

# TRIJAL INDUSTRIES LTD

23<sup>rd</sup> ANNUAL REPORT 2013-14

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**BOARD OF DIRECTORS:**

MR. KAMLESH B. MEHTA	:	Promoter Director (DIN: 01675694)
MR. VISSWAS B. PANSE	:	Independent Non- Executive Director (DIN: 03040544)
MR. ASHOK T. BHANUSHALI	:	Independent Non-Executive Director (DIN: 03130730)

**STATUTORY AUDITORS:**

DAGDULAL K. JAIN & COMPANY  
CHARTERED ACCOUNTANTS

**BANKERS:**

INDIAN BANK, CENTRAL BANK OF INDIA

**REGISTERED AND ADMINISTRATIVE OFFICE:**

58, SHRI KRISHNA NIWAS, 496, KALBADEVI ROAD,  
MUMBAI – 400 002 Tel.: 91-22-22015951  
E-Mail: [trijalindustries@rediff.com](mailto:trijalindustries@rediff.com) Website: [www.trijalindustries.com](http://www.trijalindustries.com)

**REGISTRAR AND SHARE TRANSFER AGENT:**

Purva Sharegistry (India) Private Limited  
Shiv Shakti Industrial Estates, Unit No.9, 7-B J.R. Boricha Marg,  
Sitaram Mills Compound, Lower Parel (East), Mumbai – 400 011.  
Tel: 23016761 Email: [busicomp@vsnl.com](mailto:busicomp@vsnl.com)

**SHARES LISTED AT:**

The Bombay Stock Exchange Limited

**23<sup>rd</sup> Annual General Meeting.**

Date : 26<sup>TH</sup> September, 2014 - FRIDAY At 4:30.p.m. at Park View Banquet Hall, Andheri (West), Mumbai – 400058

# TRIJAL INDUSTRIES LTD

## 23<sup>rd</sup> ANNUAL REPORT 2013-14

### NOTICE

NOTICE IS HEREBY GIVEN THAT THE 23<sup>rd</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF TRIJAL INDUSTRIES LIMITED WILL BE HELD ON FRIDAY THE 26<sup>TH</sup> SEPTEMBER, 2014 AT 4.30 P.M. AT PARK VIEW BANQUET HALL, ANDHERI (WEST) MUMBAI -400058 TO TRANSACT THE FOLLOWING BUSINESS.

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#### **A. ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited accounts for the year ended **31st March, 2014** along with Notes and schedules thereon, as on that date and the reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kamlesh Mehta DIN: 01675694, who retires by rotation and being eligible offers himself for re-appointment.
3. 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, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, Dagdulal K. Jain & Company, Chartered Accountants, (Firm Registration No. 101995W), be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 26<sup>th</sup> Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out of pocket, travelling and living expenses, etc as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

#### **B. SPECIAL BUSINESS**

4. **Appointment of Mr. Visswas B. Panse as an Independent Non-Executive Director of the Company.**

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 Sections 149,150,152, Schedule IV and other applicable, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Visswas Panse (DIN - 03040544), Director of the Company in respect of whom the Company has received Notice in writing from a member under Section 160 of the Companies Act,2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office up to 5 (Five) consecutive years up to 31st March, 2019”.

5. **Appointment of Mr. Ashok Bhanushali as an Independent Non-Executive Director of the Company.**

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 Sections 149,150,152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ashok Bhanushali (DIN - 03130730), Director of the Company in respect of whom the Company has received Notice in writing from a member under Section 160 of the Companies Act,2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office up to 5 (Five) consecutive years up to 31st March, 2019”.

6. 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 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, and subject to such approvals as may be necessary, the consent of the company be and is hereby accorded to the Board of Directors of the Company to lease, mortgage, of the whole or any part of the Company's existing undertaking and/or future undertakings as may be acquired, comprising of any part of its assets and liabilities, as a going concern, on terms and conditions and in such form and in such manner as the Board of Directors of the Company may decide, the total amount involved shall not, at any time exceed Rs.100,00,00,000/- (Rs. One Hundred Crores Only).”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized without further referring to the members of the Company to sell, lease, mortgage, transfer or otherwise dispose of the various assets individually or collectively, comprising of Freehold land along with building, plant & machinery and other assets of the said unit on “As on where on basis” for such consideration to be determined by taking net aggregate of the book value of each of the identified assets less liabilities as appearing in the books of the Company on such date pertaining to the said “Unit” with power to the Board to finalize the terms and conditions as well as means, methods or modes in respect

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thereof, determining the effective date, if need to be changed, and to finalize and execute all required documents including schemes, agreements, memoranda, deeds of assignment / conveyance and other documents with such modifications as may be required from time to time and to do and perform all such acts, deeds, matters and things as may be deemed necessary and/or expedient in their discretion for completion of the transaction as aforesaid in the best interest of the Company including the power to delegate, in the interest of the Company with full power and authority to the Board of Directors to do all such acts and things as may be necessary, desirable or expedient to give effect to this Resolution

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

**“RESOLVED THAT** in supersession of the earlier resolutions passed, the consent of the Company be and is hereby accorded in terms of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company (hereinafter referred to as “the Board”

which term shall be deemed to include any Committee thereof) for borrowing from time to time any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed Rs.100,00,00,000/- (Rupees One Hundred Crores Only).”

### **NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A Proxy need not be a member of the Company. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this report. A proxy is not entitled to vote except on a poll. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 a proxy for any other person or shareholder.
- 2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.**
3. The Register of Members and Share Transfer Register shall remain closed from TUESDAY the 23<sup>rd</sup> September, 2014 to FRIDAY the 26<sup>th</sup> September, 2014 (both days inclusive).
4. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.
5. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
6. Members are requested to intimate to the Company, queries if any, regarding the accounts at least 10 days before the Annual General meeting to enable the Management to keep the information ready at the Meeting. The queries may be addressed to company's registered office (email: trijalindustries@rediff.com) Member are requested to bring their copies of Annual Reports to the Meeting.
7. As a measure of economy, copies of the Annual Reports and Accounts will not be distributed at the Meeting. Members are, therefore, requested to bring their copies to the meeting.
8. Members are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts, for admission to the meeting hall.
9. Members who are holding shares in identical order or names in more than one folio are requested to write to the company to enable the company to consolidation their holdings in one folio.
10. Members, who hold share in electronic form, are requested to write their client ID and DP ID numbers and those who hold share in physical form are requested to write their folio numbers in the attendance slip for attending the meeting to facilitate identification of membership at the meeting.
11. Members desirous of making a nomination in respect of their shareholding in the Company as permitted under Section 72 of the Companies Act, 2013, are requested to fill up the form SH-13 annexed as a part of the Annual Report and send the same to the office of the Registrar and Transfer Agent of the Company.

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12. Details of Directors seeking appointment or re-appointment at the 23rd Annual General Meeting pursuant to clause 49 IV(G)(I) of the Listing Agreement with Stock Exchange(s) are mentioned in the Corporate Governance Report forming part of this Annual Report.
13. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updating of Saving Bank Account details to their respective Depository Participants.
14. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management.
15. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Registrar and Share Transfer Agent M/s. Purva Sharegistry (India) Private Limited, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
16. The Ministry of Corporate Affairs (MCA) has taken on a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing companies to dispatch documents to the shareholders through electronic mode. Considering the above theme, your company has decided to send Annual Report through electronic mode. However, if required the copy of the Annual Report shall be provided to the shareholder at the Annual General Meeting.

The members are requested to:

- i. Intimate to the registrars/Company, changes if any, in their registered address at an early date along with the pin code number;
  - ii. Quote Registered Folio / Client ID & DP ID in all their correspondence;
  - iii. Dematerialise the shares held in physical form at the earliest as trading in the Equity Shares of the Company shall be only in dematerialised form for all the investors.
17. In Compliance with the provisions of section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.
  18. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

19. Voting through electronic means:  
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement executed by the company with the BSE Limited, Madras Stock Exchange and Ahmedabad Stock exchange Limited, the Company is pleased to provide members facility to exercise their right to vote at the 23rd Annual General Meeting (AGM) by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by Central Depository Services Limited (CDSL):

During the e-voting period, members of the company holding shares either in physical form or dematerialized form, as on the cut-off date i.e., **Friday the 22<sup>nd</sup> August, 2014** may cast their votes electronically.

The e-voting period commences at 9.00 am on Saturday the 20<sup>th</sup> September, 2014 and ends at 6.00 p.m. on Monday the 22<sup>nd</sup> September, 2014. The e-voting module shall be disabled by CDSL for voting thereafter.

Once the vote on a resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently.

A copy of this notice has been placed on the website of the Company and the website of CDSL.

Mr. Hemant Shetye, Partner of HS Associates, Practicing Company Secretaries (Membership No.2827) have 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 the 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, forthwith to the Chairman.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website: [www.trijalindustries.com](http://www.trijalindustries.com) on the website of CDSL within two (2) days of passing of the resolution at the AGM of the Company and communicated to the BSE Limited and Ahmedabad Stock Exchange Limited.

**THE INSTRUCTIONS FOR E-VOTING ARE AS UNDER.**

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- A. In case a Member receives an e-mail from CDSL (for Members whose e-mail address are registered with the Company/Depositories):
- (i) Log on to the e-voting website [www.evoting.com](http://www.evoting.com)
  - (ii) click on “Shareholders” tab
  - (iii) Now, Select the Electronic Voting sequence Number – “EVSN” along with Company Name” from the drop down menu and click on “SUBMIT”
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client Id.
    - c. Members holding shares in physical form should enter Folio Number registered with the Company.
  - (v) Next enter the image verification as displayed and Click on Login.
  - (vi) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company then your existing password is to be used. In case you have forgotten your password & enter the details as prompted by the system.
  - (vii) If you are a first time user follow the steps given below.

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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 last 8 digits of the Demat account/folio number in the PAN field.</li> <li>• In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth 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"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the relevant EVSN **140821078** of Trijal Industries Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.

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- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc) are required to log on to <http://www.evotingindia.co.in> and register themselves as Corporate. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). After receiving the login details they have to create a user who would be able to link the accounts which they wish to vote on. The list of accounts should be mailed to [helpdeskevoting@cdslindia.com](mailto:helpdeskevoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote. They should upload a scanned copy of the Board Resolution and power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

### OTHER INSTRUCTION

- a. The e-voting period commence on Saturday the 20<sup>th</sup> September, 2014 (9.00 a.m. IST) and ends on Monday the 22<sup>nd</sup> September, 2014 (6.00 pm IST). During this period shareholders’ of the Company, holding shares either in physical form or in Dematerialized form, as on the cut-off date Friday the 22<sup>nd</sup> August, 2014 may cast their vote electronically.
- b. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Friday the 22<sup>nd</sup> August, 2014.
- c. 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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- d. Mr. Hemant Shetye, Partner of HS Associates, Practicing Company Secretaries (Membership No. FCS 2827) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent Manner.
- e. The scrutinizer shall within a period of not exceeding 3 working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizers report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- f. The results of the e-voting along with the scrutinizers report shall be placed in the Company’s website [www.trijalindustries.com](http://www.trijalindustries.com) and on the website of CDSL within two working days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.
- g. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report)so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Hemant Shetye, Partner of HS Associates, Practicing Company Secretaries, at H-3, 9<sup>th</sup> Floor, “Everest”, Tardeo, Mumbai - 400034 not later than Friday the 22<sup>nd</sup> September, 2014 (6.00 pm IST)
- h. Ballot Form received after this date will be treated invalid.
- i. A member can opt only for one mode of voting i.e either through e-voting or by Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

**BY ORDER OF THE BOARD  
TRIJAL INDUSTRIES LIMITED**

Sd/-

**KAMLESH MEHTA  
(Chairman)**

DATE: 12<sup>th</sup> August, 2014  
PLACE: Mumbai.

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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (CORRESPONDING TO SECTION 173(2) OF THE COMPANIES ACT, 1956)**

### **Item No. 4**

Pursuant to Section 149, 150,152 and any other applicable provisions of the Companies Act, 2013 read with Rules framed there under, Mr. Visswas Panse is proposed to be appointed as an Independent Director of the Company up to five consecutive years up to March 31, 2019.

The Company has also received declarations from Mr. Visswas Panse that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Visswas Panse fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Mr. Visswas Panse is independent of the management,

Brief resume of Mr. Visswas Panse, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report. Copy of the draft letters for appointment of Mr. Visswas Panse as Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

Accordingly the Board recommends the resolution in relation to appointment of Mr. Visswas Panse as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Visswas Panse, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

### **Item No. 5**

Pursuant to Section 149, 150,152 and any other applicable provisions of the Companies Act, 2013 read with Rules framed there under, Mr. Ashok Bhanushali is proposed to be appointed as an Independent Director of the Company up to five consecutive years up to March 31, 2019.

The Company has also received declarations from Mr. Ashok Bhanushali that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Ashok Bhanushali fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Mr. Ashok Bhanushali is independent of the management,

Brief resume of Mr. Ashok Bhanushali, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report. Copy of the draft letters for appointment of Mr. Ashok Bhanushali as Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

Accordingly the Board recommends the resolution in relation to appointment of Mr. Ashok Bhanushali as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Ashok Bhanushali, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

### **Item No. 6 & 7**

The Company proposes to raise term loans/financial assistance in near future in view of the meeting its working capital needs. The borrowings of loans from the Banks / Financial Institutions will require the Company to create mortgage/charge on the whole or substantially the whole of the undertakings of the Company for the purpose of securing financial assistance.

Therefore, pursuant to the provisions of Section 180 of the Companies Act, 2013; shareholders' approval is required by way of special resolution in general meeting.

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Section 180(1) (a) of the Companies Act, 2013 provides, inter-alia, that the Board of Directors of the Company shall not, without the consent of shareholders in the General Meeting, lease or create any security on the assets of the Company or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or if Company owns more than one undertaking, of the whole, or substantially the whole, of any such

undertaking. Since the mortgage of the Company's immovable and movable properties may be regarded as disposal of Company's properties/undertakings, consent of the Members is being sought for the purpose.

Section 180(1)(c) of the Companies Act, 2013 provides, inter-alia, that the Board of Directors of the Company shall not without the consent of shareholders in the General Meeting borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loan obtained from the bankers of the Company in the ordinary course of business) exceeding the aggregate of paid-up capital and free reserves of the Company. It is expected that the ceiling may be exceeded after the acceptance of loans/financial assistance and therefore, your Directors place before you the proposal to increase the maximum borrowing limits to Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) at any point of time for your approval.

The Board of Directors accordingly recommends the Resolutions set out at Item Nos. 7 and 8 of the accompanying Notice for the approval of the Members. None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in aforementioned resolution(s).

DATE: 12<sup>th</sup> August, 2014  
PLACE: Mumbai.  
CIN: L65990MH1991PLC062238

**BY ORDER OF THE BOARD  
TRIJAL INDUSTRIES LIMITED**

Sd/-

REGD. OFFICE: 58 Shree Krishna Niwas G 496,  
Kalbadevi Road, Mumbai – 400002

**KAMLESH MEHTA  
(Chairman)**



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## DIRECTOR'S REPORT

To,  
The Members,  
**TRIJAL INDUSTRIES LIMITED.**

Your Directors have great pleasure in presenting **23<sup>rd</sup> Annual Report** together with the Audited statement of Accounts for the year ended **31<sup>st</sup> March, 2014.**

### **1. FINANCIAL HIGHLIGHTS:**

<b>SOURCES</b>	<b>31/3/2014</b>	31/3/2013
	<b>Rs.</b>	Rs
1)Gross Income	<b>7.53</b>	572.51
2)Gross Operating Profit	<b>5.43</b>	1.64
3)Depreciation & Amortization	<b>(0.88)</b>	(1.31)
4) Profit/(Loss) Before Tax	<b>0.52</b>	0.33
5) Provision for Taxation	<b>(0.30)</b>	(0.30)
6) Profit/(Loss) After Tax	<b>0.03</b>	0.03
7) Less: Pr. Yr. Income tax W/off	<b>0</b>	0
8) Add/(Less): Transfd. To/from Deferred Tax Liability	<b>0.17</b>	(0.20)
9) Net Profit Carried To Balance Sheet	<b>0.36</b>	0.23
10) Add: Balance Brought Down	<b>27.21</b>	26.97
11) Add: Prev. Yr. Adjstmnt	<b>0.00</b>	0.00
<b>TOTAL</b>	<b>27.57</b>	27.21

### **2. DIVIDEND:**

In the absence of adequate profits, your Directors did not recommend any dividend for the current year.

### **3. DIRECTORS:**

During the year, Mr. Kamlesh B. Mehta, Director is retiring by rotation and being eligible offers himself for re-appointment.

Impending notification of Section 149 and other applicable provisions of the Companies Act, 2013, your Directors are seeking appointment of Mr. Visswas B. Panse (DIN – 03040544) , Mr. Ashok T. Bhanushali (DIN – 03130730) as Independent Directors for five consecutive years for a term up to **31 March 2019.**

### **4. DEPOSITS:**

During the year Your Company has not accepted any deposits from the public.

### **5. EMPLOYEES:**

Particulars of employees as required by Section 217 (2A) of the Companies (Particulars of Employees) Rules, 1975 are not given as no employees are drawing salary in excess of the limit of the Section 217(2A).

### **6. AUDITORS:**

**M/S DAGDULAL K. JAIN & CO**, Chartered Accountants, Mumbai, who are Statutory Auditors of your Company, are due for retirement in accordance with the provisions of the Companies Act, 1956 at the ensuing Annual General Meeting. They have signified their willingness to be re-appointed as Statutory Auditor of the Company.

**M/S DAGDULAL K. JAIN & CO**, Chartered Accountants, Mumbai are being Appointed as the Statutory Auditors of your Company at the ensuing Annual General Meeting. Your Directors recommend their appointment for the ensuing year.

The Company has received letters from **M/S DAGDULAL K. JAIN & CO**, Chartered Accountants, Mumbai, to the effect that their appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified from being appointed as Statutory Auditors of the Company.

### **7. AUDITORS REMARK:**

The Notes to the Accounts referred to in the Auditors Report are self explanatory and, therefore, do not call for any further comments.

# TRIJAL INDUSTRIES LTD

## 23<sup>rd</sup> ANNUAL REPORT 2013-14

### **8. MANAGEMENT DISCUSSION AND ANALYSIS:**

Management Discussion and Analysis of Financial Condition and Results of Operation of the Company for the year under review, as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges, is given as a separate statement in this Annual Report (Annexure 1).

### **9. CORPORATE GOVERNANCE:**

Report on Corporate Governance along with a certificate from the Auditors of the Company regarding compliance of the requirements of Corporate Governance, as also a Management Discussion & Analysis Report pursuant to Clause 49 of the Listing Agreement with Stock Exchange are annexed hereto.

### **10. CEO/CFO CERTIFICATION:**

Certificate of CEO / CFO of the Company on Financial Statements, Cash Flow for the financial year 2013-14 and Certificate of CEO i.e. Whole Time Director of the Company for compliance with code of conduct by Board members and Senior Management personnel on annual basis are enclosed herewith.

### **11. COMMITTEES OF BOARD:**

Pursuant to Section 178 of the Companies Act, 2013, The Company has changed the name of Remuneration committee and shareholders committee to "Nomination and Remuneration Committees" and "stakeholders' committee" respectively, in their meeting held on 30<sup>th</sup> May, 2014 the details of the same are mentioned in the Corporate Governance Report annexed hereto.

### **12. SECRETARIAL AUDITOR:**

The Board has appointed HS associates, Company Secretaries as the Secretarial Auditor of the Company for the financial year 2014-2015.

### **13. SUBSIDIARIES:**

As the Company has no subsidiaries, the provisions of Section 212 of the Companies Act, 1956 does not apply.

### **14. PARTICULARS OF CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION:**

Being a Service Provider and Trading Company, no activities relating to conservation of energy & technology absorption are carried out as such and this provisions are not applicable hence not applicable.

### **15. AUDIT COMMITTEE:**

As per the provisions of Section 292(4) of the Companies Act, 1956 the company has formed an audit committee comprising of Directors of the Company. The committee reviews the requirements of the aforesaid section and report to the Board of Directors.

### **16. DIRECTORS RESPONSIBILITY STATEMENT:**

Your Directors would like to inform the members that the audited accounts containing the financial statements for the year 2013 are in full conformity with the requirement of the Act and they believe that the financial statements reflect fairly the form and substance of the transactions carried out during the year and reasonably present the company's financial condition and result of operations. These financial statements are audited by the Statutory Auditors M/s Dagdulal k. Jain & Co. Your Directors further confirm that:

1. In the preparation of the annual accounts, applicable Accounting Standards have been followed;
2. The Accounting Policies are consistently applied and reasonable, prudent judgement and estimates are made so as to give a true and fair view of the state of affairs of the company as at 31st March, 2013 and of the Profit of the Company for the year ended on that date.
3. That the Directors had 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 ;
4. That the Directors had prepared the annual accounts on a going concern basis.

Your Directors wish to take this opportunity to thank the Shareholders, Bankers, and Customers etc. for their co-operation and support extended to company.

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### CORPORATE GOVERNANCE REPORT (Annexure to Directors Report)

Pursuant to Clause 49 of the Listing Agreement, Your Directors present below a detailed report on Corporate Governance.

#### 1. Company's philosophy:

The Corporate Governance code as introduced by Security and Exchange Board of India (SEBI) in pursuance of clause 49 of Listing Agreement is became applicable to the company by March, 2003 and subsequently amended w.e.f 1st January 2006. The same has been implemented by the company.

The company believes in maximum utilization of resources at minimum cost and attaining maximum long term value for its shareholders. The company has also consistently followed good corporate policy and enhanced its value in the eyes of shareholders, Bankers, Customers and Employees.

Your Company is committed to good Corporate Governance and has adhered to the prescribed standards. The Company's philosophy on code of Governance is aimed at efficient conduct of business in compliance with the prescribed Acts and Rules on Corporate Governance.

#### 2. Board of Directors:

The board consists of 3 directors, out of which 1(one) Director is Promoter Director & remaining 2 (Two) Directors are Independent Non Executive Directors. There is no nominee or Institutional Directors in the Company.

None of Directors has pecuniary or Business relationship with the Company apart from as elsewhere mentioned in this Annual Report. No Director of the Company is either member in more than 10 (ten) committees and/or Chairman of more than 5 (five) committees across all Companies in which he is Director.

#### Non Executive Directors:

As per revised code of Corporate Governance, the composition of the Board should be as such that the Board of Directors of the company shall have an optimum combination of executive and non-executive Directors with not less than fifty percent of the Board of Directors comprising of non Executive Directors.

Details of Directors Seeking Appointment/Reappointment at the Forthcoming Annual general meeting (pursuant to clause 49 VI (IA) of the Listing Agreement)

Name of the Director	Mr. Kamlesh Mehta
Age	53 years
Qualification	B. com, F.C.A.
Expertise in specific functional areas	Experience in the field of Accountancy, Tax Laws, Finance and administration.
Directorship in other Indian Public Companies and the membership of the committees of the Board.	NIL
Shareholding	6,33,605 shares
Mode	Retire by rotation

Name of the Director	Mr. Visswas B. Panse
Age	54 Years
Qualification	B.Com, LL.B, F.C.S., M.A(Eco), AIIA (USA) Ph.D (U.K)
Expertise in specific functional areas	Experience in the Field of Accountancy, Finance , Tax and other Allied Laws, Companies and Corporate Laws
Directorship in other Indian Public Companies and the membership of the committees of the Board.	NIL
Shareholding	15000 Shares
Mode	Appointment of Five years for a term upto 31 <sup>st</sup> March, 2019 as per section 149 of the Companies Act, 2013.

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Name of the Director	Mr. Ashok T. Bhanushali
Age	44 Years
Qualification	B.com
Expertise in specific functional areas	Experience in the Field of Administration, Banking and Marketing.
Directorship in other Indian Public Companies and the membership of the committees of the Board.	NIL
Shareholding	NIL
Mode	Appointment of Five years for a term upto 31 <sup>st</sup> March, 2019 as per section 149 of the Companies Act, 2013.

During the year there were in total 05 (Five) Board Meetings were held i.e. on 14-05-2013, 29/05/2013, 13/08/2013, 14/11/2013, and 14/02/2014. The time gap between the two meetings was not more than 4 months. All the information required to be furnished to the Board was made available to them along with detailed Agenda notes

Sr. No.	Name of Director	Category	No. of meetings Attended (Including comm. Meetings)	Attendance at Last AGM	No. of Other Directorship	No. of Other Committee membership In other Companies
1.	Mr. Kamlesh Mehta	Chairman & Promoter Director	5	Yes	3	Nil
2.	Mr. Visswas Panse	Independent Non-Ex. Director	5	Yes	1	Nil
3.	Mr. Ashok Bhanushali	Independent Non-Ex. Director	5	Yes	3	Nil

## Committees of the Board:

### 3. Audit Committee

Pursuant to the provisions of section 292(A) of The Companies Act, 1956 & clause 49 of Listing Agreement, an Audit Committee comprising of 3 Non Ex. Directors has been constituted.

Following are the members of the Committee.

1. Mr. Visswas B. Panse – Chairman & Independent Non Executive Director
2. Mr. Ashok Bhanushali – Member & Independent Non Executive Director
3. Mr. Kamlesh Mehta -- Member & Promoter Director

During the year there were in total 4 (Four) Audit committee Meetings were held i.e. 29/05/2013, 13/08/2013, 14/11/2013, and 14/02/2014 on The time gaps between the two meetings were not more than 4 months.

THE ATTENDANCE AT THE AUDIT COMMITTEE MEETING WAS AS UNDER:

Director	No. of Committee meetings held	No. of Committee meetings attend.
Mr. Visswas B. Panse - Chairman and Independent Non Executive Director	4	4
Mr. Ashok Bhanushali – Member and Independent Non Ex. Director	4	4
Mr. Kamlesh Mehta ~ Member & Promoter Director	4	4
Mr. D. K. Jain – Statutory Auditors of the Company. (by invitation)	3	1

Broad terms of reference of the Audit Committee are as per following:

- Approving and implementing the Audit procedures and techniques.
- Reviewing audit reports of statutory auditors and with Management.
- Reviewing financial reporting systems, internal control systems and control procedures.
- Ensuring compliance with regulatory guidelines.

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- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and creditable.
- Approval of payment to Statutory Auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

#### 4. Nomination & Remuneration Committee

The Stock Exchange Listing Agreement stipulates that the Remuneration Committee should comprise of at least three Non Ex. Independent Directors accordingly the company constituted the Remuneration Committee. Following are the members of the Committee.

1. Mr. Visswas B. Panse – Chairman
2. Mr. Ashok Bhanushali – Member

THE ATTENDANCE AT THE REMUNERATION COMMITTEE MEETING WAS AS UNDER:

Director	No. of Committee meetings held	No. of Committee meetings attend.
Mr. Viswas Panse - Chairman and Independent Non Executive Director	1	1
Mr. Ashok Bhanushali – Member and Independent Non Ex. Director	1	1

During the year the Non-Ex. Directors were not paid any sitting fees

Disclosure on Remuneration of Directors

1. All element of remuneration package of individual directors summarized under major groups, such as salary benefits, bonuses, stock option, pension etc. – NIL
2. Details of fixed component and performance linked incentives, along with the performance criteria - NIL
3. Service contracts, notice period, severance fees – NIL
4. Stock option details, if any, and whether issued at a discount as well as the period over which accrued and over which exercisable – NIL

Following is the list of Non-Executive Directors and their Shareholdings in the Company as on 31-03-2014

Sr. No.	Name of the Non-Executive Directors	Number of Equity Shares	Sitting fees	Non convertible Instruments
1	Mr. Viswas B. Panse	15000	NIL	Nil
2	Mr. Ashok Bhanushali	Nil	NIL	Nil

#### 5. Shareholders/Investors Grievance Committee

The Shareholder/Investors Grievance Committee has been constituted. The committee consists of two Non Ex. & Independent Directors & Compliance Officer. The Committee is chaired Mr. Visswas Panse. The committee looks into the shareholder and investors grievance that are not settled at the level of Compliance Officer and helps to expedite the share transfers and related matters.

Following are the members of the Committee:

1. Mr. Visswas Panse – Chairman
2. Mr. Ashok Bhanushali – Member
3. Mr. Kamlesh Mehta – (Compliance Officer)

THE ATTENDANCE AT THE SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE MEETING WAS AS UNDER:

Name	Category	No. of Committee meetings attend.
Mr. Viswas B. Panse	Chairman and Independent Non Executive Director	4
Mr. Ashok Bhanushali	Member and Independent Non Ex. Director	4
Mr. Kamlesh B. Mehta	Member and Compliance officer.	4

The company received Nil complaints from the shareholders during the year, 2013- 2014 and Nil remained pending at the end of the year.

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### 6. The name and address of compliance officer is as per following:

Mr. Kamlesh Mehta ~ Compliance officer.

Add:: 403, "Onyx Building", S.V. Road, Above Federal Bank, Goregaon (WEST), Mumbai 400062

Email id: kbm1612@gmail.com

Details of investor complaints received and resolved during the year 2013-2014.

- |  |       |
|--|-------|
| 1. Number of shareholders complaints received              | : NIL |
| 2. Number of complaints resolved during the year           | : NIL |
| 3. Number not resolved to the satisfaction of shareholders | : NIL |
| 4. Number of pending complaints                            | : NIL |

### 7. General Body Meetings:

- a. Annual General Meetings :

Financial Year	Date	Time	Venue
2010-11	26/09/11	2.30 p.m.	58, Shree Krishna Niwas, 496 Kalbadevi Road, Mumbai 400002
2011-12	28/09/12	10.30a.m.	58, Shree Krishna Niwas, 496 Kalbadevi Road, Mumbai 400002
2012-13	18/09/13	5.30 p.m.	58, Shree Krishna Niwas, 496 Kalbadevi Road, Mumbai 400002

- b. Extra-ordinary General Meeting:

No Extra-ordinary General Meeting of the Members was held during the year 2013-2014.

- c. Postal Ballot

No Postal Ballot was conducted during the year 2013-2014.

- d. Special Resolution

No special resolution was passed by the Company in any of its previous three AGMs.

### 8. Disclosures:

During the year under review, besides the transactions reported elsewhere, there were no other Related Party transactions of material nature with the promoters, Directors, the management or their subsidiaries or relatives during the year that may have potential conflict with the interest of the company at large.

There were no instances of Non-compliance on any matter related to the capital market during the past three years and that no penalties were imposed on the Company by any Stock Exchange or SEBI.

The Company has complied with mandatory provisions of Corporate Governance and is in the process of adopting the non-mandatory provisions of corporate governance.

The Company is in the process of adopting whistle blower policy, a non – mandatory provision of corporate governance.

The Board hereby affirm that no personnel has been denied access to the Audit Committee.

### 9. Means of Communication:

Since the company's registered office is situated at Mumbai the Quarterly/ yearly results are submitted to the concerned Stock Exchanges in due course.

The company has its own website with the address as [www.trijalindustries.com](http://www.trijalindustries.com), the quarterly unaudited results, annual audited results; share holding patterns, news and announcements by the company are published on the same.

No presentation was made during the year either to Institutional Investors or to the Analysts.

Management discussion & Analysis Report is attached herewith forming part of the Annual Report.

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### 10. General Shareholders Information:

The 23<sup>rd</sup> Annual General Meeting is scheduled to be held on Friday, the 26<sup>th</sup> September, 2014 at 4.30 p.m. at Park View Banquet Hall, S.V. Road, Andheri (West) Mumbai - 58 .

- a. The Financial year of the company is from April to March. The financial calendar is as per following.

First quarter results (30th June)	On or before August, 13, 2014
Second quarter results (30th September)	On or before November 12,2014
Third quarter results (31st December)	On or before February 14,2015
Fourth quarter / Annual Results	On or before May 30, 2015

- b. Book Closure dates are from Tuesday the 23<sup>rd</sup> September, 2014 to Friday the 26<sup>th</sup> September, 2014 (both days inclusive). The Board of Directors have not proposed any Dividend for the current financial year.
- c. The company's shares are listed at BSE Limited. The Listing Fees for the year 2014-15 for BSE Limited is paid.
- d. Scrip Code BSE – 531658  
ISIN - INE454E01013
- e. Market price data:

Months	(In Indian Rupees)			Volume (No. Of Shares)
	Price			
	High	Low	Close	
April-2013	2.00	2.00	2.00	3,300
May-2013	1.91	1.73	1.73	450
June-2013	1.73	1.57	1.58	6,350
July-2013	--	--	--	6,350
August-2013	1.65	1.53	1.53	825
September-2013	1.76	1.53	1.70	5,514
October-2013	1.65	1.65	1.65	1,000
November-2013	1.90	1.57	1.80	36,238
December-2013	1.89	1.00	1.10	10,666
January-2014	1.10	0.92	0.92	1,020
February-2014	0.89	0.85	0.85	3,450
March-2014	0.94	0.81	0.94	4,010

- f. Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc.

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g. Registrar and Transfer Agents

Purva Shareregistry (India) Private Limited.  
Shiv Shakti Industrial Estates,  
Unit No.9, 7-B J.R. Boricha Marg,  
Sitaram Mills Compound, Lower Parel  
Mumbai – 400 011.

Tel: 23016761 Email: busicomp@vsnl.com

h. Share Transfer System

The Share transfer of Securities in Physical form are registered, duly transferred and dispatched within one month of the receipt, if the transfer documents are in order. The share transfers are approved every fifteen days.

DISTRIBUTION OF HOLDINGS AS ON 31/03/2014

SHARE HOLDING OF NOMINAL VALUE OF (1)	NUMBER (2)	% TO TOTAL (3)	IN RS. (4)	% TOTAL (5)
UPTO - 5,000	771	52.56	19,69,020	3.93
5,001 - 10,000	312	21.27	28,41,580	5.66
10,001 - 20,000	157	10.70	25,87,370	5.16
20,001 - 30,000	52	3.54	13,87,600	2.77
30,001 - 40,000	29	1.98	10,71,800	2.14
40,001 - 50,000	35	2.39	16,97,020	3.38
50,001 - 1,00,000	47	3.20	35,18,390	7.01
1,00,001 AND ABOVE	64	4.36	350,88,220	69.95
<b>T O T A L =&gt;</b>	<b>1467</b>	<b>100.00</b>	<b>501, 61,000</b>	<b>100.00</b>

i. Dematerialization of shares and liquidity.

The company's shares were dematerialized w.e.f. 22/11/2001 vide a Tripartite agreement executed between NSDL, CDSL and the Company as on 31st March, 2014, total 47,49,350 Equity Shares representing 94.68% were held in Demat form & the balance 2,66,750 Equity Shares representing 5.32% were in physical form.



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## 23<sup>rd</sup> ANNUAL REPORT 2013-14

- j. Company has not issued either ESOP or any GDRs/ADRs/Warrants/Convertible instrument.
- k. The Company is not having any Plants as such as the Company is a Service Provider.
- l. Address for correspondence:

Shareholders of the company can send correspondence at company's share & Transfer Agent's Office or the Regd. office of the company situated at following address:

58, Shree Krishna Niwas, 496, Kalbadevi Road,  
Mumbai – 400 002.

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

#### A. INDUSTRY STRUCTURE AND DEVELOPMENT:

As members are aware the Company's main business is of providing Services. The business of investment is totally relied on capital market scenario and that of Software is changing every day with change in technologies. The said Industry is unpredictable & volatile in nature. Your Directors are taking maximum efforts to safeguard funds of the Company while making investments and in trading in software.

#### B. OPPORTUNITIES / OUTLOOK:

Since your Company is diversified into trading of software and also looking for development of software in house, your Directors expect better future outlook. As members are aware Information Technology sector is developing very fast, there is huge potential which is untapped.

#### C. THREATS:

The major threats to Information Technology Industry will be continuous changes and so all new developments become obsolete with in very short time.

#### D. RISKS AND CONCERNS:

Your Directors are taking optimum measures to safeguard against such risk of changes that take place & other calamities with continuous efforts to upgrade technology.

#### E. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has adequate Internal Control system.

#### F. HUMAN RESOURCES POLICIES:

The Company had strong belief in Human Resources & accordingly policies are drawn from time to time.

#### G. CAUTIONARY STATEMENT:

Your Board has taken abundant precaution in selecting and developing its' Business.

### DECLARATION

Per clause 49 of the Listing Agreement with the Stock Exchanges, this is to confirm that all Board Members and senior management personnel have affirmed Compliance with the code of the conduct for the financial year 2013-2014 on an annual basis.

For and on behalf of the Board of Directors

Sd/-

Sd/-

Place: Mumbai  
Date: 12<sup>th</sup> August,2014

Kamlesh B. Mehta  
Director

Visswas B. Paanse  
Director

# TRIJAL INDUSTRIES LTD

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## AUDITOR'S REPORT ON CORPORATE GOVERNANCE

TO,  
The Shareholders,  
**TRIJAL INDUSTRIES LTD.**  
58, Shree Krishna Niwas, 496, Kalbadevi Road,  
Mumbai – 400 002.

We have examined the compliance of the conditions of Corporate Governance by **TRIJAL INDUSTRIES LIMITED**, for the year ended on 31<sup>st</sup> March 2014, as stipulated in Clause 49, of the Listing Agreement of the Company with the Stock Exchange, Mumbai.

The Compliance of the conditions of the **Corporate Governance** is the responsibility of the Management. Our review was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion, of the financial statements of the company.

In our opinion and according to the information and explanations given to us, we state that to the best of our knowledge, the Company has complied with the conditions of Corporate Governance stipulated in the Clause 49.

We state that the compliance of the conditions of the Corporate Governance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, DAGDULAL K. JAIN & CO  
Chartered Accountants

Sd/-

(D.K.JAIN)  
Partner  
Membership No: 015929.  
F.R.N. – 101995W  
Place: THANE.  
Date: 12<sup>th</sup> August, 2014

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## CEO/CFO CERTIFICATION

To,  
The Board of Directors,  
**TRIJAL INDUSTRIES LIMITED**  
58, Shri Krishna Niwas, 496 Kalbadevi Road,  
Mumbai – 400 002

We hereby certify that for the financial year, ending 31<sup>st</sup> March, 2014 on the basis of the review of the financial statements and the cash flow statement and to the best of our knowledge and belief :-

1. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
2. 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.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which is fraudulent, illegal or violating of the Company's code of conduct.
4. we accept responsibility for establishing and maintaining Internal Controls and that we have evaluated the effectiveness of the Internal Control systems of the Company and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of Internal Controls, if any, of which we are aware and the steps we have taken or propose to take, to rectify these deficiencies.
5. We further certify that:
  - a. There have been no significant changes in internal control during the year;
  - b. There have been no significant changes in accounting policies, during the year.
  - c. There have been no instances of significant Fraud of which we are become aware and the involvement therein, if any, of the management or an employee, having a significant role in the Company's Internal Control system.

Sd/-

**Ashok Bhanushali**  
(CFO)

Date: 30<sup>th</sup> May, 2014  
Place: Mumbai

Sd/-

**Kamlesh Mehta**  
(CEO)

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## INDEPENDENT AUDITORS' REPORT

**To,  
The Members of TRIJAL INDUSTRIES LIMITED**

We have audited the accompanying Financial Statements of **TRIJAL INDUSTRIES LIMITED ("The Company")** which comprises the Balance Sheet as on **31st March, 2014**, the statement of Profit and Loss Account and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's responsibility for Financial Statements**

The company's Management is responsible for preparation of these financial statements that give true and fair view of the financial position, financial performance and cash flows of the company in accordance with the Accounting Standards referred to in section 211(3)(C) of the Companies Act, 1956 (the "Act") and in accordance with the accounting principles generally accepted in India. The responsibility includes the design, implementation and maintenance of the internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **3. Auditors Responsibility**

- 3.1 Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the standards on auditing issued by the Institute of Chartered Accountants of India. 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.
- 3.2 An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.
- 3.3 We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **4. Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- (a) In the case of the Balance Sheet, of the **State of Affairs of the Company** as at 31<sup>st</sup> March, 2014;
- (b) In the case of the statement of Profit and Loss, of the **Profit** for the year ended on that date; and
- (c) In the case of the Cash Flow statement, of the **Cash Flows** for the year ended on that date.

### **5. Report on other Legal mandatory Regulatory Requirements**

As required by Companies (Auditors Report) Order, 2003 issued by the Central Government of India, in terms of section 227 (4A) of the Companies Act, 1956, vide notification No.G.S.R-766 (E) dated 25 November, 2004 (CARO) and on the basis of such checks of the Books of Accounts and records of the Company, as we considered appropriate and according to the information and explanations given to us, we enclose in the annexure a Statement on the matters specified in the said order.

As required by Section 227(3) of the Act, we report that,

1. (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- (b) In our opinion, books of accounts as required by law have been kept by the company, so far as, appears from our examination of the books.
- (c) The Balance Sheet and Profit & Loss Account dealt with by this report are in agreement with books of accounts.

# TRIJAL INDUSTRIES LTD

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(d) In our opinion, the Balance sheet, Profit & Loss Account and Cash Flow Statement, dealt with by this report comply with the Mandatory Accounting Standards, to the extent applicable, specified by the I.C.A.I. referred to in Sub Section (3) (c) of Section 211 of the Companies Act, 1956

(e) On the basis of written representations received from the Directors, as on 31<sup>st</sup> March, 2014, and taken on record by the Board of Directors,

We report that none of the Directors of the Company is disqualified as on 31<sup>st</sup> March, 2014, from being appointed as Director in terms of clause (g) of sub-section (1) of section 274, of the Companies Act, 1956.

2. For Accounting for Taxes on Income as per Accounting Standard 22 issued by ICAI, Please refer to Item No. 2(e) of Notes on Account forming Part of the Report.

**For DAGDULAL K JAIN & CO.  
CHARTERED ACCOUNTANTS.**

**Sd/-**

D. K. Jain.  
(Partner).  
Membership no. 015929.  
**F.R.N. – 101995W**  
DATE: 30<sup>th</sup> May, 2014.  
PLACE: Thane

# TRIJAL INDUSTRIES LTD

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**Annexure to the Auditors Report referred to in our report of even date:**

1. (a) The Company has maintained proper records showing full particulars including quantitative details of Fixed Assets and situation of fixed assets.  
  
(b) The company has physically verified Fixed Assets, at reasonable intervals and no material discrepancies were noticed on such verification.  
  
(c) No substantial part of the Fixed Assets has been disposed off during the year.
2. (a) The Inventory has been physically verified by the management at reasonable intervals during the year.  
  
(b) The procedure of physical verification of Inventory followed by the management is reasonable and adequate in relation to the size of the company and nature of its business.  
  
(c) The Company is maintaining proper records of Inventory and the discrepancies noticed on verification between the physical stock and the book records were not material and the same have been properly dealt with in the books of accounts.
3. The company has not taken / granted unsecured loans, to/ from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956. Accordingly, provisions of clause 4 (iii) (b) to (g) of the Order are not applicable.
4. In our opinion, and according to explanation given to us, there is adequate Internal Control procedure commensurate with the size of the Company and the nature of its business with regard to the purchase of inventories, fixed assets and for the sale of goods and services. There is no continuing failure to correct weakness in internal control system.
5. According to the information and explanations given to us, we are of the opinion that there are no transactions that need to be entered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly provisions of clause 4(v) (b) of the Order are not applicable.
6. According to the information and explanation given to us, during the year under review, the Company has not accepted any Deposits from the Public and hence provisions of section 58A and 58AA of the Companies Act, 1956 and Rules framed there under are not applicable.
7. According to information given to us, the company is in the process of establishing Internal Audit system, commensurate with the size of the company.
8. We have been informed that the maintenance of Cost Records has not been prescribed by the Central Government under section 209(1) (d) of the Companies Act, 1956 for any of the products of the company.
9. a) According to the records of the Company, Provident Fund, Investor Education and Protect Fund, ESIC, Wealth Tax, Custom Duty, Excise Duty, Cess, Income Tax, Service Tax etc. dues have been regularly deposited, wherever applicable, during the period with the appropriate authorities, for all undisputed statutory dues as applicable.  
  
(b) There are no disputed statutory liabilities during the period covered under this Audit.
10. The Clause of accumulated losses etc. is not applicable to the company.
11. We have observed that the company has not defaulted in repayment of Dues to Bank or financial institution, since no loan has been obtained from any Bank by the Company.
12. Company has not granted Loans & Advances on the basis of security etc. hence no discrepancies thereof, arise.
13. The Provisions of Nidhi / Mutual benefit Fund/ Society etc. are not applicable to the Company. Hence Clauses (a) to (d) are not applicable.
14. Company has maintained proper records for Securities and Debentures as required.

# TRIJAL INDUSTRIES LTD

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1. Company has not given any Guarantee for loans taken by others and hence other provision are not applicable.
2. Company has not obtained any loan from Banks / Financial Institution and hence application of loan for specific purpose clause is not applicable.
3. Company has not used short term funds for long term investments.
4. No preferential Allotment of shares etc. has not been made by the Company; hence other clauses are not applicable.
5. No Debentures are issued by the Company during the year under audit.
6. The company has not raised money by Public issue, during the year under audit.
7. According to the Explanation and Information given by the Company and on checking we did not come across any instance of fraud on or by the Company during the year 2013 - 2014.

**For DAGDULAL K JAIN & CO.  
CHARTERED ACCOUNTANTS.**

**Sd/-**

D. K. Jain.  
(Partner).  
Membership no. 015929.  
**F.R.N. – 101995W**  
DATE: 30th MAY, 2014.  
PLACE: Thane.

# TRIJAL INDUSTRIES LTD

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TRIJAL INDUSTRIES LIMITED						
Balance Sheet as at March 31, 2014						
(Amount in Rs.)						
	Particulars	Note No.	Current Reporting Period		Previous Reporting Period	
			2013-14		2012-13	
I	<b>Equity &amp; Liabilities</b>					
	1. Shareholders' funds					
	(a) Share Capital	2	5,01,61,000		5,01,61,000	
	(b) Reserves and Surplus	3	27,56,978		27,20,882	
	(c) Money Received Against Share Warrant	4	-	5,29,17,978	-	5,28,81,882
	2. Share Application Money Pending Allotment	5		-		-
	3. Non - Current Liabilities					
	(a) Long - Term Borrowings	6	-		-	
	(b) Deferred Tax Liabilities (Net)	7	54,736		71,532	
	(c) Other Long - Term Liabilities	8	-		-	
	(d) Long - Term Provisions	9	-	54,736	-	71,532
	4. Current Liabilities					
	(a) Short - Term Borrowings	10	-		-	
	(b) Trade Payables	11	10,60,54,545		10,64,10,178	
	(c) Other Current Liabilities	12	43,091		56,708	
	(d) Short - Term Provisions	13	1,05,933		72,994	
				10,62,03,569		10,65,39,880
	<b>TOTAL</b>			<b>15,91,76,283</b>		<b>15,94,93,294</b>
	<b>Assets</b>					
II	1. Non - Current Assets					
	(a) Fixed Assets	14				
	(i) Tangible Assets		3,40,593		4,29,131	
	(ii) Intangible Assets		89,19,030		89,19,030	
	(iii) Capital Work-in-Progress		-		-	
	(iv) Intangible Assets under development		-		-	
	(b) Non - Current Investments	15	21,05,970		21,05,970	
	(c) Deferred Tax Assets (Net)	16	-		-	
	(d) Long - Term Loans and Advances	17	11,60,000		11,60,000	
	(e) Other Non - Current Assets	18	-		-	
				1,25,25,593		1,26,14,131
	2. Current Assets					
	(a) Current Investments	19	-		-	
	(b) Inventories	20	-		-	
	(c) Trade Receivables	21	14,00,28,395		13,78,68,395	
	(d) Cash and Cash Equivalents	22	10,86,757		41,19,228	
	(e) Short - Term Loans and Advances	23	1,00,000		1,00,000	
	(f) Other Current Assets	24	54,35,538		47,91,540	
				14,66,50,690		14,68,79,163
	<b>TOTAL</b>			<b>15,91,76,283</b>		<b>15,94,93,294</b>
	Notes to accounts & Significant Accounting Policies	1		0		-

For and on behalf of the Board of  
TRIJAL INDUSTRIES LIMITED

Sd/-                      Sd/-                      Sd/-  
Kamlesh Mehta      Viswas Paanse      Ashok Bhanushali  
Director              Director              Director

Place : MUMBAI  
Date : 30th MAY, 2014

As per our report of even date  
DAGDULAL K JAIN & Co.  
Chartered Accountants

Sd/-  
D. K. JAIN  
Partner                      015929  
Member Ship No.      101995W

Firm Reg No.  
Place : THANE  
Date : 30th MAY, 2014



# TRIJAL INDUSTRIES LTD

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TRIJAL INDUSTRIES LIMITED						
Profit and Loss Statement for the year ended March 31, 2014						
(Amount in Rs.)						
	Particulars	Note No.	Current Reporting Period		Previous Reporting Period	
			2013-14		2012-13	
I	Gross Revenue from Operations	28	7,53,375		5,72,51,060	
	Less: Excise Duty		-		-	
	Net Revenue from Operations		-		-	
II	Other Income	29	-		-	
III	Total Revenue (I + II)			7,53,375		5,72,51,060
IV	Expenses					
	Cost of Materials Consumed	30	-		-	
	Purchases of Stock-in-Trade	31	-		4,77,58,430	
	Changes in Inventories - ( Increase ) / Decrease	32	-		86,06,760	
	Employee Benefits Expense	33	2,10,859		3,29,919	
	Finance Costs	34	-		-	
	Depreciation and Amortization Expens	14	88,538		1,31,456	
	Other Expense	35	4,01,739		3,91,067	
	Total Expense			7,01,136		5,72,17,632
V	Profit before Exceptional and Extraordinary Items and Tax (III-IV)			52,239		33,428
VI	Exceptional Items	36		-		-
VII	Profit before Extraordinary Items and Tax (V-VI)			52,239		33,428
VIII	Extraordinary Items	37		-		-
IX	Profit Before Tax (VII-VIII)			52,239		33,428
X	Tax Expense:					
	(a) Current Tax		(32,939)		(30,000)	
	(b) Tax of Earlier Year		-		-	
	(c) Deferred Tax		16,796		20,228	
				(16,143)		(9,772)
XI	Profit/(Loss) for the Period from Continuing Operations (IX - X)			36,096		23,656
XII	Profit/(Loss) for the Period from Discontinuing Operations	38		-		-
XIII	Tax Expense of Discontinuing Operations			-		-
XIV	Profit/(Loss) from Discontinuing Operations (After Tax) (XII-XIII)			-		-
XV	Profit/(Loss) for the Period (XI + XIV)			36,096		23,656
XVI	Earnings Per Equity Share (Face Va	39				
	(1) Basic (Rs.)			0.0072		0.0047
	(2) Diluted (Rs.)			0.0072		0.0047
	Notes to accounts & Significant Accounting Policies	1				

For and on behalf of the Board of  
TRIJAL INDUSTRIES LIMITED

As per our report of even date  
DAGDULAL K JAIN & Co.  
Chartered Accountants

Sd/-                      sd/-                      Sd/-  
Kamlesh Mehta              Visswas Paanse              Ashok Bhanushali  
Director                      Director                      Director

Sd/-  
D. K. JAIN  
Partner  
Member Ship No.              015929

# TRIJAL INDUSTRIES LTD

23<sup>rd</sup> ANNUAL REPORT 2013-14

## **NOTES FORMING PART OF BALANCE SHEET AS AT 31<sup>st</sup> March, 2014.**

### **NOTE No. "1"**

NOTES AND SIGNIFICANT ACCOUNTING POLICIES (S.A.P.) ATTACHED TO AND FORMING PART OF ACCOUNTS OF THE COMPANY FOR THE YEAR ENDED ON 31<sup>st</sup> MARCH, 2014.

1. **Major accounting policies:** -Major accounting policies as pursued by the company are as follows: -

a] ACCOUNTING CONVENTION :

The Financial statements are prepared under the Historical Cost convention, on Accrual Basis, in accordance with generally accepted Accounting principles in India, The Accounting Standards issued by the Institute of Chartered Accountants of India and the Provisions of Companies Act, 1956.

b] DEPRECIATION:

The depreciation on the fixed assets in the books are provided for on pro-rate basis on straight line method (SLM) at the rates specified in Schedule XIV to the companies Act, 1956.

c] PRELIMINARY & PRE OPERATIVE EXPENSES

Miscellaneous Expenditure is written off at the amount admissible under the Income Tax Act, 1961.

d] FIXED ASSETS

Fixed assets are recorded at the cost, which includes all expenses up to commission/putting the assets into use.

e] TAXATION

Provision for taxation is made in accordance with provisions prevailing of the Income Tax Act, 1961 for the relevant assessment year.

f] INVESTMENT

Investments are valued at cost inclusive of all expenses incidental to their acquisition.

g] RECOGNITION OF INCOME AND EXPENDITURE

Revenue is recognized and expenditure is accounted for on their accrual.

h) SALES TAX

Sales Tax (VAT) paid and collected by the company is not forming part of the expenditure/income of the company.

i] MISCELLANEOUS EXPENDITURE:

The Miscellaneous expenses are amortized 1/5<sup>th</sup> every year over a period of Five years and it is fully Amortised.

j] CONTINGENT LIABILITIES/ASSETS

All known liabilities are provided for in the accounts. Liabilities of contingent nature, if any, are generally not provided in the accounts but are shown separately as a Note to the accounts.

2. ACCOUNTING STANDARDS:

a) Accounting Standard 17:

The Company is mainly engaged in Trading activity and the major revenue comes from the said activity, where as the other activities of Investment and Financial Services, form very negligent part. So the segment wise information is of no significant use, hence not furnished.

b) Related Parties disclosure as per Accounting Standard 18:

List of the relative party with whom transaction took place during the year. ----- NIL -----

c] Lease Agreement as per Accounting Standard 19:

The Company has entered in to an agreement of lease as under:

For Office at Mumbai w.e.f. from 1-04-2014 and will be terminate on 31-03-2014 and can be renewed further

d] Earning per share as per Accounting Standard 20:

	2013-2014	2012-2013
a. Weighted average number of share at the beginning	50, 16,100	50,16,100
And end of the year		
b. Net Profit after tax available for equity share holders	36,096	23,656
c. Diluted earnings per share	0.007	0.004

# TRIJAL INDUSTRIES LTD

## 23<sup>rd</sup> ANNUAL REPORT 2013-14

e] Taxes on Income Tax as per Accounting Standard 22:

- i. Provision for Income Tax is made in accordance with the Income Tax Act, 1961.
- ii. Current Tax is determined as the amount of tax payable in respect of taxable income for the year.
- iii. Deferred tax for timing difference between the books profit and tax profit for the year is accounted using tax rates and tax laws that have been enacted or subsequently enacted at the Balance Sheet date.

The Company has provided for Deferred Tax Liability as calculated below.

	<u>Amount (Rs.)</u>	<u>2013-14</u>	<u>2012-13</u>
W.D.V. as per Companies Act. As on 31.03.2014		<b>92,59,623</b>	93,48,161
W.D.V. as per Income Tax Act. As on 31.03.2014		<b>90,82,485</b>	91,16,666
		-----	-----
Difference		<b>1,77,138</b>	2,31,495
		=====	=====
Deferred Tax Liability @30.90 % on 1,77,138/-		<b>54,736</b>	71,532
<u>Less:</u> Provision made up to last year - 2012-2013		<b>71,532</b>	91,760
		-----	-----
Deferred Tax Provision now provided/(Reversed) this year.		<b>16,796</b>	20,228
		=====	=====

3. Previous Year figures have been rearranged/regrouped wherever necessary, to make it comparable with figures of the current year.

4. The figures have been rounded off to the nearest multiple of Rupee.

5. Balances of Deposits, Advances and Unsecured Loans etc. are subject to confirmation.

6. In the opinion of the Board of Directors of the company, the current assets, loan and advances have value at least equal to the amount at which they are stated in Balance Sheet, if realized, in ordinary course of business.

7. The Company has given schedule of value of investments as per the rates given in BSE for Quoted shares. Unquoted shares are shown at cost as the market value is not available.

8. Auditor's Remuneration include following:-

Companies Act Audit Fee	Rs. 20,000/-
	=====

9. There is no employee who is in receipt of remuneration, which in aggregate was not less than Rs. 36,00,000/- p.a. If employed throughout the year, previous year (NIL), and Rs. 3,00,000/- p.m. in aggregate if employed for the part of the year, previous year (NIL).

10. Stock of finished material (Software Packages)

	<u>2013-2014</u>		<u>2012-2013</u>	
	Qty (Nos.)	Amount (Rs)	Qty (Nos.)	Amount (Rs)
	-----	-----	-----	-----
1) Opening stock	0	0	41	86,06,760
2) Purchase during the yr.	0	0	1176	4,77,58,430
3) Sales during the Yr.	0	0	1217	5,65,01,060
4) Closing stock	0	0	0	0

11. Amount due to Small Scale Industries Rs. Nil as on 31/03/2014 out of which amount outstanding for more than Rs. 1.00 lac and due for more than 30 days is Rs. Nil.

12.> a) Value of Imports	-	NIL
b) Earnings in foreign exchanges	-	NIL
c) Remittance in foreign exchange	-	NIL
d) Expenditure in foreign exchange	-	NIL

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Note 2 - Share Capital		(Amount in Rs.)			
(a)		Current Reporting Period		Previous Reporting Period	
Particulars		2013-14		2012-13	
Authorised 52,50,000 (P.Y.52,50,000) Equity Shares of Rs. 10/- each NIL (P.Y- NIL ) Preference Shares of Rs. 10/- each TOTAL			5,25,00,000		5,25,00,000
Issued, Subscribed and Paid up 50,16,100 (PY 50,16,100) Equity Shares of Rs.10/- each fully paid up / partly paid up Less: Calls-in-arrears by Directors and Officers Less: Calls-in-arrears by Others			5,01,61,000		5,01,61,000
...NIL.. (PY ...NIL..) Preferece Shares of Rs.10/- each fully paid up / TOTAL			5,01,61,000		5,01,61,000
(b) Detailed note on the terms of the rights, preferences and restrictions relating to each class of shares (as currently given) including restrictions on the distribution of dividends and repayment of capital.		NIL		NIL	
(c) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period		(Amount in Rs.)			
Particulars		Equity Shares		Preference Shares	
		Number	Amount	Number	Amount
No. of shares at the beginning of the year		50,16,100	5,01,61,000	-	-
Add: Issue of Shares during the year		-	-	-	-
Less: Deduction during the year on account of Buyback / Reduction/Forfeiture / Reduction		50,16,100	5,01,61,000	-	-
No. of shares at the end of the year		-	-	-	-
		50,16,100	5,01,61,000	-	-
(d) Aggregate details for five immediately previous reporting periods for each class of shares		(Amount in Rs.)			
Particulars		Current Reporting Period		Previous Reporting Period	
No. of shares allotted as fully paid up pursuant to contracts without payment being received in cash			-		-
No. of shares allotted as fully paid by way of Bonus Shares			-		-
No. of shares Bought Back			-		-
			-		-
(e) Details of Shareholding		(Amount in Rs.)			
No. of Shares held by		Current Reporting Period		Previous Reporting Period	
		Equity	Preference	Equity	Preference
Holding Company		-	-	-	-
Ultimate Holding Company		-	-	-	-
Subsidiary of the Company		-	-	-	-
Subsidiary of the Holding Company		-	-	-	-
Subsidiary of the Ultimate Holding Company		-	-	-	-
Associate of the Company		-	-	-	-
Associate of the Holding Company		-	-	-	-
Associate of the Ultimate Holding Company		-	-	-	-
Held by each shareholder holding more than 5% shares - 1 holder		6,33,530	-	6,33,530	-
TOTAL		6,33,530	-	6,33,530	-
(f) Detailed note on shares reserved to be issued under options and contracts (ESOPs or Loans) / commitment for the sale of shares (without payment being received in cash) divestments including the terms and conditions.					
(g) Detailed terms of any securities convertible into shares, e.g. in the case of convertible warrants, debentures, bonds etc. Disclosure should be security wise starting from the farthest date of conversion and ending with the earliest date of conversion					

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Note 3 - Reserves & Surplus

		(Amount in Rs.)	
Particulars	Current Reporting Period		Previous Reporting Period
	2013-14		2012-13
(a) Capital Reserve	-	-	-
(b) Capital Redemption Reserve	-	-	-
(c) Securities Premium Reserve	-	-	-
(d) Debenture Redemption Reserve	-	-	-
(e) Revaluation Reserve	-	-	-
(f) Shares Options Outstanding Account	-	-	-
(g) General Reserve	-	-	-
As per last Balance Sheet	27,20,882		26,97,226
Add: transferred from Profit and Loss Account	36,096		23,656
Less: transferred to Profit and Loss Account	-		-
	27,56,978		27,20,882
(h) Other Reserves (specify nature)	-		-
(i) Profit & Loss Account	-		-
As per last Balance Sheet	-		-
Add/(Less): profit/(loss) for the period	-		-
Add: transferred from reserves	-		-
	-		-
<b>TOTAL</b>	<b>27,56,978</b>		<b>27,20,882</b>

Note:

Debit / negative balances of all the reserves shall be shown in this note only, even if the TOTAL is negative.

Note 4 - Money Received Against Share Warrants

(a) Usual note (as currently given) NIL NIL

Note 5 - Share Application Money Pending Allotment

(a) Detailed note on the terms and conditions including the number of shares proposed to be issued, amount of premium and period before which the shares shall be allotted. NIL NIL

(b) Detailed note on whether the company has sufficient Authorised Capital to cover the share capital amount resulting from allotment of shares out of share application money received. NIL NIL

(c) Detailed note on the period for which the share application money has been pending beyond the period for allotment as mentioned in the document inviting application for shares along with the reasons for such pending allotment. NIL NIL

Note:

Share application money not exceeding the issued capital shall only be shown under this head. The excess of share application money shall be shown under the head "Other Current Liabilities".

Note 6 - Long-Term Borrowings

		(Amount in Rs.)	
Particulars	Current Reporting Period		Previous Reporting Period
	2013-14		2012-13
(A) Secured Loans	-	-	-
(B) Unsecured Loans	-	-	-
<b>GRAND TOTAL</b>	<b>-</b>	<b>-</b>	<b>-</b>
(b) Terms and conditions of bonds/debentures along with the nature of security, if secured (as currently given), in descending order of maturity or conversion starting from the farthest date and ending with the earliest date of redemption or conversion.	N.A		N.A
(c) Terms of repayment of term loans and other loans.	N.A		N.A
(d) Nature of security of each type of secured loans (as currently given).	N.A		N.A
(e) Details of the aggregate of each loan guaranteed by directors or others, each headwise (as currently given).	N.A		N.A
(f) Details of any redeemed bonds/debentures which the company has the power to reissue (as currently given).	N.A		N.A
(g) Details of continuing default in the repayment of loans and interest, specifying the period and amount separately in each case.	N.A		N.A

Note 7 - Deferred Tax Liabilities (Net)

		(Amount in Rs.)	
Particulars	Current Reporting Period		Previous Reporting Period
	2013-14		2012-13
Liabilities			
(i) Related to Fixed Assets	54,736		71,532
<b>TOTAL</b>	<b>54,736</b>		<b>71,532</b>
Assets			
(i) Disallowance under the I.T. Act, 1961	-		-
(ii) Others	-		-
<b>TOTAL</b>	<b>-</b>		<b>-</b>
<b>Deferred Tax Liabilities (Net)</b>	<b>54,736</b>		<b>71,532</b>

Note 8 - Other Long-Term Liabilities

		(Amount in Rs.)	
Particulars	Current Reporting Period		Previous Reporting Period
	2013-14		2012-13
Trade payable	-		-
Others	-		-
<b>TOTAL</b>	<b>-</b>		<b>-</b>

# TRIJAL INDUSTRIES LTD

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NOTE NO - 14 Schedule of Fixed Assets

Description	Gross Block			Depreciation Block				NET BLOCK	
	Beginning of Current Period	Addition/ Deductions/ Adjustments	End of Current Period	Upto Beginning of Current Period	For the Period	Deductions /Adjustments	Upto End of Current Period	End of Current Period	End of Previous Period
	01-04-2013	2013-2014	31-03-2014	01-04-2013	2013-2014	2013-2014	31-03-2014	31-03-2014	31-03-2013
(i) Tangible Assets									
Furnitures and Fixtures							-	-	-
Owned	2,49,241	-	2,49,241	84,738	17,108	-	1,01,846	1,47,395	1,64,503
Office Equipments									
Owned	1,58,866	-	1,58,866	96,444	10,475	-	1,06,919	51,947	62,422
Others (Specify Nature) Computers	6,75,200	-	6,75,200	4,72,994	60,955	-	5,33,949	1,41,251	2,02,206
TOTAL	10,83,307	-	10,83,307	6,54,176	88,538	-	7,42,714	3,40,593	4,29,131
(ii) Intangible Assets									
(Other than Internally Generated)									
Computer Softwares	8919030	-	89,19,030	-	-	-	-	89,19,030	89,19,030
TOTAL	89,19,030	-	89,19,030	-	-	-	-	89,19,030	89,19,030.00
GRAND TOTAL	1,00,02,337	-	1,00,02,337	6,54,176	88,538	-	7,42,714	92,59,623	93,48,161
Detailed note on Revaluation of Assets, if any, (as currently given) NIL & NOT APPLICABLE									
Detailed note on Impairment of Assets, if any, (as currently given) NIL & NOT APPLICABLE									
Other notes : The Gross Value of Furniture and Fixure is reduced by Rs. 130100/- as one asset worth this amount is fully depreciated and so written off, (as currently given) : The corresponding amount from the Gross Depreciation is also reduced to nullify the effect.									

# TRIJAL INDUSTRIES LTD

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Note 9 - Long-Term Provisions				(Amount in Rs.)	
Particulars	Current Reporting Period		Previous Reporting Period		
Provision For Employee Benefits	-		-		
Others(Specify nature)	-		-		
<b>TOTAL</b>	<b>-</b>		<b>-</b>		
Note 10 - Short-Term Borrowings				(Amount in Rs.)	
(a) Particulars	Current Reporting Period		Previous Reporting Period		
(A) Secured Loans	-		-		
(B) Unsecured Loans	-		-		
<b>GRAND TOTAL</b>	<b>-</b>		<b>-</b>		
(b) Nature of security of each type of secured loans (as currently given).					
(c) Details of the aggregate of each loan guaranteed by directors or others, each headwise (as currently given).					
(d) Details of continuing default in the repayment of loans and interest, specifying the period and amount separately in each case.					
Note 11 - Trade Payables				(Amount in Rs.)	
Particulars	Current Reporting Period		Previous Reporting Period		
	10,60,54,545		10,64,10,178		
	<b>10,60,54,545</b>		<b>10,64,10,178</b>		
Note 12 - Other Current Liabilities				(Amount in Rs.)	
Particulars	Current Reporting Period		Previous Reporting Period		
	2013-14		2012-13		
Other Payables (specify nature) - OUTSTANDING LIABILITIES	43,091		56,708		
<b>TOTAL</b>	<b>43,091</b>		<b>56,708</b>		
# Only that amount which is in excess of subscription or if minimum subscription not met which are refundable shall be disclosed in this note.					
Note 13 - Short-Term Provisions				(Amount in Rs.)	
Particulars	Current Reporting Period		Previous Reporting Period		
	2013-14		2012-13		
Provisions for employee's benefits	-		-		
Provision for Taxation - Current Year	32,939		30,000		
Provision for Taxation - Previous Year	72,994		42,994		
<b>TOTAL</b>	<b>1,05,933</b>		<b>72,994</b>		
Note 15 - Non-Current Investments				(Amount in Rs.)	
(a) Particulars	Current Reporting Period		Previous Reporting Period		
	2013-14		2012-13		
<b>A Trade Investments</b>					
(a) In Equity / Preference Shares					
Quoted fully paid up / partly paid up	-		-		
Unquoted fully paid up / partly paid up	-		-		
(b) In Government or Trust Securities	-		-		
(c) In Debentures or Bonds	-		-		
Quoted fully paid up / partly paid up	-		-		
Unquoted fully paid up / partly paid up	-		-		
(d) In Mutual Funds	-		-		
(e) In Partnership Firms	-		-		
(f) Other Non-Current Investments (specify nature)	-		-		
<b>Total Trade Investments</b>	<b>-</b>		<b>-</b>		
<b>B Other than Trade Investments</b>					
(a) Investment Properties	-		-		
(b) In Equity / Preference Shares	-		-		
Quoted fully paid up / partly paid up	-		-		
Subsidiary/ Associate Companies	-		-		
Others	21,05,970		21,05,970		
Unquoted fully paid up / partly paid up	-		-		
	<b>21,05,970</b>		<b>21,05,970</b>		
(c) In Government or Trust Securities	-		-		
(d) In Debentures or Bonds	-		-		
(e) In Mutual Funds	-		-		
(f) In Partnership Firms	-		-		
(g) Other Non-Current Investments (specify nature)	-		-		
<b>Total</b>	<b>-</b>		<b>-</b>		
<b>Total Non Trade Investments</b>	<b>21,05,970</b>		<b>21,05,970</b>		
<b>GRAND TOTAL</b>	<b>21,05,970</b>		<b>21,05,970</b>		
Note: Under each classification, details of the names of the body corporates, nature and extent of investment of shall be given.					
(b) Aggregate amount of provision for diminution in value of investments.					
(c) Basis of valuation of investments carried at other than cost.					
(d) Details of the names of the partnership firms with name of all their partners, total capital and share of each partner (as currently given).					
(e)				(Amount in Rs.)	
Particulars	Current Reporting Period		Previous Reporting Period		
	Book Value	Market Value	Book Value	Market Value	
Aggregate value of:					
Quoted fully paid up / partly paid up	10,83,391	5,52,098	10,83,391	5,52,098	
Unquoted fully paid up / partly paid up	-	-	-	-	
<b>Total</b>	<b>10,83,391</b>	<b>5,52,098</b>	<b>10,83,391</b>	<b>5,52,098</b>	

# TRIJAL INDUSTRIES LTD

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Note 16 - Deferred Tax Assets (Net)		(Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period		
	2013-14	2012-13		
Assets	-	-		
Liabilities	-	-		
<b>Deferred Tax Assets (Net)</b>	-	-		
<b>Note 17 - Long-Term Loans &amp; Advances</b>				
(a)		(Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period		
	2013-14	2012-13		
(a) Capital Advances	-	-		
(b) Security Deposits	1,60,000	1,60,000		
(c) Loans & Advances to Related Parties	-	-		
(d) Other Loan and Advances -	10,00,000	10,00,000		
<b>GRAND TOTAL</b>	<b>11,60,000</b>	<b>11,60,000</b>		
(b) Details of Loans and Advances to Related Parties	-	-		
(c) Detailed note on loans and advances due by the following persons (as currently given):		(Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period		
(i) Directors and other officers	-	-		
(ii) Firms in which any director is a partner	-	-		
(iii) Private companies in which director is a member/director	-	-		
<b>TOTAL</b>	<b>-</b>	<b>-</b>		
(d) Detailed note if in the opinion of the BOD any of the (a) above do not have a value on realisation in the ordinary course of business, at least equal to the amount at which they are stated (as currently given).				
<b>Note 18 Other Non-Current Assets</b>				
Particulars	Current Reporting Period	Previous Reporting Period		
(a) Long Term Receivable	-	-		
(b) Others (specify nature)	-	-		
<b>GRAND TOTAL</b>	<b>-</b>	<b>-</b>		
<b>Note 19 - Current Investments</b>				
(a)		(Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period		
	2013-14	2012-13		
(a) In Equity / Preference Shares	-	-		
(b) In Government or Trust Securities	-	-		
(c) In Debentures or Bonds	-	-		
(d) In Mutual Funds	-	-		
(e) In Partnership Firms	-	-		
(f) Other Non-Current Investments (specify nature)	-	-		
<b>GRAND TOTAL</b>	<b>-</b>	<b>-</b>		
Note:				
(b) Under each classification, details of the names of the body corporates, nature and extent of investment of shall be given.				
(c) Aggregate amount of provision for diminution in value of investments.				
(d) Basis of valuation of investments carried at other than cost.				
(e) Details of the names of the partnership firms with name of all their partners, total capital and share of each partner (as currently given).				
(e)		(Amount in Rs.)		
Particulars	Current Reporting Period		Previous Reporting Period	
	Book Value	Market Value	Book Value	Market Value
Aggregate value of:	-	-	-	-
Quoted fully paid up / partly paid up	-	-	-	-
Unquoted fully paid up / partly paid up	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Note 20 - Inventories</b>				
(a)		(Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period		
	2013-14	2012-13		
(a) Raw Material	-	-		
(b) Work in Progress	-	-		
(c) Finished Goods	-	-		
(d) Stock In Trade	-	-		
(e) Stores & Spares	-	-		
(f) Loose Tools	-	-		
(g) Others (specify nature) Stock of shares	-	-		
<b>GRAND TOTAL</b>	<b>-</b>	<b>-</b>		
(b) Basis of valuation of Inventories (as currently given)				
(c) Detailed note if in the opinion of the BOD any of the above do not have a value on realisation in the ordinary course of business, at least equal to the amount at which they are stated (as currently given).				



# TRIJAL INDUSTRIES LTD

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## Note 21 - Trade Receivables

(a) Particulars	(Amount in Rs.)	
	Current Reporting Period 2013-14	Previous Reporting Period 2012-13
(a) Due for a period exceeding six months		
Secured, considered good	-	-
Unsecured, considered good	13,73,31,167	13,78,68,395
Doubtful	-	-
Less: Provision for Doubtful Debts	-	-
	13,73,31,167	13,78,68,395
(b) Others		
Secured, considered good	26,97,228	-
Unsecured, considered good	-	-
Doubtful	-	-
Less: Provision for Doubtful Debts	-	-
	26,97,228	-
<b>GRAND TOTAL</b>	<b>14,00,28,395</b>	<b>13,78,68,395</b>

(b) Detailed note on debts due by the following persons (as currently given):			(Amount in Rs.)
Particulars	Current Reporting Period	Previous Reporting Period	
(i) Directors and other officers	-	-	
(ii) Firms in which any director is a partner	-	-	
(iii) Private companies in which director is a member/director	-	-	
<b>TOTAL</b>	<b>-</b>	<b>-</b>	<b>-</b>

## Note 22 - Cash & Cash Equivalents

(a) Particulars	(Amount in Rs.)	
	Current Reporting Period 2013-14	Previous Reporting Period 2012-13
(a) Balance with banks (excluding bank deposits with more than 12 months maturity)	94,375	33,25,798
(b) Bank deposits with more than 12 months maturity	-	-
(c) Cheque, Drafts On Hand	-	-
(d) Cash on Hand	9,92,382	7,93,430
<b>TOTAL</b>	<b>10,86,757</b>	<b>41,19,228</b>
(b) Balance with Bank include:		
(i) Earmarked balances	-	-
(ii) Amount held as margin money or security against borrowings, guarantee, other commitments	-	-
(iii) Amount having Repatriation restrictions	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>
<b>GRAND TOTAL</b>	<b>10,86,757</b>	<b>41,19,228</b>

(c) Detailed note on Repatriation restrictions in respect of cash and bank balances. NIL NIL

## Note 23 - Short-Term Loans and Advances

(a) Particulars	(Amount in Rs.)	
	Current Reporting Period 2013-14	Previous Reporting Period 2012-13
(a) Loans and Advances to Related Parties	-	-
(b) Other Loan and Advances (specify nature)	-	-
Secured, considered good - Adv Income Tax	1,00,000	1,00,000
<b>GRAND TOTAL</b>	<b>1,00,000</b>	<b>1,00,000</b>

(b) Details of Loans and Advances to Related Parties -

(c) Detailed note on loans and advances due by the following persons (as currently given):			(Amount in Rs.)
Particulars	Current Reporting Period	Previous Reporting Period	
(i) Directors and other officers	-	-	
(ii) Firms in which any director is a partner	-	-	
(iii) Private companies in which director is a member/director	-	-	
<b>TOTAL</b>	<b>-</b>	<b>-</b>	<b>-</b>

(d) Detailed note if in the opinion of the BOD any of the (a) above do not have a value on realisation in the ordinary course of business, at least equal to the amount at which they are stated (as currently given).

## Note 24 - Other Current Assets

(a) Particulars	(Amount in Rs.)	
	Current Reporting Period 2013-14	Previous Reporting Period 2012-13
(a) Interest accrued on investments and deposits	-	-
(b) Other advances receivable in cash or kind or for value to be received	54,35,538	47,91,540
<b>TOTAL</b>	<b>54,35,538</b>	<b>47,91,540</b>

(b) Detailed note if in the opinion of the BOD any of the (a) above do not have a value on realisation in the ordinary course of business, at least equal to the amount at which they are stated (as currently given).

## Note 25 - Contingent Liabilities and Commitments (to the extent not provided for)

Particulars	(Amount in Rs.)	
	Current Reporting Period 2013-14	Previous Reporting Period 2012-13
(a) Contingent Liabilities	-	-
(B) Commitments	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>

Note:

The above note should be modified as per the disclosure requirements of AS-29

## Note 26 - Dividends

(a) Detailed note on Proposed Equity Dividend and Proposed Preference Dividend for the period and related amount per share.	N.A
(b) Detailed note on arrears of Fixed Cumulative Preference Dividend (as currently given).	N.A

# TRIJAL INDUSTRIES LTD

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TRIJJAL INDUSTRIES LIMITED			
Note 27 - Investment of Unutilised Monies			
(a) Detailed note on using or investment of unutilised amount received out of issue of Specific Purpose Securities			N.A
Note 28 - Gross Revenue from Operations (Amount in Rs.)			
Particulars	Current Reporting Period 2013-14	Previous Reporting Period 2012-13	
(A) Other than Finance Company			
(a) Sale of Products	-	5,65,01,060	
(b) Sale Of Services	7,50,000	-	
(c) Other Operating Revenues	3,375	7,50,000	
TOTAL	7,53,375	5,72,51,060	
(B) Finance Company	-	-	
TOTAL	-	-	
*classifying gross income derived from services rendered or supplied under broad heads.			
(C) Other Companies	-	-	
Gross income derived under broad heads.	-	-	
Note 29 - Other Income (Amount in Rs.)			
Particulars	Current Reporting Period	Previous Reporting Period	
Other Income	-	-	
TOTAL	-	-	
Note 30 - Cost of Materials Consumed (Amount in Rs.)			
Particulars	Current Reporting Period 2013-14	Previous Reporting Period 2012-13	
(A) Raw Materials :	-	-	
(B) Packing Materials	-	-	
TOTAL	-	-	
Note 31 - Purchases of Stock-in-Trade (Amount in Rs.)			
Particulars	Current Reporting Period 2013-14	Previous Reporting Period 2012-13	
Under broad heads - Softwares	-	4,77,58,430	
TOTAL	-	4,77,58,430	
Note 32 - Changes in Inventories (Amount in Rs.)			
Particulars	Current Reporting Period 2013-14	Previous Reporting Period 2012-13	
(a) At the end of the period	-	-	
(a) At the beginning of the period	-	-	86,06,760
TOTAL	-	-	86,06,760
Note 33 - Employees Benefits Expenses (Amount in Rs.)			
(a) Particulars	Current Reporting Period	Previous Reporting Period	
(i) Salaries And Wages	1,56,230	2,80,416	
(iv) Staff Welfare Expenses	54,629	49,503	
TOTAL	2,10,859	3,29,919	
(b) Detailed note on disclosure as required by AS-15			
Note 34 - Finance Cost (Amount in Rs.)			
Particulars	Current Reporting Period	Previous Reporting Period	
Finance Cost	-	-	
(As per AS-16)	-	-	
TOTAL	-	-	
Note 35 - Other Expenses (Amount in Rs.)			
Particulars	Current Reporting Period 2013-14	Previous Reporting Period 2012-13	
(A) Manufacturing Expenses	-	-	
(B) Selling and Distribution Expenses			
(a) Sales promotion and advertisement expenses	46,357	76,640	
	46,357	76,640	
(C) Administrative and General Expenses			
(a) Rent	-	-	
(b) Insurance	-	-	
(c) Rates & Taxes	35,864	46,225	
(d) legal & professional Fees - other than payments to auditor	52,500	5,000	
(e) Payment to Auditors	-	-	
Audit fees	20,000	20,000	
Tax audit fees	-	10,000	
(j) Miscellaneous Expenses General Admin Exp	2,47,018	2,33,202	
(k) Provisions for specific liabilities, contingencies or commitments	-	-	
TOTAL	3,55,382	3,14,427	
TOTAL - Other Expenses	4,01,739	3,91,067	

# TRIJAL INDUSTRIES LTD

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Note 36 - Exceptional Items		(Amount in Rs.)		
(a) Particulars	Current Reporting Period		Previous Reporting Period	
	2013-14		2012-13	
(i) Specify nature, if any	-	-	-	
TOTAL	-	-	-	
(b) Notes on above, if any	N.A.	N.A.	N.A.	
Note 37 - Extraordinary Items (Amount in Rs.)				
(a) Particulars	Current Reporting Period		Previous Reporting Period	
	2013-14		2012-13	
(i) Specify nature, if any	-	-	-	
TOTAL	-	-	-	
(b) Notes on above, if any	N.A.	N.A.	N.A.	
Note 38 - Profit/(Loss) from Discontinuing Operations				
Detailed note as required by AS-24 and given in Illustrations	-	-	-	
Note	N.A.	N.A.	N.A.	
Items on the face of the Profit and Loss Account (Items I to XI) shall be pertaining only to the Continuing Operations.	-	-	-	
Note 39 - Earning Per Equity Share (Amount in Rs.)				
Particulars	Current Reporting Period		Previous Reporting Period	
	2013-14		2012-13	
(a) Net profit after tax attributable to equity shareholders for Basic EPS	36,096		23,656	
Add/Less: Adjustment relating to potential equity shares	-		-	
Net profit after tax attributable to equity shareholders for Diluted EPS	36,096		23,656	
(b) Weighted average no. of equity shares outstanding during the year				
For Basic EPS	50,16,100		50,16,100	
For Diluted EPS	50,16,100		50,16,100	
(c) Basic EPS	0.007		0.005	
Diluted EPS	0.007		0.005	
Face Value per Equity Share (Rs.)				
(d) Reconciliation between no. of shares used for calculating basic and diluted EPS				
No. of shares used for calculating Basic EPS	50,16,100		50,16,100	
Add: Potential equity shares	-		-	
No. of shares used for calculating Diluted EPS	50,16,100		50,16,100	
TOTAL	-		-	
Note 40 - Prior Period Items (Amount in Rs.)				
Particulars	Current Reporting Period		Previous Reporting Period	
	2013-14		2012-13	
(a) Prior Period Expenses	-		-	
TOTAL	-		-	
(a) Prior Period Incomes	-		-	
TOTAL	-		-	
Note 41 - CIF Value of Imports (Amount in Rs.)				
Particulars	Current Reporting Period		Previous Reporting Period	
	2013-14		2012-13	
In respect of				
(a) Raw Materials	-		-	
(b) Components and Spare parts	-		-	
(c) Capital Goods	-		-	
TOTAL	-		-	
Note 42 - Expenditure in Foreign Currency (Amount in Rs.)				
Particulars	Current Reporting Period		Previous Reporting Period	
	2013-14		2012-13	
Expenditure in Foreign Currency	-		-	
TOTAL	-		-	
Note 43 - Value of Raw Materials, Spare Parts and Components Consumed (Amount in Rs.)				
Particulars	Current Reporting Period		Previous Reporting Period	
	Amount	% of Consumption	Amount	% of Consumption
(a) Raw Materials Consumed	-		-	
(b) Spare Parts and Components Consumed	-		-	
TOTAL	-		-	
Note 44 - Remittance in Foreign Currency on account of Dividend (Amount in Rs.)				
Particulars	Current Reporting Period		Previous Reporting Period	
	2013-14		2012-13	
Remittance in Foreign Currency on account of Dividend	-		-	
TOTAL	-		-	
Note 45 - Earnings in Foreign Currency (Amount in Rs.)				
Particulars	Current Reporting Period		Previous Reporting Period	
	2013-14		2012-13	
Earnings in Foreign Currency	-		-	
TOTAL	-		-	

# TRIJAL INDUSTRIES LTD

23<sup>rd</sup> ANNUAL REPORT 2013-14

## AUDITORS REPORT ON CASH FLOW

To,  
The Board of Directors  
**TRIJAL INDUSTRIES LTD**  
Mumbai,

We have examined the above **Cash Flow Statement** of **TRIJAL INDUSTRIES LTD.** for the year ended 31<sup>st</sup> March, 2014 the statement has been prepared by the Company and is based on and in agreement with the corresponding Profit & Loss Account and Balance Sheet of the company, covered by our Report of even date to the members of the company.

**For DAGDULAL K JAIN & CO.**  
**CHARTERED ACCOUNTANTS.**

**Sd/-**

D. K. Jain.  
(Partner).  
Membership no. 015929.  
**F.R.N. – 101995W**  
DATE: 30<sup>th</sup> May, 2014.  
PLACE: THANE.

# TRIJAL INDUSTRIES LTD

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<b>TRIJAL INDUSTRIES LIMITED</b>		
<b>CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2014</b>		
<b>(Pursuant to amended to Clause 32 of the Listing Agreement)</b>		
	<i>31st MARCH 2014</i>	<i>31st MARCH 2013</i>
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net profit before Taxation and Extra- Ordinary Items	36,096	23,656
<b>Adjustments for :</b>		
Preliminary Expenses Written Off	-	-
Depreciation	88,538	1,31,456
Prev. Year Adjustment	-	-
Op. Profit before Working Capital Charges	<b>1,24,634</b>	<b>1,55,112</b>
<b>Adjustments for : Current Assets</b>		
(Increase) / Decrease in Trade and Other Receivables	(21,60,000)	(5,33,19,080)
(Increase) / Decrease in Inventories	-	86,06,760
(Increase) / Decrease in Other Current Assets	(6,43,998)	(6,50,000)
<b>Adjustments for : Current Liabilities</b>		
Increase / (Decrease) in Trade payable	(3,55,633)	5,06,62,107
Increase / (Decrease) in Short term Liabilities	(13,617)	(25,27,015)
<b>Cash Generated from Operations</b>	<b>(30,48,614)</b>	<b>29,27,884</b>
Provision / Payment of Direct Taxes	32,939	30,000
Transfer to / (from) Differed Tax Liability Reserve	(13,617)	(20,228)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>30,32,471</b>	<b>29,37,656</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Fixed Assets	-	(89,19,030)
Share appln. Money	-	-
Sale of Investment	-	-
Sale of Share Stock	-	-
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>-</b>	<b>89,19,030</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds from Re-payment of long Term Borrowing	-	-
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>-</b>	<b>-</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>30,32,471</b>	<b>(59,81,374)</b>
Cash and Cash Equivalants as at (Opening Balance)	41,19,228	1,01,00,602
Less: Cash and Cash Equivalants as at (Closing Balance)	10,86,757	41,19,228
<b>NET INCREASE AS DISCLOSED ABOVE</b>	<b>30,32,471</b>	<b>59,81,374</b>

# TRIJAL INDUSTRIES LTD

23<sup>rd</sup> ANNUAL REPORT 2013-14

## BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE AS ON 31/3/2014.

### I. Registration Details

Registration No. : 62238 State Code : 11  
New Reg. No. : U65990MH 1991PLC 062238

Balance Sheet date 31.03.2014

### II. Capital raised during the year (Amount in Rs. Thousands)

<b>Public Issue</b>	<b>Rights Issue</b>	
Nil	Nil	
<b>Bonus Issue</b>	<b>Private Placement</b>	<b>Conversion of loans</b>
Nil	Nil	Nil

### III. Position of Mobilization and Deployment of funds

(Amount in Rs. Thousand)

<b>Total Liabilities</b>	<b>Total Assets</b>
Rs. 159,493	Rs. 52,858
<b>Sources of funds</b>	<b>Application of Funds</b>
-----	-----
1) Paid up capital	Net fixed assets
Rs. 50,161	Rs. 9,260
2) Reserves & Surplus	Investments
Rs. 2,757	Rs. 2,106
3) Secured loans	Non- current assets
Rs. 0	Rs. 1,160
4) Unsecured loans	Misc. expenditure
Rs. 0	Rs. 0
5) Current Liability	Current assets
Rs. 106,260	Rs. 146,650

### IV. Performance of Company (Amount in Rs. Thousands)

Turnover (including other income)	Total Expenditure
Rs. 753	Rs. 701
Profit/Loss before Tax	Profit/Loss after Tax
Rs. 52	Rs. 36
Earnings Per share in Rs.	Dividend Rate %
Rs. 0.007	Rs. NIL

### V. Generic names of three principal products/services of the company (as per monetary terms)

Item code No. { N. A. }  
(ITC Code)

#### Product Description

TRADING IN SECURITIES, CORPORATE & PROJECT ADVISORY SERVICES, DEVELOPMENT & TRADING IN SOFTWARE PACKAGES.

**FOR DAGDULAL K. JAIN & CO.**  
**(CHARTERED ACCOUNTANTS).**

**FOR TRIJAL INDUSTRIES LTD**

Sd/-

Sd/-

Sd/-

Sd/-

**(D.K. JAIN).**  
**(PARTNER).**

**(KAMLESH B. MEHTA)**  
**(DIRECTOR)**

**(VISSWAS B.PAANSE)**  
**(DIRECTOR)**

**(ASHOK BHANUSHALI)**  
**(DIRECTOR)**

F.R.N. – 101995W

Membership no. 015929

PLACE: THANE.

DATED: 30<sup>th</sup> MAY 2014.

PLACE: MUMBAI.

DATED: 30<sup>th</sup> MAY 2014.

# TRIJAL INDUSTRIES LTD

## 23<sup>rd</sup> ANNUAL REPORT 2013-14

CIN: L65990MH1991PLC062238

REGD. OFFICE: 58 Shree Krishna Niwas G 496, Kalbadevi Road, Mumbai – 400002, Tel.: 022-22015951

E-Mail: [trijalindustries@rediff.com](mailto:trijalindustries@rediff.com) Website: [www.trijalindustries.com](http://www.trijalindustries.com)

**ATTENDANCE SLIP** (To be presented at the entrance)

Folio No. \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client ID NO. \_\_\_\_\_  
 Name of the Member \_\_\_\_\_ Signature \_\_\_\_\_  
 Name of Proxy Holder \_\_\_\_\_ Signature \_\_\_\_\_

I/We hereby record my/our presence at the 23<sup>rd</sup> ANNUAL GENERAL MEETING of the Company held on Friday, September 26, 2014 at 4.30 p.m. at Park View Banquet Hall, S.V. Road, Andheri ( WEST), Mumbai – 400058.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

### PROXY FORM

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

Name of the Member(s): _____	
Registered address: _____	
Email ID _____	Folio No./DP ID and Client ID _____

I/we being the member (s) of \_\_\_\_\_ shares of the above named company hereby appoint

1. Name: \_\_\_\_\_ E-mail ID \_\_\_\_\_  
 Address: \_\_\_\_\_ Signature \_\_\_\_\_  
 \_\_\_\_\_ or failing him/her

2. Name: \_\_\_\_\_ E-mail ID \_\_\_\_\_  
 Address: \_\_\_\_\_ Signature \_\_\_\_\_

As per my/our proxy to vote for me/us on my/our behalf at the 23<sup>rd</sup> Annual General Meeting of the Company held on 26<sup>th</sup> September, 2014 at 4.30 p.m. at Park View Banquet Hall, S.V. Road, Andheri (W) Mumbai - 400058 and adjournment thereof in respect of such resolutions and in such manner as are indicated below.

Resoluti on No	Resolutions	No of Shares		
	<b>Ordinary Business</b>		For	Against
1	Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2014.			
2	Appoint a director in place of Mr. Kamlesh Mehta (DIN 01675694), who retires by rotation and being eligible, seeks for re-appointment.			
3	Appointment of Statutory Auditors of the Company and to fix their remuneration for the financial year ended March 31 2015.			
	<b>Special Business</b>		For	Against
4	Appointment of Visswas Panse (DIN -03040544) as an Independent Director			
5	Appointment of Mr. Ashok Bhanushali (DIN - 03130730) as an Independent Director.			
6	Approval of Shareholders for lease or otherwise disposal of the whole, or substantially the whole, of the undertaking.			
7	Approval of Shareholders for moneys to be borrowed including moneys already borrowed exceed sum of paid up capital and free reserves.			

Signed this 26<sup>th</sup> Day of September, 2014

Signature of the Shareholders \_\_\_\_\_

**Note:**

1. This form of 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. For the resolutions, explanatory statements and notes please refer to the notice of 23<sup>rd</sup> Annual General Meeting.
3. \* It is Optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' Column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate
4. Please complete all details including details of member(s) in the above box before submission

Re.1 Revenue Stamp
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