

TARINI INTERNATIONAL LTD.
D-2, AMAR COLONY, LAJPAT NAGAR-IV
NEW DELHI

THIRTEENTH ANNUAL REPORT

2011-2012

STATUTORY AUDITOR

VCG & CO.
CHARTERED ACCOUNTANTS
203, KUSAL BAZAR, 32-33,
NEHRU PLACE, NEW DELHI-110019

TARINI INTERNATIONAL LIMITED

Registered Office: D-2, First Floor, Amar Colony, Lajpat Nagar – IV, New Delhi - 110024

NOTICE is hereby given that the **THIRTEENTH ANNUAL GENERAL MEETING** of the Members of **TARINI INTERNATIONAL LIMITED** will be held on Saturday, 29th September' 2012 at 11.00 A.M. at its Registered Office at D-2, First Floor, Amar Colony, Lajpat Nagar – IV, New Delhi - 110024 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account for the Year ended 31st March' 2012 and the Balance Sheet as on that Date, together with the Report of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Mr. Ponnu Swami Sethu Seshan, who is retiring by rotation and being eligible, offers himself to be re-appointed.
3. To Reappoint **M/s. V C G & CO.**, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS:

4. **To Consider and if thought fit, to pass, with or without modifications(s), the following resolution as an Ordinary resolution:**

"RESOLVED THAT Mr. Simhachalam Gedela who was appointed as Additional Director by the Board on 05th July' 2012 pursuant to Article 89 of the Articles of Association of the Company and who hold office until the conclusion of this Annual General Meeting be and is hereby appointed as Director of the Company."

Date: 03.09.2012
Place: New Delhi

By Order of the Board



Amit Arora
(Company Secretary)

NOTES (forming part of the Notice):

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies in order to be effective must be received by the Company not less than 48 hours before the commencement of the meeting.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

ITEM NO.4

Towards the compliance of Corporate Governance Guidelines and fulfillment of requirements of several provisions of Companies Act, 1956. Mr. Simhachalam Gedela were appointed as an Independent Additional Directors of the Company by the Board on 5th July 2012 pursuant to Article 89 of the Articles of Association of the Company and who hold office until the conclusion of this Annual General Meeting.

Mr. Simhachalam Gedela is a qualified and experienced person and the company will be benefited with his experience and accordingly approval of the shareholders is sought for his re-appointment as regular director on the Board as Independent Director.

Date: 03.09.2012
Place: New Delhi

By Order of the Board



Amit Arora
(Company Secretary)

TARINI INTERNATIONAL LIMITED

Registered Office: D-2, First Floor, Amar Colony, Lajpat Nagar – IV, New Delhi - 110024

DIRECTORS' REPORT

Your Directors have pleasure in presenting their Thirteenth Annual Report and Audited Accounts for the year ended March 31st, 2012:

FINANCIAL HIGHLIGHT:

PARTICULARS	(Rs. in Lacs)	
	As on 31.03.2012	As on 31.03.2011
Income from Consultancy & Maintenance	122.16	292.83
Income from other sources	9.41	5.54
Total Income	131.57	298.37
Depreciations	6.12	5.16
Profit after depreciation but before Taxation	3.05	51.81
Provision for Taxation & Deferred Tax	2.00	22.74
Profit after Taxation	1.05	29.07

OPERATIONS:

During the year 2011-12, the Company has recorded slightly low income from operations and the profitability was affected due to increased cost and expenses towards future business generations which will result positively in following financial years. Your Company has recorded a turnover income of INR 131.57 Lacs. However, on the Profit side, the profit after tax (after providing Deferred Tax provision) was decreased to INR 1.05 Lacs.

In the coming FY, the company is involved in consultancy and execution of several small hydro projects (SHP) as well as transmission and distribution (T&D) projects in pipeline on turn key basis which shall generate a revenue of Rs 5 crores, domestically and another Rs 5 crores internationally.

The company intends to develop its own, self identified 5 MW Kanatyatana mini small hydro project in Karnataka under IPP and shall soon be taking up the execution of the same. The project is scheduled to be completed in 2 years time and is proposed to generate approx. 35 Million KWH approx annually adding steady revenue in the company's finances for next 40 years

With the company's presence and reputation in African region, it has been quite successful in further establishing contacts with various high level resources and local Power Utilities / State electricity boards and Agencies in African countries wherein India and the world Bank or ADB is involved in provisioning Line of Credit to bag contracts by way of negotiations.

The Company is firmly supported by the pillars of highly qualified, focused and determined Key Managerial Persons (KMP) in technical as well as financial fields and the company enjoys the special privilege of being associated with some of the world leading Companies as JV/ Partners. Not only that company enjoys a credible name in the industry over the years as an pioneer of vision and executing high value projects in critical sectors like energy in highly challenging conditions be it geographical terrains or inherent Government perceptions and interferences whether private or public

The Company has bid for various other T & D Projects which are under review and a few under active consideration with the concerned Government Agencies / State Power Companies in Africa

EARNING PER SHARE:

The company's Earning per share has decrease from Rs. 3.49 per share to Rs. 0.012 per Share, recorded decrease in EPS of Rs.3.48 per share. Your company will expect to grow in the years to come for which the management have already taken the necessary initiative with positive energy.

DIVIDEND:

To strengthen the financial position of the Company, it is proposed to retain the profit in the business. No dividend is being recommended for the year ended on 31.03.2012.

DIRECTORS:

In accordance with the Article 86 of the Articles of Association of the Company read with section 255/256 of the Companies Act, 1956, Mr. Ponnuswami Sethu Seshan, Director of the Company retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment to the office of the Directors on the Board of your Company.

Mr. Simhachalam Gedela were appointed as Independent Directors on the Board who are at present Additional Directors in terms of Section 260 of the Companies Act, 1956 whose office as directors is subject to termination in the ensuing Annual General Meeting. Your Directors proposed their appointment as regular Directors on the Board u/s 257 of the Act and respective resolution has been given as Item No.4 under Special Business with the recommendation to pass the same as Ordinary Resolution as in the best interest of the Company.

STATUTORY AUDITORS & BOARD CLARIFICATION ON AUDITORS REMARK:

The Auditors Report along with Accounts and their Notes are self-explanatory except clause (f) of Point No.4 thereof with regard to security of company's immoveable property provided to bank for the loan taken by Group Company and its directors. It is hereby clarified that at the time of providing these securities the status of the Company was "Private Limited" and subsequently on 8th July, 2011, the Company was converted into Limited Company. The provisions of Section 295 of the Companies Act, 1956 are not applicable on Private Limited Company. Hence, no approval of Central Government is required for the matters prior to its conversion into Limited Company.

The Auditors of the Company *M/s. V C G & CO.*, Chartered Accountants, New Delhi, retire at the ensuing Annual General Meeting and have given their consent for re-appointment. A certificate under Section 224(1) of the Companies Act, 1956 regarding their eligibility for the proposed re-appointment has been obtained from them. Your Directors recommend their re-appointment.

PARTICULARS OF EMPLOYEES:

The Board of Directors wishes to express its appreciation to all the employees of the Company for their outstanding contribution to the operation of the Company. During the financial year under review, none of the Company's employees was in receipt of remuneration as prescribed under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of employees) Rules, 1975 as amended by the Company's (Amendment) Act, 1988 and hence no particulars are required to be disclosed in this report.

V. C. G. & Co.

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

As the Company is not carrying out any manufacturing activities, the issues relating to conservation of energy and technology absorption are not quite relevant to its functioning.

	<u>2011-12</u>	<u>2010-11</u>
Foreign Exchange earning (Rs.) -	\$165000	\$484000
Foreign Exchange outgo (Rs.) -	\$2000	NIL

INDUSTRIAL RELATIONS:

The industrial relation during the year under reporting at all levels remained cordial. Your Directors' applaud the excellent contribution and efforts made by employees of the Company. -

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 217(2AA) of the Companies Act, 1956 the Directors confirmed the following in respect of the Audited Annual Accounts for the financial year ended on 31st March, 2012:

- (i) That in preparation of the annual accounts, the applicable accounting standards has been followed.
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the financial year ended on 31st march, 2012 and the profit of the Company for the year ended on that date.
- (iii) That the Directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and preventing and detecting frauds and other irregularities.
- (iv) The annual accounts have been prepared on a "going concern" basis.

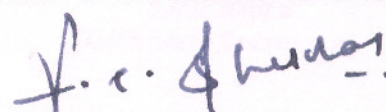
ACKNOWLEDGEMENT:

Your Directors' wish to place on record their appreciation for the assistance and co-operation that your Company received from the Company's bankers, advisor, customer and all others whose continued support has been a source of strength to the Company. Your Directors also wish to place on record their sincere appreciation for the devotion and dedicated efforts put in by the employees at all levels.

Date: 03.09.2012

Place: New Delhi

For and on behalf of the Board of Directors



(V. Chandrashekhar)
Chairman

VCG & Co.

Chartered Accountants

AUDITORS' REPORT

TO THE MEMBERS OF TARINI INTERNATIONAL LIMITED

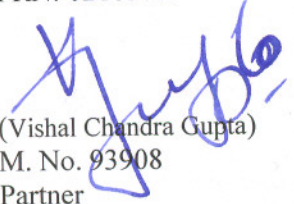
1. We have audited the attached Balance Sheet of Tarini International Limited as at March 31, 2012 and also the profit and loss account of the company for the year ended on that date, annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. These standards require that we plan & perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we annex hereto a statement for the year ended March 31, 2012 on the matters specified in paragraphs 4 and 5 of the said order.
4. Further to our comments in the annexure to in paragraph 3 above, we state that:
 - a) we have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) in our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of these books;
 - c) the Balance Sheet and the Profit and Loss account dealt with by this report are in agreement with the books of account;
 - d) in our opinion, the Balance Sheet and the Profit and Loss account dealt with by this report comply with the accounting standards referred to in sub section (3C) of section 211 of the Companies Act, 1956;
 - e) On the basis of the written representations received from the directors of the company and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2012 from being appointed as a director in terms of clause (g) of subsection (1) of section 274 of the Companies Act, 1956;
 - f) *Attention is drawn on Note 23 with regard to security of its immovable property provided to certain bank for the loan taken by other group company and its director, the approval from Central Government has yet to be obtained.*



g) *Subject to paragraph f) above*, in our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i) in the case of the balance sheet, of the state of affairs of the Company as at March 31, 2012;
- ii) in the case of the profit and loss account, of the Profit of the company for the year ended March 31,2012.

For V C G & Co.
Chartered Accountants
FRN: 021837N


(Vishal Chandra Gupta)
M. No. 93908
Partner



New Delhi, September 3, 2012

VCG & Co.

Chartered Accountants

**(Annexure referred to in paragraph 3 of the Auditors' report to the Members of
Tarini International Limited on the financial statements for the year
ended March 31, 2012)**

- 1 a) The Company is maintaining fixed assets records to show full particulars including quantitative details and situation of fixed assets.
b) According to the explanations and information given to us, the fixed assets are periodically verified by the management.
c) In our opinion and according to the information and explanations given to us, a substantial part of the fixed assets has not been disposed off by the company during the year.
- 2 As per information and explanations provided to us, the Company does not have any inventory and as such clauses (ii)(a) to (ii)(c) are not applicable
- 3 a) According to the information and explanations given to us, the company has granted interest free loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 301 of the Act, 1956. The amount aggregating to Rs.28.31 Lacs (maximum Rs. 127.86 lacs) was outstanding during the year from 4 persons. In our opinion, the rate of interest and other terms and conditions of such loans are not, prima facie, prejudicial to the interest of the company. In respect of the aforesaid loan, there is no stipulation on the period within which such loan / interest is repayable.
b) According to the information and explanations given to us, the company has taken Interest free loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under section 301 of the Act, 1956. The amount aggregating to Rs. 136.63 lacs (maximum Rs. 719.46 lacs) was outstanding during the year from 8 persons. In our opinion, the rate of interest and other terms and conditions of such loans are not, prima facie, prejudicial to the interest of the company. In respect of the aforesaid loan, there is no stipulation on the period within which such loan is repayable.
- 4 In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of inventories, services and fixed assets and with regard to sale of goods / services. Further on the basis of our examination and according to the information and explanation given to us, we have neither come across nor have been informed of any instance or major weaknesses in the aforesaid internal control system.
- 5 a) In our opinion and according to the information and explanations given to us, the transactions that need to be entered in the Register maintained in pursuance of Section 301 of the Companies Act, 1956, have been so entered.
b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contract or arrangements entered in the register maintained under section 301 of Companies Act, 1956 and exceeding rupees five lakhs in respect of any party during the year. As explained by the management these transactions have been made at prevailing market prices at the relevant time.
- 6 In our opinion and according to the information and explanations given to us, the company has not accepted any deposit from the public. Consequently, the provisions of section 58A and 58AA of the Companies Act, 1956 the Companies (Acceptance of deposits) Rules, 1975 are not applicable.
- 7 In our opinion, the Company have internal audit system during the year commensurate with its size and its business.
- 8 The Central Government has not prescribed the maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956.



- 9 a) As explained to us, the statutory dues payable by the Company comprise of income-tax and Service tax. According to the records of the company and information and explanation given to us, the Company, during the year, has generally been regular in depositing the aforesaid undisputed statutory dues with the appropriate authorities. There are no undisputed statutory dues as at March 31, 2012 outstanding for the period of more than six months from the date they became payable.
- b) As on March 31, 2012 according to the information and explanations given to us, and records of the company, there are no disputed amounts payable in respect of Income-tax, wealth tax, sales tax, service tax, customs duty and excise duty and cess matters that have not been deposited by the company.
- 10 The Company does not have accumulated losses at the end of the financial year March 31, 2012. Further, the Company has not incurred any cash losses during the financial year ended March 31, 2012 and in the immediately preceding financial year.
- 11 According to the records of the company examined by us and the information and explanations given to us, the Company has defaulted in repayment of dues to financial institutions and banks during the year. The dues comprising principal amount of Rs. 10 lakhs became due and unpaid for 2 months as at March 31, 2012.
- 12 According to the information and explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities, paragraph 4 (xii) of the Orders is not applicable.
- 13 In our opinion, as the company is not a chit fund/ nidhi / mutual benefit fund / societies, paragraph 4 (xiii) of the Orders is not applicable.
- 14 In our opinion, as the company is not dealing or trading in shares, securities, debentures and other investments, paragraph 4 (xiv) of the Orders is not applicable.
- 15 In our opinion the terms and conditions on which the company has given the guarantees by way of equitable mortgage of its immovable property for loans taken by other companies / directors from banks or financial institutions are prima facie not prejudicial to the interest of the company.
- 16 According to the information and explanations given to us, the term loans taken have been applied for the purpose for which they were raised.
- 17 According to the information and explanations given to us and on the an overall examination of the balance sheet of the company, we report that short term funds have not been used during the year to finance long term investments.
- 18 The company has made preferential allotment of shares during the year. The price at which shares have been issued is not prejudicial to the interest of the company.
- 19 The Company has not issued any debentures during the year.
- 20 The Company has not raised money by way of public issue during the year.
- 21 Based upon the audit procedures performed information and explanations given to us, we report that, no fraud on or by the Company has been noticed or reported during the course of our audit for the year ended March 31, 2012.

For V C G & Co.
Chartered Accountants
FRN: 021837N




(Vishal Chandra Gupta)
M. No. 93908
Partner

New Delhi, September 3, 2012



TARINI INTERNATIONAL LIMITED
Balance Sheet as at March 31, 2012

Particulars	Note Reference	(Amount in Rs.)	
		As at March 31, 2012	As at March 31, 2011
I EQUITY AND LIABILITIES			
1 Shareholders' funds			
Share capital	2	90,200,000	8,327,000
Reserve and surplus	3	41,772,041	35,150,577
		131,972,041	43,477,577
Share Application Money Pending Allotment		-	14,000,000
2 Non-current liabilities			
Long - term borrowings	4	25,836,880	16,624,688
Deferred tax liabilities	5	428,003	360,325
Long-term provisions	6	359,040	359,040
Total non-current liabilities		26,623,923	17,344,053
3 Current liabilities			
Short-term borrowings	4	13,163,428	71,752,546
Other current liabilities	7	11,318,303	25,026,783
Short-term provisions	6	132,474	1,088,676
Total current liabilities		24,614,205	97,868,005
Total		183,210,169	172,689,635
II. ASSETS			
1 Non-current assets			
Fixed assets	8		
- Tangible assets		45,198,206	44,280,134
- Intangible assets		70,155	99,540
- Capital work in progress		1,669,541	-
Non - Current Investments	9	127,175,000	114,850,000
Long - term loans and advances	10	266,950	16,950
Other non - current assets	11	545,500	-
Total non-current assets		174,925,353	159,246,625
2 Current assets			
Cash and cash equivalents	12	990,361	291,915
Short - term loans and advances	10	7,294,455	13,151,096
Total current assets		8,284,816	13,443,011
Total		183,210,169	172,689,635

Significant Accounting Policies (Refer Note 1) and various notes on Financial Statements are an integral part of Financial statements

As per our report of even date attached.

For V C G & CO.
Chartered Accountants
ERN - 021837N

(Vishal Chandra Gupta)
Partner
Membership No. 093908
New Delhi
Date: September 3, 2012



FOR AND ON BEHALF OF THE BOARD

Vakamulla Chandrashekhar
Vakamulla Chandrashekhar
Managing Director

Anu Naidu
Anu Naidu
Director

Amit Arora
Amit Arora
Company Secretary



TARINI INTERNATIONAL LIMITED
Profit and loss statement for the year ended March 31, 2012

Particulars	Note Reference	(Amount in Rs.)	
		As at March 31, 2012	As at March 31, 2011
Income			
Revenue from operations	13	12,216,000	29,283,651
Other Income	14	941,506	553,949
		13,157,506	29,837,600
Expenditure			
Employee benefits expense	15	3,337,179	9,784,698
Finance costs	16	5,387,546	7,344,965
Depreciation and amortization expense	8	612,764	516,401
Other expenses	17	3,514,728	7,010,044
Total Expenses		12,852,216	24,656,108
Profit before tax		305,290	5,181,492
Tax expense:			
Current tax		132,474	2,064,800
Income tax for earlier year		-	(172,900)
Deferred tax charge		67,678	381,831
Net profit for the year		105,138	2,907,761
Earning per Equity Share of Rs 10 each Basic and Diluted (Rupees)	18	0.012	3.49

Significant Accounting Policies (Refer Note 1) and various notes on Financial Statements are an integral part of Financial statements

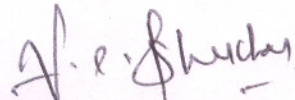
In terms of our report attached


For V C G & CO.
Chartered Accountants
FRN - 021837N

(Vishal Chandra Gupta)
Partner
Membership No. 093908
New Delhi
Date: September 3, 2012



FOR AND ON BEHALF OF THE BOARD


Vakamulla Chandrashekhar
Managing Director


Anu Naidu
Director


Amit Arora
Company Secretary



TARINI INTERNATIONAL LIMITED

Note 1 - Significant Accounting Policies and Notes forming part of the financial statements

I. Background

Tarini International Ltd hereinafter referred to as ("the Company") is engaged in the business of Industrial consultancy on turnkey basis/ Project consultants.

II. Significant accounting policies

A Basis of accounting and preparation of financial statements

The financial statements have been prepared to comply in all material respects with the notified accounting standards by Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the company and are consistent with those used in the previous year.

B Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and 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 and differences between the actual results and estimates are recognized in the period in which the results are known /

C Fixed Assets

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets during construction period included to the extent they relate to the period till such assets are ready to be put to use.

D Depreciation

Depreciation on fixed assets is provided to the extent of depreciable amount on Straight Line method (SLM) at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956 over their

E Revenue recognition

Revenue has been recognized in accordance with to as per AS-9 issued by the Institute of Chartered Accountants of India.





F Investments

The Long-term investments are shown at Book Value which comprises of cost of acquisition and related expenses. Provision for diminution in value of investments is made only if in the opinion of the management such decline is other than temporary and is provided for each investment individually.

G Foreign Currency transactions

Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

All loans and deferred credits repayable in foreign currency and outstanding at the close of the year are expressed in Indian currency at the date prevailing at the balance sheet date.

Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting of such monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

H Retirement and other employee benefits

Provision for Gratuity is determined on arithmetical calculation done on actual basis and charged off to the Profit and Loss Account.

I Earnings per share

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

J Provisions

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

K Deferred tax Asset/ Liability

As per Accounting Standard 22 issued by Institute of Chartered Accountant of India, deferred tax liability/assets is recognized subject to prudence, on timing differences, being reversal in one or more subsequent periods.

Deferred tax asset are recognized only to the extent there is reasonable certainty that the assets can be realized in future. However, where there is unabsorbed depreciation or carried forward of losses, deferred tax assets are recognized only is a virtual certainty of realization of such asset.



[Handwritten signatures]



Notes on Financial Statements
For the year ended 31st March 2012

	(Amount in Rs.)	
	As at March 31,2012	As at March 31,2011

NOTE 2 - SHARE CAPITAL

Authorised

1,30,00,000 (Previous year- 25,00,000) equity shares of Rs. 10 each	130,000,000	25,000,000
Total		

Issued, subscribed and fully paid up

9,020,000 (Previous year- 832,700) equity shares of Rs. 10 each, fully paid	90,200,000	8,327,000
Total	90,200,000	8,327,000

i (16,52,770) Equity shares out of issued, subscribed and paid up capital allotted as fully paid up bonus shares by capitalisation of Reserves & surplus during the current financial year immediately preceding the reporting date.

ii Issued, subscribed and fully paid up shares includes 4,96,000 equity shares issued at premium in lieu of salary payable to certain directors.

iii The reconciliation of number of shares outstanding is set out below

	As at March 31,2012	As at March 31,2011
Equity Shares		
Number of outstanding shares at the beginning of the year	832,700	832,700
Shares issued during the year	8,187,300	-
Number of outstanding shares as at the end of year	9,020,000	832,700

iv The details of shareholders holding more than 5 percent shares

Name of the Shareholder	As at March 31, 2012		As at March 31, 2011	
	No. of Shares	Percentage held	No. of Shares	Percentage held
Mr. Vakamulla Chandrashekhar	7,018,281	77.80	812,600	97.59
Mrs. Anu Naidu	2,001,565	22.19	20,100	2.41

NOTE 3 - RESERVES AND SURPLUS

	As at March 31, 2012		As at March 31, 2011	
Securities Premium Account:				
As per last Balance Sheet	-		-	
Add: Premium on equity shares issued during the year	23,044,026	23,044,026	-	-
General Reserve:				
As per last Balance Sheet	35,150,577		32,242,816	
Add: Transferred from Profit & loss a/c	105,138		2,907,761	
Less: Transfer to bonus shares	16,527,700	18,728,015	-	35,150,577
Profit & Loss:				
Net profit after tax during the year	105,138		2,907,761	
Less: Transfer to general reserve	105,138	-	2,907,761	-
		41,772,041		35,150,577



Handwritten signatures and names: Anu, Chandrashekhar

Notes on Financial Statements
For the year ended 31st March 2012



(Amount in Rs.)

NOTE 4 - BORROWINGS

	As at 'March 31, 2012		As at 'March 31, 2011	
	Long-term	Short-term	Long-term	Short-term
Secured				
Term loans				
- From banks	32,370,172	-	19,738,793	-
- From others	-	-	-	19,000,000
	32,370,172	-	19,738,793	19,000,000
Unsecured				
Loans and advances from related parties	-	12,663,428	-	52,752,546
Others	500,000	500,000	2,654,707	-
	500,000	13,163,428	2,654,707	52,752,546
Less:- - Current maturities of long term debts	7,033,292	-	5,768,812	-
Total	25,836,880	13,163,428	16,624,688	71,752,546

i. Details of Term Loans:

From Banks-

Loan (Rs in Lacs)	Security	Interest	Repayment Terms
145	Secured by hypothecation over book debts, loans and advances and secured by way of equitable mortgage of immovable property and furtherly secured by the personal guarantee of directors	15.25% p.a. payable	Repayable in 40 equal instalments payable on monthly basis starting from 04.03.2011
173.27	Secured by charge over specific immovable fixed assets financed through this loan	12 % p.a. payable	Repayable in 120 equal instalments payable on monthly basis starting from 10.05.2011

NOTE 5 - DEFERRED TAX LIABILITIES (NET)

	As at March 31, 2012	As at March 31, 2011
a) Deferred tax assets		
- Accrued expenses deductible on payment	122,871	73,481
Total	122,871	73,481
b) Deferred tax liabilities		
- Depreciation	550,875	433,807
Total	550,875	433,807
Net deferred tax liability	428,003	360,325



J. C. Shukla
Amr

Notes on Financial Statements
For the year ended 31st March 2012



(Amount in Rs.)

NOTE 6 - PROVISIONS

	As at 'March 31, 2012		As at 'March 31, 2011	
	Long-term	Short-term	Long-term	Short-term
Provision for Employee Benefits				
- Gratuity & expenses	359,040	-	359,040	-
Others				
- Taxation	-	132,474	-	1,088,676
Total	359,040.00	132,474	359,040	1,088,676

NOTE 7 - OTHER CURRENT LIABILITIES

	As at	As at
	March 31, 2012	March 31, 2011
- Current maturities of long term debts	7,033,292	5,768,812
- Taxes and other statutory dues	537,290	2,358,176
- Employee dues ¹	1,055,083	7,023,958
- Others ²	2,692,638	9,875,837
Total	11,318,303	25,026,783

¹ Employee dues includes Director dues

² Others include non trade payables



J. C. Shetty
Amr

Amr



Notes on Financial Statements

NOTE 8. FIXED ASSETS

Particulars	Gross carrying amount			Depreciation				Net carrying amount		
	As at 31.03.2011	Additions	Deductions	As at 31.03.2012	As at 31.03.2011	For the year	On deductions	As at 31.03.2012	As at 31.03.2012	As at 31.03.2011
TANGIBLE ASSETS										
Land	35,601,779	-	-	35,601,779	-	-	-	-	35,601,779	35,601,779
Buildings	6,623,546	835,200	-	7,458,746	363,812	108,263	-	472,075	6,986,671	6,259,734
Furniture and fixtures	60,066	-	-	60,066	25,141	3,803	-	28,944	31,122	34,925
Plant and equipment	388,195	138,800	-	526,995	64,788	21,050	-	85,838	441,157	323,407
Office equipment	685,077	46,390	-	731,467	150,528	34,408	-	184,936	546,531	534,549
Vehicles	2,564,918	449,861	-	3,014,779	1,321,876	281,838	-	1,603,714	1,411,065	1,243,042
Others (Computer)	839,665	31,200	-	870,865	556,967	134,017	-	690,984	179,881	282,698
Total Tangible Assets (A)	46,763,246	1,501,451	-	48,264,697	2,483,112	583,379	-	3,066,491	45,198,206	44,280,134
INTANGIBLE ASSETS										
Computer software	181,281	-	-	181,281	81,741	29,385	-	111,126	70,155	99,540
Total Intangible Assets (B)	181,281	-	-	181,281	81,741	29,385	-	111,126	70,155	99,540
Total (A+B)	46,944,527	1,501,451	-	48,445,978	2,564,852	612,764	-	3,177,616	45,268,362	44,379,674
Previous year	44,737,649	2,206,878	-	46,944,527	2,048,452	516,401	-	2,564,853		44,379,674



Handwritten signatures and initials

(Amount in Rs.)

NOTE 9 - NON CURRENT INVESTMENTS

	As at March 31, 2012	As at March 31, 2011
Long Term Investments		
Unquoted		
Non - Trade		
Tarini Lifesciences Ltd 16,700 (Previous year- Nil) Equity shares of Rs. 10 each, fully paid-up	167,000	-
Tarini Infrastructure Ltd 84,36,000 (Previous year- 84,36,000) Equity shares of Rs10 each,fully paid-up	84,360,000	84,360,000
Tarini Sugar & Distilleries Ltd. 535,900 (Previous year - 100) Equity shares of Rs. 10 each, fully paid-up	5,359,000	1,000
Venture Infrastructure Ltd. 680,000 (Previous year - 100) Equity shares of Rs. 10 each, fully paid-up	6,800,000	-
Share application money		
Tarini Infrastructure Ltd.	20,539,000	20,539,000
B.Soilmec (I) Pvt. Ltd	300,000	300,000
Venture Energy & Technologies Ltd.	9,650,000	9,650,000
	127,175,000	114,850,000

- Aggregate amount of unquoted investments - Rs.127,175,000 (Previous year - 114,850,000)

NOTE 10 - LOANS AND ADVANCES

(unsecured, considered good unless otherwise stated)

	As at 'March 31, 2012		As at 'March 31, 2011	
	Long-term	Short-term	Long-term	Short-term
Capital advances	250,000	-	-	-
Security deposits	16,950	-	16,950	-
Loan and advances to related parties	-	2,831,688	-	11,792,565
Other loans and advances				
- Advance tax	-	1,712,363	-	-
- Excise / Services tax receivable	-	-	-	92,700
- Dues from employees	-	603,127	-	694,206
- Other advances recoverable in cash or in kind or for the value to be received				
- Unsecured - considered good ¹	-	2,147,278	-	571,624
	<u>266,950</u>	<u>7,294,455</u>	<u>16,950</u>	<u>13,151,096</u>
Total	266,950	7,294,455	16,950	13,151,096

¹ Includes prepaid expenses Rs 26,825 (Previous year-Rs 67,974)

NOTE 11 - NON CURRENT ASSETS

	As at March 31, 2012	As at March 31, 2011
Fees paid for increase in Authorised Share Capital	545,500	-
Total	545,500	-



F. C. Shukla
Amey *Amey*

Notes on Financial Statements
For the year ended 31st March 2012



(Amount in Rs.)

NOTE 12 - CASH AND CASH EQUIVALENTS

	As at March 31, 2012	As at March 31, 2011
Balances with banks	329,551	31,543
Cash on hand	660,810	260,372
Total	990,361	291,915

NOTE 13 - REVENUE FROM OPERATIONS

	As at March 31, 2012	As at March 31, 2011
Income from consultancy	11,941,500	5,000,000
Income from contract	274,500	-
Income from maintenance contract	-	24,283,651
Total	12,216,000	29,283,651

NOTE 14 - OTHER INCOME

	As at March 31, 2012	As at March 31, 2011
Interest income	28,001	-
Interest on Income tax refund	-	3,949
Rental Income	180,000	-
Agricultural income	690,000	550,000
Gain on Exchange fluctuation	43,505	-
Total	941,506	553,949

NOTE 15 - EMPLOYEE BENEFIT EXPENSES

	As at March 31, 2012	As at March 31, 2011
Salaries , wages etc	3,049,086	9,267,810
Staff welfare expenses	288,093	516,888
Total	3,337,179	9,784,698

NOTE 16 - FINANCE COST

	As at March 31, 2012	As at March 31, 2011
Interest expense	5,387,546	7,344,965
Total	5,387,546	7,344,965



H. C. Shukla
Amr.

NOTE 17 - OTHER EXPENSES

	As at March 31, 2012	As at March 31, 2011
Consultancy charges	448,200	1,408,200
Telephone, & courier expenses	309,019	308,508
Travelling & Conveyance expenses	223,806	59,327
Legal & professional charges	180,530	132,751
Power and fuel.	278,489	211,762
Insurance	31,593	52,261
Fee & filing	5,000	2,450
Repair -		
- Plant and machinery	-	18,250
- Other repair	169,707	1,095,227
Auditors' remuneration		
- Audit fee	176,480	176,480
- Tax Audit fee	38,605	38,605
- Certification fees others	73,605	49,635
Agricultural expenses	958,937	638,465
Miscellaneous expenses	620,757	2,818,123
Total	3,514,728	7,010,044

NOTE 18 - EARNING PER SHARE

	As at March 31, 2012	As at March 31, 2011
Profit / (Loss) after tax as per profit and loss account (Rs.)	105,138	2,907,761
Weighted average number of Equity shares outstanding (Nos.)	9,020,000	832,700
Earnings per share - basic / diluted (face value - Rs. 10 per share) (Rs.)	0.012	3.49



J. C. Phule
Amr



ADDITIONAL NOTES TO THE FINANCIAL STATEMENTS:

19. In the opinion of the management the balances shown under receivables, payables, loans and advances and other assets whether current or non current, have approximately the same realizable value as shown in the accounts. However these balances are subject to confirmations.
20. The Management is of the opinion that as at the Balance Sheet date, there are no indications of a material impairment in the value of fixed assets. Hence, the need to provide for an impairment loss does not arise.
21. There is no separate reportable segment in accordance with the requirements of Accounting Standard 17 'Segment Reporting' issued by the Companies (Accounting Standard) Rules, 2006 in view of company's activities during the year are project consultancy. Hence, there are no additional disclosures to be provided other than those already provided in the financial statements.
22. The company has not received any information from suppliers regarding their status under Micro, Small & Medium Enterprises development Act, 2006.
23. During the year, the status of the company has been changed from Private Limited to Public Limited with effect from 10th June 2011. Prior to change of status of the company, the company has provided its immovable property as equitable mortgage towards the term loan taken by the other group company in which the company is holding shares more than 10% and the personal loan taken by its director. Consequent to said change, the necessary filing with regard to approval from Central Government and certain compliances according to the provisions of the Companies Act, 1956 are in process. However, the terms and condition of said term/personal loan taken by the other group company / founder directors, in view of the management, are not prejudicial to the interest of the company.

	<u>Current year</u>	<u>Previous year</u>
24 Earning in foreign currency	\$165,000	\$484,000
Expenditure in foreign currency	\$2,000	-

25. Related Party Disclosures:

(a) Key Management Personnel -

Director, V. Chandrashekhara Naidu.
Director, Anu Naidu.
Director, Ponnu Swami Sethu Seshan

(b) Subsidiaries -

M/s Venture infrastructure Ltd
M/s Tarini Sugar & Distilleries Ltd

(c) Enterprises over which directors exercise significant influence / control

M/s Tarini Infrastructure Ltd.
M/s Venture infrastructure Ltd.
M/s Venture Energy & Technology Ltd.
M/s B. Soilmec India Private Ltd.
M/s Tarini Overseas Mining and Operation Ltd.
M/s Tarini Humanitarian Demining and Rehabilitation works
M/s Tarini Sugar & Distilleries Ltd.



V. Chandrashekhara

Anu

Ponnu



Amount (Rs.)

(d) Particulars	Mar-12	Mar-11
Salary Paid		
a) Mr.Vakamulla Chandrashekhar	1,200,000	4,800,000
b) Mrs.Vakamulla Anu Naidu	600,000	2,400,000
Consultancy fee received from Tarini Sugars & Distilleries Limited	4,963,500	-
Closing Balance at the year end.		
<u>Payable</u>		
Mr.Vakamulla Chandrashekhar	176,550	33,524,725
Mrs.Vakamulla Anu Naidu	20,202	20,201,098
Tarini Sugars & Distilleries Limited	10,582,059	-
Tarini Overseas Mining and Operations Ltd.	391,485	-
B.Soilmec India Private Limited	638,930	1,048,430
Venture Energy & Technologies Limited	854,202	(31,835)
<u>Receivable</u>		
Tarini Infrastructure Limited	1,822,575	11,760,730
Venture Infrastructure Limited	806,236	5,461,454
Tarini Wilderness & Innovations Private Limited	120,048	-
Tarini Humanitarian Demining And Rehabilitation work	82,828	-

26. The previous year figures have been regrouped / reclassified, wherever necessary to conform to the current year presentation as the revised schedule VI has come in to force with effect from April 1, 2011 with more disclosures and presentation in the financial statements

For V C G & CO.
Chartered Accountants
FRN - 021837N



(Vishal Chandra Gupta)
Partner
Membership No. 093908
New Delhi
Date: September 3, 2012

Vakamulla Chandrashekhar
Managing Director

Anu Naidu
Director

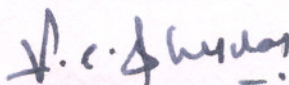
Amit Arora
Company Secretary

Tarini international Ltd

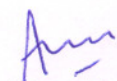
Statement Pursuant to Section 212 of the Companies Act, 1956 relating to Subsidiary Companies


S. No.	Particulars	Details
1	Name of the Subsidiary	Venture Infrastructure Ltd
2	Financial year of the subsidiary ended on	31st March, 2012
3	Shares of the subsidiary held by the Company on above date	
	a) Number and Face Value	5,35,900/- Equity Shares of Rs. 10/- each, fully paid up
	b) Extent of holding	80.95%
4	Net aggregate amount of profits (losses) of the subsidiary Company not dealt with in the Company's Accounts so far as it concerns the members of the holding company.	
	a) For the Financial Year Ended 31/03/2012	Rs. 1,477,085
	b) For the Previous Financial year of the Subsidiary	Rs. 1,418,564
5	Net aggregate amount of profits (losses) of the subsidiary Company so far as its profits are dealt with in the Holding Company's Accounts.	
	a) For the Financial Year Ended 31/03/2012	Rs. NIL
	b) For the Previous Financial year of the Subsidiary	Rs. NIL

Tarini international Ltd


(V. Chandrashekhar)

MANAGING DIRECTOR


(Anu Naidu)
Director


Amit Arora

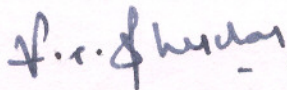
COMPANY SECRETARY

Tarini international Ltd

Statement Pursuant to Section 212 of the Companies Act, 1956 relating to Subsidiary Companies

S. No. Particulars	Details
1 Name of the Subsidiary	Tarini Sugar & Distallaries Ltd
2 Financial year of the subsidiary ended on	31st March, 2012
3 Shares of the subsidiary held by the Company on above date	
a) Number and Face Value	5,35,900/- Equity Shares of Rs. 10/- each, fully paid up
b) Extent of holding	64.56%
4 Net aggregate amount of profits (losses) of the subsidiary Company not dealt with in the Company's Accounts so far as it concerns the members of the holding company.	
a) For the Financial Year Ended 31/03/2012	Rs. 0
b) For the Previous Financial year of the Subsidiary	Rs. 0
5 Net aggregate amount of profits (losses) of the subsidiary Company so far as its profits are dealt with in the Holding Company's Accounts.	
a) For the Financial Year Ended 31/03/2012	Rs. NIL
b) For the Previous Financial year of the Subsidiary	Rs. NIL

Tarini international Ltd



(V.chandrashekhar)
MANAGING DIRECTOR



(Anu Naidu)
Director



Amit Arora
COMPANY SECRETARY