



**TARANGINI  
INVESTMENTS LIMITED**

**ANNUAL REPORT  
2018-2019**

## **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. Megha Sharma	- Chief Financial Officer
Ms. Neha	- Company Secretary & Compliance Officer

## **AUDITORS**

M/s GGS & Company  
Chartered Accountant  
313, Hari Nagar, Ashram, New Delhi-110014

## **BANKERS**

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

## **REGISTERED OFFICE**

K-37/A, Basement, Kailash Colony, Near Kailash Colony Metro Station, New Delhi-110048  
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



CIN: L67190DL1982PLC013486  
GSTN:07AAACT0115A1Z9

# Tarangini Investments Limited

K-37/A, Basement, Kailash Colony, Near Kailash Colony Metro Station, New Delhi-110048

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

Tel:011-42657135

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## NOTICE OF THE ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 37<sup>th</sup> Annual General Meeting of the members of Tarangini Investments Limited (the Company) will be held at the Registered Office of the Company situated at K-37/A, Basement, Kailash Colony, Near Kailash Colony Metro Station, New Delhi-110048 on Thursday, 19<sup>th</sup> September, 2019 at 12.30 P.M. to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019 which includes Balance Sheet, the Statement of Profit and Loss, Cash Flow Statement as at that date, the Auditors Report and Board's Report thereon.
2. To appoint a Director in place of Mr. Pankaj Khetan (DIN 01567415), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

By Order of the Board  
For **Tarangini Investments Limited**

Date: 09.08.2019

Place: New Delhi

Sd/-

**(Rachna Khetan)**

Whole Time Director

DIN: 06982598

Residential Address: H. No. 15, 1<sup>st</sup> Floor,  
Sector-14, Gurgaon, Haryana- 122001

## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS BEFORE THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS/ AUTHORITY, AS APPLICABLE. A PROXY FORM (MGT-11) FOR THE AGM IS ENCLOSED.**
2. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as proxy on behalf of members not exceeding (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. 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 shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item No. 3 of the Notice is annexed hereto.
5. The business set out in the Notice will be transacted through electronic voting system and the company is providing facility for voting by electronics means. Instructions and other information relating to e-voting are given in this Notice under Note No. 17
6. Copies of all documents referred to in the notice are available for inspection at the registered office of the Company during normal business hours on all working days upto and including the date of the annual general meeting of the Company.
7. Members seeking any information with regard to accounts are requested to write to the Compliance Officer at least 10 days in advance of the Annual General Meeting, to enable the Company to keep the information ready.
8. Members are requested to:
  - a. Bring their copy of the Annual Report for the meeting.
  - b. Note that all correspondence relating to share transfers should be addressed to Registrar and Transfer Agent of the Company, viz. M/s Skyline Financial Services Private Limited, D-123 A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020.
  - c. Quote their DP ID No./ Client ID No. or folio number in all their correspondence.

9. The Annual Report for 2018-19 along with the Notice of Annual General Meeting, attendance slip and proxy form is being sent by electronic mode to all the shareholders who have registered their email ids with the depository participants/ registrar and share transfer agent unless where any member has requested for the physical copy. Members who have not registered their email ids, physical copies of the annual report 2018-19 along with the notice of Annual General Meeting, attendance slip and proxy form are being sent by permitted mode. Members may further note that the said documents will also be available on the Company's website [www.taranginiinvestmentsltd.com](http://www.taranginiinvestmentsltd.com) for download. Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. For any communication, the shareholders may also send request to the Company's email id viz. [tarangini0123@gmail.com](mailto:tarangini0123@gmail.com)
10. Pursuant to Section 101 of the Companies Act, 2013 and rules made there under, the companies are allowed to send communication to shareholders electronically. We thus, request you to kindly register/ update your email ids with your respective depository participant and Company's Registrar and Share Transfer Agent (in case of physical shares) and make this initiative a success.
11. SEBI has made the submission of PAN necessary by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Skyline Financial Services Private Limited (RTA).
12. Members holding shares in physical form are requested to consider converting their holdings in dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company or Skyline Financial Services Private Limited (RTA), for assistance in this regard.
13. Members who hold shares in physical form in multiple folios in identical names or joint holding in same order of names are requested to send share certificate to Skyline Financial Services Private Limited (RTA), for consolidation in to a single folio.
14. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Clause 1.2.5 of Secretarial Standard II of the person seeking re-appointment as Director under Item No. 2 of the Notice, is annexed hereto.
15. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under section 170 of the Companies Act. 2013 will be available for inspection at the Annual General Meeting.
16. The route map along with prominent land mark for easy location of the 37<sup>th</sup> Annual General Meeting venue is printed on the last page of the Annual Report.
17. **PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING IS AS UNDER:**

Instructions of E-Voting are as below:

- I. In Compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. **The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.**
- IV. The remote e-voting period commences on 16<sup>th</sup> September, 2019 (9:00 am) and ends on 18<sup>th</sup> September, 2019 (5:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13<sup>th</sup> September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The Process and manner for remote e-voting are as under:

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

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

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

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

**Details on Step 1 is mentioned below:**

**How to Log-into NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

**Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical**

**Your User ID is:**

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a) For Members who hold shares in demat account with NSDL.

8 Character DP ID followed by 8 Digit Client ID

For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*.

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b) For Members who hold shares in demat account with CDSL.

16 Digit Beneficiary ID

For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*

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c) For Members holding shares in Physical Form.

EVEN Number followed by Folio Number registered with the company

For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*

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5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i.) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your

email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

(ii.) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

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

- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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**Details on Step 2 is given below:**

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
  6. Upon confirmation, the message “Vote cast successfully” will be displayed.
  7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
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### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cspreeti.psa@gmail.com](mailto:cspreeti.psa@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- VI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VIII. M/s. Preeti Singhal & Associates, Practicing Company Secretary, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- X. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.taranginiinvestmentsltd.com](http://www.taranginiinvestmentsltd.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Metropolitan Stock Exchange of India Limited, Mumbai and to the Calcutta Stock Exchange Limited.

Date: 09.08.2019  
Place: New Delhi

By Order of the Board  
For **Tarangini Investments Limited**  
Sd/-  
**(Rachna Khetan)**  
Whole Time Director  
DIN: 06982598  
Residential Address: H. No. 15, 1<sup>st</sup> Floor,  
Sector-14, Gurgaon, Haryana- 122001

**Details of Directors seeking re-appointment at the 37<sup>th</sup> Annual General Meeting of the Company: [Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Clause 1.2.5 of Secretarial Standards].**

<b>Name of the Director</b>	Mr. Pankaj Khetan
<b>Designation</b>	Director
<b>Date of Birth</b>	07.05.1974
<b>Date of Appointment</b>	15.02.2007
<b>Qualification</b>	BSc, FCS, IP
<b>Experience</b>	21 years
<b>Profile</b>	Mr. Pankaj Khetan (Director), B.Sc, FCS, IP, aged about 45years is having an experience of more than 21 years in the field of all type of Financial; and Taxation Consultancy. He is having a rich experience of project financing and debt restructuring. Mr. Pankaj Khetan has also qualified as Insolvency Professional and has the license to work as insolvency professional under Insolvency & Bankruptcy Code, 2016.
<b>Directorship held in other Companies</b>	1. 3Dimension Capital Services Limited 2. 3Dimension Asset Reconstruction Private Limited 3. Moneyplant Capital Services Private Limited
<b>Directorship held in Listed Entities (Other than Tarangini Investments Limited)</b>	NIL
<b>Membership of Committees of the Board (Only Listed Entities) in which chairmanship held (includes only Audit Committee and Stakeholder Relationship Committee)</b>	NIL
<b>Numbers of shares held in the Company</b>	7610000
<b>No. of Board Meeting Attended during the year</b>	5
<b>Past Remuneration</b>	NIL
<b>Relationship with other Directors</b>	He is husband of Mrs. Rachna Khetan, Whole Time Director of the Company.

By Order of the Board  
For **Tarangini Investments Limited**  
Sd/-  
**(Rachna Khetan)**

Date: 09.08.2019  
Place: New Delhi

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

## 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, 2019.

### FINANCIAL RESULTS

During the year under review, the financial results for the year ended 31<sup>st</sup> March, 2019 are as under: -

	<b>(Rs. In Lacs)</b>	
<b>Particulars</b>	<b>2018-2019</b>	<b>2017-2018</b>
Revenue from operations	29.00	52.39
Other Income	12.21	1.14
<b>Total Revenue</b>	<b>41.21</b>	<b>53.53</b>
<b>Total Expenses</b>	<b>39.06</b>	<b>51.21</b>
<b>Profit/Loss before Tax &amp; Exceptional Items</b>	<b>2.15</b>	<b>2.31</b>
Current tax inclusive of earlier year tax	0.60	0.54
Deferred Tax Asset/Liability	(0.03)	(0.03)
<b>Profit after Tax</b>	<b>1.58</b>	<b>1.81</b>
Other Comprehensive Income	-	-
<b>A (i) Items that will not be reclassified to profit or loss</b>	<b>-</b>	<b>-</b>
Remeasurements of net defined benefit plans	-	-
Income tax relating to above items	-	-
<b>Total Comprehensive Income for the period</b>	<b>1.58</b>	<b>1.81</b>
Earning Per Share	0.01	0.01

### KEY HIGHLIGHTS/REVIEW OF OPERATIONS

The Total Revenue for the year has decreased to Rs. 41.21 Lacs in 2018-19 from Rs. 53.52 Lacs in 2017-18, resulting in a decrease of 23% in total revenue of Company. The Net Profit for the year declined to Rs. 1.59 Lacs in 2018-19 from Rs. 1.81 Lacs in the previous year a decline of 12.15%.

## **STATEMENT OF 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.

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

There are no material changes affecting the affairs of the company which have occurred between the end of the financial year on March 31, 2019 of the company to which the financial statements relate and 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.

## **DIVIDEND & RESERVES**

In order to meet the working capital requirements of the Company, no Dividend has been recommended. During the period under review, no amount was transferred to General Reserve.

## **DEPOSITS**

Your Company has no unclaimed / unpaid matured deposit or interest due thereon. Your Company has not accepted any deposits covered under 'Chapter V - Acceptance of Deposits by Companies' under the Companies Act, 2013 during the financial year ended March 31, 2019.

## **CAPITAL STRUCTURE**

The Authorized Share Capital of the Company as on March 31, 2019 stands at Rs. 4,00,00,000/- divided into 4,00,00,000 equity shares of Re. 1/- each. The Paid up Equity Share Capital as at March 31, 2019 stood at Rs. 3,10,60,000/- divided into 3,10,60,000 equity shares of Re. 1/- each and the Subscribed and Paid-up Share Capital is Rs. Rs. 3,10,60,000/- divided into 3,10,60,000 equity shares of Re. 1/- each fully paid-up.

During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. As on March 31, 2019, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

## **MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT**

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(3) read with Schedule V (B) of the Securities of Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, is presented in a separate section forming part of the Annual Report.

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

Your company does not have any unlisted/listed subsidiary company or Joint Venture or any Associate Company, pursuant to the provisions of the Rule 8 of Companies (Accounts) Rules, 2014, therefore, no requirement of attachment of Form AOC-1.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to section 134(5) of the Companies Act 2013, your Directors state that:

- a) in the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) the Directors have 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 as at March 31, 2019 and of the profit of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a 'going concern' basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### **CORPORATE GOVERNANCE**

As per Regulation 15(2) of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, compliance with the Corporate Governance provisions specified in regulation 17 to 27 and clause (b) to (i) of the sub-regulation (2) of regulation 46 and Para C, D & E of Schedule V shall not apply to the company having Paid-up Equity Share Capital not exceeding Rs. Ten Crore and Net Worth not exceeding Rs. Twenty Five Crores as on the last day of the previous financial year. The Paid-up Equity Share Capital of the company is more than the prescribed limit but the Net worth is less than the prescribed limit. So the Company is covered under the limit as prescribed in Regulation 15(2) of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, therefore company is not required to comply with the said provisions.

#### **CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions or covered under Section 188 of the Companies act, 2013. Hence, the details of such contracts or arrangements with its related parties are not applicable and further no need to disclose in Form AOC-2.

Further, there are no materially significant related party transactions during the year under review made by the Company with Promoters, Directors, or other designated persons which may have a potential conflict with the interest of the Company at large. Thus, disclosure in Form AOC-2 is not required.

The Policy on dealing with related party transactions and on determining materiality of related party transactions as approved by the Board may be accessed on the Company's website at the link <http://www.taranginiinvestmentsltd.com/policy/Related-Party-Transaction-Policy.pdf>.

## **RISK MANAGEMENT**

In accordance with provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is not required to maintain Risk Management Committee.

Further, a Risk Management Policy of the Company as adopted by the Board during the FY 2014-15 is available on Company's Website at the link <http://www.taranginiinvestmentsltd.com/policies.html>

## **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.

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 Auditors to the Audit Committee of the Board.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Your Company is managed and controlled by a Board comprising an optimum blend of Executives and Non-Executive Professional Directors. As on March 31, 2019, the Board of Directors consists of Four (4) Directors including (1) Chairman & Director, (1) woman and Whole time Director and Two (2) Non-executive Independent Directors. The composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the relevant provisions of the Companies Act, 2013. All the Directors possess the requisite qualifications and experience in general corporate Management, finance, banking and other allied fields which enable them to contribute effectively to the Company in their capacity as Directors of the Company.

<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
6.	**Ms. Garima Gombar	Chief Financial Officer
7.	***Ms. Megha Sharma	Chief Financial Officer
8.	Ms. Neha	Company Secretary & Compliance Officer

**\*Mr. Pankaj Khetan:** As per the provisions of Section 152 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. Garima Gombar:** Ms. Garima Gombar has appointed as Chief Financial Officer of the Company w.e.f.13.08.2018. Further, she has resigned from this post w.e.f. 01.04.2019.

**\*\*\*Ms. Megha Sharma :** Ms. Megha Sharma has been appointed as Chief financial officer w.e.f. 01.04.2019

Pursuant to the Provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company are Mrs. Rachna Khetan, Whole Time Director, Ms. Megha Sharma, Chief Financial Officer and Ms. Neha, Company Secretary.

Further, during the year under review, the non-executive directors of the Company had no pecuniary relationship or transaction.

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

The Board met Five (5) times during the Financial Year 2018-19 on 30<sup>th</sup> April, 2018, 29<sup>th</sup> May, 2018, 13<sup>th</sup> August, 2018, 13<sup>th</sup> November, 2018, and 8<sup>th</sup> February, 2019.

### **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 have complied with the Code for Independent Directors prescribed in Schedule IV of the Act.

### **SEPARATE MEETING OF INDEPENDENT DIRECTORS**

In accordance with the provisions of Schedule IV to the Companies Act, 2013 and Regulation 25(3) of SEBI (LODR), 2015, a separate meeting of the Independent Directors of the Company was held on 30<sup>h</sup> March 2019 to discuss the agenda items as prescribed under the applicable laws. The meeting was attended by all Independent Directors 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 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 co employees and the Company.

### **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 on <http://www.taranginiinvestmentsltd.com/policy/Code-of-Conduct.pdf>

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.

### **FORMAL ANNUAL EVALUATION**

In compliance with the provisions of the Act and the SEBI (LODR), 2015, a formal annual performance evaluation of the Board, its Committees and individual directors, including the Independent Directors was carried out during the FY 2018-19.

The Performance evaluation was carried out by the Nomination and Remuneration Committee based on the "Annual Evaluation Framework" prepared by the Committee.

Furthermore, the Independent Directors at their exclusive meeting held during the year, reviewed the performance of the Board, its Chairman, and non-executive directors as stipulated under the Act and SEBI (LODR), 2015.

### **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. Further, during the period under review, the Members of Audit Committee met 4 (four) times on 29<sup>th</sup> May, 2018, 13<sup>th</sup> August, 2018, 13<sup>th</sup> November, 2018, and 8<sup>th</sup> February, 2019.

### **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.

Further, during the period under review, the members of Nomination & Remuneration Committee met one (1) time on 13<sup>th</sup> August 2018.

### **Stakeholder Relationship Committee**

The Board of Directors constituted a Stakeholder Relationship Committee comprising 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 Committee oversees performance of the Registrar and Transfer Agents of the Company and recommends measures for overall improvement in the quality of investor services.

#### **Shareholder cum Share Transfer Committee**

The Board of Directors constituted a Shareholder cum Share Transfer Committee comprising following Directors:

<b>S. No.</b>	<b>Name</b>	<b>Designation</b>
1.	Mrs. Rachna Khetan	Member and Whole Time Director
2.	Mr. Pankaj Khetan	Member and Director

The Committee oversees the requests received from the shareholders of company regarding the share transfers/transmission/transposition. Further, during the period under review, members of this committee met Two (2) times on 1<sup>st</sup> March, 2019 and 23<sup>rd</sup> March, 2019.

#### **VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of provisions of Section 177 of the Companies Act, 2013 and Rules framed thereunder read with Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, includes an Ethics & Compliance Task Force comprising non-executives directors of the Company. The Company has a whistle blower policy/ vigil mechanism for directors and employees to report genuine concerns or grievances.

The whistle Blower policy has been posted on the Website of the Company [http://www.taranginiinvestmentsltd.com/policy/Vigil-Mechanism\\_Whistle-Blower-Policy.pdf](http://www.taranginiinvestmentsltd.com/policy/Vigil-Mechanism_Whistle-Blower-Policy.pdf)

#### **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 available on website of the Company i.e. [www.taranginiinvestmentsltd.com](http://www.taranginiinvestmentsltd.com)

#### **AUDITORS**

##### **Statutory Auditors**

The shareholders of the Company at AGM held on September 24<sup>th</sup> 2018 had appointed M/s. GGS & Company, Chartered Accountants (FRN.: 028448N), as the Statutory Auditors of the Company for an initial term of 5 years, , i.e., at the Thirty Sixth Annual General Meeting of the Company to hold such office till the conclusion of the Forty One Annual General Meeting of the Company , subject to ratification by members at every AGM, if required under the provisions of the Companies Act, 2013. However, the Companies Amendment Act, 2013 has deleted the condition of ratification of statutory auditors.

### **Auditors' Report**

The Report given by M/s. GGS & Company, Chartered Accountants (FRN.: 028448N), Statutory Auditors on the financial statement of the Company for the year ended March 2019 is part of the Annual Report. There are no qualifications, reservation or adverse remark or disclaimer in their Report. During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Act.

### **Cost Auditors**

Companies (cost records and audit) (Amendment) Rules, 2015 are not applicable on the Company for the financial year 2018-19.

### **Secretarial Auditors**

The Board had appointed M/s Preeti Singhal & Associates Practicing Company Secretary, to carry out Secretarial Audit in accordance with the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the financial year ended March 31, 2019. The Secretarial Audit Report for the financial year ended March 31, 2019 has been obtained and does not contain any qualification, which requires any comments from the Board. A copy of Secretarial Audit Report from M/s Preeti Singhal & Associates Practicing Company Secretary. for financial year ended March 31, 2019 in the prescribed Form No. MR-3 is annexed to this report as **Annexure I**.

### **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

### **PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED**

The Company has not given any loan, made investment and provided security in terms of section 186 of the Companies Act, 2013.

### **DEPOSIT**

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

### **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.

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

Your Directors state that during the financial year ended March 31, 2019 under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013.

**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)	11,92,500/-	12.7:1	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)	70,000/-	0.74:1	Nil
**Ms. Garima Gombar (CFO)	93,807/-	1:1	Nil
***Ms. Megha Sharma (CFO)	Nil	Nil	Nil
Ms. Neha (Company Secretary & Compliance Officer)	2,84,019/-	3.02:1	Nil

\*Ms. Neha Bansal has resigned from the post of Chief Financial Officer on 13.08.2018

\*\*Ms. Garima Gombar has appointed as Chief Financial Officer of the Company w.e.f. 13.08.2018. Further, Ms. Garima has resigned from the Post of Chief Financial Officer on 01.04.2019.

\*\*\*Ms. Megha Sharma has been appointed as Chief Financial officer of the Company w.e.f. 01.04.2019 i.e. in FY 2019-20.

- (ii) The Median Remuneration of Employees is Rs. 93,807/-  
 (iii) The Company has 3 permanent Employees on the rolls of Company as on 31<sup>st</sup> March, 2019 and 10 contractual employees.  
 (iv) During the Year 2018-19, 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.
- (vi) **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.

### **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:09.08.2019**

**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, First Floor, Near  
Huda Park, Sector 14, Gurgaon  
122001**

**PREETI SINGHAL & ASSOCIATES**  
**COMPANY SECRETARIES**

Office: 58, Masjid Road, Bhogal, Jangpura, New Delhi-110014  
Email: cspreeti.psa@gmail.com, Ph. 9911392507

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**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH 2019**

*[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, 2019** 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, 2019** 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; and
  - c) Goods & Service Tax Law.

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.

**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 is no change in the composition of the Board of Directors during the year under review.

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.

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: New Delhi**  
**Date: 30<sup>th</sup> May, 2019**

**For Preeti Singhal & Associates**  
**Company Secretaries**  
(FRN: S2018DE624100)  
Sd/-  
**Preeti Singhal**  
**(Partner)**  
**CP No. 20317**

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.

**PREETI SINGHAL & ASSOCIATES**  
**COMPANY SECRETARIES**

Office: 58, Masjid Road, Bhogal, Jangpura, New Delhi-110014  
Email: cspreeti.psa@gmail.com, Ph. 9911392507

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‘ANNEXURE A’

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: New Delhi**  
**Date: 30<sup>th</sup> May, 2019**

**For Preeti Singhal & Associates**  
**Company Secretaries**  
(FRN: S2018DE624100)  
Sd/-  
**Preeti Singhal**  
**(Partner)**  
**CP No. 20317**

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on 31<sup>st</sup> March, 2019.

### **INDUSTRY STRUCTURE AND DEVELOPMENT**

The industry is showing some improvement & your Directors are expecting better industrial developments in the coming years.

### **OPPORTUNITIES AND THREATS**

The Company is taking maximum efforts to capitalize on business opportunities & further expect a better outlook in the coming years. The threats to the segment in which the company operates are pricing pressure arising due to competition from low cost service providers, technology up gradation, severe competition and newly emerging competitive nations and strict environment laws.

- **General economic and business conditions**

Company is affected by general economic and business conditions in the markets in which the Company operates.

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.

## **SEGMENT WISE PERFORMANCE**

The company works in single business segment. The company has passed through a very unusual phase, any worthwhile comparison of performance between two periods would be inconclusive. There is, yet, considerable scope for improvement.

## **OUTLOOK**

The company is committed to put continuous efforts for providing superior quality services with research and innovation using best practices, adopting sales and marketing strategies, investment in people development and expansion of investment 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.

## **RISKS AND CONCERNS**

In conducting its business, Tarangini Investments Limited faces a number of risks and uncertainties, many of which are beyond its ability to control or predict. Due to these risks and uncertainties, actual results may differ materially from those expressed or implied by forward-looking statements, and investors are cautioned not to place undue reliance on such statements, which speak only as of the date hereof. Investors are urged to review the discussion of risk factors associated with the Company's business as set out in the Company's most recent Annual Report as well as the Company's Annual Financial Statements and its other disclosure documents.

Additional risks and uncertainties not currently known to the company or that the company currently deems to be immaterial may also impair the company, and the company's failure to successfully address any such risks and uncertainties could have a material adverse effect on its business, financial condition and/or results of operations. The risks factors outlined in this section and elsewhere in this MDAR should be carefully considered by investors when evaluating an investment in the Company.

## **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 authorized, recorded and reported.

### **Disclosure Controls and Procedures**

The Company's disclosure controls and procedures are designed to provide reasonable assurance that material items requiring disclosure by the Company in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is accumulated and communicated to the Company's management, including its Chief Financial Officer (**CFO**), as appropriate to allow timely decisions regarding required disclosure.

### **Internal Control over Financial Reporting**

Management is responsible for designing, establishing and maintaining a system of internal controls over financial reporting to provide reasonable assurance that the financial information prepared by the Company for external purposes is reliable and has been recorded, processed and reported in an accurate and timely manner.

## **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

A discussion of year-over-year changes to financial results between the last two preceding years ended March 2018 and 2019. Describing the factors affecting revenue on a segment basis.

The Total Revenue for the year decreased from Rs. 53.53 Lacs in 2017-18 to Rs. 41.21 Lacs in 2018-19, resulting in a decrease of 23.01%. The Net Profit for the year declined to Rs. 1.58 Lacs in 2018-19 from Rs. 1.81 Lacs in the previous year a decline of 12.71%.

We use a combination of financial measures, ratios, and operational activities to assess the Company's Financial Performance. Our strategy has always been based on long-term fundamentals also there have been no significant changes to our competitive environment since the end of Fiscal 2019.

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

During the Financial Year 2018-19 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.

### **DETAILS OF SIGNIFICANT CHANGES (i.e. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS THEREFORE**

There were no significant changes in the Key Financial Ratios.

### **DETAILS OF ANY CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THEREOF.**

The Net Worth for the year increased to Rs. 30.18 Lacs in 2018-19 from Rs.30.02 Lacs in the previous year, an increase of 0.52%.

### **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:09.08.2019  
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, First Floor, Near  
Huda Park, Sector 14, Gurgaon  
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 <http://taranginiinvestmentsltd.com/policy/Code-of-Conduct.pdf>

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, 2019.

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

**Date:09.08.2019  
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, First Floor, Near  
Huda Park, Sector 14, Gurgaon  
122001**

**CERTIFICATION ON FINANCIAL STATEMENTS OF THE COMPANY**

We, Rachna Khetan, Whole Time Director and Megha Sharma, 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, 2019 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, 2019 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.

**Sd/-**  
**Rachna Khetan**  
Whole Time Director  
(DIN 06982598)

**Sd/-**  
**Megha Sharma**  
Chief Financial Officer

Place: New Delhi  
Date: 30 May, 2019

## **INDEPENDENT AUDITOR'S REPORT**

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

### **Report on the Audit of Standalone Financial Statements**

#### **Opinion**

We have audited the accompanying financial statements of **Tarangini Investments Limited ('the Company')**, which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and Statement of Changes in Equity for the year ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("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<sup>st</sup> March 2019, and profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

#### **Basis for Opinion**

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

#### **Key Audit Matters**

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### **Other Information**

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not

include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

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

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibility for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered

material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also;

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, if applicable we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosure are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have compiled with

relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the advance consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **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 Companies Act, 2013, 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 purpose 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 (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with rules 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is qualified as on 31 March 2019, 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. In our opinion and according to the information and explanations given to us, the

remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be communicated upon by us.

- h. 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 litigation 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. There is no amount required to be transferred, to the Investor Education and Protection Fund by the Company.

**For GGS & Company**  
**Chartered Accountants**  
**Firm's Registration No. 028448N**  
**Sd/-**  
**(Ankit Garg)**  
**Partner**  
**Membership No. 522790**

**Place: New Delhi**  
**Date: 30.05.2019**

**“Annexure A” referred to in paragraph 1 under the heading “Report on other legal and regulatory requirements” of our report of even date**

**Re: Tarangini Investments Limited (the company)**

1. (a) As per the information and explanations provided to us, the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The company has a regular system of verification of fixed assets which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Fixed assets were verified by the company and no discrepancy was noticed.
- (c) The Company does not carry any immovable property.
2. The company does not carry inventory and hence no comment is made on its physical verification and any discrepancies therein.
3. As per the information and explanations given to us, the company has not granted any loans, secured or unsecured to companies, firms, LLPs or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us in respect of loans, investments, guarantees and securities, the company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013.
5. According to the information and explanations given to us, we are of opinion that the company has not accepted any deposit in pursuance of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed thereunder.
6. The Central Government has not prescribed the maintenance of cost record under Section 148(1) of the Act, in respect of the services rendered by the company.
7. (a) According to the information and explanations given to us and books and records as produced and examined by us are in accordance with generally accepted auditing practices in India and also based on management representation, the company is regular in depositing undisputed statutory dues including income-tax, service tax, goods and service tax and any other statutory dues with the appropriate authorities. Further, we report that no undisputed amount payable in respect to income tax, service tax and any other statutory dues were outstanding as at March 31, 2019 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 dues of income-tax, service tax, goods and service Tax and any other statutory dues which have not been deposited on account of any dispute. .

8. In our opinion and according to the information and explanations given to us, the company has no any dues to the banks. We further report that the company has no dues to financial institutions or government or debenture holders during the year.
9. In our opinion and according to the information and explanations given to us, the money has not been raised by way of initial public offer or further public offer (including debt instrument). Further, the company has not taken any term loan during the year.
10. According to the information and explanations given to us, no fraud by or on the company by its officers/employees has been noticed or reported during the course of our audit.
11. The company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Act.
12. In our opinion, the Company is not a chit fund or a nidhi company. Therefore, this clause is not applicable to the company.
13. The company transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the financial statement as required by the accounting standard and Companies Act, 2013.
14. The company has not made any preferential allotment/private placement of shares or fully or partly convertible debentures during the year.
15. The company has not made any non-cash transaction with directors or persons connected with him.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For GGS & Company**  
**Chartered Accountants**  
**Firm's Registration No. 028448N**  
**Sd/-**  
**(Ankit Garg)**  
**Partner**  
**Membership No. 522790**

**Place: New Delhi**  
**Date: 30.05.2019**

## **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 March 31, 2019 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 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, to the best of our information and according 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 2018, 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 GGS & Company**  
**(Chartered Accountants)**  
**Firm Registration No. 028448N**  
**Sd/-**  
**(Ankit Garg)**  
**Partner**  
**M. No. 522790**

**Dated: 30.05.2019**  
**Place: New Delhi**

**Tarangini Investments Limited**  
**CIN: L67190DL1982PLC013486**  
**Balance Sheet as at 31st March 2019**

Particulars	Note	As at 31st March, 2019	As at 31st March, 2018
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, Plant & Equipments	2	10,014	26,754
Deferred tax assets (net)	3	1,910	-
Intangible assests		-	-
Financial assests		-	-
Investments		-	-
Trade receivables		-	-
Loans		-	-
Other financial assests		-	-
Income tax assets (net)		-	-
Other non-current assests		-	-
<b>Total non-current assests</b>		<b>11,924</b>	<b>26,754</b>
<b>Current assets</b>			
Inventories		-	-
Financial Assets			
Investments		-	-
Trade Receivable		-	-
Cash and Bank Balances	4	20,392,645	17,026,395
Loans	5	11,500,000	12,786,828
Other financial assest		-	-
Current Tax Assets (Net)		417,866	211,929
Other current assests: Prepaid Expenses		-	10,000
<b>Total Current Assests</b>		<b>32,310,511</b>	<b>30,035,152</b>
<b>Total Assets</b>		<b>32,322,435</b>	<b>30,061,906</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity share capital	6	31,060,000	31,060,000
Other equity	7	(876,609)	(1,034,644)
<b>Total Equity</b>		<b>30,183,391</b>	<b>30,025,356</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
<b>Financial Liabilities</b>			
(i) Borrowings		-	-
(ii) Trade payable		-	-
(iii) Other Non- Current Financial Liabilities		-	-
Provisions		-	-
Deferred tax liabilities (Net)	3	-	2,050
Other non-current liabilities		-	-
<b>Total Non Current Liabilities</b>		<b>-</b>	<b>2,050</b>

**Current liabilities**

## (a) Financial Liabilities

## (i) Borrowings

(ii) Trade payables	8	1,224,348	-
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(iii) Other Current Financial Liabilities		-	-
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(b) Other current liabilities	9	914,696	34,500
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(c) Short Term Provisions		-	-
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<b>Total Current Liabilities</b>		<b>2,139,044</b>	<b>34,500</b>
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**Total Equity and Liabilities**

<b>32,322,435</b>	<b>30,061,906</b>
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The accompanying summary of significant accounting policies and other explanatory information (notes) are an integral part of the Condensed Financial Statements.

This is the Condensed Balance Sheet referred to in our report of even date.

For GGS & Co.

Chartered Accountants

Firm Registration No. 028448N

Ankit Garg

Partner

M.No. 522790

Place: New Delhi

Date: 30.05.2019

**Rachna Khetan**  
Whole Time Director  
(DIN 06982598)

**Pankaj Khetan**  
Director  
(DIN 01567415)

**Megha Sharma**  
(CFO)

**Neha**  
(Company Secretary  
& Compliance Officer)

**Tarangini Investments Limited**  
**CIN: L67190DL1982PLC013486**

**Cash flow statement for the period ended as on 31st March, 2019**

	For the year ended March 31, 2019	For the year ended March 31, 2018
<b>Cash flow from operating activities</b>		
Net Profit / (Loss) before extraordinary items and tax	214,904	231,642
Adjustment for:		
Depreciation	16,740	24,066
Other Assets Written off	-	-
<b>Operating profit before working capital changes</b>	<b>231,644</b>	<b>255,708</b>
<b>Movements in working capital :</b>		
Decrease/ (increase) in Trade receivables	-	3,412,500
Decrease/ (increase) in Long term loans and advances	-	-
Decrease/ (increase) in Short Term Loans & Advances	1,286,828	(2,786,828)
Decrease/ (increase) in current assets	10,000	(10,000)
Increase / (decrease) in other Current Liability & Provisions	880,196	(2,758,082)
Increase / (decrease) in trade & other payable / provisions	1,224,348	(56,454)
Cash generated from operations	3,633,016	(1,943,156)
Net income tax paid	(205,937)	(49,952)
<b>Net cash flow from operating activities (a)</b>	<b>3,427,079</b>	<b>(1,993,108)</b>
<b>Cash flows from investing activities</b>		
Purchase of Fixed Assets	-	-
Sale of fixed assets	-	-
<b>Net cash flow from/(used in) investing activities (b)</b>	<b>-</b>	<b>-</b>
<b>Cash flows from financing activities</b>		
Proceeds from issuance of share capital including premium	-	-
Proceeds from short-term borrowings	-	-
Repayment of short term borrowing	-	-
<b>Net cash flow from/(used in) in financing activities (c)</b>	<b>-</b>	<b>-</b>
<b>Net increase/(decrease) in cash and cash equivalents (a + b + c)</b>	<b>3,427,079</b>	<b>(1,993,108)</b>
Cash and cash equivalents at the beginning of the year	17,026,395	19,019,503
<b>Cash and cash equivalents at the end of the year</b>	<b>20,453,474</b>	<b>17,026,395</b>
<b>Reconciliation of Cash and cash equivalents with the Balance Sheet:</b>		
Cash and bank balances as per Balance Sheet	20,392,645	17,026,395
<b>Net Cash and cash equivalents (as defined in AS 3 Cash Flow Statements)</b>	<b>20,392,645</b>	<b>17,026,395</b>
<b>Cash and cash equivalents at the end of the year</b>		
<b>Comprises:</b>		
Cash in hand	1,342	78,172
<b>Balance with scheduled Banks</b>		
In current accounts	104,491	84,908
Cheque in hand	19,456,812	16,863,315
Fixed Deposit	830,000	-
	<b>20,392,645</b>	<b>17,026,395</b>
<b>As per our report of even date</b>	<b>For and on behalf of the Board of Directors</b>	
<b>For GGS &amp; Co.</b>	<b>of Tarangini Investments Limited</b>	
<b>Chartered Accountants</b>		
<b>Firm Registration No. 028448N</b>		
<b>Ankit Garg</b>	<b>Rachna Khetan</b>	<b>Pankaj Khetan</b>
<b>Partner</b>	<b>Whole Time Director</b>	<b>Director</b>
<b>M.No. 522790</b>	<b>(DIN 06982598 )</b>	<b>(DIN 01567415)</b>
<b>Place: New Delhi</b>		
<b>Date: 30.05.2019</b>	<b>Megha Sharma</b>	<b>Neha</b>
	<b>(CFO)</b>	<b>(Company Secretary</b>
		<b>&amp; Compliance Officer)</b>

**Tarangini Investments Limited**  
**CIN: L67190DL1982PLC013486**

**Notes to Accounts of Financial Statements for the year ended March 31, 2019**

**Note No 3 - Deferred Tax Assets (Net)**

(Amount in Rs)

	<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
Deferred Tax Assets (Opening balance)	(2,050)	(5,634)
During the year :Deferred Tax Liabilities	3,960	3,584
Fixed Assets : Impact of difference between depreciation as per Income Tax Act and depreciation/amortization charges as per Companies Act.		
	<b>1,910</b>	<b>(2,050)</b>

**Note 4 Cash and Bank Balances**

	<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
<b>Cash and cash equivalents</b>		
Balances with banks		
- in current accounts		
Kotak Mahindra Bank	104,491	84,908
Fixed Deposit with original maturity of less than three months	830,000	-
Cheques in Hand	19,456,812	16,863,315
Cash in hand	1,342	78,172
	<b>20,392,645</b>	<b>17,026,395</b>

**Note 5 Short term Loans & Advances**

	<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
Other Loans & Advances	11,500,000	12,786,828
	<b>11,500,000</b>	<b>12,786,828</b>

Notes to Financial Statements for the year ended March 31, 2019

Note 6 - Share Capital and Other equity

Note 6a - Authorised Share Capital

Particulars	Nos of Shares	As at 31st March, 2019	As at 31st March, 2018
At the beginning of the year/quarter	40,000,000	40,000,000	40,000,000
Add : Increase during the year	-	-	-
At the end of the year	40,000,000	40,000,000	40,000,000

Note 6b - Issued, subscribed and paid-up equity share capital

At the beginning of the year	31,060,000	31,060,000	31,060,000
Add : Increase during the year	-	-	-
At the end of the year	31,060,000	31,060,000	31,060,000

Note 6c - Terms and rights attached to equity shares

The Company has only one class of shares referred to as Equity Shares having a Par Value of Rs.1/- each.

Note 6d - Reconciliation of the number of Equity shares outstanding

Particulars	As at 31st March, 2019	As at 31st March, 2018
Nos of Shares at the beginning of the year/quarter	31,060,000	31,060,000
Add : Nos of Shares issued during the year/quarter	-	-
Nos of Shares at the end of the year/quarter	31,060,000	31,060,000

Note 6e Details of shareholders holding more than 5% shares in the Company

Name of Shareholder	As at 31st March 2019		As at 31st March 2018	
	No. of Equity Shares Held	Percentage of Holding (%)	No. of Equity Shares Held	Percentage of Holding (%)
Pankaj Khetan	7,610,000	24.50	7,610,000	24.50
Rachna Khetan	4,160,000	13.39	4,160,000	13.39
Sapna Jain	1,560,000	5.02	1,560,000	5.02
3Dimension Capital Services Limited	1,560,000	5.02	900,000	2.9

Note 7 Other Equity

a. Retained Earnings

Particulars	Note No	As at 31st March, 2019	As at 31st March, 2018
Opening balance		(1,034,644)	(1,216,108)
Net profit for the year		158,035	181,464
		(876,609)	(1,034,644)

**Notes to Financial Statements for the year ended March 31, 2019**

**Note 8 - Trade Payables**

	<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
Dues of Micro Enterprises and Small Enterprises	-	-
Due of other than Micro and Small Enterprises	1,224,348	-
	<b>1,224,348</b>	<b>-</b>

**Note 9 - Other current liabilities**

	<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
Other Payable	321,400	14,500
Audit Fee Payable	30,000	5,000
Duties & Taxes Payable	563,296	15,000
	<b>914,696</b>	<b>34,500</b>

**Note 10- Revenue from operations**

	<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
<b>Revenue from Sale of Services</b>		
Consulting Income	2,900,000	5,239,050
	<b>2,900,000</b>	<b>5,239,050</b>

**Note 11 - Other income**

	<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
Interest From Bank	1,643	4,883
Interest on income tax refund	-	12,198
Interest income	1,219,376	96,476
Short & Excess	3	-
	<b>1,221,022</b>	<b>113,557</b>

**Note 12 -Employee Benefit Expenses**

Salaries, wages and bonus	1,824,326	3,918,627
Staff Welfare Expenses	68,773	57,622
	<b>1,893,099</b>	<b>3,976,249</b>

**Note 13 - Other expenses**

	As at 31st March, 2019	As at 31st March, 2018
Advertisement Expenses	27,552	26,480
Audit fees	30,000	5,000
Bank Charges	1,319	2,522
Books & Periodicals	-	15,512
Business Development Expenses	-	150,713
Computer Expenses	32,011	7,720
Conveyance Charges	31,671	86,486
Depository Expenses	20,927	21,105
E-voting Expenses	5,000	5,900
Electricity Charges	86,280	56,560
Filling Fees	5,100	22,600
Interest on Service Tax	-	27,579
Interest on TDS	-	200
Miscellaenous Expenses	22,420	180,090
Stock Exchange Fees	72,500	69,000
Office Expenses	146,398	168,484
RTA Fess and Charges	44,624	-
Referral Fees Paid	1,250,000	-
Website Expense	15,500	-
Postage & Courier Charges	15,077	9,939
Printing & Stationery	23,547	29,006
Professional Expenses	33,200	81,165
Travelling Expenses	24,805	-
Rent	60,000	60,000
Repair & Maintenance Charges	40,000	53,441
Telephone Expenses	8,348	38,203
Short & Excess	-	2,945
	<b>1,996,279</b>	<b>1,120,650</b>

**Note 14 - Earnings Per Share**

The calculation of basic and diluted earning per share for profit attributable to Equity Shareholders of the company is based on the following data:

	As at 31st March, 2019	As at 31st March, 2018
<b>Nominal rate of Equity Shares</b>	1	1
Profit attributable to equity shareholders	158,035	181,464
Number of equity shares outstanding during the year	31,060,000	31,060,000
<b>Basic/Diluted Earning Per Share</b>	<b>0.01</b>	<b>0.01</b>

Tarangini Investments Limited

CIN: L67190DL1982PLC013486

Notes to Accounts of Financial Statements for the year ended March 31, 2019

Fixed Assets as on March 31, 2019

Note No. 2

(Amount in Rs)

S.No.	PARTICULARS	GROSS BLOCK			DEPRECIATION/AMORTISATION			NET BLOCK			
		AS AT 01.04.18	DURING THE YEAR	SALE / ADJUSTMENT	AS AT 31.03.19	UPTO 01.04.18	FOR THE YEAR	SALE / ADJUSTMENT	UPTO 31.03.19	AS AT 31.03.18	AS AT 31.03.19
1	Computers:-										
	Printer	16,000		-	16,000	11,315	3,884	-	15,200	800	4,685
	Laptop	44,226			44,226	33,159	8,856	-	42,015	2,211	11,067
2	Mobile	19,999		-	19,999	8,997	4,000	-	12,997	7,002	11,002
	<b>Total</b>	<b>80,225</b>	<b>-</b>	<b>-</b>	<b>80,225</b>	<b>53,471</b>	<b>16,740</b>	<b>-</b>	<b>70,211</b>	<b>10,014</b>	<b>26,754</b>
	Previous Year Figure	<b>80,225</b>	<b>-</b>	<b>-</b>	<b>80,225</b>	<b>29,405</b>	<b>24,066</b>	<b>-</b>	<b>53,471</b>	<b>26,754</b>	<b>-</b>

**Tarangini Investments Limited**  
**Annual Accounts: 2018-19**  
**Significant Accounting Policies - 1**

**Nature of Operations**

**Tarangini Investments Limited** is engaged in the business of consultancy.

**1.1 Basis of preparation**

These Financial Statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. These Financial Statements have been prepared in accordance with the requirements of the information and disclosures mandated by Schedule III of the Act, applicable Ind AS, other applicable pronouncements and regulations.

These Financial Statements have been prepared on a historical cost basis, except for certain assets and liabilities which have been measured at fair value..

**1.2 Summary of Significant accounting policies**

**a. Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

**1.3 Functional and presentation currency**

Items included in the Financial Statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Financial Statements are presented in Indian Rupees (₹), which is the Company's functional and presentation currency.

## **1.4 Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable. The Company recognizes revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity;

## **1.5 Taxes**

### **Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Company operates and generates taxable income. Current income tax relating to items recognized outside the Statement of Profit and Loss is recognized outside the Statement of Profit and Loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

### **Deferred tax**

Deferred tax is provided using the balance sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities and assets are recognized for all taxable temporary differences.

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

## **1.6 Provisions**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When

discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

## **1.7 Employee benefits**

### **Short term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

## **1.8 Cash and cash equivalents**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the Statement of Cash Flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

## **1.9 Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### **Financial assets**

#### **Initial recognition and measurement**

All financial assets are recognised initially at fair value, in the case of financial assets not recorded at fair value through Statement of Profit and Loss, net of directly attributable transaction cost to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

For purposes of subsequent measurement, financial assets are classified in following categories;

- at amortised cost
- at fair value through profit or loss (FVTPL)
- at fair value through other comprehensive income (FVTOCI)

#### **Financial Assets at amortised cost**

Financial assets are measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. All the Loans and other receivables under financial assets (except Investments) are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market.

After initial measurement such financial assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognized in the Statement of Profit and Loss. This category generally applies to loans and other receivables.

### **Financial Assets at Fair Value through Statement of Profit and Loss/Other Comprehensive Income**

All investments in scope of Ind AS 109 are measured at fair value. The Company has investment in mutual funds which are held for trading, are classified as at FVTPL. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the Other Comprehensive Income. There is no recycling of the amounts from Other Comprehensive Income (OCI) to the Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

### **De-recognition**

A financial asset (or, where applicable, a part of a financial asset or part of the Company's similar financial assets) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

The rights to receive cash flows from the asset have expired, or

The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

**Tarangini Investments Limited**

**Annual Accounts: 2018-19**

**Notes to Accounts of Financial Statements for the year ended March 31, 2019**

**Note-15 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 (Whole Time Director)
<b>ii) Enterprises owned or significantly influenced by key management personnel or their relatives</b>	a) Moneyplant Capital Services Private Limited b) 3Dimension Capital Services Limited c) 3Dimension Assets Reconstruction Pvt. Ltd.

**B) Related Party Transactions**

**(Amount in Rs)**

<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>As at 31st March, 2019</b>	<b>As at 31st March 2018</b>	<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
<b>Loan Received-</b>				
Pankaj Khetan	<b>200000</b>	<b>300000</b>	-	-
3Dimension Capital Services Limited	-	-	<b>5077000</b>	<b>4950000</b>
Money Plant Capital Services Pvt. Ltd	-	-	-	<b>100000</b>
Rachna Khetan	-	<b>200000</b>	-	-
<b>Loan Repaid</b>				
Pankaj Khetan	<b>200000</b>	<b>500000</b>	-	-
3Dimension Capital Services Limited	-	-	<b>5077000</b>	<b>6310000</b>
Money Plant Capital Services Pvt. Ltd.	-	-	-	<b>400000</b>
Rachna Khetan	-	<b>200000</b>	-	-

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

**(Amount in Rs)**

<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>As at 31st March, 2019</b>	<b>As at 31st March 2018</b>	<b>As at 31st March, 2019</b>	<b>As at 31st March 2018</b>
<b>Director's Remuneration Payable</b>				
Rachna Khetan	92500	NIL	-	-

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

**Note 19 Auditor's Remuneration**

<b>Particulars</b>	<b>As at 31st March, 2019 (In Rs.)</b>	<b>As at 31st March,2018 (In Rs.)</b>
For Statutory audit	30,000	5,000
<b>Total</b>	<b>30,000</b>	<b>5,000</b>

**Note 20**

Figures have been rounded off to the nearest rupee.

**Note 21 Previous Year Figures**

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

As per our report of even date  
**For GGS & Co.**  
Chartered Accountants  
Firm Registration No. **028448N**

**Sd/-**  
**Ankit Garg**  
**Partner**  
**M.N. 522790**

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

**Sd/-**  
**Rachna Khetan**  
**Whole Time Director**  
**(DIN: 06982598)**

**Sd/-**  
**Pankaj Khetan**  
**Director**  
**(DIN:01567415)**

**Place: New Delhi**  
**Date: 30.05.2019**

**Sd/-**  
**Megha Sharma**  
**Chief Financial Officer**

**Sd/-**  
**Neha**  
**Company Secretary &  
Compliance Officer**

**TARANGINI INVESTMENTS LIMITED**

**CIN: L67190DL1982PLC013486**

**Regd. Office: K-37/A, Basement, Kailash Colony, Near Kailash Colony Metro Station,  
New Delhi-110048**

**Tel.:+91(011) 42657135, Website: www.taranginiinvestmentsltd.com  
Email:tarangini0123@gmail.com**

**PROXY**

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

**FORM NO. MGT-11**

**37<sup>TH</sup> Annual General Meeting- September 19<sup>th</sup> 2019**

Name of Members	
Registered Address	
E Mail Id	
Folio No. / DP ID- Client ID	

I/We, being the member (s) of ..... shares of the above named Company, 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 the 37<sup>th</sup> Annual General Meeting of the Tarangini Investments Limited, to be held on Thursday, 19<sup>th</sup> September, 2019 at 12.30 P.M. at the registered office of the Company situated at K-37/A, Basement, Kailash Colony, Near Kailash Colony Metro Station, New Delhi-110048 or at any adjournment thereof in respect of such resolutions as are indicated below:

		<b>Optional</b>	
<b>Item No.</b>	<b>Ordinary Business</b>	<b>For</b>	<b>Against</b>
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2019 which includes Balance Sheet, the Statement of Profit and Loss, Cash Flow Statement as at that date, the Auditors Report and Board's Report thereon.		
2.	To appoint a Director in place of Mr. Pankaj Khetan (DIN 01567415), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment		

Signed this ..... day of ..... 2019.

Signature of Member

Signature of Proxy holder(s)

Affix Re. 1/-  
Revenue  
Stamp

**Note:**

1. **This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
2. For the Resolutions and Notes please refer to the Notice of the 37<sup>th</sup> Annual General Meeting.
3. It is optional to Put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate.
4. Please complete all details including detail of member(s) in above box before submission.

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**ATTENDANCE SLIP**

**TARANGINI INVESTMENTS LIMITED**

**CIN: L67190DL1982PLC013486**

**Regd. Office: K-37/A, Basement, Kailash Colony, Near Kailash Colony Metro Station,  
New Delhi-110048**

**Tel.:+91(011) 42657135, Website: [www.taranginiinvestmentsltd.com](http://www.taranginiinvestmentsltd.com);**

**Email: [tarangini0123@gmail.com](mailto:tarangini0123@gmail.com)**

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

Name and Address of the Registered Shareholder
--

I /We hereby record my presence at the **37<sup>TH</sup> Annual General Meeting** of the Company to be held at its Registered Office situated at K-37/A, Basement, Kailash Colony, Near Kailash Colony Metro Station, New Delhi-110048 on Thursday, the 19<sup>th</sup> September, 2019 at 12.30 P.M. or at any adjournment thereof.

Signature of the Shareholder/Proxy

**Note:**

1. Please fill this attendance slip and hand it over at the **ENTRANCE OF THE MEETING ROOM.**
2. Electronic copy of the Annual Report for the financial period ended on 31.03.2018 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.

**TARANGINI INVESTMENTS LIMITED**

**CIN: L67190DL1982PLC013486**

**Regd. Office: K-37/A, Basement, Kailash Colony, Near Kailash Colony Metro Station,  
New Delhi-110048**

**Tel.:+91(011) 42657135, Website: www.taranginiinvestmentsltd.com**

**Email: tarangini0123@gmail.com**

**BALLOT FORM**

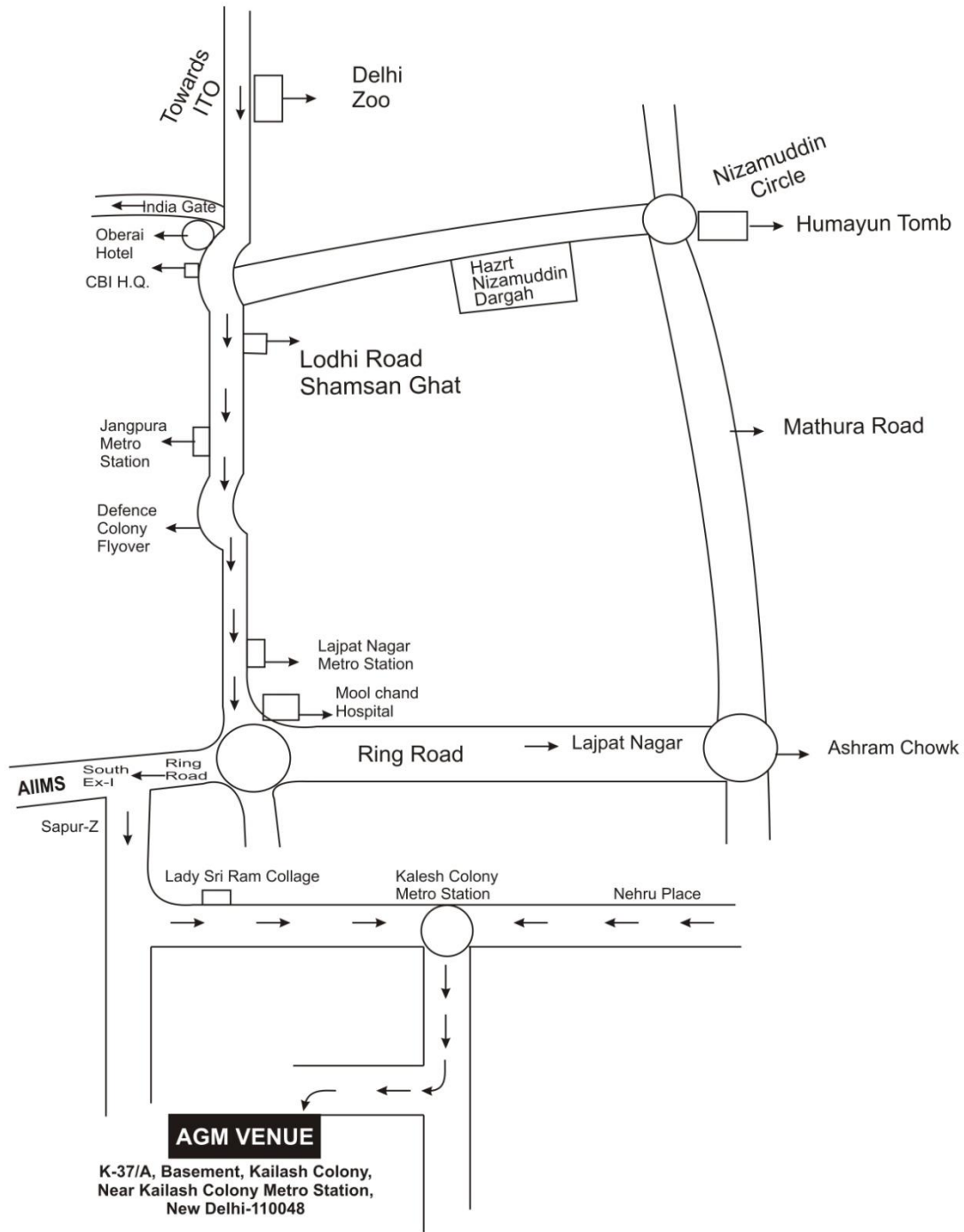
1.	Name of the Sole/ First Named Member	
2.	Name(s) of the Joint holder(s), if any	
3.	Address	
4.	Registered Folio No./ DP Id/ Client Id No.* (*Applicable to Investors holding shares in dematerialized form)	
5.	No. of Shares held	

I/We hereby exercise my/our vote in respect of the Resolution(s) as specified in the Notice of the 37<sup>th</sup> Annual General Meeting (AGM) of Tarangini Investments Limited to be held on Thursday, 19<sup>th</sup> September, 2019 by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

S. No.	Description of Resolution	No. of Shares for which votes cast	(FOR)	(AGAINST)
			I / we assent to the Resolutions	I /We dissent to the Resolutions
<b>Ordinary Business</b>				
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2019 which includes Balance Sheet, the Statement of Profit and Loss, Cash Flow Statement as at that date, the Auditors Report and Board's Report thereon.			
2.	To appoint a Director in place of Mr. Pankaj Khetan (DIN 01567415), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment			

Signature of the Member/ Beneficial Owner

**Route Map of AGM Venue**



# **BOOK POST**

**If Undelivered, please return to:**

**TARANGINI INVESTMENTS LIMITED**

K-37/A, Basement, Kailash Colony, Near Kailash  
Colony Metro Station, New Delhi-110048.