



# Tarangini Investments Limited

H-38, LGF, Jangpura Extention, New Delhi-110014

Email: tarangini0123@gmail.com, www.taranginiinvestmentsltd.com

Tel: 011-43542277

September 28, 2017

**Listing Department**  
**The Calcutta Stock Exchange Limited**  
7, Lyons Range, Dalhousie,  
Murgighata, B B D Bagh,  
Kolkata, West Bengal 700001

**Listing Department,**  
**Metropolitan Stock Exchange of India Limited**  
Vibgyor Towers, 4<sup>th</sup> Floor,  
Plot No C 62, Opp. Trident Hotel,  
Bandra Kurla Complex,  
Bandra East, Mumbai- 400098

## REG: SUBMISSION OF ANNUAL REPORT

Dear Sirs,

In compliance with the Regulation 34 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, we are enclosing herewith the copy of Annual Report which has been approved and adopted in the 35<sup>th</sup> Annual General Meeting of the Company held on September 21, 2017 at 12.30 PM at H-38, LGF, Jangpura Extention, New Delhi-110014.

This is for your information and record.

Thanking You,

Yours Truly,  
For **Tarangini Investments Limited**

  
**Neha**

Company Secretary & Compliance Officer

Ph: 011- 43542277

Email: tarangini0123@gmail.com

Place: New Delhi



**TARANGINI INVESTMENTS  
LIMITED**

**ANNUAL REPORT 2016-2017**

## **BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL**

Mr. Pankaj Khetan	- Director
Mrs. Rachna Khetan	- Whole Time Director
Mr. Jalaj Sri Vastava	- Independent Director
Mr. Baldev Singh Dhillon	- Independent Director
Ms Neha Bansal	- Chief Financial Officer
Ms. Neha	- Company Secretary & Compliance Officer

## **AUDITORS**

M/s Arun K Gupta & Associates  
Chartered Accountant  
D-58, East of Kailash, 1st Floor, New Delhi-110065

## **BANKERS**

Kotak Mahindra Bank  
9, Birbal Road, Jangpura Extention,  
New Delhi-110014

## **REGISTERED OFFICE**

H-38, LGF, Jangpura Extention, New Delhi-110014  
Phone no: 011-43542277  
Email Id: tarangini0123@gmail.com  
Website: www.taranginiinvestmentsltd.com  
CIN: L74899DL1982PLC013486

## **REGISTRAR & SHARE TRANSFER AGENT**

M/s. Skyline Financial Services private Limited  
D-153A, 1<sup>st</sup> Floor, Okhla industrial Area, Phase-1  
New Delhi-110020  
Email Id: info@skylinerta.com  
Contact Details: 011-64732681 (10 Lines), 26812682-83

## **BOARD'S REPORT**

**To,  
The Members,  
Tarangini Investments Limited**

Your Directors are pleased to present their report on the affairs of the Company for the Financial Year ended March 31, 2017.

### **FINANCIAL RESULTS**

During the year under review, the financial results for the year ended 31<sup>st</sup> March, 2017 are as under: -

<b>(Rs. In Lacs)</b>			
<b>S. No.</b>	<b>Particular</b>	<b>2016-17</b>	<b>2015-16</b>
1.	Gross Income	40.12	54.76
2.	Profit(Loss) Before Tax	6.00	11.12
	Less: Current Tax	1.85	3.42
	Profit After Current Tax	4.15	7.70
	Less: Deferred tax	0.01	0.04
	Profit after Deferred tax	4.14	7.66
3.	Balance carried over to the Balance Sheet	4.14	7.66

### **KEY HIGHLIGHTS**

The Total Revenue for the year fell to Rs. 40.12 Lacs in 2016-17 from Rs. 54.76 Lacs in 2015-16, resulting in a decline of 26.73%. The Net Profit for the year declined to Rs. 4.14 Lac in 2016-17 from Rs.7.66 Lac in the previous year a decline of 45.95%

### **STATE OF COMPANY'S AFFAIRS**

Your Company is in transformation stage. The management is looking for various options for taking the business ahead. Although there is big competition, the future prospects look good.

## **DIVIDEND**

Keeping in view the business scenario of the Company, your Board proposes to plough back the profits in the business of the Company. As a matter of this, your Board does not recommend any dividend for the Financial Year ended 31<sup>st</sup> March, 2017.

## **TRANSFER TO RESERVES:**

During the year under review, the company has not transferred any amount to the General Reserve.

## **MATERIAL CHANGES AND COMMITMENT AFFECTING THE FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF REPORT**

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

## **CHANGE IN THE NATURE OF BUSINESS**

There is no change in the nature of the Business during the Financial year under review.

## **CAPITAL STRUCTURE**

As at 31 March 2017, the paid-up share capital of the Company stood at Rs. 31,060,000/-. During the year under review, the Company has neither issued any equity shares nor issued any shares with differential voting rights nor has granted any stock options or sweat equity.

## **NUMBER OF MEETINGS OF THE BOARD**

The Board met Four (4)times during the Financial Year 2016-17 on 28<sup>th</sup> May, 2016, 12<sup>th</sup> August, 2016, 14<sup>th</sup> November, 2016 and 13<sup>th</sup> February, 2017.

## **NUMBER OF MEETINGS ATTENDED BY THE DIRECTORS**

<b>Name of the Directors</b>	<b>Category</b>	<b>No. of Board Meetings held</b>	<b>No. of Board Meetings Attended</b>
Mr. Pankaj Khetan	Non Independent, Non Executive Director	4	4
Mrs. Rachna Khetan	Non Independent, Executive Director	4	4
Mr. Jalaj Sri Vastva	Independent, Non-Executive Director	4	4
Mr. Baldev Singh Dhillon	Independent, Non-Executive Director	4	4

## **DIRECTORS AND OTHER KEY MANAGERIAL PERSONNEL**

**At present followings are the Directors & KMPs:**

<b>S. No.</b>	<b>Name</b>	<b>Designation</b>
1.	*Mr. Pankaj Khetan	Director
2.	Mrs. Rachna Khetan	Whole Time Director
3.	Mr. Jalaj Sri Vastva	Independent Director
4.	Mr. Baldev Singh Dhillon	Independent Director
5.	**Ms. Rency George	Company Secretary & Compliance Officer
6.	Ms. Neha Bansal	Chief Financial Officer
7.	***Ms. Neha	Company Secretary & Compliance Officer

**\*Mr. Pankaj Khetan:** As per the provisions of the Companies Act, 2013, Mr. Pankaj Khetan, retires at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his re-appointment for approval of the members in the forthcoming Annual General Meeting.

**\*\*Ms. Rency George:** The Board has appointed Ms. Rency George as Company Secretary and Compliance Officer of the company w.e.f. 10.11.2015. She resigned from the post of Company Secretary and Compliance Officer of Company w.e.f. 20.04.2017.

**\*\*\*Ms. Neha:** Ms. Neha was appointed as a Company Secretary and Compliance Officer (KMP as per Section 203) of the Company w.e.f. 20.04.2017, to perform the duties which shall be performed by the Company Secretary under the Companies Act, 2013.

## **DECLARATION BY INDEPENDENT DIRECTORS**

The Independent directors have submitted their disclosure to the Board that they fulfill all the requirements as to qualify for their appointment as an Independent Director under the provisions of Section 149 read with Schedule IV of the Companies Act, 2013. The Board confirms that the independent directors meet the criteria as laid down under the Companies Act, 2013.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Your Directors confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed and there is no material departures;
- b) they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- c) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) they had prepared the annual accounts on a going concern basis;

- e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **FORMAL ANNUAL EVALUATION**

The Companies Act, 2013 mandates that the Board shall monitor and review the Board evaluation framework. The framework includes the evaluation of directors on various parameters such as:

- Board dynamics and relationships
- Information flows
- Decision-making
- Relationship with stakeholders
- Company performance and strategy
- Tracking Board and committees' effectiveness
- Peer evaluation

The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board and as collated by Nomination and Remuneration Committee and the Board expressed its satisfaction.

### **EXTRACT OF THE ANNUAL RETURN**

The extracts of Annual Return in Form MGT-9 pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 are attached as **Annexure 'A'** to this Report.

### **AUDITORS**

#### **Statutory Auditors**

M/s Arun K. Gupta, Chartered Accountants, Delhi were appointed as Statutory Auditors for a period of 5 years in the Annual General Meeting held on September 30, 2014 Their continuance of appointment and payment of remuneration are to be ratified in the ensuing Annual General Meeting. The Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

#### **AUDITOR'S REPORT**

Auditor's Report does not contain any observation(s)/qualification(s), hence does not call for any explanation.

### **SECRETARIAL AUDITORS**

Pursuant to the provision of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company with the approval of the Board, appointed Dinesh Chandra Manori, Proprietor of Dinesh Manori & Co., Company Secretaries (CP No. 8286), Practicing Company Secretary to conduct the Secretarial Audit of the Company for the financial year 2016-17.

### **SECRETARIAL AUDITORS'S REPORT**

The Secretarial Audit Report is annexed herewith as **Annexure B** and forms part of this report. The Comments of the Auditors' in the Secretarial Audit Report and reply to the same is as follows:

Observation: During the period under review the Company has complied with the provisions of the Act, Rules, Regulations Guidelines, Standards, etc. mentioned above. However, company is yet to file Form MGT-14 approving Annual Accounts and Board's Report for the financial year ending 31.03.2016.

Reply: The Company has already made an application to the Central Government (Ministry of Corporate Affairs) to condone the delay in filing of Form MGT-14.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO**

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION**

Since the Company do not involve in any manufacturing or processing activities, the particulars as per the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 regarding conservation of energy and technology absorption are not applicable.

#### **FOREIGN EXCHANGE EARNINGS AND OUTGO**

<b>PARTICULARS</b>	<b>(Amount in Rs.)</b>	
	<b>CURRENT YEAR</b>	<b>PREVIOUS YEAR</b>
Foreign Exchange Outgo	N.A	N.A
Foreign Exchange Earning	N.A	N.A

### **INTERNAL FINANCIAL CONTROL**

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

The Company's Internal Control Systems are commensurate with the nature of its business and the size and complexity of its operations. It comprises audit and compliance by internal audit checks by Ms. Sapna Jain who was appointed as Internal Auditor of the Company appointed w.e.f. 11.08.2015.

The Internal Auditor independently evaluate the adequacy of internal controls and concurrently audit the financial transactions and review various business processes. Independence of the



Internal Auditor and therefore compliance is ensured by the direct report of internal audit division and Internal Auditors to the Audit Committee of the Board.

### **RISK MANAGEMENT POLICY**

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory as well as Internal Auditors.

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

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

During the year under review, the Company has not entered into any related party transaction falling under sub-section (1) of Section 188 of the Companies Act, 2013. Hence, the details of such contracts or arrangements with its related parties are not disclosed in Form AOC-2 as prescribed under the Companies Act, 2013 and the Rules framed there under

### **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

Pursuant to the provisions of Section 135 of the Companies Act, 2013, every company having net worth of rupees five hundred crores or more, or turnover of rupees one thousand crores or more or a net profit of rupees five crores or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board and shall formulate a Corporate Social Responsibility Policy. Your Company is not falling under the preview of said section during the year.

### **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any unlisted/listed subsidiary company or Joint Ventures or any Associate Companies. Thus, Form AOC-1 does not form part of this Report.

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

As required under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 with Stock Exchanges, the Management Discussion and Analysis Report is included in this Report as **Annexure-C** and forms part of this Board Report.

### **COMPOSITION OF COMMITTEES**

#### **Audit Committee**

As per the provisions of Section 177 of the Companies Act, 2013 your Company has Constituted an Audit committee. The Audit Committee comprises of majority of the Independent Directors. All the members of the Committee have experience in financial matters. The details of the composition of the committee are set out in the following table:

<b>S. No.</b>	<b>Name</b>	<b>Designation</b>
1.	Mr Baldev Singh Dhillon	Chairman (Non- Executive Independent Director)
2.	Mr. Jalaj Sri vastava	Member (Non-Executive Independent Director)
3.	Mr. Pankaj Khetan	Member and Director

The Audit Committee shall meet as and whenever need arises and their term of reference shall include the following:

- To recommend the appointment, remuneration and terms of appointment of auditors of the Company;
- To review and monitor the auditor's independence and performance and effectiveness of audit process;
- To examine the financial statement and the auditor's report thereon;
- To approve or any subsequent modification of transactions of the Company with related parties;
- To do scrutiny of inter-corporate loans and investments;
- Evaluation of internal financial controls and risk management systems;
- Any other area as specified by the board.

The Audit Committee shall have the authority to investigate into any matter in relation to the items specified above or as referred by the Board and for the purpose shall have the authority to interact with the Auditors, management, key managerial personnel of the Company or to obtain professional advice from external sources.

**Nomination and Remuneration Committee**

Nomination and Remuneration Committee of the board pursuant to Section 178 of the Companies, Act 2013 and the relevant rules made under the Companies (Meetings of Board and its Powers) Rules, 2014 comprising of the following members:

<b>S. No.</b>	<b>Name</b>	<b>Designation</b>
1.	Mr. Baldev Singh Dhillon	Chairman (Non- Executive Independent Director)
2.	Mr. Jalaj Sri vastava	Member (Non-Executive Independent Director)
3.	Mr. Pankaj Khetan	Member and Director

The Committee shall meet as and whenever need arises and their term of reference shall include the following:

- To identify and recommend to the Board persons who are qualified to become directors and who may be appointed in senior management. To recommend to the board about their appointment and removal and shall carry out evaluation of every director's performance.
- To recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees.

- Any other area as specified by the board.

### **Stakeholder Relationship Committee**

As per the provisions of Section 178 of the Companies Act, 2013 your Company has Constituted Stakeholder Relationship Committee. The Committee comprise of following Directors:

<b>S. No.</b>	<b>Name</b>	<b>Designation</b>
1.	Mr. Baldev Singh Dhillon	Chairman (Non- Executive Independent Director)
2.	Mr. Jalaj Sri vastava	Member (Non-Executive Independent Director)
3.	Mr. Pankaj Khetan	Member and Director

The Stakeholder Relationship Committee shall consider and resolve the grievances of security holders of the Company.

### **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

The Company's 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 is as under:

The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders. The Board, on the recommendation of the Nomination and Remuneration Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.

The remuneration structure to the Executive Directors and Key Managerial Personnel shall include the following components:

- Basic Pay
- Perquisites and Allowances
- Annual Performance Bonus

### **ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES**

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

### **CORPORATE GOVERNANCE**

As per Regulation 15(2) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, compliance with the Corporate Governance provisions as specified in regulation 17 to 27 and clause (b) to (i) of the sub-regulation (2) of regulation 46 and Para C, D, and E of Schedule V shall not apply to the company having paid up equity share capital not exceeding Rs. Ten Crores and net worth not exceeding Rs. Twenty Five Crores, as on the last day of the previous financial year. The Company is covered under the limit as prescribed in Regulation 15(2) of SEBI (Listing Obligation and Disclosure

Requirement) Regulations, 2015, therefore Company is not require to comply with the said provisions.

### **CODE OF CONDUCT**

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Code has been placed on the Company's website [www.taranginvestmentsltd.com](http://www.taranginvestmentsltd.com)

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

### **PARTICULARS OF EMPLOYEES**

#### **Information required with respect to Section 197(12) of the Companies Act, 2013 Read With Rule 5(1) Of The Companies (Appointment And Remuneration Of Managerial Personnel) Rules, 2014**

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year under review

Name of Director/ KMP	Remuneration (In Rs.)	Ratio of Directors Remuneration to Median Remuneration	Percentage Increase in Remuneration
Mrs. Rachna Khetan (WTD)	1200000/-	4.62:1	Nil
Mr. Pankaj Khetan (Director)	Nil	Nil	Nil
Mr. Baldev Singh Dhillon (Independent Director)	Nil	Nil	Nil
Mr. Jalaj Srivastava (Independent Director)	Nil	Nil	Nil
Ms. Neha Bansal (CFO)	300000/-	1.16:1	Nil
Ms. Rency K. George (Company Secretary)	286900/-	1.11:1	

- (ii) The Median Remuneration of Employees is Rs. 259500
- (iii) The Company has 3 permanent Employees on the rolls of Company as on 31<sup>st</sup> March, 2017.
- (iv) During the Year 2016-17, there was no increase in the salary of Employees.
- (v) Affirmation that the remuneration is as per the remuneration policy of the Company.  
The Company affirms that the remuneration is as per the remuneration policy of the Company.

**Information required with respect to Section 197(12) of the Companies Act, 2013 Read With Rule 5(2) Of The Companies (Appointment And Remuneration Of Managerial Personnel) Rules, 2014**

None of the employee drawn remuneration more than of Rs. 1 Crore 2 Lakh per annum or Rs. 8.50 Lakh per month if any part of the year. Hence the provision of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of The Companies (Appointment And Remuneration Of Managerial Personnel) Rules, 2014 are not applicable for the period under review.

**FRAUD REPORTING**

No frauds have been reported to the Audit Committee/ Board during the year.

**DEPOSITS**

Your Company has neither accepted nor any fixed deposits was outstanding as of the Balance Sheet date.

**PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE**

No complaint was received during the year.

**GENERAL DISCLOSURES**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares/ ESOP) to employees of the Company under any scheme.
4. As there is no subsidiary, hence this clause is not applicable.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

**ACKNOWLEDGEMENTS**

The Board of Directors acknowledges with gratitude the co-operation extended by the Company's Bankers and also appreciates the continued trust and confidence reposed by the Shareholders in the management. They also place on record their appreciation for the valuable contribution and whole hearted support extended by the Company's employees at all levels.

**BY ORDER OF THE BOARD  
FOR TARANGINI INVESTMENTS LIMITED**

Date: 29.05.2017  
Place: Delhi

Sd/-  
Rachna Khetan  
Whole Time Director  
DIN: 06982598  
Add: H. No. 15, 1<sup>st</sup> Floor,  
Sector-14, Gurgaon, Haryana-  
122001

Sd/-  
Pankaj Khetan  
Director  
DIN: 01567415  
Add: H. No. 15, Sector-14,  
Gurgaon, Haryana- 122001

**Form No. MGT-9****EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31-03-2017**

**[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	L67190DL1982PLC013486
Registration Date	15/04/1982
Name of the Company	TARANGINI INVESTMENTS LIMITED
Category/Sub-Category of the Company	Company limited by shares
Address of the Registered office	H-38, LGF, JANGPURA EXTENSION, NEW DELHI- 110014
contact details	011-43542277
Whether listed company	YES
<b>Details of Registrar and Transfer Agent:-</b>	
Name	SKYLINE FINANCIAL SERVICES PVT. LTD.
Address	D-153/A, IST FLOOR, OKHLA INDUSTRIAL AREA, PHASE-I, NEW DELHI- 110020
Contact details	011-64732681 (10 Lines),26812682-83, FAX: 91-11-26812682

**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:-

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Other Financial Activities	64990	99.71%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. No.	Name and Address of the Company	CIN/ GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
1	NA				



<b>d)</b> State Govt.(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>e)</b> Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>f)</b> Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>g)</b> FIIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>h)</b> Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>i)</b> Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total(B)(1)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>2. Non Institutions</b>									
<b>a)</b> Bodies Corp. (i) Indian (ii)Overseas	1500000 Nil	1000 Nil	1501000 Nil	4.83 Nil	1500000 Nil	1000 Nil	1501000 Nil	4.83 Nil	Nil Nil
<b>b)</b> Individuals (i)Individual shareholders holding nominal share capital upto Rs. 2 lakh (ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	Nil	439000	439000	1.41	2950000	414000	3364000	10.83	9.42
	16130000	Nil	16130000	51.94	11505000	Nil	11505000	37.05	14.89
<b>c)</b> Others(Specify) (HUF)	Nil	Nil	Nil	Nil	1675000	25000	1700000	5.47	5.47
<b>Sub-total (B)(2)</b>	<b>17630000</b>	<b>440000</b>	<b>18070000</b>	<b>58.18</b>	<b>17630000</b>	<b>440000</b>	<b>18070000</b>	<b>58.18</b>	<b>29.78</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>17630000</b>	<b>440000</b>	<b>18070000</b>	<b>58.18</b>	<b>17630000</b>	<b>440000</b>	<b>18070000</b>	<b>58.17</b>	<b>29.78</b>
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Grand Total (A+B+C)</b>	<b>30620000</b>	<b>440000</b>	<b>31060000</b>	<b>100</b>	<b>30620000</b>	<b>440000</b>	<b>31060000</b>	<b>100</b>	<b>29.78</b>



**(ii) Shareholding of Promoters**

S. No	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares	% of Shares Pledged	No. of Shares	% of total Shares	% of Shares Pledged	
1	PANKAJ KHETAN	7610000	24.50	Nil	7610000	24.50	Nil	Nil
2	RACHNA KHETAN	4160000	13.39	Nil	4160000	13.39	Nil	Nil
3	MASTER BHAVYE	110000	0.35	Nil	110000	0.35	Nil	Nil
5	PANKAJ KHETAN HUF	1110000	3.57	Nil	1110000	3.57	Nil	Nil

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

Sr. no		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
	At the beginning of the year				
	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):	<b>NO CHANGE</b>			
	At the End of the year				

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the End of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	SAPNA JAIN	156000	5.02	1560000	5.02
2.	ASHA JAIN	111000	3.57	1110000	3.57

3.	H.L. SEKHRI	1150000	3.70	1150000	3.70
4.	AKSHEBAR SAH	1000000	3.22	1000000	3.22
5.	ISHWAR CHAND JINDAL	1000000	3.22	1000000	3.22
6.	KANWALDEEP SINGH MAKKER	500000	1.61	500000	1.61
7.	SANGEETA	500000	1.61	500000	1.61
8.	LALLAN SHAH	500000	1.61	500000	1.61
9.	ANKIT GOEL	500000	1.61	500000	1.61
10.	RAJAT JINDAL	500000	1.61	500000	1.61

**(v) Shareholding of Directors and Key Managerial Personnel**

S. No		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
<b>1.</b>	<b>PANKAJ KHETAN</b>				
	At the beginning of the year	7610000	24.5	7610000	24.5
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	Nil	Nil	Nil	Nil
	At the End of the year	7610000	24.5	7610000	24.5
<b>2.</b>	<b>RACHNA KHETAN</b>				
	At the beginning of the year	4160000	13.39	4160000	13.39
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	Nil	Nil	Nil	Nil
	At the End of the year	4160000	13.39	4160000	13.39
<b>3.</b>	<b>JALAJ SRI VASTAV</b>	Nil	Nil	Nil	Nil
<b>4.</b>	<b>BALDEV SINGH DHILLON</b>	Nil	Nil	Nil	Nil
<b>5.</b>	<b>*RENCY GEORGE</b>	Nil	Nil	Nil	Nil
<b>6.</b>	<b>NEHA BANSAL</b>	Nil	Nil	Nil	Nil
<b>7.</b>	<b>**NEHA</b>	Nil	Nil	Nil	Nil

\***Rency George:** Ms. Rency George has resigned from the post of company Secretary and Compliance Officer w.e.f. 20.04.2017

\*\***Neha:** Ms. Neha was appointed as a Company Secretary and Compliance Officer (KMP as per Section 203) of the Company w.e.f. 20.04.2017.

**(V) INDEBTEDNESS**

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

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

**(VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		RACHNA KHETAN	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12,00,000	12,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL

4	Commission	NIL	NIL
5	Others, please specify	NIL	NIL
	Total (A)	<b>12,00,000</b>	<b>12,00,000</b>

**B. Remuneration to the directors:**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
	<u>Independent Directors</u> ·Fee for attending board committee meetings ·Commission ·Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total(1)	NIL	NIL	NIL	NIL	NIL
	<u>Other Non-Executive Directors</u> ·Fee for attending board committee meetings ·Commission ·Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total(2)	NIL	NIL	NIL	NIL	NIL
	Total(B)=(1+2)	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act	NIL	NIL	NIL	NIL	NIL

**C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD**

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1.	Gross salary (a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961 (b)Value of perquisites u/s 17(2)Income-tax Act,1961 (c)Profits in lieu of salary under section 17(3)Income-tax Act,1961	286900	300,000	<b>586900</b>
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission - as % of profit -others, specify...	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil
	Total	286900	300,000	586900

**(VII) PENALTIES/PUNISHMENT/COMPOUNDING 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					
Punishment					
Compounding					
<b>B. NIL</b>					
Penalty					
Punishment					
Compounding					
<b>C. Other Officer in default</b>					
Penalty					
Punishment					
Compounding					

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH 2017**

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,  
The Members,  
**TARANGINI INVESTMENTS LIMITED**  
H-38, LGF, Jangpura Extension,  
New Delhi-110014

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TARANGINI INVESTMENTS LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **TARANGINI INVESTMENTS LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2017** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **TARANGINI INVESTMENTS LIMITED** ("the Company") for the financial year ended on **31<sup>st</sup> March, 2017** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made under that Act to the extent applicable to Overseas Direct Investment (ODI), Foreign Direct Investment (FDI) and External Commercial Borrowings (ECB); **(Not applicable to the Company during the audit period)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the Audit period)**
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.; **(Not applicable to the Company during the Audit period)**

- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit period)** and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. **(Not applicable to the Company during the Audit period)**
- (vi) Other laws applicable to the Company as per the representations made by the Management.
- a) The Income Tax Act, 1961
  - b) Service Tax

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

- i. The Secretarial Standards issued by the Institute of Company Secretaries of India.
- ii. The Listing Regulation entered into by the Company with Metropolitan Stock Exchange and the Calcutta Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. The Company is yet to file Form MGT-14 approving Annual Accounts and Board's Report for the financial year ending 31.03.2016.

#### **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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

In majority cases adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Further, without qualifying we advise that Board process should further be strengthened especially in terms of detailed agenda notes to be sent for Board Meetings.

All decisions at Board Meetings and Committee Meetings are carried unanimously as recording the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

**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.

Place: Dehradun  
Date: 25<sup>th</sup> May, 2017

**For Dinesh Manori & Co  
Company Secretaries**

Sd/-  
Dinesh Chandra Manori  
Proprietor  
M. No. -2317  
CP.No. 8286

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



To,  
The Members,  
**TARANGINI INVESTMENTS LIMITED**  
H-38, LGF, Jangpura Extension,  
New Delhi-110014

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our 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. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Dehradun  
Date: 25<sup>th</sup> May, 2017

**For Dinesh Manori & Co**  
**Company Secretaries**  
Sd/-  
Dinesh Chandra Manori  
Proprietor  
M. No. -2317  
CP.No. 8286

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****(A) INDUSTRY STRUCTURE AND DEVELOPMENT**

Our company has taken many steps drastically to revive the operations . The Directors has utilized their contacts to take the new business and during the financial year 2016-17, the company has successfully did the job undertaken.

**(B) OPPORTUNITY, THREATS AND CONCERNS**

Except as otherwise and the following important factors could cause actual results to differ materially from the expectations include, among others:

- **General economic and business conditions**

As a company operating in India, we are affected by general economic and business conditions in the markets in which the Company operates and in the local, regional and national and international economies.

The Indian economy has grown steadily over the past several years. This improved performance was propelled by the growth in industrial activity and robust services sector. The overall economic growth will therefore impact the results of its operations. The growth prospects of the business of the Company and its ability to implement the strategies will be influenced by macroeconomic growth.

- **Factors affecting industrial activity**

Any change in the factors such as industrial policies, improper relationships with our customers, etc. which may affect our results of operation. The supply of financial services is determined by the cost curves associated with those services which are in turn determined by the cost of the factors of production and the underlying production function. Three aspects of these cost curves have an important effect on the supply of financial services and the structure of the industry — economies of scale, economies of joint production and distribution, and the management of risk. The nature of the cost and production functions underlying the supply of financial services and the structure of the industry is affected by several exogenous factors. Foremost among them are the economy, technology, regulation, and the role of the Federal government in financial service markets.

- **Changes in laws and regulations that apply to the industry**

Our business is subject to numerous laws, regulations and policies. Changes in the laws, regulations and policies, including the interpretation or enforcement thereof, which affect, or will affect, our business. In case of a failure to comply with these laws and regulations or to obtain or renew the necessary permits and approvals our business may be affected.

- **Changes in fiscal, economic or political conditions in India**

External factors such as potential terrorist attacks, acts of war or geopolitical and social turmoil in many parts of the world could constrain our ability to do business, increase the costs and negatively affect our financial performance.

### **(C) OUTLOOK**

The report contains forward-looking statements, identified by words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' and so on. The company is committed to put continuous efforts for providing superior quality products with research and innovation using best practices, adopting sales and marketing strategies, investment in people development and expansion of manufacturing capacity. The company is confident of continuous good performance of growth by using better technologies and consistent efforts. Fundamental growth drivers of the Indian economy continue to exist. Since these are based on certain assumptions and expectations of future events, the Company cannot guarantee that these are accurate or will be realized. The overall scenario for economy is showing recovery trends and we believe it will help our industry to grow at a faster rate, and we at Tarangini Investments Limited remains optimistic about our future.

### **(D) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has engaged the services of an independent Auditor to carry out the internal audit and ensure that recording and reporting are adequate and proper, the internal controls exist in the system and that sufficient measures are taken to update the internal control system. The system also ensures that all transaction are appropriately authorised, recorded and reported. All these measures are continuously reviewed by the management and as and when necessary improvements are affected.

### **(E) CORPORATE SOCIAL RESPONSIBILITY.**

The management of your company is of the opinion that the company's contribution to the society should be of its own volition and not out of compulsion.

### **(F) MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED.**

During the Financial Year 2016-17 the company has taken many steps to retain their man power and for the welfare of the employee as employee are the back bone of any company and no company can survive without the satisfaction of their employees.

### **CAUTIONARY STATEMENT**

The statements in the "Management Discussion and Analysis Report" section describes the Company's objectives, projections, estimates, expectations and predictions, which may be "forward looking statements" within the meaning of the applicable laws and regulations. The annual results can differ materially from those expressed or implied, depending upon the economic and climatic conditions, Government policies and other incidental factors.

**BY ORDER OF THE BOARD  
FOR TARANGINI INVESTMENTS LIMITED**

**Date: 29.05.2017  
Place: Delhi**

**Sd/-  
Rachna Khetan  
Whole Time Director  
DIN: 06982598  
Add: H. No. 15, 1<sup>st</sup> Floor,  
Sector-14, Gurgaon, Haryana-  
122001**

**Sd/-  
Pankaj Khetan  
Director  
DIN: 01567415  
Add: H. No. 15, Sector-14,  
Gurgaon, Haryana-  
122001**

## COMPLIANCE OF CODE OF CONDUCT

This is to certify that the Company has laid down a Code of Conduct ("the Code") as provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for all Board Members and Senior Management of the Company and copy of the Codes have been placed on Company's website [www.taranginiinvestmentsltd.com](http://www.taranginiinvestmentsltd.com)

It is further certified that all Directors and Senior Management Personnel of the Company have affirmed compliance with the code of conduct of the Company for the year ended March 31, 2017.

**BY ORDER OF THE BOARD  
FOR TARANGINI INVESTMENTS LIMITED**

**Date: 29.05.2017  
Place: Delhi**

**Sd/-  
Rachna Khetan  
Whole Time Director  
DIN: 06982598  
Add: H. No. 15, 1<sup>st</sup> Floor,  
Sector-14, Gurgaon, Haryana-  
122001**

**Sd/-  
Pankaj Khetan  
Director  
DIN: 01567415  
Add: H. No. 15, Sector-14,  
Gurgaon, Haryana-  
122001**

## CERTIFICATION ON FINANCIAL STATEMENTS OF THE COMPANY

We, Rachna Khetan, Whole Time Director and Neha Bansal, Chief Financial Officer of Tarangini Investments Limited ('the Company'), certify that:

- (a)** We have reviewed the financial statements and the cash flow statement of the company for the year ended March 31, 2017 and that to the best of our knowledge and belief:
  - i)** These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
  - ii)** These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b)** To the best of our knowledge and belief, no transactions entered into by the company during the year ended March 31, 2017 are fraudulent, illegal or violative to the company's Code of Conduct.
- (c)** We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and have disclosed to the Auditors and Audit Committee deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken to rectify these deficiencies.
- (d)** During the year:
  - i)** there has not been any significant change in internal control over financial reporting;
  - ii)** there have been no instances of significant fraud of which we are aware that involve management or other employees having significant role in the Company's internal control system over financial reporting.

Place: New Delhi  
Date: 29 May, 2017

**Sd/-**  
**Rachna Khetan**  
Whole Time Director  
(DIN 06982598)  
**Sd/-**  
**Neha Bansal**  
Chief Financial Officer

## **INDEPENDENT AUDITOR'S REPORT**

**TO THE MEMBERS OF  
Tarangini Investments Limited**

### **Report on the Financial Statements**

1. We have audited the accompanying financial statements of Tarangini Investments Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

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

2. 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 and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes 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**

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. 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 provision of the Act and the Rules made there under.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Ac. 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.

6. 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.
7. 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**

8. 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 March 31, 2017, and its profit and its cash flows for the year ended on that date.

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

9. 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 paragraphs 3 and 4 of the Order.

### **10. 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 March 31, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, 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 knowledge and belief and according to the information and explanations given to us:
- i. The Company does not have any pending litigations as at March 31, 2017, which would impact 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 as at March 31,2017.
  - iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2017.
  - iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation regarding the holding and nature of cash transactions, including Specified Bank Notes, we report that these disclosures are in accordance with the books of account maintained by the Company and as produced to us by the management- Refer Note 22 to financial statements.

Place : New Delhi  
Date: 29.05.2017

**For Arun K. Gupta & Associates**  
Firm Registration No. 000605N  
Chartered Accountants  
Sd/-  
**(SACHIN KUMAR)**  
Partner  
M.No. 503204



## **Annexure-A to Independent Auditors' Report**

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Tarangini Investments Limited on the financial statements as of and for the year ended March 31, 2017

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
  - (b) All fixed assets have been physically verified by the management during the year in a phased manner and no material discrepancies have been noticed on such verification. In our opinion, the frequency of physical verification of fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no immovable properties are held by the company. Thus paragraph 3(i)(c) of the order is not applicable to the Company.
- (ii) According to information and explanation given to us, the company has not any stocks, therefore, paragraph 3(ii) of the Order is not applicable to the Company.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provisions of clause 3(iii),(iii)(a),(iii)(b),(iii)(c) of the said order are not applicable to the Company.
- (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 Companies Act 2013, with respect to the loans and investments made.
- (v) The Company has not accepted any deposits from the public within the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
- (vi) The Central Government has not been prescribed the maintenance of cost records under sub section 1 of section 148 of the Companies Act, 2013, in respect of the activities carried on by the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance, duty of customs and excise.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of

customs, service tax, cess and other material statutory dues were in arrears as at 31<sup>st</sup> March 2017 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no material dues of income tax or sales tax or duty of customs or duty of excise or value added tax which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (xi) 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, paragraph 3 (ix) of the Order is not applicable.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (xi) The Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) In our opinion & according to the information & explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the records of the Company examined by us and the information and explanation given to us, the company has complied with section 177 and 188 of the Companies Act 2013 in relation to transaction with related parties and the details have been disclosed in the Financial Statements.
- (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, paragraph 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.

For **Arun K. Gupta & Associates**  
Firm Registration No. 000605N  
Chartered Accountants  
Sd/-  
**(SACHIN KUMAR)**  
Partner  
M.No. 503204

Place : New Delhi  
Date: 29.05.2017

## **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 Tarangini Investments Limited ("the Company") as of 31 March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

The Company's management is responsible for establishing and maintaining internal financial controls 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 31 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.

Place : New Delhi  
Date: 29.05.2017

**For Arun K. Gupta & Associates**  
Firm Registration No. 000605N  
Chartered Accountants  
Sd/-  
**(SACHIN KUMAR)**  
Partner  
M.No. 503204

**TARANGINI INVESTMENTS LIMITED**

Balance Sheet as at 31st March 2017

(Amount in Rs )

	Notes	March 31, 2017	March 31,2016
<b>Equity and Liabilities</b>			
<b>Shareholders' Funds</b>			
Share Capital	3	31,060,000	31,060,000
Reserves and Surplus	4	(1,216,108)	(1,630,692)
		<b>29,843,892</b>	<b>29,429,308</b>
<b>Non-Current Liabilities</b>			
Deferred Taxes (Net)	5	5,634	4,399
		<b>5,634</b>	<b>4,399</b>
<b>Current Liabilities</b>			
Short Term Borrowing	6	1,910,000	-
<b>Trade Payables</b>	7		
Total outstanding Dues of micro enterprises and small enterprises and		-	-
Total outstanding dues of creditors other than micro enterprises and		56,454	47,823
small enterprise			
Other Current Liabilities	8	882,582	200,320
		<b>2,849,036</b>	<b>248,143</b>
		<b>32,698,562</b>	<b>29,681,851</b>
<b>Assets</b>			
<b>Non- Current Assets</b>			
Fixed Assets			
Tangible Assets	9	50,820	74,895
		<b>50,820</b>	<b>74,895</b>
<b>Current Assets</b>			
Trade Receivables	10	3,412,500	-
Short Term Loan and Advances	11	10,215,739	10,213,657
Cash and Cash Equivalents	12	19,019,503	19,393,299
		<b>32,647,742</b>	<b>29,606,956</b>
		<b>32,698,562</b>	<b>29,681,851</b>
Significant Accounting Policies & Notes on Financial Statements	1 to 23		

The accompanying notes are an integral part of the financial statements

As per our report of even date

**For ARUN K. GUPTA & ASSOCIATES**

Chartered Accountants

Firm Registration No. 000605N

Sd/-

**Sachin Kumar**

Partner

M.N. 503204

Place: Delhi

Date : 29-05-2017

**For and on behalf of the Board of Directors**

Sd/-

**Rachna Khetan**

Director (DIN 06982598)

Sd/-

**Neha Bansal**

Chief Financial Officer

Sd/-

**Pankaj Khetan**

Director (DIN 01567415)

Sd/-

**Neha**

Company Secretary &amp; Compliance Officer

**TARANGINI INVESTMENTS LIMITED**
**Statement of Profit and Loss for the year ended 31st March 2017**
**(Amount in Rs )**

	Notes	Year ended	
		March 31, 2017	March 31,2016
<b>I. Revenue from Operations (gross)</b>	13	4,600,000	6,255,230
Less: Service Tax		6,00,000	785,622
Revenue from operations (net)		<b>4,00,0000</b>	<b>5,469,608</b>
Other Income	14	11,578	6,417
<b>II. Total Revenue</b>		<b>4,011,578</b>	<b>5,476,025</b>
<b>Expenses</b>			
Cost of services consumed	15	-	2,010,000
Employee Benefit Expenses	16	3,004,438	1,899,829
Other expenses	17	382,986	448,242
Depreciation and Amortization expenses	9	24,075	5330
<b>III. Total expenses</b>		<b>3,411,499</b>	<b>4,363,401</b>
<b>IV. Profit before exceptional and extraordinary items and tax (II-III)</b>		<b>600,079</b>	<b>1,112,624</b>
<b>V. Extraordinary Items</b>		-	-
<b>VI. Profit/(Loss) Before Tax</b>		<b>600,079</b>	<b>1,112,624</b>
Tax expense:			
Current tax			
Current tax expenses relating prior years		184,261	340,046
Deferred tax Assets/(Liability)		-	2,160
		1,234	4,399
<b>Profit For The Year</b>		<b>414,583</b>	<b>766,019</b>
<b>Earnings/(Loss) Per Equity Share (After Exceptional Items)</b>			
Basic		0.00	0.02
Diluted		0.00	0.02
Number of shares used in computing earnings/(Loss) per share			
Basic		31,060,000	31,060,000
Diluted		31,060,000	31,060,000
Significant Accounting Policies & Notes on Financial Statements	1-23		
The accompanying notes are an integral part of the financial statements			
As per our report of even date			

**For ARUN K. GUPTA & ASSOCIATES**

Chartered Accountants

Firm Registration No. 000605N

Sd/-

**Sachin Kumar**

Partner

M.N. 503204

Place: Delhi

Date : 29-05-2017

**For and on behalf of the Board of Directors**

Sd/

**Rachna Khetan**

Director(DIN 06982598)

Sd/-

**Neha Bansal**

Chief Financial Officer

Sd/-

**Pankaj Khetan**

Director(DIN 01567415)

Sd/-

**Neha**Company Secretary &  
Compliance Officer

**Notes to financial statements for the year ended 31st , March'2017**

**Note 3 - Share Capital**

**(Amount in Rs )**

Particulars	March 31,2017	March 31,2016
<b>Authorized Shares</b>		
4000000 Equity shares of Rs 1/-each (P.Y. 4000000 Equity shares of Rs 10/-each)	40,000,000	40,000,000
<b>Issued, Subscribed and Paid-Up Shares</b>		
31060000 Equity shares of Rs 1/-Each fully paid up (P.Y. 3106000 Equity shares of Rs 10/-Each fully paid up)	31,060,000	31,060,000
	<b>31,060,000</b>	<b>31,060,000</b>

**Out of the Equity share Capital :**

The Company has equity shares having a par value of Rs. 1 per share. Each equity shareholder is entitled for one vote per share and also entitle for dividend per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. This distribution will be in proportion to the number of equity shares held by the shareholder.

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

**Reconciliation of the number of Equity shares outstanding**

Particulars	March 31, 2017	March 31,2016
Number of shares at the beginning	31,060,000	31,060,000
Add: Shares issued during the year	-	-
<b>Number of shares at the end</b>	<b>31,060,000</b>	<b>31,060,000</b>

**Shareholders holding more than 5% Share in the company**

Name of Shareholder		March 31, 2017	Percentage	March 31, 2016	Percentage
<b>Equity shares of Rs. 1 each fully paid</b>					
Pankaj Khetan	Shareholder	7,610,000	24.50	7,610,000	24.50
Rachna Khetan	Shareholder	4,160,000	13.39	4,160,000	13.39
Sapna Jain	Shareholder	1,560,000	5.02	1,560,000	5.02



**Note 4 - Reserves And Surplus****(Amount in Rs )**

<b>Particulars</b>	<b>March 31,2017</b>	<b>March 31,2016</b>
Surplus/(Deficit)in the Statement of Profit & Loss- Opening Balance	(1,630,692)	(2,396,710)
Add: Net profit/(loss) after tax transferred from Statement of Profit and Loss	414,583	766,019
<b>Total</b>	<b>(1,216,108)</b>	<b>(1,630,692)</b>

**Note 5: Deferred Taxes****(Amount in Rs )**

<b>Particulars</b>	<b>March 31, 2017</b>	<b>March 31, 2016</b>
Deferred tax liabilities		
Impact of difference between tax and book written down Value of Assets.	5,634	4,399
<b>Gross Deferred Tax Liability</b>	<b>5,634</b>	<b>4,399</b>
Deferred Tax Assets on account of Unabsorbed depreciation and carry forward losses	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
Net deferred Tax Liabilities/(Assets)	5,634	4,399
<b>Net deferred Tax Liabilities/(Assets)</b>	<b>5,634</b>	<b>4,399</b>
<b>Net deferred Tax Liabilities/(Assets) for the year</b>	<b>1,234</b>	<b>4,399</b>

**Note 6- Short Term Borrowing****(Amount in Rs )**

<b>Particulars</b>	<b>March 31, 2017</b>	<b>March 31,2016</b>
Unsecured Loan from Body Corporate	1,660,000	-
Unsecured Loan from Director ( Pankaj Khetan)	2,50,000	-
<b>Total</b>	<b>1,910,000</b>	<b>-</b>

Note: Unsecured loan taken from director is interest free and repayable on demand

**Note 7- Trade Payables****(Amount in Rs )**

Particulars	March 31, 2017	March 31,2016
Trade Payables		
Total outstanding dues of Micro & Small Enterprises	-	-
Total outstanding dues of other than Micro & Small Enterprises	56,454	47823
<b>Total</b>	<b>56,454</b>	<b>47,823</b>

**Note 8- Other Current Liabilities****(Amount in Rs )**

Particulars	March 31,2017	March 31,2016
Other payables	123,800	145,500
Book Overdraft	267,000	-
Dues to statutory authorities	491,782	54,820
<b>Total</b>	<b>882,582</b>	<b>200,320</b>

**Note 9 - Depreciation****(Amount in Rs)**

Description	Gross Block				Depreciation				Net Block	
	Cost as on 01/04/2 016	Addition during the year	Adjustme nt during the year (Sale)	Value as on 31/03/2 017	Upto 31/03/2 016	For the Period 31/03/2 017	Adjustmen t for the year	Total upto 31/03/2 017	As at 31/03/2 017	As at 31/03/201 6
Fixed Assets										
Computer	60,226		-	60,226	4,333	20,075	-	24,408	35,818	55,893
Office Equipment	19,999		-	19,999	997	4,000	-	4,997	15,002	19002
<b>Total</b>	<b>80,225</b>		-	<b>80,225</b>	<b>5,330</b>	<b>24,075</b>	-	<b>29,405</b>	<b>50,820</b>	<b>74,895</b>
<b>Previous Year</b>	-	<b>80,225</b>	-	<b>80,225</b>	-	<b>5,330</b>	-	<b>5,330</b>	<b>74,895</b>	-

**Note 10 - Trade Receivables****(Amount in Rs.)**

Particulars	March 31, 2017	March 31,2016
<b>Receivables outstanding for a period exceeding six months from the date they are due from payment</b>	-	
Unsecured	-	
Considered Good		-
Considered Doubtful		-
Provision for doubtful receivables		-
<b>Total(A)</b>	-	-

<b>Other Receivables</b>		
Unsecured		
Considered Good	3,412,500	-
Considered Doubtful	-	-
	<b>3,412,500</b>	-
Provisions for doubtful receivables	-	-
	<b>3,412,500</b>	-
<b>Total (A+B)</b>	<b>3,412,500</b>	-

**Note 11- Loan & Advances**

**(Amount in Rs )**

Particulars	March 31, 2017	March 31, 2016
<b>Advances Recoverable in Cash or in Kind or for value to be received</b>		
<b>Unsecured, Considered Good</b>		
<b>Long Term</b>		
Prepaid Expenses	-	-
	<b>Total</b>	<b>Total</b>
	-	-
<b>Short Term</b>		
Advance Income Tax (Net of Provision)	215,739	206,915
Advance for capital goods	10,000,000	10,000,000
Prepaid Expenses	-	6,742
	<b>Total</b>	<b>Total</b>
	<b>10,215,739</b>	<b>10,213,657</b>

**Note 12- Cash And Cash Equivalent**

**(Amount in Rs )**

Particulars	March 31, 2017	March 31, 2016
Cash on Hand	327	327,977
Balances with bank in current accounts	5,861	52,007
Cheque in Hand	19,013,315	19,013,315
	<b>Total</b>	<b>Total</b>
	<b>19,019,503</b>	<b>19,393,299</b>

**INCOME**

**Note 13- Revenue from operations**

**(Amount in Rs )**

Particulars	March 31, 2017	March 31, 2016
Consulting Income (Gross)	4,600,000	-
Less: Service Tax	600,000	-
	4,000,000	-
Contractual Income (Gross)	-	6,255,230
Less: Service Tax	-	785,622
		5,469,608
<b>Revenue from operations (net)</b>	<b>4,000,000</b>	<b>5,469,608</b>

**Note 14- Other Income****(Amount in Rs)**

<b>Particulars</b>	<b>March 31, 2017</b>	<b>March 31, 2016</b>
Interest from Bank	2,263	6,417
Interest on Income tax Refund	9,315	-
<b>Total</b>	<b>11,578</b>	<b>6,417</b>

**EXPENSES****Note 15-Cost of services consumed****(Amount in Rs)**

<b>Particulars</b>	<b>March 31, 2017</b>	<b>March 31, 2016</b>
Commission Paid	-	2,010,000
<b>Total</b>	<b>-</b>	<b>2,010,000</b>

**Note 16- Employee Benefit Expenses****(Amount in Rs)**

<b>Particulars</b>	<b>March 31, 2017</b>	<b>March 31, 2016</b>
Salaries, wages and bonus	3,003,740	1,898,350
Staff Welfare Expenses	698	1,479
<b>Total</b>	<b>3,004,438</b>	<b>1,899,829</b>

**Note 17-Other Expenses****(Amount in Rs)**

<b>Particulars</b>	<b>March 31, 2017</b>	<b>March 31, 2016</b>
Advertisement Expenses	21,774	22,680
Audit Fees	10,000	5,000
Bank Charges	1,857	4,453
Electricity Charges	60,740	72,420
Conveyance Charges	4,580	20,654
Office expenses	3,525	9,440
Other Expenses	4,884	5,102
Postage & Courier Charges	11,517	13,757
Legal & Professional Charges	87,513	29,943
Printing & Stationery expenses	5,233	28,685
Rate & Taxes	55,205	149,384
Rent	90,000	75,000
Repair & maintenance Charges	11,510	11,724
Short & Excess	280	-
Telephone Expenses	14,368	-
<b>Total</b>	<b>382,986</b>	<b>448,242</b>

## **Significant Accounting Policies & Notes to Accounts**

### **1. Nature of Operations**

TARANGINI INVESTMENTS LIMITED is engaged in the business of consultancy.

### **2. Statement of Significant Accounting Policies**

#### **a) Basis of Accounting**

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006,(as amended) and the relevant provisions of the Companies Act,2013. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

#### **b) Use of Estimates**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

#### **c) Income Tax**

Provision is made for current tax liability which is likely to arise on the results for the year at the current rate of tax in accordance with the provisions of Income Tax Act, 1961.

#### **d) Depreciation**

- i. Depreciation has been provided on straight-line method on pro-rata basis at the rates & manner prescribed in Schedule II of the Companies Act, 2013.
- ii. Depreciation on the amount of additions made to fixed assets due to upgradation / improvements is provided over the remaining useful life of the asset to which it relates.
- iii. Depreciation on fixed assets added / disposed off during the year is provided on pro-rata basis.

#### **e) Deferred Tax**

Deferred taxes are measured based on the tax rates and the tax law enacted or substantively enacted at the balance sheet date. Deferred assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. If the Company has carry forward of unabsorbed depreciation and tax losses, deferred tax assets are recognized only if there is virtual certainty

that such deferred tax assets can be realized against future taxable profits. Unrecognized deferred tax assets of earlier year are reassessed and recognized to the extent that it has become reasonable certain that future taxable income will be available against which such deferred tax assets be realised.

**f) Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

**g) Provisions**

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

**h) Cash and Cash Equivalents**

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

**i) Contingent liabilities**

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

**j) Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

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

**Note-18 Capital Commitments**

Capital contracts remaining to be executed ( net of advances ) and not provided for Rs. 2,00,00,000/- (previous year 2,00,00,000/-)

**Note-19 Related Party Disclosure**

**A) List of Related parties with whom transactions have taken place during the year is as under:**

<b>Nature of Relationship</b>	<b>Name of the Person</b>
<b>i) Key Management personnel</b>	a) Mr. Pankaj Khetan (Director) b) Mrs. Rachna Khetan (Director) c) Mr. Jalaj Srivastava (Non Executive-Independent Director) d) Mr. Baldev Singh Dhillon (Non- Executive Independent Director)
<b>ii) Enterprises owned or significantly influenced by key management personnel or their relatives</b>	a) Construction Solution b) Moneyplant Capital Services Private Limited c) 3Dimension Capital Services Limited

**B) Related Party Transactions**

<b>Nature of Transactions</b>	<b>Key Management Personnel</b>	<b>Enterprises owned or significantly influenced by key management personnel or their relatives</b>	<b>Total</b>
<b>Transactions during the Year</b>			
<b>Director's Remuneration</b> Rachna Khetan	12,00,000 (12,00,000)		12,00,000 (12,00,000)
<b>Loan Received-</b>			
Pankaj Khetan	2,50,000 (Nil)		2,50,000 (Nil)
3Dimension Capital Services Limited		13,60,000 (Nil)	13,60,000 (Nil)
Money Plant Capital Services Pvt. Ltd.		3,00,000 (Nil)	3,00,000 (Nil)
<b>Advance Received</b> Construction Solution		Nil (950,000)	Nil (950,000)
<b>Loan Repaid</b>			
Construction Solution		Nil (950,000)	Nil (950,000)
Pankaj Khetan		Nil (625735)	Nil (625735)

**C) Balances outstanding at the year end**

<b>Nature of Transactions</b>	<b>Key Management Personnel</b>	<b>Enterprises owned or significantly influenced by key management personnel or their relatives</b>	<b>Total</b>
<b>Loan Payable</b> Pankaj Khetan	2,50,000 (Nil)		2,50,000 (Nil)
3DimesionCapital Services Limited		13,60,000 (Nil)	13,60,000 (Nil)
Moneyplant Capital Services Private Limited		3,00,000 (Nil)	3,00,000 (Nil)
<b>Director's Remuneration Payable</b> Rachna Khetan	92,500 (92,750)		92,500 (92,750)

i) Previous Year figures are given in brackets

ii) No amount has been written off or provided for in respect of transactions with the related.

**Note 20 Auditor's Remuneration**

<b>S. No</b>	<b>Particulars</b>	<b>Current Year</b>	<b>Previous Year</b>
		<b>Rs.</b>	<b>Rs.</b>
a.	For Statutory audit	5,000	5,000
<b>Total</b>		<b>5,000</b>	<b>5,000</b>

**Note 21 Earning Per Share**

<b>Particulars</b>	<b>Current Year</b>	<b>Previous Year</b>
	<b>Rs.</b>	<b>Rs.</b>
Net Profit/(Loss) for Calculation of Basic/Diluted EPS	414,583	766,019
Weighted Average Number of Equity Shares for Calculating Basic & Diluted EPS	31,060,000	31,060,000
Basic (in Rs.)	0.001	0.025
Diluted EPS (in Rs.)	0.001	0.025



**Note 22 Details of Specified Bank Notes (SBN) held and transacted during the period 08/11/2016 to 30/12/2016 as provided in the Table below:**

<b>Particulars</b>	<b>SBNs</b>	<b>Other Denominations Notes</b>	<b>Total</b>
Closing cash in hand as on 08.11.2016	-	18,227	18,227
Add: Permitted receipts	-	-	-
Less: Permitted payments	-	14,859	14,859
Less: Amount deposited in Banks	-	-	-
Closing cash in hand as on 30.12.2016	-	<b>3,368</b>	<b>3,368</b>

**Note 23 Previous Year Figures**

Previous year figures have been regrouped and/or rearranged wherever considered necessary.

**Tarangini Investments Limited**

**Cash flow statement for the period ended as on 31<sup>st</sup> March 2017**

	<b>For the period ended</b>	<b>For the year ended</b>
	<b>March 31, 2017</b>	<b>March 31, 2016</b>
<b>Cash flow from operating activities</b>		
Net Profit / (Loss) before extraordinary items and tax	600,079	1,112,624
Adjustment for:		
Depreciation	24,075	5,330
Other Assets Written off	280	-
<b>Operating profit before working capital changes</b>	<b>624,434</b>	<b>1,117,954</b>
<b>Movements in working capital :</b>		
Decrease/ (increase) in Trade Receivables	(3,412,500)	-
Decrease/ (increase) in Long term loans and advances		6,742
Decrease/ (increase) in Short Term Loans & Advances	6,742	18793085
Decrease/ (increase) in other current assets	-	131671
Increase / (decrease) in other Current Liability & Provisions	682,262	168770
Increase / (decrease) in trade & other payable / provisions	8,351	22323
Cash generated from operations	(2090711)	20240545
Net income tax paid	(193085)	(504244)
<b>Net cash flow from operating activities (a)</b>	<b>(2283796)</b>	<b>19,736,301</b>
<b>Cash flows from investing activities</b>		
Purchase of Fixed Assets	-	(80,225)
<b>Net cash flow from/(used in) investing activities (b)</b>	<b>-</b>	<b>(80,225)</b>
<b>Cash flows from financing activities</b>		
Proceeds from short-term borrowings	19,10,000	950,000
Repayment of short term borrowing	-	(1,575,735)
<b>Net cash flow from/(used in) in financing activities (c)</b>	<b>19,10,000</b>	<b>(625,735)</b>
<b>Net increase/(decrease) in cash and cash equivalents (a + b + c)</b>	<b>(373,796)</b>	<b>19,030,341</b>
Cash and cash equivalents at the beginning of the year	19393299	362,958
<b>Cash and cash equivalents at the end of the year</b>	<b>19019503</b>	<b>19393299</b>
<b>Reconciliation of Cash and cash equivalents with the Balance Sheet:</b>		
Cash and bank balances as per Balance Sheet (Refer Note 12)	19019503	19393299
<b>Net Cash and cash equivalents (as defined in AS 3 Cash Flow Statements) included in Note 12</b>	<b>19019503</b>	<b>19393299</b>

<b>Cash and cash equivalents at the end of the year</b>		
<b>Comprises:</b>		
Cash on hand	327	327,977
<b>Balance with scheduled Banks</b>		
In current accounts	5861	52007
Cheque in hand	19013315	19013315
	<b>19019503</b>	<b>19393299</b>

As per our report of even date

**For ARUN K. GUPTA & ASSOCIATES**

Chartered Accountants

Firm Registration No. 000605N

Sd/-

**Sachin Kumar**

Partner

M.N. 503204

Place: Delhi

Date : 29-05-2017

**For and on behalf of the Board of Directors**

Sd/

**Rachna Khetan**

Director (DIN 06982598 )

Sd/-

**Neha Bansal**

Chief Financial Officer

Sd/-

**Pankaj Khetan**

Director (DIN 01567415)

Sd/-

**Neha**

Company Secretary &  
Compliance Officer