

TRIDEV INFRAESTATES LIMITED

(formerly Ashutosh Paper Mills Ltd)

ANNUAL REPORT FOR THE FINANCIAL YEAR 2016-2017

**Regd Off: 269 G/F Triveni Apartment Swayam Sewa CGHS Limited
Jhilmil Colony Delhi DL 110095
CIN: L21012DL1988PLC033812
Website: ashutoshpapermills@gmail.com
Email id: www.ashutoshpapermills.com**

BOARD OF DIRECTORS

- **SUNIL KUMAR AGARWAL**
- **SANTOSH KUMAR YADAV**
- **KHUSHBOO AGARWAL**
- **ATUL KUMAR AGRWAL**
- **AMIT AGGARWAL**

Contents

Notice

Directors' Report

Secretarial Audit Report

Annual Return

Auditors' Report

Balance Sheet

Statement of Profit & Loss

Cash Flow Statement

Notes on Financial Statement

DIRECTORS' REPORT TO THE MEMBERS

To,
The Members
Tridev Infraestates Limited
(formerly Ashutosh Paper Mills Ltd)

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, 2017.

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 HIGHLIGHTS**(Amount in Rs.)**

	STANDALONE	
	31.03.2017	31.03.2016
Sales and Other Income	22,92,698	50,72,806
Profit /(Loss) Before Interest, Depreciation & Tax	93,813	48,128
Depreciation	-	-
-Profit/(Loss) after depreciation	93,813	48,128
Less: Tax Expenses	28,988	5,541
Profit /(Loss) after Tax	64,825	42,587

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 2016-17.

BUSINESS REVIEW

The year has ended with a Net Profit of Rs. 64,825/- as against Net Profit of Rs. 42,587/- 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, 2017 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 transferred an amount of Rs. 64825/- to Reserve for the financial year ended on 31st March, 2017.

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 29.09.2017, In accordance with the provisions of Companies Act, 2013, Mrs. Khushboo Agarwal (DIN-07659764), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 21st October, 2016, be and is hereby appointed as an Non Executive Director of the Company, liable to retire by rotation”.

Mr. Atul Kumar Agarwal (DIN-00022779), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 23rd August, 2017, be and is hereby appointed as an Non Executive Director of the Company, liable to retire by rotation

Mrs. Payal Agarwal ceased to be as director w.e.f 09.07.2016.

Mr. Vinod Kr Jain ceased to be as director w.e.f. 23.08.2017

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, 2017; 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, 2017 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 7 (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.

During the year April 01, 2016 to March 31, 2017, the board of directors met 7 times 30/05/2016, 09/07/2016, 13/08/2016, 01/09/2016, 21/10/2016, 12/11/2016, and 13/02/2017.

COMPOSTION OF AUDIT COMMITTEE

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

Name	Designation
Vinod Kumar Jain	Chairman(upto 23.08.2017)
Sunil Kumar 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(upto 23.08.2017)
Sunil Kumar Agarwal	Member
Santosh Kumar yadav	Member

SUBSIDIARY COMPANIES, JOINT VENTURES & ASSOCIATE COMPANIES

As on 31st March 2017, the Company has Wholly Owned Subsidiary namely:-

- Pankuni Infrastructure Limited. incorporated on 03.03.2017
- Vishikh Real Estate Limited incorporated on 03.03.2017

CONSOLIDATED FINANCIAL STATEMENT

As Consolidated Accounts of its subsidiaries for the year ended 31st March, 2017 is not applicable as the new Subsidiary company is incorporated on 03.03.2017 , as the time limit of maintaining annual account of subsidiaries is not exceed as per companies act 2013 .

DECLARATION FROM INDEPENDENT DIRECTORS

All Independent Directors of the Company have given declarations that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (LODR), Regulations, 2015.

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.

SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As per the SEBI Circular No. **SEBI/LAD-NRO/GN/2015-16/013** dated 2nd September, 2015, of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Paid up equity capital as on the last day of previous financial year i.e. on 31st March 2017 was Rs. 65,254,000 and Net Worth was Rs. 46,187,798.

Therefore, in terms of the said circular the compliance with the corporate governance provisions as specified in **Regulations 17, 18, 19, 20, 21,22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C , D and E of Schedule V shall not apply** in our 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. GOYAL & KEDIA, 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 AND THEIR REPORT

M/S MOON AND COMPANY, CHARTERED ACCOUNTANT (FRN 0024693N), who have been the Statutory Auditors of the Company retire at the conclusion of this Annual General Meeting and being eligible offer themselves for re- appointment.

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 K S MANISH & 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, 2017

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**”.

KEY MANAGERIAL PERSONNEL (KMP)

During the financial period ended 31.03.2017, following persons are Whole Time Key Managerial personnel (KMP) of the Company in terms of provisions of Section 203 of the Companies Act, 2013:

1. Shri Sunil Kumar Agarwal

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 proactive 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 2017-2018 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: 01.09.2017

Place: Delhi

for and on behalf of the Board

Tridev Infraestaes Limited

Sd-

Sunil Kumar Agarwal
Managing Director
 (DIN No. 00033287)

Sd-

Amit Aggarwal
Director
 (DIN No. 02504414)

ANEXURE "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 are 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 2017	Year Ended March 31st 2016
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.

Date: 01.09.2017

Place: Delhi

for and on behalf of the Board

Tridev Infraestaes Limited**Sd-**

Sunil Kumar Agarwal
Managing Director
(DIN No. 00033287)

Sd-

Amit Aggarwal
Director
(DIN No. 02504414)

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

Date: 01.09.2017

Place: Delhi

for and on behalf of the Board

Tridev Infraestaes Limited

Sd-

Sunil Kumar Agarwal
Managing Director
(DIN No. 00033287)

Sd-

Amit Aggarwal
Director
(DIN No. 02504414)

ANNEXURE "D" TO DIRECTORS REPORTS

**Form No. MGT-9
EXTARCT OF ANNUAL RETURN
AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2017**

{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(Formerly Ashutosh Paper Mills ltd)

(IV)	Category/ Sub Category of the Company	:	Public Listed Company
(V)	Address of the Registered office and	:	269 G/F Triveni Apartment Swayam Sewa CGHS Limited Jhilmil Colony Delhi - 110095 IN
(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.	PANKUNI INFRASTRUCTURE LTD	U74999DL2017PLC313832	Subsidiary	100%	2(87)
2.	VISHIKH REAL ESTATES LIMITED	U70200DL2017PLC313834	Subsidiary	100%	2(87)

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

1) Category Wise Shareholding

Category of Shareholders	No. Of Shares held at the beginning of the year 01.04.2016				No. Of Shares held at the end of the year 31.03.2017				% Change during the year
	Demat	Physic al	Total	% of Total Share s	Demat	Physica l	Total	% of Total Shares	
Promoter								0	
1)Indian									
A)Individual /HUF	780510	0	780510	11.96	780510	0	780510	11.96	No Change
a)Central Govt.	0	0	0	0	0	0	0	0	No Change
a)State Govt.	0	0	0	0	0	0	0	0	No Change
b)Bodies Corporate	0	0	0	0	0	0	0	0	No Change
c) Banks/ FI	0	0	0	0	0	0	0	0	No Change
d) Any other	0	0	0	0	0	0	0	0	No Change

ANNUAL RETURN 2016-17

Sub Total (A) (1)	780510	0	780510	11.96	780510	0	780510	11.96	No Change
(2) Foreign						0			
a) NRIs-Individual	0	0	0	0	0	0	0	0	No Change
b) Other-Individuals	0	0	0	0	0	0	0	0	No Change
c) Bodies Corp.	0	0	0	0	0	0	0	0	No Change
d) Banks/ FI	0	0	0	0	0	0	0	0	No Change
e) Any other	0	0	0	0	0	0	0	0	No Change
Total shareholding of Promoter(A) = (A) (1) + (A) (2)	780510	0	780510	11.96	780510	0	780510	11.96	No Change
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	No Change
b) Banks/FI	0	0	0	0	0	0	0	0	No Change
c) Central Govt.	0	0	0	0	0	0	0	0	No Change
d) State Govt.	0	0	0	0	0	0	0	0	No Change
e) Venture Capital Funds	0	0	0	0	0	0	0	0	No Change
f) Insurance Company	0	0	0	0	0	0	0	0	No Change
g) FIIs	0	0	0	0	0	0	0	0	No Change

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.	2574063	0	2574063	39.45	2576875	0	2576875	39.49	0.04
i. Indian Overseas	0	0	0	0	0	0	0	0	0

b) Individual									
1) Individual shareholders holding nominal share capital upto Rs. 2 Lakh	828187	200	828387	12.69	1222156	200	1221956	18.73	6.04
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	2138254	0	2138254	32.77	1743464	0	1743464	26.72	-6.05

ANNUAL RETURN 2016-17

c. other Specify	0	0	0	0	0	0	0	0	0
TRUST	0	0	0	0	0	0	0	0	No Change
NRI	67961	0	67961	1.04	67971	0	67971	1.04	No Change
CLEARING MEMBERS	0	0	0	0	5	0	5	0	No Change
HUF	136215	0	136215	2.09	134419	0	134419	2.06	-0.63
Sub Total (B)(2)	5744690	200	5744890	88.04	5744690	200	5744890	88.04	No Change
Total Public Shareholding (B)=(B)(1)+(B)(2)	5744690	200	5744890	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 Pledge d/encumbered to Total shares	No. of Shares	% of total shares of the company	% of sharesPled ged/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	439000	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,	N.A	N.A	N.A	N.A	N.A	N.A	N.A

	transfer/ bonus,/ sweat equity etc.)								
	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	431100	6.60	0	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	NDA SECURITIES LIMITED	100000	1.53	0	0	----- ---	No Change
6	SOUTH ASIA PORTFOLIOS PRIVATE LIMITED	90103	1.38	0	0	-	No Change
7	BONANZA PORTFOLIO LTD	57053	0.87	0	0	-	No Change
8	Bhansali Value Creations Private Limited	46286	0.71	0	0	-	No Change
9	SHRI PARASRAM HOLDINGS PVT.LTD.	42960	0.66	0	0	-	No Change
10	KARVY STOCK BROKING LIMITED	42750	0.66	0	0	-	No Change

(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	NIL	NIL	NIL		NIL

ANNUAL RETURN 2016-17

	reasons for increase/ decrease					
	At the end of the year	NIL	NIL	NIL		NIL
KHUSHBOO 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				
ii)Interest due	NIL	NIL	NIL	NIL
iii)Interest accrued but not due				
Total (i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year				
a)addition	NIL	NIL	NIL	NIL
b)Reduction				
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the Financial year				
1)Principal Amount	NIL	NIL	NIL	NIL
ii)Interest due but not paid				
iii) Interest accrued but not due				
Total(i+ii+iii)	NIL	NIL	NIL	NIL

VI.REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole -time Directors and/ or Manager (Amt in Lakhs)

S.No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount (
-------	-----------------------------	------------------------	----------------

1		AMIT AGGARWAL	SUNIL KUMAR AGARWAL	KHUSHBOO AGARWAL	VINOD KR JAIN	SANTOSH KUMAR YADAV	
	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

ANNEXURE- C
Form No. MR-3
SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2017

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

To,

The Members,

TRIDEV INFRAESTATES LIMITED

(formerly Ashutosh Paper Mills Ltd)

269 G/F Triveni Apartment Swayam Sewa

CGHS Limited Jhilmil Colony - Delhi 110095

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **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, 2017 (Audit Period) 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 along with Annexure 1 attached to this report:-

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, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(No Fresh FDI, ODI and ECB was taken by the Company during the Audit Period)**
- (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; **(Company did not issue any securities during the Audit Period);**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(company has not grant any option to its employee during the Audit Period)**

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Company did not issue any debt securities during the Audit Period)**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable to the company during the 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.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (effective from 1st December, 2015)

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

Based on the information received and records maintained, We further report that,

1. Pursuant to Section 203 of the Companies Act, 2013, the Company was required to appoint Company Secretary and Chief Financial Officer, however despite the best efforts, company could only appoint Mr. Amit Aggarwal as Chief Financial Officer of the Company on 26.05.2017
2. 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.
3. Adequate notices were 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.
4. 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, I have relied on information/records produced by the Company during the course of my 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

For K S MANISH & ASSOCIATES

(COMPANY SECRETARIES)

Manish Kumar Singh

(Proprietor)

ACS 50295

CP 18237

Date: 01/09/2017

Place: New Delhi

'Annexure 1'

To,

The Members,

TRIDEV INFRAESTATES LIMITED

(formerly Ashutosh Paper Mills Ltd)

269 G/F Triveni Apartment Swayam Sewa

CGHS Limited Jhilmil Colony - Delhi 110095

Sub: Secretarial Audit for the Financial Year ended March, 2017 of even date is to be read 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. 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.

For K S MANISH & ASSOCIATES

(COMPANY SECRETARIES)

Manish Kumar Singh

(Proprietor)

ACS 50295

CP 18237

Date: 01/09/2017

Place: New Delhi

CERTIFICATION BY MANAGING DIRECTOR

To the best of knowledge and belief, we certify that:

- 1) We have reviewed financial statement and the cash flow statement for the period ended 31.03.2016 and that to the best of our knowledge and belief:
 - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

- 2) There are, to the best of our knowledge and belief, no transaction entered into by the company during the period, which is fraudulent, illegal or violative of the company's code of conduct.

- 3) Further, we accept responsibility to establish and maintain internal controls for financial reporting and Accordingly, we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit committee, wherever applicable:
 - a) Deficiencies in the design or operation of the internal controls, if any of which we are aware and the steps have been taken or propose to take rectify these deficiencies.
 - b) Significant changes in the internal control over the financial reporting during the period;
 - c) Significant changes in accounting policies during the period and that the same have been disclosed in the notes to the financial statements;
 - d) Instances of significant fraud of which we came to know and involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

Place: Delhi

for and on behalf of the Board

Date: 01.09.2017

Sunil Kumar Agarwal

Managing Director

(DIN No. 00033287)

DECLARATION BY MANAGING DIRECTOR

I, Sunil Kumar Agarwal, Managing Director of **Tridev Infraestates Limited** hereby declare that all the board members and senior managerial personnel have affirmed for the year ended 31st March, 2017 compliance with the code of conduct of the company laid down by them.

Place: Delhi

for and on behalf of the Board

Date: 01.09.2017

Sunil Kumar Agarwal
Managing Director
(DIN No. 00033287)

MANAGEMENT DISCUSSION & ANALYSIS**BUSINESS SCENARIO**

The Company is exploring alternative avenues for business opportunities and wish to explore 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.

The year has ended with a Net Profit after Tax of Rs. 64825/- as against Net Profit after Tax of Rs. 42587/- of last year.

MANAGEMENT OF RISK

Management of risk to the business is continuous challenge for any organization growing in size and enhancing its purpose. The traditional risk factors like client risks, industry segment risks and economic risk are well understood and the means to handle them are also fairly established.

INTERNAL CONTROLS & SYSTEMS

The company ensures existence of adequate internal control through policy and procedures to be followed by the executives at various levels in the company. The operating managers ensure compliance within their areas. The Company has internal Audit system to carry out extensive checking and test and report non-compliance/weakness, if any through internal Audit Reports on the respective areas .These reports along with reports on compliance made thereafter are reviewed by the Audit Committee of the Board.

HUMAN RESOURCE

Management relation with the employees remains cordial. The Company's Human Resources philosophy is to establish and build a strong performance and competency drive culture with greater senses of accountability and responsibility. The industrial relations scenario remained peaceful and harmonious.

Place: Delhi

for and on behalf of the Board

Date: 01.09.2017

Sd-

Sd-

Sunil Kumar Agarwal
Managing Director
 (DIN No. 00033287)

Amit Aggarwal
Director
 (DIN No. 02504414)

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF TRIDEV INFRAESTATES LIMITED

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

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Standalone 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 Standalone 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 31, Company as at March 2017, and its Profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. 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 by account as required 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 dealt with by this Report are in agreement with the relevant books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure A"**.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position in its standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings Specified Bank Notes (SBNs) as defined in the Notification S.O. 3407(E) dated November 8, 2016 of ministry of finance, during the period from November 08, 2016 to December 31, 2016 and these are in accordance with the books of accounts maintained by the company and as produced to us by the management.

2. As required by the company's (auditor's report) Order, issued by the central government in terms of section 143(11) of the Act, we give in **'Annexure B'** a statement in paragraphs 3 and 4 of the order.

For Moon And Company
Chartered Accountants
(Firm's Registration No. 024693N)

Moon Goyal
(Partner)
Mem No.: 523034

Place: New Delhi
Date: May 29, 2017

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Under Clause (I) of sub section (3) of Section 143 of The Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of Tridev infraestates Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for the Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit.

We conducted our audit in accordance with Guidance Note of Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material aspects.

Our audit involves performing procedures to obtain audit evidence about adequacy of the internal financial controls over financial reporting and their operating effectiveness.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purpose in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting included those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and disposition of the assets of the company; (2) provide reasonable assurance that transaction are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of the Management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detections of unauthorized accusation, use, or disposition of the company's assets that could have a material effect on the financial statement.

Inherent Limitations of Internal Financial Control over Financial Reporting

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

Opinion

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

For Moon And Company
Chartered Accountants
(Firm's Registration No. 024693N)

MOON GOYAL
(Partner)
Membership Number: 523034

Place: New Delhi
Date: May 29, 2017

Annexure 'B' to the Independent Auditors' Report

[Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' of our Report of even date]

- (i) As per the information and explanations given to us, the company has already claimed full depreciation and hence no amount is being reflected in balance sheet.
- (ii) (a) As explained to us, the inventories were physically verified at the end of the year by the Management.
- (b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) As explained to us, no material discrepancies were noticed on physical verification of stocks as compared to book records.
- (iii) According to the information and explanations given to us, the Company has granted interest free unsecured loans to two wholly owned subsidiary companies covered in the Register maintained under Section 189 of the Companies Act, 2013; and the provisions of Clause 3(iii)[(a),(b),(c)] of the said Order are not applicable to the Company as they are wholly owned companies.
- (iv) In our Opinion, according to information and explanations given to us, The company has given loans to its wholly owned companies and not given any guarantees and security according to provisions of section 185 and 186 of the Companies Act, 2013: and therefore, the provision of Clause 3(iv) of the said Order is not applicable to the Company.
- (v) Based on our scrutiny of the company's records and according to the information and explanation provided by the management, in our opinion the Company has not accepted any deposits from the public within the meaning of Rule 2 of the Companies (Acceptance of Deposits) Rules, 2014 or any directives issued by the Reserve Bank of India.
- (vi) As informed to us, the Central Government has prescribed for maintenance of cost records under sub-section (1) of Section 148 of the Act and company has been maintained such accounts and records.
- (vii) In respect of statutory dues:
 - a. According to the records of the Company and information and explanations given to us, the Company has generally been regular in depositing undisputed statutory dues, including Income Tax, Tax Deducted at Sources, Service Tax and other material statutory dues applicable to it, with the appropriate authorities
 - b. According to the information and explanations given to us, there were no undisputed amounts payable in respect of Income Tax, Tax Deducted at Source, Service Tax and other material statutory dues in arrears/were outstanding as at March 31, 2017 for a period of more than six months from the date they became payable.

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions and banks.
- (ix) The Company has applied raised term loans for the purpose for which they are raised. The company has not raised any money from initial public offer or further public offer (including debt instruments).
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the best of our information and explanations given to us, the company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.
- (xii) In our opinion and to the best of our information and according to the explanations given by the management, we are of the opinion that the company is not a Nidhi. Hence, in our opinion, the requirements of Clause 3(xii) of the Order do not apply to the company.
- (xiii) In our opinion and to the best of our information and according to the explanations given by the management, Transactions with the related parties are in compliance with sections 188 of Companies Act, 2013 and section 177 of Companies Act, 2013 is not applicable to the said company.
- (xiv) The Company has not made any preferential allotment of shares to parties during the year. Accordingly, the provisions of Clause 4(xiv) of the Order are not applicable to the Company.
- (xv) In our opinion and to the best of our information and according to the explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of Clause 4(xv) of the Order are not applicable to the Company.
- (xvi) In our opinion and to the best of our information and according to the explanations given by the management, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 4(xvi) of the Order are not applicable to the Company.

For MOON & COMPANY
Chartered Accountants
(Firm's Registration No. 024693N)

Moon Goyal
(Partner)
M No.: 523034

Place: New Delhi
Date: May 29, 2017

Tridev Infraestates Limited

(Formerly Ashutosh Paper Mills Ltd)

CIN NO. L21012DL1988PLC033812

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

Balance Sheet As At 31st March, 2017**(Amount in Rupees)**

Particulars		Note No.	As at 31st March, 2017	As at 31st March, 2016
I	<u>EQUITY AND LIABILITIES</u>			
(1)	Shareholders' Fund			
	Share Capital	2	6,52,54,000	-
	Reserves and Surplus	3	(1,90,66,202)	(1,91,31,027)
(2)	Current Liabilities			
	Other Current Liabilities	4	19,20,000	2,68,000
	Short-Term Provisions	5	28,988	-
	TOTAL		4,81,36,786	(1,88,63,027)
II	<u>ASSETS</u>			
(1)	Non-Current Assets			
	(a) Other Non-Current Assets	6	2,50,00,000	-
	(b) Investment in Subsidiary Co.	7	40,00,000	55,74,303
(2)	Current Assets			
	Cash and Cash Equivalents	8	4,63,496	87,81,058
	Short-Term Loans and Advances	9	1,83,95,000	3,18,92,322
	Other current assets	10	2,78,290	1,43,290
	TOTAL		4,81,36,786	4,63,90,973
Significant Accounting Policies		1		
Notes Forming part of the financial statements		1-22		

(The notes referred to above form an integral part of the Financial statements)

As per our report of even date attached**For and on behalf of the Board of Directors
Tridev Infraestates Limited****For : Moon And Company
Chartered Accountants
Firm Reg. No. 024693N****Sunil Kumar Agarwal
(Managing Director)
DIN-00033287****Khushboo Agarwal
(Director)
DIN-07659764****Amit Aggarwal
(C.F.O.)****CA. Moon Goyal
(Partner)
M.No. 523034****Place: New Delhi
Date: 29/May/17**

Tridev Infraestates Limited

(Formerly Ashutosh Paper Mills Ltd)

CIN NO. L21012DL1988PLC033812

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

Statement of Profit & Loss For The Year Ended 31st March, 2017**(Amount in Rupees)**

Particulars		Note No.	As at 31st March, 2017	As at 31st March, 2016
I.	Revenue from Operations:			
	Sales of Products & Services	11	9,42,000	35,48,200
	Other Income	12	13,50,698	15,24,606
II	Total Revenue		22,92,698	50,72,806
III	Expenses:			
	Purchase of Stock in Trade		10,20,177	40,62,100
	Employee Benefits Expenses	13	3,95,000	1,52,856
	Administrative & Other Expenses	14	7,83,707	8,09,722
IV	Total Expenses		21,98,884	50,24,678
V	Profit Before Tax (II - IV)		93,813	48,128
VI	Tax Expenses:			
	(1) Current Year		28,988	9,171
	(2) Previous Year		-	(3,630)
VII	Profit / (Loss) after Tax for the period from Continuing Operations		64,825	42,587
VIII	Profit / (Loss) for the Period transferred to Reserve & Surplus		64,825	42,587
IX	Earning per Equity Share:			
	(1) Basic		0.01	0.01
	(2) Diluted		0.01	0.01

Significant Accounting Policies

1

Notes Forming part of the financial statements

1-22

(The notes referred to above form an integral part of the Financial statements)

As per our report of even date attached**For and on behalf of the Board of Directors
Tridev Infraestates Limited****For : Moon And Company
Chartered Accountants
Firm Reg. No. 024693N****Sunil Kumar Agarwal
(Managing Director)
DIN-00033287****Khushboo Agrawal
(Director)
DIN-07659764****Amit Aggarwal
(C.F.O.)****CA. Moon Goyal
(Partner)
M.No. 523034****Place: New Delhi
Date: 29/May/17**

TRIDEV INFRAESTATES LIMITED

Formerly Ashutosh Paper Mills Ltd

CIN NO. L21012DL1988PLC033812

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

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31.03.2017

(Amount in Rupees)

PARTICULARS	Year Ended March 31,2017	Year Ended March 31,2016
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before taxation, and extraordinary items	93,813	48,128
Adjustment for:		
Preliminary Expenses Written off	-	-
Operating Profit Before Working Capital Changes	93,813	48,128
Adjustment for :		
Increase/(Decrease) in Sundry Creditors, Others Liabilities & Provisions	16,80,988	(53,80,845)
(Increase)/Decrease in Short Term Loan & Advances	1,34,97,322	22,86,855
(Increase)/Decrease in Other Assets	(1,35,000)	(1,52,461)
Cash Generated from Operations	1,51,37,123	(31,98,323)
Direct Taxes	28,988	6,760
Net Cash From Operating Activities (A)	1,51,08,135	(32,05,083)
(B).CASH FLOW FROM INVESTING ACTIVITIES:		
Investment in subsidiary Company	(2,34,25,697)	5,00,000
Net Cash used in Investing Activities (B)	(2,34,25,697)	5,00,000
(C).CASH FLOW FROM FINANCING ACTIVITIES		
Loan Taken	-	-
Net Cash used in Financing Activities (C)	-	-
Net Increase/(Decrease) in cash and cash equivalents (A+B+C)	(83,17,562)	(27,05,083)
Cash & Cash Equivalents as at beginning of the year	87,81,058	1,14,86,141
Cash & Cash Equivalents as at Closing of the year	4,63,496	87,81,058

As per our report of even date attached

For and on behalf of the Board of Directors
Tridev Infraestates LimitedFor : Moon And Company
Chartered Accountants
Firm Reg. No. 024693NSunil Kumar Agarwal
(Managing Director)
DIN - 00033287Khushboo Agarwal
(Director)
DIN - 07659764Amit Aggarwal
(C.F.O.)CA. Moon Goyal
(Partner)
M.No. 523034Place: New Delhi
Date: 29/May/17

Tridev Infraestates Limited		
CIN NO. L21012DL1988PLC033812		
ADDRESS: D-19, ARYA NAGAR APARTMENT 91, I.P EXTENSION, NEW DELHI-110092		
BANK RECONCIATION STATEMENTS AS ON 31.03.2017		
HDFC Bank A/c 00030340044850		Amount(Rs.)
1	Balance as per Bank Book	57,670
	Add: Cheque issued but not presented	
	-Pankuni Infrastructure Limited	2,000,000
	-Vishikh real estate Limited	2,000,000
	Sub-Total	4,000,000
	Less: Cheque received but not cleared	
		-
	Sub-Total	-
	Balance as per Bank Statements Total	4,057,670

Tridev Infraestates Limited

CIN NO. L21012DL1988PLC033812

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

1. Basis of Preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The financial statements have been prepared to comply in all material respects with the accounting standards prescribed under the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The Accounting policies adopted in the preparation of the financial statements are consistent with those of previous year.

2. Summary of significant accounting policies.**a. Use of Estimates**

The preparation of financial statements in conformity with the Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

b. Revenue Recognition

i) Income from investment is accounted when right to receive of such income is established.

ii) For other incomes, the company follows the accrual basis of accounting except :

(a) Where there is no reasonable certainty regarding the amount and / or its collectivity.

c. Inventories

Companies having no inventories.

d. Investments

Long-term investments are stated at cost. Provision for diminution in the value of long term investment is made only if, such a decline is other than temporary in the opinion of the management. The Current investments are stated at lower of cost or quoted/fair value market value computed category wise.

e. Fixed ,Intangible Assets & Borrowing Cost

Company having no any Tangible Fixed Assets.

f. Cash & Cash equivalent

Cash and cash equivalents comprise cash and cash or deposit with banks and corporations. The company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

g. Employee Benefits

Company is not liable for any P.F and Gratuity.

h. Accounting for taxes for income

Deferred Tax :- Deferred tax is provided on timing differences between tax and accounting treatments that originate in one period and are expected to be reversed or settled in subsequent periods. Deferred tax assets and liabilities are measured using the enacted/substantively enacted tax rate for continuing operations. Adjustment of deferred tax liability attributable to change in tax rate is shown in the statement of profit and loss as a part of the deferred tax adjustment for the year.

i. Provisions and Contingent Liabilities

Provision are recognized for present obligations, of uncertain timing or amount, arising as a result of a past event where a reliable estimate can be made and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Where it is not probable that an outflow of resources embodying economic benefits will be required or the amount can not be estimated reliably, the obligation is disclosed as a contingent liability unless the possibility of outflow of resources embodying economic benefits is remote.

Possible obligations whose existence will only be confirmed by the occurrence or non occurrence of one or more uncertain future events, are also disclosed as contingent liabilities unless the possibility of outflow of resources embodying economic benefits is remote.

j. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares during the year.

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

					(Amount in rupees)	
NOTE	Particulars	Year ended 31st March, 2017		Year ended 31st March, 2016		
2	SHARE CAPITAL					
	(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		-		
	Total	65,254,000		-		
	(c) Shares in the Company held by each Shareholder holding more than 5% Shares are as under:					
		Year ended 31st March 2017		Year ended at 31st March 2016		
	Name of the Shareholder	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding	
	ATUL KUMAR AGARWAL	439,000	6.73	439,000	6.73	
	SUNIL KUMAR AGARWAL	333,170	5.11	333,170	5.11	
VENUS INSEC PRIVATE LIMITED	431,100	6.61	431,100	6.61		
SURYA MEDITECH LIMITED	659,325	10.10	659,325	10.10		
N D FINANCIAL SERVICES PRIVATE LTD.	527,362	8.08	527,362	8.08		
SHRIDHAR FINANCIAL SERVICES LTD.	423,541	6.49	423,541	6.49		
3	RESERVE & SURPLUS					
	General Reserve Add : Opening Balance of Profit & Loss A/C Current Year's Profit & Loss A/C	(19,131,027) 64,825		(19,173,614) 42,587		
	Total	(19,066,202)		(19,131,027)		
4	OTHER CURRENT LIABILITIES					
	Sundry Creditors Expenses payable	1,900,000 20,000		- 268,000		
	Total	1,920,000		268,000		
5	SHORT-TERM PROVISIONS					
	For Income Tax	28,988		-		
	Total	28,988		-		
6	OTHER NON-CURRENT ASSETS					
	Advance Against Immovable Property	25,000,000		-		
	Total	25,000,000		-		
7	Non-Current INVESTMENT					
	Other than Trade- Unquoted	-		1,074,303		
	Investment in equity share of subsidiary company					
	Pankuni Infrastructure Limited	2,000,000		-		
	Vishikh real Estate Limited	2,000,000		-		
	JBD Tradecom Ltd.	-		1,000,000		
	Credence Nirman Ltd.	-		1,000,000		
	Aglow Steels Ltd.	-		2,500,000		
Total	4,000,000		5,574,303			
8	CASH & CASH EQUIVALENTS					
	(A) Cash in Hand	405,826		201,826		
	(B) Balances with Scheduled Banks (i) In Current Accounts	57,670		8,579,232		
	Total	463,496		8,781,058		
Details of Specified Bank Notes (SBN) held and transacted during the period Novemembr 08, 2016 to December 30, 2016.						
Particulars	SBNs	Other Denomination Notes		Total		
Closing cash in hand as on 08.11.2016		00+500*400+100*1500+50*1000+2430*1		924,325.00		
(+) Permitted receipts				135,000.00		
(-) Permitted payments				70,780.00		
(-) Amount deposited in Banks				700,000.00		
Closing cash in hand as on 30.12.2016				288,545.00		

9	<u>SHORT-TERM LOANS & ADVANCES</u> (Unsecured, Considered Good) Advances Recoverable in Cash or in Kind or Value to be Received	18,395,000	31,892,322
	Total	18,395,000	31,892,322
10	<u>Other Current Assets</u> TDS For F Y 2016-17 Income Tax refund F Y 2015-16	135,000 143,290	143,290 -
	Total	278,290	143,290
11	<u>SALES OF PRODUCTS & SERVICES</u> Domestic Sales Sales Domestic	942,000	3,548,200
	Total	942,000	3,548,200
12	<u>Other income income</u> Interest Income Misc. Receipts	1,350,000 698	1,524,606 -
	Total	1,350,698	1,524,606
13	<u>EMPLOYEES BENEFITS EXPENSES</u> Salaries to Staff Staff & Labour Welfare Expenses	340,000 55,000	120,000 32,856
	Total	395,000	152,856
14	<u>ADMINISTRATIVE & OTHER EXPENSES</u> Printing & Stationary Bse fee Nsdl Exp. General Expenditure Remuneration Auditors: As Audit Fee Bank Charges AGM Expenses Secretarial Expenses Share Transfer, Custodian Fee & Other Share Transaction Diff A/c Travelling & Conveyance Expenses Advertisement Expenses Lagal & Professional Director Remuneration Telephone exp.	8,398 229,000 57,276 2,904 20,000 129 125,000 15,000 1,000 325,000 - - - - - -	16,980 204,720 57,226 42,630 18,000 266 65,000 - - - 35,900 27,535 42,800 250,000 48,665
	Total	783,707	809,722

15. Contingent Liabilities and commitments		(Amount in Rupees)	
Particulars	Year Ended March 31, 2017	Year ended March 31, 2016	
Guarantee given by bank	Nil	Nil	
Income Tax matter in dispute	Nil	Nil	
16. Obligation & Commitments outstanding			
Particulars	Year Ended March 31, 2017	Year ended March 31, 2016	
a). Estimated Value of contracts remaining to be executed	Nil	Nil	
b). Bill Discounted with Bank	Nil	Nil	
17.a). The response to letters sent by the Company requesting confirmation of balances has been insignificant. In the management's opinions, adjustment on reconciliation of the balances, if any required, will not be material in relation to the financial statements of the company and the same will be adjusted in the financial statements as and when the confirmations are received and reconciliations are completed.			
b). Inventories, loans & advances, trade receivables and other current / non-current assets are reviewed annually and in the opinion of the management do not have a value on realization in the ordinary course of business, less than the amount at which they are stated in the balance sheet.			
18. Auditors Remuneration		(Amount in Rupees)	
Particulars	Year Ended March 31, 2017	Year ended March 31, 2016	
I) Audit Fees	20,000.00	18,000.00	
Total	20,000.00	18,000.00	
19. Earnings per share			
(Amount in Rupees)			
Particulars	Year Ended March 31, 2017	Year ended March 31, 2016	
Profit after tax	64,824.92	42,587.11	
Numerator used for calculating basic and diluted earnings per share	64,824.92	42,587.11	
Equity shares outstanding as at the year end	6525400	6525400	
Weighted average number of shares used as denominator for calculating basic & diluted earnings per share	6525400	6525400	
Nominal value per share	10.00	10.00	
Basic & diluted earning per share (in rupees)	0.01	0.01	
20. Related parties disclosures			
Name of related party :			
(i) Holding Company	:- Nil		
(ii) Subsidiary companies	:- Pankuni Infrastructure Limited, Vishikh Real Estate Limited		
(iii) Fellow Subsidiary companies	:- Nil		
(iv) Associates	:- Nil		
(v) Key managerial personnel	:- Mr. Sunil Kumar Agarwal(M.D.), Mr. Santosh Kumar Yadav, Mr. Vinod Kr Jain, Mr. Amit Agarwal(C.F.O.),Ms. Khushboo Agarwal		
(vi) Relatives of Key Mangerial Person	:-		
a). Transaction with Related Parties			
Particulars	Key Managerial Person		
	Year Ended March 31, 2017	Year ended March 31, 2016	
Remuneration Paid (Including Perquisites)	-	-	
Contribution to Provident Fund & other funds	-	-	
Royalty (Including Service Tax.)	-	-	
Interest	-	-	
Outstanding			
a). Amount Receivable	-	-	
b). Amount Payable	-	-	
c). Unsecured loan Given by Director	-	-	

Tridev Infraestates Limited
CIN NO. L21012DL1988PLC033812

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

1. Basis of Preparation

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The Accounting policies adopted in the preparation of the financial statements are consistent with those of previous year.

2. Summary of significant accounting policies.

a. Use of Estimates

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(a) Where there is no reasonable certainty regarding the amount and / or its collectivity.

c. Inventories

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Company having no any Tangible Fixed Assets.

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

For MOON & COMPANY

Chartered Accountants

(Firm's Registration No. 024693N)

Moon Goyal

(Partner)

M No.: 523034

Place: New Delhi

Date: May 29, 2017

TRIDEV INFRAESTATES LIMITED

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

NOTICE

Notice is hereby given that the Annual General Meeting of the Members of TRIDEV INFRAESTATES LIMITED (CIN L21012DL1988PLC033812) will be held on Friday, 29th September, 2017 at 11:15 A.M at "Hotel Aura Grand Residency", Jagriti Enclave, Vikas Marg, Delhi-110092 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts for the year ended 31st March, 2017 and the Auditors and Directors Report thereon.
2. To Re- 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 of Companies Act, 2013 the re- appointment of Statutory auditors of Company **M/s Moon and Company, Chartered Accountants (FRN 0024693N)**, be and is hereby ratified by the members of the company for the financial year 2017-18 at such remuneration as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS

3. Appointment of Ms. Khushboo Agarwal as a Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mrs. Khushboo Agarwal (DIN-07659764), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 21st October, 2016, in terms of Section 161(1) of the Companies Act, 2013 and Article of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

4. Appointment of Mr. Atul Kumar Agarwal as a Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mr. Atul Kumar Agarwal (DIN-00022779), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 23rd October, 2017, in terms of Section 161(1) of the Companies Act, 2013 and Article of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

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

Place: Delhi
Dated: 01.09.2017

Sunil Kumar Agarwal
(Managing Director)
DIN: 00033287

:-

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 23.09.2017 to 29.09.2017 (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 2016-17 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. Himanshu Goel (M. No. 535066), 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. Himanshu Goel (M. No. 535066)**, 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 Tuesday, 26th September 2017 (9:00 a.m.) and ends on Thursday, 28th September 2017 (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 25th August 2017 i.e. the cut-off (Record 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.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) 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.
- (iv) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for **ASHUTOSH PAPER MILLS LIMITED** on which you choose to vote.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xi) 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.
- (xii) 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 Tuesday, 26th September 2017 (9:00 a.m.) and ends on Thursday, 28th September 2017 (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 22nd September 2017 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. 25th August, 2017 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 25th August, 2017 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 25th August, 2016.
- (e) **Mr. Himanshu Goel (M. No. 535066)**, 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: 01.09.2017

Sunil Kumar Agarwal
(Managing Director)
DIN: 00033287

ANNEXURE TO THE NOTICE**Explanatory statement pursuant to the provision of Section 102 of the Companies Act, 2013 in respect to the special business:****Item No. 3**

The Board of Directors of the Company had appointed Mrs. Khushboo Agarwal as an Additional Director who shall hold office on the Board of the Company till the date of ensuing Annual General Meeting. Pursuant to the provisions of the Section 161 of the Companies Act, 2013 and Article of Association of the Company. A notice pursuant to Section 160 of the Companies Act, 2013 along with deposit of requisite amount has been received from a member signifying his intention to propose him as a candidate for the office of Director. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mrs. Khushboo Agarwal is concerned or interested in the proposed Resolution.

The Board recommends the resolution set forth in item No. 3 of the notice for approval of the members

Item No. 4

The Board of Directors of the Company had appointed Mr. Atul Kumar Agarwal as an Additional Director who shall hold office on the Board of the Company till the date of ensuing Annual General Meeting. Pursuant to the provisions of the Section 161 of the Companies Act, 2013 and Article of Association of the Company. A notice pursuant to Section 160 of the Companies Act, 2013 along with deposit of requisite amount has been received from a member signifying his intention to propose him as a candidate for the office of Director. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Atul Kumar Agarwal is concerned or interested in the proposed Resolution.

The Board recommends the resolution set forth in item No. 4 of the notice for approval of the members

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

Place: Delhi
Dated: 01.09.2017

Sunil Kumar Agarwal
(Managing Director)
DIN: 00033287

Pursuant to Regulation 36(3) of the SEBI (LODR) Regulation ,2015, the brief profile of Directors eligible for appointment as follows:

Name of Director	DIN	Date of Birth	Date of Appointment	Qualification & Experience	No of shares held in company	List of outside directorship held on 31 st March 2017
Khushboo Agarwal	07659764	02/08/1993	21/10/2016	Graduate and vast knowledge of finance and Management skill	NIL	Directorship: 3
Atul Kumar Agarwal	00022779	13/06/1970	23/08/2017	Graduate and vast knowledge of finance and Management skill	439000	Directorship: 8

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

Place: Delhi
Dated: 01.09.2017

Sunil Kumar Agarwal
(Managing Director)
DIN: 00033287

TRIDEV INFRAESTATES LIMITED

REG. OFFICE- 269 G/F Triveni Apartment Swayam Sewa CGHS Limited Jhilmil Colony Delhi- 110095

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]

Annual General Meeting on Friday, the 29th September, 2017

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 29th Annual General Meeting of the Company, to be held on Friday, the 29th September, 2017 at 11:15 A.M. at "Hotel Aura Grand Residency" at Jagriti Enclave, Vikas Marg, 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, 2017 and the Auditors and Directors Report thereon.		
2.	Ordinary Resolution	To re- appoint M/S. Moon and Company, Chartered Accountants (FRN 024693N) as statutory auditor of the Company.		
3	Ordinary Resolution	To appoint Mrs. Khushboo Agarwal as Director		
4	Ordinary Resolution	To appoint Mr. Atul Kumar Agarwal as Director		

Signed this day of2017

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 been 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 29th Annual General Meeting.

TRIDEV INFRAESTATES LIMITED

REG. OFFICE- 269 G/F Triveni Apartment Swayam Sewa CGHS Limited Jhilmil Colony Delhi- 110095
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- 269 G/F Triveni Apartment Swayam Sewa CGHS Limited Jhilmil Colony Delhi- 110095
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 29.09.2017 at "Hotel Aura Grand Residency" Jagriti Enclave , Vikas Marg, Delhi-110092 .

<p>NAME(S) OF THE MEMBER(S)</p>	<p>Registered Folio No :.....</p> <p>Client ID No:</p>
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Name of Proxy (in block letters)

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

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Member's/Proxy's Signature

TRIDEV INFRAESTATES LIMITED

REG. OFFICE- 269 G/F Triveni Apartment Swayam Sewa CGHS Limited Jhilmil Colony Delhi- 110095
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, 2017 and the Auditors and Directors Report thereon.		
2.	Ordinary Resolution	To Re- appoint M/S. Moon and Company, Chartered Accountants(FRN 024693N) as statutory auditor of the Company.		
4.	Ordinary Resolution	To appoint Mrs. Khushboo Agarwal as Director.		
5.	Ordinary Resolution	To appoint Mr. Atul Kumar Agarwal as Director		

Place:

Date:

Signature of the Shareholder / Beneficial Owner

Serial No.