

# TRIVENI ENTERPRISES LIMITED



*33<sup>rd</sup> ANNUAL REPORT*  
FOR THE YEAR ENDED  
**31<sup>ST</sup> MARCH, 2018**

# **TRIVENI ENTERPRISES LIMITED**

## **DIRECTORS:**

BHAVIN HEMENDRA NAGDA  
RAMCHANDRA RAMHIT VARMA  
MS.PINTU  
INDRAJEET KUMAR KUWAR  
SURESHCHANDRA RAMESHWARLAL MODI

## **BANKERS:**

INDUSLND BANK LIMITED  
ABHYUDAYA CO-OPERATIVE BANK LTD

## **AUDITORS:**

CHAUDHRY VIGG JAMES & CO.  
CHARTERED ACCOUNTANTS

## **REGISTERED OFFICE:**

OFFICE NO.1/7001, PLOT NO.77,UG/F GALI NO.03, SHIVAJI PARK ,NEAR GOL  
CHAKKAR,DELHI-110032.

## **REGISTRAR AND SHARE TRANSFER AGENT**

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

**NOTICE**

**NOTICE** is hereby given that the 33<sup>rd</sup> Annual General Meeting of the shareholders of the Company will be held on Sunday, August 12<sup>th</sup>, 2018 at the registered office of the company at Office no.1/7001, Plot No.77, UG/F Gali No.03, Shivaji Park, Near Gol Chakkar, Delhi-110032 at 03.00 p.m., to transact the following business:

**ORDINARY BUSINESS:**

- 1 To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2018 and the Audited Profit and Loss Account of the Company for the period ended 31st March, 2018 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. Bhavin Nagda (DIN No: 06727240), 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.”

**SPECIAL BUSINESS:**

- 3 **Appointment of Statutory Auditor to fill casual vacancy:**

To appoint M/s. Jain Anil and Associates, Chartered Accountants, as Statutory Auditors of the Company by passing the following Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Jain Anil and Associates, Chartered Accountants, Mumbai, with registration number 115987W be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. Chaudhry Vigg James & Co, Chartered Accountants.”

**“RESOLVED FURTHER THAT** M/s. Jain Anil & Associates, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company from this Annual General Meeting and that they shall hold the office of the Statutory Auditors of the Company for a period of 5 (five years) commencing from the conclusion of this meeting until the conclusion of the 38th Annual General Meeting for the financial year ending on March 31, 2023 to be held in the financial year 2023-24 and that they shall conduct the Statutory Audit for the period ended 31st March, 2019 on such remuneration as may be approved by the Board of Directors of the Company, based on the recommendation of the Audit Committee and reasonable out-of-pocket expenses incurred by them in connection with the audit of Accounts of the Company.”

**4 Special Resolution for Ratification and Approval of Utilisation of proceeds received from issue of equity shares of the Company on Preferential Basis:**

**“RESOLVED THAT** the Company having allotted 36,40,000 equity shares of face value Rs. 10/- (Rupees Ten Only) per share on February 01, 2014 offered at a price of Rs. 15/- (Rupees Fifteen Only) per share (including premium of Rs. 5/- (Rupees Five Only) per share) and 18,35,000 equity shares of face value Rs. 10/- (Rupees Ten Only) per share on March 04, 2014 offered at a price of Rs. 15/- (Rupees Fifteen Only) per share (including premium of Rs. 5/- (Rupees Five Only) per share); The object of issue of shares was that your Company needed funds for long term working capital requirements and for approved corporate purposes.

**AND WHEREAS** the Company received a total sum of **Rs. 8,21,25,000/- (Rupees Eight Crores Twenty One Lakhs Twenty Five Thousand Only)** against the above stated allotment of **54,75,000 equity shares of face value Rs. 10/- per share;**

**AND WHEREAS** the Company has utilised the abovestated funds in the manner stated below:

<b>Sr. No.</b>	<b>Payment to</b>	<b>Purpose</b>	<b>Amount Utilised</b>
1	M/s Dwivedi Constructions Limited	For acquiring land and building godown	Rs. 7,15,00,000/-
2	Ginni&Jony	Franchisee Agreement	Rs. 30,00,000/-
3	Working Capital requirement	Repayment of loans and placing of purchase orders	Rs. 76,25,000/-
	Total		Rs. 8,21,25,000/-

**AND WHEREAS** BSE vide letter dated May 10, 2016 alleged that the Company had mis-utilised the funds raised and had suspended the trading in equity shares of the Company;

**AND WHEREAS** the Company had provided appropriate replies to BSE Ltd. and had also received an order from Hon’ble Securities Appellate Tribunal in favour of the Company for resumption of trading;

**AND WHEREAS** BSE Ltd. vide its notice number 20160613-29 dated June 13, 2018 requires the companies which have undergone surveillance measures for mis-utilisation of funds to undertake “Mandatory disclosures to be made by the companies w.r.t. mis-utilisation of preferential proceeds along with ensuing quarterly unaudited / audited financial results and same to be ratified by the shareholders of the company within 3 months from intimation”;

**AND WHEREAS** the members of the Company, pursuant to the said BSE Ltd. notice number 20160613-29 dated June 13, 2018, the Company, though not agreeing to any mis-utilisation of funds hereby ratify and approve the utilization of funds received under preferential issue by the Company in the manner stated in the table earlier.”

**EXPLANATORY STATEMENT****Pursuant to section 102 of the Companies Act, 2013****ITEM NO. 3**

M/s. Chaudhary Vigg James & Co., Chartered Accountants, have tendered their resignation on 10 July, 2018 from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139 (8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditors can only be filled up by the Company in General Meeting. Board proposes that M/s Jain Anil & Associates, Chartered Accountants, be appointed as the Statutory Auditors of the Company to fill the Casual vacancy caused by the resignation of M/s. Chaudhary Vigg James & Co., Chartered Accountants. M/s Jain Anil & Associates, Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a Confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

**ITEM NO. 4**

As such, your Company on private placement basis, had allotted 36,40,000 equity shares of face value Rs. 10/- (Rupees Ten Only) per share on February 01, 2014 offered at a price of Rs. 15/- (Rupees Fifteen Only) per share (including premium of Rs. 5/- (Rupees Five Only) per share) and 18,35,000 equity shares of face value Rs. 10/- (Rupees Ten Only) per share on March 04, 2014 offered at a price of Rs. 15/- (Rupees Fifteen Only) per share (including premium of Rs. 5/- (Rupees Five Only) per share) to its investors.

The object of issue of the shares was that your Company needed funds for long term working capital requirements and for approved corporate purposes.

Your Company received a total sum of Rs. 8,21,25,000/- (Rupees Eight Crores Twenty One Lakhs Twenty Five Thousand Only) against the above stated allotment of 56,75,000 equity shares of face value Rs. 10/- per share.

Your Company has utilised the abovestated funds in the manner stated below:

<b>Sr. No.</b>	<b>Payment to</b>	<b>Purpose</b>	<b>Amount Utilised</b>
1	M/s Dwivedi Constructions Limited	For acquiring land and for building godown	Rs. 7,15,00,000/-
2	Ginni&Jony	Franchisee Agreement	Rs. 30,00,000/-
3	Working Capital requirement	Repayment of loans and placing of purchase orders	Rs. 76,25,000/-
	Total		Rs. 8,21,25,000/-

BSE vide letter dated May 10, 2016 alleged that the Company had mis-utilised the funds raised and had suspended the trading in equity shares of the Company.

Your Company had provided appropriate replies to BSE Ltd. and had also received an order from Hon'ble Securities Appellate Tribunal in favour of the Company for resumption of trading.

BSE Ltd. now vide its notice number 20160613-29 dated June 13, 2018 has directed the companies which have undergone surveillance measures for mis-utilisation of funds to undertake "Mandatory disclosures to be made by the companies w.r.t. mis-utilisation of preferential proceeds along with ensuing quarterly unaudited / audited financial results and same to be ratified by the shareholders of the company within 3 months from intimation";

The members of the Company are hence requested to, pursuant to the said BSE Ltd. notice number 20160613-29 dated June 13, 2018, hereby ratify and approve the said special resolution for the utilization of funds by the Company in the manner stated in the table earlier.

None of directors of the company are interested in the said special resolution.

#### 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 Sunday August 05, 2018 to Sunday, August 12, 2018 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, Shakil Niwas, Opp- Satya Saibaba 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 dematerialization of shares, the nomination registered by the Company automatically stands cancelled. In the case of shares held in electronic (dematerialized) 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](mailto: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. Electronic copy of the Annual Report 2017-18 is being sent to those Members whose e-mail addresses are registered with the Company / Depositories for communication purpose, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Annual Report are being sent by the permitted mode. Members may note that this Annual Report will also be available on the Company's website viz. [www.trivenienterprisesltd.com](http://www.trivenienterprisesltd.com).
9. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/ their Depository Participants, in respect of shares held in physical/electronic mode, respectively.
10. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.
11. Members holding shares in physical form are requested to consider converting their shareholdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Registrar and Share Transfer Agent for assistance in this regard.
12. 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.

**13. Details of directors seeking appointment :**

Name	Mr.Bhavin Hemendra Nagda (DIN: 06727240)
Age	35 Years
Qualification	PGDBA, B.Com
Nature of Expertise	Account & Finance

No of years of Experience in the industry	12 years
Name of the Companies in which also holds Directorship	1 Years
Name of the Companies in committees of which also holds Membership/ Chairmanship	Deepta Trading Private Limited
Shareholding in the Company	50%

**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 09<sup>th</sup> August 2018, 4.30 P.M up to 11<sup>th</sup> August 2018, till 05.00P.M.
6. \*E-Voting Shall be completed one day prior to the date of Annual General Meeting which is scheduled to be held on 12<sup>th</sup> August, 2018.
7. The Board of Directors at their meeting have appointed Mr. Anil Jain, Proprietor of M/s. Jain Anil and Associates, Chartered Accountants 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 09<sup>th</sup> August 2018, 4.30 P.M and ends on 11<sup>th</sup> August, 2018, 5.00 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 03<sup>rd</sup> August 2018 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](http://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](http://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*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> </ul>
Dividend Bank Details# OR Date of Birth DOB#	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• 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).</li> </ul>

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. Note for non- Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded 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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Registered Office:**

Office No-1/7001, Plot No-77, UG/F,  
Gali No-03, Shivaji Park, Near Gol Chakkar,  
New Delhi – 110032  
Date:- 10<sup>th</sup> July 2018

**By Order of the Board of Directors**

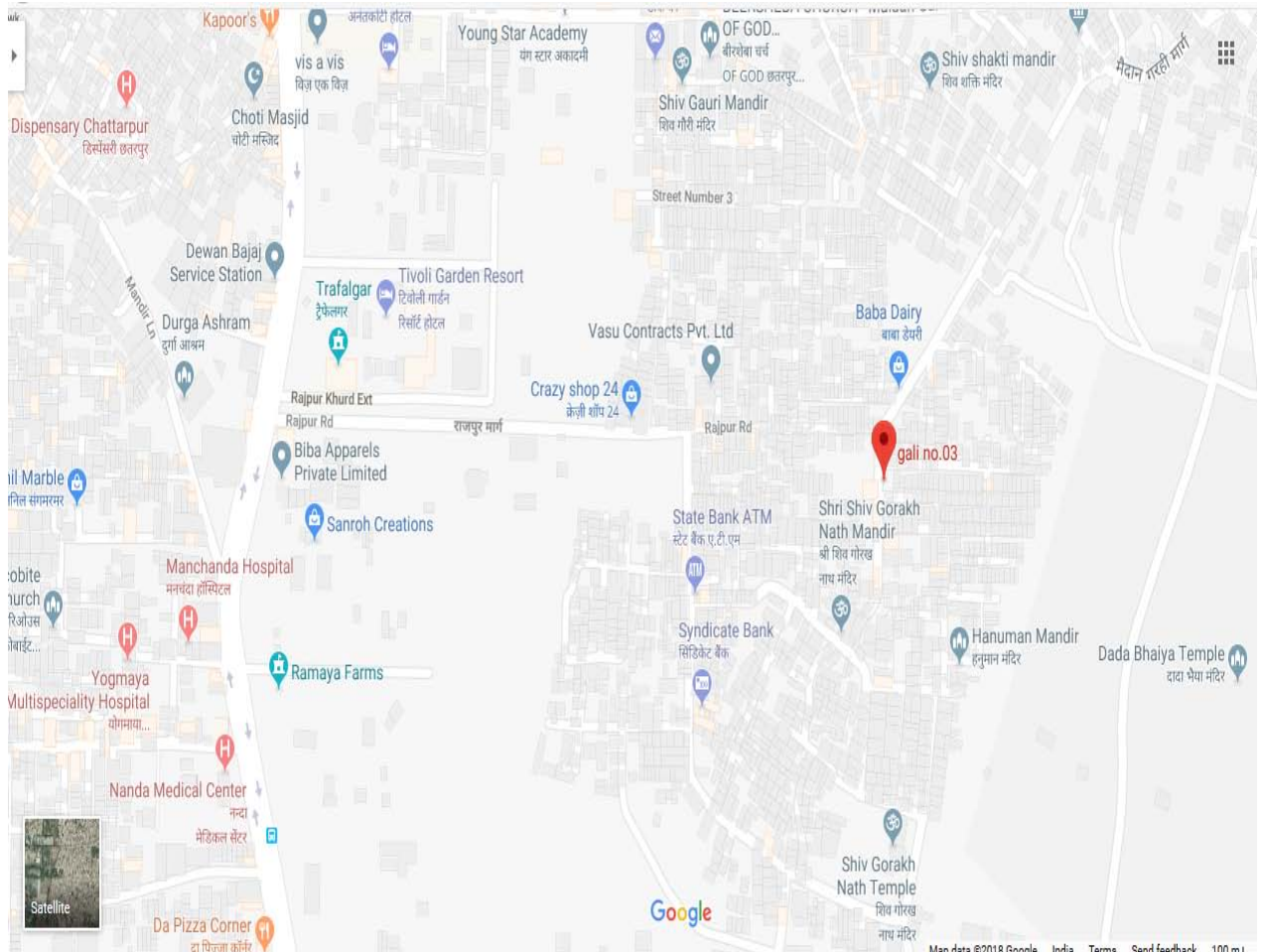
For Triveni Enterprises Limited  
Sd/-  
Bhavin Nagda  
(Din: 06727240)  
(Whole Time Director)

**Venue of Annual General Meeting**

Office No-1/7001, Plot No-77, UG/F,

Gali No-03, Shivaji Park, Near Gol Chakkar, New Delhi – 110032.

**Road Map to the venue of the Annual General Meeting**



**DIRECTORS' REPORT****1. INTRODUCTION**

Your Directors are elated in presenting the 33<sup>rd</sup> Annual Report of the Company along with the Audited Statement of Accounts for the year ended as on 31st March, 2018.

**2. HIGHLIGHTS/PERFORMANCE OF THE COMPANY (STANDALONE)**

(Amount in Rs)

Particulars	Current Financial Year (2017-2018)	Previous Financial Year (2016-2017)
Net Profit/(Loss)Before Depreciation and Tax	20,866	1,00,744
Depreciation	Nil	Nil
Profit /(Loss) before Tax	20,866	1,00,744
Provision for Tax	5,389	31,130
Profit/ (loss) after Tax	15,477	69,614
Balance Brought forward	34,69,853	34,00,240
Balance Carried to Balance Sheet	34,31,966	34,69,853

**3. BUSINESS OVERVIEW**

The Company is involved in the into the business of trading of textiles. The company is planning for expansion of its business. The company wishes to expand and grow its business in imports, exports and manufacturing unit also. The Net profit of the Company has decreased from Rs. 69,614/- to Rs. 15,477/-. The Company's policy of management has provided cushion effect to the adversities of the market on the performance of Company.

**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, 2018.

**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. Jain Anil and Associates, Chartered Accountants, Mumbai, with **(Firm Registration Number: 115987W)** be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. Chaudhry Vigg James & Co, Chartered Accountants for five financial years (2018-2019 to 2022-2023) and they shall conduct the Statutory Audit for the period ended 31st March, 2019 on such remuneration as may be approved by the Board of Directors of the Company, based on the recommendation of the Audit Committee and reasonable out-of-pocket expenses incurred by them in connection with the audit of Accounts of the Company."

## AUDITORS' REPORT

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments

## 7. SECRETARIAL AUDITORS

In terms of Section 204 of the Act and Rules made there under, Practicing Company Secretary have been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as **Form No. MR-3** to this report. The report is self-explanatory and do not call for any further comments.

## 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 Company has failed to submit the intimations and disclosures with the stock exchange within stipulated time frame due to inadvertent error. However, the Company has made sure that all the required disclosures and intimations has been delivered to the stock exchange
  3. The Company has failed to comply with the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirement) Regulations due to genuine oversight on the part of the Company. However, the Company has proposed to comply with the same from this financial year.
  4. The Company has failed to comply with publication of financial results in newspaper due to genuine oversight on the part of the Company. However, the Company has proposed to comply with the same from this financial year.

## 9. DIRECTORS

There was no change in the Board of Directors of the Company during the financial year under review.

## 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 Five times. i.e 29<sup>th</sup> May, 2017, 11<sup>th</sup> August, 2017, 04<sup>th</sup> September, 2017, 14<sup>th</sup> December, 2017, 14<sup>th</sup> February, 2018.

**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 applicable to the Company and hence the Company has devised a 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 2017-18.

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 31<sup>st</sup> March, 2018 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 31<sup>st</sup> March, 2018 on a 'going concern' basis; and
- e. They have laid down Internal Financial Controls, which are adequate and are operating effectively;
- f. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**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 AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

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 “MGT-9” and forms part of this report.

**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. Sureshchandra Rameshwarlal Modi
- c. Mr. Bhavin Hemendra Nagda

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

Mr. Indrajeet Kuwar, Mr. Bhavin Nagda and Mr. Sureshchandra Rameshwarlal Modi who form the majority. The company has established a vigil mechanism and overseas 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 employees and directors of 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:**

Office No-1/7001, Plot No-77, UG/F,  
Gali No-03, Shivaji Park, Near Chakkar  
New Delhi – 110032  
Date:- 10th July 2018.

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

Sd/-  
Bhavin Nagda  
(Din: 06727240)  
(Whole Time Director)



## Form MGT-9

## EXTRACT OF ANNUAL RETURN

As on financial year ended on 31<sup>st</sup> March 2018

[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	:	Office No-1/7001, Plot No-77, Ug/F Gali No-03, Shivaji Park Near Gol Chakkar. Delhi New - 110032
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, Shakil Niwas, Opposite Satya Sai 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	373000	373000	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.	2000000	N.A	2000000	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):	2000000	373000	2373000	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)	2000000	373000	2373000	4.15	2000000	373000	2373000	4.15	N.A
<b>B. Public Shareholding</b>	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	500	500	0.00	N.A	N.A	N.A	N.A	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. 2 lakh	2615000	420500	3035500	5.30	2617500	380500	2998000	5.24	0.06
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	44240000	0.00	44240000	77.29	42740000	0.00	42740000	74.67	2.62
c) Others (NRI – Non- Repat and HUF)	7591000	0.00	7591000	13.26	9128500	500.00	9129000	15.95	2.39
Total Public Shareholding (B)=(B)(1)+(B)(2)	54446000	421000	54867000	95.85	54486000	381000	54867000	95.85	0.00
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)	54446000	421000	57240000	100	56486000	754000	57240000	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	2000000	3.49	N.A	2000000	3.49	N.A	N.A
2	MAYANK JAIN	150000	0.26	N.A	150000	0.26	N.A	N.A
3	MEGHA JAIN	150000	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	2373000	4.15	N.A	2373000	4.15	N.A	N.A

**iii. CHANGE IN PROMOTERS' SHAREHOLDING ( PLEASE SPECIFY, IF THERE IS NOCHANGE):**

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

**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 <b>Pintu</b>				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	25,000.00
	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	25,000.00
	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

**III 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)
<b>A. COMPANY</b>					
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>B. DIRECTORS</b>					
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>C. OTHER OFFICERS IN DEFAULT</b>					

**Registered Office:**

Office No-1/7001, Plot No-77, UG/F,  
Gali No-03, Shivaji Park, Near Chakkar  
New Delhi – 110032  
Date:- 10<sup>th</sup> July 2018.

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

SD/-  
Bhavin Nagda  
(Din: 06727240)  
(Whole Time Director)

**REPORT ON CORPORATE GOVERNANCE****A. MANDATORY REQUIREMENTS:****1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

Triveni Enterprises has been practicing the principles of good corporate governance and believes in importance of transparency and accountability in all facets of its operations. It is following sound systems to support healthy business operations and endeavors continuous improvements. Triveni Enterprises has implemented, to the extent possible, the recommendations of the code of corporate governance as per the guide-lines.

**Whistle Blower Mechanism**

The Company has established a mechanism which encourage all employees, officers and directors to report any suspected violation's which is promptly attended to and investigated for immediate action.

Pursuant to the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the Company has executed fresh listing Agreement with Stock Exchange (BSE).

The Company is in compliance with the requirements stipulated under Regulations 17-20 & 22-27 of Chapter IV read with Schedule V of SEBI Listing Regulations, as applicable, with regard to Corporate Governance.

**2. BOARD OF DIRECTORS****▪ Composition:**

The Board of the Company presently consists of Five Directors. Comprising of Two executive directors and Three Non- Executive Directors. The Board also comprises of Independent Directors which brings in Independent judgement in the Board's deliberations and decisions.

The maximum tenure of Independent Director is in compliance with the Act. All Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Act. The Composition of Directors is as under:

The names and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting as also the number of Directorships and Committee Memberships held by them in other companies were as under:



Name of Director	Category of Directorship	No. of Directorships in other Public Ltd companies	Memberships of other Committee(s) of other public limited companies	No. of Board Meetings Attended	Attendance at the last AGM
Mr. Bhavin Hemendra Nagda (DIN: 06727240)	Whole Time Director	0	0	5	Yes
Mr. Ramchandra Ramhit Varma (DIN: 06729665)	Whole Time Director	0	0	5	Yes
Mr. Indrajeet Kumar Kuwar (DIN: 06877684)	Non Executive Independent Director	0	0	4	Yes
Mr. Sureshchandra Rameshwarlal Modi (DIN: 06877694)	Non Executive Independent Director	0	0	4	Yes
Ms. Pintu (DIN: 07189665)	Non Executive Independent Director	0	0	3	Yes

• **Meetings of Board of Directors:**

During the year 2017-2018, the Board met Five times and the gap between two meetings did not exceed one hundred and twenty days. The date on which the said meetings were held are as under:

The dates on which the said meetings were held are as follows:

Board Meetings	
29 <sup>th</sup> May 2017	11 <sup>th</sup> August, 2017
04 <sup>th</sup> September, 2017	14 <sup>th</sup> December, 2017
14 <sup>th</sup> February, 2018	

The necessary quorum was present for all the meetings.

During the year a meeting of the Independent Directors was held on 28<sup>th</sup> February, 2018. The Independent Directors, inter-alia, reviewed the performance of non-independent directors, Chairman of the Company and the Board as a whole.

### 3. 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 of the Company is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations, read with Section 177 of the Companies Act, 2013.

The Terms of Reference of the Audit Committee are broadly as under:

- Oversight of Companies financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company.
- Approval of payments to Statutory Auditors for any other services rendered by the Statutory Auditors.
- Reviving, with the management, the Annual Financial Statements & Auditors report Thereon before submission to the Board for approval, with particular reference to :
  - Matters required to be included in the Directors Responsibility Statement to be included in the Boards Report in terms of Clause (c) of sub-section 3 of Section 134 of the Act.
  - Changes, if any, in Accounting policies and practices and reasons for the same.
  - Major Accounting entries involving estimates based on the exercise of judgement by management.
  - Significant adjustments made in the financial statements arising out of audit findings.
  - Compliance with listing and other legal requirements relating to Financial statements.
  - Disclosure of any related party transactions.
  - Qualifications under Draft Audit Report
- Reviving with the management, the quarterly financial statements before submission to the Board .
- Review and monitor Auditor's Independence and performance, and effectiveness of Audit process.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Examination of Financial Statements and the Auditors Report thereon.
- Evaluation of Internal Financial Controls and Risk Management Systems
- Establish Vigil Mechanism for directors and employees to report genuine concerns in such manner as may be prescribed.
- The Audit Committee may call for comments of the auditors about Internal Control Systems, the scope of audit, including observations of the auditors & review of financial statements before their submission to the Board and may also discuss any issue with the internal and Statutory Auditors and the management of the Company.
- The Audit Committee shall review the information required as per SEBI listing Regulations.

**Composition and Attendance of Audit Committee**

During the year the Committee met 4 times on  
29<sup>th</sup> May, 2017; 11<sup>th</sup> August, 2017; 14<sup>th</sup> December, 2017; 14<sup>th</sup> February, 2018

Name of Director	Category	No. of Meetings Attended
<b>Mr. Indrajeet Kumar Kuwar</b>	<b>Independent – *N E D (Chairman)</b>	<b>4</b>
<b>Mr.Sureshchandra Rameshwarlal Modi</b>	<b>Independent – *N E D (Member)</b>	<b>4</b>
<b>Mr. Bhavin Hemendra Nagda</b>	<b>Executive (Member)</b>	<b>4</b>

\*N E D: Non Executive Director

The necessary quorum was present at the meetings.

- All members of the Board Audit Committee are financially literate and have relevant finance and /or audit exposure.
- At least One Audit Committee Meeting was held every quarter.

The Chairman of the Audit Committee Mr. Indrajeet Kumar Kuwar was present at 32<sup>nd</sup> Annual General Meeting held on 29th September, 2017.

**B) NOMINATION & REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Companies Act, 2013.

The broad terms of reference of the Nomination and Remuneration Committee are as under:

- Recommend to the Board the set up and composition of the Board and its Committees including the formulation of the criteria for determining qualifications, positive attributes and independence of a director.
- Recommend to the Board the appointment and re-appointment of the Directors.
- Recommend to the Board the appointment of Key Managerial Personnel (“KMP” as defined by the Act) and Executive team members of the Company (as defined by this Committee)
- Carry out evaluation of every director’s performance and support the Board and Independent Directors in the evaluation of the performance of the Board, its committees and individual directors. This shall include the formulation of criteria for evaluation of Independent Directors and Board .
- Recommend to the Board the Remuneration policies for directors, executive team, key managerial personnel as well as rest of employees.
- Reviewing the performance of the Managing Director(s) and recommending to the Board the quantum of annual increments and annual commission.
- Oversee familiarization programmes for directors.
- Performing such other duties and responsibilities as may be consistent with the provisions of the Companies Charter.

**Composition and Attendance of Remuneration Committee:**

During the year 2017-2018, the Committee has not met as there was no appointment or resignation from the Board nor formulation of criteria for qualification and independence of Directors as it was felt that the policies formed earlier are apt and should be further followed.

The Composition and Attendance at the Remuneration Committee Meeting during the year were as under:

Name of the Director	Category	No. of Meetings attended
Mr. Indrajeet Kumar Kuwar	Independent – *N E D (Chairman)	0
Ms. Pintu	Independent – *N E D (Member)	0
Mr. Sureshchandra Rameshwarlal Modi	Independent – *N E D (Member)	0

\*N E D: Non Executive Director

**Performance Evaluation Criteria for Independent Directors:**

The performance evaluation criteria for Independent Directors are determined by the Nomination and Remuneration committee. Indicative lists of factors that may be evaluated include participation and contribution by a director. Commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behavior and judgment.

**Remuneration Policy:**

The Remuneration Policy has been formed in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013. The criteria for determining the remuneration of directors are laid down by the Nomination and Remuneration committee. Indicative list of criteria defined in the policy are;

Minimum Qualification:	Graduate
Positive Attribute:	Analyzing, Visionary, Determined
Experience:	5 Years (2 years for professional)

**C) STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholders Relationship Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with Section 178 of the Companies Act, 2013.

The Broad terms of reference of the Stakeholders Relationship Committee areas under:

- Consider and resolve the grievances of security holders of the Company including redressal of investor complaints such as transfer of securities, non receipt of dividend/ notice/annual reports, etc. and all other securities holders' related matters.

- Consider and approve issue of share certificates (including issue of renewed or duplicate Share certificates), transfer and transmission of securities, etc.

Composition and attendance of Stakeholders Relationship Committee:

During the year 2017-2018, the Committee have not met as there were no security holders issue to be resolved before the Committee nor any issues relating to share certificates.

The Composition and Attendance at the Remuneration Committee Meeting during the year were as under:

Name of the Director	Category	No. of Meetings Attended
Mr. Sureshchandra Rameshwarlal Modi	Independent – *N E D (Chairman)	1
Ms. Pintu	Independent – *N E D (Member)	1
Mr. Ramchandra Ramnit Varma	Executive (Member)	1

\*N E D: Non Executive Director

#### 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
2013-2014	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.
2013-2014	EGM	17/02/2014	183,PatparGanj, Industrial Estate,Delhi-110092.	Issue of Equity Shares on preferential basis	4.30 P.M
2013-2014	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

Year Ended	AGM/ EGM	Date of Meetings	Place of meeting	Special Resolution passed	Time
2014-2015	EGM	03/05/2014	N-33 Gali No-1, II F Greater Kailash I, Opp Mkt, New Delhi - 110048	Sub Division of existing equity shares from every one equity share of Rs.10/- each into Ten equity shares of Re.1/- each.	10.00A.M
2014-2015	AGM	30/09/2015	J-2/80A, Ground Floor, DDA flats, Kalkaji, Opp. Alaknanda Shopping Complex, New Delhi – 110019	No Special Resolution Passed in the Meeting	11.00A.M
2015-2016	AGM	30/09/2016	Office No-1 /7001, Plot No-77, UG/F Gali No-3, Shivaji Park, Near Gol Chakkar, Delhi-110032	No Special Resolution Passed in the Meeting	10.00 AM
2016-2017	AGM	29/09/2017	Office No-1 /7001, Plot No-77, UG/F Gali No-3, Shivaji Park, Near Gol Chakkar, Delhi-110032	No Special Resolution Passed in the Meeting	11.30 AM

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.

#### 5.DISCLOSURES:

**a) Subsidiary Companies**

The Company does not have any subsidiary as on 31st March, 2018.

**b) Disclosures on materially significant transactions with related party**

There were no materially significant Related party Transactions during the financial year ended 31st March, 2017, that may have potential conflict with the interest of the Company at large. The details of related party transactions as per AS-18 form part of the Notes to Accounts.

**c) Disclosure of Accounting Treatment**

The Company follows Accounting Standards issued by The Institute of Chartered Accountants of India and in the preparation of financial statement, the Company has not adopted any treatment of Accounting Policies different from those prescribed in Accounting Standards.

**d) Proceeds from Public issue or Preferential allotment**

The Company has not made any public issue or preferential allotment during the year under review.

**e) Management Discussion and Analysis Report**

The Management Discussion and Analysis Report has been annexed to the Directors report.

**f) Details of non-compliances with regard to Capital market**

With regard to the matters related to the Capital market, the Company has complied with all the requirements of listing Agreement as well as SEBI Regulations. No penalties were imposed or strictures passed against the Company by the Stock Exchange, SEBI or any other Statutory Authority during the last three years in this regard.

**g) Whistle Blower Policy And Vigil Mechanism**

Pursuant to the provisions of Section 177 of Companies Act, 2013 and the rules made there under, the Company has established “ Whistle Blower Policy/ Vigil Mechanism,” in its endeavor to provide its Board, Senior Management and Employees a secure and a fearless working environment, for directors and employees to report genuine concerns to the chairman of the Audit Committee. The purpose of this policy is to create an awareness and fearless environment for the employees to report an instance of unethical behavior, actual or suspected fraud or violation of Company’s Code of Conduct. The Framework of the policy strives to foster responsible and secure Whistle Blowing. The policy should be read in conjunction with applicable regulation and existing policies and procedures of the Company.

**h) Reconciliation of Share Capital Audit**

A qualified Practicing Company Secretary carried out a Share Capital Audit to reconcile the total admitted Equity Share Capital with the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and the total issued and listed equity share capital. The Audit report confirms that the total issued / paid up capital is in agreement with the total number of shares in physical form and total number of dematerialized shares held with NSDL and CDSL.

**i) Code of Conduct**

The Company has adopted a Code of Conduct for the Directors and Senior Management Personnel of the Company. The Members of the Board and Senior Management Personnel have affirmed the compliance with code applicable to them during the year ended March 31, 2018. The Annual Report of the Company contains a certificate issued by the CEO and Managing Director in terms of SEBI Listing Regulations on the compliance declarations received from Independent Directors, Non-Executive Directors and Senior Management.

**j) Details of director seeking appointment**

The details of Directors seeking appointment / re-appointment forms part of notice of Annual General Meeting.

**6. MEANS OF COMMUNICATION:**

The results are displayed on the company's website [trivenienterprisesltd.com/](http://trivenienterprisesltd.com/). Further press releases made by the Company from time to time are also displayed on the Company's website

**7. GENERAL SHAREHOLDERS INFORMATION:**

<b>i.</b>	Date of Incorporation	21th December, 1984
<b>ii.</b>	Corporate Identity Number (CIN)	L52110DL1984PLC019649
<b>iii.</b>	Registered Office	Office No.1/7001,Plot No.77,UG/F Gali no.03,shivali park, near Gol Chakkar,Delhi-110032.
<b>iv.</b>	Day and Date of the 33 <sup>rd</sup> Annual General Meeting	12 <sup>th</sup> Day of August 2018 Office No.1/7001,Plot No.77,UG/F Gali no.03,shivali park, near Gol Chakkar,Delhi-110032
<b>v.</b>	Time and Venue of the Annual General Meeting	03.P.M Office No.1/7001,Plot No.77,UG/F Gali no.03,shivali park, near Gol Chakkar,Delhi-110032
<b>vi.</b>	Date of Book Closure	04 <sup>th</sup> August 2018 to 12 <sup>th</sup> August 2018
<b>vii.</b>	<b>Listing on Stock Exchanges</b>	Bombay Stock Exchange Limited Metropolitan Stock Exchange of India Limited
<b>viii.</b>	<b>ISIN Number for CDSL/NSDL</b>	INE916P01025
<b>ix.</b>	<b>BSE Scrip Code</b>	538569
<b>x.</b>	<b>Registrar and Transfer Agents</b>	<b>Universal Capital Securities Private Limited</b> 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

**xi. Listing of Equity Shares:**

The Securities of the Company are listed at The Bombay Stock Exchange Limited & Metropolitan Stock Exchange of India Limited Mumbai.

**xii. Market Price Data:**

The trading of Securities is active However, it is not frequently traded.

**xiii. Buy-Back Of Shares:**

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



**xiv. Share Transfer System:**

Share Transfers in physical form are to be lodged with **Universal Capital Securities Private Limited** Registrar and Transfer Agent (RTA) at the above mentioned address. The transfers are normally processed within 15 days from the date of receipt of the relevant documents are complete in all respect. Now authority is given to RTA to approve the transfers.

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participant (DP) regarding change of address, change of Bank/Bank Account number, nomination, etc.

**Distribution Of Shareholding As On 31.03.2018:**

Distribution of Shares	No. of Shareholders	Percentage to Total No. of Shareholders	No. of Shares held	Percentage to total Share Capital
Upto- 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
<b>Total</b>	<b>595</b>	<b>100.00</b>	<b>57240000</b>	<b>100.00</b>

**xv. Shareholding pattern as on 31.03.2018 is as follows:**

Category	Number of Shareholders	No. of Shares held	Holding Strength %
Indian Promoters / Relatives	4	23,73,000	4.15%
Banks	0	0	0
Foreign Corporate Bodies	0	0	0
Corporate Bodies	0	0	0
Indian Public	594	5,48,67,000	95.85%
NRI's / OCB's	0	0	0
<b>Total</b>	<b>598</b>	<b>5,72,40,000</b>	<b>100%</b>

**xvi. Dematerialization of shares**

As per Notification issued by SEBI, with effect from June 26, 2000, it has become mandatory to trade in the Company's shares in the electronic form. The Company's shares are available for trading in the depository systems of both the National Securities Depository Ltd. (NSDL) as well as the Central Depository Services (India) Ltd. (CDSL) for demat facility.

98.68% of the Company's total paid up capital representing 5,64,86,000 equity shares were held in dematerialized form as at March 31, 2018 and the balance 1.33% representing 7,54,000 equity shares were held in physical form

Particulars	As at March 31, 2018	Holdings in %
No. of Shares held at NSDL	26701999	46.65%
No. of Shares held at CDSL	29784001	52.03%
No. of Shares held in Physical form	754000	1.31%
<b>Total</b>	<b>57240000</b>	<b>100.00</b>

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

1/7001, Plot no.-77, UG/F, Gali no.03, Shivaji Park,  
Near Gol Chakkar., New Delhi-110032.

**Shareholders correspondence may be directed to the Company's Registrar and Share Transfer Agents whose address is given below: (For physical and Demat)**

**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.

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

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. I confirm that the Company has in respect of the year ended March 31, 2018, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

**Registered Office:**

Office No.1/7001, Plot No.-77, UG/F,  
Gali no.-03, shivaji park, Near Gol Chakkar,  
New Delhi – 110032.  
Date:- 10th July 2018.

**By Order of the Board of Directors**

For Triveni Enterprises Limited  
Sd/-  
Bhavin Nagda  
(Whole Time Director)  
(Din:06727240)

**Auditor's Report On Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**To**

**The Members**

**Triveni Enterprises Ltd**

We have audited the quarterly financial results of of **Triveni Enterprises Limited** for the year ended **31st March 2018** and the year to date financial results for year ended on that , attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure equirements) Regulations, 2015. These quarterly financial results as well as the year to date financial results have been prepared on the basis of the interim financial statements, which are the responsibility of the company's management. Our responsibility is to express an opinion on these financial results based on our audit of such interim financial statements, which have been prepared in accordance with the recognitionand measurement principles laid down in Accounting Standard for Interim Financial Reporting AS 25 , prescribed, under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) 2014 and other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

In our opinion and to the best of our information and according to the explanations given to us these quarterly financial results as well as the year to date results:

- (a) Have been presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015in this regard;
- and
- (b) give a true and fair view of the net Profit and other financial information for the quarter ended 31<sup>st</sup> March 2018 as well as the year to date results for the year ended 31<sup>st</sup> March 2018.

**For Chaudhry Vigg James & Co.**

**Chartered Accountants**

**Firm Reg.No :000949N**

**Sd/-**

**B.B.Chaudhry**

**Partner**

**Membership No. 014231**

**Place:-Delhi**

**Date:24<sup>th</sup> May 2018.**

## 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 31<sup>st</sup> March 2018**

To,

The Members,

Triveni Enterprises Limited

**CIN: L52110DL1984PLC019649**

We 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 us a reasonable basis for evaluating the corporate conducts and statutory compliances and expressing our opinion thereon.

Based on our 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, we hereby report that in our opinion, the company has, during the auditing period covering the financial year ended on **31st March, 2018**, 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:

We have examined the books, papers, minutes’ books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2018** according to the provisions of:

1. The Companies Act, 2013(the Act) and rules made thereunder;
2. The Securities Contract (Regulation) Act, 1956 (‘SCRA’) 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, 2015;
  - 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 (**not applicable to the Company during the Audit period**);
  - e. The SEBI (Issue and Listing of Debt Securities) Regulations, 2008 (**not applicable to the Company during the Audit period**);
  - 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 (**not applicable to the Company during the Audit period**);
  - h. The SEBI (Buyback of Securities) Regulations, 1998 (**not applicable to the Company during the Audit period**);

6. We have relied on the representations made by the Company and its officers for system's and mechanism formed by the Company for compliances under other applicable Acts, Laws and regulations to the Company. The list of major head group of Acts, Laws and Regulations as applicable to the Company is given below:
- a. Additional Duties of Excise (Textiles and Textile Articles) Act, 1978;
  - b. Textiles Committee Act, 1963;
  - c. Textiles (Development and Regulation) Order, 2001;
  - d. Textiles (Consumer Protection) Regulations, 1988;
  - e. Handlooms (Reservation of Articles for Production) Act, 1985;
  - f. Sale of Goods Act, 1979;
  - g. Acts as prescribed under Direct Tax and Indirect Tax
  - h. Minimum Wages Act, 1948;
  - i. Payment of Wages Act, 1936;
  - j. Equal Remuneration Act, 1976;
  - k. Employees' State Insurance Act, 1948;
  - l. Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
  - m. Payment of Bonus Act, 1965;
  - n. Payment of Gratuity Act, 1972;
  - o. Workmen's Compensation Act, 1923;
  - p. Maternity Benefit Act, 1961;
  - q. The Child Labour (Prohibition and Regulation) Act, 1986;
  - r. The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013
  - s. Negotiable Instruments Act, 1881;
  - t. Indian Contract Act, 1872;
  - u. Local Laws as applicable at the Registered office of the Company;

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

1. Secretarial Standards 1- on Meetings of Board of Directors and Secretarial Standard-2 on General Meetings, issued by the Institute of Company Secretaries of India. (Other Secretarial Standards are not applicable since the same are not notified during the audit period.)
2. The Listing Agreements entered into by the Company with Bombay Stock Exchange, read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

1. Pursuant to Section 203 (1)(b) & (c) of the Companies Act, 2013 read with Rule 8 and Rule 8A of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has failed to appoint a Company Secretary in whole time employment of the Company;
2. Pursuant to Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014, the Company has failed to appoint Internal Auditor for the Financial Year 2017-18;

3. *The Company has filed certain intimations to the Stock Exchange under the Listing Agreement read with SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, related to Outcome of Board meetings after stipulated time period.*
4. *The Company is in process of updation of its website with documents required to be uploaded thereon as per the provisions of the Companies Act, 2013 and Listing Agreement read with SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.*
5. *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 2018 in form MGT-15 with the Registrar of Companies, Mumbai;*

**We 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.

**We 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.

**We 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: 10<sup>th</sup> July 2018**  
**Place: Navi Mumbai**

**For H V Gor & Co,**  
**Practicing Company Secretaries**  
**Sd/-**  
**Mr. Harsh Vijay Gor**  
**Partner**  
**ACS No: 38377**  
**CP No: 14269**

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

## ANNEXURE A OF SECRETARIAL AUDIT REPORT

To,  
The Members,  
Triveni Enterprises Limited,  
CIN: L52110DL1984PLC019649

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

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

**Date: 10<sup>th</sup> July 2018**  
**Place: Navi Mumbai**

**For H V Gor & Co,**  
**Practicing Company Secretaries**  
**Sd/-**  
**Mr. Harsh Vijay Gor**  
**Partner**  
**ACS No:38377**  
**CP No: 14269**

**MANAGEMENT DISCUSSION & ANALYSIS**

Your Directors are pleased to present the Management Discussion and Analysis Reports for the year ended March 31, 2018 as under:

**Industry Structure:**

The short-term growth prospective is also good according to IMF, the Indian economy is the “bright spot” in the global landscape, India also topped World Bank’s growth outlook. India has the highest loom capacity (including handlooms) with 63 percent of the world’s market share India accounts for about 14 percent of the world’s production of textile fibres and yarns (largest producer of jute ,second largest producer of silk and cotton ;and third largest in cellulosic fibre.

**Strengths:**

The Board of Directors, with their expertise in the different aspects of the industry as well as their countless experiences. Successfully implemented various expansion schemes in the past with in-house expertise. Products are well accepted in the market. With the implementation of the project, the company does optimum utilization of the facilities. Organization set-up with experienced and well-qualified employees. Strong marketing network with low selling and distribution costs.

**Opportunities and Threat:**

The good news is that the advanced economies overall will perform more strongly and contribute more to global growth. The fundamental strength of the textile industry in India is its strong production base of wide range of fibre/yarns from Natural fibres like cotton, jute, silk and wool to synthetic /man - made fibres like polyester, viscose, nylon and acrylic.

**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. The company has been now focusing on the Textile projects in and around the city of Mumbai.

**Outlook**

The year 2017-18 was a challenging year from business prospective. Meager domestic demand growth, increased imports and volatile raw material prices put increased pressure on margins, with crude oil prices and petrochemicals prices having stabilised and tight situation in cotton supplies the demand should improve the current year.

**Internal control System:**

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorised, recorded and reported correctly. The internal control is exercised through documented policies, guidelines and procedures. It is supplemented by an extensive program of internal audits conducted by in house trained personnel. The audit observations and corrective action taken thereon are periodically reviewed by the audit committee to ensure effectiveness of the internal control system.



**Human Resource:**

People are the key enablers in translating growth aspirations into reality. The human resource is considered as the most valuable asset of the company. The company has required combination of skilled and unskilled employees due to its business need. These employees are putting their efforts to create the quality product of international standard. The company has setup policies to review and reward the performances and potentials of the employees.

**Registered Office:**

Office No.1/7001,Plot No.-77,UG/F,  
Gali no.-03,shivaji park,Near Gol Chakkar,  
New Delhi – 110032.  
Date:- 10<sup>th</sup> July 2018 .

**By Order of the Board of Directors**

For Triveni Enterprises Limited

Sd/-

BhavinNagda  
(Whole Time Director)  
(Din: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 **31/03/2018**, 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 **31/03/2018**, 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 2016 ("the order") issued by the central government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in 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 the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on **31/03/2018** taken on record by the Board of Directors, none of the directors are disqualified as on **31/03/2018** from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and

- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company 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.

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**For ChaudhryVigg James & Co**

**Chartered Accountants**

**Firm number: 000949N**

**Sd/-**

**B.B. Chaudhry**

**Partner**

**Membership No. 014231**

**Place : Delhi**

**Date : 24/05/2018**

**Annexure - A to the Auditors' Report**

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March 2018, we report that:

- (i) (a) The Company does not have any fixed assets; Hence Clause 3 (i) (a) to (c) of the Order is not applicable.
- (ii) (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 are reasonable and adequate in relation to the size of the company and the nature of its business. There are 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.
- (iii) 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 ('the Act'). Hence, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) The Company has not accepted any deposits from the public.
- (vi) 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 (l) of Section 148 of the Companies Act.
- (vii) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company is not required to deposit undisputed statutory dues including Provident Fund, Employees State Insurance, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues except Income-Tax with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2018 for a period of more than six months from the date on when they become payable.
- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, clause 3(viii) of the Order is not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, clause 3 (ix) of the Order is not applicable.

- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) The Company has not entered into any transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, clause 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

**Date: 24/05/2018**

**Place: Delhi**

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

**Annexure - B to the Auditors' Report****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **TRIVENI ENTERPRISES LIMITED** ("the Company") as of 31<sup>st</sup> March 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Chaudhry Vigg James & Co**

**Chartered Accountants**

**Firm Registration No: 000949N**

**Sd/-**

**B.B. Chaudhry**

**Partner**

**Membership No: 014231**

**Date:-24.5.2018**



*Balance Sheet as at 31st March 2018*

Particulars	Note No.	As at 31st March 2018		As at 31st March 2017	
		Rupees	Rupees	Rupees	Rupees
<b>I. EQUITY AND LIABILITIES</b>					
<b>(1) Shareholders' Funds</b>					
(a) Share Capital	1	5,72,40,000		5,72,40,000	
(b) Reserves and Surplus	2	<u>3,08,06,966</u>	<b>8,80,46,966</b>	<u>3,08,44,853</u>	<b>8,80,84,853</b>
<b>(2) Current Liabilities</b>					
(a) Trade payables	3	11,28,000		11,28,000	
(b) Other current liabilities	4	3,58,111		4,52,290	
(c) Short-term provisions	5	<u>5,389</u>	<b>14,91,500</b>	<u>55,247</u>	<b>16,35,537</b>
<b>TOTAL</b>			<b><u>8,95,38,466</u></b>		<b><u>8,97,20,390</u></b>
<b>II. ASSETS</b>					
<b>(1) Non current assets</b>					
(a) Non Current Investments	6	<u>11,92,000</u>	<b>11,92,000</b>	<u>11,92,000</u>	<b>11,92,000</b>
<b>(2) Current assets</b>					
(a) Current investments	7	7,15,00,000		7,15,00,000	
(b) Trade receivables	8	3,16,139		35,39,221	
(c) Cash and cash equivalents	9	8,09,679		11,95,641	
(d) Short-term loans and advances	10	1,53,64,286		1,21,46,104	
(e) Other Current Assets	11	<u>3,56,362</u>	<b>8,83,46,466</b>	<u>1,47,424</u>	<b>8,85,28,390</b>
<b>TOTAL</b>			<b><u>8,95,38,466</u></b>		<b><u>8,97,20,390</u></b>
Significant accounting policies	19				
Notes on financial statements	1 to 22				
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**

For and on behalf of the Board of  
**Triveni Enterprises Limited**

**B.B. Chaudhry**  
**Partner**  
**Membership No. 014231**  
**Place : Delhi**  
**Date : 24/05/2018**

**Bhavin Nagda**      **Ramchandra Varma**  
**Director**              **Director**  
DIN No: 06727240      DIN NO: 06729665

*Statement of Profit and Loss for the year ended 31st March, 2018*

Particulars	Note No.	For the Year Ended March 31, 2018 Rupees	For the Year Ended March 31, 2017 Rupees
I. Revenue from operations	12	-	8,80,17,570
II. Other Income	13	11,46,029	16,59,105
III. Total Revenue ( I +II )		<u>11,46,029</u>	<u>8,96,76,675</u>
IV. Expenses:			
(a) Purchase of Stock-in-Trade	14	-	8,70,27,463
(b) Employee benefit expenses	15	1,57,086	10,46,043
(c) Other expenses	16	9,68,077	15,02,425
Total Expenses		<u>11,25,163</u>	<u>8,95,75,931</u>
V. Profit / ( Loss ) before tax (III - IV)		20,866	1,00,744
VI. Tax Expenses			
(i) Current tax		5,389	31,130
VII. Profit/(Loss) for the period (V - VI)		<u>15,477</u>	<u>69,614</u>
VIII. Earning per equity share:			
(i) Basic and Diluted	17	0.00	0.00
Significant accounting policies	18		
Notes on financial statements	1 to 22		
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

For and on behalf of the Board of  
Triveni Enterprises Limited

B.B. Chaudhry  
Partner  
Membership No. 014231  
Place : Delhi  
Date : 24/05/2018

Bhavin Nagda  
Director  
DIN No: 06727240

Ramchandra Varma  
Director  
DIN NO: 06729665

*Cash flow statement for the year ended March 31, 2018*

Particulars	As at 31st March 2018		As at 31st March 2017	
	Rupees	Rupees	Rupees	Rupees
<b>Cash flows from operating activities</b>				
Net Profit / (Loss) Before taxation		20,866		1,00,744
Adjustments for:				
Interest Income	(11,46,029)		(3,92,865)	
Provision for interest on income tax	-	(11,46,029)	-	(3,92,865)
<b>Operating Profit / (Loss) before Working Capital Changes</b>		<b>(11,25,163)</b>		<b>(2,92,121)</b>
Adjustment For :				
(Increase) / Decrease in Trade Receivables	32,23,082		3,23,06,733	
(Increase) / Decrease in Loans & Advances	(32,18,182)		(71,18,156)	
(Increase) / Decrease in Other Current Assets	(2,35,905)		2,29,843	
Increase / (Decrease) in Trade Payables	-		(3,02,69,986)	
Increase / (Decrease) in Other Current Liabilities	(94,179)	(3,25,184)	11,663	(48,39,903)
<b>Cash from / (paid towards) operating activities</b>		<b>(14,50,347)</b>		<b>(51,32,024)</b>
Direct Taxes Paid	81,644		28,121	
<b>Net Cash from / (paid towards) operating activities (A)</b>		<b>(15,31,991)</b>		<b>(51,60,145)</b>
<b>Cash flows from investing activities</b>				
(Increase) / Decrease in Long term Loans & Advances	-		54,00,000	
Interest Income	11,46,029		3,92,865	
<b>Net cash from investing activities (B)</b>		<b>11,46,029</b>		<b>57,92,865</b>
<b>Cash flows from financing activities</b>				
<b>Net cash from / (paid towards) financing activities (C)</b>		<b>-</b>		<b>-</b>
<b>Net increase / (decrease) in cash and cash equivalents (A + B + C)</b>		<b>(3,85,962)</b>		<b>6,32,720</b>
<b>Cash and cash equivalents at beginning of reporting period</b>		<b>11,95,641</b>		<b>5,62,922</b>
<b>Cash and cash equivalents at end of reporting period</b>		<b>8,09,679</b>		<b>11,95,641</b>

**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 the statement of cash flows comprise the following amounts in the balance sheet:

Particulars	As at 31st March 2018 Rupees	As at 31st March 2017 Rupees
Cash in hand	7,22,254	8,71,205
<b>Balance with Banks</b>		
- in Current Account	87,425	3,24,436
<b>Cash and cash Equivalents as at the end of the year</b>	<b>8,09,679</b>	<b>11,95,641</b>

## 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

B.B. Chaudhry  
Partner  
Membership No. 014231  
Place : Delhi  
Date : 24/05/2018

For and on behalf of the Board of  
Triveni Enterprises Limited

Bhavin Nagda  
Director  
DIN No: 06727240

Ramchandra Varma  
Director  
DIN NO: 06729665

**Notes on financial statements**

Particulars	As at 31st March 2018		As at 31st March 2017	
	No. of shares	Rupees	No. of shares	Rupees
<b>Note 1: Share Capital</b>				
<b>Authorized:</b>				
Equity Shares of Rs. 1/- each	6,50,00,000	6,50,00,000	6,50,00,000	6,50,00,000
	<b>6,50,00,000</b>	<b>6,50,00,000</b>	<b>6,50,00,000</b>	<b>6,50,00,000</b>
<b>Issued, subscribed and fully paid up:</b>				
Equity Shares of Rs. 1/- each	5,72,40,000	5,72,40,000	5,72,40,000	5,72,40,000
	<b>5,72,40,000</b>	<b>5,72,40,000</b>	<b>5,72,40,000</b>	<b>5,72,40,000</b>

**Rights & restriction attached to equity shareholders**

The Company has only one class of equity shares having a face value of Rs. 1/- 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**

Particulars	As at 31st March 2018		As at 31st March 2017	
	No. of shares	Value of Shares	No. of shares	Value of Shares
Equity Shares Outstanding				
Number of equity shares at the beginning of the year	5,72,40,000	5,72,40,000	5,72,40,000	5,72,40,000
Add: Number of additional equity shares issued & subscribed during the year				
Number of equity shares outstanding at the end of the year	<b>5,72,40,000</b>	<b>5,72,40,000</b>	<b>5,72,40,000</b>	<b>5,72,40,000</b>

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

Name of Shareholders	As at 31st March 2018		As at 31st March 2017	
	No. of shares	% of Holdings	No. of shares	% of Holdings
a) SAVITA GOEL	30,00,000	5.24	30,00,000	5

Particulars	As at 31st March 2018		As at 31st March 2017	
	No. of shares	Rupees	No. of shares	Rupees
<b>Note 2: Reserves and Surplus</b>				
<b>Security Premium</b>				
Opening Balance		2,73,75,000		2,73,75,000
Add: Addition during the year				
Closing Balance		<b>2,73,75,000</b>		<b>2,73,75,000</b>
<b>Profit &amp; Loss Account :</b>				
Opening Balance		34,69,853		34,00,240
Add: Profit/ (Loss) for the Year		15,477		69,614
Less: Tax - Earlier Years		53,364		-
Closing Balance		<b>34,31,966</b>		<b>34,69,853</b>
<b>Total</b>		<b>3,08,06,966</b>		<b>3,08,44,853</b>
<b>Note 3: Trade payables</b>				
Sundry Creditor for Goods & Others		11,28,000		11,28,000
<b>Total</b>		<b>11,28,000</b>		<b>11,28,000</b>
<b>Note 4: Other current liabilities</b>				
Sundry Creditor for Expenses		71,251		1,61,330
Duties & Taxes Payable		2,86,860		2,90,960
<b>Total</b>		<b>3,58,111</b>		<b>4,52,290</b>
<b>Note 5: Short-term provisions</b>				
Provision for Income Tax		5,389		55,247
<b>Total</b>		<b>5,389</b>		<b>55,247</b>

<b>Note 6 : Non - Current investments</b>			
<b>Investments in Equity Instruments:</b>			
Unquoted Investments	11,92,000		11,92,000
<b>Total</b>	<b>11,92,000</b>		<b>11,92,000</b>
<b>Aggregate amount of unquoted investments</b>	<b>11,92,000</b>		<b>11,92,000</b>
<b>Note 7 : Current investments</b>			
Other Investments	7,15,00,000		7,15,00,000
<b>Total</b>	<b>7,15,00,000</b>		<b>7,15,00,000</b>
<b>Note 8 : Trade receivables</b>			
<b>Domestic Trade Receivables</b>			
Trade Receivables outstanding for a period Less than six months from the date they are due for the payment (Unsecured, Considered good)	-		35,39,221
Trade Receivables outstanding for a period More than six months from the date they are due for the payment (Unsecured, Considered good)	3,16,139		-
<b>Total</b>	<b>3,16,139</b>		<b>35,39,221</b>
<b>Note 9 : Cash and cash equivalents</b>			
Cash in hand	7,22,254		8,71,205
Balance with Banks			
- in Current Account	87,425		3,24,436
<b>Total</b>	<b>8,09,679</b>		<b>11,95,641</b>
<b>Note 10 : Short-term loans and advances</b>			
Loans & Advances to Others ( Unsecured )	1,53,64,286		1,21,46,104
<b>Total</b>	<b>1,53,64,286</b>		<b>1,21,46,104</b>
<b>Note 11 : Other Current Assets</b>			
Balances with tax authorities	81,644		97,424
Security Deposits	-		50,000
Interest Receivable	2,74,718		-
<b>Total</b>	<b>3,56,362</b>		<b>1,47,424</b>
<b>Particulars</b>	<b>For the year ended</b>	<b>For the year ended</b>	
	<b>March 31, 2018</b>	<b>March 31, 2017</b>	
	<b>Rupees</b>	<b>Rupees</b>	
<b>Note 12 : Revenue from operations</b>			
Sales	-		8,80,17,570
<b>Total</b>	<b>-</b>		<b>8,80,17,570</b>
<b>Note 13 : Other Income</b>			
Commission Income	-		12,66,240
Interest Income	11,46,029		3,92,865
<b>Total</b>	<b>11,46,029</b>		<b>16,59,105</b>

<b>Note 14 : Purchase of Stock-in-Trade</b>		
Purchases	-	8,70,27,463
<b>Total</b>	<b>-</b>	<b>8,70,27,463</b>
<b>Note 15 : Employee benefit expenses</b>		
Salaries & Bonus	1,44,000	10,41,543
Staff Welfare Expenses	13,086	4,500
<b>Total</b>	<b>1,57,086</b>	<b>10,46,043</b>
<b>Note 16 : Other expenses</b>		
Office Rent	99,000	1,77,000
Office & Meeting Expenses	65,566	3,37,938
Conveyance	46,879	1,32,782
Printing & Stationery	7,138	1,04,242
Postage and Courier Expenses	12,275	61,812
Electricity Charges	-	800
Telephone Exp.	6,081	57,160
Stock Exchange Fees	3,10,000	2,25,125
ROC & Legal Fees	-	12,000
Depository Expenses	56,650	68,067
Registrar & Transfer Agent Fees	48,000	54,267
Website Maintenance	4,000	4,000
Director Sitting Fees	31,500	25,200
Professional Fees	1,90,000	1,85,825
Interest on IDS	60	-
Service Tax, Cess & GST	65,860	1,025
Bank Charges & Other	68	25,182
<b>Auditors Remuneration :</b>		
Audit Fees	25,000	20,000
Tax Audit Fees	-	10,000
<b>Total</b>	<b>9,68,077</b>	<b>15,02,425</b>
<b>Note 17 : Earnings per share</b>		
a. Profit/(Loss) for the period	15,477	69,614
b. Weighted Average number of equity shares for Basic & Diluted EPS	5,72,40,000	5,72,40,000
Nominal Value of Equity Shares Rs.	1	1
c. Basic and Diluted EPS Rs. (A/B)	<b>0.00</b>	<b>0</b>

## NOTE 18: SIGNIFICANT ACCOUNTING POLICIES

### i. CORPORATE INFORMATION

Triveni Enterprises Limited having its registered office in Office No-1/7001, Plot No-77, UG/F Gali No-03, Shivaji Park, Near Gol Chakkar. New Delhi – 110 032. The Company operates in the business of Trading of various products & distributorship of telecommunication 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.

**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 recognized, 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 19: 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. The related parties of the company at March 31, 2018 are as follows:

## a. Summary of significant related party transactions:

Name of the related party	Nature of Payment	March 31, 2018	March 31, 2017
Pintu	Sitting Fees	Rs 31,500/-	Rs 25,200/-

**NOTE 20:**

Figures have been rounded off to the nearest rupee.

**NOTE 21:**

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

**NOTE 22:**

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

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**For Chaudhry Vigg James & Co**

**Chartered Accountants**

**Firm Reg. No: 014231**

**Sd/-**

**B.B. Chaudhry**

**Partner**

**Mem. No. 014231**

**Place: Delhi**

**Dated: 24/05/2018**

**For & on behalf of the Board of Directors of  
Triveni Enterprises Limited**

**Sd/-**

**Bhavin Nagda**

**Director**

**(DIN No. 06727240)**

**Sd/-**

**Ramchandra Varma**

**Director**

**(DIN No. 06729665)**



**Form No. MGT-11**

**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 Limited

Registered office: Office No-1/7001, Plot no-77, UG/F Gali No-03, Shivaji park, near Gol Chakkar, Delhi New Delhi -110032

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/ Clint Id:

DP ID:

I/ We being the member of ....., holding.....shares, hereby appoint

1. Name: .....

Address:

E-mail Id:

Signature: ....., or failing him

2. Name: .....

Address:

E-mail Id:

Signature: .....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 33th Annual General Meeting of members of the Company, to be held on Sunday 12, 2018 at the Office no.1/7001, Plot No.77, UG/F Gali No.03, Shivaji Park, Near Gol Chakkar, Delhi-110032 registered office of the Company at 03.00 P. M ,and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1 .....

2 .....

3 .....

Signed this ..... day of..... 2018

Affix  
Revenue  
Stamp

Signature of Shareholder

Signature of Proxy holder(s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.**

**TRIVENI ENTERPRISES LIMITED**

Regd. Office: Office No-1/7001, Plot no-77, UG/F Gali No-03, Shivaji park, near Gol Chakkar, Delhi New Delhi -110032. Corporate Identity Number: L52110DL1984PLC019649

Tel.: +91-9718980141 / Email: trivenienterprisesltd@gmail.com

Folio No./DP ID/Client ID No.:	
No. of Shares Held:	

**ATTENDANCE SLIP**

I/We record my/our presence at the 33<sup>rd</sup> Annual General Meeting to be held on Sunday, August 12, 2018, at Office No-1/7001, Plot no-77, UG/F Gali No-03, Shivaji park, near Gol Chakkar, Delhi New Delhi -110032 at 03.00.p.m.

NAME OF THE SHAREHOLDER / PROXY (in Block Letters)	
SIGNATURE OF THE SHAREHOLDER / PROXY	

**NOTE: You are requested to sign and handover this slip at the entrance of the meeting venue.**

**BOOK POST**

If undelivered please return to:

**TRIVENI ENTERPRISES LIMITED.**

Reg. Off:- Office No.1/7001,Plot No.77,Ug/F Gali No.03,  
Shivaji Park ,Near Gol Chakkar,Delhi-110032.

Email:-trivenienterprisesltd@gmail.com