

TRIVENI INFRATECH PRIVATE LIMITED

CIN:- U45200JH2004PTC010914

DIVINE HOUSE, CLUB ROAD, RANCHI- 834001

BOARD'S REPORT TO THE SHAREHOLDERS

Your Directors have pleasure in presenting the 13th Annual Report together with Audited Balance Sheet as at 31st March, 2017.

A. PERFORMANCE OF THE COMPANY:

<u>Financial Results</u>	<u>Current Year Ended March 31,2017</u>	<u>Previous Year Ended March 31,2016</u>
Total Income	25,01,24,765.12	32,72,82,923.36
Total Expenditure	24,74,26,772.78	32,28,75,307.90
Depreciation	1,97,541.00	1,61,788.00
Profit before Taxation & Other Exceptional items	26,97,992.34	44,07,615.46
Provision for Taxation/Deferred Tax	8,58,841.00	14,03,017.00
Net Profit/Loss	18,39,151.34	30,04,598.46
Surplus Carried To Balance Sheet	18,39,151.34	30,04,598.46
Paid up Share Capital	6,16,98,800.00	6,16,98,800.00

B. DIVIDEND:

To strengthen the financial position of the company, the Director hereby recommended that no dividend should be paid.

C. STATE OF COMPANY AFFAIRS:

During the year under review, the Company has achieved total turnover of Rs 25.01 Crores

D. HOLDING COMPANY:

As on the date of this Report, no company holds more than 50% of the total paid up equity share capital of the company

E. CHANGE IN THE NATURE OF BUSINESS:

There has been no change in the nature of business of the Company which may materially affect the operations of the company.

F. SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS/COURTS /TRIBUNALS:

There are no significant and material orders passed by Regulators/Court/Tribunals against the company.

G. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has in place proper and adequate internal control systems commensurate with the nature of its business, size and complexity of its operations. Internal control systems comprising of policies and procedures are designed to ensure liability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations, and that all assets and resources are acquired economically, used.

H. TRANSFER TO RESERVE:

The company has not transferred any amount to any reserve.

I. CHANGES IN SHARE CAPITAL:

During the financial year 2016-17 the authorized capital of the Company has not increased.

J. DIRECTORS AND KEY MANAGEMENT PERSONNEL:

There is no change of directors and key management person during the year.

K. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

During the year, 5 (Five) Board Meetings were convened and held.

The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013

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

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company.

M. AUDITORS:

M/S Vijay Jha & Co., of Sector-3, Dhurwa, Ranchi -834004, will retire at the conclusion of the forthcoming Annual General Meeting and being eligible offers themselves for reappointment who shall hold office from the conclusion of that meeting until the conclusion of its 22nd Annual General Meeting subject to ratification by members at every annual general meeting.

N. AUDITOR'S REPORT:

The observation made in the Auditor's Report read together with relevant notes thereon are self-explanatory and hence, do not call for any further comments under Section 134 of The Companies Act, 2013.

O. RISK MANAGEMENT POLICY:

The Company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by our Board and is subject to its review from time to time.

P. EXTRACTS OF THE ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the companies (Management and Administration) Rules, 2014 an extract of annual return in MGT-9 as a part of this Annual Report as ANNEXURE 'B'.

Q. DEPOSITS:

The Company has neither accepted nor renewed any deposits within the meaning of Sec 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 during the reported financial year.

R. PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS:

The Company has not given any loan or guarantee or made any investment covered under the provisions of section 186 of the Companies Act, 2013.

S. PARTICULARS OF CONTRACTS WITH RELATED PARTIES:

The details of contracts or arrangements with related parties for the Financial Year are as perform "AOC- 2" annexed with this report as ANNEXURE 'A'.

T. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The provisions relating to Corporate Social Responsibility are not applicable to the company.

U. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

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

- (a) Conservation of energy : Nil
- (b) Technology absorption : Nil
- (c) Foreign exchange earnings and outgo :

The company has no foreign exchange earnings and outgo transactions during the current financial year.

V. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to provisions of section 134(5) of the Companies Act, 2013, the Board of Directors of the Company hereby state and confirm that:

- (i) In the preparation of the Annual Accounts for the financial year ended 31st March, 2017, the applicable Accounting Standards were followed along with proper explanation relating to material departures;
- (ii) The Directors had selected such accounting policies and applied them consistently and made judgment and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- (iii) The Directors took proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) The Directors prepared the accounts for the financial year ended 31st March 2017 on 'going concern' basis.
- (v) The Directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

W. ACKNOWLEDGEMENT:

The directors place on record their sincere appreciation for the assistance and co-operation extended by Bank, its employees, its investors and all other associates and look forward to continue fruitful association with all business partners of the company.

For and on behalf of Board

Place: Kolkata
Dated : 1st day of September, 2017


Mithilesh Pandey
Director
DIN: 03295835


Sanjay Kumar Shah
Director
DIN: 03608154

TRIVENI INFRA TECH PRIVATE LIMITED
"DIVINE HOUSE" CLUB ROAD, RANCHI-834001

ANNEXURE -A
FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.


1. Details of contracts or arrangements or transactions not at Arm's length basis.


SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	N.A.
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	N/A
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if	
e)	Date of approval by the Board	
f)	Amount paid as advances, if any	

Place **Kolkata**
Date **1st September, 2017**


Mithilesh Pandey
(Director)
DIN: 03295835


Sanjay Kumar Shah
(Director)
DIN : 03608154

TRIVENI INFRA TECH PRIVATE LIMITED
DIVINE HOUSE, CLUB ROAD, RANCHI - 834001

Annexure to the Directors' Report (ANNEXURE - B)

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on 31st March, 2017

(Pursuant to section 81 (2) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014)

I. REGISTRATION AND OTHER DETAILS :

i)	CIN	U45209HD0004PTC10914
ii)	Registration Date	24/08/2004
iii)	Name of the Company	TRIVENI INFRA TECH PRIVATE LIMITED
iv)	Category / Sub-Category of the Company	COMPANY LIMITED BY SHARES / INDIAN NONGOVERNMENT COMPANY
v)	Address of the Registered office and contact details.	DIVINE HOUSE, CLUB ROAD RANCHI - 834001
vi)	Whether listed company (Yes / No)	: NO
vii)	Name, Address and Contact details of Registrar and Transfer Agent.	: N/A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Trading Business	NA	100.00%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sl. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% Of Shares Held	Applicable Section
	Hangerford Apartments Pvt.Ltd	U72200WB1996PTC0381511	Associate	17.66%	N/A

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category - wise shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year			
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares
A. Promoters								
(1) Indian								
a) Individual / HUF	-	309,200	309,200	59.84%	-	320,700	320,700	51.88%
b) Central Govt	-	-	-	-	-	-	-	-
c) State Govt (S)	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	247,788	247,788	40.16%	-	296,288	296,288	48.12%
e) Banks / FI	-	-	-	-	-	-	-	-
g) Any Other ...	-	-	-	-	-	-	-	-
Sub-Total (A) (1) :-	-	616,988	616,988	100.00%	-	616,988	616,988	100.00%
(2) Foreign								
a) NRIS - Individuals	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-
Sub-total (A) (2) :-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A) (1) + (A) (2)	-	616,988	616,988	100.00%	-	616,988	616,988	100.00%

B. Public Shareholding								
1. Institutions								
a) Mutual Funds	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-
d) State Govt (S)	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-
g) FII	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-
Sub-total (B) (1) :-	-	-	-	-	-	-	-	-
2. Non- Institutions								
a) Bodies Corp.								
i) Indian	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-
b) Individuals								
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-
ii) Individual/HUF shareholders holding nominal share capital in excess of Rs. 1 lakh	-	-	-	-	-	-	-	-
iii) Others (specify)	-	-	-	-	-	-	-	-
Sub-total (B) (2) :-	-	-	-	-	-	-	-	-
Total Public Shareholding (B) = (B) (1) + (B) (2)	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-
Grand Total (A + B + C)	-	616,988	616,988	100.00%	-	616,988	616,988	100.00%

(d) Shareholding of Promoters

Sl. No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year		
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares
1	Mithlesh Pandey	95,450	15.47%	NA	95,450	15.47%	NA
2	Sarajay Kumar Shah	25,000	4.05%	NA	2,000	0.32%	NA

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

Sl. No.	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
	No. of Shares	% of total shares of the	No. of Shares	% of total shares of	
	At the beginning of the year	97,450	15.79%	97,450	15.79%
	Datewise increase / Decrease in Promoters' Share	23,000	3.75%	-	0.00%
	At the End of the year	120,450	19.54%	97,450	15.79%

V. **INDEBTEDNESS**

Indebtedness of the Company including interest outstanding (accrued but not due for payment)

	Secured Loans excluding	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	238,137,237.12	27,236,905.00	-	265,374,142.12
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	238,137,237.12	27,236,905.00	-	265,374,142.12
Change in Indebtedness during the financial year				
Addition	18,817,459.00	286,636.44	-	19,104,095.44
Reduction	-	-	-	-
Net Change	18,817,459.00	286,636.44	-	19,104,095.44
Indebtedness at the end of the financial year				
i) Principal Amount	256,954,696.12	27,523,541.45	-	284,478,237.57
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	256,954,696.12	27,523,541.45	-	284,478,237.57

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

NIL

Sl. No.	Particulars of Remuneration	Mahesh Pareek	Sanjay Kumar Shah	Total Amount
1	Gross salary (a) Salary as per provision contained in section 17 (1) of the income - tax act, 1961 (b) Value of perquisites u/s 17 (2) Income - tax Act, 1961 (c) Profit in lieu of salary under section 17(b) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify ...	-	-	-
5	Others, please specify	-	-	-
	Total (A)	-	-	-
	Ceiling as per the Act	-	-	-

B. Remuneration to other Directors :

NIL

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary	CFO	
1	Gross Salary	-	-	-	-
	(a) Salary as per provision contained in section 17 (1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites as 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profit in lieu of salary under section 17 (2) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - others, specify ---	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	-	-

PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

NIL

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

VII.

Place : Ranchi
Dated : 1st September, 2017

For and on behalf of the Board of Directors


Mahesh Pandey
Director
DIN: 0395838


Sanjay Kumar Singh
Director
DIN: 0028154