
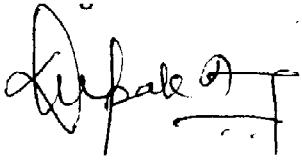



FORM A
As per Clause 31(a) of Listing Agreement

Format of covering letter of the annual audit report to be filed with the Stock Exchange(s)

1.	Name of the Company	TRIDEV INFRAESTATES LIMITED
2.	Annual financial statement for the year ended	31 st March, 2015
3.	Type of Audit Observation	Unqualified
4.	Frequency Observation	Not Available
5.	To be Signed by-	
	• Managing Director	
	• Auditor of the Company	
	• Audit Committee Chairman	

TRIDEV INFRAESTATES LIMITED
(formerly Ashutosh Paper Mills Ltd)

**ANNUAL REPORT FOR THE FINANCIAL
YEAR 2014-2015**

**Regd Off: D-19, ARYA NAGAR APARTMENT
91, I.P EXTENSION NEW DELHI-110092**

CIN: L21012DL1988PLC033812

Website: ashutoshpapermills@gmail.com

Email id: www.ashutoshpapermills.com

BOARD OF DIRECTORS

- SUNIL KUMAR AGARWAL
- SANTOSH KUMAR YADAV
- PAYAL AGARWAL
- VINOD KUMAR JAIN
- AMIT AGARWAL

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TRIDEV INFRAESTATES LIMITED

(Formerly Ashutosh Paper Mills Ltd)
(CIN. L21012DL1988PLC033812)

NOTICE

Notice is hereby given that the Annual General Meeting of the Members of M/s. TRIDEV INFRAESTATES LIMITED (CIN. L21012DL1988PLC033812) will be held on Wednesday, 30th September, 2015 at 9:30 A.M at its registered office D-19, Arya Nagar Apartment, 91, I.P Extension, Delhi-110092 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts for the year ended 31st March, 2015 and the Auditors and Directors Report thereon.
2. To appoint a Director in place of Shri. Amit Agarwal (DIN 02504414), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 139 (2) and 142(1) of the Companies Act, 2013 the re-appointment of the statutory auditors of company M/S. DEEPAK I P AGARWAL & CO., CHARTERED ACCOUNTANTS(FRN 021682N), Chartered Accountants, be and is hereby ratified by the members of the company for the financial year 2015-2016 at such remuneration as may be determined by the Board of Directors of the Company."

Registered Office
D-19, Arya Nagar Apartment,
91 -I.P. Extension,
New Delhi – 110092

Place: Delhi
Dated: 01.09.2015

By Order of the Board
For **TRIDEV INFRAESTATES LIMITED**
(formerly Ashutosh Paper Mills)

Sd/-
Sunil Kumar Agarwal
(Managing Director)
DIN: 00033287

NOTES:-

1. *A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. Proxies in order to be effective must be deposited with the company not less than 48 hours before that meeting.*
2. *Register of members and share transfer books will be closed from 24.09.2015 to 30.09.2015 (both the days inclusive).*
3. *Members are requested to please notify immediately any change in their addresses to the company.*
4. *The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.*
5. *To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with Skyline Financial Services Pvt. Ltd / Company.*
6. *Members/proxies should bring the attendance slip duly filled in for attending the meeting.*
7. *Mr. Amit Kumar, Practicing Chartered Accountants, has been appointed as Scrutinizer for the purpose of E-voting.*
8. *Shareholders seeking any information with regard to accounts are requested to write well in advance so as to reach the company at least 7 days prior to the annual general meeting to enable the management to keep the information ready at the AGM.*
9. *The Member Are Requested To: -*
 - a. *Intimate changes if any in their address to the company or to the Registrar and Share transfer agent of the company, M/s Skyline Financial Services (P) Ltd. At D-153A, Okhla Industrial Area, Phase-I, Delhi-110020.ph-011-30857575.*
 - b. *Quote folio number in all their correspondence with the company.*
 - c. *Bring their copies of annual report including attendance slip at the venue for the AGM.*
10. *Member holding shares in physical form are requested to lodge share transfer, transmission and intimate changes, if any, in their registered address, bank account and mandate details, residential status etc. Quoting their folio number(s) to company's share transfer agent.*
11. *Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.*
12. *Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing the representatives to attend and vote at the general meeting.*

Voting through electronic means:

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), listed companies are required to provide members with the facility to exercise their right to vote at the Annual General Meeting (AGM) through

electronic means. The Company has availed the services of Central Depository Services Limited (CDSL) for providing the necessary e-voting platform to the members of the Company:

The Board of Directors has appointed Mr. Amit Kumar, Chartered Accountant in whole time Practice as the Scrutinizer for conducting the e-voting process in accordance with law and in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit it forthwith to the Managing Director and/or Chartered Accountant of the Company.

The instructions for members for e-voting are as under:

1. The e-voting period commences on Sunday, 27th September 2015 (9:00 a.m.) and ends on Tuesday, 29th September 2015 (5:00 p.m.). The e-voting module shall be disabled for voting thereafter.
2. The Company has engaged Central Depository Services (India) Limited ("CDSL") to offer e-voting facility to all its Members to enable them to cast their vote electronically. This notice is being sent to all the Members, whose names appear in the Register of Members / Records of Depositories as on the close of working hours on 23rd September 2015 i.e. the cut-off date. Voting rights will be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date. E-voting is optional for Members. The Notice of the Annual General Meeting is sent electronically to all the shareholders who have registered their email addresses with the Company / Depositories and to the other shareholders by Speed Post / Registered Post / Courier.
3. Members desiring to exercise their vote by using e-voting facility should carefully follow the instructions given below.
 - a) The shareholders should log on to the e-voting website: www.evotingindia.com
 - b) Click on Shareholders Tab.
 - c) Now enter your User ID
 - i. For CDSL: 16 digits beneficiary ID;
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login

If you are holding shares in demat form and had logged on to www.evotingindia.com and have cast your vote earlier for EVSN of any company, then your existing password is to be used.

If you are a first time user, follow the steps given below and fill the appropriate boxes:

For Members holding shares in Demat Form	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department(In Capital) (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.

	<ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth (DOB) as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. In case both the details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank details field.

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) Members holding shares in physical form will then directly reach the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for **ASHUTOSH PAPER MILLS LIMITED** on which you choose to vote.
- (v) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (vii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (x) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xi) Note for Non- Individual Shareholders and Custodians
- Non – Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) which they wish to vote on and then cast their vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, there will not be voting by show of hands on any of the agenda items at the Meeting and poll will be conducted in lieu thereof.

General Instructions:

- (a) The voting period begins on Sunday, 27th September 2015 (9:00 a.m.) and ends on Tuesday, 29th September 2015 (5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (b) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (c) The Notice of the Annual General Meeting are being sent to all the Members, whose names appear in the Register of Members as on cut-off date (record date) i. e. 28th August, 2015 through the mode prescribed under the Companies Act, 2013 and also by E-Mail, wherever registered. The Members may also download a copy of the Notice from the Website of the Company (www.ashutoshpapermillsltd.com)
- (d) The Members of the Company, holding Equity Shares either in physical form or in dematerialized (demat) form as on 28th August, 2015 and not casting their vote electronically, may only cast their vote at the Annual General Meeting. The voting rights of shareholders shall be in proportion to their shareholding of paid up share capital of the Company as on 28th August, 2015.
- (e) **Mr. Amit Kumar** (M. No. 518735) Chartered Accountant in Practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment

of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit it forthwith to the Managing Director and/or Chartered Accountant of the Company.

By Order of the Board
for **TRIDEV INFRAESTATES LIMITED**
(Formerly Ashutosh Paper Mills Ltd)

Place:Delhi

Dated: 01.09.2015

Sd/-
Sunil Kumar Agarwal
(Managing Director)
DIN: 00033287

TRIDEV INFRAESTATES LIMITED

REG. OFFICE- D-19, Arya Nagar Apartment, 91, I.P Extension, Delhi-110092
CIN- L21012DL1988PLC033812, Email: ashutoshpapermills@gmail.com

PROXY FORM

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

27th Annual General Meeting on Wednesday, the 30th September, 2015

Name of the members(s):

Registered address:

E-mail Id:

Folio No/DP ID-Client ID No.:

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

1. Name: e-mail Id:

Address:.....Signature:.....or falling him/her.....

2. Name: e-mail Id:

Address:.....Signature:.....or falling him/her.....

3. Name: e-mail Id:

Address:.....Signature:.....or falling him/her.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on Wednesday , the 30th September, 2015 at 09:30 A.M. at the registered office of the Company at D-19, Arya Nagar Apartment 91, I.P Extension New Delhi-110092 and at any adjournment thereof in respect of such resolutions as are indicated below:

**I wish my above Proxy to vote in the manner as indicated in the box below:

S. No.	Resolution Type	Particulars	I/We assent to the Resolution /s	I/We dissent to the Resolution/s
1.	Ordinary Resolution	To receive, consider and adopt the Audited Accounts for the year ended 31st March, 2015 and the Auditors and Directors Report thereon.		
2.	Ordinary Resolution	To appoint a Director in place of Shri. Amit Agarwal (DIN 02504414), who retires by rotation and being eligible offers himself for re-appointment.		
3.	Ordinary Resolution	To re-appoint M/S. DEEPAK I P AGARWAL & CO., CHARTERED ACCOUNTANTS(FRN 021682N) as a statutory auditor for the Financial Year 2015-16		

Signed this day of2015

Affix
revenue
stamp

.....
Signature of shareholder(s)

.....
Signature of Proxy holder(s)

Notes:

1. This form of the 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. ** It is optional to indicate your preference. If you leave the for, against column blank against any or all resolutions, your proxy will be titled to vote in the manner as he/she may deem appropriate.
3. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 27th Annual General Meeting.

TRIDEV INFRAESTATES LIMITED

REG. OFFICE- D-19, Arya Nagar Apartment, 91, I.P Extension, Delhi-110092

CIN- L21012DL1988PLC033812, Email: ashutoshpapermills@gmail.com

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ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	PAN	USER ID	NO. OF SHARES

.....TEAR HERE.....

TRIDEV INFRAESTATES LIMITED

REG. OFFICE- D-19, Arya Nagar Apartment, 91, I.P Extension, Delhi-110092

CIN- L21012DL1988PLC033812, Email: ashutoshpapermills@gmail.com

ATTENDANCE SLIP

(TO BE SIGNED AND HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

I hereby record my presence at the **ANNUAL GENERAL MEETING** of the Company being held on held on 30.09.2015 at 09:30 a.m. at D-19, Arya Nagar Apartment, 91, I.P Extension, Delhi-110092.

NAME(S) OF THE MEMBER(S)	Registered Folio No :
	Client ID No:

Name of Proxy (in block letters)

(To be filled in, if the Proxy attends instead of the Member)

.....

--

Member's/Proxy's Signature

TRIDEV INFRAESTATES LIMITED

REG. OFFICE- D-19, Arya Nagar Apartment, 91, I.P Extension, Delhi-110092

CIN- L21012DL1988PLC033812, Email: ashutoshpapermills@gmail.com

BALLOT FORM

1. Name(s) of Shareholder(s) / Beneficial Owner
Including joint-holders, if any :
2. Registered Address of the Sole /
First named Shareholder :
3. Registered Folio No. / Client ID No. :
4. No. of Shares held :
5. I / we hereby exercise my / our vote in respect of the Resolution / s to be passed through postal ballot for the business stated in the Notice of the Company by sending my / our assent / dissent to the said Resolution by placing Tick() mark at the appropriate box below:

S. No.	Resolution Type	Particulars	I/We assent to the Resolution/s	I/We dissent to the Resolution/s
1.	Ordinary Resolution	To receive, consider and adopt the Audited Accounts for the year ended 31st March, 2015 and the Auditors and Directors Report thereon.		
2.	Ordinary Resolution	To appoint a Director in place of Shri. Amit Agarwal (DIN 02504414), who retires by rotation and being eligible offers himself for re-appointment.		
3.	Ordinary Resolution	To re-appoint M/S. DEEPAK I P AGARWAL & CO., CHARTERED ACCOUNTANTS(FRN 021682N) as a statutory auditor for the Financial Year 2015-16		

Place:

Date:
Owner

Signature of the Shareholder / Beneficial

Serial No.

DIRECTORS' REPORT TO THE MEMBERS

To,
The Members
M/s Tridev Infraestates Limited

Your Directors have pleasure in presenting the Annual Report together with the Audited Statement of accounts of the Company for the financial year ended March 31, 2015.

ECONOMIC SCENARIO

After recording a spectacular growth of over 12%, more than the country's GDP in the past half decade, the Infraestates sector all of a sudden lost stream in last fiscal largely due to global financial.

Current Global Scenario

Currently, the global economy is in severe slowdown mode amidst deepening credit crunch and upsetting developmental targets of economies across the world. In the prevailing scenario, infrastructure remains a top priority for addressing developmental gaps as it is considered omnipotent with potentials of lifting economies out of the financial turmoil. The governments around the world are pumping money to generate demands for goods and services by creating jobs through higher spending into physical and social infrastructure. Likewise, the Indian government on its part is not lagging behind on this score and has taken concrete steps to revive the sector to regain its past glory.

FINANCIAL RESULTS

(` In Lacs)

Particulars	For The Year Ended	
	31 st March 2015	31 st March 2014
Sales/Operating Income	327.80	107.08
Other Income	-	-
Expenses:-		
Purchase of Stock in trade	325.33	96.12
Changes in Inventories of Stock In Trade	-	-
Employee Benefit Expenses	-	4.93
Depreciation and Amortisation Expenses	-	-
Administrative & Other expenses	2.12	4.74
Profit Before Tax	0.35	1.29

Less:		
Current Year Tax	-	0.39
Deferred Tax		-
Profit/(Loss) after tax	0.35	0.90

DIVIDEND

The Board is of the view that the Company should utilize its funds towards the operations to accelerate the growth rate. Accordingly the Board does not recommend any dividend payment for the year 2014-15.

BUSINESS REVIEW

The year has ended with a Net Profit of ` 35,470/- as against Net Profit of ` 90,018/- of last year. The Company is exploring avenues for business opportunities and wish to enter in new area of activity. The Company is trying its best to keep its expenses in check in spite of inflationary trends and to revive the business of the Company. Barring unforeseen circumstances- we expect better performance in the current year

FUTURE OUTLOOK

The outlook of the economic growth across the globe with positive vibrations will fuel a growth and demand recovery. At the present moment there is a lull in the market and the management is looking forward for changing situation in the global market. While optimism rears for new vigour and thrust like emphasis on colour ways and new designs, it is expected these changes will bring in positive response from the overseas buyers and will trigger growth and profitability in due course of time.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2015 was Rs. 6.52 crores. During the year under review the company has not issued any shares or any convertible instruments.

RESERVES

The Company has not transferred any sum to Reserve for the financial year ended on 31st March, 2015.

CONSOLIDATED ACCOUNTS

The consolidated financial statements of the Company are prepared in accordance with provisions of the Companies Act 2013, and relevant Accounting Standards issued by the Institute of Chartered Accountants of India and form part of this annual report.

MAJOR IMPLICATIONS UNDER COMPANIES ACT, 2013

As required by the Companies Act, 2013, your Company has constituted following committees and their policies, namely:

- ✓ Nomination and Remuneration Committee & Policy

- ✓ Reconstitute Stakeholder Relationship Committee
 - ✓ Insider Trading Policy.
 - ✓ Risk Management/Performance Evaluation Committee
- And other committees are required to constitute under Listing agreement and Companies Act, 2013 and other act applicable to the company.

All other changes as required by the Act have been in place and we re-affirm our commitment to the highest level of Corporate Governance.

DEPOSITS

During the year under review the Company has not accepted any deposit falling within the meaning of section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT

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

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information required to be furnished under section 134 (3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 relating to Conservation of Energy, Technology absorption and Foreign Exchange earnings and outgo is **annexed in "Annexure A" herewith** and forming part of this report.

INDUSTRIAL RELATIONS

During the year under review, your Company enjoyed cordial relationship with workers and employees at all level.

CONTRACT OR ARRANGEMENT WITH RELATED PARTIES

All contracts/ arrangement/ transactions entered by the company during the financial year with related parties were in the ordinary course of business and on arm length basis. During the year, the company has not entered into any contracts / arrangements/ transactions with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. The prescribed form AOC-2 is enclosed as Annexure-B and forms part of the report.

DIRECTORS

At the Annual General Meeting of the company going to be held on 30.09.2015 , In accordance with the provisions of Companies Act, 2013, Mr. Amit Agarwal (DIN 02504414) are liable to retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for reappointment.

The details of training and familiarization programme and Annual Board Evaluation process for Directors have been part of this report. The policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of Director, and also remuneration for Key Managerial Personnel and other employees also forms part of this Annual Report.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134 (3c) of the Companies Act, 2013, your Directors report as under:

- a) That in the preparation of the annual financial statements for the year ended March 31, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
- b) That such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made 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, 2015 and of the profit of the Company for the year ended on that date;
- c) That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d) That the Directors have been prepared the annual financial statement on a going concern basis.
- e) That the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively.
- f) That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

BOARD EVALUATION

Pursuant to the provisions of companies Act, 2013, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder committee.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

MEETING OF BOARD OF DIRECTORS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year 10 (Ten) Board Meetings and 4 (Four) Audit Committee Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

COMPOSTION OF AUDIT COMMITTEE

The company is having an audit committee comprising of the following directors:

Name	Designation
Vinod Kumar Jain	Chairman
Sunil Kunar Agarwal	Member
Santosh Kumar yadav	Member

NOMINATION AND REMUNERATION COMMITTEE

The company is having a Nomination and Remuneration Committee comprising of the following directors:

Name	Designation
Vinod Kumar Jain	Chairman
Sunil Kunar Agarwal	Member
Santosh Kumar yadav	Member

SUBSIDIARY COMPANIES, JOINT VENTURES & ASSOCIATE COMPANIES

As on 31st March 2015, the Company has Wholly Owned Subsidiary namely:-

- Aglow Steels Limited.

Consolidated Accounts of its subsidiaries for the year under review has also been drawn in accordance with applicable accounting Standards.

CONSOLIDATED FINANCIAL STATEMENT

As required under the Listing Agreements with the Stock Exchanges Consolidated Financial Statements of the Company are attached. The consolidated Financial statements have been prepared in accordance

with Accounting standard 21, Accounting standard 23 and Accounting standard 27 issued by The Institute of Chartered Accountants of India and showing the financial resources, assets, liabilities, income, profits and other details of the Company and its subsidiaries as a single entity, after elimination of minority interest

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.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the code.

INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY

M/S Ritu Ashish Agarwal & Co. Chartered Accountants performs the duties of internal auditors of the company and their report is reviewed by the audit committee from time to time. The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets.

All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company. In each period whether productive or non-productive, the Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

All internal Audit findings and control systems are periodically reviewed by the Audit Committee of the Board of Director which provides strategic guidance on Internal Control

VIGIL MECHANISM POLICY / WHISTLE BLOWER POLICY

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behaviour the company has adopted a vigil mechanism policy. This policy is explained in corporate governance report and also posted on the website of company.

AUDITORS REPORTS/ SECRETARIAL AUDIT REPORTS:

M/S DEEPAK I P AGARWAL & CO., CHARTERED ACCOUNTANTS (FRN 021682N), who have been the appointed as a Statutory Auditors of the Company at the last AGM but subject to the ratification by

members at every consequent Annual General Meeting. Therefore, ratification of appointment of Statutory Auditors is being sought from the members of the Company at the ensuing AGM.

SECRETARIAL AUDITORS

Pursuant to provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has appointed **M/S NARESH GUPTA & ASSOCIATES, COMPANY SECRETARY IN WHOLE TIME PRACTICE** to undertake the Secretarial Audit of the Company.

The Secretarial Audit Report is annexed herewith as "**Annexure C**".

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2015

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 D**".

HUMAN RESOURCES

Your Company's Human Resource agenda remained focused on reinforcing the key thrust areas; being the employer of choice on campus, building an inclusive culture and a strong talent pipeline, institutionalizing mission critical capabilities in the organization, driving greater employee engagement and continuing to focus on progressive employee relation policies.. The management has always carried out systematic appraisal of performance and imparted training at periodic intervals. The company has always recognized talent and has judiciously followed the principle of rewarding performance.

BUSINESS RISK MANAGEMENT

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities.

Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk.

As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is as follows:

The company has one Executive Director and due to financial constraints being faced by the company he has forgone remuneration.

Further, no sitting fee has been paid to any director during the year.

However as per the provisions of section 136 of the Companies Act, 2013, the report and accounts are being sent to all shareholders of the Company excluding the aforesaid information. Any shareholder interested in obtaining a copy of the particulars may write to the Company's Registered Office.

LISTING WITH STOCK EXCHANGES

The Company confirms that it has paid the Annual Listing Fees for the year 2015-2016 to BSE where the Company's Shares are listed.

ACKNOWLEDGEMENT

Your Directors place on record their sincere appreciation of the services rendered by the employees of the Company. They are grateful to shareholders, bankers, depositors, customers and vendors of the company for their continued valued support. The Directors look forward to a bright future with confidence.

CAUTIONARY STATEMENT

The statements contained in the Board's Report and Management Discussion and Analysis contain certain statements relating to the future and therefore are forward looking within the meaning of applicable securities, laws and regulations.

Various factors such as economic conditions, changes in government regulations, tax regime, other statutes, market forces and other associated and incidental factors may however lead to variation in actual results.

Date: 01.09.2015

Place: Delhi

for and on behalf of the Board

Tridev Infraestaes Limited

Sd-

Sunil Kumar Agarwal
Managing Director
(DIN No. 00033287)

Sd-

Vinod Kumar Jain
Director
(DIN No. 01943778)

ANNEXURE "A" TO THE DIRECTORS' REPORT

Information pursuant to the Companies (Accounts) Rules, 2014.

i) Conservation of Energy

The operations involve low energy consumption. Wherever possible, energy conservation measures have been implemented. Efforts to conserve and optimise the use of energy is a continuous process.

ii) Technology Absorption

1. Specific areas in which R & D carried out are as follows:
 - a. review of the existing courses and evaluation of feasibility of the new courses to be launched and estimating the costing thereof.
 - b. Providing technical support on existing products.
2. Benefits derived as a result of the above R & D
As a result the organisation is being able to implement current courses.
3. Expenditure on R & D : NIL

iii) Foreign Exchange Earnings & Outgo

There were no foreign exchange earnings as well as outgo of the Company during the year under report.

Particulars	Year Ended March 31st 2015	Year Ended March 31st 2014
Earnings : Export	Nil	Nil
Outgo: Imports	Nil	Nil

ACKNOWLEDGMENT

Your Directors would like to express their grateful appreciation for assistance and Co-operation received from the financial institutions, Government Authorities, Customers, Vendors and Members during the year under review. Your Directors, also wish to place on record their deep sense of appreciation for the committed services of executives, staff and workers of Company.

For and on behalf of the Board

Place: New Delhi
Date: 01.09.2015-

Sd-

Sd-

Sunil Kumar Agarwal
Managing Director
(DIN No. 00033287)

Vinod Kumar Jain
Director
(DIN No. 01943778)

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.

- | | | |
|----|---|-----|
| a) | Name (s) of the related party & nature of relationship: | N.A |
| b) | Nature of contracts/arrangements/transactions: | N.A |
| c) | Duration of the contracts/arrangements/transactions | N.A |
| d) | Salient terms of the contracts or arrangements or transactions including the value, if any: | N.A |
| e) | Justification for entering into such contracts or arrangements or transactions: | N.A |
| f) | Date (s) of approval by the Board: | N.A |
| g) | Amount paid as advances, if any | N.A |
| h) | Date on which the special resolution was passed in General meeting as required under first proviso to Section 188 | N.A |

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

- | | | |
|----|---|-----|
| a) | Name (s) of the related party & nature of relationship | N.A |
| b) | Nature of contracts/arrangements/transactions: | N.A |
| c) | Duration of the contracts/arrangements/transaction | N.A |
| d) | Salient terms of the contracts or arrangements or transactions including the value, if any: | N.A |
| e) | Date(s) of approval by the Board, if any: | N.A |
| f) | Amount paid as advances, if any: | N.A |

* Definition of term 'material contracts or arrangement or transactions' is taken as per Clause 49 of the Listing Agreement with stock exchanges

Place: Delhi

for and on behalf of the Board

Date: 01.09.2015

Sd-

Sd-

Sunil Kumar Agarwal
Managing Director
(DIN No. 00033287)

Vinod Kumar Jain
Director
(DIN No. 01943778)

ANNEXURE "D" TO DIRECTORS REPORTS

**Form No. MGT-9
EXTRACT OF ANNUAL RETURN
AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2015**

{Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014}

1. REGISTRATION AND OTHER DETAILS:-

(I)	CIN	:	L21012DL1988PLC033812
(II)	Registration Date	:	07/11/1988
(III)	Name of the Company	:	Tridev Infraestates Limited
(IV)	Category/ Sub Category of the Company	:	Public Listed Company
(V)	Address of the Registered office and	:	D-19, Arya Nagar Apartment 91, I.P Extension, New Delhi-110092
(VI)	Company Listed	:	BSE
(VII)	Name & Address & Contact Details of RTA	:	Skyline Financial Services Private Limited, D-153A, Okhla Industrial Area, Phase-I, New Delhi-110020

2. 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 product and services	NIC code of the product/services*	% to total turnover of the company
1	Infra structure		

3. Particulars of Holding, Subsidiary and Associates Companies

S.No.	Name & Address of the Company	CIN/ GIN	Holding / Subsidiary / Associates	% of shares held	Applicable Section
1.	Aglow Steels Ltd	U35122DL2013PLC261648	Subsidiary	100%	

4. Share holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

1) Category Wise Shareholding

h)Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	No Change
i)Others	0	0	0	0	0	0	0	0	No Change
2.Non-Institutions									
a. Bodies Corp.	3979131	0	3979131	60.98	3396606	0	3396606	52.05	No Change
i.Indian Overseas	0	0	0	0	0	0	0	0	-8.93

b) Individual									
1)Individual shareholders holding nominal share capital upto Rs. 1 Lakh	738824	1200	740024	11.34	801660	200	801860	12.29	0.95
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	947986	0	947986	14.53	1383371	0	1383371	21.20	6.67
c. other Specify	9250	0	9250	0.14	0	0	0	0	-0.14
TRUST	0	0	0	0	0	0	0	0	No Change
NRI	0	0	0	0	67961	0	67961	1.04	1.04
CLEARING MEMBERS	1	0	1	0	0	0	0	0	No Change
HUF	68498	0	68498	1.05	95092	0	95092	1.46	-0.41
Sub Total (B)(2)	5743690	200	5743890	88.04	5744690	200	5744890	88.04	No Change
Total Public Shareholding (B)=(B)(1)+(B)(2)	5743690	200	5743890	88.04	5744690	200	5744890	88.04	No Change
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	No Change
Grand Total(A+B+C)	6524200	200	6524400	100	6525200	200	6525400	100	No Change

(ii) Shareholding of Promoters								
S.no.	Shareholders Name	Shareholding at the beginning of the Year			Shareholding 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	% Change in share holding during the year
1	PAYAL AGARWAL	8340	0.13	0	8340	0.13	0	No Change
2	SUNIL KUMAR AGARWAL	333170	5.11	0	333170	5.11	0	No Change
3	ATUL KUMAR AGARWAL	439000	6.73	0	739000	6.73	0	No Change

Change in Promoters Shareholding (Please specify , if there is no change)

S.No.		Shareholding at the beginning of the year			Cumulative Shareholding during the year					
		No. of shares	% of Total shares of the company		No. of shares			% of Total shares of the company		
	At the beginning of the year	N.A	N.A		N.A			N.A		
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g.allotment, transfer/ bonus,/ sweat equity etc.)	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	
	At the end of the year	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	

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

S.No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Transfer/purchase during the year		Cumulative Shareholding during the year	
		No. of shares	% of Total shares of the company	No. of shares	% of Total shares of the company	No. of shares	% of Total shares of the company
1	VENUS INSEC PRIVATE LIMITED	929300	14.24	0	0	-----	No Change
2	SURYA MEDI TECH LIMITED	659325	10.10	0	0	-----	No Change
3	ND FINANCIAL SERVICES LIMITED	527362	8.08	0		-----	No Change
4	SHRIDHAR FINANCIAL SERVICES LIMITED	423021	6.48	0	0	-----	No Change

5	MALAY CORPORATE SERVICES LIMITED	225844	3.46	225844	3.46		3.46
6	PRAMODKUMAR JAIN SECURITIES LIMITED	205160	3.14	205160	3.14	0	3.14
7	BHANSALI VALUE CREATIONS PRIVATE LIMITED	139495	2.14	93209	0.71	46286	1.43
8	SANGITA PARESHKUMAR VEDAWALA	133712	2.05	0	0	----- ---	No Change
9	NDA SECURITIES LIMITED	100000	1.53	0	0	----- ---	No Change
10	RED RIBBON STOCK BROKING PVT LTD	93635	1.43	93635	1.43	-----	1.43
11	TULSHIRAM SITARAM MANWAL	-----	-----	270660	4.15	270660	4.15
12	SANGITA PARESHKUMAR VEDAWALA	-----	-----	133712	2.05	133712	2.05
13	TRUPTI ARUN MANDAVIYA	-----	-----	96365	1.43	96365	1.43
14	SOUTH ASIA PORTFOLIOS PRIVATE LIMITED	-----	-----	90103	1.38	90103	1.38

(v) Shareholding of Directors and Key Managerial Personnel:						
Name	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of shares	% of Total shares of the company	No. of shares		% of Total shares of the company
AMIT AGGARWAL	At the beginning of the year	NIL	NIL	NIL		NIL
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease	NIL	NIL	NIL		NIL
	At the end of the year	NIL	NIL	NIL		NIL
SUNIL KUMAR AGARWAL	At the beginning of the year	NIL	NIL	NIL		NIL
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease	NIL	NIL	NIL		NIL
	At the end of the year	NIL	NIL	NIL		NIL

PAYAL AGARWAL	At the beginning of the year	NIL	NIL	NIL		NIL
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease	NIL	NIL	NIL		NIL
	At the end of the year	NIL	NIL	NIL		NIL
VINOD KR JAIN	At the beginning of the year	NIL	NIL	NIL		NIL
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease	NIL	NIL	NIL		NIL
	At the end of the year	NIL	NIL	NIL		NIL
SANTOSH KUMAR YADAV	At the beginning of the year	NIL	NIL	NIL		NIL
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease	NIL	NIL	NIL		NIL
	At the end of the year	NIL	NIL	NIL		NIL
V. INDEBTEDNESS						
Indebtedness of the Company including interest outstanding/ accrued but not due for payment						
Indebtedness at the beginning of the financial year		Secured Loans excluding deposits		Unsecured Loans	Deposit	Total Indebtedness
1)Principal Amount		NIL		NIL	NIL	NIL
ii)Interest due		NIL		NIL	NIL	NIL
iii)Interest accrued but not due		NIL		NIL	NIL	NIL
Total (i+ii+iii)		NIL		NIL	NIL	NIL
Change in Indebtedness during the financial year		NIL		NIL	NIL	NIL
a)addition		NIL		NIL	NIL	NIL
b)Reduction		NIL		NIL	NIL	NIL
Net Change		NIL		NIL	NIL	NIL
Indebtedness at the end of the Financial year		NIL		NIL	NIL	NIL
1)Principal Amount		NIL		NIL	NIL	NIL
ii)Interest due but not paid		NIL		NIL	NIL	NIL
iii) Interest accrued but not due		NIL		NIL	NIL	NIL
Total(i+ii+iii)		NIL		NIL	NIL	NIL
VI.REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL						
A. Remuneration to Managing Director, Whole -time Directors and/ or Manager (Amt in Lakhs)						
S.No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount (

		AMIT AGGARWAL	SUNIL KUMAR AGARWAL	PAYAL AGARWAL	VINOD KR JAIN	SANTOSH KUMAR YADAV	
1	Gross Salary	NIL	NIL	NIL	NIL	NIL	NIL
	Salary as per provisions contained in sec 17(1) of the Income Tax Act, 1961	NIL	NIL	NIL	NIL	NIL	NIL
	Value of Perquisites u/s 17(2) Income Tax Act, 1961	NIL	NIL	NIL	NIL	NIL	NIL
	Profits in lieu of Salary under sec.17(3) Income Tax Act, 1961	NIL	NIL	NIL	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL	NIL	NIL
4.	Commission -as% of Profit -other specify	NIL	NIL	NIL	NIL	NIL	NIL
5.	Other , Please Specify	NIL	NIL	NIL	NIL	NIL	NIL
	Total as per the Act	NIL	NIL	NIL	NIL	NIL	NIL

VII. PENALTIES /PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of penalty/ Punishment/ Compounding fees impose	Authority [RD/NCLT/COURT]	Appeal made if any(give details)
A. Company					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. Director					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. Other Officers in Default					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

NARESH GUPTA & ASSOCIATES

COMPANY SECRETARIES

G-83/104, Laxmi Nagar, Delhi-110092
Mob: - 9990870747, Off: 011-43103654
E-mail: nareshguptaandassociates@gmail.com

SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2015

[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,

M/s TRIDEV INFRAESTATES LIMITED
(Formerly "Ashutosh Paper Mills Ltd")
D-19, Arya Nagar Apartment,
91, I.P. Extension, Delhi-110092

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Tridev Infraestates 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 Company's 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 31st March, 2015 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 the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not Applicable to the company during the period under review)**
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:-
 - (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; **(Not Applicable to the company during the period under review)**
 - (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 period under review)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the company during the period under review)**
 - (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; **(Not Applicable to the company during the period under review)**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable to the company during the period under review)**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not Applicable to the company during the period under review)**
- (vi) Other laws applicable to the Company as per the representations made by the Management.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India have been notified w.e.f. 1st July, 2015 but not applicable to the company during the period under review.
- (ii) The Listing Agreements entered into by the Company with BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

1. *The Board of Directors of the Company approved the Board Report for the financial year ended 31st March, 2014 but board resolution of the same in the form MGT-14 is yet to be filed to concerned Registrar of Companies (As per provisions of Section 117(3)(g) read with section 179(3)(g) of the Companies Act, 2013 and rules made there under).*
2. *Official website of the company is not updated.*
3. *The Company has not appointed Chief Financial Officer (CFO) and Whole time Company Secretary in their management as per the provisions of the section 203 of the Companies Act, 2013 and rules made there under.*
4. *The Company invested in its wholly-owned Subsidiaries which was under the limit as mentioned under Section 186 of Companies Act, 2013 and rules made there under, but board resolution of the same in the form MGT-14 is yet to be filed to concerned Registrar of Companies (As per*

provisions of Section 117(3)(g) read with section 179(3) of the Companies Act, 2013 and rules made there under).

5. *The Company did not comply with the following Regulations under SEBI (Prohibition on Insider Trading) Regulations, 1992:*

- ❖ *New Director have given declaration under Form B within 2 days of becoming director as per regulation 13(2) but company did not intimate to Stock Exchange as per regulation 13(6).*
- ❖ *Company failed to intimate to Stock Exchange about closing of its Trading Window at the time of approval of results of last quarter of the year 2013-14 and annual accounts of the year 2013-14.*

6. *The Company did not comply with the following Clauses of the Listing Agreement:*

- ❖ *As per Clause 30, the company did not informed to Stock Exchange about change in Auditors of the Company.*
- ❖ *The Company did not comply with Clause 47(a) - Appointment of Company Secretary as Compliance Officer.*
- ❖ *As per Clause 47(c), half yearly Report obtained from Practicing Company Secretary did not file on time to Stock Exchange (Report taken on 11/10/2014 & filed on 15/10/2014).*
- ❖ *As per Clause 47(d), the Company did not intimate Stock Exchange about the issuance of duplicates Share certificate.*

We further report that,

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and the changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. 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 with the proper compliances of the provisions of Companies Act, 2013. Some meetings were held on shorter notice with the proper compliances of applicable provisions of Companies Act, 2013 and rules made there under.
3. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. And In respect of other laws specifically applicable to the Company, we have relied on information/records produced by the Company during the course of our audit and the reporting is limited to that extent.

We further report that during the audit period, there were no instances of:

- i. Public/Right/preferential/debentures/sweat equity, etc.
- ii. Redemption / buy-back of securities
- iii. Any approval taken from members in pursuance to section 180 of the Companies Act, 2013
- iv. Merger / amalgamation / reconstruction, etc.

v. Foreign technical collaborations

Place: Delhi
Date: 01.09.2015

For **NARESH GUPTA AND ASSOCIATES**
(Company Secretaries)

Sd-
Naresh Gupta
(Proprietor)
Membership No. 19499
COP No. 8783

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

'Annexure A to Secretarial Audit Report'

To,

The Members,

M/s TRIDEV INFRAESTATES LIMITED

(Formerly "Ashutosh Paper Mills Ltd")

D-19, Arya Nagar Apartment,

91, I.P. Extension, Delhi-110092

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: Delhi

Date: 01.09.2015

For **NARESH GUPTA AND ASSOCIATES**

(Company Secretaries)

Sd-

Naresh Gupta

(Proprietor)

Membership No. 19499

COP No. 8783

INDEPENDENT AUDITORS' REPORT

TO
THE MEMBERS,
TRIDEV INFRAESTATES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **TRIDEV INFRAESTATES LIMITED**, which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of

accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2015, its profit/loss and its cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - i) The Company does not have any pending litigations which would impact its financial position.
 - ii) The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.

- iii) There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.

Date: 30.05.2015

Place: New Delhi

For Deepak I P Agarwal & Co.

CHARTERED ACCOUNTANTS

Firm Reg. No.021682N

Sd-

Deepak Agarwal

(Proprietor)

M. NO. 503548

ANNEXURE TO AUDITORS' REPORT

Referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date

- (i) (a) The company has maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) As explained to us fixed assets have been physically verified by the management at reasonable intervals which in our opinion is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies have been noticed on such verification.
- (ii) (a) Physical verification of inventory has been conducted at reasonable intervals by the management;
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business;
- (c) The company is maintaining proper records of inventory and no any material discrepancies were noticed on physical verification.
- (iii) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act.
- (iv) In our Opinion and accordance to the information and explanation given to us there is an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services.
- (v) The company has not accepted any deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.
- (vi) Maintenance of cost records is not required by the Central Government under sub-section (1) of section 148 of the Companies Act.

- (vii) (a) According to the information and explanation given to us, the company regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.
- (b) According to the information and explanation given to us, in case dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess have not been deposited on account of any dispute.
- (viii) The company does not have accumulated losses at the end of the financial year and it does not insurer any cash losses in such financial year and in the immediately preceding financial year;
- (ix) According to the information and explanation given to us, the company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.
- (x) The company has not given any guarantee for loans taken by others from bank or financial institutions, the terms and conditions.
- (xi) According to the information and explanation given to us, term loans were applied for the purpose for which the loans were obtained;
- (xii) According to the information and explanation given to us we report that no fraud on or by the company has been noticed or reported during the year.

Date: 30.05.2015

Place: New Delhi

For Deepak I P Agarwal & Co.
CHARTERED ACCOUNTANTS

Firm Reg. No.021682N

Sd-
Deepak Agarwal
(Proprietor)
M. NO. 503548

Tridev Infraestates Limited**CIN NO. L21012DL1988PLC033812****ADDRESS: D-19, ARYA NAGAR APARTMENT 91, I.P EXTENSION, NEW DELHI-110092****Balance Sheet As At 31st March, 2015**

(Amount in `)

PARTICULARS	NOTE	31st March, 2015	31st March, 2014
I EQUITY AND LIABILITIES			
(1) Shareholders' Fund			
Share Capital	1	65,254,000	65,254,000
Reserves and Surplus	2	(19,173,614)	(19,209,084)
(2) Current Liabilities			
Other Current Liabilities	3	5,648,845	1,889,303
Short-Term Provisions	4	10,390	38,580
TOTAL		51,739,621	47,972,799
II ASSETS			
(1) Non-Current Assets			
(a) Other Non-Current Assets	5	2,500,000	-
(b) Investment in Subsidiary Co.	6	3,574,303	3,000,000
(2) Current Assets			
Cash and Cash Equivalents	7	11,486,141	404,496
Short-Term Loans and Advances	8	34,179,177	44,568,303
TOTAL		51,739,621	47,972,799

NOTES ON ACCOUNTS

12

(Notes 1 to 12 referred to above form an integral part of the Balance Sheet & Profit & Loss A/C)

FOR Deepak IP Agarwal & CO.

Chartered Accountants

Firm Reg. No. 021682N

For and on behalf of the Board

Tridev Infraestates Limited

Sd/-

Sunil Kumar Agarwal

Managing Director

DIN No. 00033287

Sd/-

Vinod Kumar Jain

Director

DIN No. 01943778

Sd/-

Deepak Agarwal

(Proprietor)

M.No. 503548

Place: New Delhi

Date: 30.05.2015

Tridev Infraestates Limited**CIN NO. L21012DL1988PLC033812****ADDRESS: D-19, ARYA NAGAR APARTMENT 91, I.P EXTENSION, NEW DELHI-110092****Statement of Profit & Loss For The Year Ended 31st March, 2015**

(Amount in `)

PARTICULARS	NOTE	31st March, 2015	31st March, 2014
I. Revenue from Operations:			
Sales of Products & Services	9	32,782,177	10,708,230
II Total Revenue		32,782,177	10,708,230
III Expenses:			
Purchase of Stock in Trade		32,533,845	9,612,100
Employee Benefits Expenses	10	-	493,500
Administrative & Other Expenses	11	212,862	474,032
IV Total Expenses		32,746,707	10,579,632
V Profit Before Tax (II - IV)		35,470	128,598
VI Tax Expenses:			
(1) Current Year Tax		-	38,580
VII Profit / (Loss) after Tax for the period from Continuing Operations		35,470	90,018
VIII Profit / (Loss) for the Period transferred to Reserve & Surplus		35,470	90,018
IX Earning per Equity Share:			
(1) Basic		0.01	0.014
(2) Diluted		0.01	0.014

NOTES ON ACCOUNTS

12

(Notes 1 to 12 referred to above form an integral part of the Balance Sheet & Profit & Loss A/c.)

In terms of our separate report of even date attached

FOR Deepak IP Agarwal & CO.

Chartered Accountants

Firm Reg. No. 021682N

For and on behalf of the Board

Tridev Infraestates Limited

Sd/-

Sunil Kumar Agarwal

Managing Director

DIN No. 00033287

Sd/-

Vinod Kumar Jain

Director

DIN No. 01943778

Sd/-

Deepak Agarwal

(Proprietor)

M.No. 503548

Place: New Delhi

Date: 30.05.2015

TRIDEV INFRAESTATES LIMITED

CIN NO. L21012DL1988PLC033812

ADDRESS: D-19, ARYA NAGAR APARTMENT 91, I.P EXTENSION, NEW DELHI-110092

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31.03.2015

(Amount in `)

PARTICULARS	Year Ended March31,2015	Year Ended March31,2014
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before taxation, and extraordinary items	35,470	128,598
Adjustment for:		
Preliminary Expenses Written off	-	159,970
Operating Profit Before Working Capital Changes	35,470	288,568
Adjustment for :		
Increase/(Decrease) in Sundry Creditors, Others Liabilities & Provisions	3,731,352	(1,023,530)
(Increase)/Decrease in Short Term Loan & Advances	10,389,126	1,951,499
(Increase)/Decrease in Other Assets	(2,500,000)	-
Cash Generated from Operations	11,655,948	1,216,537
Direct Taxes	-	8,160
Net Cash From Operating Activities (A)	11,655,948	1,208,377
(B).CASH FLOW FROM INVESTING ACTIVITIES:		
Investment in shares of Company	(574,303)	(3,000,000)
Net Cash used in Investing Activities (B)	(574,303)	(3,000,000)
(C).CASH FLOW FROM FINANCING ACTIVITIES		
Loan Taken	-	1,874,303
Net Cash used in Financing Activities (C)	-	1,874,303
Net Increase/(Decrease) in cash and cash equivalents (A+B+C)	11,081,646	82,680
Cash & Cash Equivalents as at beginning of the year	404,496	321,816
Cash & Cash Equivalents as at Closing of the year	11,486,141	404,496

In terms of our separate report even date attached
FOR Deepak IP Agarwal & CO

For and on behalf of the Board

Chartered Accountants
 Firm Reg. No. 021682N

Sd/-
Sunil Kumar Agarwal
 Managing Director
 DIN No. 00033287

Sd/-
Vinod Kumar Jain
 Director
 DIN No. 01943778

Sd/-
Deepak Agarwal
 (Proprietor)
 M.No. 503548

Place: New Delhi
 Date: 30.05.2015

Tridev Infraestates Limited

Notes forming part of Balance sheet and Statement of Profit & Loss

NOTE	Particulars	31st March, 2015	31st March, 2014
1	<u>SHARE CAPITAL</u>		
(a)	Authorised 8000000 Equity Shares of Rs. 10/- Each	80,000,000	80,000,000
	Total	80,000,000	80,000,000
(b)	<u>Issued, Subscribed & Paid Up</u> 6525400 Equity Shares of Rs. 10/- Each Fully paid up	65,254,000	65,254,000
	Total	65,254,000	65,254,000
(c)	Shares in the Company held by each Shareholder holding more than 5% Shares are as under:		
		As at 31st March 2015	
		As at 31st March 2014	
	Name of the Shareholder	No. of Shares Held	% of Holding
		No. of Shares Held	% of Holding
	VENUS INSEC PRIVATE LIMITED	929,300	14.24
	SURYA MEDITECH LIMITED	659,325	10.10
	N D FINANCIAL SERVICES PRIVATE LTD.	527,362	8.08
	SHRIDHAR FINANCIAL SERVICES LTD.	423,021	6.48
2	<u>RESERVE & SURPLUS</u>		
	General Reserve		
	Add : Opening Balance of Profit & Loss A/C	(19,209,084)	(19,299,102)
	Current Year's Profit & Loss A/C	35,470	90,018
	Total	(19,173,614)	(19,209,084)
3	<u>OTHER CURRENT LIABILITIES</u>		
	Sundry Creditors	2,475,000	-
	Other Outstanding Liabilities	3,158,845	1,874,303
	Audit Fee Payable	15,000	15,000
	Total	5,648,845	1,889,303
4	<u>SHORT-TERM PROVISIONS</u>		
	For Income Tax	10,390	38,580
	Total	10,390	38,580
5	<u>OTHER NON-CURRENT ASSETS</u>		
	Trade receivables	2,500,000	-
	Total	2,500,000	-
6	<u>Non-Current INVESTMENT</u>		
	Equity Instrument		
	Other than Trade- Unquoted	1,074,303	-
	Investment in equity share of subsidiary company		
	Eq. Shares of JBD Estate Ltd. of ` 10/- fully paid up	-	1,000,000
	Eq. Shares of Xenon Tradecom Ltd. of ` 10/- fully paid up	-	1,000,000
	250000 Eq. Shares of Aglow Steels Ltd. of ` 10/- fully paid up	2,500,000	1,000,000
	Total	3,574,303	3,000,000

7	<u>CASH & CASH EQUIVALENTS</u>		
	(A) Cash in Hand	616,217	40,820
	(B) Balances with Scheduled Banks		
	(i) In Current Accounts	10,869,924	363,676
	Total	11,486,141	404,496
8	<u>SHORT-TERM LOANS & ADVANCES</u>		
	(Unsecured, Considered Good)		
	Advances Recoverable in Cash or in Kind or Value to be Received	34,179,177	44,568,303
	Total	34,179,177	44,568,303
9	<u>SALES OF PRODUCTS & SERVICES</u>		
	Domestic Sales		
	Sales Domestic	32,782,177	10,708,230
	Total	32,782,177	10,708,230
10	<u>EMPLOYEES BENEFITS EXPENSES</u>		
	Salaries to Staff	-	304,100
	Staff & Labour Welfare Expenses	-	189,400
	Total	-	493,500
11	<u>ADMINISTRATIVE & OTHER EXPENSES</u>		
	Advertisement Expenses	18,766	25,256
	Remuneration Auditors:		
	As Audit Fee	15,000	15,000
	Share Transfer, Custodian Fee & Other	-	44,599
	Travelling & Conveyance Expenses	-	32,450
	General Expenditure	11,213	4,250
	Preliminary Exp. Written Off	-	159,970
	Telephone Expenses	-	15,670
	Printing & Stationary	-	16,579
	Postage & Courier	-	8,560
	Filing Fees	-	5,105
	Bank Charges	1,664	-
	AGM Expenses	132,672	119,070
	Secretarial Expenses	33,547	27,523
	Total	212,862	474,032

Tridev Infraestates Limited**NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31st MARCH, 2015****Note No. 12 : SIGNIFICANT ACCOUNTING POLICIES****i. Basis of Preparation of Financial Statements**

The financial statements are prepared and presented under the historical cost convention on accrual basis of accounting in accordance with the generally accepted accounting principles in India ("GAAP"), applicable Accounting Standards issued by The Institute of Chartered Accountants of India and under the historical cost convention, on accrual basis.

ii Revenue Recognition :

Revenue is being recognized in accordance with the Guidance Note on Accrual Basis of Accounting issued by The Institute of Chartered Accountants of India. Accordingly, wherever there are uncertainties in the realization of income same is not accounted for till such time the uncertainty is resolved.

iii. Treatment of Expenses :

All expenses are accounted for on accrual basis.

iv. Fixed Assets:

Fixed Assets are stated at historical cost, less depreciation. Costs of fixed assets include taxes, duties, freight and other expense incidental and related there to the construction, acquisition, and installation of respective assets.

v. Inventories :

Stock goods are value at cost or net realizable value, whichever is lower.

vi. Depreciation / Amortization :

Depreciation on fixed assets has been provided on WDV method on prorata basis over the useful life prescribed in schedule II to the Companies Act, 2013 after considering salvage value of five percent of original cost. The Company has considered useful life of assets same as prescribed under the Companies Act, 2013.

Depreciation upto 31.03.2015 was provided on WDV method on prorata basis at the rates prescribed in schedule XIV to the Companies Act, 1956.

Due to transition from schedule XIV to schedule II, depreciation on assets existing as on 31.03.2014, has been provided in such a way so that assets should be depreciated after considering salvage value of five percent of original cost of the assets over a useful life of assets as prescribed under schedule II of the companies Act, 2013.

Assets of which useful life has already been expired but depreciation charged till previous financial year was less than 95% of original cost of the assets, difference of 95% of Original Cost and depreciation charged till last year, has been charged to profit and loss account as depreciation.

Assets on which depreciation has already been charged above of 95% of Original Cost of the assets till previous financial year and written down value of the assets is less than 5% of Original Cost, salvage value has been considered remaining WDV as on first day of current financial year.

vii. Taxes on Income :

- a. Provision for current tax has been made as per the provisions of Income Tax Act, 1961.
- b. Deferred tax has been recognized, subject to the consideration of prudence, on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period.

viii. Leases :

The Company has taken office building on lease, which is classified as an Operating Lease.

ix. Employees Benefits :

- i. Provident Fund and Employee State Insurance
The Company's Contribution to the recognized Provident Fund and Employees State Insurance (Defined Contribution Scheme), paid/payable during the year, is debited to the Profit and Loss Account.
- ii. Gratuity Fund
Accrued liabilities on account of Gratuity (Defined Benefit Scheme) is provided for the employees', based on their last drawn salary, completed years of services, instead of ascertaining actuarial impact.
- iii. Leave Encashment
Leave Encashment (Defined Benefit Scheme) is provided annually based in accordance with the policies of the company and are charged to the Profit Loss Account on accrual basis.

x. Investments :

Long term investments are carried at cost. However, provision is made for diminution in value (if any), other than temporary, on an individual basis.

xi. Borrowing Cost :

Interest and other borrowing costs on specific borrowings, attributable to qualifying assets, are capitalized. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. Other borrowing costs are charged to revenue over the tenure of the loan.

xii. Accounting for Provisions, Contingent Liabilities and Contingent Assets :

Provisions are recognized in terms of Accounting Standard 29 - Provisions, Contingent Liabilities and Contingent Assets (AS-29), notified by the Companies (Accounting Standards) Rules, 2006, when there is a present legal or statutory obligation as a result of past events, where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Contingent Liabilities are recognized only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company, or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for. Contingent Assets are not recognized in the financial statements.

xiii) Related Party Disclosure:

In accordance with the requirements of Accounting Standards (AS) – 18 on Related Party Disclosures, the names of the related parties where control exists and/or with whom transactions have taken place during the year and descriptions of relationships, as identified and certified by the management, are:

I. Key Management Personnel

- Mr. SUNIL KUMAR AGARWAL
- Mr. SANTOSH KUMAR YADAV
- Mr. VINOD KUMAR JAIN
- Mr. AMIT AGGARWAL
- Mrs PAYAL AGARWAL

II. Subsidiaries

1. Aglow Steels limited

xiv) Earnings in Foreign Currency

	Year ended March 31, 2015	Year ended March 31, 2014
Sale of Shares	Nil	Nil
Dividend and Interest	Nil	Nil
Other Income	Nil	Nil

xv) Expenditure in Foreign Currency

Travelling Expenses	Nil	Nil
Others	Nil	Nil

xvi) Payment to Auditors

Statutory Audit Fees	15000/-	15000/-
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xvii) In the opinion of the Board of Directors and to the best of their knowledge and belief the realizable value of Current Assets, Loans and Advances in ordinary course of business is not less than the value stated in the Balance Sheet.

xviii) Earning Per Share (EPS)

Basic earning per share is calculated by dividing the net Profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earning per share is calculated by dividing the net profit attributable to equity shareholders by weighted average number of equity shares outstanding during the year after adjusting for the effects of dilutive options.

Profit computation for both Basic and Diluted earnings per share of ` 10/- each.

	Year ended March 31, 2015	Year ended March 31, 2014
Net Profit/ (Loss) as per P&L Account available to shareholders	35,470/-	90,018/-
Weighted average No. of Equity Shares	6525400	6525400
Earnings per Share (Basic & Diluted)	0.001	0.014

xix) Due to Small Scale Undertakings exceeding ` 1.00 lakh overdue for more than 30days – Nil

Sd/-	sd/-
Sunil Kumar Agarwal	Vinod Kumar Jain
(Managing Director)	(Director)
DIN NO. 00033287	DIN NO. 01943778

For Deepak I P Agarwal & Co.
Chartered Accountants
F.R.N: 021682N

Sd-
Deepak Agarwal
(Proprietor)
M. NO. 503548

Place: New Delhi
Date: 30.05.2015

TRIDEV INFRAESTATES LIMITED**CIN NO. L21012DL1988PLC033812****ADDRESS: D-19, ARYA NAGAR APARTMENT 91, I.P EXTENSION, NEW DELHI-110092****CONSOLIDATED BALANCE SHEET****AS AT 31ST MARCH 2015****(Amount in)**

PARTICULARS	NOTE	31st March, 2015	31st March, 2014
I <u>EQUITY AND LIABILITIES</u>			
(1) Shareholders' Fund			
Share Capital	1	65,254,000	65,254,000
Reserves and Surplus	2	(19,218,467)	(19,209,084)
(2) Non-Current Liabilities			
Loan		3,158,845	1,874,303
(3) Current Liabilities			
Other Current Liabilities	3	31,590,000	15,000
Short-Term Provisions	4	10,390	38,580
TOTAL		80,794,768	47,972,799
II <u>ASSETS</u>			
(1) Non-Current Assets			
(a) Other Non-Current Assets	5	31,651,839	138,000
(2) Current Assets			
Cash and Cash Equivalents	6	14,963,752	3,266,496
Short-Term Loans and Advances	7	34,179,177	44,568,303
TOTAL		80,794,768	47,972,799
For and on behalf of the Board Tridev Infraestates Limited		FOR Deepak IP Agarwal & CO. Chartered Accountants Firm Reg. No. 021682N	
Sd/- Sunil Kumar Agarwal Managing Director DIN No. 00033287	Sd/- Vinod Kumar Jain Director DIN No. 01943778	Sd/- Deepak Agarwal (Proprietor) M.No. 503548	
Place: New Delhi Date: 30.05.2015			

TRIDEV INFRAESTATES LIMITED

CIN NO. L21012DL1988PLC033812

ADDRESS: D-19, ARYA NAGAR APARTMENT 91, I.P EXTENSION, NEW DELHI-110092

**CONSOLIDATED PROFIT & LOSS
FOR THE YEAR ENDED 31ST MARCH, 2015**

(Amount in `)

PARTICULARS	NOTE	31st March, 2015	31st March, 2014
I. Revenue from Operations:			
Sales of Products & Services	8	32,782,177	10,708,230
II Total Revenue		32,782,177	10,708,230
III Expenses:			
Purchase of Stock in Trade		32,533,845	9,612,100
Employee Benefits Expenses	9	-	493,500
Administrative & Other Expenses	10	212,862	474,032
IV Total Expenses		32,746,707	10,579,632
V Profit Before Tax (II - IV)		35,470	128,598
VI Tax Expenses:			
(1) Current Year Tax		-	38,580
(2) Deferred Tax Adjustment		-	-
VII Profit / (Loss) after Tax for the period from Continuing Operations		35,470	90,018
VIII Profit / (Loss) for the Period transferred to Reserve & Surplus		35,470	90,018
IX Earning per Equity Share:			
(1) Basic		0.005	0.014
(2) Diluted		0.005	0.014

NOTES ON ACCOUNTS

11

(Notes 1 to 11 referred to above form an integral part of the Balance Sheet & Profit & Loss A/c.)

In terms of our separate report of even date attached

FOR Deepak IP Agarwal & CO.

Chartered Accountants

Firm Reg. No. 021682N

For and on behalf of the Board

Tridev Infraestates Limited

Sd/-

Sunil Kumar Agarwal

Managing Director

DIN No. 00033287

Sd/-

Vinod Kumar Jain

Director

DIN No. 01943778

Sd/-

Deepak Agarwal

(Proprietor)

M.No. 503548

Place: New Delhi

Date: 30.05.2015

TRIDEV INFRAESTATES LIMITED**CIN NO. L21012DL1988PLC033812****ADDRESS: D-19, ARYA NAGAR APARTMENT 91, I.P EXTENSION, NEW DELHI-110092****CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31.03.2015**

PARTICULARS	Year Ended March31,2015	Year Ended March31,2014
(A).CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before taxation, and extraordinary items	(9,383)	128,598
Adjustment for:		
Preliminary Expenses Written off	-	159,970
Operating Profit Before Working Capital Changes	(9,383)	288,568
Adjustment for :		
Increase/(Decrease) in Sundry Creditors, Others Liabilities & Provisions	31,546,810	(1,023,530)
(Increase)/Decrease in Short Term Loan & Advances	10,389,126	1,951,499
(Increase)/Decrease in Other Assets	(31,513,839)	-
Cash Generated from Operations	10,412,714	1,216,537
Direct Taxes	-	8,160
Net Cash From Operating Activities (A)	10,412,714	1,208,377
(B).CASH FLOW FROM INVESTING ACTIVITIES:		
Pre-incorporation Expenses paid	-	(138,000)
Net Cash used in Investing Activities (B)	-	(138,000)
(C).CASH FLOW FROM FINANCING ACTIVITIES		
Loan Taken	1,284,542	1,874,303
Net Cash used in Financing Activities (C)	1,284,542	1,874,303
Net Increase/(Decrease) in cash and cash equivalents (A+B+C)	11,697,256	2,944,680
Cash & Cash Equivalents as at beginning of the yr.	3,266,496	321,816
Cash & Cash Equivalents as at Closing of the yr.	14,963,752	3,266,496

In terms of our separate report even date attached

FOR Deepak IP Agarwal & CO.**Chartered Accountants****Firm Reg. No. 021682N**

For and on behalf of the Board
Tridev Infraestates Limited

Sd/-

Sunil Kumar Agarwal

Managing Director

DIN No. 00033287

Sd/-

Vinod Kumar Jain

Director

DIN No. 01943778

Sd/-

CA. Deepak Agarwal**(Proprietor)****M.No. 503548**

Place: New Delhi

Date: 30.05.2015

TRIDEV INFRAESTATES LIMITED**Notes Forming Part of Consolidated Balance Sheet and Statement of Profit & Loss**

		(Amount in `)	
NOTE	Particulars	31st March, 2015	31st March, 2014
1	<u>SHARE CAPITAL</u>		
(a)	Authorised 8000000 Equity Shares of Rs. 10/- Each	80,000,000	80,000,000
	Total	80,000,000	80,000,000
(b)	Issued, Subscribed & Paid Up 6525400 Equity Shares of Rs. 10/- Each Fully paid up	65,254,000	65,254,000
	Total	65,254,000	65,254,000
(c)	Shares in the Company held by each Shareholder holding more than 5% Shares are as under:		
		As at 31st March 2015	
		As at 31st March 2014	
	Name of the Shareholder	No. of Shares Held	% of Holding
	Name of the Shareholder	No. of Shares Held	% of Holding
	VENUS INSEC PRIVATE LIMITED	929,300	14.24
	SURYA MEDITECH LIMITED	659,325	10.10
	N D FINANCIAL SERVICES PRIVATE LTD.	527,362	8.08
	SHRIDHAR FINANCIAL SERVICES LTD.	423,021	6.48
2	<u>RESERVE & SURPLUS</u>		
	General Reserve		
	Add : Opening Balance of Profit & Loss A/C	(19,209,084)	(19,299,102)
	Current Year's Profit & Loss A/C	35,470	90,018
		(19,173,614)	(19,209,084)
	Loss of Subsidiary Aglow Steels Limited	(44,853)	-
	Total	(19,218,467)	(19,209,084)
3	<u>OTHER CURRENT LIABILITIES</u>		
	Sundry Creditors	2,475,000	-
	Other Outstanding Liabilities	29,100,000	-
	Audit Fee Payable	15,000	15,000
		31,590,000	15,000
4	<u>SHORT-TERM PROVISIONS</u>		
	For Income Tax	10,390	38,580
	Total	10,390	38,580
5	<u>OTHER NON-CURRENT ASSETS</u>		
	Loan to Shri Haridas Securities	1,810,000	-
	Loan to Vertex Drugs Pvt. Ltd.	25,000,000	-
	Investment in Equity Shares	1,267,536	-
	Investment in Unquoted Instrument	1,074,303	-
	Trade Receivables	2,500,000	138,000
	Total	31,651,839	138,000
6	<u>CASH & CASH EQUIVALENTS</u>		
	(A) Cash in Hand	622,122	202,820
	(B) Balances with Scheduled Banks		
	(i) In Current Accounts	14,341,630	3,063,676
	Total	14,963,752	3,266,496

7	<u>SHORT-TERM LOANS & ADVANCES</u> (Unsecured, Considered Good) Advances Recoverable in Cash or in Kind or Value to be Received	34,179,177	44,568,303
	Total	34,179,177	44,568,303
8	<u>SALES OF PRODUCTS & SERVICES</u> Domestic Sales Sales Domestic	32,782,177	10,708,230
	Total	32,782,177	10,708,230
9	<u>EMPLOYEES BENEFITS EXPENSES</u> Salaries to Staff Staff & Labour Welfare Expenses	- -	304,100 189,400
	Total	-	493,500
10	<u>ADMINISTRATIVE & OTHER EXPENSES</u> Advertisement Expenses Remuneration Auditors: As Audit Fee Share Transfer, Custodian Fee & Other Travelling & Conveyance Expenses General Expenditure Preliminary Exp. Written Off Telephone Expenses Printing & Stationary Rent Postage & Courier Legal & Professional Charges Filing Fees Bank Charges AGM Expenses Secretarial Expenses	18,766 15,000 - - 11,213 - - - - - - - - - - 1,664 132,672 33,547	25,256 15,000 44,599 32,450 4,250 159,970 15,670 16,579 - 8,560 - 5,105 - - 119,070 27,523
	Total	212,862	474,032

TRIDEV INFRAESTATES LIMITED**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015****12. SIGNIFICANT ACCOUNTING POLICIES****i) Basis of Accounting:**

The financial statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 1956 and wherever applicable as per the provisions of the Companies Act, 2013.

ii) Use of Estimates:

The preparation of financial statements requires estimates and assumptions to be made based on the current working that affect the reported amount of assets and liabilities (including contingent liabilities) on the date of financial statements and the reported amount of revenues and expenses for the reporting period. Difference between the actual and the estimates, if any, are accounted for in the period in which such differences are known/materialized.

iii) Investments:

Investments wherever readily realizable and intended to be held not more than one year from the date of such investments are made, are qualified as current investments. Current investments are carried at lower of cost and quoted/fair value, computed category-wise.

Long-term investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary.

iv) Revenue Recognition:

Revenue is recognized only when it can be definitely measured and it is reasonable to expect final collection. Revenue from operations includes sale of goods after adjustment of discounts (net) and return of goods.

v) Provisions and Contingencies

The company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation can not be made.

vi) Retirement Benefits

There is no amount of gratuity liability or leave encashment or any other retirement benefits for which the company may be made liable to pay. Hence no provision for the same has been made as on the date of Balance sheet.

vii) Cash Flow Statement:

- a) The Statement has been prepared under indirect method except in case of dividends, sale/purchase of investments and taxes which have been considered on the basis of actual movement of case, with corresponding adjustment in assets and liabilities as set out in the Accounting Standard- 3 issued by ICAI.
- b) Cash and cash equivalents represent cash and bank balances only

viii) **Segment Reporting**

The Companies core activity is to investment, sale/purchases of Shares. This is the only business segment as per Accounting Standard-17 issued by the Institute of Chartered Accountants of India.

ix) **Contingent Liabilities**

As certified by the management there is no Contingent liability as on 31/03/2014.

x) **Related Party Disclosure:**

In accordance with the requirements of Accounting Standards (AS) – 18 on Related Party Disclosures, the names of the related parties where control exists and/or with whom transactions have taken place during the year and descriptions of relationships, as identified and certified by the management, are:

III. **Key Management Personnel**

- Mr. SUNIL KUMAR AGARWAL (Managing Director)
- Mr. SANTOSH KUMAR YADAV (Director)
- Mr. VINOD KUMAR JAIN (Director)
- Mr. AMIT AGGARWAL (Director)
- Mrs PAYAL AGARWAL (Director)

IV. As informed by the management there was no related party transactions made during the year.

xi) **Earnings in Foreign Currency**

	Year ended March 31, 2015	Year ended March 31, 2014
Sale of Shares	Nil	Nil
Dividend and Interest	Nil	Nil
Other Income	Nil	Nil

xii) **Expenditure in Foreign Currency**

Travelling Expenses	Nil	Nil
Others	Nil	Nil

xiii) **Payment to Auditors**

Statutory Audit Fees	15000/-	15000/-
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xiv) Previous years' figures have been regrouped, rearranged and restated wherever considered necessary to make them comparable with the current year's figures.

xv) In the opinion of the Board of Directors and to the best of their knowledge and belief the realizable value of Current Assets, Loans and Advances in ordinary course of business is not less than the value stated in the Balance Sheet.

xvi) **Earning Per Share (EPS)**

Basic earning per share is calculated by dividing the net Profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is calculated by dividing the net profit attributable to equity shareholders by weighted average number of equity shares outstanding during the year after adjusting for the effects of dilutive options.

Profit computation for both Basic and Diluted earnings per share of ` 10/- each.

	Year ended March 31, 2015	Year ended March 31, 2014
Net Profit/ (Loss) as per P&L Account	35,470/-	90,018/-
Available to shareholders		
Weighted average No. of Equity Shares	6525400	6525400
Earnings per Share (Basic & Diluted)	0.005	0.014

- xvii) Due to Small Scale Undertakings exceeding ` 1.00 lakh overdue for more than 30days – Nil
- xviii) The additional Information pursuant to revised Schedule VI to the Companies Act, 1956 are either Nil or Not Applicable.

Sd/-	Sd/-
Sunil Kumar Agarwal	Vinod Kumar Jain
(Managing Director)	(Director)

For Deepak I P Agarwal & Co.
Chartered Accountants
F.R.N: 021682N

Sd-
Deepak Agarwal
(Proprietor)
M. NO. 503548

Place: New Delhi

Date: 30.05.2015