

TRIDEV INFRAESTATES LIMITED

(formerly Ashutosh Paper Mills Ltd)

ANNUAL REPORT FOR THE FINANCIAL YEAR 2015-2016

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

CIN: L21012DL1988PLC033812

Website: ashutoshpapermills@gmail.com

Email id: www.ashutoshpapermills.com

BOARD OF DIRECTORS

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

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TRIDEV INFRAESTATES LIMITED

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

NOTICE

Notice is hereby given that the Annual General Meeting of the Members of M/s. TRIDEV INFRAESTATES LIMITED (CIN. L21012DL1988PLC033812) will be held on Friday, 30th September, 2016 at 12:00 P.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, 2016 and the Auditors and Directors Report thereon.
2. To appoint a Director in place of Shri. Amit Aggarwal (DIN 02504414), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint **M/S. MOON AND COMPANY, CHARTERED ACCOUNTANTS(FRN024693N)** in place of **M/s DEEPAK I P AGARWAL & CO., CHARTERED ACCOUNTANTS(FRN 021682N)** as Statutory Auditors of the Company, to hold the office from the conclusion of this Annual General Meeting till the Conclusion of sixth Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS

4. **Re-appointment of Mr. Sunil Kumar Agarwal as a Managing Director of the Company**

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the Re- appointment of Mr. Sunil Kumar Agarwal , (DIN 00033287), as Managing Director of the Company, with effect from September 30th, 2016, upon such terms and conditions as set out in the statement annexed to this Notice with the liberty to the Board to alter and vary the said terms and conditions as it may deem fit and as may be acceptable to Mr. Sunil Kumar Agarwal.

RESOLVED FURTHER THAT the Managing Director shall be entitled to reimbursement of all expenses incurred in the course of business of the Company on actual basis.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

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

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

Place: Delhi
Dated: 01.09.2016

Vinod Kr Jain
(Chairman)
DIN: 01943778

:-

- 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 26.09.2016 to 30.09.2016 (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 2015-16 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. Atul(M. No. 084378), 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. Atul (M. No. 084378)**, 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, 27th September 2016 (9:00 a.m.) and ends on Thursday, 29th September 2016 (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 26th August 2016 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
- For CDSL: 16 digits beneficiary ID;
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department(In Capital) (Applicable for both demat shareholders as well as physical shareholders)</p> <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.

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (iv) Click on the EVSN for **ASHUTOSH PAPER MILLS LIMITED** on which you choose to vote.
- (v) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (vii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (x) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xi) Note for Non- Individual Shareholders and Custodians
 - Non – Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) which they wish to vote on and then cast their vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, there will not be voting by show of hands on any of the agenda items at the Meeting and poll will be conducted in lieu thereof.

General Instructions:

- (a) The voting period begins on Tuesday, 27th September 2016 (9:00 a.m.) and ends on Thursday, 29th September 2016 (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 24th September 2016 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. 26th August, 2016 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 26th August, 2016 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 26th August, 2016.
- (e) **Mr. Atul (M. No. 084378)**, 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.

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

Place: Delhi
Dated: 01.09.2016

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

Vinod Kr. Jain
(Chairman)
DIN: 01943778

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

Appointment of Mr. Sunil Kumar Agarwal as a Managing Director

The Board of Directors of the Company in its meeting held on 01st September, 2016 has appointed Mr. Sunil Kumar Agarwal as Managing Director on honorary basis for a period of 5 (Five) years commencing from 30th September, 2016.

No Salary, Perquisites or Allowances, Remuneration based on net profit or reimbursement of expenses shall be paid to him.

Terms and Conditions:

(i) The Managing Director will perform his duties as such with regard to all work of the Company and he will manage & attend to such business and carry out the orders and direction given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may be given.

(ii) He shall act in accordance with the Article of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

(iii) He shall also adhere to the Company's Code of Business Conduct & ethics for Directors and Management Personnel.

(iv) He shall satisfy all the conditions set out under Section 196 and Schedule V of the Act.

(v) He shall hold office for five years. However, the Board as well as the proposed Managing Director would be free to terminate the office before the said period upon giving reasonable explanations to the effect. The Board shall be obligated to conduct a thorough enquiry and give the proposed Managing Director a reasonable opportunity of being heard prior to termination of his office.

(vi) He shall not be liable to retire by rotation.

The above briefs may be treated as a written memorandum setting out the terms of appointment of Mr. Sunil Kumar Agarwal as Managing Director of the Company.

The Board recommends the said resolution for Member's approval by way of an ordinary Resolution. None of the Directors of the Company, except Mr. Sunil Kumar Agarwal, are in any way, concerned or interested in the resolution

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Place: Delhi
Dated: 01.09.2016

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

Vinod Kr. Jain
(Chairman)
DIN: 01943778

Pursuant to clause 49 of Listing Agreement, 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 2016
Sunil Kumar Agarwal	00033287	01/07/1962	28/08/2009	Graduate and vast knowledge of finance and Management skill	NIL	Directorship: 1

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New Delhi – 110092

Place: Delhi
Dated: 01.09.2016

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For **TRIDEV INFRAESTATES LIMITED**
(formerly Ashutosh Paper Mills)

Vinod Kr. Jain
(Chairman)
DIN: 01943778

TRIDEV INFRAESTATES LIMITED

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

CIN- L21012DL1988PLC033812, Email: ashutoshpapermills@gmail.com

PROXY FORM

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

Annual General Meeting on Friday, the 30th September, 2016

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 28th Annual General Meeting of the Company, to be held on Friday, the 30th September, 2016 at 12:00 P.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: