TRIBHUVAN HOUSING LIMITED

ANNUAL REPORT

2017 - 2018

BOARD OF DIRECTORS

NARENDRA R SHAH	:	Managing Director
SATISH V RAVAL	:	Ind. Director
VIMALA S PATEL	:	Ind. Director

REGISTERED OFFICE

38/39, GANGA VIHAR, 1ST FLOOR,
ROKADIA LANE, BORIVALI(W),
MUMBAI-400092

AUDITOR

M/S. MUKESH M CHOKSHI & CO.
CHARTERED ACCONTANTS
MUMBAI

BANKERS

AXIS BANK LTD

REGISTRAR AND TRANSFER AGENT

Purva Share Registry (I) Pvt. Ltd.
9,Shiv Shakti Industries, J.R. Boricha Marg,
Opp/ Kasturba Hospital, Lower Parel (E)
Mumbai – 400 011. Phone : [022] 23018261.

Notice

Notice is hereby given that the Annual General Meeting of the members of TRIBHUVAN HOUSING LTD. will be held at the Registered Office of the Company at 11.00 A.M. on 29TH Sept., 2018 to transact the following business.

ORDINARY BUSINESS

1. To receive consider and adopt the audited Balance Sheet as at 31st March 2018 and Profit & Loss Account for the year ended on that date together with the Report of Directors and Auditors thereon.
2. To appoint a Director in place of SATISH V RAVAL (Din no. 02420923) , who retires by rotation and is eligible for reappointment.
3. To appoint Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM and to fix their remuneration, 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 and other applicable provisions of the Companies Act, 2016 read with the Companies (Audit and Auditors) Rules, 2018 and pursuant to the recommendations of the Audit Committee , M/s. MUKESH M CHOKSHI & Co., Chartered Accountants of Vadodara (Mem. 31751**)** , be and are hereby appointed as the Auditors of the Company ; to hold office from the conclusion of the said Annual General Meeting (AGM) until the conclusion of ensuing Annual General Meeting to be held in year 2022 (subject to ratification of their appointment at every AGM) on such remuneration as may be fixed by the Board."

By the Order of the Board of Directors
Sd/-
NARENDRA R SHAH
Chairman

Place : MUMBAI
Dated : 01/09/2018

Notes:-

- **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCMENT OF ANNUAL GENERAL MEETING.**

- During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company

- The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business is not required to be annexed herewith as there is no special business.

- Pursuant to Provisions of Section 91 of the Companies Act, 2013, the Register of Members and share transfer book of the Company will remain closed during the period from 24th Day of September, 2018 to 29TH Day of September, 2018 (both days inclusive) for the purpose of Annual General Meeting.

- The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) for transactions involving transfer of shares. Therefore, members holding shares in physical form are requested to furnish their PAN along with self attested photocopy of PAN card to the R& STA. Members holding shares in demat mode are requested to register the details of PAN with their DPs.

- Additional information pursuant to LODR,2015 in respect of the Directors seeking appointment / re-appointment at the AGM is furnished and forms a part of the Notice.

- Sections 101 and 136 of the Companies Act, 2013 read together with the rules made there under, permit the listed companies to send the notice of annual general meeting and the Annual Report, including financial statements, Board's Report, etc. by electronic mode. The Company is accordingly forwarding electronic copy of the Annual Report for 2018 to all the Members whose e-mail ids are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copies of the Annual Report for 2018 is being sent in the permitted mode. Members who do not yet registered their e-mail id so far are requested to register the same with the Company (if shares are held in physical form) or Depository participant (if shares are held in demat mode). Members are also requested to intimate to the Company the changes, if any in their e-mail address.

- Documents referred in the notice and the explanatory statement, if any will be kept open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 11.00 a.m. to 1.00 p.m. except holidays, upto the date of the ensuing annual general meeting.

- Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.

- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

- The Members are requested to:
  a) Intimate changes, if any, in their registered addresses immediately.
  b) Quote their ledger folio/DPID number in all their correspondence.
  c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
  d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
  e) Send their Email address to us for prompt communication and update the same with their Depository Participants to receive softcopy of the Annual Report of the Company.
- Corporate Members are requested to forward a Certified Copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.

  - As per the requirement of the LODR, 2015 the Company is updating information on its website www.alphagraphicltd.com . This portal contains along with business information, quarterly unaudited results, Annual Report containing Notice, Directors Report, Auditors Report, Balance sheet and Profit & Loss Account, quarterly shareholding pattern, contact detail of the Compliance Officer for communicating investor grievances.

- The Members who still hold shares in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

- Members are requested to send their queries relating to accounts and operations to the Company Secretary, if any at least 7 days in advance so that the information can be made available at the meeting.

- Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folio and send relevant share certificates to companies Registrar and Share Transfer Agent for their doing needful.

- Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at M/s PURVA SHAREGISTRY (INDIA) PVT.LTD., Mumbai

- The Company has designated an exclusive email ID complianceofficerthl@gmail.com which would enable the members to post their grievances and monitor its redressal. Any member having any grievance may post the same to the said Email address for its quick redressal.

- The businesses as set out in the Notice may be transacted through electronic voting system and the Company shall provide a facility for voting by electronic means. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2016 as amended by MCA vide its notification dated March 19, 2018, the company is pleased to offer the facility of "remote e-voting" (e-voting from a place other than venue of the AGM) as an alternate, to all its members to enable them to cast their votes electronically instead of casting their vote at the meeting. If a member has opted for remote e-voting, then he/she should not vote by physical ballot also and vice-versa. However, in case members cast their vote both via physical ballot and remote

e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid. For E-voting facility, the Company has entered in to an agreement with the NSDL for facilitating remote E-voting. The Procedure and instructions for E-voting given below:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2016, the Company is pleased to provide e-voting facility to all Members of the Company to enable them to cast their votes electronically on the items/resolutions mentioned in this notice. The Company has availed e-voting services as provided by National Securities Depository Limited (NSDL).

The Company has appointed M/s Abhishek N Shah & Co Chartered accountants , having his office at 21, Old Shanti Nagar, Off. Mandpeshwar road, Chamunda Circle, Borivali West 400091 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The instructions of e-voting are detailed hereunder:

A. Members whose Shareholding is in dematerialized form and whose email addresses are registered with the Company/Depository Participant(s) will receive an e-mail from NSDL informing the User-ID and Password.

   i. Open e-mail and open PDF file Notice with your Client ID or Folio No. as password. The said PDF file contains your user ID and Password for e-voting. Please note that the password is an initial password.
   ii. Launch internet browser by typing following URL: https.//www.evoting.nsdl.com
   iii. Click on “Shareholder Login”.
   iv. Put User ID and Password as initial password noted in step (i) above and Click Login.
   v. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. We strongly recommend that you should not share your new password with any other persons and take utmost care to keep your password confidential.
   vi. Home page of “e-voting” opens. Click on – Voting – Active Voting Cycles.
   vii. Select “EVEN” (E -Voting Event Number) of Tribhuvan Housing Ltd.
   viii. Now you are ready for e-voting as “Cast Vote” page opens.
   ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
   x. Upon confirmation, the message “Vote cast successfully” will be displayed.
   xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
   xii. Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer on or before 28th September, 2018 (6.00 p.m) on e-mail id: shahabhishek13@yahoo.in with a copy marked to e-voting@nsdl.com

B. For Members holding shares in dematerialized form whose email IDs are not registered with the Company/Depository Participants, Members holding shares in physical form as well as those Members who have requested for a physical copy of the Notice and Annual Report, the following instructions may be noted:
   i. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM: EVEN (E Voting Event Number) USER ID PASSWORD

ii. Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.

C. The e-voting period commences on 26th September, 2018 (10.00 a.m.) and ends on 28th September, 2018(05.00 p.m.). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

D. The voting rights of Members through electronic means shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company as on the cut-off date of 23rd September, 2018.

E. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each of the folio/demat accounts.

F. The Scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast 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, forthwith to the Chairman of the Company.

G. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website 'www.alphagraphicltd.com' and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

H. Poll will also be conducted at the Annual General Meeting and members who has not cast his/her vote through e-voting facility may attend the Annual General Meeting and cast his/her vote.

By the Order of the Board of Directors

Place : MUMBAI
Dated : 01/09/2018

Sd/-
NARENDRA R SHAH
Chairman

Additional Information of Directors seeking re-appointment/appointment at the ensuing Annual General Meeting pursuant to Clause 49 of the Equity Listing Agreement:

Name of Directors	**SATISH V RAVAL** (Din - 02420923)
Date of Birth	05/11/1954
Date of Appointment	29/07/2017
Expertise / Experience in specific functional areas	Experience in Taxation and finance activities & Corporate laws
Qualification	M.Com. LLB, MBA
No. & % of Equity Shares held in the Company	NIL
List of outside Company's directorship held	NIL
Chairman / Member of the Committees of the Board of Directors of the Company	Member – Audit Committee, Member – Stakeholders Relationship Committee Member – Nomination & Remu.Comm.
Salary or Sitting fees paid	Nil
Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	N.A.
Relationship between directors inter-se	Nil

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2018.

FINANCIAL RESULTS

Your Company financial performance during the year 2017-18 is summarized below:

(Rs. In AMT.)

Particulars	Year 2017-2018	Year 2016-2017
TOTAL REVENUE	8215478	9141415
TOTAL EXPENDITURE	**8237376**	**9150134**
Profit Before Tax	**-21898**	**-8719**
Less: Taxation	-	-
Profit After Tax	**-21898**	**-8719**

OPERATIONS

The Company performed satisfactorily as compared to last year.

SHARE CAPITAL

During the year under review, the Company, neither increased nor decreased its Equity.

REVISION IN FIN. STATEMENTS OR BOARD'S REPORT U/S 131(1) OF THE CO. ACT, 2013

In terms of Section 131 of the Companies Act, 2013, the Financial Statements and Board's Report are in compliance with the provisions of Section 129 or Section 134 of the Companies Act, 2013 and that no revision has been made during any of the three preceding financial years.

DIVIDEND

Your Directors do not recommend any dividend on equity shares for the year ended March 31, 2018.

PUBLIC DEPOSITS

The Company has not invited any deposits from the public within the provisions of Chapter V of the Companies Act, 2013 (hereinafter "the Act" and any reference of section pertains to sections of this Act in this Annual Report unless stated otherwise) read with the Companies (Acceptance of Deposits) Rules, 2014.

PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARY AND ASSOCIATE COMPANIES:

As per Sections 2(87) and 2(6) of the Companies Act, 2013 and as on date, the Company neither has any Subsidiary Company nor any Associate Company and hence, do not call for any disclosure under this head.

AUDITORS

M/s. Mukesh M Chokshi & Co., Chartered Accountants, Statutory Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. The Company has received the Certificate under Section 139(1) of the Companies Act, 2013 read with Companies (Audit and Auditors), Rules, 2016 from the Auditor.

Your Directors recommend re-appointment M/s. Mukesh M Chokshi & Co., Chartered Accountants, (FRN 131513W) as the Statutory Auditors of the Company for the current financial year and fixation of his remuneration.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made there under, the report of Secretarial Audit is annexied as **ANNEXURE-A**.

AUDITORS' REPORT –STATUTORY AND SECRETARIAL

The Auditors' Report on the financial statement and Secretarial Audit Report for the current year is self-explanatory, therefore does not require any further explanation.

INTERNAL AUDITORS

Pursuant to Section 138 of the Companies Act, 2013 and Rule 13 of The Companies (Accounts) Rules, 2016, the Board of Directors of the Company is under process to appoint internal auditors. However, in the opinion of the Board and size of the company, it is not necessary to appoint internal auditor.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return in Form MGT – 9, as provided under Section 92 (3) of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2016 is annexed hereto as **ANNEXURE-B** with this report and shall form part of the Board's Report.

NUMBER OF MEETINGS OF THE BOARD AND COMMITTEES THEREOF

During the year under review various meetings of the Board of Directors and Committees was held for various purposes which were in compliance with the provisions of the Companies Act, 2013, rules made there under and LODR, 2015. Further the details of such meetings of the Board and Committees thereof are mentioned in the Report on Corporate Governance which is annexed as **ANNEXURE-C** with this Report and shall form part of the Board's Report.