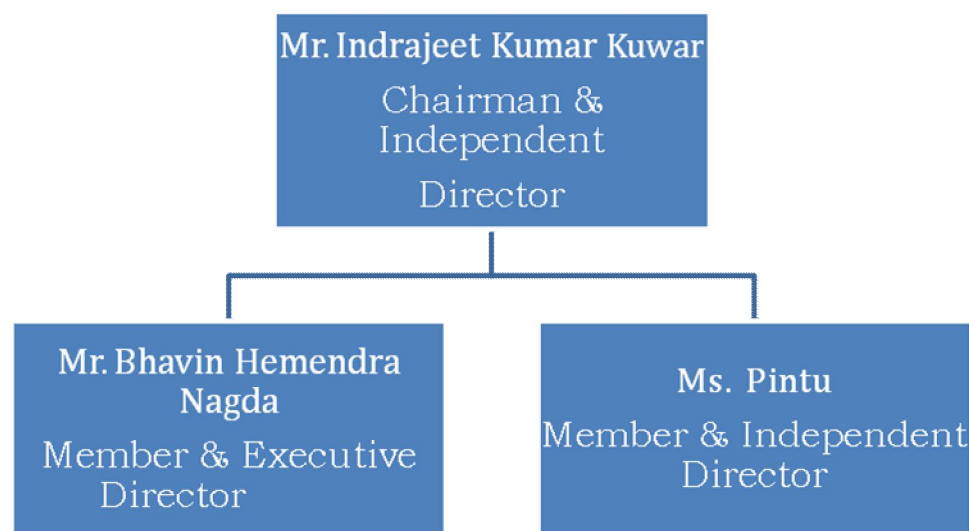
❖ **The role of the remuneration committee primarily includes the following:-**

1. Examining and suggesting the remuneration policy for executive directors
2. Examining; reviewing and modifying the human resources development policy including all personnel related matters.

❖ **Composition:**

The Remuneration Committee was constituted with Mr. Indrajeet Kumar Kuwaras the Chairman and Mr. Ramchandra Varma Ms. Pintuas the Members of the Committee.

The remuneration committee consists of the following Three Directors:



During the year, the nomination and remuneration committee meeting was held on 14th August, 2014

C) STAKEHOLDERS RELATIONSHIP COMMITTEE

On 14th August, 2014 the Board also re-constituted and renamed Share Transfers And Investors/Shareholders Grievance Committee as Stakeholders Relationship Committee in terms of the provisions of Companies Act 2013 read with revised Clause 49 of the Listing Agreement as follows: This helped the Company to improvise the services to be provided to the shareholders and to redress the complaints, transfer of shares etc related matter.

During the year under review, Shareholders committee met four times where all the members were present.

- 21th May, 2014
- 8th August, 2014
- 12th November, 2014
- 14th February, 2015

Queries during the year:

Total number of queries received during the year - Nil

Total number of queries solved during the year - Nil

Total number of queries pending as on 31st March, 2015 - Nil

During the year, the company resolved all the complaints within the time frame prescribed by the SEBI/Stock Exchanges except the disputed matters.

The Shares received for transfer are generally approved by the committee, once in the fortnight, and are given effect by the Registrar and Share Transfer Agent the details of which are noted by the board.

4. GENERAL BODY MEETING:

Details of the location of the last three AGMs & EGMs and the details of the resolution passed or to be passed by Postal Ballot.

Year Ended	AGM/ EGM	Date of Meetings	Place of meeting	Special Resolution passed	Time
2011-2012	AGM	29/09/2012	183,PatparGanj, Industrial Estate,Delhi-110092.	No Special Resolution Passed in the Meeting	10.30 A.M.
2012-2013	AGM	30/09/2013	183,PatparGanj, Industrial Estate,Delhi-110092.	No Special Resolution Passed in the Meeting	11.30 A.M.
2013-14	EGM	05/12/2013	183,PatparGanj, Industrial Estate,Delhi-110092.	Increase in Authorized Share Capital Issue of Equity Shares on preferential basis	4.30 P.M.
2013-14	EGM	17/02/2014	183,PatparGanj, Industrial Estate,Delhi-110092.	Issue of Equity Shares on preferential basis	4.30 P.M
2013-14	AGM	22/09/2014	J-2/80A, Ground Floor, DDA flats, Kalkaji, Opp. Alaknanda Shopping Complex, New Delhi – 110019	Appointment of Statutory Auditors & Director	10.30A.M

All the resolutions including special resolutions set out in the respective Notices of the meetings aforesaid were passed by the Shareholders of the Company at the respective meetings.

1. NOTES ON DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT:

The details of Directors to be Appointed/re-appointed at the ensuing Annual General Meeting are produced below in terms of Clause 49 of the Listing Agreement:

Name	Ms.Pintu	Bhavin Hemendra Nagda	Ramchandra Varma	Indrajeet Kuwar	Sureshchandra Modi
Age	36Years	34 years	44 years	32years	48 years
Qualification	B.com	PGDBA, B.Com	HSC	B.com	M.Com
Nature of Expertise	HR Department	Account & Finance	Co-Assistances in Administration &Marketing	Business Assistance	Marketing polices Makes
Name of the Companies in which also holds Directorship	N.A	Deepta Trading Pvt Ltd	Deepta Trading Pvt Ltd	N.A	N.A
Name of the Companies in committees of which also holds Membership/ Chairmanship	N.A	N.A	N.A	N.A	N.A
Shareholding in the Company	N.A	N.A	N.A	N.A	N.A

2. DISCLOSURES:

Disclosure on materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, the Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large. **NIL**

Details of non-compliance by the Company, penalties, imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority, on any matter. **NIL**

3. MEANS OF COMMUNICATION:

The quarterly and half-yearly unaudited financial results during the year were published through vide circular in the local newspaper as per clause 41 of Listing Agreement.

4. GENERAL SHAREHOLDERS INFORMATION:

i.	Annual General Meeting	Date : 30 th September 2015 Time : 11.00 AM Address: J-2/80A, Ground floor, DDA Flats, Kalkaji, Opp- Alaknand Shopping Complex, New Delhi-110019.
ii.	Financial Calendar	a) April to March b) 1st Quarter Results - within 45 days from the end of the Quarter c) 2nd Quarter Results- within 45 days from the end of the Quarter d) 3rd Quarter Results - within 45 days from the end of the Quarter e) 4th Quarter Results - within 60 days from the end of the Quarter
iii.	Date of Book Closure	27 th September 2015 till 29 th September 2015
iv.	Listing on Stock Exchanges	Bombay Stock Exchange Limited MCX Stock Exchange Limited
v.	ISIN Number for CDSL/NSDL	INE916P01025
vi.	BSE Scrip Code	538569
vii.	Registrar and Transfer Agents	Universal Capital Securities Private Limited 21, ShakilNiwas, OppSatyaSai Baba Temple, Mahakali Caves Road, Andheri (East), Mumbai – 400 093. Tele: 022-28366620/28207203-5 Fax: 022-28207207 Email: info@unisec.in
viii.	Registered Office	J-2/80A, Ground floor, DDA Flats, Kalkaji, Opp- Alaknand Shopping Complex, New Delhi-110019, Delhi.

xi. Listing of Equity Shares:

The securities of your Company are listed at BSE and Multi Commodity Exchange of India Limited Securities of the Company active on the BSE& MCX. The Company has paid the listing fees for the year 2015-2016 to BSE & MCX.

x. Market Price Data: High, Low during each month during the last financial year:

Month*	Price of Triveni Enterprises Ltd, on Bombay Stock Exchange Limited (Price in Rs.)			
	Open	High	Low	Close
Apr-14 to Mar-15	73.00	80.48	73.00	80.48

xi. Buy-Back Of Shares:

There was no buy-back of shares during the year under review.

xii. Share Transfer System:

All the transfer received are processed by the Share Transfer Agent –

Universal Capital Securities Private Limited,

21, ShakilNiwas, OppSatyaSai Baba Temple,

Mahakali Caves Road, Andheri (East),

Mumbai – 400 093, Tele: 022-28366620/28207203-5, Fax: 022-28207207 Email: info@unisec.in and approved by the Board/Committee and returned well within the stipulated period from the date of receipt.

xiii. Distribution Of Shareholding As On 31.03.2015:

Distribution of Shares	No. of Shareholders	Percentage to Total No. of Shareholders	No. of Shares held	Percentage to total Share Capital
1- 500	476	80.00	238000	0.416
501-1000	0.00	0.00	0.00	0.00
1001-2000	0.00	0.00	0.00	0.00
2001-3000	0.00	0.00	0.00	0.00
3001-4000	0.00	0.00	0.00	0.00
4001-5000	0.00	0.00	0.00	0.00
5001-10,000	1	0.168	8000	0.014
10,001 & Above	118	19.832	56994000	99.570
Total	595	100.00	57240000	100.00

xiv. Shareholding pattern as on 31.03.2015 is as follows:

Category	No. of Shares held	Holding Strength %
Insurance Cos./Banks	N.A	N.A
U.T.I.	N.A	N.A
NRIs	N.A	N.A
Mutual Funds	N.A	N.A
Resident Indians/other public shareholding	54866500	95.85
Bodies Corporate (Non Institution)	500	0.00
Promoters/Directors and their relatives	2373000	4.15
Total	54867000	100.00

xv. Dematerialization of shares

The total equity share Capital of the Company is 57240000 as on 31st March 2015, of which 56446000 equity shares i.e. 98.61% of the total paid up equity capital are traded in electronic form. Further from total electronically traded shares 27162000 Equity shares were held in electronic form with National Securities Depository Limited (NSDL) and 29284000 Central Depository Services (India) Limited (CDSL) and remaining 794000 Equity shares are in Physical form. All the demat requests were generally processed and confirmed within 7 days of receipt.

xvi. Address for correspondence:**TRIVENI ENTERPRISES LIMITED**

J-2/80A, Ground Floor, DDA Flats, Kalkaji, Opp

Alaknand Shopping complex, New Delhi-110019

Shareholders correspondence may be directed to the Company's Registrar and Share Transfer Agents whose address is given below:

Universal Capital Securities Private Limited,

21, Shakil Niwas, Opp Satya Sai Baba Temple,

Mahakali Caves Road, Andheri (East),

Mumbai – 400 093, Tele :- 022-28366620/28207203-5.

Fax: 022-28207207 Email: info@unisec.in

xvii. Secretarial Audit Report

As stipulated by the Securities and Exchange Board of India, Secretarial Audits have been carried out, by Firm of Practicing Company Secretary, to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the stock exchanges and is also placed before the board of directors. The audit, inter alia, confirms that the total 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 total number of shares in physical form.

5. Declaration under Clause 49(I)(D) of the Listing Agreement for compliance with the Code of Conduct

In terms of the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges, it is hereby declared that the Members of the Board of Directors of the Company have affirmed the compliance with the Code of conduct for the year ended 31st March, 2015.

Registered Office:

J-2/80A Ground Floor, DDA Flats,
Kalkaji, Opp- Alaknand Shopping Complex

New Delhi – 110019

Date: 02nd September 2015.

By Order of the Board of Directors

For Triveni Enterprises Limited

Sd/-

Bhavin Nagda

(Director)

(DIN No. 06727240)

Chief Executive Officer (CEO) & Chief Financial Officer (CFO) Certificate

We, Mr.Ramchandra Ramhit Varma, Whole Time Director & Chief Executive Officer and Mr.Bhavin Hemendra Nagda Whole Time Director & Chairman & Chief Financial Officer of Triveni Enterprises Limited, to the best of our knowledge and belief hereby certify that:

- a. We have reviewed financial statements and the cash flow statement for the year ended 31st March 2015 and:
 - 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. There are no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, and steps taken or proposed to be taken 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 we 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.

Registered Office:

J-2/80A Ground Floor, DDA Flats,
Kalkaji, Opp- Alaknand Shopping Complex
New Delhi – 110019
Date:- 02nd September 2015.

**By Order of the Board of Directors
For Triveni Enterprises Limited**

Sd/-
BhavinNagda
(Director)
(DINNo.06727240)

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE REPORT

To,
The Members of
Triveni Enterprises Limited.

We have received and examined the compliance of conditions of Corporate Governance by Triveni Enterprises Limited. for the financial year ended 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement entered in to by the Company with Stock Exchanges in India.

The Compliance of the conditions of Corporate Governance is the responsibility of the Company's management. My examination was limited to the 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 an opinion on the financial statements of the Company.

In my opinion and to best of my knowledge & information and according to the explanations given to me, we hereby certified that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement entered into by the company with Stock Exchange.

We state that no investor grievances are pending for a period exceeding one month against the company as per the records maintained by the Shareholders/Investors Grievance Committee.

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 Chaudhry Vigg James & Co.
Chartered Accountants
Firm Reg.No :000949N
Sd/-
B.B.Chaudhry
Partner
Membership No. 014231

Place:-Delhi
Date:30th May 2015.

FORM MR-3

[Pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

Secretarial Audit Report**For the Financial year ended 31st March 2015**

To,
The Members,
Triveni Enterprises Limited
Delhi

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to the good corporate practices by Triveni Enterprises Limited (hereinafter referred to as “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts and statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the auditing period covering the financial year ended on 31st March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board Process and compliance – mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minutes’ books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March 2015 according to the provisions of:

1. The Companies Act, 2013 and rules made thereunder;
2. The Securities Contract (Regulation) Act, 1956 and rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investments, External Commercial Borrowings;
5. The following regulations and guidelines prescribed under the Securities Exchange Board of India (SEBI) Act, 1992 (the Act):
 - a. The SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011;
 - b. The SEBI (Prohibition of Insider Trading) Regulations, 1992;
 - c. The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- d. The SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- e. The SEBI (Issue and Listing of Debt Securities) Regulations, 2008;
- f. The SEBI (Registrar to an Issue and Share Transfer Agents) Regulation, 1993 regarding the Companies Act and dealing with client;
- g. The SEBI (Delisting of Equity Shares) Regulations, 2009;
- h. The SEBI (Buyback of Securities) Regulations, 1998.

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

1. Secretarial Standards issue by the Institute of Company Secretaries of India;
2. The Listing Agreements entered into by the Company with Bombay Stock Exchange, Delhi Stock Exchange, MCX Stock Exchange Ltd.
3. During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:
 1. Pursuant to Section 203 read with Rule 8A of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has failed to appoint Company Secretary in whole time employment of the Company.
 2. Pursuant to Section 121 (1) & (2) of the Companies Act, 2013 read with Rule 31(2) of the Companies (Management and Administration) Rules, 2014, the Company has not filed the Report on the Annual General Meeting of the Company for the financial year ended 31st March 2014 in form MGT-15 with the Registrar of Companies, Mumbai;

I further report that

The Board of Directors of the Company is duly constituted with proper balance of executive directors, non executive directors and Independent directors. There were no changes in the composition of the Board during the year under review.

Adequate notice is given to all the directors to schedule the Board meeting, 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.

Majority decisions are carried through while the dissenting members' views are captured and recorded as the part of the minutes.

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.

I further report that during the reporting period, there have been no specific events or actions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Date: 12th August 2015
Place: Navi Mumbai

**For H V Gor & Co,
Practicing Company Secretaries**

Sd/-
Mr. Harsh Vijay Gor
Proprietor
ACS No:38377
CP No: 14269

MANAGEMENT DISCUSSION & ANALYSIS

Your Director are pleased to present the Management Discussion and Analysis Reports for the year ended March 31, 2015 as under:

Industry Structure:

The Indian textile industry is one the largest and oldest sectors in the country and among the most important in the economy in terms of output, investment and employment. The sector employs nearly 35 million people and after agriculture, is the second-highest employer in the country. Its importance is underlined by the fact that it accounts for around 4% of Gross Domestic Product, 14% of industrial production, 9% of excise collections, 18% of employment in the industrial sector, and 16% of the country's total exports earnings. With direct linkages to the rural economy and the agriculture sector, it has been estimated that one of every six households in the country depends on this sector, either directly or indirectly, for its livelihood.

A strong raw material production base, a vast pool of skilled and unskilled personnel, cheap labour, good export potential and low import content are some of the salient features of the Indian textile industry. This is a traditional, robust, well-established industry, enjoying considerable demand in the domestic as well as global markets.

Opportunities and Threat

There is good scope for growth for the textile industry as India's share in the global trade in textiles is weak compared to other countries. The free trade environment is a great opportunity for the Indian textile industry to increase its share in the global market. Chinese exports are slowing down on account of various factors inclusive of increase in domestic demand and rising costs. This is a good opportunity of which our textile industry should make use but smaller countries like Bangladesh, Sri Lanka, Pakistan, Turkey and Vietnam etc. are becoming formidable challengers. Lack of uninterrupted power, increased power costs, higher transaction costs, high cost of labour are hindering the progress. However, we are making all out efforts to cope with all these challenges by continuous efforts at cost reduction, process improvements, diversification of products and improving productivity by improving efficiencies.

Business operations:

The Company is engaged in the business of Textile industry. During the year under review, the industry faced various challenges due to global and economic slowdown and increasing rates of interest rates. But looking at the huge potential in India for Textile, the company is hopeful of reenter into this sector. The growth in the sector is very good and Management expects better results in forth coming year.

The company has been now focusing on the Textile projects in and around the city of Mumbai. During the year, the company witnessed inflow of funds for business expansion plans of the company. Further based on this, the company has once again started its operations and the company looks forward at the future with hope the business of dealers, general order suppliers, contractors, importers, exporters, merchants, stockists, buyers, sellers, growers, agents, brokers, commission agents, and dealers in cotton, jute, tea, coffee, rubber, oil, grains, pulses, seeds, vegetable product, cotton goods, jute goods, textiles, garments, yarn, synthetic goods, fibrous materials, mill stores, , all kinds of electrical and electronic items, including chandler, lampshades and other decorative items. and zest which will enhance shareholders value of the Company.

Segment-wise or product-wise performance.

The Company has only one segment hence no details required to be disclosed under this head.

Out Look

Expectations are high, prospects are bright, but capitalising on the new emerging opportunities will be a challenge for textile companies. Some prerequisites to be included in the globally competing textile industry are:

- Imbibing global best practices
- Adopting rapidly changing technologies and efficient processes
- Innovation
- Networking and better supply chain management
- Ability to link up to global value chains.

The Indian textiles industry has established its supremacy in cotton based products, especially in the readymade garments and home furnishings segment. These two segments will be the key drivers of growth for Indian textiles. In light of the new and vibrant management of the company and steady growth in the operations of the company and looking at the huge demand for residential as well as commercial space in Mumbai.

Internal control System

The Company has an adequate internal control system commensurate with the size of the company and the nature of its business which ensures that functioning of the Company is managed efficiently and effectively, assets are safeguarded, regulatory compliances are complied with and transactions are recorded after appropriate authorization. After constitution of the Audit Committee, Company is confident of that Audit Committee will ensure due internal control procedures pertaining to financial reporting and that they have disclosed to the auditors, and the Board, deficiencies in the design or operation of such internal controls, if any, which they find during their review and the steps to be recommended to the Board for rectification of these deficiencies.

Human relations

The Company did not have any employee during the year under review and hence, no reporting required under this head.

Forward Looking and Cautionary Statements:

Management Discussion and Analysis contains forward-looking statements concerning the Company's future plans, strategies, and performance. These forward-looking statements are not historical facts; rather, they represent assumptions and beliefs based on economic, financial, and competitive data currently available. Forward-looking statements include information preceded by, followed by, or that include the words "predicts," "expects," "anticipates," "could," "may," or similar expressions. Furthermore, they are subject to a number of risks and uncertainties that, without limitation, relate to economic conditions, fierce competition in the information service industry, customer demand, tax rules, regulations, and other factors. Readers of this annual report are cautioned not to place undue reliance on these forward-looking statements. The Company therefore wishes to caution readers that actual results may differ materially.

**BY ORDER OF THE BOARD
FOR TRIVENI ENTERPRISES LIMITED**

Sd/-

Place: New Delhi

Date: 02nd September 2015,

Bhavin Nagda

Director

(DIN No. 06727240)

INDEPENDENT AUDITOR'S REPORT

**To,
The Members Of Triveni Enterprises Limited**

Report on the Financial Statements

We have audited the accompanying financial statements of **Triveni Enterprises Limited** (“the Company”), which comprise the Balance Sheet as at 31/03/2015, the Statement of Profit and Loss, for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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, of the state of affairs of the Company as at 31/03/2015, and its Profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the companies (Auditor's Report) Order 2015 ("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 statement on the matters specified in paragraph 3 and 4 of the order, to the extent applicable.

As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31/03/2015 taken on record by the Board of Directors, none of the directors is disqualified as 31/03/2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company did not have any pending litigations on its financial position in its financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. The Company does not required to be transferred fund to the Investor Education and Protection Fund.

For Chaudhry Vigg James & Co

Chartered Accountants

Firm number: 000949N

Sd/-

B.B. Chaudhry

Partner

Membership No. 014231

Place : Delhi

Date : 30/05/2015

Annexure to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(1) In Respect of Fixed Assets

(a) The company does not have fixed assets thus clauses 1 (a) & (b) are not applicable to the company.

(2) In Respect of Inventory

(a) Physical verification of inventory has been conducted at reasonable intervals by the management.

(b) Procedures for physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business. There is no inadequacies in such procedures that should be reported.

(c) Company is maintaining proper records of inventory. No material discrepancies were noticed on physical verification.

(3) Loans and advances to parties covered under section 189

In our opinion and according to the information and explanations given to us, the Company has neither granted nor taken any loans, secured or unsecured to/ from the companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013;

(a) The loans granted are re-payable on demand. As informed, the company has not demanded repayment of any such loan during the year, thus there has been no default on the part of the parties to whom the money has been lent. The payment of interest has been regular.

(b) There is no overdue amount of any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act

(4) Internal Control in reference to Purchase of Inventory and Fixed Assets and whether there is continue failure of Internal control

In our opinion and according to the information and explanations given to us there are adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of audit We have not observed continuing failure to correct major weaknesses in internal control system.

(5) Rules followed while accepting Deposits

No deposits within the meaning of Sections 73 to 76 or any other relevant provision of the Act and rules framed thereunder have been accepted by the Company.

(6) Maintenance of cost records

The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Companies Act.

(7) According to the information and explanations given to us in respect of statutory dues

(a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Provident fund, Employees` state insurance, Income tax, Service tax, and other material statutory dues applicable to it.

(b) According to the records of the Company, there are no dues of provident fund, employees'state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax or cess and any other statutory dues with the appropriate authorities that have been not been deposited on amount of any dispute.

(c) The Company does not required to be transferred fund to the Investor Education and Protection Fund.

(8) Company which has been registered for a period less than five years and accumulated losses are more than 50% of Net worth, Reporting of cash Losses

The company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.

(9) Default in Repayment of Loans taken from Bank or Financial Institutions

The company has not taken any loan from financial institution or bank.

(10) Terms for Loans and Advances from Banks or Financial Institutions prejudicial to the interest of the company

On the basis of records examined by us and information provided by the management, we are of the opinion that the company has not given guarantees for loans taken by other from banks or financial institutions.

(11) Application versus purpose of Term Loan.

During the year, the Company has not taken any term loans..

(12) Reporting of Fraud During the Year Nature and Amount

According to the information and explanation given to us, no fraud on or by the company has been noticed or reported during the year.

For ChaudhryVigg James & Co

Chartered Accountants

Firm number: 000949N

Sd/-

B.B. Chaudhry

Partner

Membership No. 014231

Place : Delhi

Date : 30/05/2015

Balance Sheet as at 31st March 2015

Particulars	Note No.	As at	
		31st March 2015 Rupees	31st March 2014 Rupees
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	1	57,240,000	57,240,000
(b) Reserves and Surplus	2	30,138,799	28,419,049
		87,378,799	85,659,049
(2) Current Liabilities			
(a) Trade payables	3	-	4,251,946
(b) Other current liabilities	4	33,708	156,105
(c) Short-term provisions	5	775,927	234,000
		809,635	4,642,051
TOTAL		88,188,434	90,301,100
II. ASSETS			
(1) Non current assets			
(a) Long-term loans and advances	6	6,436,569	-
(2) Current assets			
(a) Current investments	7	71,500,000	50,000,000
(b) Trade receivables	8	3,065,045	5,628,154
(c) Cash and cash equivalents	9	944,380	3,702,941
(d) Short-term loans and advances	10	5,467,796	30,788,952
(e) Other Current Assets	11	774,644	181,053
		81,751,865	90,301,100
TOTAL		88,188,434	90,301,100
Significant accounting policies	19		
Notes on financial statements	1 to 23		
The accompanying notes are integral part of the financial statements			

In accordance with our report attached

For Chaudhry Vigg James & Co
Chartered Accountants
Firm number: 000949N
Sd/-
B.B. Chaudhry
Partner
Membership No. 014231
Place : Delhi
Date : 30/05/2015

For and on behalf of the Board of
-
Sd/- Sd/-
Bhavin Nagda Ramchandra Varma
Director Director
Din No.06727240 Din No.06729665

Statement of Profit and Loss for the year ended 31st March, 2015

Particulars	Note No.	For the Year Ended March 31, 2015 Rupees	For the Year Ended March 31, 2014 Rupees
I. Revenue from operations	12	227,319,498	34,283,694
II. Other Income	13	699,164	503,076
III. Total Revenue (I +II)		<u>228,018,662</u>	<u>34,786,770</u>
IV. Expenses:			
(a) Purchase of Stock-in-Trade	14	224,762,703	32,474,596
(b) Employee benefit expense	15	150,500	65,000
(c) Depreciation Expenses	16	-	68,659
(d) Other expenses	17	596,074	1,446,739
Total Expenses		<u>225,509,277</u>	<u>34,054,994</u>
V. Profit / (Loss) before tax (III - IV)		2,509,385	731,776
VI. Tax Expenses			
(i) Current tax		775,927	234,000
(ii) Deferred tax		-	84,375
VII. Profit/(Loss) for the period (V - VI)		<u>1,733,458</u>	<u>413,401</u>
VIII. Earning per equity share:			
(i) Basic and Diluted	18	0.03	0.06
Significant accounting policies	19		
Notes on financial statements	1 to 23		
The accompanying notes are integral part of the financial statements			

In accordance with our report attached

For Chaudhry Vigg James & Co
Chartered Accountants
Firm number: 000949N
Sd/-
B.B. Chaudhry
Partner
Membership No. 014231
Place : Delhi
Date : 30/05/2015

For and on behalf of the Board of

-

Sd/- Sd/-
Bhavin Nagda Ramchandra Varma
Director Director
Din No.06727240 Din No.06729665

Cash flow statement for the year ended March 31, 2015

Particulars	As at 31st March 2015		As at 31st March 2014	
	Rupees	Rupees	Rupees	Rupees
Cash flows from operating activities				
Net Profit / (Loss) Before taxation		2,509,385		731,776
Adjustments for:				
Interest Income	(699,164)		(459,076)	
Gain on sale of Investments	-		(44,000)	
Depreciation	-		68,659	
		(699,164)		(434,417)
Operating Profit / (Loss) before Working Capital Changes		1,810,221		297,359
Adjustment For :				
(Increase) / Decrease in Trade Receivables	2,563,109		(5,628,154)	
(Increase) / Decrease in Loans & Advances	18,884,587		(30,788,952)	
Increase / (Decrease) in Trade Payables	(4,251,946)		4,251,946	
Increase / (Decrease) in Other Current Liabilities	(122,397)	17,073,353	130,262	(32,034,898)
Cash from / (paid towards) operating activities		18,883,574		(31,737,539)
Direct Taxes Paid	841,299		242,441	
Net Cash from / (paid towards) operating activities (A)		18,042,275		(31,979,980)
Cash flows from investing activities				
Proceed from Sale of Fixed Assets	-		254,204	
Proceed from Sale of Investments	-		1,844,000	
Purchase of Investments	(21,500,000)		(50,000,000)	
Interest Income	699,164		459,076	
Net cash from investing activities (B)		(20,800,836)		(47,442,720)
Cash flows from financing activities				
Proceeds from Issue of Share Capital including security premium	-		82,125,000	
Net cash from / (paid towards) financing activities (C)		-		82,125,000
Net increase / (decrease) in cash and cash equivalents (A + B + C)		(2,758,561)		2,702,300
Cash and cash equivalents at beginning of reporting period		3,702,941		1,000,640
Cash and cash equivalents at end of reporting period		944,380		3,702,941

Cash & Cash equivalents:

Cash and cash equivalents consist of cash on hand and balances with banks, and investments in money market instruments. Cash and cash equivalents included in

Particulars	As at 31st March 2015		As at 31st March 2014	
		Rupees		Rupees
Cash in hand		74,558		68,846
Balance with Banks				
- in Current Account		869,822		3,634,095
Cash and cash Equivalents as at the end of the year		944,380		3,702,941

Notes:

>The Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard 3 "Cash Flow Statements".

>Previous Year's figures have been reclassified to conform to current year's presentation.

In accordance with our report attached

For Chaudhry Vigg James & Co
Chartered Accountants
Firm number: 000949N
Sd/-
B.B. Chaudhry
Partner
Membership No. 014231
Place : Delhi
Date : 30/05/2015

For and on behalf of the Board of

Sd/- Sd/-
 Bhavin Nagda Ramchandra Varma
 Director Director
 Din No.06727240 Din No.06729665

Notes on financial statements

Particulars	As at 31st March 2015		As at 31st March 2014	
	No. of shares	Rupees	No. of shares	Rupees
Note 1 : Share Capital				
Authorized:				
Equity Shares of Rs. 1/- (Rs.10/-) each	65,000,000	65,000,000	6,500,000	65,000,000
	65,000,000	65,000,000	6,500,000	65,000,000
Issued, subscribed and fully paid up:				
Equity Shares of Rs. 1/- (Rs.10/-) each	57,240,000	57,240,000	5,724,000	57,240,000
	57,240,000	57,240,000	5,724,000	57,240,000

Rights & restriction attached to equity shareholders

The Company has only one class of equity shares having a face value of Rs. 1/- (Rs.10/-) each . Every Shareholder is entitled for one vote per share.

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

Particulars	As at 31st March 2015		As at 31st March 2014	
	No. of shares	Value of Shares	No. of shares	Value of Shares
Number of equity shares at the beginning of the year *	57,240,000	57,240,000	249,000	2,490,000
Add : Number of additional equity shares issued & subscribed during the year	-	-	5,475,000	54,750,000
Number of equity shares outstanding at the end of the year	57,240,000	57,240,000	5,724,000	57,240,000

* The company has sub-division its shares to Rs.1/- each from Rs.10/- each

Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company :

Name of Shareholders	As at 31st March 2015		As at 31st March 2014	
	No. of shares	% of Holdings	No. of shares	% of Holdings
a) SAVITA GOEL	3,000,000	5.24	300,000	5.24

Particulars	As at 31st March 2015		As at 31st March 2014	
		Rupees		Rupees
Note 2 : Reserves and Surplus				
Security Premium				
Opening Balance		27,375,000		-
Add : Addition during the year		-		27,375,000
Closing Balance		27,375,000		27,375,000
Profit & Loss Account :				
Opening Balance		1,044,049		714,707
Add: Profit/ (Loss) for the Year		1,733,458		413,401
Less: Income Tax - Earlier Years		13,708		-
Less: Loss on sale of Assets		-		84,059
Closing Balance		2,763,799		1,044,049
Total		30,138,799		28,419,049
Note 3 : Trade payables				
Sundry Creditor for Goods & Others		-		4,251,946
Total		-		4,251,946
Note 4 : Other current liabilities				
Sundry Creditor for Expenses		33,708		96,891
Duties & Taxes Payable		-		59,214
Total		33,708		156,105
Note 5 : Short-term provisions				
Provision for Income Tax		775,927		234,000
Total		775,927		234,000

Note 6 :	Long-term loans and advances		
	Loans & Advances to Others (Unsecured)	6,436,569	-
		6,436,569	-
Note 7 :	Current investments		
	Other Investments	71,500,000	50,000,000
	Total	71,500,000	50,000,000
Note 8 :	Trade receivables		
	Domestic Trade Receivables		
	Trade Receivables outstanding for a period Less than six months from the date they are due for the payment (Unsecured, Considered good)	3,065,045	5,628,154
	Total	3,065,045	5,628,154
Note 9 :	Cash and cash equivalents		
	Cash in hand	74,558	68,846
	<u>Balance with Banks</u>		
	- in Current Account	869,822	3,634,095
	Total	944,380	3,702,941
Note 10 :	Short-term loans and advances		
	Loans & Advances to Others (Unsecured)	5,467,796	30,788,952
	Total	5,467,796	30,788,952
Note 11 :	Other Current Assets		
	Balances with tax authorities	774,644	181,053
	Total	774,644	181,053
	Particulars	For the year ended March 31, 2015 Rupees	For the year ended March 31, 2014 Rupees
Note 12 :	Revenue from operations		
	Sales	227,319,498	34,283,694
	Total	227,319,498	34,283,694
Note 13 :	Other Income		
	Interest Income	699,164	459,076
	Gain on sale of investments	-	44,000
	Total	699,164	503,076
Note 14 :	Purchase of Stock-in-Trade		
	Purchases	224,762,703	32,474,596
	Total	224,762,703	32,474,596
Note 15 :	Employee benefit expense		
	Salaries & Bonus	150,500	65,000
	Total	150,500	65,000
Note 16 :	Depreciation Expenses		
	Depreciation	-	68,659
	Total	-	68,659

Note 17 : Other expenses		
Office Expenses	70,127	76,685
Conveyance	35,529	17,801
Printing & Stationery	34,785	16,988
Postage and Courier Expense	13,549	3,658
Telephone Exp.	12,659	18,128
Vehicle Expenses	-	5,341
Advertisement Expenses	30,255	18,089
Stock Exchange Fees	122,832	601,126
ROC & Legal Fees	17,500	499,250
Depository Expenses	56,857	16,856
Regsitrar & Transfer Agent Fees	79,772	30,338
Professional Fees	86,771	18,540
Sales Tax	-	76,889
Interest on TDS & Income Tax	1,701	11,943
Bank Charges & Other	29	1,399
<u>Auditors Remuneration :</u>		
Audit Fees	22,472	22,472
Tax Audit Fees	11,236	11,236
Total	596,074	1,446,739
Note 18 : Earnings per share		
a. Profit/(Loss) for the period	1,720,637	329,342
b. Weighted Average number of equity shares for Basic & Diluted EPS	57,240,000	5,724,000
Nominal Value of Equity Shares Rs.	1	1
c. Basic and Diluted EPS Rs. (A/B)	0.03	0.06

NOTE 19: SIGNIFICANT ACCOUNTING POLICIES**i . CORPORATE INFORMATION**

Triveni Enterprises Limited having its registered office in J-2/80A, Ground Floor, DDA flats, Kalkaji, Opp. Alaknanda Shopping Complex, ,New Delhi ,Delhi – 110 019. The Company operates in the business of Trading of various products .

ii. BASIS OF ACCOUNTING:

The financial statements are prepared under historical cost convention and comply with applicable accounting standards issued by the Institute of Chartered Accountants of India and relevant provision of the Companies Act, 2013

iii. REVENUE RECOGNITION:

(i) Income on Sale of Products are recognized, net of returns and trade discount, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers.

(ii) Interest income is recognized on accrual basis.

iv. INVESTMENTS

Non Current Investments are shown in the Balance Sheet at cost. However in appropriate case the cost is written down and the investment is shown at book value. Current investment is shown at cost or market price whichever is higher. Surplus on sale of Investments credited to the Revenue Account is net of loss on sale of Investments and amounts written off in respect of investments.

v. TAXES ON INCOME:

Provision for tax is made on the basis of the estimated taxable income as per the provisions of the Income Tax Act, 1961 and the relevant Finance Act, after taking into consideration judicial pronouncements and opinions of the Company's tax advisors.

Deferred tax is recognised, subject to the consideration of prudence, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

vi. CASH AND CASH EQUIVALENT

Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand, cheques on hand and short-term investments with an original maturity of three months or less.

vii. EARNING PER SHARE

Basic earnings per share is computed by dividing the profit/(loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit/(loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of shares which could have been issued on the conversion of all dilutive potential equity shares.

NOTE 20: RELATED PARTY DISCLOSURE

Related Party Disclosure under AS-18 issued by the Institute of Chartered Accounts of India. The Management has informed that all the transactions entered during the previous year with various parties do not fall within the purview of the Accounting standard 18 "Related Party Transaction" issued by the Institute of Chartered Accountants of India.

NOTE 21:

Figures have been rounded off to the nearest rupee.

NOTE 22:

The balances of Current assets, Current liabilities including Sundry Debtors, Sundry Creditors, Loans & advances, Secured & Unsecured Loan are subject to confirmation, if any.

NOTE 23:

Previous year's figures have been regrouped & rearranged wherever necessary.

For ChaudhryVigg James & Co

Chartered Accountants

Firm Reg. No: 014231

Sd/-

B.B.Chaudhry

Partner

Mem. No. 014231

Place:Delhi

Dated: 30/05/2015

For & on behalf of the Board of Directors of

Triveni Enterprises Limited

Sd/-

BhavinNagda

Director

(DINNo.06727240)

Sd/-

RamchandraVarma

Director

(DINNo.06729665)

TRIVENI ENTERPRISES LTD.

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L52110DL1984PLC019649

Name of the Company: TRIVENI ENTERPRISES LTD

Registered office: J-2/80A,GroundFloor,DDA Flats,kalkaji,opp.Alaknand Shopping Complex, New Delhi-110019,

Name of the Shareholder-----Address:-----

Email ID:-----Folio /No/DPID/ & Client ID-----

I/We, being the member (s) of shares of the above named company, hereby appoint

1)-----of-----having e-mail id-----or failing him

2)-----of-----having e-mail id-----or failing him

3)-----of-----having e-mail id-----or failing him

and whose and whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on the 30th day of September 2015 At 11.00 A.M. at J-2/80A,GroundFloor,DDA Flats,kalkaji,opp,Alaknand Shopping Complex, New Delhi-110019, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr.No.	Description	For	Against
	Ordinary Business		
1.	To receive, consider and adopt the Audited Balance Sheet as at and the Audited Profit and Loss Account of the Company for the period ended 31st March, 2015 together with Directors' Report and Auditors' Report thereon.		
2.	Re-appointment of Mr. Ramchandra Ramhit Varma as Director liable to retire by rotation		
3.	Re-appointment of M/s. Chaudhary Vigg James & Co, Chartered Accountants, as Auditors of the Company.		
4.	To appoint Ms. Pintu as Independent Director of the Company		

Signed this..... day of..... 2015

Signature of the shareholder _____

[Signature of Proxy] _____

Note: 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.

TRIVENI ENTERPRISES LTD

ATTENDANCE SLIP

Annual General Meeting

Reg.FolioNO _____	Name of Shareholder _____
D.P.I.D* _____	Client ID* _____
Email ID: _____	

I/We hereby record my/our presence at the Annual General Meeting of the company being held on 30th September, 2015 at. J-2/80A, Ground Floor, DDA flats, Kalkaji, Opp. Alaknanda Shopping Complex, New Delhi – 110019 At 11.00 A.M

Signature of the shareholder(s), / Proxy/

Representative _____

Note:

- 1) Member / proxy holder wishing to attend the meeting must bring the attendance slip to the meeting and hand over the same duly signed at the Venue.

BOOK POST

If undelivered please return to:

TRIVENI ENTERPRISES LIMITED.

Reg.Off:- J-2/80A,GROUND FLOOR,DDA FLATS,KALKAJI,
OPP,ALAKNAND SHOPPING COMPLEX,NEW DELHI-110019.

Email:-trivenienterprisesLtd@gmail.com